

Executive Committee Charter

WHA Corporation Public Company Limited

Objectives

WHA Corporation Public Company Limited and Subsidiary Companies (“the Company”) realizes the significance of good Corporate Governance which helps supporting the Company’s operation to be effective and to sustainably grow. It leads to the ultimate benefits for every related department; staffs, investors, shareholders and other stakeholders. Therefore, the Board of Directors release this resolution on Executive Committee Charter to remind the Directors the completed duties and responsibilities to the Company.

1. Compositions of Executive Committee

- 1.1 The Board shall appoint the Executive Committee members; at least 3 members.
- 1.2 The Executive Committee shall select one of their members to be the Chairman.

2. Qualifications of Executive Committee

- 2.1 Members of the Executive Committee must devote adequate time to perform their duties in order to achieve the Committee’s objectives.

3. Roles and Responsibilities of Executive Committee

- 3.1 To consider and prepare policies, strategies, goals and business plans, financial targets and annual budget of the Company which are appropriately considered and should be proposed to the board of directors. If situations have changed, the Executive committee shall consider the approved budget appropriately.
- 3.2 To give opinion, advice and consider to approve the matters relating to the Company’s normal business operation under the amount or annual budget approved by the Board, and to approve the variance of not exceeding 5% of the amount or annual budget approved by the ,or to perform any activities assigned by the Board
- 3.3 To consider and approve specific matters or operations within the following amount:
 - (a) To approve the execution, investment, termination, or divestment of the Company’s project for the value not exceeding THB 1,500 mm per project;
 - (b) To approve the determination of loans, B/E, P/N and their terms and conditions, with the value of note exceeding THB 1,000 mm per time;
 - (c) To approve the asset mortgage for being collateral of borrowing for the amount not exceeding to THB 1,000 mm per time;
 - (d) To approve the determination of Bank Guarantees and their terms and conditions, with the value of note exceeding THB 1,500 mm per time;
 - (e) To approve the payment to settle a legal dispute for the amount not exceeding THB 50 mm per time;
 - (f) To approve the hiring of a consultant, or third party expert in the amount of not exceeding THB 20 mm per time;
 - (g) To approve advertising expenses. Entertainment expenses, social, sports and scholarship donations, gift expense in the amount not exceeding THB 5 mm per time.

- 3.4 To approve investment or expenses, including advertising expenses. Entertainment expenses, social, sports and scholarship donations, gift expense in excess of the annual budget or limit as approved by the Board in the amount of not more than THB 10 mm per time.
- 3.5 To approve open and/or close of bank accounts, enter into other financial products; e.g. IRS, derivatives, Money Market, as well as to approve changes to the terms and conditions of the debentures, such as the borrowing period, interest rate.
- 3.6 To appoint or terminate the Company's Executive or employee at the level of department manager upward, including to determine their compensation.
- 3.7 To consider, screen and monitor the Company's operation to comply with the policy, business strategy, goals, business plans, financial targets and budgets approved by the board of directors for efficiency and effectiveness.
- 3.8 To implement and conduct the Company's business as assigned by the Board of Directors.
- 3.9 To consider and monitor the succession plans, manpower plans, and evaluation of performance of the directors.

4. Term of Office of Executive Committee

- 4.1 The term of office of each Executive Committee member is three (3) years from the date of appointment in accordance with the Board of Directors' term of office. Members of the Executive Committee who retire by rotation are eligible for reappointment.
- 4.2 Any Executive Committee members who are executives shall serve the term the same as the Company's executive term unless Board of Directors have different resolution.
- 4.3 Any Executive Committee members who are not directors or executives shall serve the term determined by Board of Directors and the term can be changed to meet the appropriation.

5. The Meeting of Executive Committee

- 5.1 The Company will have the Executive committee meeting regularly, at least four times per year on a quarterly basis, and the meeting will be scheduled and notified in advance.
- 5.2 At a meeting of the Executive Committee at least half the number of the members of the Executive Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Executive Committee shall appoint a member to perform the duty on behalf of the Chairman.
- 5.3 Decisions in the meeting shall be by a simple majority vote. Each member of the Executive Committee is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote. The member of the Executive Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.
- 5.4 The Executive Committee may invite other related persons to join meetings as appropriate.
- 5.5 In calling a meeting of the Executive Committee, the Chairman of the Committee or delegated person shall serve meeting notices to the directors at least seven days prior to the meeting date. Where it is necessary or urgent, the meeting may be called by other methods and an earlier meeting date may be choosing. In case of electronic conference, the notice can be sent via electronic sources.
- 5.6 When the Meeting ends, the Company Secretary shall be responsible for the minutes of the Meeting and send the minutes of the Meeting to the Chairman of the Committee for signatory. The minutes shall be proposed for endorsement on the first agenda in the next Meeting. The directors are able to comment and request for the additional revision on the minutes of the Meeting for the most accurate and correct.

6. Remuneration

The Executive Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

The revised Executive Committee Charter is considered and consented from the Executive Committee's Meeting No. 1/2019 held on 21 February, 2019. It is considered and approved by the Board of Directors Meeting No.2/2019 on 22 February 2019.

-Signature-

(Ms. Jareeporn Jarukornsakul)

Chairman of the Board of Directors