



- Translation -

AgriPure Holding Public Company Limited

Charter for Board of Directors

Purpose

Board of Directors represent Shareholders on overall management to keep business align with law, company purpose, and regulation. The main controlling in order to support all management follows company policy. Pertain social responsibility to enhance Shareholders, public and related group confident.

Components and Establishment

- Board of Directors consist of Chairman of the Board, Managing Director, Minimum 5 other Board members. More than half of board member residence in Thailand and comply with Thai qualification person. Consist of at least one third independent members, and must be equivalent or more than 3 members.
- Shareholder approved the appointment Board of Director.
- Board of Directors select one of them to be Chairman of the Board
- The Board of Directors assignment shall comply with related law and crystal clear conducted by consideration of adequate work experience and education background for Board members and Shareholder decision.

Board of Directors qualification

- Board of Directors is a well knowledge, ability, honest, and good moral in business management, dedicate sufficiency time and passion to work for the company.
- Qualified by law, and no legal prohibitions according to public company law or any concerned law. No infelicity manner indicated to decrease the confident in managing public company follow The Office of The Securities and Exchange Commission requirements.



- Board of Directors can hold maximum 5 other companies board member title, however, in such action must not affect taken title incumbency, and correspond with The Stock Exchange of Thailand.
- Independent Board member must be qualified as company independent regulation, and complied with Qualification and Scope of the Audit Committee announced by The Stock Exchange of Thailand. Independent member shall be able to take good and equally care for all shareholders benefit to avoid confliction of interest. Moreover, they shall participate and share their opinion in Board member meeting independently.

Term of incumbency

In every annual Shareholder ordinary meeting, one third of board member will be retired. If number cannot clearly be cut, the nearest number to one third shall be retired. The retired member by term completion can be reselected to take the title again if members agreed.

The draw lots shall be used for the member who have to retired at the first 2 years after company registration, the longest position member shall retired at later years.

Addition retirement than above term complete and rotation are

- Death
- Resignation
- Lack of qualification or legal prohibition manner against public company law or infelicity manner indicated the inappropriate to manage public company follow The Act of The Office of The Securities and Exchange Commission.
- Shareholder agreed the retirement in the meeting
- Court ordering

Board of Directors can submit resignation to company which will effect on the date that resignation letter deliver to company. Resignation person can also inform to registrar.



Whereas the title is vacant by other cause, members shall select a qualified person who have no legal prohibition to replace the vacancy in next Board of Directors meeting unless the term of resignation person less than 2 months left, the replacement can only take the title for the remain period of term.

Board of Directors responsibility

Board of Directors are top authorized to desire business guidelines and controlling policy. Board of Director is a represent and good instance in company management. All directors shall demonstrate the outstanding of leadership skill to supervise management team to achieve business target as core value effectively by increasing the investment value for shareholders, and stakeholders. Board of Directors will altogether with management team to define company Vision, Mission, Roll, Strategy, Financial target, Recklessness, Business plan, Budget, and also supervise management team in according to execute follow the plan for the best result. Meanwhile, Board of Directors take fully responsible for company on ethics and legal concerned to company business and stakeholders by utmost performing with their professional skill, knowledge, expertise, vigilance and independent opinion.

Board of Directors establish Corporate Governance Policy in written document and review it annually.

Board of Director shall be vigilant considerate conflicts of interest related to conflict of interest and provide clear solution to achieve company and shareholder benefit at highest efficiency. Related person to the conflict and conflict of interest have no right to involve in consideration process. Board of Director shall supervise the correct considerate solution, processing, and declaration. The independent discreet execution to obtain shareholders confident for the most effective management shall be performed.

Board of Directors reveal appropriated person and appoint them as new directors or replacement in the shareholder meeting or in among directors or can organize committee particularly.

Board of Directors are fully dedicate their time and attention to company business and always ready to participate company meeting. The absence more than 3 times continuously without a reasonable cause is considered as not a Board member anymore.

Scope for Board of Directors Duties

- Board of Directors has responsibility of performing their duties compliance with the law, purpose, company rules, and resolutions concluded from shareholder meeting.

- Board of Directors are forbidden to enroll as shareholder or any invest as a part to any other juristic person that hold the same business type or being a competitor with the company, unless the shareholder assignment in the meeting.
- Board of Directors shall immediately inform to company if any direct or indirect conflict of interest concern by any agreement with company, shareholders or any debenture up or down.
- Board of Directors conduct meeting minimum once in three months. The meeting shall be conducted at main branch office, nearest province or any other place assigned by Chairman of the Board.

Board of Directors enhanced company Code of Conduct and Business Ethic practice in written document to share with Directors, Management, and employees to ensure their understanding of company ethical standard that used in the business processing. Board of Director persuade and trace for the execution result in all level seriously.

- Board of Directors established the Financial Controlling system and report to align with rules and policy set. Independent person from mention system shall be assigned to conduct the audit minimum once a year.
- Board of Directors establish Risk Management Policy cover over all and performed and report for result and progress to Board of Directors by management team. This performance shall be evaluated at least once a year, and at each risky rate change which concluded the pre alert and any other odd.
- Board of Directors who involve in the case will have no right to vote or participate the meeting.
- Two Directors sign and seal with company stamp.

Duty for Board of Directors Company & Subsidiary

Board of Directors are directly responsible to make decision for important policy and strategy, ensure the management driven the business by announce policy and strategy to obtain utmost benefit to shareholders unless it regulated by law that need an approval from shareholder meeting resolution before execution.

Meeting

- Company provided consistency Board of Directors meeting at least once in three months by advance notice to all directors.
- Chairman of the Board and Board of Directors review agenda together.
- Preparing and distribute Invitation letter with agenda and ประกอบ document to all directors at least 3 days in advance before the meeting date then directors have enough time to review data.
- Constituted quorum participate the meeting when there is an important agenda such as company or subsidiary asset selling which affect to company investment, company expansion, financial strategy defining or recklessness.
- If any director involve benefit in any agenda, that director have to leave the meeting before consider that topic.
- All Directors have right to propose any topic into agenda, review all documents and any other related and important document if any doubt. Other directors and management shall provide answer for the doubt.
- Company Secretary or assigned secretary provide minutes of the meeting within the time defined by law.

Quorum

There are more than half of board members participate Board of Directors meeting for constituted quorum that the vote could be counted for resolution.

Each director represent one right for one vote. If the vote on both are equal, Chairman of the Board could be request to give the vote to judge.

Evaluation

Board of Directors Performance evaluation shall be conducted every year. There are 2 types of evaluation which are individual director performance evaluation and director team performance



evaluation. The committee will use evaluation result for correspond with other Board of Director opinion to present to shareholder.

Charter for Board of Director got approved from Directors meeting number 4/2556 held on November 13, 2013

A handwritten signature in blue ink, appearing to read "S. Jungrungrangkit".

(Mr.Suredpon Jungrungrangkit)

Chairman of the Board

A handwritten signature in blue ink, appearing to read "Sineemas Sotpiparnukul".

Miss Sineemas Sotpiparnukul

Auditor