



Golden Lime Public Company Limited

Executive Committee Charter

(Translation)

The Executive Committee (“the COMEX”) is a subcommittee created upon decision by the Board of Directors of Golden Lime Public Company Limited (the “Company”). Its goal is to support the Board of Directors in its duties, so that it complies with the laws, notifications, regulations, rules, and other relevant laws. It is also responsible for implementing the Company’s policies.

1. OBJECTIVE

This Executive Committee Charter serves as a source reference and primary induction literature, providing insights to existing and prospective COMEX members in understanding their duties and clearly sets out the roles and responsibilities of the executive committee. It will also guide to assist the COMEX in the assessment of its own performance and of its individual Executive Directors.

2. COMPONENTS AND QUALIFICATIONS OF THE EXECUTIVES COMMITTEE

The Executive Committee shall be composed of either members of the Board of Directors of the Company and/or executives of the Company and/or any other person as deemed appropriate by the Board of Directors. The number of members shall also be defined by the Board of Directors as it deems fit. The Board of Directors of the Company shall elect one of the Executive Committee members to be the Chairman of the Executive Committee.

3. TERM OF OFFICE

- 1) Term of duty of an Executive Committee member who is also a member of the Board of Directors shall be 3 years. They shall perform duties for the same term as the term of their Director’s mandate. Nevertheless, an Executive Director, upon the expiration of its term of duty, may be re-appointed by the Board of Directors as it deems appropriate.
- 2) Unless otherwise agreed, the term of duty of an Executive Committee member who is part of the Company’s management shall be consistent with the term of the management function.
- 3) The term of duty of any other Executive Committee member shall be determined by and may be changed as the Board of Directors deems fit.
- 4) Apart from the completion of the term of office, the Executive Committee member shall vacate from his/her position in the event of:-
 - a) Death
 - b) Resignation
 - c) Lacks qualification(s) to be a Company’s Director or has prohibitive characteristic(s) as described under the laws governing Public Limited Companies or exhibits behavior to be entrusted with management or administration of a Public Limited Company as described under section 89/3 of Securities and Exchange Act (Vol 4) 2008
 - d) Termination by the Court’s order.
 - e) Termination by a resolution from the Board of Directors .

4. SCOPE, AUTHORITY AND RESPONSIBILITY

The Executive Committee shall be responsible for operating the business of the Company in accordance with the operational objectives of the Company. Operations of the Company shall be carried on in accordance with the policies, regulations or orders as stipulated by Board of Directors. The Executive Committee shall be also responsible for scrutinizing and screening such agenda that is to be proposed to Board of Directors for consideration and approval.

The main authorities and responsibilities can be summarized as follows:

- 1). Executive Committee shall prepare the vision, mission including strategy, direction and policy to carry out the business. It set targets, guidelines, operational plan and budget of the Company and its subsidiaries and proposes it to Board of Directors for consideration and approval.
- 2) Executive Committee shall supervise and control the operations of the Company and its subsidiaries in accordance with the policy, target, strategy and operational plan. Executive Committee is authorized to approve such specific matter or any action that is deemed as normal business of the Company
 - a) Authorize normal operational expenditures of the Company, within the financial authority limits approved by Board of Directors;
 - b) To negotiate and enter into contracts, agreements, instruments and other documents, including those relating to sales, services and procurements that fall within the ordinary course of business of the Company and are within the financial authority limits approved by the Board of Directors.
 - c) To approve the borrowing, conclusion of loan contracts, conclusion of mortgage contracts and/or pledge contracts with the bank and/or financial institution within the financial authority limits approved by the Board of Directors.
 - d) To have the power to approve the opening or closing of deposit accounts, to define the name of the person authorized to withdraw money from the deposit accounts of the Company, and to perform other actions relating to such deposit accounts.
 - e) To approve amendments of location of the head office and branch offices of the Company provided that the amendment of the location of the head office is within Nonthaburi Province only.
 - f) To approve amendments to the conditions of credit limit usage and/or methods of withdrawal from the credit limit that the Company has with the bank and/or financial institution.
- 3). To consider the investment projects of the Company in order to propose the same to the Board of Directors for approval.
- 4). To approve important investment as set out in the annual expenditure budget as assigned by the Board of Directors of the Company or has already been approved in principle by the Board of Directors of the Company.
- 5). Implement operational and administrative policies as assigned by the Board of Directors.
- 6). To allocate premiums, rewards, and bonuses approved by the Board of Directors of the Company to employees or staff of the Company.
- 7). To be the board of consultants to manage the policies relating to finance, marketing, operation, and other management.
- 8). Executive Committee shall appoint a working committee and/or other person to scrutinize and screen the matters that are to be proposed to the Executive Committee or to take any action that is useful to the performance of Executive Committee or to take any action as delegated by Executive Committee within the scopes of authorization of Executive Committee.
- 9) Executive Committee shall set out the organization structure and efficient administration, covering selection, training, employment and termination of employment of the Company and its affiliates' personnel who are group of management or high level management. The Managing Director or other suitable position may be authorized to execute the employment contract on behalf of the Company.
- 10). Executive Committee shall adopt and revise as appropriate the Charter of Executive Committee

