

## The Charter of Executive Committee

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Dohome Public Company Limited

## The Charter of Executive Committee

### 1. Objectives

The Executive Committee was established to assist the Board of Directors in operating the Company according to the policies, the business plan, the Articles of Association, the orders and the specified targets as assigned by the Board of Directors.

### 2. Composition

The Executive Committee consists of at least of three members, who are not necessary the Company's directors.

The Executive Committee selects one executive director to be the Chairman of the Executive Committee and appoints the secretary to assist in the performance of duties of the Executive Committee regarding the meeting arrangement, the agenda preparation, the delivery of meeting documents and the minute recording.

### 3. Qualifications of Executive Directors

The Executive Director must have the following qualifications:

- (1) Being knowledgeable, honest, business ethics and have enough time to devote their knowledge and abilities and perform duties for the Company.
- (2) Fully qualifications and not having any prohibited characteristics under relevant laws.
- (3) Not be a person operating a business of the same nature and in competition with the business of the company or become a partner or a director in another juristic person who operates business of the same nature and is in competition with the business of the Company whether doing it for the benefit of oneself or others unless notified to the Board of Directors' meeting prior to the appointment.

### 4. Elections and Term of Office of the Executive Committee

The Executive Committee shall be appointed by the Board of Directors from persons with full qualifications specified in the charter of the Executive Committee.

A member of the Executive Committee can vacate office upon:

- (1) Death;

- (2) Resignation;
- (3) Lack of qualifications and having prohibited characteristics stipulated by law;
- (4) The meeting of the Board of Directors resolves to remove him/her from office.

In case that number of the Executive Committee is lower than 3 members, the Board of Directors shall appoint a new member in replacement promptly or at least within 3 months as from the date the number of members is incomplete for the continuation of performance of the Committee.

5. **Roles, Duties and Responsibilities of the Executive Committee**

- (1) Determine and propose to the Board of Directors' for approval the Company's visions, strategies, directions, policies, goals, business plan, budget, management structure and authority limits, conduct the businesses as approved by the Board of Directors as well as monitor the operations to ensure the effectiveness and efficiency.
- (2) Oversee the operations regarding on the Company's general management by the Management Director/ Chief Executive Officer.
- (3) Study on the possibilities of the new investment projects and have authority to consider and approve the investments or joint-investments with any juristic persons or business organizations in the form which the Executive Committee deems appropriate in order to operate the Company's businesses according to its objectives. The Executive Committee can consider and approve the expenditures of such investments, the entering into the juristic acts and/ or any order duties relating to such acts in accordance with its authority limits and/ or as specified by the Board of Directors and/ or as specified by relevant laws and regulations and/ or as specified by the Company's Articles of Association.
- (4) Approve the entering into any agreements and/ or transactions relating to the Company's normal businesses, for instance, buying/ selling products and providing/ obtaining services, and for the benefit of achieving the Company's objectives within its authority limits and/ or as specified by the Board of Directors.
- (5) Consider and approve the entering in to any transactions with the financial institutions for the purpose of opening account, borrowing, requesting for credit, pledging, mortgaging, guaranteeing and others, including any buying/ selling and registration of land ownership for the benefit of the Company's operations. Moreover, the Executive Committee has the authority to approve the entering into any contract laws or acts and the submission of application and proposal to the official agencies so as to obtain any rights of the Company

and/ or the relevant transactions with such matters within its authority limits and/ or as specified by the Board of Directors and/ or as specified by the relevant laws and regulations.

- (6) Approve the appointment of any advisors necessary for the Company's operations within the budget as approved by the Board of Directors annually.
- (7) Define the remuneration framework, policy and structure to determine the monthly salary, salary increase, bonus, compensations and rewards for employees and executives (excluding the Management Director/ Chief Executive Officer.)
- (8) Perform any other acts as assigned by the Board of Directors or as stipulated by the policies which are approved by the Board of Directors.
- (9) Review and propose to the Board of Directors to consider revising the Executive Committee's roles, duties and responsibilities to be consistent with the circumstances.
- (10) Assign any person (s) to act on behalf of the Executive Committee. Such authorization of duties and responsibilities will not which enable the Executive Committee or authorized person (s) to approve the transactions in which they or their related person (s) (as specified in the notification of the SEC and/ or the notification of the Capital Market Supervisory Board and/ or the notification of the SET and/ or as specified by relevant authorities) may have interest or benefits or conflicts of interest with the Company or its subsidiaries, except the approval of transactions which are in accordance with the policy and guideline as approved by the meetings of shareholders or the Board of Directors.

## 6. Meeting

- (1) The Meeting of the Executive Committee shall be deemed appropriate by the Chairman of the Executive Committee at least (1) one meeting is scheduled every month.
- (2) In the meeting of the Executive Committee, the Chairman of the Executive Committee or the person who was assigned send an invitation letter of the meeting together with agenda and supporting documents for all Executive Directors at least 5 days in advance of the date of the meeting for the Executive Committee to have sufficient time to study the information. Except urgently necessary to preserve the rights or interests of the Company, to notified by other methods or scheduled meeting date earlier than that.

7. Quorum and Voting

- (1) At the meeting of the Executive Committee, at least half of the total number of Executive Directors should attend, will constitute a quorum. In case of the Chairman of the Executive Committee is not present at the meeting or unable to perform duties. The Executive Committee, which attended the meeting, selected one of the executive directors to preside over the meeting.
- (2) The decision of the meeting shall be made by a majority of votes.
- (3) One Executive Director has one vote, except the Executive Director who has interest in any matter will not have the right to vote on that matter. In the event of the same vote the Chairman of the meeting shall have one more vote as a decisive vote.
- (4) The Chairman of the Executive Committee always shall report the results of next the Board of Directors meeting.

This Charter shall be effective from 26 October 2017 onwards.

This Charter was reviewed by the Board of Directors' Meeting No. 6/2020 on 11 November 2019.

*-Signature-*

Mr. Chatrchai Tuongratanaphan  
Chairman of the Board of Directors  
Dohome Public Company Limited