



สำนักงานใหญ่ / โรงงาน : 237 หมู่ที่ 2 บ้านสาวเอ้ ตำบลหินเหล็กไฟ อำเภอคูเมือง จังหวัดบุรีรัมย์ 31190 โทร. 0-4465-9020-3 โทรสาร 0-44659-020 ต่อ 103,131,151

Head office / Factory : 237 Moo 2 Hinleklai, Kumuang, Buriram 31190 Tel : 0-4465-9020-3 Fax : 0-4465-9020-3 Ext : 103,131,152

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ทะเบียนเลขที่ 0107556000523 Website : <http://www.buriramsugar.com>

## **Charter of the Corporate Governance Committee**

### **1. Objectives**

According to the Board of Directors' meeting No.7/2016 of Buriram Sugar Public Company Limited ("Company") on August 11, 2016, the resolution was to approve to establish the Corporate Governance Committee in order to formulate and review policies, criteria, guidelines on code of conduct and good corporate governance to generate the operation standard of the company, and the practices of directors, executives and employees, including provide advices and suggestions to the Board of Directors and also regulate the work performance of directors, executives and management in compliance with code of conduct, good corporate governance policy, and all the operations concerning the anti-corruption in order to show the determination committed to operating the business with transparency, fairness and taking all stakeholders into account. In addition, the Board of Directors had the resolution to establish the Charter of the Corporate Governance Committee as follow:

### **2. Composition, Appointment and Qualifications**

#### **2.1 Composition and Appointment**

- 2.1.1 There must be at least 3 members and the majority must consist of independent directors. However, if the organization is still small and the number of independent directors is not sufficient. There must be at least 1 independent director in the Corporate Governance Committee. The Corporate Governance Committee must nominate 1 independent director as the Chairman.
- 2.1.2 The Board of Directors will appoint the directors to be in the position of the Corporate Governance Committee. If a member of the Corporate Governance Committee is retired by rotation, he or she may be reappointed by the Board of Directors for another term.
- 2.1.3 The company will select and nominate an employee to act as a secretary of the committee as approved by the Corporate Governance Committee.



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## **2.2 Qualifications**

- 2.2.1 Stay in the position of a company director to maintain neutrality, and work independently in accordance with the good corporate governance policy.
- 2.2.2 Possess the knowledge and ability to perform duties on the corporate ethics, good corporate governance, including provide advices to the Board of Directors as well as oversee the operations of directors, executives and management in compliance with the code of conduct, good corporate governance policy, and anti-corruption policy, as well as possess knowledge of the business operations, working experience related with the company's business, and also well understanding of roles, duties and responsibilities of the Corporate Governance Committee.
- 2.2.3 Dedicate time to carry out their duties in order to achieve the objectives of the Corporate Governance Committee.

## **3. Tenure and Retirement**

### **3.1 Tenure**

- 3.1.1 Directors of the Corporate Governance Committee have the same tenure as the company directors'.
- 3.1.2 In case of resignation or retirement which affects to the insufficient number of the Corporate Governance Committee as determined in this charter, the Board of Directors must appoint a new corporate governance director to fulfill the insufficient number of such committee within 3 months since the date on which the amount of member in this committee is insufficient.

### **3.2 Retirement**

- 3.2.1 The Corporate Governance Directors shall vacate their office upon following situations:
  - Decease
  - Resignation
  - Retired from the director position
  - Resolution approved by the Board of Directors
  - Disqualification or having the prohibited characteristics as provided by laws



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3.2.2 In case of resignation, the Corporate Governance Director must submit the resignation letter to the Chairman of the Board of Directors, which shall be effective since the date on which the Chairman of the Board of Directors sign and approve this resignation.

#### **4. Scope of Duties**

- 4.1 Specify the policies, rules and guidelines according to the code of conduct and good corporate governance as the standard towards directors, executives and employees to comply with.
- 4.2 Provide advices to the Board of Directors and also supervise, oversee, and assess the performance according to the code of conduct and good corporate governance policy, as well as review the code of conduct and good corporate governance principles on a yearly basis, and present to the Board of Directors.
- 4.3 Supervise the operations of directors, executives and management according to the code of conduct and good corporate governance policy.
- 4.4 Set the compliance practices related to anti-corruption.
- 4.5 Prepare a report on the corporate governance and performance results of the Corporate Governance Committee to the Board of Directors, and disclose such report in the annual report and annual registration statement (Form 56-1).

In addition, the Corporate Governance Committee or any authorized persons who have conflict of interest with company and/or subsidiaries and/or related companies do not have the right to approve such business administration indicating a conflict of interest or connected transactions, except such transactions operated under policies and criteria considered and approved by the Board of Directors and/or shareholders' meeting (as the case may be), which must be in accordance with laws, regulations, objectives and articles of association.

#### **5. Meeting**

##### **5.1 Meeting Arrangement**

- 5.1.1 The Corporate Governance Committee must arrange the meeting at least twice a year or may provide additional meeting as the Chairman of the Board of Directors deems appropriate. The Corporate Governance Committee must attend the meeting at least 75% of the total amount of the meeting in each year.



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5.1.2 The Chairman of the Corporate Governance Committee may call a meeting as a special case if a member or the chairman seems necessary.

## **5.2 Attendance**

5.2.1 The Corporate Governance Committee's meeting must contain the directors more than a half of all membership as a quorum. The Chairman of the Corporate Governance Committee is the chairman of the meeting.

5.2.2 In case of the Chairman cannot attend the meeting, then the directors of the Corporate Governance Committee will appoint 1 of the directors to act as the Chairman.

5.2.3 If the secretary cannot attend the meeting, the Corporate Governance Committee will appoint a person to act as the representative instead.

## **5.3 Voting**

5.3.2 The meeting resolution depends on the majority vote of which the directors present at the meeting. If the votes are equal, the Chairman of the meeting shall have a final vote.

5.3.3 The directors who have conflict of interests in any agenda have no right to vote.

## **5.4 Meeting Record**

The Secretary to the Corporate Governance Committee or any assigned person must record the minutes of meeting.

## **6. Report**

6.1 The Corporate Governance Committee must propose and report any matter concerning to the code of conduct, good corporate governance, and anti-corruption as well as related compliance practices to the Board of Directors for approval, and/or present other agenda on such actions to the Board of Directors for acknowledgement.

6.2 The Chairman of the Corporate Governance Committee must report the performance results to shareholders in the annual report and the annual registration statement (form 56-1) by disclosing the details as follows:

6.2.1 The amount of the meeting,

6.2.2 The amount of each director attending the meeting,

6.2.3 The result of the operations according to the charter.



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## **7. Performance Evaluation**

The Corporate Governance Committee must evaluate their own performance and the committee as a whole, and report the results together with problem and obstacle (if any) to the Board of Directors for acknowledgment.

## **8. Remuneration**

The Corporate Governance Committee shall receive the proper rate of remuneration based on position, duties and responsibilities in accordance with the resolution of shareholders' meeting.

This charter is effective from November 14, 2016 onwards.

Announced at November 14, 2016

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(Mr. Prachuab Chaiyasan)

Chairman of the Board of Directors

Buriram Sugar Public Company Limited