

Univentures Public Company Limited.,

Charter of the Board of Directors

1. Objectives

Board of Directors Established to oversee corporate affairs for the best benefit of the Company and its shareholders. To comply with the policies, laws, objectives and regulations of the Company. Resolutions of the Board of Directors and resolutions of the shareholders' meeting with due care and prudence, honesty as the business man. In the same situation, the commercial bargaining power is not influenced by the status of the director. In general, the Board will delegate management to the executives. The main duties of the Board of Directors are divided into 2 areas.

1.1 Determining direction, policies and business strategies of the company. To ensure that the company. The Company will continue to operate in the best interests of the Company and its shareholders.

1.2 Monitoring the performance of the management to check the balance and accountability of the Company's performance to the shareholders.

2. Composition and Appointment of the Board of Directors

2.1 The shareholders approve the appointment of the Company's directors.

2.2 Board of Directors The Chairman Vice Chairman And other directors. There are a number that suits the size of a company's business and its performance. In total, there are no fewer than 5 directors and a director who is truly independent from the management and has no business relationship or any other relationship that may influence the independent judgment. In the number of not less than 3 persons and not less than one third of the total number of directors. By no less than half of the board of directors. Must have a residence in the Kingdom.

2.3 The Board of Directors shall elect one director to be the Chairman of the Board of Directors. And select another director as the President. In case the Board of Directors deems appropriate. One or more directors may be elected as vice chairmen.

2.4 The appointment of the Company's Directors shall be in accordance with the Company's Articles of Association and the relevant laws. The educational background and professional experience of the

individual must be considered. The details are sufficient. For the benefit of the Board of Directors and shareholders.

3. Features

3.1 The Company's directors must be competent persons. Honesty, ethics in business. And there is enough time to devote knowledge. Ability and duty to the company.

3.2 Qualified and Non-Prohibited under the Public Limited Companies Act Securities and Exchange Act And other relevant laws. In addition, there must be no characteristic that indicates the lack of suitable to be trusted to manage the business with the public as a shareholder as prescribed in Section 89/3 of the Securities and Exchange Act (No. 4).

3.3 Directors can hold director positions in other companies. It must not be a hindrance to the Company's directors. It must comply with the guidelines prescribed by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

Directors are prohibited from engaging in any business of the same or similar nature and compete with the business of the Company as a partner or as a director of any other entity having the same status. Compete with the company. Except for the notice to the meeting prior to the appointment.

3.4 Independent directors must not act as executives. Independent of Management and the controlling shareholders. A person who does not have a business relationship with the Company and its subsidiaries in a manner that limits the expression of opinion. The qualifications required by the Notification of the Capital Market Supervisory Board shall be

(1) Holding not more than 0.5% of the total voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person of the Company. Married unmarried children

(2) Not being or being a director who is involved in the management of employees, employees or consultants who receive regular salary; Or the controlling authority of the Company, parent company, subsidiary company, affiliated company, subsidiary company Major Shareholders Or control of the company. Except from the above characteristics, it has not less than 2 years.

(3) No blood relationship Or by legal registration in the manner of a parent, spouse, sibling, spouse, or child Other directors, executives, major shareholders Authorized Control Or persons to be nominated as directors, executives or controlling persons of the Company. Or its subsidiaries.

(4) No or have had business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company. In a manner that may obstruct the use of judgment freely. As well as not or ever been a significant shareholder. Or the controlling person of a person who has business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder or the controlling person of the company. Except for the above characteristics, it is not less than 2 years.

Business relationship as mentioned above including regular commercial transactions. To operate Rent or lease real estate. Asset or Service Transaction or Grant or Receipt of Financial Assistance By accepting or lending secured assets as collateral. Like other similar situations. As a result, the company or the parties have obligations to pay the other party. From 3% of net tangible assets of the company or 20 million baht the calculation of such indebtedness shall be in accordance with the method of calculating the value of connected transactions. According to the Capital Market Supervisory Board Include debt incurred during the 1 year before the date of business relationship with the same person.

(5) Not being or being the auditor of the Company, its parent company, subsidiary company, associated company, major shareholder Or the controlling person of the company. And not a significant shareholder. Authorized Control or partner of the audit firm. The auditors of the Company, subsidiaries, associates, major shareholders or the controlling person of the company. Except for the above characteristics, it is not less than 2 years.

(6) Not being or being a professional service provider; This includes providing legal advisors or financial advisors. The Company has paid more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders. Or the controlling person of the company. And not a significant shareholder. Authorized Control or a partner of that professional service provider. Except for the above characteristics, it is not less than 2 years.

(7) Not being a director appointed to represent the Company's directors. Major Shareholders or shareholders who are related to the major shareholders of the Company.

(8) Not engage in any business of the same nature and is a significant competitor to the business of the Company. Or its subsidiaries. Or not a partner in the partnership. Or a director who is involved in the management of an employee, an employee, an advisor who receives a regular salary or holds more than 1% of the total voting shares of another company. It is a business of the same nature and a significant competition with the Company. Or its subsidiaries.

