



Supalai Public Company Limited

Executive and Management Committee Charter

The Board of Directors of the Company has been authorized by shareholders to carry out the management in order to create value to the Company by developing policies, strategies, making decisions and monitoring performance of the management. Accordingly, it is deemed appropriate to set out duties and responsibilities of the Executive Committee and the Management Committee in order to implement the policies and strategies as follows;

1. Executive Committee

Duties and Responsibilities of the Executive Committee

- 1) Establish guidelines, goals, strategies, operation plan, annual budget and the various kinds of management powers of the Company to be further submitted for approval by the Board of Directors.
- 2) Oversee the Company's management and operations to be efficient with maximum efficacy and be ready to examine, monitor and evaluate the performance of the Company in accordance with the approved business plan.
- 3) Review the operational results from time to time in order to find quick solutions to achieve business targets.
- 4) Evaluate and screen large scale investment project and annual budget before submitting for consideration by the Board of Directors.
- 5) Set up the organizational structure and carry out efficient management covering the recruitment, trainings, employment and termination of employment of employees, executives and Executive Management.
- 6) Provide advice to the Board of Directors for making decisions on important matters, and perform any other duties as assigned by the Board of Directors of the Company.
- 7) Act as a representative and operate on behalf of the Company with the third parties.
- 8) Has the power to consider and approve the payment for investment and purchase of land in the amount not more than Baht 200 million per transaction.
- 9) The Executive and Management Committee has the right to attend trainings or to participate in activities in order to increase knowledge on concerning work by using the Company's resources.
- 10) Prepare succession plan and development plan for top management include report in order to present to the Nomination and Compensation Committee and the Board of Directors respectively.
- 11) Provide risk management and oversight to ensure compliance with internal control principles.
- 12) Provide the Authorization Handbook suitable for the responsibilities of the Management Committee.
- 13) Allocate development resources and the budget such as policies and personnel management plans and policies on information technology.
- 14) Oversee and ensure that there be a disclosure of financial and non-financial information in a complete, accurate and reliable manner.

Furthermore, 2 members of the Executive Committee have the power to consider and approve the purchase of land not more than Baht 100 million per transaction. The exceeding amount of Baht 100 million but not more than Baht 200 million can be approved by the Executive Committee, and each member of this Committee has the power to approve the purchase of construction materials within the authorized amount.

The above-mentioned authorization of power to members of the Executive Committee must not be in such a manner as to be able to approve the transaction of interest of oneself or other persons who may have conflict or conflict of interest with the Company or its subsidiaries unless it is a normal business operation of the Company, and has been approved by the meeting of the Board of Directors, in which attended by independent Directors and the scope of consideration has already been clearly outlined. Also, such authorization must be in compliance with the criteria of the Office of the Securities and Exchange Commission and the Regulations of the Stock Exchange of Thailand or as prescribed by other government agencies.

2. The Chief Executive Officer

The duties and responsibilities of the Chief Executive Officer

- 1) Manage and operate the business of the Company according to the strategic directions and policies approved by the Board of Directors according to the scope and powers prescribed by the Board of Directors.
- 2) Set up both short-term and long-term business goals in the annual business plan as well as the expense budget and long-term strategic plan to be approved by the Board of Directors, and report the progress of the plan and the approved budget to the Board of Directors after every period of 3 months.
- 3) Supervise the operations through the Management Committee to achieve the goals as specified in the business plan by focusing on creating long-term value for shareholders, building the competitiveness and providing appropriate returns to the shareholders.
- 4) Allocate resources and recruit personnel with potential to create maximum benefits.
- 5) Employ, appoint, remove, relocate, promote, reduce, cut the salary or wage, impose disciplinary penalties upon the officers and employees and remove the employees from the positions according to the regulations prescribed by the Board of Directors.
- 6) Promote and establish a strong organization culture and support the vision and business growth.
- 7) Monitor the operations of the Company closely, evaluate the operational results and report the operations already carried out by the Management to the Board of Directors from time to time in a timely manner.
- 8) Consider, screen and propose for approval from the Board of Directors regarding the policies and business direction of the Company, matters which, if carried out, would cause significant change to the business of the Company and matters to follow the laws and regulations of the Stock Exchange of Thailand.
- 9) Prepare details on operational powers within the Company in order to decentralize such power to enable the employees to carry out the operations and make decision efficiently with flexibility without losing control, to be proposed for approval by the Board of Directors.
- 10) Prepare reports every quarter on financial position and financial statements to be considered and approved by the Board of Directors.

The above-mentioned authorization of power to the Chief Executive Officer must not be in such a manner as to be able to approve the transaction of interest of oneself or other persons who may have conflict or conflict of interest with the Company or its subsidiaries unless it is a normal business operation of the Company and has been approved by the meeting of the Board of Directors, in which attended by independent Directors and the scope of consideration has already been clearly outlined. Also, such authorization must be in compliance with the criteria of the Office of the Securities and Exchange Commission and the Regulations of the Stock Exchange of Thailand or as prescribed by other government agencies.

3. Management Committee

The Management Committee comprises the Chief Executive Officer, Executive Vice President, Managing Director, Deputy Managing Director, Assistant Managing Director, Director of Department Administration. The Management Committee will have at least 1 meeting per quarter.

3.1 Meetings and Quorum

- 3.1.1 To constitute a quorum, not less than one-half of the total members of the Management Committee must attend the meeting each time.
- 3.1.2 If the Chief Executive Officer is not present at the meeting, or unable to perform his duties, directors members attending the meeting must select one of member of the Executive Committee to be the Chief Executive Officer of the meeting.
- 3.1.3 The Management Committee meeting and the Chief Executive Officer may call a special meeting to consider the urgent issue as deemed fit.
- 3.1.4 The Secretary of the Management Committee and / or participants other than members has no right to vote in the meetings of the Management Committee.

3.2 The duties and responsibilities of the Management Committee

- Implement the policies, directions, strategies, goals and management structures of the Company to be efficient and effective.
- Operate according to the business plan and budget approved by the Executive Committee with integrity, honesty and care in order to best maintain the benefits of the Company and the shareholders.
- Operate according to the risk management system and ensure that there be compliance with internal control principles.
- Review the Authorization Handbook to be suitable for the Management Committee's responsibilities.
- Implement the framework for resource allocation, development and budgeting, such as policies and personnel management plans, and policies on information technology.
- Supervise general management as specified in the regulations of the Company.
- Follow up and ensure that the operations of the Company are in accordance with the policies, the business plan and the allocated budget.
- Exercise other powers necessary for the operations of the Company as assigned by the meeting of the Board of Directors and/or the Executive Committee.
- Communicate with the outside stakeholders of the organization as needed and according to the authorized powers.

The above-mentioned authorization of power to members of the Management Committee must not be in such a manner as to be able to approve the transaction of interest of oneself or other persons who may have conflict or conflict of interest with the Company or its subsidiaries unless it is a normal business operation of the Company, and has been approved by the meeting of the Board of Directors, in which attended by independent Directors and the scope of consideration has already been clearly outlined. Also, such authorization must be in compliance with the criteria of the Office of the Securities and Exchange Commission and the Regulations of the Stock Exchange of Thailand or as prescribed by other government agencies.

After each meeting of the Management Committee, the Secretary of the meeting shall summarize the opinions and comments of the meeting and submit to the Company's Board of Directors for acknowledgment and / or for consideration.

Notified on this 13th day of December 2017

Prateep Tangmatitham

(Dr.Prateep Tangmatitham)
Chairman of the Board of Directors