

# SAHATHAI

## Terminal

### Charter of the Board of Directors

#### 1. Accomplishment of the vision

The board of directors of SahaThai Terminal Co., Ltd. (“Board of Directors”) is confident that the good governance process will improve the performance of the company and will become the essence of accomplishment of the ultimate goal of the company, that is, maximum value added for the shareholders.

The Board of Directors is legally responsible for supervision of the business operation of the company and for all stakeholders consisting of customers, shareholders, employees, service providers and the society.

#### 2. Components and qualification

1. The Board of Directors is consisting of the directors at least 5 persons and at least half of the directors are required to domicile in the kingdom and the directors are the following persons.
  - Managing directors
  - Non-managing directors
  - Non-managing directors who are the independent director at the proportion not less than one-third of the total directors and not less than 3 persons while the independent director and related persons holding shares not more than one percent of the issued and paid-up capital of the company and the related companies.
2. Every director is required to possess the qualifications in accordance with Section 68 of the Public Limited Company Act, and in accordance with the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Supervision Commission.
3. The independent directors are the persons with qualification in accordance with the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Supervision Commission, including suitable experience and proper judgment without any prejudice and equitable to conduct the work, possibly including the persons from any profession as recommended by the Recruitment and Compensation Determination Committee appointed by the Board of Directors that they are qualified for appointment to be the directors which is the first term of appoint by the company.

#### 3. Term of directorship and meeting

1. For the term of directorship, when the annual general meeting of the company is held, one-third of the total directors are required to leave their post. If the number of directors could not be divided by three, the number closest to one-third shall be applicable and the director who has stayed in the term longest is required to leave first. The leaving director may be re-elected.
2. The meeting of shareholders will appoint the director with the majority vote in accordance with the criteria and methods as follows.
  - A shareholder has one vote per share held.
  - To elect the director, the voting method may be employed to elect each director or several directors as deemed suitable to the meeting of shareholders but to make each resolution

the shareholder shall cast all existing votes not to divide the votes to any persons or group of persons.

- To vote in the election of the directors, the majority vote shall be made. If the votes are on par, the chairman in the meeting will cast a decisive vote.
  - The Board of Directors will propose the list of candidates for election of the directors for appointment of the directors to replace the leaving directors at the expiry of the term and the shareholders are allowed to propose the candidate for appointment before the general meeting of shareholders each year.
3. If the directorship is vacant for any reason except the expiry of the term, the Board of Directors may elect the person whose qualification and nature is not forbidden by the law on public limited company to become the director in the next meeting of the Board of Directors except the term of such director is less than two months. The replacing director is allowed to stay in the post for the remaining term of the replaced director. The resolution of the Board of Directors to elect the replacing director is required to be the majority vote with at least three-fourths of the existing directors.
  4. Quorum of the meeting consists of number of directors participating in the meeting for not less than one half of all directors.

#### **4. Authority, duty and responsibility**

The Board of Directors has duties and responsibilities to manage the company in accordance with the laws, objectives and regulations of the company, as well as the legitimate resolution of the meeting of shareholders with integrity, honesty and care to look after the interest of the company. The major duties and responsibilities are concluded as follows.

1. To arrange a meeting of shareholders which is the annual general meeting within 4 months since the ending date of the accounting period of the company.
2. To arrange the meeting of the Board of Directors at least once every three months and every director is required to attend the meeting of the Board of Directors and the additional meeting may be arranged as deemed suitable.
3. To prepare the annual report of the Board of Directors and to take responsibility on the preparation and disclosure in the financial statements examined by the auditor to present the financial position and the operating results in the preceding year and to submit them to the meeting of shareholders for examination and approval.
4. To authorize and take responsibility on the duties performed in accordance with the laws, objectives and regulations of the company, as well as the resolutions of the meeting of shareholders with integrity, honesty and care to look after the interest of the company and to consistently take responsibility on the shareholders.
5. To determine targets, measures, policies, plans and budgets of the company, to supervise the management and administration of the Board of Directors in accordance with the policies assigned to add the maximum economic value to the company and the maximum profit to the shareholders.
6. To examine and approve the policies, measures and plans to undertake the large investment project of the company as proposed by the sub-committee and/or the executives.