Charter in order to propose it to Board of Directors for approval.

- 11). Executive Committee shall engage in necessary actions to promote and protect the interests of the Company and shall perform any other duty as assigned to it by Board of Directors.

The power of the Executive Committee shall not include the approval of any transaction wherein the Executive Committee may have a conflict of interest or stand to benefit in any other nature with the Company or the subsidiary company (if any) in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand. Approval of a transaction of such nature is required to be proposed at a meeting of the Board of Directors and/or a Shareholders' Meeting for consideration and approval in accordance with the Articles of Association of the Company or as specified by related laws, unless it is the approval of a transaction that is in the ordinary course of business that the Board of Directors has clearly specified within the established consideration framework.

5. EXECUTIVE COMMITTEE'S MEETINGS

- 1) The Executive Committee shall meet as often as they deem appropriate and at least 4 times per year. A schedule of the regular meetings will be fixed in advance for the whole year. Any member may convene any additional meetings **at least 3 business days** in advance, except in case of urgency in which case a shorter notice is allowed as appropriate.
- 2) In case a member is unable to attend a meeting, he shall inform the Chairman of the Executive Committee at least 3 days in advance.
- 3) The Chairman of the Executive Committee shall act as the Chairman of such meeting. In the case that the Chairman of the Executive Committee is absent for the meeting, the present members of the Executive Committee shall select one of the present members to be the Chairman of the meeting.
- 4) Resolutions made by Executive Committee shall be taken with a majority of votes. In this regard, members of the Executive Committee, having conflict of interest in any matter to be considered shall not take part in giving opinion and vote for the said matter
- 5) The Chairman of the Executive Committee shall send out the agenda **at least 3 business days** in advance, except in case of urgent meetings which need to be convened within a shorter period. Secretary of the Executive Committee shall record and keep minutes of the meeting.
- 6) Each member of the Executive Committee is entitled to one (1) vote. In case of an equality of votes, the Chairman of Executive Committee shall have a casting vote.

6. Quorum

In an Executive Committee's Meeting, at least half of the Executive Committee members present at such meeting shall constitute a quorum.

7. Reporting

Report Executive Committee's performances to Board of Directors for acknowledgement and prepare a report of Executive Committee that for disclosure in the annual report of the Company and that to be signed by the Chairman of Executive Committee.

8. Performance evaluation

The Performance evaluation of Executive Committee should be conducted at least once a year and the results of the said evaluation to be reported to the Board of Directors.

This Charter of Executives Committee herein was approved by the Board of Directors' Meeting No. 2/2024 held on 4 April 2024 stating that this Charter comes into effect from 4 April 2024 onwards.



Mr. Sripop Sarasas
Chairman of the Board of Directors

Description to issue and improved the document

Item	Document number	Approved date	Reference the Board of Directors Meeting to approved
1	CS20180802	-	The Board of Directors Meeting no. 4/2018 held 14 August 2018.
2	CS20180802	14 November 2018	The Board of Directors Meeting no. 5/2018
3	CS20180802_Rev.1	4 April 2024	The Board of Directors Meeting no. 2/2024