



# **Sammakorn Public Company Limited**

---

---

## **Board of Directors Charter**

**Revision 2024**

# **Sammakorn Public Company Limited**

## **Board of Directors Charter**

.....

### **1. Objective**

The directors are regarded as representatives of the shareholders to manage and govern the listed company. Their primary duty is to ensure that the Company's operations are conducted properly, transparently, and can be verified. The ultimate goal is to operate in a manner that maximizes the benefits for both the Company and its shareholders collectively. In line with these obligations, the Board of Directors should establish guidelines or practices aimed at preventing and deterring misconduct. They should also actively oversee the Company's operations, paying close attention to their key roles and responsibilities in various critical matters.

1.1 Determining the Company's Business Directions, Policies and Strategies

1.2 Monitoring the operation of the Management to check, balance, and take responsibility for the Company's performance on the shareholders and the directors, and also have the power and responsibility as determined in laws, Articles of Association, and resolutions of the Shareholders' Meeting.

### **2. Composition, Qualification, and Structure of the Board of Directors**

The Board of Directors is composed of directors who represent both the group of shareholders or major shareholders and the independent directors, who are seen as representatives of the minor shareholders. The primary duty of these independent directors is to advocate for policies beneficial to all shareholders and to raise objections when actions proposed by the Board of Directors may lack transparency or fairness, potentially harming the interests of the shareholders as a whole. Furthermore, it is essential that independent directors remain free from control by the Management or the group of major shareholders. They must also avoid involvement or significant interests in the entity that could compromise their ability to perform duties independently or to make unbiased decisions.

2.1 The number of the Company's Board of Directors shall be in line with the resolution determined by the Shareholders' Meeting, but shall not be less than 5 persons according to the Company's Articles of Association and the law requirements.

2.2 The minimum number of independent directors shall be determined appropriately and adequately to allow the internal checks and balances of the Board of Directors. The independent directors at least 1/3 of the directors in the whole Board, but not less than 3 persons shall be determined.

- 2.3 The appointment of the Board of Directors shall be approved by the Shareholders' Meeting.
- 2.4 The Board of Directors shall select one director to be the Chairman of the Board of Directors and in the case where the Board of Directors considers and deems appropriate, it may select one or more directors as the Chairman of the Board of Directors.
- 2.5 The Board of Directors shall select one director to be the Managing Director to function as entrusted under the control of the Board of Directors.
- 2.6 The directors shall be the persons with knowledge, competence, honesty, ethics in business operations, and diversity of experiences suitable for the nature of the Company's business particularly financial, accounting, and law literacy related to the business. Additionally, the directors must possess the qualifications as determined in law without restriction of gender, race, and nationality. However, it must align with the guidelines of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.
- 2.7 The directors should not hold office in more than other 5 listed companies to ensure that the directors can dedicate and allocate adequate time for devoting their competence to responsibly, efficiently, and effectively function for the Company.
- 2.8 The Board of Directors considers appointing the Sub-Committees to consider the specific issues, such as the Risk Management Committee and Nomination and Remuneration Committee, etc., and determine the policy that the independent directors shall hold the office for not more than 9 years. In the case where the independent directors are appointed to further hold the office, the Board of Directors should also consider the said reasonableness and necessity.
- 2.9 The independent directors must possess the independence qualifications as determined by the Company and according to the same way as the qualifications of the Audit Committee members under the Notifications of the Stock Exchange of Thailand Re: Qualifications and Operating Scope of the Audit Committee and must be able to oversee every shareholder's benefits equally and without conflict of interest. Moreover, they can attend the Board of Directors' Meeting and independently comment.

The Company has defined an independent director as a director who does not manage the Company or the Company's subsidiaries, and is independent of management, and the major

shareholders, and has no business with the Company, which may cause a decrease in the benefits of the Company and/or the shareholders.

