

Charter of the Board of Directors

BT Wealth Industries Public Company Limited

Purpose

The Board of Directors as a representative of shareholders, has the duty and responsibilities of ensuring that the Company operates in accordance to the principles of corporate governance, to add values to the organization, and generate maximum interests to shareholders in the longer term.

Composition of the Board of Directors

1. The Board of Directors composes of no less than 5 directors.
2. At least one-third of the total number of the Board must be independent directors, and must be no less than 3 directors.
3. The Board of Directors to appoint one of the directors as the Chairman of the Board.
4. The Company Secretary acts as secretary of the Board of Directors, unless the Board of Directors designates otherwise.

Appointment and Tenure

1. The general meeting of shareholders or the Board of Directors is to approve the appointment of directors.
2. The tenure of the directors of the Board is 3 years, and when due can be reelected back into the position. However, the tenure of the independent directors shall not exceed 9 years.
3. At every annual general meeting of the shareholders, one-third of the directors of the Board will be retired. If the number of directors to be retired as such is not an integer, the closest number to one-third will be applied.
4. The directors to retire in the first and second year after company registration will be decided by draw lots. For subsequent year, the directors who have been in office for the longest period will be retired.
5. Any director wishes to resign from the position shall tender his/her resignation to the Chairman of the Board of Directors no less than 30 days prior to resignation.
6. In case when there is a vacancy in the Board position for reasons other than normal retirement process, the Board of Directors will appoint a candidate who possesses suitable qualification and is not prohibited by law, to fill the vacant position and join in the subsequent Board Meeting. This candidate will be in position only for the remaining term of the director he/she replaces. However, such director appointment procedure will not be applicable if the remaining term of resigned director is less than 2 months.

Qualifications of Independent Directors

Independent Directors of the Company must have the following qualifications:

1. Not holding shares exceeding one percent of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, including shares held by related persons of the independent director.
2. Not be nor have been an executive director, employee, officer, advisor who receives monthly salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder, or controlling person of the Company unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
3. Not be a person related by blood or registration by law, such as a father, mother, spouse, sibling, or child, including spouses of child, to other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives, or controlling persons of the Company and its subsidiaries.
4. Neither have nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, in a manner which may interfere with his/her independent judgement, including never be nor have been a substantial shareholder or controlling person of any entity who has business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
5. Not be nor have been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, and not be a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
6. Not be nor have been any kind of professional advisor, including legal advisor or financial advisor who receives annual service fee exceeding 2 million baht from the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, and not be a substantial shareholder, controlling person, or partner of the professional advisor unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
7. Not be a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder who is a related person to the major shareholder.

8. Not conduct business which has similar nature with nor is a significant competition to the business of the Company or its subsidiaries, or not be a substantial partner in partnership nor be director who is involved in business operation, employee, officer, advisor with regular salary, or holding share of more than 1 percent of total voting shares of other companies whose business is of similar nature and is a significant competition to the business of the Company and its subsidiaries.
9. Not have any characteristics which may render him/her incapable of providing independent opinion with regards to the Company's business operations.

Authority, Duties and Responsibilities

1. Perform its duties with honesty and integrity in accordance with the law, the Company's objectives, articles of association, as well as the resolutions of shareholders' meetings, and carefully protect the Company's interests.
2. To set or change the name of directors who are granted with signing authority which legally bind the Company.
3. Approve and review the appointment and role setting of various Board Committees according to appropriateness and necessity in administrative support to the Board of Directors.
4. Determine the Company's vision, policy, and strategic direction, and supervise the management to operate accordingly with efficiency and effectiveness.
5. Determine the Company's business plan, annual budget, and monitor the administration and management of the management team, including consideration of performance, contributions and earnings of the Company's quarterly result against business plan and budget.
6. Assess the performance of the Chairman of Executive Director Committee and Chief Executive Officer.
7. Designate framework and policy for determining salaries, salary increase, bonus, compensation, and pension rewards of the employees in the Company.
8. Ensure that the management has arranged appropriate accounting systems, preparation of financial reports, and a reliable auditing system, as well as oversee that the internal control systems and risk management systems are adequately and appropriately put in place.
9. Consider and approve the acquisition or disposal of assets, investments in new business, and any other operations pursuant to law, legal notifications, requirements and related regulations.
10. Consider and approve and/or provide opinion on related transactions and/or entry to related transaction (in case where transaction size does not need authorization from the shareholders' meeting) of the Company and its subsidiaries in compliance with law, legal notifications, requirements and related regulations.
11. Ensure avoidance of conflicts of interests amongst the Company's stakeholders.

12. Operate business in accordance to business code of conduct and business ethics, and review the Company's corporate governance policy.
13. Report on the execution of the Board's responsibility to prepare financial reports, along with the external auditor's report in the annual report, covering various key issues in accordance to the SET's Code of Best Practices for Directors of a Listed Company.
14. Able to delegate authority to a director or many directors, or other persons to act on behalf of the committee, however, such delegation of authority must not permit the committee or the appointed persons to approve any transaction between them or conflicting persons having mutual benefits or conflicts of interests with the Company or its subsidiaries.
15. Consider and approve of interim dividend payment to shareholders, and report on such dividend payment to shareholders in the following general shareholders' meeting.
16. Provide the Company Secretary to ensure that the Board of Directors and the Company operate in accordance with the laws and related regulations.

Meetings

1. The Board shall hold its meeting at least 4 times per year.
2. At the Board meeting, not less than one-half of the directors must be present to form a quorum.
3. Directors must attend all Board Meetings and shareholders' meetings, unless there is overriding necessity.
4. The resolution of the Board meeting shall be made by a majority of votes, where each director shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
5. Director with possible conflict or has conflict of interest in a given matter has no right to vote on such matter.
6. Send out the notification of the Board of Directors' meeting to directors no less than 7 days prior to the meeting date, unless in case of urgent need.

Assessment on Board Performance

The Board of Directors conduct assessment on board performance every year. The assessment results are used as supplementary information to the Board's recommendation to shareholders in the election of directors to replace those retired by rotation.

Charter Review and Update

The Board of Directors to review and update this charter yearly, and recommend amendments as deems appropriate.