



# CHARTER OF THE BOARD OF DIRECTORS



**GLOBAL  
HOUSE**

**Siam Global House Public Company Limited**

232 moo 19, tambon robmuang, amphur muang, roi-et 45000



Charter of the Board of Directors  
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## Charter of the Board of Directors

The company's board of directors plays a crucial role in driving the organization. They have responsibilities in defining strategies and policies for the company's business operations, as well as overseeing the management of the company to align with its objectives and goals, creating maximum benefits for the company and shareholders based on social responsibility. They consider the environmental impact, act ethically to all stakeholders under corporate governance policy, and Anticorruption policy. They operate within the framework of laws, objectives, regulations, and resolutions of the shareholder meetings, with responsibility, accuracy, and honesty.

The board of directors has therefore established this charter to ensure that every board member is aware of their duties and responsibilities, and to perform their duties correctly, comprehensively, and beneficially in creating sustainable value for the business.

### 1. Composition of the Board of Directors

- 1.1 The Board of Directors consists of at least 5 directors but not more than 12 members, appointed and removed by the shareholders' meeting. At least half of the directors shall be residents of the Kingdom.
- 1.2 The Board of Directors consists of independent directors accounting for at least one third of the total number of directors, and require at least 3 persons. There must be at least three audit committee members. Independent directors must fully possess characteristics as specified in the relevant Notifications of Capital Market Supervisory Board.
- 1.3 The Board of Directors consists of qualified individuals with diverse expertise and professional skills, possessing experience and specific expertise that is beneficial to the company's business operations, no restrictions based on gender, nationality, religion, age, or professional skills. Moreover, this is to ensure that the board of directors has a broader perspective, which will help in the decision-making process and enable effective and sustainable oversight of business operations.
- 1.4 The board of directors will elect one member of the board as the chairman, who must not be the same person as the Chief Executive Officer.

### 2. Qualifications of Directors

- 2.1 Directors shall have all required qualifications and shall not possess any prohibited characteristics as stipulated in the Public Limited Company Act B.E. 2535, the Securities and Exchange Act B.E. 2535 and the company regulations. As well as shall not possess any characteristics indicating a lack of trustworthiness to be appointed a director or an executive as prescribed by the Securities and Exchange Commission and/or the Thai Capital Market Supervisory Board.
- 2.2 Directors shall be knowledgeable, skilled and experienced that are beneficial to the business operations. Having a leadership skill, a broad vision, and understanding the business nature of the Company, and be able to express their opinions independently, be honest, have ethical conduct in business operations, and devote sufficient time to fulfill their duties.
- 2.3 Not operating any business that is of the same status and in competition with the Company or being a significant partner of a partnership or being a partner in an ordinary partnership or be a partner without limit in limited partnership or being an executive director of other company which undertakes business in the same nature and in competition to the business of the Company, whether for their own benefit or the benefit of others, unless disclosed at the shareholders' meeting prior to the appointment.
- 2.4 The directors should hold positions not more than in five (5) listed companies.

### 3. Term of Office

- 3.1 At the annual general shareholders' meeting, one-third (1/3) of the directors, or, if the number of directors cannot be divided exactly into three (3) parts, the number of directors nearest to one-third (1/3) must retire from office. The director who has held office longest shall retire. And a retiring director is eligible for re-election.
- 3.2 Other than retirement from office by rotation, a director vacates office upon
  - Death,
  - Resignation
  - Lacking qualifications or possessing of prohibited characteristics according to the Public Limited Companies Act and/or the securities and exchange laws;
  - Removal by a resolution of shareholders' meeting
  - Removal by a court order
- 3.3 The tenure of an independent director should not exceed a cumulative term of nine years from the first day of service.

