




Civil Engineering Public Company Limited

Company regulations

Subject

Executive Director's Manual

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|  | Civil Engineering Public Company Limited   | Amended no. 00               |
|                                                                                   | <b>Manual</b><br><b>Executive Director</b> | Approval date March 11, 2020 |
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This Executive Director's Manual is the copyright of Civil Engineering Public Company Limited and its group companies in order to strive to develop the corporate governance system in accordance with the good corporate governance principles issued by the Securities and Exchange Commission.

The Executive Committee shall strictly comply with this Executive Director's Manual.

In order to keep the Executive Director's manual up-to-date, appropriate to the situation and changes, it is required that the Executive Director's manual be reviewed at least once a year. Any amendment must be approved by the Board of Directors only.


(Signed)

.....

( Mr. Chaiwat Utaiwan )


Chairman of the Board



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## 1. Principles and Reasons

Under the ever-changing and volatile economic, social, political, technological, and competitive environments, good management is an essential tool to help companies achieve their established strategies, objectives, or goals. The Board of Directors therefore appoints the Executive Committee to manage the Company's operations, examine and screen important matters before submitting them to the Board of Directors for further consideration, as well as performing duties as assigned by the Board of Directors in order to operate the business in accordance with the objectives of the Company.

The Company has summarized key practices and guidelines related to Executive Directors from the criteria, rules, regulations, and announcements of the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission ("SEC") for Executive Directors to use as the principle and guideline for performing duties and responsibilities correctly.

## 2. Objectives

To be used as a guide in the performance of the Executive Committee.


## 3. Scope

Applicable to the Executive Directors of Civil Engineering Public Company Limited.

## 4. Executive Committee Structure

### 4.1 Composition

- 1) The Executive Committee is appointed by the Board of Directors with the number and composition as the Board of Directors deems appropriate. There shall be at least three persons, comprising a number of company directors and may also consist of a number of company executives.
- 2) The Board of Directors or the Executive Committee shall appoint one Executive Director to be the Chairman of the Executive Committee, whereby such person shall not be the same person as the Chairman of the Board of Directors so that roles are clearly separated and to ensure checks and balances in the operation.

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3) The Executive Committee shall appoint the secretary of the Executive Committee.

#### 4.2 Qualifications of Executive Directors

- 1) Has the qualifications as required by law.
- 2) Knowledgeable in management with abilities and experiences that are beneficial to the Company.
- 3) Is a person who is trusted, dependable, and generally accepted.
- 4) Has good knowledge and understanding of the Company's business and products.
- 5) Has a good understanding of management principles, good judgment and decision-making skills, able to analyze problems and make appropriate suggestions.
- 6) Creative, able to express opinions and listen to others' opinions.
- 7) Able to devote sufficient time to work as an Executive Director of the Company.

#### 4.3 Tenure and retirement

- 1) The Executive Director shall have a term of office according to the term of office as a Director or Executive of the Company (depending on the case) unless the Board of Directors resolves otherwise. The Executive Director who vacates office upon the expiration of the term may be reelected to resume the position.
- 2) In addition to vacating office upon the expiration of the term, the Executive Director vacates office upon:
  - (1) Death
  - (2) Resignation from the Executive Committee by notifying the resignation to the Chairman of the Board of Directors not less than 30 days in advance with reasons for the Board of Directors and/or the shareholders' meeting to consider appointing another person who is fully qualified as an Executive Director as a replacement (depending on the case).
  - (3) Lack of qualifications as a director or having prohibited characteristics under the law on public limited companies, the law on securities and exchange, or the regulations of the SET and the Office of the SEC.


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(4) The Board of Directors' meeting resolves for the person to vacate the position.

