



**Sammakorn Public Company Limited**

**Scope, Authority, Duties and Responsibilities of the Managing Director**

**Approved by the Board of Directors Meeting No. 7/2024**

<b>No.</b>	<b>Date</b>	<b>Description</b>
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## **Sammakorn Public Company Limited**

### **Scope, Authority, Duties, and Responsibilities of the Managing Director**

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#### **1. Objectives**

The Managing Director is assigned by the Board of Directors to perform duties related to the Company's normal business operations by strictly administering the plans and budgets approved by the Board of Directors with honesty and integrity and maintaining the best interests of the Company and its shareholders without engaging in any activity that has an interest or conflict of interest with the Company.

Therefore, the Board of Directors has set out the scope, authority, duties and responsibilities of the Managing Director as follows:

#### **2. Scope, Authority, Duties and Responsibilities of the Managing Director**

- 2.1 Determine the vision, mission, strategy, master plan for operations, budget, goals and policies for business operations together with the Board of Directors.
- 2.2 Carry out management of the Company's businesses in accordance with the plans and budgets approved by the Board of Directors.
- 2.3 Communicate and supervise the management's operations to ensure that they are consistent with plans, budgets, goals, and policies for conducting business as approved by the Board of Directors.
- 2.4 Operate the Company's business administration in accordance with the objectives, policies, rules, regulations, orders or resolutions of the Board of Directors or Executive Committee meetings in all respects.
- 2.5 Coordinate with the Audit Committee to ensure that the Company's business operations, including risk management, are in accordance with the Company's objectives and articles of association, as well as resolutions of the Board of Directors and/or the Executive Committee meetings.
- 2.6 Approve the conclusion of any contracts and/or transactions related to the Company's normal business operations under the conditions and limits as stipulated in the approval and execution authority and/or as prescribed by the Executive Committee and/or the Board of Directors and/or in accordance with relevant laws and regulations and/or the Company's Articles of Association.
- 2.7 Approve any loans and credit applications from financial institutions, lending, as well as pledging, mortgaging, or becoming a guarantor of the Company and its subsidiaries within the conditions and limits as specified in the approval and execution authority or as determined by the Executive Committee and/or the Board of Directors.

- 2.8 Monitor, inspect and control the performance of the Company and its subsidiaries and/or associated companies in order to have good turnovers according to the goals and report to the Board of Directors every quarter, including improving and developing the Company to have better turnovers.
- 2.9 Conduct a feasibility study on investment opportunities in projects or good new businesses by conducting technical and financial studies appropriately and completely to make decisions.
- 2.10 Carry out related transactions and acquisition and disposal of assets, as well as the Company's regulations, which have been approved by the Executive Committee and/or the Board of Directors meetings and/or shareholder meetings, in accordance with the relevant rules and notifications.
- 2.11 Set policies, wage rates, salaries, compensation structures, bonuses and various benefits, including the format and rules for paying employee compensation together with the Executive Committee and present it to the Board of Directors' meeting for further consideration and approval.
- 2.12 Have the authority to act and represent the Company to third parties in activities related to and beneficial to the Company.
- 2.13 Represent the Company in communicating with shareholders by providing appropriate and consistent communication channels and standardized and transparent information disclosure.
- 2.14 Represent the Company in publicizing corporate news, especially in terms of the organization's good image.
- 2.15 Have the authority to issue announcements, regulations, orders, or memorandums to ensure that the Company's operations are in accordance with the Company's policies and interests and to maintain internal work discipline.
- 2.16 Consider and approve placement, appointment, transfer, removal, including consideration of merit and disciplinary measures for employees in the organization.
- 2.17 Consider the criteria and methods for recruiting and selecting individuals to hold senior management positions together with the Nomination and Remuneration Committee.
- 2.18 Approve the employment of personnel and appointment of consultants in various aspects necessary for the Company's operations under the conditions and limits as specified in the Delegation of Authority and/or as determined by the Executive Committee and/or the Board of Directors.
- 2.19 Promote and develop the organization to conduct business with ethics and morality and operate under laws, rules, regulations and criteria related to business.
- 2.20 Develop the organization to have good performance and turnovers regularly and continuously so that the organization can grow sustainably.
- 2.21 Implement and/or perform any other operations as assigned by the Board of Directors and/or the Executive Committee under the Company's rules and regulations.

However, the approval of items according to the scope of such authority and duties must be within the authority to approve the limit that the Board of Directors has considered and approved. In any matter in which the Managing Director or the Managing Director's authorized person has an interest or may have any other conflict of interest with the Company and/or its subsidiaries and/or related companies, the Managing Director or authorized person of the Managing Director has no authority to approve such matters, except for the approval of transactions that are in accordance with the policies and criteria considered and approved by the Board of Directors and/or the shareholders' meeting (as the case may be) under the law, objectives and articles of association of the Company.

**3. Review**

The Company shall review the documents on the scope, authority and responsibilities of the Managing Director at least once a year.

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Remarks: The scope, authority, duties and responsibilities of the Managing Director have been approved by the Board of Directors' Meeting No. 7/2024 on December 17, 2024 and shall be effective from the date of approval.

(Mr. Bibit Bijaisoradat)

Chairman of the Board of Directors