1. Hold shares of not more than 1 percent of the total number of voting shares of the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company. However, the shareholding of the related parties of those independent directors should also be counted.
2. Not being or ever been a director who participates in administration, staff, employee, consultant who earns regular salary or regulator of the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.
3. Not being a person by blood relations or by lawful registration of another director, the Company's executive, major shareholder, regulator, or person who is proposed to be the director, executive, or regulator of the Company or the Company.
4. Not having or ever had a business relationship with the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company in a manner that may obstruct the use of his/her independent judgement; as well as not being or ever been the significant shareholder or regulator of the person who has the relationship with the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.
5. Not being a director who is appointed to be the representative of the director, major shareholder, or shareholder who is a related party of the Company's major shareholder.
6. Not being a director who is entrusted by the Board of Directors to make decisions on the entity operations of the Company, the holding company, subsidiaries, associated companies, subsidiaries in the same order, major shareholders, or regulators of the Company.
7. Not being a director of the holding company, subsidiaries, or subsidiaries in the same order particularly being the listed companies.
8. Not operate the entity with the condition which is the same and significantly competitive with the entities of the Company or subsidiaries; or not being the

significant partner in the partnership; or being a director who participates in administration, employee, staff, consultant who earns a regular salary or holds shares exceeding 1 percent of the total number of voting shares of other companies which operate the entities with the condition which is the same as and significantly competitive with the entities of the Company or subsidiaries.

9. Not being or ever been an auditor of the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company; and not being a significant shareholder, regulator, or partner of the audit firm that has the auditor of the Company, including the holding company, subsidiaries, associated companies, major shareholders or regulators of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.
10. Not being or ever been a provider of any professional service, including legal consulting or financial consulting service, who obtains service fee of more than 2 million Baht per year from the Company, including the holding company, subsidiaries, associated companies major shareholders, or regulators of the Company; and not being a significant shareholder, regulator or partner of that professional service provider of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.
11. Able to independently function and comment or report performance based on the duty entrusted by the Board of Directors not under the control of the executives or major shareholders of the Company, including related parties or close relatives of the said persons.

### **3. Term of Office**

The directors are determined to hold the office for 3 years per term. Upon expiration of the term, they may be considered to be elected as directors continually.

- 3.1 In every Annual General Meeting of Shareholders, 1/3 of the directors of the number of directors at that time shall vacate the office. At that time of retirement, if the divisible number of directors is indivisible into a triplex, they shall vacate in the number closest to the 1/3 portion.
- 3.2 The director who must vacate the office in the first year and the second year after the Company's registration shall draw lots. In the following years, the director who has been in the office for the longest term shall vacate the office.

- 3.3 Other than the said retirement by rotation, the directors may retire upon:
- (1) death;
  - (2) resignation by making a letter to submit to the Company;
  - (3) disqualification of the directorship or possession of the prohibited characteristics according to the Public Limited Companies Law or possession of the characteristics showing a lack of suitability on trust for managing the entity of which the public is the shareholders as determined in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).
  - (4) resolution of the Shareholders' Meeting for dismissal with votes of no less than 3/4 of the number of shareholders who attend the Meeting and have voting rights, and have total shares of no less than half of the number of shares held by the shareholders who attend the Meeting and have voting rights.
  - (5) The court's order for dismissal

3.4 If the director's office is vacant due to another reason other than the time for rotation in office, the Board of Directors shall appoint the person who is qualified without prohibited characteristics according to laws to assume the director in the next Board of Directors' Meeting. Unless the remaining term of that vacant director is less than 2 months, the said person who assumes the replacing director shall be in the director's office for just the remaining term of the director replaced by him/her.

The resolution of the directors under paragraph 1 must consist of votes of not less than 3/4 of the remaining number of directors.

3.5 In the case where the director's office is vacant until it remains less than the number, which is a quorum, the remaining directors can be operative in the name of the Board of Directors, particularly holding the Shareholders' Meeting for electing the director in replacement of all vacancies only and hold the office for just remaining term of the director replaced by him/her only.