## 5. Duties and responsibilities of the Executive Committee

The Company specifies the duties and responsibilities of the Executive Committee to manage the Company's operations, which includes but is not limited to the following duties:

- 5.1 Operate and manage the Company's business in accordance with the objectives, regulations, policies, rules, requirements, orders, and resolutions of the Board of Directors' meeting and/or the resolutions of the Company's shareholders' meeting.
- 5.2 Determine the Company's strategy, business plan, annual budget and investment, including the management structure, approval and management authority of the Company, to propose to the Board of Directors for approval.
- 5.3 Consider and scrutinize all types of work, proposals from various departments/divisions, and policies, goals, strategies, Company's business operations, investments, business expansions, and budgets for submission to the Board of Directors for consideration and approval with the exception of the works that are under the responsibility and/or the authority of other sub-committees of the Company who will consider screening and presenting them directly to the Board of Directors.
- 5.4 Review, monitor, and implement policies and guidelines for the management of various aspects of the Company as assigned by the Board of Directors.
- 5.5 Supervise and provide advice and consultancy on policies, strategies, goals, operational plans, annual budgets to the Executives and report on the Company's and its subsidiaries' performance results to the Board of Directors for acknowledgment.
- 5.6 Consider, approve and implement various matters related to the Company's business according to the delegation of authority table set by the Board of Directors.
- 5.7 Consider and approve financial transactions with financial institutions for opening accounts, borrowing, applying for loans, pledges, mortgages, guarantees and other transactions, including buying, selling and registering any land ownership for the purpose of the Company and its subsidiaries' normal business operations as well as entering into a legal contract, submitting an application, making an offer, contacting, or engaging in a legal act with a government agency in order to obtain the rights of the Company and its subsidiaries and/or

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any action related to such matter until completion under the credit amount set forth and/or as required by applicable laws and regulations or the Articles of Association of the Company. However, the Board of Directors still has the power to consider and approve financial transactions with financial institutions in opening an account if necessary.

5.8 Report the operating results, within the due time, to the Board of Directors as follows:

- 1) Quarterly report on the Company's performance within the timeframe set by the stock exchange.
- 2) An auditor's report on the Company's financial statements, including annual and quarterly financial statements, within the timeframe set by the stock exchange.
- 3) Other reports as the Executive Committee deems appropriate.

5.9 Perform other tasks as assigned by the Board of Directors.

## 6. Executive Committee Meeting

6.1 The Executive Committee must hold a joint meeting as it deems appropriate. However, regular meetings shall be held at least once a month unless there is a necessity where the meeting cannot be held.

6.2 At the Executive Committee meeting there shall not be less than one-half of the total number of Executive Directors present in order to constitute a quorum.


6.3 In the event that the Chairman of the Executive Committee/Chief Executive Officer is not present at the meeting or unable to perform duties, the Executive Committee shall elect one of the Executive Directors to preside over the meeting.

6.4 The Executive Committee may invite the Company's executives, management, employees, or other relevant parties to attend meetings or provide information on relevant matters.

6.5 The decision of the meeting shall be made by a majority of votes. If the votes are equal, the Chairman of the meeting shall have an additional vote as a decisive vote.

6.6 Each Executive Director shall have one vote, unless the Executive Director having conflict of interests in any matter has no right to attend the meeting and vote on that matter.



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6.7 The secretary of the Executive Committee is responsible for scheduling meetings, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

## 7. Executive Committee Evaluation

The Executive Committee should conduct self-evaluation of its performance at least once a year and report problems and obstacles that cause the performance to fail to achieve the objectives and goals, as well as improvements to the Board of Directors for acknowledgement.


## 8. Executive Committee Reporting

The Executive Committee shall report the performance of duties to the Board of Directors and report on the performance of the previous year to the shareholders in the annual report, disclosing the following details:

- 8.1 Number of meetings
- 8.2 Number of times each Executive Director attended the meeting
- 8.3 The results of the performance of duties as prescribed by the Charter

## 9. Appendix

Executive Committee Self-Evaluation Form (attached)

|                                                                                   |                                            |                              |
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### Executive Committee Self-Evaluation Form

Document no.

