

The Board of Director's Charter

Scope, Duties, and Responsibilities of the Board

The Board of Directors has its duties and responsibilities to perform in compliance with the laws, objectives, and the Company's Articles of Association as well as resolutions of the shareholders' meeting with honesty and due care of the Company's benefits, except the transactions that must be approved by shareholders' meeting before conducting such as transactions that required by laws to obtain the majority votes of shareholders' meeting, the connected transaction and the acquisition or disposal of assets in accordance with the regulations specified by SET or any issues defined by government agencies, etc. In this regard, the Board of Directors may assign any one director or other people to act on behalf of the Board of Directors. The Scope, Duties, and Responsibilities of the Board of Directors are as follows:

1. To hold the Company's annual general meeting of shareholders within no later than four months from the end of the Company's fiscal year;
2. To hold the Company's Board of directors' meeting at least once every three months;
3. To arrange the preparation of a financial statement at the end of the Company's fiscal year which is audited by the auditor, and then shall propose to the shareholder's meeting for their consideration and approval;
4. The Board of Directors may delegate their authority to anyone or several directors or other people to take any action on their behalf and under the supervision of the Board of Directors, or empower such person/persons to have power according to the Board of Directors deem appropriate and within the time limit as the Board of directors indicate. The Board of Directors may cancel, revoke, change, or amend such authorities whenever it deems appropriate. The Board of Directors may authorize the Executive Director to manage any operations, which was already described in the scope, duties, and responsibilities of the Executive Director, however, such authorization shall not include the consideration and approval of any transaction in respect of which his or any persons have interest or conflict of interests with the Company or its subsidiary, except where the transactions are in accordance with policies and measures as considered and approved by the Board of directors;
5. To set targets, guidelines, policies, business plans, and budget of the Company as well as to monitor the operation and management of the Executive Director to ensure that they perform in compliance with such policies, except the following matters which must be approved by the meeting of shareholders before conducting: the issue that required by laws to obtain the majority votes of shareholders' meeting such as capital increasing, capital reduction, debenture issuance, the sale or transfer of the business of the Company in whole or in essential part to other persons or the purchase or acceptance of transfer of the business of other companies, and the amendment of the Company's memorandum of association. Furthermore, the Board of Directors has its duty to conduct the Company to perform in compliance with the Securities and Exchange laws and rules issued by SET such as connected transactions and the acquisition or disposal of assets according to the regulations issued by SET, or relevant legislation with the Company's business;

6. To consider the management structure, and to appoint the Executive Director, Chief Executive Officer, and other Committees as deemed appropriate;
7. To supervise and monitor the operating results in order to meet the business plan and budget continuously;
8. The Director is forbidden to operate a business of the same nature as, and in competition with that of the Company, or to enter to be a partner in an ordinary partnership or a partner of limited partnership or a director of a private company or other Company which operates a business of the same nature as and in competition with that of the Company, whether for their own or other's benefit unless the meeting of shareholders has been notified prior to appointment thereto;
9. The Director shall file to the Company a report on his interest which may cause a conflict of interest directly or indirectly when the Company enters into a contract or has any changes in shares or debenture holding in the Company or its subsidiary.

TMT STEEL PUBLIC COMPANY LIMITED