

## Roles, Duties and Responsibilities of the Board

The Board of Directors has a main role in determine policies and overall of the corporate, strategic planning, governance, audit, evaluate business performance of executives according to plans as well as to operate the business under the law, rules, shareholders' resolution with ethical management to reach goals at maximum benefits to HARN and shareholders, by clearly separate roles and responsibilities of the Board and the Executives, in line with the Corporate Governance Policy and Code of Conduct as follows:

### Roles, Duties of the Board

1. Define HARN's vision, policies, code of conduct, strategies, directions, annual budget, management structure and major plans and consider potential risks so as to ensure that management can effectively drive plans into practice. HARN is running its businesses with transparency responsibility to stakeholders, society and environment.

2. Assess the performance of the Chief Executive Officer (CEO) and decide suitable remuneration, to induce short-term and long term motivation.

3. Oversee an accounting systems, financial reporting and auditing, as well as the efficient and effective internal control and internal audit systems. Define comprehensive risk management, have a mechanism for complaints and providing protection for complainants' guidelines, as well as ensure an efficient risk management system or process and follow up every quarterly.

4. Oversee and supervise issues regarding related-party transactions and manage potential conflicts of interest and reports to the Board on a regular.

5. Oversee that appropriate are reviewed and communicated Corporate Governance Policies and Principles and Code of Conduct at least once a year.

6. Oversee to have a Policies and Anti-corruption Measures to comply with the requirements of the law related, including communicate to the Board, management, employees and related third parties, and promote it as a culture.

7. Monitor and supervise the performance of the management with the specified policies, plans and budget in an efficient manner, and ensure that HARN's business management is in line with the corporate governance policy.

8. Approval for long-term investment, loans or other as appropriate.

9. Approve employee development and executive succession plan, and oversee procedures there is an effective.

10. Approve and/or give opinion on related transactions, acquisition or disposition of assets, investment and any other of HARN and subsidiaries with the laws, notifications, requirements, rules and regulations, unless it is prescribed by law to seek approval from the shareholders' meeting.

11. Authorized to appoint the Chief Executive Officer and Board-Committees who has been nominated under the nomination process and procedures under relevant laws and regulations, including assign duties and responsibilities.

In case the Board's assignment of the Chief Executive Officer, Managing Director or any other person to perform duty on behalf, must the scope of power and duties of the authorized person clearly specified and shall be clearly recorded minutes as a resolution of the Board meeting,

However, the authority and duties stated above must no any conflict of interest with HARN or subsidiary, unless the approval of such transactions is in line with the policy and criteria duly approved by the Board

12. Appoint the Company Secretary who has appropriate experience and qualifications in the roles and responsibilities specified in the Securities and Exchange Act.

## Role and Duties of the Chairman

The Board shall elect one of the Board members as Chairman of the Board to supervise and control meetings of the Board and meetings of the shareholders of HARN to ensure efficiency and compliance with relevant rules and regulations and to meet the meeting objectives.

To segregate policy-making duties from those of day-to-day management and to enable directors to look after and assess performance effectively, HARN has required that the Chairman of the Board and the Chief Executive Officer are always two persons. This is because the Chairman needs to define policy and oversee management's performance, guide, and assist it, but not to take part in or interfere with day-to-day management, which is the duty of the Chief Executive Officer under the authority delegated by the Board.

Board Meeting No. 2/2015 of May 14, 2015, appointed Professor Dr. Thakol Nunthirapakorn, an independent director, as Chairman of the Board with effect from June 1, 2015. It would allow the work of the Chairman to be independent and boost confidence in the transparency of operations and fair treatment of all stakeholders, which in accordance Corporate Governance guidelines. The current Chairman is an independent director. He exercises high-level leadership and ensures that directors do not fall under the influence of management by encouraging them to exercise their voting rights and strictly comply with the CG code. Does not repeat a position of Chief Executive Officer which is Mr. Thammanoon Tripetchr. He has no business relationship or bloodline with the CEO. Therefore, the position is suitable and balanced.

### Role and Duties as follow:

1. The chairman is independent from the management and not the position of Chief Executive Officer, and has not been involved in routine management with clear segregation of roles between the Chairman and the executives, to balance the power in the administration.
2. Calls for the Board meeting according to the articles of association or in case of emergency by delivered to Directors at least 5 business days in advance of the Board meeting date. In urgent cases, the Chairman of the Board is the head of the meeting and in the Annual General Meeting including determines agenda of the meeting with the Chief Executive Officer.
3. Ensures the efficiency of each meeting by allocating enough time for the executives to present information, encouraging and allowing directors' queries and expression of free views, controlling the issues under discussion, and summarizing the meeting's resolutions. The Chairman shall also promote constructive relations among directors as well as between the Board and the executives.
4. Encouraging the Board's conformance to authorities, responsibilities, law and corporate governance principles, code of conduct. The Chairman shall also advocate directors' efforts for promoting a corporate culture of ethics, and good corporate governance, including identifying themselves, refraining from voting, and leaving the meeting in case of having conflicts of interest in any agenda.
5. Control and oversee the Board and Board-Committee to perform on duty efficiency and achieve the stated objectives.
6. Having power deciding cast vote, in case the votes of both parties are equal.

## Independence of the Board

The board shall consider, express opinions on, and vote for activities under their authority. If a decision is made under pressure from work, family, or any conflict of interest, it may be made in bias to benefit the directors in question, their family, or other contacts. The independence of the Board must be emphasized in order to protect the shareholders and HARN's benefit. Therefore, any director who is not entirely independent shall not make decisions.

Independent Directors shall be independent from major shareholders and executives. They shall also have adequate access to financial-related and business information in order to provide a free opinion to protect the best interest of minor shareholders, acting with care and honesty. In addition, being an Independent Director set a policy for independent directors to hold office continuously for no more than 9 years from the date of appointment or from the date HARN is listed on the stock exchange without exception.