

4. Responsibilities of The Board of Directors

Sub-Committees

1. The Structure of The Board of Directors

1.1 The Board of Directors

The Board of Directors consists of at least 7 directors and not more than 15 Directors with excellent qualification and experience relevant to the Company's business. The qualifications of the Board of Directors must comply with the Act of Public Company Limited, the Regulation of the Security Exchange Commission and Stock Exchange of Thailand. The Board of Directors of the Company consists of at least 5 Independent Directors as of December 31, 2020, the Board of Directors of the Company consists of 14 Directors:

- (1) 3 Executive Directors
- (2) 11 Non-Executive Directors

The Chairman of The Board of Directors is not the President.

The name list of The Board of Directors and its responsibilities are referred in Management Structure section.

1.2 Sub - Committees

The sub - committees consists of

1.2.1 Audit Committee

The Audit Committee shall consist of 3 Independent Committee members with at least one member who is knowledgeable in finance and accounting, an Internal Audit Office manager being a secretary. The qualifications of the Audit Committee shall reflect The Capital Market Supervisory Board's requirement on qualifications of independence announcement. As of December 31, 2020, the Audit Committee consists of 3 Independent Directors who possess high professional and ethical standards with experience and expertise in internal audit. They are able to be responsible for monitoring and assessing the adequacy of the internal control, then expressing their opinions with regard to the benefits of the Company to the Board of Directors. The names of the Audit Committee and its responsibility are listed and referred in the issue of Governance Structure and Important information about the Committee, Executives and other Employees.

1.2.2 The Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises four of the Company's directors, all of whom are non-executive director. In addition, three members of the Committee are independent members, one of whom is the Chairman of the Nomination and Remuneration Committee, Personal manager being a secretary. The Nomination and Remuneration Committee in charge of the nomination of persons qualified to become directors and top executives. The committee is also responsible for considering the remuneration of the Board of Directors and the Sub-Committees to be further proposed to the Board's approval. The Nomination and Remuneration Committee will arrange a meeting at least 2 times a year. The names of the Nomination and Remuneration Committee and its responsibility are listed and referred in the issue of Governance Structure and Important information about the Committee, Executives and other Employees.

1.2.3 The Executive Committee

The Executive Committee must be appointed by the Board of Directors. The Executive Committee Comprises five of the Company's directors and executives, Company Secretary being a secretary. The Executive Committee performs duties as assigned by the Board of Directors to be effectiveness and maximum benefits to the Company. The names of the Executive Committee and its responsibility are listed and referred in the issue of Governance Structure and Important information about the Committee, Executives and other Employees.

1.2.4 Risk Management Committee

The Risk Management Committee is a sub-committee of the Management comprised of Deputy Vice-President Level up as a member and the President served as the Chairman and the Corporate Planning Manager as a member and secretary. The roles and responsibilities of the Risk Management Committee are listed and referred in the issue of Governance Structure and Important information about the Committee, Executives and other Employees.

2. Meeting of the Board of Directors

The meeting of the Board of Directors must be held at least 6 times a year and be scheduled through the year in advance to ensure that all directors shall manage their time to attend the meetings. In case of needed, a meeting shall be convened. The agenda and attached documents for Board Meetings must be prepared and determined clearly whether for information or consideration, and

shall be submitted to the Board of Directors not less than 7 days before the meetings to ensure smooth meeting procedure with clear decisions and resolutions. In addition, related Executives should attend the board meeting to present information and express opinions which benefit to the meeting.

All directors shall be allocated appropriate time for free discussion and to express their opinions, with regard to the benefit and fairness of the Company's shareholders and related persons. In case there are any benefits or significances related in such agenda for interested directors or executives, they shall not participate in such agenda unless the meeting goes on to next agenda. The Secretary of the Board of Directors shall take the minutes and must prepare a draft meeting report within 14 days after a meeting, then presents to the Board of Directors for consideration before submitting to the Board of Directors in the next Board Meeting for its approval and acknowledgement. The Chairman of the Board or the Chairman of a meeting and the Secretary of the Board of Directors must sign for acknowledgement on the minute, then keep filing for further review and inspection when needed.

In 2020, The Board Meetings was convened 7 times. The meeting-attendance report of the Board of Directors is shown in the issue of Governance Structure and Important information about the Committee, Executives and other Employees.

Directors and Top Management Nomination and Appointment

(1)Independent directors

As required by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), the Company has defined the Board of Directors' independence as follows:

1. Holding shares not more than 1 percent of the total shares with voting rights of the Company, major shareholder, or controlling person including related persons.
2. Not being or having previously been a director who takes part in the management, an employee, a staff or an advisor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.