(9) There are no other characteristics that make it impossible to express an independent opinion about the Company's operations.

After being appointed as an independent director in accordance with items (1) through (9), the independent directors may be assigned by the Board of Directors. Decide on the operation of the Company, Subsidiaries, Affiliates, Subsidiaries, Subsidiaries Major shareholders or controlling persons of the Company The decision is in the form of a collective (collective decision).

4. Term of office and remuneration

4.1. The term of office is 3 years. The Company may be re-elected as a director.

4.2 In every Annual General Meeting of Shareholders One third of the directors at that time resign.

If the number of directors cannot be divided into three parts. The number nearest to one-third

The directors who will be retired in the first and second years after the registration of the company.

To draw lots in the next year, the director who is in the longest position is the one who left the position.

In addition to the termination of such term. Directors may vacate office upon

(1) death

(2) resignation

(3) lack of qualified director Or having a prohibited characteristic in accordance with the law on public limited companies, or having a characteristic that indicates a lack of suitability to be trusted to manage a public limited company as a shareholder under Section 89/3 The Securities and Exchange Act (No. 4) BE 2551

(4) The shareholders' meeting resolved to vacate office. (With a vote of not less than three quarters (3/4) of the total number of shareholders attending the meeting and having the right to vote and holding

not less than one-half of the total shares held by the shareholders attending the meeting. And have the right to vote)

(5) The court has issued an order.

4.3 Directorship Any person who resigns shall submit a resignation letter to the Chairman of the Board.

4.4 If the position of director is vacant For reasons other than leaving the agenda. The Board of Directors shall appoint a qualified person who does not possess the prohibited characteristics as a member of the Board at the next Board meeting. Unless the term of the director is low.

For more than 2 months, the person who has been appointed as the replacement director will remain in the position of the director for the remaining term of the replaced director.

4.5 Remuneration The Board of Directors has assigned the Remuneration and Nomination Committee to consider the directors' remuneration. Based on the volume of work. Responsibility and the size of the business. Compared to other companies in the same industry. The Board recommends the Board of Directors to consider before proposing to the shareholders' meeting for consideration and approval.

5. Meetings

5.1 The meeting shall be held at least 4 times a year. The meeting date shall be set in advance throughout the year and there may be additional meetings as necessary.

5.2 The Chairman of the Board of Directors and / or the President shall be responsible for overseeing the agenda.

5.3 The Company Secretary shall send the invitation letter together with the agenda and supporting documents to the directors no less than 7 days prior to the meeting date for the directors to study in advance of the meeting. Except in urgent cases to protect the rights or benefits of the company. The chairperson or the delegate may announce the meeting by other means and schedule the meeting sooner.

5.4 The Chairman of the Board of Directors shall preside over the meeting. The Board of Directors is responsible for allocating each agenda item sufficiently for the directors to express their independent opinions on key issues, taking into account the interests of the shareholders and the stakeholders.

5.5 In a meeting of directors, those with significant interests in the matter must consider leaving the meeting during the consideration of the matter. And not have the right to vote.

5.6 Votes for the majority vote And if there is a resolution, the resolution. Record the objection in the minutes.

5.7 Non-Executive Directors shall meet at least once a year to discuss issues. Concerned about the management of the interests without management.

5.8 In consideration of any matter The Board of Directors has the right to request or view related documents and request the relevant management to attend the meeting.

5.9 The Company Secretary is responsible for recording and preparing minutes of the meeting within 14 days. Documentation Supporting the Board to comply with the laws, regulations and resolutions of the shareholders' meeting. Including coordinating with relevant people.

At the Board of Directors Meeting At least half of the total number of directors must attend the meeting. It is a quorum. In the case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his / her duties. In the case where the Vice Chairman is present, the Vice Chairman shall preside over the meeting. If there is no vice chairman or not at the meeting. Cannot do the job. The directors who attend the meeting shall elect one of them to preside over the meeting. The decision of the meeting shall be taken by a majority of votes. One director has one vote. Unless a director of a company having an interest in any matter has no right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the deciding.

6. Duties and Responsibilities

In addition to the main duties as a representative of the shareholders. As mentioned above. The duties and responsibilities of the Board of Directors are also in accordance with the law. Articles of Association and resolutions of the shareholders' meeting this includes the following actions.

6.1 Perform duties with responsibility. Careful and honesty it must comply with the law, the objectives, the Company's Articles of Association. And Board Resolutions The resolutions of the shareholders' meeting. Except for matters requiring approval from the shareholders 'meeting before such action as required by law, a resolution of the shareholders' meeting shall be adopted. Connected transaction and the purchase or sale of major assets according to the criteria of the Stock Exchange of Thailand. The company is responsible for

the company. The Company and its subsidiaries comply with the laws relating to the business of the Company. And its subsidiaries including the law prohibiting bribes. Or corruption support.