7. The Board of Directors is required to supervise the company to ensure compliance with the law on the securities and exchange and the requirements of the Stock Exchange such as intercompany transaction and purchase or sale of key assets in accordance with the rules and criteria of the Capital Market Commission or the Stock Exchange of Thailand or laws related to the business of the company.
8. To determine the management structure, including appointment authority, assignment or introduction to the sub-committee or the working group to examine or undertake any work as deemed suitable to the Board of Directors.
9. To continuously monitor the performance in accordance with the plan and budget and to monitor the business and work undertaken by the sub-committee and/or the executives consistently to ensure efficiency of the business of the company.
10. The director is not allowed to undertake any business similar to and in competition with the business of the company or to become a partner of an ordinary partnership or the unlimited liability partner of a limited partnership or the director of a private company or the other company undertaking the business similar to and in competition with the business of the company whether it is for the benefit of itself or the other person unless the meeting of shareholders has been informed of such matter before the resolution on the appointment is made.
11. The director is required to inform the company without delay if the interest, both directly or indirectly, in the contract made with the company or bond- or share-holding proportion in the company or the affiliates has increased or decreased.
12. To consistently take responsibility on the shareholders and to undertake the work with care to the maximum interest of the shareholders and correct, complete, standard and transparent disclosure of information to the investors.
13. To undertake the work to ensure that the company has implemented the internal control measures to keep the internal control system efficient, including to manage the risk and reliability of the financial report through monitoring by the internal audit agency and joint operation and coordination with the audit committee.
14. To authorize and approve any matter necessary and related to the company or as deemed suitable and for the interest of the company in the following matters.

The Board of Directors is allowed to undertake the following matters only after there is an approval from the meeting of shareholders.

- a. Any matter provided in the laws that it is required to be approved with the resolution of the meeting of shareholders
- b. Any matter that the director has a conflict of interest and is within the scope of the law or the Notification of the Securities and Exchange Commission or the Stock Exchange of Thailand that it is required to be approved by the meeting shareholders.

The decision of the Board of Directors to conduct the following matters is allowed to be undertaken only if it is approved by the meeting of shareholders with the majority vote of at least three-fourths of the total votes of the shareholders attending the meeting and eligible to cast the vote.

- a. Sale or transfer of the entire or the key part of the business of the company to the other person
- b. Purchase or acceptance of the business of the other company

- c. Preparation, amendment or termination of the agreement related to the lease business of the company entirely or partially for the key part, assignment of the other person to manage the business of the company or merger of business with the other person with an objective to share the profit and loss
- d. Amendment or addition to the Memorandum of Association or regulations of the company
- e. Increase, decrease in the capital or issue of bonds of the company
- f. Merger of business or dissolution of the company
- g. Any other matter provided in the provision of the law securities and exchange and/or the Notification of the Stock Exchange of Thailand that prior approval of the meeting of the Board of Directors and the meeting of the shareholders with such votes mentioned above.

Any matter that the director has a conflict of interest or has a business conflict with the company and/or the subsidiaries (if any), such director with the conflict of interest or business conflict is not allowed to vote on such matter.

#### **5. Sub-committee**

1. The Board of Directors may set up a sub-committee to support the work of the Board of Directors under its responsibility, including the audit committee, the risk management committee and the executive committee.
2. The Board of Directors will approve the membership of the sub-committee and the charter of the sub-committee of which the key content is related to the component, responsibility and management and any other matters related to the sub-committee as deemed suitable to the Board of Directors.

#### **6. Performance assessment**

The Board of Directors has a duty to assess the annual performance of the Board of Directors in comparison with the performance of the Board of Directors indicated in the charter and to examine for improvement of the charter of the Board of Directors.

#### **7. Consultant**

The Board of Directors may look for professional advice from the external consultant at the expenses of the company.

# SAHATHAI

## Terminal

### Charter of the Executive Board

#### 1. Components and qualification

1. The Board of Directors appoints the executive board at least three of which are the directors, consisting of the director and the executives of the company.
2. The executive board is consisting of the persons with appropriate qualification and experience and proper judgment to conduct the work beneficial to the business undertaken by the company.

#### 2. Term of executive board and meeting

1. There is no term set for the executive board to leave the post. However, when any director and/or executive of the company is not the director and/or executive of the company for any reason, it is held that such director and/or executive is not the executive board immediately and the company will appoint a new person to fill in the vacancy without delay.
2. The chairman of the executive board will appoint the secretary of the executive board.
3. The executive board may meet within a suitable period but not less than once a month and the additional meeting may be arranged if needed.
4. The quorum of the meeting of the executive board is made if at least half of the total member of the board have attended the meeting and the chairman of the executives or the person assigned by the chairman of the executives has attended the meeting.
5. Every member of the executive board has a duty to attend the meeting whether by himself or through the phone.

