

# **Charter**

## **Executive Committee**

**Wyncoast Industrial Park Public Company Limited**

# **Charter Executive Committee**

## **Wyncoast Industrial Park Public Company Limited**

### **1. Composition and Qualification**

1.1 The Executive Committee is appointed by the Board of Director with the amount as the Board of Director deems appropriate which consists of a certain number of directors, one or more other persons which will be hold position of the Company's executive by the Chief Executive Officer's nomination. For appointing Executive Committee, the Board of Director must appoint one of the executive to be the Chairman of the Executive Committee.

1.2 Chief Executive Officer shall automatically considered as Executive committee by position.

1.3 Executive Committee must have appropriated knowledges, abilities and experiences, as well as understanding of qualification and responsibilities and also must not be any prohibited characteristic subject to the law.

1.4 The personnel of the Office of the Director or the company secretary shall be the secretary of the executive committee as well.

### **2. Term of office**

2.1 In the case of any Executive Committee is also a Director of the Company, the remaining term of office should be the Executive Committee's term unless the Board of Director has a resolution otherwise.

2.2 In the case of any Executive Committee who is the executive of Company, the remaining term of office should be the executive's term unless the Board of Director has a resolution otherwise.

### **3. Duties and responsibilities of the Executive Committee and Chief Executive Officer, authority framework and duties of the Executive Committee**

Executive Committee is a sub-committee that the Board of Director has empowered to act on behalf of the Board of Director for execution upon business management without holding for the Board of Director's decision due to the requirement of some issues' immediate response for keeping up to date with the business operation and also scrutinizing of various matters which will be proposed to the Board of Director for consideration.

The authority framework, duties and responsibilities of the Executive Committee are defined as follows:

1. Determine the Company's business strategy
2. Consider and scrutinize the following matters before proposing to the Board of Director for approval.
  - 2.1 Company's Strategic Plan
  - 2.2 Annual budget subject to the Company's strategic plan.
  - 2.3 Activity and operation related to merger and acquisition.
  - 2.4 Appointment, transfer, dismissal, determination rate of wage, pension, and salary increase adjusting, compensation and bonus of executive.
  - 2.5 Determination of pension, salary increase adjusting, compensation, annual bonus of the Company.
3. Assign the guideline and investment plan as well as fundraising according to the Company's policy.
4. Manage the business and follow up the Company's operation for its efficiency upon the budget and goal targets.
5. Propose the allocation of profit as legal reserves to the Board of Director and propose to the shareholder for approval.
6. Responsible of human resource management for executive.
7. Strengthen and drive employee's motivation.
8. Consider the agenda and propose to the Board of Director.
9. Consider the issuing of guarantee document to third party before submitting to the Board of Director for approval except in general business's case subject to the Company's objective.
10. Authorized to order, plan and operate the Company's business according to the policy which has been settled by the Board of Director.
11. Authorized to consider and determine employee welfare subject to the working condition, culture and coherence with relevant laws.
12. Authorized to approve the appointment of advisor to the Executive Committee as necessary and setting appropriate remuneration and welfare not more than Baht 2 million per project.
13. Approve of engaging a Memorandum of Understanding - Joint Venture Agreement for investment in several projects which shall not more than Baht 250 million of the Company's investment value proportion.
14. Authorized to approve the purchasing and selling of fixed assets for operational usage, loaning, investment, bidding, procurement, borrowing, engaging agreement or any juristic act related to normal business or other business in accordance with the Company's objectives, business plan or budget which has been approved by the Board of Director as follows:
  - The financial limitation is not more than Baht 10 million for lending money.
  - The financial limitation is not more than Baht 250 million for purchasing and selling fixed assets for operational usage and investment for normal business.
  - The financial limitation is not more than Baht 1,000 million for borrowing, procurement, bidding, engaging any contract / juristic act related to normal business according to the Company's objectives.
  - The financial limitation not more than Baht 500 million baht for borrowing, procurement, bidding, engaging any contract / juristic act related to other business according to the Company's objectives

15. As any transaction has specified in the business plan or budget approved by the Board of Director, the Executive Committee is able to operate within the approved limit.
16. Approve the registration of right and juristic act relating to tangible assets and intangible assets and privileges of the Company, subsidiary company, associated company which are normal business operation or normal business support transaction of the Company.
17. Approve the establishing, addition, reduction or cancellation of accounting reserves such as allowance for doubtful accounts, allowance for loss on impairment of investments, allowance for project losses during operation, etc.