### 4. Duties and responsibilities of the Board

- 4.1 The company's board of directors is responsible for defining the vision, objectives, strategies, and goals for the company's business operations. Additionally, they are tasked with regularly reviewing the strategies and goals in the ongoing business operations.
- 4.2 The board of directors must fulfill their duties with responsibility, exercising due care, and demonstrating honesty and integrity towards the organization (duty of care and duty of loyalty). They are also responsible for ensuring that the operations comply with laws, regulations, and resolutions of the shareholder meetings, all for the maximum benefit and fairness to the stakeholders.
- 4.3 The company's board of directors must consider and establish business plans and annual budgets that align with the company's objectives and main goals. This involves allocating resources and controlling operations appropriately, including environmental analysis, various factors, and risks that may impact stakeholders.
- 4.4 The Board of director must monitor and ensure the implementation of the company's strategies, and keep track of performance measurement by requiring regular reporting of operational results. This includes the development and improvement of business operations, taking into consideration safety and health, social responsibility, and environmental concerns.
- 4.5 The board of directors must establish the charter of the Board of director, corporate governance policies, the corporate governance policy and code of conduct, to serve as guidelines for the company's directors, executives, and employees. This is to ensure that they adhere to these guidelines along with the company's regulations and rules, fostering fairness to the stakeholders.
- 4.6 The board of directors shall oversee and support the creation of innovations that bring benefits to the company, customers, business partners, society, and the environment.
- 4.7 The board of directors must ensure that the company has reliable accounting, financial reporting, auditing, risk management, internal control, and internal audit systems. Regular monitoring, performance evaluation, and regularly reviews of risk management and internal control systems should be conducted to ensure efficiency and effectiveness.
- 4.8 The board of directors must oversee the management of information technology and ensure the use of technology to enhance competitiveness. By operating on the basis of social and environmental responsibility.
- 4.9 The board of directors is responsible for overseeing the practices related to anti-corruption, and at the same time, promoting compliance among all employees with policies, laws, relevant regulations, and consistently monitoring adherence to anti-corruption policies.

- 4.10 The board of directors is responsible for overseeing the development of a succession plan for senior executives and ensuring regular annual performance evaluations for senior executives are conducted each year.
- 4.11 The board of directors must ensure that there is a performance evaluation of both the board as a whole and individual member at least once a year.
- 4.12 The board of directors must ensure continuous development of knowledge and skills in job performance by participating in training courses related to board duties or attending seminars and activities aimed at enhancing knowledge in the field of work on a regular basis.
- 4.13 The board of directors must review the charter of the Board of directors at least once a year.

#### **5. Role and Duties of Chairman of the Board**

- 5.1 Supervise, monitor, and oversee the performance of the board of directors to ensure efficiency, in order to achieve the company's objectives and main goals.
- 5.2 Supervise and ensure that every member of the board of directors actively participates in promoting a corporate culture with ethics and good corporate governance.
- 5.3 Determining the agenda of the board of directors meeting through consultation with the CEO, to ensure that important matters are appropriately included in the meeting agenda.
- 5.4 Allocate sufficient time by controlling and conducting board meetings, including providing opportunities for all board members to discuss and express their opinions independently, to make effective decisions.
- 5.5 Fostering good relationships between executive directors and non-executive directors, as well as between the board of directors and the management team.
- 5.6 As the leader of shareholder meetings, ensure compliance with the agenda, company regulations, and laws. Provide equal opportunities for expressing opinions and ensure appropriate and transparent responses to shareholders' questions.

#### **6. The Board of directors' meeting**

- 6.1 The board of directors shall convene meetings at least six (6) meetings per year, with each director required to attend at least 75% of the meetings held annually. And the resolution of the meeting must have a minimum quorum in the instance of Board voting requires the presence of at least 2/3 of all directors.
- 6.2 Each year, there shall be at least one Board meeting per year without management team.
- 6.3 In each meeting, the agenda must be clearly defined in advance. The company will provide the supporting documents to the board of directors at least 5 business days prior to the meeting date.

#### **7. Remuneration**

Remuneration for the directors shall be determined based on the approved number by the shareholders' meeting.

This Charter of the Board of Directors shall be effective from February 9, 2024



(Mr. Apisit Rujikeatkamjorn)  
Chairman of the Board of Director  
Siam Global House Public Company Limited



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