#### **4. Quorum and Meeting**

In the Board of Directors' Meeting, the directors shall attend the Meeting for not less than half of the total number of directors to meet a quorum. In the case where the Chairman of the Board of Directors is absent in the Meeting or unable to function, the Chairman of the Board of Directors shall be the Chairman of the Meeting in the case where the Vice Chairman of the Board of Directors is present.

However, if the Vice Chairman of the Board of Directors is unavailable or available but is absent in that Meeting or unable to function, the directors who attend the Meeting shall select one director to be the Chairman of the Meeting. A majority vote shall be adhered to in a final judgement of the Meeting.

Each director is entitled to half a vote during decision-making processes. However, if a director has a personal interest in a particular matter being voted on, they are not allowed to vote on that issue. Additionally, any director who has a significant interest in the matter under consideration is required to disclose their stake and must leave the meeting during the discussion and voting on that agenda item. In the event of a tie in votes, the Chairman of the Meeting will have the deciding vote.

- 4.1 The Board of Directors must hold the Meeting at least once in 3 months (or not less than 6 times per year). However, it is also important to consider whether this frequency of meetings is appropriate and sufficient for effectively monitoring and supervising the Company's operations.
- 4.2 The Chairman of the Board of Directors schedules the date and time of the Board of Directors' Meeting in advance year round to ensure that the directors can allocate the attendance time of every meeting, or entrusts the Company Secretary to prepare the Invitation to the Meeting and may additionally call the Meeting for special agenda as necessary, and can convene the Electronic Meeting according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020).
- 4.3 The Company Secretary performs the duty to deliver an Invitation to the Meeting clearly specifying the meeting agenda and meeting documentation to every director for advance receipt at least 7 days before the meeting to allow the directors to have time to study in advance before attending the Meeting. Unless in the case of exigency, the meeting documentation may be delivered less than 7 days in advance. However, the Invitation to the Meeting and the meeting documentation can be delivered both directly or via electronic media, whether being the meeting in the same meeting venue or the electronic meeting.
- 4.4 The Chairman of the Board of Directors and the Chairman of the Executive Committee shall oversee and approve the determination of the meeting agenda.
- 4.5 The Chairman of the Board of Directors performs the duty of the Chairman of the Meeting to be in charge of overseeing and allocating adequate time for each agenda. The directors who will independently discuss and comment on the important issues shall be concerned with the fair benefits of shareholders and all parties of stakeholders.

- 4.6 A majority vote is used for resolution, and if the director objects to the said resolution, the objection shall be recorded in the minutes of the meeting.
- 4.7 In considering any matters, the directors are entitled to request for viewing or verifying the related documents and can ask the related Executive to attend the Meeting to clarify the additional detailed information.
- 4.8 The directors can request the additional information necessary for decision-making from the Management through the Managing Director or the Company Secretary to supplement the adequate, appropriate, and reliable consideration. Additionally, the directors should remark on and interrogate each issue, particularly the issues with the essence of business operation, financial position, and performance or the issues that may cause a conflict of interest, resulting in damage to the Company.
- 4.9 The directors can additionally request the adequate, appropriate, and reliable information necessary for decision-making from the Management through the Managing Director or the Company Secretary to supplement the consideration, and should remark on and interrogate each issue particularly the issues with the essence of the business operation, financial position, and performance or the issues that may cause conflict of interest, resulting in damage to the Company.
- 4.10 The directors can propose the matters for the Board of Directors' Meeting for consideration and it shall be determined as an additional meeting agenda by the Company Secretary.
- 4.11 The Company Secretary performs the duty to take down and prepare the minutes of the meeting within 14 days to contain the complete and proper essence, not causing misunderstanding on the content of essence for use as documentary evidence to support the duty performance of the directors and propose to the Board of Directors for certifying the said minutes of the meeting. Additionally, the Company Secretary performs the duty to systematically store the minutes and documentation of the meeting, support and monitor the Board of Directors to ensure that the function is in line with laws, Articles of Association, and resolution of the Shareholders' Meeting, as well as coordinate with the related parties.