6.2 Regulate corporate ethics, such as corporate governance policy. And its subsidiaries in accordance with good corporate governance principles. Business Administration for Directors, Executives, Employees of the Company and its subsidiaries Include disclosure to acknowledge. Be sure to follow and follow the practice.

6.3 Consider and approve the business policy. Include vision, goals, action plans. Business strategy and the annual budget of the company. And its subsidiaries Control and Supervision The management and administration of the management are in accordance with the policy. Plan and budget effectively.

6.4 Follow up company performance And its subsidiaries And associated companies. To be in line with the company's business plan and budget. And its subsidiaries

6.5 Make a financial statement of the company. And its subsidiaries at the end of accounting period are accurate. To show the financial status and performance of the past accounting period to be true, complete and accurate in accordance with generally accepted accounting standards. The auditor should consider and approve the matter before proposing it to the shareholders' meeting for consideration and approval.

6.6 To prepare the annual report of the Company and the responsibility for the preparation and disclosure of the Company's financial statements. To present financial position and results of operations in the past year and submit to the shareholders' meeting for consideration and approval.

6.7 To consider and approve the appointment of qualified and non-prohibited persons as defined in the Public Limited Company Act BE 2535 and the Securities and Exchange Act. Including announcements. And / or relevant regulations to become directors and independent directors. In the case where the director vacates for any reason other than the expiration of his term.

6.8 Appointment or amendment Subcommittees such as the Audit Committee Compensation and Nominating Committee Corporate Governance Committee Executive Committee And the Risk Management Committee. To assist with the duties of the Board of Directors.

6.9 To consider and approve the appointment of directors to be the Company's authorized signatory And its subsidiaries

6.10 To propose the shareholders' meeting to appoint the Company's directors

6.11 To appoint other persons to operate the Company. Under the control of the Board of Directors. Or may authorize the person to have power. And / or within the time required by the Board of Directors. The Board may revoke, revoke, change or amend such powers. The delegation of power within the scope of authority. It must not be delegated or delegated to the Executive Committee. The subcommittee can consider and approve the transaction that may cause conflict. Equity or any conflict of interest with the Company. Or its subsidiaries. Except for the approval of the transaction that is in accordance with the policy and criteria approved by the shareholders or the Board of Directors.

6.12 Consider the organizational structure. And management structure.

6.13 Appointment of Company Secretary The scope of authority and responsibility of the company secretary.

6.14 To consider, select and approve the list of auditors of the Company and its subsidiaries And determine the appropriate compensation. As proposed by the Audit Committee. Prior to the Annual General Meeting of Shareholders To consider and approve

6.15 To ensure that the Company and its subsidiaries have an appropriate and effective accounting system. Reliable financial reporting. Have an internal control system. And the internal audit system is adequate and appropriate. It also has a document storage system that can verify the accuracy of the data later.

6.16 To approve the corporate risk management policy. To oversee and supervise the risk management process to minimize the impact on the Company and its subsidiaries.

6.17 To approve the acquisition and disposition of assets Of the Company and its subsidiaries. Unless the transaction is approved by the shareholders' meeting. Such approval will be in accordance with the Notification of the Capital Market Supervisory Board and / or the relevant regulations and / or regulations of the Stock Exchange of Thailand. To prevent conflicts of interest between stakeholders of the Company and subsidiaries.

6.18 To consider and approve the interim dividend payment to shareholders When considering that the company has a reasonable profit to do so. The dividend payment will be made to the shareholders 'meeting at the next shareholders' meeting.

6.19 Disseminate appropriate information and disclose information to stakeholders; Persons with conflict of interest And the relevant, accurate, complete, appropriate and punctual.

6.20 Get professional advice from outside organizations if necessary to make the right decision.

6.21 Supervise the subsidiaries as one of the Company's subsidiaries and strictly control the subsidiaries to strictly follow the regulations of the subsidiaries.

6.22 To ensure that the Company has a mechanism to handle complaints and to act in the event of a clue. The Company requires the Company to prepare and follow up on complaints and fraudulent complaints. (Whistleblower Policy) and protection measures for complainers and clerks. Be consistent with the relevant rules and circumstances that change over time.

6.23 To ensure that the Company's management manages the Investor Relations Unit responsible for communication with shareholders. And other stakeholders, such as investors, analysts, are equally appropriate and timely.

7. Performance appraisal

To comply with good corporate governance principles. The Board of Directors requires the annual performance appraisal form for the Board of Directors. At least once a year in the form of individual assessment and faculty evaluation. Based on the assessment by the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand the results of the evaluation will be used as a framework for reviewing the performance of duties. Problems and Obstacles the recommendation is to improve and further develop.

This Charter the Board of Directors has considered and approved. At the Board of Directors Meeting No. 2 / 2017-2018 on February 13, 2018

The appointment will be effective from 13 February 2018 onwards.