#### 3. Authority, duty and responsibility

1. The executive board has authority and duty to manage and conduct the business of the company as provided by the Board of Directors or approved by the Board of Directors for a specific case.
2. The executive board has authority and duty to manage the business of the company in accordance with the plans and policies provided.
3. The executive board has authority and duty as assigned by the Board of Directors.
4. The following businesses are required to be approved by the Board of Directors first.
  - 4.1 Matter related to the policies of the company
  - 4.2 Matter if conducted will cause a major change to the business of the company
  - 4.3 Matter that is required to be complied with the laws by the Board of Directors itself
  - 4.4 Matter to be undertaken in accordance with the regulations of the company

- 4.5 Matter that the executive board has decided to be submitted for approval on a case by case basis or in accordance with the criteria provided by the Board of Directors
5. The executive board has authority and duty to conduct the activities provided for accomplishment of the targets and objectives of the company, including
  - 5.1 To prepare and review the strategic objectives, financial plan and major policies of the company and submit to the Board of Directors for approval.
  - 5.2 To screen the annual business plans, the capital budgeting plans, the performance targets, including key initiatives to achieve the targets and submit to the Board of Directors for approval.
  - 5.3 To screen the capital investment project with the amount in excess of the level provided by the Board of Directors and submit to the Board of Directors for approval.
  - 5.4 To examine and approve the matters provided in the authority or assigned by the Board of Directors of the company.
  - 5.5 To review the authority provided to handle the matters indicated in the table of authority and submit to the Board of Directors for approval.
  - 5.6 To manage and balance the short-term and the long-term objectives.
  - 5.7 To develop and look after the human resources in accordance with the human resource strategy approved by the recruitment and compensation determination committee
  - 5.8 To Monitor and report to the Board of Directors about the performance of the company and the progress of the work undertaken to achieve the objectives of the company.
6. To examine the annual budget allocation before submission to the Board of Directors for examination and approval, including examination and approval of the change and additional annual spending budget while there is no meeting of the Board of Directors and it is the urgent case and it is required to be submitted to the Board of Directors for acknowledgement in the next meeting.
7. To approve the regular procurement of the company within the amount not over 5,000,000 baht per transaction and not over 20,000,000 baht per month.
8. To approve the service normally rendered to the company within the amount not over 100,000,000 baht per month.
9. To approve the procurement of assets which is the capital investment (including repair of equipment) in addition to that indicated in the annual budget within an amount not over 50,000,000 baht.
10. To approve the major capital investment indicated in the annual spending budget as assigned by the Board of Directors or in accordance with the approval in principle by the Board of Directors previously.
11. To allocate the rewards approved by the Board of Directors to the officers or employees or the company or any persons undertaking the business for the company.
12. To appoint or assign any person or persons to undertake any act for the executive board as deemed suitable and the executive board may revoke, cancel amend or modify such authority.

The approval on the transaction of the executive board does not include the approval on the transaction that the executive board or the person with possible conflict, conflict of interest or business conflict in any nature with the company and/or the subsidiaries (if any) including the transaction required to be approved by the shareholders for the intercompany transactions and acquisition or disposal of key assets of the company and/or the subsidiaries (if any) in compliance with the requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission or the laws related to the business of the company.

4. Consultant

The executive board may look for professional advice from the external consultant at the expenses of the company.

# SAHATHAI

## Terminal

### Charter of the Audit Committee

#### 1. Components and qualification

1. The Board of Directors or the meeting of shareholders appoints the audit committee while every audit committee is required to be the director of the company
2. The audit committee is consisting of at least 3 independent directors and one of them is the chairman of the audit committee.
3. The audit committee is required to possess the qualifications completely in accordance with the in accordance with the Notification of the Capital Supervision Commission No Thor Jor 28/2551 on Application for permission and permission of issue of new shares, as follows.
  1. To hold shares not more than one percent of the total shares with voting right of the company, parent company, subsidiary company, affiliated company or the juristic person with possible conflict, including the shares held by related persons of such audit committee as well.
  2. Not to be or used to be the director participating in the management, employee, officer, consultant with regular salary or the person with control power of the company, parent company, affiliated company, subsidiary company in the same level or the juristic person with possible conflict, unless he/she has lost such qualification at least two years before the date of submission of the application for permission to the SEC Office or before the date of appointment as an audit committee.
  3. Not to be the person with genealogical relationship or with legal registration as father, mother, spouse, brother/sister and children, including spouse of the children, or the executives, major shareholders, persons with control power or the person proposed to be the executive or the person with control power of the company or subsidiary company (if any).
4. Not to have or used to have business relationship with the company, parent company, subsidiary company, affiliated company or the juristic person with possible conflict which may disrupt the independent judgment of such person and not to be or used to be the major shareholder, the non-independent director or the executive with business relationship with the company, parent company, subsidiary company, affiliated company or the juristic person with possible conflict unless he/she has lost such qualification for at least two years before the date of submission of the application for permission to the SEC Office or before the date of appointment as an audit committee. Besides such relationship includes the business transaction regularly undertaken as a business, lease or lease out of the immovable, transaction related to assets or services or giving or acceptance of financial assistance with taking or giving loan, guarantee, assets provided as a debt collateral, including the act of the similar nature which has caused the company or the contracting party the liability burden to pay the other party from the lower of three percent of the net tangible assets of the company or from 20 million baht or more. The computation of such debt burden is in accordance with the computation method of the related transaction in the in accordance with the Notification of the Capital Supervision Commission on Implicit Criteria on preparation of related transactions. However, the determination of such debt burden includes the debt burden incurred in one year before incurrence of the business relationship with the same person.



