



(Translation)

**Charter of the Corporate Governance Committee
For year 2020**

The 3/2012 Board of Directors Meeting of TRC Construction Public Company Limited on 19 March 2012 appointed the Corporate Governance Committee and approved a Charter of Corporate Governance Committee as below:

1. Composition

The Committee consists of four Directors which are two Independent Directors and two Executive Directors.

2. Duties and Responsibilities

1. To review the corporate governance policy, business ethic including policy and guideline practice on corporate and social responsibility which has been reviewed and proposed by the Company's management in term of compliance with the good corporate governance practice prior to being proposed to the Board of Directors.
2. To propose the guideline and/or policy related to the good corporate governance to the Board.
3. To suggest the Board on the good corporate governance issues.
4. To monitor the Company's management to conduct the good corporate governance practically.
5. To follow up and report corporate social responsibility activities to the Board.

In addition, the Corporate Governance Committee has to perform tasks as assigned by the Board of Directors and the Board of Directors has its authority to change scope of duties and responsibilities of the committee as deemed necessary or appropriate.

3. Tenure

Corporate Governance Committee has 3-year term. Any Corporate Governance Committee's member whose term is retired by rotation may be re-elected for another term as the Board of Directors deems appropriated.

4. Meeting

1. The meeting of Corporate Governance Committee will be held at least 2 time per year as deemed necessary and appropriate
2. The quorum of the meeting will be construed in case that there are a number of at least a half of total Corporate Governance Committee's members attending the meeting and if the Chairman of the Committee cannot attend the meeting, it is required for the attending Committee's members to appoint one of them as Chairman of the meeting.
3. The Corporate Governance Committee, who is a stakeholder in each agenda, shall have no right to vote.

4. The meeting resolution will be subject to the majority vote of the Corporate Governance Committee's members attending the meeting. In case of a tie vote the Chairman of meeting will have the deciding vote.
5. The Corporate Governance Committee can invite any concerned executives of the Company to participate in the meeting as deemed appropriate

5. Reporting Responsibilities

The Corporate Governance Committee shall report their Corporate Governance operating to the Board of Directors Meeting and also their performance result in the past year to the shareholders through the annual report.

6. Evaluation of Performance

At the end of each year, the Corporate Governance Committee shall be evaluated themselves for the efficiency operation and reported the evaluated results to the Board of Directors.

Announced on 11 December 2019.

= Signature=

= Signature=

(Mrs. Puangthip Silpasart)

(Mrs. Paichit Rattananon)

Chairman of the Corporate Governance Committee

Chairman of the Board of Directors