| 0 = Strongly disagree or no action has been taken on this matter.<br>1 = Disagree or have little action on this matter.<br>2 = Somewhat agree or some actions have been taken on this matter. |                                                                                                                                                                                                       | 3 = Agree or there has been a good action taken on this matter.<br>4 = Strongly agree or there has been an excellent action taken on this matter. |   |   |   |   |                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|---|---|---|---|----------------------|
| Evaluation topic                                                                                                                                                                              |                                                                                                                                                                                                       | Evaluation results                                                                                                                                |   |   |   |   | Comments/Suggestions |
|                                                                                                                                                                                               |                                                                                                                                                                                                       | 0                                                                                                                                                 | 1 | 2 | 3 | 4 |                      |
| <b>1</b>                                                                                                                                                                                      | <b>The structure and qualification of the Executive Committee are appropriate for the efficiency in the operation of the Board of Directors.</b>                                                      |                                                                                                                                                   |   |   |   |   |                      |
| 1.1                                                                                                                                                                                           | The number of Executive Committee members is appropriate for the size, type, and complexity of the business.                                                                                          |                                                                                                                                                   |   |   |   |   |                      |
| 1.2                                                                                                                                                                                           | The Executive Committee consists of persons who are knowledgeable, experienced, and suited to efficiently perform the duties set forth in the Charter.                                                |                                                                                                                                                   |   |   |   |   |                      |
| 1.3                                                                                                                                                                                           | The process of recruiting qualified persons to be an Executive Director is transparent, fair, and not under the influence of any individual.                                                          |                                                                                                                                                   |   |   |   |   |                      |
| <b>2</b>                                                                                                                                                                                      | <b>The Executive Committee meeting has taken the following actions to enable the Board of Directors to perform their duties in meetings efficiently.</b>                                              |                                                                                                                                                   |   |   |   |   |                      |
| 2.1                                                                                                                                                                                           | The Executive Directors are informed of the schedule of each Executive Committee's meeting at an appropriate time in advance.                                                                         |                                                                                                                                                   |   |   |   |   |                      |
| 2.2                                                                                                                                                                                           | Executive Directors receive meeting documents in advance and have time to study the information.                                                                                                      |                                                                                                                                                   |   |   |   |   |                      |
| 2.3                                                                                                                                                                                           | The number of the Executive Committee meetings is appropriate.                                                                                                                                        |                                                                                                                                                   |   |   |   |   |                      |
| 2.4                                                                                                                                                                                           | Each executive committee meeting is of sufficient duration, suitable for a discussion and deliberation.                                                                                               |                                                                                                                                                   |   |   |   |   |                      |
| 2.5                                                                                                                                                                                           | The atmosphere in the Executive Committee meetings facilitates constructive opinions.                                                                                                                 |                                                                                                                                                   |   |   |   |   |                      |
| 2.6                                                                                                                                                                                           | A director, who is a stakeholder, does not take part in making a decision on the transactions in which they have interest.                                                                            |                                                                                                                                                   |   |   |   |   |                      |
| <b>3</b>                                                                                                                                                                                      | <b>The roles, duties, and responsibilities of the Executive Committee have given priority to taking sufficient time to review and implement the following matters.</b>                                |                                                                                                                                                   |   |   |   |   |                      |
| 3.1                                                                                                                                                                                           | Manage the organization in accordance with the strategic plans, objectives, and business goals, including the resolutions of the Board of Directors and the resolutions of the shareholders' meeting. |                                                                                                                                                   |   |   |   |   |                      |
| 3.2                                                                                                                                                                                           | Supervise the Executive Committee and the Management to comply with the principles of good corporate governance.                                                                                      |                                                                                                                                                   |   |   |   |   |                      |
| 3.3                                                                                                                                                                                           | Executive Directors, as executives of the organization, conduct themselves in accordance with the code of conduct and ethics in order to be a role model for their subordinates.                      |                                                                                                                                                   |   |   |   |   |                      |
| 3.4                                                                                                                                                                                           | Provide the Company with adequate and appropriate internal control and audit systems, as well as provide resource support.                                                                            |                                                                                                                                                   |   |   |   |   |                      |
| 3.5                                                                                                                                                                                           | Regularly report the operating performance to the Board of Directors.                                                                                                                                 |                                                                                                                                                   |   |   |   |   |                      |
| Evaluation results                                                                                                                                                                            |                                                                                                                                                                                                       |                                                                                                                                                   |   |   |   |   |                      |
| Remark                                                                                                                                                                                        |                                                                                                                                                                                                       | Evaluator _____                                                                                                                                   |   |   |   |   |                      |