5. Not to be or used to be an auditor of the company, parent company, subsidiary company, affiliated company or the juristic person with possible conflict and not to be a major shareholder, non-independent director, executive or managing partner of the audit office which has the auditor of the company, parent company, subsidiary company, affiliated company or the juristic person with possible conflict under the supervision unless he/she has lost such qualification at least two years before the date of submission of the application for permission to the SEC Office or before the date of appointment as an audit committee.
  6. Not to be or used to be a professional service provider, including legal or financial consulting service with service charge over 2 million baht per year from the company, parent company, subsidiary company, affiliated company or the juristic person with possible conflict. Besides the professional service provider which is a juristic person includes a major shareholder, non-independent director, executive or managing partner of the such professional service provider unless he/she has lost such qualification at least two years before the date of submission of the application for permission to the SEC Office or before the date of appointment as an audit committee.
  7. Not to be a director appointed to be a representative of the director of the company, major shareholder or shareholder which is related to the major shareholder of the company.
  8. Not to possess any qualification which could disrupt the independent opinion on the performance of the company.
  9. Not to be the director assigned by the Board of Directors to make a decision on the business undertaking of the company, parent company, subsidiary company, affiliated company, subsidiary company in the same level or the juristic person with possible conflict.
  10. Not to be the director of the parent company, subsidiary company, subsidiary company in the same level applicable only to the listed company.
  11. To possess sufficient competence and experience to undertake the duties as an audit committee and at least one audit committee is required to possess accounting and/or financial experience sufficient for the duty to review the credibility of the financial statements.
- 2. Term of the post and meeting**
1. The term of the post is set at 3 years and the committee who has left the post may be appointed by the directors of the company or the meeting of shareholders to resume the post.
  2. The quorum of the meeting of the audit committee is made if at least half of the total audit committee have attended the meeting.
  3. The audit committee is required to arrange a meeting at least four times a year or more subject to the decision of the chairman of the audit committee.

**3. Authority, duty and responsibility**

The audit committee has authority, duty and responsibility to undertake the work similar to that specified in the Notifications of the Stock Exchange of Thailand on qualification and scope of work of the audit committee as follows.

1. To have authority to invite the executives or officers of the company to provide clarification, comment or to deliver the documents requested as deemed necessary.
2. To propose a list of auditors and their remuneration to the Board of Directors for appointment in the general meeting of shareholders and to evaluate the performance of the auditor.
3. To learn of the other work which is not an audit work and remuneration from such work to ensure that the auditor is still independent to perform his work.
4. To make a decision if the executives and the auditor have different opinion about the financial report.
5. To make disclosure on related transactions or transactions with possible conflict of interest in accordance with the related laws or regulations to ensure that such transactions are justified and have generated the maximum benefits to the company.
6. To examine and approve the appointment, removal, rotation or dismissal and the merit decision prepared by the internal control division.
7. To examine the reports of the risk management committee and to discuss with the executives about the risk assessment and management policies.
8. To meet with the auditor for discussion without participation of the management at least once a year.
9. To examine the financial reports
  - To review the financial reports and to examine whether the information learned by the audit committee is complete and to assess whether the accounting principles employed to prepare the financial reports, both quarterly and annual reports, are appropriate.
  - To review the major issues related to accounting and the financial reports, including the complicated or unusual transactions and the transactions which requires the proper judgment in the decision.
  - To inquire the executives and the audit about the audit outcomes, major risk related to the financial reports and plan to reduce such risk.
  - To review the internal control related to the process to prepare financial reports with the auditor and the internal auditor.
10. To examine the internal control reports
  - To review whether the management has arranged the internal control measures, including the appropriate internal control of the information technology system and key channels to communicate the essence of internal control and risk management in the company.
  - To review and ensure that the management has used the suggestion related to the internal controls proposed by the internal auditor and the auditor to make improvement and amendment.
11. To review the internal audit report
  - To review and approve the charter of the internal control division, the annual plan and personnel and resources necessary for the work to be performed by the internal audit division.
  - To review the activities and work of the audit and supervision group to ensure that the internal audit division is able to perform its duties independently.
  - To review the effectiveness of the internal audit work to ensure that the internal audit standard has been observed.

