



# **Charter of the Board of Director**

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## **Charter of the Board of Director**

### **Objective**

The Board of Directors represents the shareholders and plays an important role in determining the direction, policy and strategy for operating business to generate returns on investment and maximize benefits for shareholders including the important duty in supervising and monitoring the operations of the management to ensure compliance with the policies and strategies set. In addition, the Board of Directors has the powers and responsibilities as stipulated in the law, objectives, articles of association of the Company and the resolutions of the shareholders' meeting.

For the best interests of the Company, the Directors shall perform their duties with independently and without undue influence or order by Shareholders, Management or other persons. The Board of Directors shall establish charters for the Board Charter and sub-committees as a reference for the directors to perform the duties. The Charters will be regularly reviewed at least once a year to keep the Charters up to date and in accordance with the changing of regulations and circumstances, as well as reviewing the roles and duties of the Board of Directors, Chief Executive Director (CEO) and Management regularly to align with the direction of the organization.

### **Qualifications**

#### **1. Director**

- (1) Will be qualified professional with knowledge, abilities, skills, experience, and expertise that are useful to the Company's operations. He also have honesty, integrity, ethics in business operations, and sufficient time to devote knowledge, competencies and perform duties for the Company fully.
- (2) Has qualified requirements and does not have any disqualifying characteristics under the Public Limited Company Act and the Securities and Exchange Act, Rules, and Company regulations and relevant regulatory agencies, and the Company's good governance.

Does not have characteristics that indicate a lack of suitability to manage the Public Company in accordance with the Securities and Exchange Commission's Regulations regarding the determination of the characteristics of untrustworthy directors and executives of a company.

- (3) Have a good work record and do not operate or being a partner in a general partnership or a partnership with no limitation of liability or being a director of private company or another public company that operates the same

business and being in competition with the Company's business, unless being notified in the shareholders' meeting before the appointment resolution is made and has complied with the relevant laws.

- (4) The director, who is Independent Director, can hold the position of director in no more than 5 other listed companies. The director who is executive management can hold position of director in 3 other listed companies. However, holding position of director in other company must not be an obstacle to the performance of their duties as a director and must comply with the guidelines of the Stock Exchange of Thailand.

## **2. Independent Director**

Independent directors have the qualifications as defined in the company's conditions, additional to the qualifications specified in Clause 2.1 above. Independent directors must meet all the qualification criteria for independent directors as specified in the Notification of the Capital Market Supervisory Board No. Torjor 39/2559: Request for Approval and Permission to Offer New Issued Shares as follows:

- (1) Holding not more than 1% of the total number of voting shares of the Company, parent company, subsidiaries. However the shares holding by related persons of such independent director shall also be included.
- (2) Not being or having been a director involved in the management of the company, employees, consultants who receive regular salaries or controlling persons of the Company, parent companies, subsidiaries, etc. Associates, subsidiaries of the same order, Major shareholders or controlling persons of the Company, unless he has been discharged from such characteristics for at least 2 years. Such prohibited characteristics do not include independent directors who have been civil servants or advisors of a government agency who are major shareholders or controlling persons of the Company.
- (3) Not being a person who is related by blood or by legal registration in the form of a parent, spouse, sibling and children including the spouses of children with other director, executives, major shareholders, controlling persons, or persons who will be nominated as directors, executives or controlling persons of the Company or its subsidiaries.
- (4) Do not have any business relationship with the Company, parent company, or its subsidiaries, associates, major shareholders or controlling persons of the Company in a manner that may impede the exercise of their independent judgment, including not being or have been an implied shareholder or controlling person who has a business relationship with the

Company, its parent company, subsidiaries, associate, a major shareholder or a controlling person of the Company, unless he has been out of such position for at least 2 years.

Business relationships under paragraph one, including commercial transactions that are normally conducted for the purpose of conducting business of renting or leasing real estate, transactions related to assets or services, or the provision or receipt of financial assistance by receiving or lending or providing guarantees. As a result, the Company or the contracting party has a debt obligation to pay to the other party of 3% of the Company's net tangible assets or 20 million baht or more, whichever is lower. The calculation of such debt obligations shall be in accordance with the method of calculating the value of connected transactions in accordance with the Notification of the Capital Market Supervisory Board on the Rules for Connected Transactions. However, in determining such debt burdens, the debt burden incurred during the year prior to the date of the business relationship with the same person shall be included.

- (5) Not being or having been an auditor of the Company, parent company, subsidiary, associates, major shareholders or controlling persons of the Company and are not significant shareholders. controllers or partners of the audit firm, which includes the auditors of the Company, parent companies, subsidiaries, associate, a major shareholder or a controlling person of an affiliated company, unless he has been out of such a position for at least 2 years.
- (6) Not being or having been a service provider of any professional services, including providing services as legal advisors or financial advisors, which receives service fees exceeding 2 million baht per year from the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company and are not significant shareholders. Unless they have been free from such characteristics for at least 2 years.
- (7) Not being a director appointed to represent the Company's directors, Major shareholders or shareholders who are related to major shareholders.
- (8) Not operating a business that has the same conditions and is in significant competition with the business of the Company or its subsidiaries, or is not a significant partner in a partnership, or is a director who participates in the management, employees, consultants who receive regular salaries or hold more than 1% of the total number of voting shares of other companies that operate businesses with the same conditions and are in significant competition with the business of the Company or its subsidiaries.