## **5. Roles, Duties and Responsibilities**

Other than the main duties in their capacity as the shareholder representatives, the duties and responsibilities of the directors are also in line with the requirements of laws, Articles of Association, and the resolution of the Shareholders' Meeting, including the following executions.

- 5.1 The Board of Directors is obligated to act responsibly, diligently, and honestly, in compliance with the laws and the regulations set by the Stock Exchange of Thailand. Their actions should align with the Company's objectives and its Articles of Association, aiming to enhance and protect the Company's interests. However, certain matters require prior approval from the Shareholders' Meeting before execution. These include issues mandated by law to have Shareholders' Meeting resolutions, such as related party transactions, and the purchase or sale of significant assets, as stipulated by the regulations of the SET or other governmental agency requirements.
- 5.2 Establish the Company's operating policies and strategic directions and oversee the Management to ensure they execute these policies efficiently and effectively. The aim is to enhance the Company's value and achieve shareholder satisfaction.
- 5.3 Implement good corporate governance practices within the Company to improve operational efficiency and transparency.
- 5.4 Implement a system to ensure that the Company's activities are conducted legally and ethically. This involves the development and enforcement of business ethics guidelines or a code of conduct, with a strong emphasis on strict compliance.
- 5.5 Implement robust risk management strategies to provide early warning and prevent the onset of serious issues that could have adverse effects on the Company.
- 5.6 Review and propose the statement of financial position and statement of comprehensive income at the end of the fiscal year for approval at the Annual General Meeting of Shareholders.
- 5.7 Review and approve investments in securities and purchases of immovable properties, as well as approve loan limits and expenses, within the scope of their delegated authority.
- 5.8 Primarily focus on assessing the appropriateness of transactions that involve conflicts of interest, ensuring they are conducted prudently for the benefit of both the Company and its shareholders. Additionally, oversee and ensure compliance with procedural requirements and the thorough and accurate disclosure of information related to such transactions.

- 5.9 The directors shall use discretion to consider approving or acknowledging other issues that are important for the Company on the basic principle that it is decision-making with honesty, reasonability based on adequate and appropriate information, and without direct or indirect interest to ensure that the function of directors is taken place for real maximum benefits of the Company and shareholders on the whole.
- 5.10 The Board of Directors ensures that the Company regularly reviews and updates its approval authority to align with the evolving conditions, status, and scale of its business operations. They also ensure the implementation of effective checks and balances in transaction approvals, such as clearly segregating the roles of disbursement approvers and transaction auditors for independence and appropriateness.
- 5.11 The Board of Directors considers setting up the investor relations unit that helps communicate with third parties, such as shareholders, analysts, and investors, etc. to properly understand the Company and the information of the Company's entity operation. Additionally, the Company also perceives the existing viewpoint and expectation of the group of third parties with the Company.
- 5.12 Encourages the Company to adhere to the Corporate Governance Code and actively participate in assessments conducted by relevant agencies. This commitment not only builds shareholder trust in the overall Thai Capital Market but also ensures compliance with the regulations and practical guidelines of regulatory bodies and associated organizations, such as the CG Code.
- 5.14 The Board of Directors encourages the Company to join as a member of the Thai Private Sector Collective Action against Corruption (CAC).
- 5.15 The Board of Directors encourages the Company to participate in the CGR Assessment and Assessment of the Board of Directors organized by IOD for assessment.
- 5.16 Duties in the part related to the Audit Committee
1. Appoint the Audit Committee members and govern the operation of the Audit Committee members according to the policies and set of regulations, and regulations of the SET.
  2. Approve the Audit Committee Charter and determine the clear scope of duties and responsibilities by focusing on the audit for developing efficiency and enhancing effectiveness.
  3. Promote Good Corporate Governance by entrusting the Audit Committee to determine the appropriate roles to be the proper practical guidelines.