12. To have authority to examine and investigate any matter as deemed necessary which may significantly affect the financial position and operating results of the company, that is,
  - a. Transaction with conflict of interest
  - b. Fraud or major irregularity or defect in the internal control system
  - c. Offence against the laws of the securities and stock exchange, requirements of the stock exchange or the laws related to the businesses of the company.
13. To supervise compliance with rules and criteria and to examine the changes in laws, regulations and impacts on the operation of the company consistently
  - To review the issues found by the agency of which the duty is to supervise the company and the follow-up measure to examine the amendment and the report prepared to the Board of Directors.
  - To review the effectiveness of the monitoring system to ensure compliance with the laws, regulations and the follow-up measure if there is an offence.
14. To supervise compliance with the ethical and moral concept of the executives and the employees
  - To conduct a review to ensure that the ethical and moral concept for the executives and employees and the policy on prevention of conflict of interest are made in writing and acknowledged by the executives and all employees.
  - To encourage compliance with the ethical and moral concept and policy on prevention of conflict of interest
15. Other responsibilities
  - To conduct the other work assigned by the Board of Directors with approval from the audit committee.
  - To review and assess the charter of the audit committee consistently and submit to the Board of Directors for approval when there is any amendment.
  - To prepare the report of the audit committee for disclosure in the annual report of the company and signed by the chairman of the audit committee with at least the following information.
    - a. Comment related to completeness, correctness and reliability of the financial reports of the company.
    - b. Comment related to sufficiency of the internal control system of the company.
    - c. Comment related to compliance with the laws on securities and stock exchange, requirements of the stock exchange or the laws related to the business of the company.
    - d. Comment related to suitability of the auditor.
    - e. Comment related to transactions with possible conflict of interest.
    - f. Number of meetings of the audit committee and attendance to the meeting of each audit committee.
    - g. Overall comment or remark of the audit committee and attendance to the meeting of each audit committee.
    - h. Other matters that the shareholders and investors should learn within the scope, duties and responsibilities assigned by the Board of Directors.

#### **4. Report of the audit committee**

The audit committee is required to prepare a report related to its activities to the Board of Directors and shareholders in the annual report and to the authority as required by the laws.

#### **5. Consultant**

The audit committee may look for professional advice from the external consultant at the expenses of the company and the audit committee is able to call for the required information or ask the officer of the company or the third party to attend the meeting as deemed suitable and it is required to be the related or responsible person for the agenda of the meeting.

# SAHATHAI

## Terminal

### Charter of the Risk Management Committee

#### 1. Components and qualification

1. The Board of Directors appoints the risk management committee.
2. The risk management committee is consisting of at least 3 directors.
3. The chairman of the risk management committee appoints the secretary of the risk management committee.

#### 2. Term of the post and meeting

1. The risk management committee is allowed to stay in its post for 3 years. The leaving committee may be appointed by the Board of Directors to resume the post.
2. The quorum of the meeting of the risk management committee is made if at least half of the total number of the committee have attended the meeting.
3. The risk management committee is required to meet at least once a quarter and the additional meeting may be arranged if needed.

#### 3. Authority, duty and responsibility

1. To determine and propose the risk management policy to the Board of Directors for consideration on the overall risk management such as strategic risk, liquidity risk, credit risk, marketing risk, operational risk or other risk critical to the company.
2. To determine the strategic structure and resources used in the risk management in compliance with the risk management policy of the business of port service, transportation, warehouse and logistics industry with effective analysis, assessment, measurement and monitoring of the risk management process.
3. To determine and propose the maximum amount in accordance with the risk limit in various critical aspects to the Board of Directors for consideration.
4. To supervise, review and provide suggestion to the Board of Directors related to the risk management policy, standard practice, strategy and overall risk measurement to ensure that the risk management strategy is suitably implemented.
5. Every risk management committee is required to attend the meeting whether by himself or through the phone.
6. The risk management committee may invite the other person to attend the meeting as deemed necessary and it is required to be the related or responsible person for the agenda of the meeting.