- (9) There are no other characteristics that prevent from giving an independent opinion on the Company's operations.
- (10) After being appointed as an independent director, the independent director may be assigned by the Board of Directors to make decisions on the operation of the Company, parent company, and its subsidiaries, associates, subsidiaries of the same order, Major shareholders or controlling persons of the company, they can do in the form of collective decisions.

However, If the Capital Market Supervisory Board announces a change in the qualifications of independent directors, the independent directors of the Company must have all the qualifications as announced in accordance with the announcement.

## Composition

1. The Board of Directors shall consist of not less than 5 persons and not less than half of the total number of directors must reside in Kingdom of Thailand.
2. The directors have various qualifications (Board Diversity) in terms of skills, experience, expertise in specific areas related to business operations, as well as gender and age necessary to achieve the main objectives and goals of the organization. The qualifications will be made in the form of skills matrix to ensure that the directors have suitable qualifications and able to understand and respond to the needs of stakeholders.
3. The Board of Directors select an appropriate independent director as the Chairman of Board. However, The Chairman of Board must not be the same person as the Chairman of the Executive Committee, Chief Executive Officer and President and must not be member of the same family, or be member of the Executive Committee or working group, or be assigned administrative responsibilities to ensure a clear separation of roles and promote the balance of power between the Board of Directors and the management. It is conducive to the exercise of discretion in making decisions independently.
4. The Board of Directors may select the Vice Chairman of the Board of Directors and other positions as deemed appropriate. The Vice Chairman of the Board of Directors has duties in accordance with the Company's Articles of Association and as assigned by the Chairman of the Board.
5. The Board of Directors shall consist of at least one-third of total directors as independent directors, but not less than 3 members. Independent directors must be independent of the control of the management, major shareholders and must not be involved or have an interest in finance and business management.

## **Appointment and term**

### **1. Appointment of Directors**

- (1) The appointment of directors shall be in accordance with the Company's Articles of Association and relevant legal requirements. The educational history and professional experience of the person must be considered, including qualifications and the absence of prohibited characteristics, with sufficient details for consideration for the benefit of the decision of the Board of Directors and shareholders.
- (2) In the event that a director retires from the term of office, the appointment of director will be made in the shareholders' meeting in accordance with the rules and procedures specified in the Company's Articles of Association as follows:
  - (a) Each shareholder has one vote per one share.
  - (b) Each shareholder may use all votes to elect one or more persons as directors. In the case of election of many persons as directors, the number of votes cannot be divided among them.
  - (c) The person who receives the highest number of votes in descending order shall be elected as a director equal to the number of directors who shall have or shall be elected at that time. In the event that the person elected in the next order has the same number of votes, he Chairman of the meeting shall be the deciding vote.
- (3) In the event that the position of a director becomes vacant due to reasons other than the expiration of the term of office of director, the Board of Directors shall consider appointing a person who is qualified and does not have any characteristics prohibited by law to be a substitute director at the next board meeting. Unless the term of office of director is less than 2 months, the person who replaces him or her as a director can only hold the position of director for the remaining term. However, the resolution of the appointment of persons as representative directors must receive at least three-fourths of the votes of the remaining directors.

### **2. Term of office**

- (1) At every Annual General Meeting, at least one-third of the directors shall retire from office. If the number of directors cannot be divided into three parts, then the number should be closest to one-third.
- (2) Directors who will retire in the first and second year after registration of the company, the draw out method shall be used who will leave the term of office of director. In the following years, the director who has been in

office for the longest time shall retire, and the director who retires from office may be re-elected.

- (3) The Company's directors shall hold term of office for 3 years at a time, and the directors who retire from office shall be considered by the shareholders' meeting to re-elect as director. The re-elected must receive a majority vote of the number of shareholders who attend the meeting and have the right to vote. If there are equal votes, the Chairman of the meeting shall cast one more vote as a decisive vote.

3. Independent directors of the Company have a continuous term of office of not more than 9 years from the date of their first appointment as independent directors.

#### 4. **Retirement**

In addition to retiring from office according to the term, a director may retire from office when:

- (1) die
- (2) resign
- (3) lack of qualifications or characteristics prohibited by law of Public Limited Company, Securities and Exchange Law or other relevant laws.
- (4) The shareholders' meeting voted to dismiss by a vote of not less than three-fourths of the number of shareholders who attended the meeting and have right to vote, and the total number of shares was not less than half of the number of shares held by the shareholders who attended the meeting and had the right to vote.
- (5) The court ordered the dismissal.

