



TEKA Construction Public Company Limited

Charter of Chief Executive Officer

August 9, 2019

Translation

Charter of Chief Executive Officer

The Chief Executive Officer of TEKA Construction Public Company Limited (“the Company”) has been assigned by the Board of Directors to perform duties related to the normal business operations of the Company by managing the business according to the plan and budget approved by the Board of Directors with responsibility, honesty, and maintain the maximum benefit of the Company and its shareholders. This shall include a prohibition of carrying out any actions that has interests or benefit in a manner that conflicts with the Company.

1. Recruitment and Qualifications of Chief Executive Officer

The Board of Directors shall consider and appoint the Chief Executive Officer from the nomination by the Nomination and Remuneration Committee which shall be selected from persons who possess the appropriate and full qualifications for the Board of Directors to approve the appointment. However, the positions of The Chief Executive Officer and Chairman of the Board are held by different individuals.

2. Duties and Responsibilities of the Chief Executive Officer

- 2.1 Manage the Company's business operation and/or manage the day-to-day operations of the Company according to the goal and vision set by the supervisory board. This shall include monitor and evaluate the Company's performance to be ready and prevent risks that may arise from both external and internal factors
- 2.2 Determine regulations on supervision, administration and daily business operations in accordance with the policies, directions, strategies, business plans and budgets determined by the Board of Directors
- 2.3 Present the Company's vision, policy, direction, strategy, business plan and budget or those of the subsidiary to the Board of Directors and participate in the consideration of the aforementioned matter with the Board of Directors
- 2.4 Possess the authority to determine trade conditions for the best interest of the Company to consider, negotiate and approve on entering into a legal contract and/or any action related to the normal business operations of the Company such as trading, procurement of goods, a normal transaction expenses, investments, procurement or disposition of tools, assets and services, etc., within the authority and budget limits as stipulated in the Level of Authorization
- 2.5 Approve the appointment of advisors in various fields necessary for the Company's operations within the authority and budget limit as stipulated in the Level of Authorization

- 2.6 Monitor, review and control the operating results of the Company, its subsidiaries and/or associated companies in order to achieve good operating results as targeted and report to the Board of Directors every quarter. This shall include the opportunities to improve and develop to generate better operating results
- 2.7 Develop high performance culture and good operating results with continuous improvements for organization sustainable growth
- 2.8 Prepare and present a report on the Company's operations to the Board of Directors regularly on important matters including the preparation of any other reports as required by the Board of Directors
- 2.9 Consider investing in a new business, ceasing to operate the business or making an investment or jointly investing by conducting appropriate and complete technical and financial studies for the decision-making to present to the Board of Directors to request for approval of the budget according to the authority specified in the approval authority table including considering the termination of the business to present to the Board of Directors to request approval for such actions
- 2.10 Control, monitor and follow up on the performance of the management division and suggest solutions to solve various issues for the executives and the management to operate according to the strategies and business plans laid out in order to comply with the Company's policy and report the operating results and progress of the management division to the Audit Committee and the Board of Directors regularly
- 2.11 Possess the authority to issue orders, regulations, announcements and records within the Company for the operations of the Company to be in accordance with the policy and for the benefit of the Company as well as maintain discipline in the organization
- 2.12 Possess the authority to hire, appoint, or transfer any person as deemed appropriate as well as determine the scope of powers and duties and appropriate compensation. This shall include the authority to dismiss of employees at each level as deemed appropriate
- 2.13 Consider and approve operations that are normal business transactions as well as the operations that are transactions supporting the normal business of the Company which has general commercial terms in the amount not exceeding the budget approved by the Board of Directors or as the Board of Directors' approval set in main principle under the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand on the connected transactions and the acquisition or disposal of assets including Level of Authorization as approved at the Board of Directors' meeting
- 2.14 Possess the authority to act as a representative of the Company to engage in the relevant business that is necessary and is a normal commercial transaction with the third parties for the benefit of the Company

- 2.15 Perform other duties assigned by the Board of Directors and/or various committees including having the power to take any action necessary to perform such duties which is under the rules and regulations of the Company, Securities and Exchange Act, as well as announcements, rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand
- 2.16 Possess the authority to sub-delegate and/or delegate other individual to perform certain tasks on their behalf by sub-authorization and/or such assignment is within the scope of the authorization under the power of attorney and/or in accordance with the regulations, requirements or orders given by the Board of Directors and/or various sub-committees and/or the Company that has been established to create Company's operational agility
- The assignment of authority, duties and responsibilities of the Chief Executive Officer or the person authorized by the Chief Executive Officer shall not be in the nature of a power of attorney or sub-commitment to the Chief Executive Officer or an attorney from the Chief Executive Officer is able to approve transactions with oneself or a person who may have conflicts of interest (As defined by the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies) may have a stake or may benefit in any way or may have any other conflicts of interest with the Company or a subsidiary of the Company except for approval of items that comply with the policy and the criteria that the shareholders' meeting or the Board of Directors considered for approval and is an approval of transactions that are in accordance with normal business and normal trading conditions which is in accordance with the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the relevant agencies.
- 2.17 Undertake the annual evaluation of their own performance
- 2.18 Assess the performance of the top-level management to down-level management by using assessment objective and criteria that are in association with the strategic plan and annual work-plans to determine appropriate compensation and incentives

This Charter of Chief Executive Officer has been approved by the resolution of the Company's Board of Directors Meeting No. 4/2019 on August 9, 2019, which will be effective from August 9, 2019 onwards.

Signature

(Mr. Vithool Jearkjirm)

Chairman of the Board

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