#### 4. Reporting

1. To the audit committee  
The risk management committee is required to report the risk position and changes that will affect the risk appetite to the audit committee consistently to ensure that the risk management policy and system have been implemented efficiently and effectively for the organization.
2. To the Board of Directors
  - 2.1 Report to the Board of Directors about the overall portfolio exposure and change in the risk framework, including impact on changes in the policy and development of new products.
  - 2.2 Report on risk position and changes that will affect the risk appetite when it is appropriate.

2.3 To ensure that the Board of Directors has learned and is aware of factors that will critically affect the risk position of the company.

3. To shareholders

The risk management committee is required to prepare and propose the annual report to the meeting of shareholders on behalf of the Board of Directors as part or the appendix in the annual report and the financial reports.

**5. Consultant**

The risk management committee may look for professional advice from the external consultant at the expenses of the company.

# SAHATHAI

## Terminal

### Charter of the Recruitment and Remuneration Determination Committee

#### 1. Components and qualification

The Recruitment and Remuneration Determination Committee appointed by the Board of Directors is consisting of at least 3 directors and the chairman of the committee is also appointed by the Board of Directors.

#### 2. Term of the post and meeting

1. The committee member of the Recruitment and Remuneration Determination Committee is allowed to stay in the post for 3 years. The leaving committee may be appointed by the Board of Directors to resume the post.
2. The quorum of the meeting of the Recruitment and Remuneration Determination Committee is made if at least half of the total number of the Recruitment and Remuneration Determination Committee have attended the meeting.
3. The Recruitment and Remuneration Determination Committee is required to meet at least once a year.

#### 3. Authority, duty and responsibility

1. To participate in a role of proposing comment to the Board of Directors about the remuneration of the chairman of the board of directors, the directors, chairman of the audit committee, the audit committee and the other sub-committee (if any) (with approval of the meeting of shareholders later).
2. To prepare the remuneration policy and condition on employment of the executives in the level of chief executives or upper.
3. To examine the qualification and suitability of the personnel to be appointed to take the post of the chief executive level or upper.
4. To examine and provide comment to the Board of Directors and monitor the operation related to vision and human resource strategy of the company, including executive development plan of the company.
5. To recruit and propose the list of persons with suitable qualification to take the post of the director for the first time and to examine performance, qualification and suitability of the leaving director to be re-elected to the Board of Directors for approval and submission for appointment as the director by the meeting of shareholders.

#### 4. Reporting

The chairman of the Recruitment and Remuneration Determination Committee is required to directly report to the Board of Directors and to arrange a report to the Board of Directors after the meeting every time.

#### 5. Consultant

The Recruitment and Remuneration Determination Committee may look for professional advice from the external consultant at the expenses of the company.

# SAHATHAI

## Terminal

### Scope of Authority, Duty and Responsibility of the Chairman of the Chief Executive Officers

1. Component

The Board of Directors will select and propose to the meeting for appointment of the chairman of the Chief Executive Officers

2. Authority, duty and responsibility

1. To supervise, look after the business and/or manage the routine work of the company, including to monitor and assess the performance of the company on a daily basis to prepare and prevent the possible risk from external and internal factors.
2. To undertake or conduct the work in accordance with the policy, plan and budget approved by the Board of Directors and/or the executive board.
3. To have authority to approve the juristic act related to the regular transactions of the company such as purchase, sale, procurement of merchandises, expenses of normal transactions, investment, acquisition or disposal of tools, assets and services for the interest of the company within the amount approved.
4. To approve the regular purchase which is a normal course of business of the company for an amount not over 2,000,000 baht per transaction and not over 10,000,000 baht per month.
5. To approve the service rendered as a normal course of business of the company for an amount not over 30,000,000 baht per month.
6. To approve the capital investment in assets (including repair of equipment) in addition to that indicated in the annual budget for an amount not over 5,000,000 baht per transaction.
7. To be the assignee of the company to manage the business of the company in accordance with the objectives, regulations, policy, requirement, instruction, resolution of the meeting of shareholders and/or resolution of the meeting of the Board of Directors and executive board of the company in all aspects.
8. To issue order, regulation, notification, memorandum to ensure that the work is undertaken in accordance with the policy and for the interest of the company and to maintain the order and discipline of the work in the organization.
9. To undertake an act and represent the company in the contact made with the third party in the related business necessary for the normal course of business transaction for the interest of the company.
10. To undertake any work assigned by the Board of Directors and/or the executive board of the company.
11. It includes the assignment made to the other person to undertake the work mentioned above to facilitate the work of the company.