4. The Board of Directors executes so that the Company has an internal audit unit whether being the establishment of IA In-house or the IA Outsource, and must execute to ensure that the internal audit unit has the personnel with the adequate knowledge and competence for work performance, and is independent from Management, and subordinate to and directly report the Audit Committee.
5. The Board of Directors executes to establish the policies and procedures for handling complaints, as well as complaints or whistleblowing channels for improper behavior, and should also determine to have the appropriate measures for protecting and covering the whistleblowers.

## **6. Power of the Board of Directors**

- 6.1 Approve the appointment of the Managing Director and authorize to perform the Company's missions as entrusted by the Board of Directors under the supervision of the Executive Committee.
- 6.2 Appoint the Sub-Committees as necessary, such as the Audit Committee, the Nomination and Remuneration Committee, the Executive Committee, and the Risk Management Committee, etc.
- 6.3 Define the limit that the executive directors and the Managing Director can approve by considering the business size and suitability while the Executive can also efficiently operate.
- 6.4 Approve the operating plan, annual budget, investments, purchase and sale of land (with value of more than 100 million Baht and more), and purchase or sale of the Company's properties according to the Securities and Exchange Act's rules for acquisition or disposal.
- 6.5 Approve the loan limit from the financial institutions to spend money in the Company's entity.
- 6.6 Approve the organizational structure of the Company and its subsidiaries.
- 6.7 Appoint the Company Secretary to take responsibility for executions in the name of the Company or the Board of Directors as determined in Section 89/15 of the Securities and Exchange Act.
- 6.8 Consider approving the interim dividend payment for the shareholders when deemed that the Company is reasonably profitable to do so and report the said dividend payment to the Shareholders' Meeting for acknowledgement in the next Shareholders' Meeting.

6.9 Consider approving the investment in securities and the purchase of immovable properties, approving loan limits and expenses as determined by the Company and in line with the rules of the Stock Exchange.

**7. Self-Assessment of the Board of Directors**

The performance of the Board of Directors both in the type of the entire board and individual board member is assessed and the scores are disclosed in Form 56-1 One Report

**8. Remuneration of Directors, Top Executives and Personnel**

8.1 The Board of Directors entrusts the Nomination and Remuneration Committee to consider screening the policies and rules for paying the remuneration of directors by considering the rate suitable for duties and responsibilities and comparing with the similar industry and size and proposing the Board of Directors before proposing to the Shareholders' Meeting for approval consideration.

8.2 The directors are entitled to receive remuneration from the Company in the forms of fixed salary, meeting allowance, bonus, or benefit in return in any other manner under the Company's Articles of Association or under the resolution considered by the Shareholders' Meeting, which may be determined in a definite amount or set as rules and will be periodically determined or can be always effective until upon change; and additionally, receive allowances and welfares under the rules of the Company.

**9. Development of Directors and Top Executives, and Support and Promotion of the Personnel Function**

9.1 The new director is advised of the overview of the organization, business operation, duties of the Board of Directors, as well as the code of conduct relating to the directors. The top executives and the Company Secretary shall propose the said information before the first meeting attendance of the new director.

9.2 The Board of Directors regularly promotes, supports, and facilitates the training and development of the directors and the top executives in various forms, such as training and seminars in the courses relating to finance, internal control, accounting, laws, and corporate governance to accumulate new knowledge and experiences which are up-to-date and consistent with the rapid changing situation, and for work performance benefits.

9.3 The directors must give any support required for the function of the Company's Secretary.

**10. Review of the Charter**

The Board of Directors will yearly review and revise the Charter to be up-to-date and appropriate for the Company's situation.

.....

Remark: The aforementioned charter has been reviewed and approved by the resolution of the Board of Directors' meeting No. 1/2025, held on February 20, 2025.