

**Charter of the Executive Committee  
of  
Pinthong Industrial Park Public Company Limited**

**1. Composition and Qualifications**

1) Members of the Executive Committee is appointed by the Board of Directors. The Executive Committee shall consist of at least three members, comprising the Company's directors and at least one executives. Outside persons may be appointed to join the Executive Committee.

2) The Executive Committee consists of persons with appropriate qualifications, backgrounds and experiences whose contributions will benefit the Company's businesses.

3) Executive directors shall possess qualifications and not have prohibited characteristics in accordance with the Public Company Act, the securities and exchange rules and other relevant laws.

**2. Term of Office and Meeting**

1) The term of office of each executive director is as follows:

1.1.1 For the executive director who also serves as the Company's director, the term of office shall be in accordance with his/her term of directorship unless the Board of Directors has different resolution.

1.1.2 For the executive director who also acts as the Company's executive, the term of office shall be the same as his/her executive term unless the Board of Directors has different resolution.

1.1.3 For the executive director who is neither the Company's director nor executive, the term of office shall be in accordance resolution of the Board of Directors.

For any executive director who wishes to resign prior to expiration of term of office, such executive director shall inform chair of the Executive Committee about this. The Executive Committee shall then appoint a new executive director to replace the resigning one

2) The chair of the Executive Committee will appoint the secretary of the Executive Committee.

3) Meeting of the Executive Committee will be held regularly as appropriate. Meeting will be held when necessary.

4) At a meeting of the Executive Committee, at least half of total members of the Executive Committee shall attend the meeting, with chair of the Executive Committee or other person as assigned by the Executive Committee attending every meeting.

5) Every member of the Executive Committee shall attend the meeting. The meeting may be physically held, via phone or via electronic meeting.

### 3. Scope of Duties and Responsibilities

1) To manage the Company in accordance with applicable laws, objectives of the Company, articles of association and resolutions of the meeting of Board of Directors with integrity and due care for the interests of the Company.

2) To determine the following matters as necessary in the operation of the Company. Such matters shall be proposed for consideration and approval by the Board of Directors:

- Policies, objectives and annual business plan of the Company;
- Annual budget;
- Guidelines, policies and investment goals which will serve as a managerial framework by management;
- Remuneration structure and staffs welfare;
- Monitoring the Company's business performance and operation progress which will be reported to the Board of Directors.

3) To perform any tasks as assigned by the Board of Directors.

4) Having authority to approve opening of bank accounts with Thai and foreign financial institutions and managing bank accounts to ensure sound financial and liquidity management for the overall group.

5) Having authority to take the following actions within the assigned scope:

5.1) To control and determine managerial guidelines for other business investments within the scope as assigned by the Board of Directors in accordance with applicable laws;

5.2) To issue orders, rules, notifications and memorandums so that operation and management of the Company can be properly and orderly carried out;

5.3) To act as the Company's representative in contacting and dealing with outside parties;

5.4) To approve appointment of professional consultants / advisors;

5.5) To perform any other tasks as assigned by the Board of Directors from time to time;

5.6) Any other authority of the Executive Committee shall be in accordance with Level of Authorization (LOA) which was approved by the Board of Directors and may be subject to amendment from time to time;

6) The following matters shall be proposed for consideration and approval by the Board of Directors:

- The Company's business policies
- Any matters which may result in significant changes in the Company's businesses
- Any matters which in accordance with applicable laws must be carried out by the Board of Directors
- Any matters which must be carried out in accordance with the Company's orders
- Any matters the Executive Committee deems appropriate to propose on a case-by-case basis or in accordance the framework as set out by the Board of Directors.

7) The Executive Committee has authority and responsibility in carrying out the following matters to achieve the Company's business goals including;

7.1) To consider CAPEX investments with total investment amount beyond the threshold that can be approved by the Executive Committee. This shall be proposed for approval by the Board of Directors;

7.2) To consider and approve the matters as specified in the LOA or those assigned by the Board of Directors;

7.3) To review approval and authorization of different matters as specified in Levels of Authorization (LOA) prior to submission for approval by the Board of Directors; and

7.4) To manage and create balance between short-and long-term goals.

8) To approve material CAPEX as included in the annual investment budget which was already approved by the Board of Directors or those already approved in principle by the Board of Directors; and

9) To appoint or assign any specific person or a group of persons to perform any tasks as deemed appropriate by the Executive Committee. The Executive Committee may terminate, cancel, change or amend this authorization or assignment.

Note that authority of the Executive Committee to approve transaction will not include approval of any transaction that a member (s) of the Executive Committee and/or his conflict person may have an interest or have any conflict of interest with the Company and/or subsidiaries (if any) anyway as well as the connected transaction and/or the asset acquisition/disposition transaction that needs approval from the meeting of shareholders in accordance with the applicable rules of the Stock Exchange of Thailand, the Securities and Exchange Commission and other relevant regulators (if any). Nevertheless, the Executive Committee is allowed to approve the connected transaction which is a normal business transaction and/or a normal business support transaction which is pursued on an arm's length basis. Approval of normal business transactions and normal business support transactions will be proceeded in accordance with policy and guideline in approval of arm's length transactions.

#### **4. Authority, Duties and Responsibilities in Conforming to Terms and Conditions in Business Contracts**

1) To supervise and monitor management in examining list and record of assets which are additionally obtained from another party in accordance with business framework specification contract. The Executive Committee shall contact and discuss with the counterparty in updating such list at least once a year. Key details in the asset list to be verified include asset data accuracy, asset ownership and asset obligation.

2) To supervise and monitor management in working in conjunction with counterparty in updating list and record of assets with high potential in accordance with business framework specification contract at least once a year to be in conformance with the Company's business plan.

3) To supervise and monitor management in preparing list of assets under business framework specification contract after proceeding with 1) and 2) above prior to submission for approval by the meeting of the Executive Committee. Such asset list will be later submitted for acknowledgment by the meetings of the Audit Committee and the Board of Directors consecutively.

4) To monitor and supervise management in preparing the proposal to or not to exercise of rights under the business framework specification contract. The Executive Board will provide their opinion about the project feasibility, price and sources of funds as well as whether rights under the contract shall be exercised.

5) To approve lists of assets under 3) and 4) which are proposed by management.

6) To provide opinion about the project feasibility, price, sources of funds as well as whether rights under the business framework specification contract shall be exercised. Their opinion shall be proposed to the Audit Committee for their independent opinion prior to submission for endorsement by the Board of Directors. The Executive Board may provide additional information as deemed appropriate and legally required to support their opinion.

## **5. Consultant**

The Executive Board may seek for opinion from professional outside consultant (s) at the Company's expense.

This Executive Board Charter becomes into force on 13 May 2021 with the approval from the meeting of Executive Board no. 5/2021 which was held on 11 May 2021 and the meeting of Board of Directors no. 2/2021 which was held on 13 May 2021.

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(Mr. Prasarn Tanprasert)

Chairman