However, the authority of the chairman of the Chief Executive Officers does not include the approval on any transaction which may have a conflict of interest or any transaction that the chairman of the Chief Executive Officers or the person related to the chairman of the Chief Executive Officers has an interest or benefit of any nature in conflict with the interest of the



company or the subsidiary company as provided in the laws and the notification of the securities and stock exchange commission or the stock exchange of Thailand because the approval on the transaction of such nature is required to be approved with consent of the audit committee for submission to the meeting of the Board of Directors and/or the meeting of shareholders (as applicable) for examination and approval in accordance with the requirements of the company or related laws unless it is the approval on the transaction which is a normal course of business transaction of the company that the Board of Directors has clearly provided the framework on the decision.

# SAHATHAI

## Terminal

### Scope of Authority and Duty of the Secretary of the Company

1. Components and qualification
  1. To possess fundamental knowledge of business, accounting, law, related rules and regulations or to have been through the training course related to duty undertaken by the secretary of the company.
  2. To have competence and understanding in the good governance concept and proper practice of the good governance.
  3. To be independent and honest to perform the duty and to provide suggestions and comments.
  4. To have experience in the work of the secretary of the company or other qualification which is effective for the work of the secretary of the company.
2. Authority, duty and responsibility
  1. To provide preliminary suggestion to the directors related to the legal issues, practice in accordance with the official criteria, rules and regulations of the company and to monitor the practice to ensure correct and consistent compliance and to report the significant changes to the directors.
  2. To encourage understanding related to good governance, to provide information and encourage the Board of Directors to comply and to examine the performance in accordance with the requirements of such concepts.
  3. To prepare the agenda of the meeting, supporting documents for the meeting of shareholders and the meeting of the Board of Directors of the company.
  4. To arrange the meetings of the shareholders and the Board of Directors in accordance with the laws, requirements of the company and proper practice.
  5. To prepare the minutes of the meeting of shareholders and the meeting of the Board of Directors and to monitor compliance with the resolutions of the meeting of shareholders and the meeting of the Board of Directors of the company.
  6. To prepare and keep the directorship register, the annual report, the letter of appointment on the meeting of shareholders, the letter of appointment on the meeting of the Board of Directors, minutes of the meeting of shareholders and minutes of the meeting of the Board of Directors of the company.
  7. To have the directors and the executives prepare the report on their interest and that of the related persons in accordance with the provision of laws.
  8. To keep the report on the interest prepared by the directors or the executives and submit a copy to the chairman of the board and the chairman of the audit committee in accordance with the laws.
  9. To look after disclosure and information report under the responsibility of the good governance agency in accordance with the regulations and requirements of the authority.

10. To contact and communicate with shareholders to inform them of their rights and information of the company and to become a media center between the shareholders and the Board of Directors and the executives.
  11. To look after the activities of the Board of Directors of the company
  12. To assess the performance of the Board of Directors and submit such assessment report to the Board of Directors.
  13. To monitor the laws, requirements and practices related to the business of sea port and directors for provision of proper preliminary advice.
  14. To coordinate with the Board of Directors and the executives of the company.
- (f the secretary has left the post or is unable to perform the duty, the Recruitment and Remuneration Determination Committee will select and recruit the person to fill in the post of the secretary for appointment by the Board of Directors within 90 days since the date that the existing secretary has left the post or is unable to perform the duty and the Board of Directors is authorized to assign any director to undertake such duty during the vacancy.

# SAHATHAI

## Terminal

### Charter of the Internal Audit Agency

The charter of the internal audit agency is approved by the Board of Directors with coverage in the following issues.

1. Objectives
2. Definitions
3. Independence and Impartiality
4. Roles of the internal auditor
5. Authority and duty of the internal auditor
6. Responsibility of the internal auditor
7. Presentation of the audit report
8. Effective date

#### 1. Objective

The objective of this charter is to explain the independence and impartiality, role of the internal auditor, authority and duty and responsibility, scope of work of the internal audit agency. The main objective of the internal audit work is to provide assurance and advice in an independent and impartial manner to add value and improve the performance of the company. The internal audit work will assist the company to accomplish the targets and objectives with assessment of effectiveness of the risk management process, systematic controls and supervision.

#### 2. Definition

2.1 The “company” means Saha Thai Terminal Co., Ltd.

2.2 The internal audit means the activity to provide assurance and consulting work independently and impartially with an aim to value added and improvement of the performance of the organization. Internal audit will assist the organization to accomplish the targets planned through assessment and improvement of efficiency of the risk management process and systematic controls and supervision.