Nevertheless, the authority and responsibility of the Executive Committee as mentioned above are undertaking subject to rules of law and Company's rules and regulations, the Executive Committee has no authority to take any action regarding related transaction, acquisition or disposition of the Company's significant assets and/or items or matters that the Executive Committee or person who may have conflict or stake or may have any other conflict of interest to be made with the Company and its subsidiaries (if any). In that case, the Executive Committee shall submit such matter to the Audit Committee and/or the Board of Directors for further consideration and approval. The Executive Director and person who may have conflict of interest will not have the right to vote in the Board of Director's meeting on such matter.

#### **Scope of duties of the Chief Executive Officer (CEO)**

The Chief Executive Officer (CEO) is assigned by the Board of Director to authorized for execution and supervise all general management of the Company in order to be in accordance with the objective, policy, regulation of the Company and approved budget plan by the Board of Director, strictly and honestly as well as maintaining the best benefit to the Company and shareholder including not acting and taking any manner that having conflict of interest with the Company, subsidiary company and associated company. The scope of duties and responsibilities of the Chief Executive Officer are as follows:

Propose plan and direction for the group management to the Executive Committee and Board of Director for consideration.

1. Approve the action plan and monitor the operation to be in accordance with the policy set by Executive Committee and Board of Director.
2. Assign authority, duties and responsibilities to executives.
3. Summarize and submit the Company's performance report to the Executive Committee.
4. Authorized its power to approve purchasing and selling fixed assets for operational usage, loaning, bidding, borrowing, procurement, engaging contract or any juristic act related to normal business or other business in accordance with the Company's objectives, business plan or budget approved by the Board of Director as follows:
  - The financial limit for lending money is not more than Baht 5 million.
  - The financial limit for purchasing and selling fixed assets for operational usage or normal business investment is not more than Baht 50 million.
  - The financial limit for borrowing, procurement, bidding, engaging any contract / juristic act related to normal business according to the objectives of the company, is not more than Baht 100 million.

- The financial limit for borrowing, procurement, bidding, engaging any contract / juristic act related to other business according to the Company's objectives, is not more than Baht 50 million.
- 5. Authorized to implement and be the representative of Company and group companies to the external party for any related matter and considered to be beneficial to the company group.
- 6. Authorized to approve the appointment of consultant in various sectors that necessary for the Company's operation including determining appropriated remuneration and welfare rates for consultant in the amount of not more than Baht 1 million per project.
- 7. Manage in general of the Company and the company group or other business that assigned by Executive Committee and/or the Board of Director.
- 8. Authorized to request an unlimited line credit from a bank or a financial institution for management the Company's projects. Once the credit line has been approved, the commitment to use of fund must be approved in every transaction upon the scope of authority.

The assignment of powers, duties and responsibilities of the Chief Executive Officer as aforementioned must be subject to the rules of law, regulations and Articles of Association. Nevertheless, the Chief Executive Officer has no authority to perform any transaction upon related transaction, acquisition or disposition of the Company's significant assets and/or item or matter of the Chief Executive Officer or person who may have conflict of interest, stake or there may be any other conflicts of benefit with the Company and its subsidiaries (if any). In such cases, the Chief Executive Officer shall submit such matter to the Audit Committee and/or the Board of Directors for approval and the Chief Executive Officer will not have the right to vote in the Board of Director's meeting on such matter.

#### **4. Meeting and Resolution**

1. The Executive Committee shall hold at least 8 meetings per year as necessary and appropriate.
2. The meeting's agenda and meeting's document must be addressed to the Executive Committee prior to the meeting.
3. There must be 2 of 3 of all directors present in the meeting in order to consider as a quorum of the Executive Committee meeting which can attend the meeting in person at the same place or meeting via electronic media.
4. The Resolution of the Executive Committee meeting shall be based on a majority vote from meeting's attended director. However, any director who has an interest in any matter must not participate in the consideration or vote.
5. The secretary of the Executive Committee shall prepare the minutes of the meeting and filing the Executive Committee meeting's document.

## 5. Review and update of the Charter

Board of Directors will review and update this Charter as appropriate and in the circumstances necessary for submission to the Board of Directors for approval.

Announced on February 29, B.E. 2024



Mr. Jak Chamikorn  
Chief Executive Officer  
Wyncoast Industrial Park Public Company Limited

*This Board of Executive Charter*

*Approved and reviewed by the Nomination Committee Meeting No. 2/2024 on February 29, 2024.*

*This has been approved and reviewed by the Board of Directors Meeting No. 2/2024 on February 29, 2024.*