3. Not being a person related by blood or registration under laws such as parents, spouse sibling and child of its executives, its major shareholder, its controlling persons, or such other person who will be nominated to take up the position of executives or controlling persons of the Company or its subsidiary.
4. Not holding business relationship with the Company, major shareholders, or persons holding controlling power of the Company, which may hinder the exertion of his/ her independent discretion, and not being or having ever been a shareowner with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the Company unless having vacated from said tenure for not less than two years before appointment which value ≤ 50 MB / $\leq 3\%$ of the Net Tangible Asset (NTA) up to the greater number.
5. Not being or having previously been an auditor of the Company or the major shareholders, or the controlling persons and not being a shareowner with significant implication, or the controlling persons, or a managing partner of the audit office which being the auditor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
6. Not being or having previously been any professional service provider including legal advisor and financial advisor who receives more than Baht 2 million annually from the Company, major shareholders, or controlling person and also being a shareowner with significant implication, or the controlling persons, or a managing partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before an appointment.
7. Not being a director appointed as a representative of the Company's directors, a major shareholder or a shareholder who is related to the Company's major shareholders.
8. Not undertaking a business with similar nature or significant competition with the Company, or not being a major partner of a partnership, or a director who take part in management, an employee, a staff, an advisor with regular payroll, or owning shares more than 1 percent of all shares with voting right of other companies with similar business or significant competition with the Company.

9. Not having any other characteristics that prevent the exertion of independent opinion and not having prohibited characteristics as required by the Securities and Exchange Commission's regulations.

(2) Directors and Top Management Nomination

The Selection of Directors

A part of the Board of Directors consists of representatives from major shareholders; Nippon Closures Company Limited and Toyo Seikan Company Limited who nominate Japanese directors to be appointed at the Annual General Meeting of Shareholders which passed the resolution of the Nomination and Remuneration Committee and the Board of Directors. Another part includes the qualified persons nominated by the group of beverage industry who have regular business with the Company and qualified persons in other fields. All of the Directors are qualified, knowledgeable, and experienced in various fields which have been useful to the Company.

In the nomination and appointment of the Directors, each person must qualify the Public Company Act, the Securities Exchange Commission and the Stock Exchange of Thailand including the Company's policies and the principles of the Good Corporate Governance.

1. Having the knowledge, abilities and experience to be beneficial on the Company's businesses
2. Having a honesty, an ethic and responsibilities, decision making on principle and reasonably
3. Having leadership, vision and independence in making decision.
4. Able to devote sufficient time to monitor the Company's operation
5. Having the correct qualifications and having no forbidden characteristics according to the law, Limited Public Company Act, Securities and Exchange Act, and the Principle of Good Corporate Governance of the Company such as;
 - (1) be sui juries;
 - (2) Not a bankrupt, incapable or incompetent person
 - (3) Not having been imprisoned by the judgment of a court which is final for an offence related to property committed with dishonest intent;

(4) Have never been dismissed or removed from government service or a government organization or a government agency in punishment for dishonesty in performing their duties

(5) There shall be no restrictions to prevent a person to become a director regarding the rules and regulations of The Stock Exchange of Thailand.

In event of a vacancy of the Director other than the retirement by rotation, the Board of Directors will select a qualified person with no forbidden characteristics as per stated in the announcement of the Securities Exchange Commission, the Stock Exchange of Thailand, and the legal specification of the Public Company to fill the position of the Directors for the next Board of Directors' meeting. The Director appointed to fill a vacant position will only serve the remaining term of that vacant position.

The Minor Shareholders' Right in the Appointment of Directors

In order to provide the opportunity to the minor shareholders to propose the Shareholders meeting agendas and nominate a person to be the Director in advance. Therefore, the Company had announced the criteria and process of which through via the Company's website and informed to The Stock Exchange of Thailand to ensure that the shareholders have been informed. However, the Company gives an opportunity to the shareholders in inquiry and suggestion prior to the date of the meeting by calling or sending questions to the Company Secretary Officer at all time.

In 2020, the Company had provided the opportunity to shareholders for proposing the shareholders meeting agendas and nominated persons to be elected as the Company's directors during October 1, 2020 to December 30, 2020 but no any proposal.

Appointment, Removal, or termination of Directorial positions is summarized as follows:

1. In nomination of Directors to replace Directors who complete their terms, the Board of Directors is responsible to, recruit a qualified candidate who possesses no prohibited characteristics as stated in the Announcement of the Securities and Exchange Commission concerning, the Stock Exchange of Thailand, as well as the Law of Public Company, and propose to the Shareholders' Meeting. The Company gives right and opportunity to all shareholders to

nominate and appoint any person to be a director at the meeting via through the Company's website, this right has not been exercised.

2. The Shareholders' Meeting elects Directors by way of a majority vote, according to the following rules:

- (1) Each shareholder has one vote for each share held
- (2) Each shareholder has a total number of votes equivalent to the total number of shares held, wherein one share carries one vote
- (3) Each shareholder is required to exercise all his votes in voting for one or several persons as Directors
- (4) Candidates receiving the most votes in successively descending order will be appointed as Directors according to, but not exceeding, the number of Directors to be appointed on that particular occasion
- (5) In the event that two candidates secure an equal number of votes for the final position of Director, the Chairman of the Meeting will cast the deciding vote

3. Directors may also leave their posts due to fatality; resign prior to the completion of term (Effective as of the date the Company has received the Director's resignation letters); the Court or the Shareholders' Meeting passes a resolution to remove a Director according to Section 76 of the Public Company Act B.E. 2535; or a Director lacks the qualifications as specified in the Section 68 of the Public Company Act B.E. 2535.