2.3 Independence means duty undertaken, comment expressed or report prepared with independence in accordance with the task assigned regardless of any interest or threat to disrupt the duty performed and the comment expressed from the regular course, including the definitions provided in the good governance practice of the audit committee provided by the Stock Exchange of Thailand, Clause 5 Independence.

#### 3. Independence and impartiality

The internal audit agency is independent and directly reports to the audit committee which is the independent committee of the company. The internal auditor shall not involve with any routine work and shall avoid and not participate in the activity related to the work to be audited which may affect the comment expressed with independence and impartiality of the internal audit work by the internal audit agency. The internal auditor has no direct responsible or authority and duty in any activity under the work

being reviewed. Independence and impartiality are essential to efficiency of the audit agency as the examination is required to be based on fairness and non-prejudice. It may be said that the internal auditor is required to have neutral attitude to perform the duty and to avoid any conflict of interest.

However, to encourage and support awareness about the risk and control, the internal auditor should participate in the product development and working process but the internal auditor is able to maintain its independence and impartiality through restriction of scope of participation in any meeting by providing only advice and the internal auditor is not required to sign for certification on the risk and risk control system which is the responsibility of the management.

### 3. Role of the internal auditor

The good governance is required to be coupled with clear internal control system covering integrity, ethical value, structure, scope, authority, duty and responsibility, including policy and working regulations. The board of directors is essential in determination of the control environment covering all agencies of the company. The management has a duty to take responsibility for the work undertaken in accordance with the action plans and to monitor, supervise the control environment consistently. The internal auditor plays a key role in assessment and expresses the opinion independently with suitability and efficiency of the internal control system undertaken, including compliance with rules, regulations and policies and to provide advice with fairness and independence to ensure value added and improvement to the work of the company.

### 4. Authority and duty of the internal auditor

5.1 The internal auditor is authorized by the company as follows.

5.1.1 To examine every activity in the company and subsidiary company without any restriction, access to the agency, information, assets and employees of the company and its subsidiary company.

5.1.2 To present the annual audit plan prepared in accordance with the risk assessment to the audit committee as necessary to accomplish the objectives of the audit.

5.1.3 To procure the expert or specialist in or outside the company to assist the audit work.

5.2 The internal auditor has no authority and duty in the following cases.

5.2.1 To undertake the work which is the duty and responsibility of the other agency beyond the scope of authority and duty on internal audit.

5.2.2 To develop and install the system and working process, data recording work or operation in the activity related to the work to be audited.

5.2.3 To instruct about the activity of the other employees who are not the employees in the internal audit agency unless such employee is assigned by the company to participate in the work or to assist the internal auditor.

The internal auditor is required to look after all documents and information received during the examination with care like that of the officer handling such case.

The employees and the executives of various agencies are required to cooperate in the activities related to the examination, provision of information, clarification and preparation of related documents to the internal auditor when requested.

5. Responsibility of the internal auditor

- 6.1 To prepare the annual audit plan in accordance with the risk based audit with the appropriate risk assessment method and to examine the worrying claim on the risk or the internal control indicated by the management and to ask for approval from the audit committee and to present the examination outcome and the audit activity consistently.
- 6.2 To conduct the examination in accordance with the audit plan and to undertake the special audit work as requested by the executives and the audit committee.
- 6.3 To monitor the correction from the observation found and the suggestion made to the working units and make a direct report to the audit committee.
- 6.4 To examine the work in accordance with the standard provided in the audit manual and the international professional internal audit standard.
- 6.5 To develop examination competence and capability and skill of the internal auditor to efficiently undertake the work.
- 6.6 To coordinate with the external auditor and the supervisory agencies in and outside the company to determine the measures and scope of the audit work in compliance with and to accomplish the objectives together and to employ the resources efficiently.

7. Presentation of the audit report

The audit report prepared by the internal auditor in accordance with the conclusion of each audit unit will be presented to the chief of each unit audited and the responsible management unit and the key observation found and the audit conclusion, both the issues that could not be amended within the specified period will be indicated in the audit report for submission to the chairman of the Chief Executive Officers, the audit committee and the board of directors.

The audit report is not the report for the public so the reader is required to keep the audit report confidential and is not allowed to be distributed to any person outside the company without approval from the audit committee through the audit manager.

The management has duties and responsibilities to ensure that all key issues in the audit report have been corrected suitably within the specified timeframe.