

(Translation)

**Executive Committee Charter**  
**of**  
**TTW Public Company Limited**

Corporate business under good corporate governance, Transparency check and balance create sustainability for the company and benefit to the shareholders. The Board of Directors of the company is aware of such corporate governance leading to the resolution to appoint the Executive Committee to consider, scrutinize, follow-up the business operations of the company, and provide suggestion to company's management.

**1. Composition**

The Executive Committee shall be composed of at least 5 members appointed from the Board of Directors, The Managing Director is one of the members, and the Board of Directors shall be appointed a member to be as Chairman of the Executive Committee.

**2. Qualifications of the Executive Committee**

2.1 Underage

2.2 Not insolvent person or incompetent or a quasi-incompetent person.

2.3 Never been sentenced to imprisonment by a final judgment. Offenses relating to property that has been corruption.

2.4 Never been dismissed from government service or government organizations or agencies has been of malpractice.

**3. Scope of power and authority of the Executive Committee**

3.1 Supervising the Managing Directors performances to ensure compliance with resolutions, policies and strategies as determined by the Board of Directors, as well as providing advice and suggestions to the managing Directors

3.2 Supervising the conduct of feasibility studies on new projects, and approving implementation of projects as it deems appropriate within the amount under (3.3)

3.3 Having authorized to approve execution of any juristic acts which would have a binding effect upon the company within an amount of not exceeding Baht 50 (Fifty) Million provided that such approval shall involve neither any transactions giving rise to any conflict of interest against the company or its subsidiaries according to

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Declaration of Office of the Securities and Exchange Commission and Stock Exchange of Thailand.

- 3.4 Having authorized to consider, approve and/or determine policies on administration and business operations of the company or any actions which would have a binding effect upon the company, subject to the scope of policies and strategies as determined by the board of Directors.
- 3.5 Having authorized to employ, appoint, impose disciplinary actions, terminate, dismiss, remove, determine salaries, bonuses, benefits and other remunerations, including expenses and facilities of the company's officers or staff in the position of Division Director or equivalent and higher, but excluding the Managing Director.
- 3.6 Having authorized to appoint, determine authorities and duties, delegate directions of the supervision policy, and determine remuneration, allowances, expenses and facilities for special workgroups for carrying out specific works, including to approve proposals of special workgroups within the amount under (3.3)
- 3.7 Having authorized to appoint chairman of the advisors, advisors and/or advisory board to the Executive Committee as appropriate whereby remunerations, allowances, expenses and facilities for the chairman of the advisors, advisors and/or advisory board as mentioned shall be determined by the Nomination and Remuneration Committee
- 3.8 Performing other duties as delegated from time to time by the Board of Directors

#### **4. Term of Office**

- 4.1 The Executive Committee has a term of office as determined by the Board of Directors.
- 4.2 The Executive Committee shall vacate the office upon:
  - 4.2.1 removal by the Board of Directors resolution
  - 4.2.2 removal from directorship
  - 4.2.3 removal by the Executive Directors of the Company
  - 4.2.4 resignation
  - 4.2.5 death.
- 4.3 Member of the Executive Committee may resign by giving at least 30 days notice, specifying the reasons to the Company.

**5. Meetings**

- 5.1 The Executive Committee shall convene or call for meetings as it deems appropriate.
- 5.2 Meeting agenda and documents should be delivered to the Executive Committee prior to the meeting.
- 5.3 At each such meeting, a quorum shall consist of not less than one half of all members of the Executive Committee.
- 5.4 Decisions of the Executive Committee meeting shall be made by a majority of votes. Any Executive Committee members having a personal interest in any matter shall have no right to express any opinion or vote on such matter;

**6. Reporting**

The Executive Committee shall report to the Board of Directors and report the performance in the past year disclosure to the annual report as follow:

- 6.1 The number of Meeting
- 6.2 The number of times each Executive Committee attended the meeting
- 6.3 Performance results according to the charter specified

**7. Announcement**

The Executive Committee Charter shall come into effect from the January 27, 2014.

Announced throughout January 27, 2014 onwards