4. In case the Director was vacated other than vacating their office by rotation, the remaining Directors will select a qualified candidate who does not possess any prohibited characteristics as a replacement at the following Board of Directors' Meeting with a vote of not less than three quarters of the remaining Directors except the said Directorial position has a period of less than 2 months to completion of term. The replaced Director may serve only the period of time remaining to completion of such term.

The Development of Directors and Management

The Company promotes and facilitates training and the continuing education for related persons with the Corporate Governance system such as, Directors, Management and Corporate Secretary, This enables continuous improvement to work performance. In addition, in case there is the new

director(s), the Company will arrange the orientation and plant visit to educate them on the Company business regarding the Company's operation overview, the development of business and organization, the good corporate governance policy and code of conduct.

Furthermore, the related laws and regulations including the other useful information are prepared as the manual handbook for the new director to well perform the duty.

In addition, so as to ensure that the capabilities and experience of the Board of Directors can be contributed maximum benefit for the Company, there is no limitation to the number of times a Director may be re-elected, nor any limitations in terms of a retirement age.

Director's Attendance at Training Session Conducted by the Thai Institute of Directors Association (IOD)

Training Courses		Director Accreditation Program (DAP)	Director Certification Program (DCP)	Role of the Chairman Program (RCP)	Financial Statements for Directors (FSD)	Board Nomination & Compensation Program (BNCP)
Directors of the Company						
1.	Mr. Dhep Vongvanich	-	-	-	-	-
2.	Mr. Pornwut Sarasin	DAP 45	-	-	-	-
3.	Mr. Sirote Sawasphanich	-	DCP 9/2001	-	-	-
4.	Mr. Satit Chanjavankul	DAP 39/2005	DCP 83/2007	-	-	BNCP 5/2018
5.	Mr. Hisashi Nakajima	-	-	-		-
6.	Mr. Ichio Otsuka	-	-	-		-
7.	Mr. Pongpanu Svetarundra	-	-	RCP 21/2009	FSD 2/2008	-
8.	Prof.Dr.Suwimon Keeratipibul	DAP 97/2012	-	-	-	-
9.	Mr. Dhitivute Bulsook	-	DCP 78/2006	-	-	-
10.	Mr. Yoshiki Miyatani	-	-	-	-	-
11.	Mr. Hiroshi Takahashi	-	-	-	-	-
12.	Mr. Hisatoshi Itsubo	-	-	-	-	-
13.	Mr. Akihiko Kato	-	-	-	-	-
14.	Mr. Panthep Supachaiyakit	DAP 102/2013	DCP 230/2016	-	-	BNCP 7/2019

Governance of associated companies

At present, the Company has not subsidiaries or affiliates.

Internal information Control

The Board of Directors has a preventive measure of unfair using inside information by related persons. The Directors, management and also employees who are closed to the Company's internal data, are supposed not to make advantage for themselves or their relatives and not to disclose any information to outsider or unrelated persons before the important information is publicized.

Moreover, the Directors and management include their spouses and minor children who have changed in the Company's shares owner have to inform the Securities and Exchange Commission within three working days from the date of buying, purchasing, transferring and receiving the Company's shares and inform the Company soonest. In the case whereby there's any transaction with the Company during the year, the Directors and management have to inform to the Company whether such transaction may lead to conflict of interests or not. These measures are to ensure the transparency and fairness of the Company. Additionally, the Directors and management also realize the seriousness of penalty for insider trading.

Shareholding by the directors and the management

The Company annually disclosed shareholding and changes in the Company shares of the Directors and the management both directly and indirectly in the One Report (56-1). Details are under the heading "Personal information of the Company directors and management members" on report on changes in securities holding by the Company directors and management members at December 31, 2020.

The policy to report possible conflict of interests by the directors

The Board of Directors set up the policy requiring the Company directors and management, which abide by the notification of the Capital Market Supervisory Board no. TorJor.2/2552 in order to provide the information for the Company to follow the connected transaction regulations which have possible conflict of interests and lead to the Company's benefit transfers, and benefit for overseeing the Directors and management to do fiduciary duty. The Directors and management have to proceed as follows:

1. Directors, management, and related persons shall fill with the Company a report on interest according to the form set by the Company's Board of Directors and submit to the Company Secretary.

2. The new appointed directors and management shall report on his interest and submit to the Company Secretary within 30 days after an appointment.

3. Directors and management shall fill with the Company a report on his interest and related persons' interest at the end December every year sending to the Company Secretary until the Company's directors and management resignation.

During 2020, the Company director and management members strictly followed the said policy, by not taking part in such meeting agenda having possible conflict of interests. Moreover, the Company facilitated information disclosure pertaining to any conflict of interests by the Company director or management members, via the letter informing the meeting's resolution to the news system of The Stock Exchange of Thailand.