




Scope of Duties : Board of Directors

Document Number: PA-COM-002

Effective date: 28 February 2020

	AMR Asia Public Company Limited	Doc. Code	PA-COM-002
	Scope of Duties: Board of Directors	Effective Date	28 February 2020
		Revision	03

Scope of Duties: Board of Directors

1. Introduction

The Company's Board of Directors, as the shareholders' representative, plays an important role in shaping the Company's business direction as well as supervise the management of the company in accordance with the law, objectives, regulations of the company. The objective is to create value for the business and for the best interest of shareholders in the long term.


The Board of Directors realizes the importance of operating under the Good Corporate Governance principles of the Stock Exchange of Thailand. The Board is to lead the organization to sustainable success and build confidence among shareholders and all stakeholders. The committee will perform duties with responsibilities. He or she must be honest and carefully protect the interests of the company.

The Board of Directors has prepared this document for the Board of Directors to understand roles, duties and responsibilities to be used as a standard for performing duties effectively and efficiently. This document will be reviewed every year at least once a year In order to be modified in accordance with the direction of the company.


2. Scope of Powers, Duties and Responsibilities

Scope of Powers, Duties and Responsibilities of Company Directors Is as required by law Company regulations and the resolution of the shareholders' meeting Which includes the following actions

- 2.1 Perform duties responsibly with caution and honesty with consideration of the best interests of the company including compliance with the law, objectives, company regulations as well as the resolution of the shareholders' meeting
- 2.2 Set and approve the vision, mission, goals, guidelines, policies, strategies and business plans, budget and subsidiaries Including monitoring and supervision (Monitoring and Supervision) management, management and performance monitoring. Of the management of the entire company and subsidiaries And the sub-committees of the Company to comply with the policies, work plans and budgets that have been established with efficiency and effectiveness in accordance with business policies.
- 2.3 To monitor and supervise the management and operations of the Company, subsidiaries and / or associates (mutatis mutandis) in accordance with the policies specified by the Company. Laws related to conducting business Including the law on securities and stock exchange Notification of the Capital Market Supervisory Board The regulations of the Stock Exchange of Thailand mutatis mutandis to the extent that it is not inconsistent with or inconsistent with other laws.

	AMR Asia Public Company Limited	Doc. Code	PA-COM-002
	Scope of Duties: Board of Directors	Effective Date	28 February 2020
		Revision	03

- 2.4 To review, review and approve the policies, directions, strategies, business plans of the Company and its subsidiaries proposed by the management.
- 2.5 To consider and approve the management structure, assume the authority to appoint the Audit Committee, the Nomination and Remuneration Committee, as well as the appointment of the Managing Director and the Company Secretary, as well as to determine the scope of authority and responsibilities to assist in the performance of duties and responsibilities. Sub-Committee, Managing Director and Company Secretary
- 2.6 To consider and approve the acquisition or disposal of assets and / or related transactions, unless such transaction must be approved by the shareholders' meeting. Such decision shall be based on the Capital Market and / or announcing the relevant regulations and / or regulations of the Stock Exchange of Thailand
- 2.7 To consider and approve the payment of interim dividend to the shareholders when it is deemed that the Company has a net profit of the separate financial statements after deducting income tax and other legal reserves as appropriate to do so and report the dividend payment in the next shareholders' meeting.
- 2.8 Prepare the annual report of the Board of Directors and be responsible for the preparation and disclosure of the consolidated and separate financial statements of the Company at the end of the accounting period of the Company, which has been audited by the auditor to show the financial position. Moreover, Directors are to monitor the results of operations in the past year, as well as the adequacy of the company's financial liquidity and ability to repay debts in order to propose to the shareholders' meeting for consideration and approval.
- 2.9 To consider, select and approve the nomination of the external auditors of the Company and its subsidiaries and / or associated companies, as well as to determine the appropriate remuneration as proposed by the Audit Committee before submitting in Annual General Meeting of shareholders for consideration and approval.
- 2.10 Ensure that the Company and its subsidiaries and / or associated companies adopt appropriate and efficient accounting systems, as well as provide an effective internal control system and internal audit system.
- 2.11 To consider policies, plans and actions in the field of risk management to cover the entire organization and to ensure that there is a system or process in risk management with supportive measures and control methods to reduce the impact to the business of the Company and its subsidiaries as appropriate.
- 2.12 Establish a policy on good corporate governance, a policy of whistleblowing and complaints, and an anti-corruption policy of all forms of the Company and its subsidiaries and / or associates in accordance with the principles. Good governance in writing at least in accordance with the guidelines of the Stock Exchange of Thailand and / or the Securities and Exchange Commission. Such policies are determined and implemented effectively to ensure that the Company and its subsidiaries are accountable to all stakeholders fairly.

	AMR Asia Public Company Limited	Doc. Code	PA-COM-002
	Scope of Duties: Board of Directors	Effective Date	28 February 2020
		Revision	03

- 2.13 Ensure that the appropriate remuneration policy framework and structure as proposed by the Nomination and Remuneration Committee is proposed to motivate executives and employees at all levels to work in accordance with the main objectives and goals of the organization and in accordance with the results for long-term benefits, which include (1) Consideration of the appropriateness of the proportion of salaries and remuneration related to the short-term performance and long-term performance of the business (2) Determining Remuneration Policy
- 2.14 Acknowledge the principles of good corporate governance, recognize the role and responsibilities as a leader in creating value for the business, and evaluate the implementation at least once a year.
- 2.15 Supervise and manage potential conflicts of interest between the Company's and its subsidiaries' interests, including the prevention of improper use of the Company's assets, information and opportunities, and transactions with related parties. Relationship with the company in an inappropriate manner. In the event that any director has an interest in any transaction with the company or has increased or decreased shareholding in the company and / or its subsidiaries, such director shall notify the company without delay.
- 2.16 Authorize one or more directors or any other person to act on behalf of the Board of Directors under the control of the Board of Directors or may authorize such person to have authority as the Board of Directors sees fit. Appropriately and within the period deemed appropriate by the Board of Directors, the authorized person must report such matters as authorized to the Board of Directors. The Board of Directors may cancel, revoke, change or amend the delegation when deemed appropriate. There may be a conflict of interest in any other way with the Company or its subsidiaries or associates as defined in the Notification of the Capital Market and / or the Stock Exchange of Thailand and / or any other announcement of the relevant agencies, except for the approval of items in accordance with the policies and criteria considered and approved by the Board of Directors.
- 2.17 Focus on importance and support the creation of innovations that add value to the business in the long run, along with creating benefits for customers or those with the responsibility for society and the environment.

Announced on February 28, 2020

AMR Asia Company Limited

.....
(Mr. Somsak Channoi)

Chairman of the Board