## **Authority, Duties and Responsibilities**

### **1. Chairman of the Board of Directors**

- (1) The Chairman of the Board of Directors, as the leader of the Board of Directors, is responsible for supervising, monitoring and ensuring that the Board of Directors performs its duties efficiently and achieves the main objectives and goals of the organization.
- (2) The Chairman of the Board of Directors is the one who convenes the board meeting by assigning the Company Secretary to send the invitation letter to the directors. At each meeting, a notice of the meeting shall be sent to all directors at least 7 days in advance of the meeting date, except in case of urgent necessity to protect the rights or interests of the Company, the meeting can be arranged less than 7 days.



- (3) Chairmam the Board of Directors meetings will control the meetings effectively, allocate sufficient time for the management to present information and enough time for the directors to discuss important issues carefully and collectively. Encourage and provide opportunities for directors to exercise prudent discretion and express opinions freely. Control the issues in the discussion and summarize the resolutions of the meeting, and be the final vote in the event that the votes are equal at the Board of Directors meeting.
- (4) Chairman of the shareholders' meeting and supervise the meeting in accordance with the Company's Articles of Association and the prescribed agenda, and be the final vote in case of equal votes at the shareholders' meeting.
- (5) Perform any other duties as specifically required by law to be the duties of the Chairman of the Board of Directors.
- (6) Promote and support the Company's directors to comply with the principles of good corporate governance and perform their duties within the scope of authority and responsibility of the Board of Directors in accordance with the law, included to ensure that all directors participate in promoting an ethical corporate culture and good corporate governance.
- (7) Determine the agenda of the Board of Directors' meeting in consultation with the Chief Executive Officer (CEO) to ensure that important matters are included in the agenda. In the event that the Chairman of the Board of Director and the chief executive officer (CEO) is the same person, the Board of Directors will appoint an independent director to participate in the determination of the agenda so that important matters are included in the agenda of the Board of Directors' meeting.
- (8) Encourage directors to exercise prudent discretion and give their opinions freely.
- (9) To build good relationships between executive and non-executive directors, and between the Board of Directors and the management.

## **2. Board of Directors**

- (1) Perform their duties in accordance with the law, the Company's regulations as well as the resolutions of the shareholders' meeting are based on the Duty of Loyalty, Duty of Care, Accountability, and Ethics by taking into account the interests of the Company and all shareholders equally.
- (2) Determine the objectives, goals, strategies, operational policies, business plans, budgets, management structures, and approval authority of the Company and its subsidiaries as proposed by the management, as well as

monitor and supervise the management and performance of the management or any person assigned to perform such duties in order to comply with the policies and budgets set out in an efficient and effective manner. As well as the allocation of important resources to achieve the Company's objectives and goals.

- (3) Continuously monitor and evaluate the performance of various aspects of the Company and its subsidiaries to ensure that the operation is in line with the targets and can manage obstacles and problems that may arise in a timely manner.
- (4) Monitor, evaluate, and supervise the operating results, and clearly define the scope of duties and responsibilities assigned to the Chief Executive Officer (CEO) and the management clearly, as well as monitor and supervise the Chief Executive Officer (CEO) and the management that they can perform their duties as assigned.
- (5) Supervise the Company to lead the following governance outcomes:
  - Competitiveness and performance with long-term perspective
  - Conduct business ethically, respect the rights and responsibilities to shareholders and stakeholders. (Ethical and responsible business)
  - It is beneficial to society and develops or reduces negative impacts on the environment. (Good corporate citizenship)
  - It can adapt under changing factors. (Corporate resilience)
- (6) Determine or ensure that the Company's objectives are sustainability. The objectives and goals are consistent created the value for the Company, customers, stakeholders and society wholly.
- (7) Supervise to ensure that the Company's objectives and goals as well as the Company's medium-term and/or annual strategies are consistent with the achievement of the Company's main objectives through the appropriate, and safe application of innovation and technology.
- (8) Determine and review the structure of the Board of Directors, both in terms of size and component. The proportion of independent directors is appropriate and necessary to lead the organization to the main objectives and goals.
- (9) To oversee and establish framework and mechanism to supervise the policies and operations of subsidiaries and other businesses in which the Company has significant investments. At a level appropriate to each business, as well as supervising subsidiaries and other businesses in

which the Company invests to have the same understanding and consistency.

- (10) Organize the annual evaluation of the performance of the Board of Directors, Sub-committees and individual directors.
- (11) Monitor and supervise the management of human resources in accordance with the direction and strategy of the organization to ensure that employees of all levels to have the knowledge and appropriate motivation and fair treatment to retain the organization's talented personnel, as well as support the establishment of provident funds or other mechanisms to ensure that employees have sufficient savings to support retirement, as well as support employees to have knowledge and understanding in proper money management.
- (12) Monitor and supervise the management to conduct business in a socially and environmentally responsible manner and reflect in the operational plan to ensure that all departments of the organization are operating in accordance with the objectives, the company's main goals and strategies.
- (13) Monitor and supervise the management to allocate and manage resources efficiently and effectively. Taking into account the impact and development of resources along the value chain to achieve its core objectives and goals in a sustainable manner.
- (14) Supervise to ensure that the Company and its subsidiaries have a risk management system and internal control that will effectively achieve their objectives and comply with relevant laws and standards to cover the entire organization. The Executive Committee is responsible for ensuring compliance with the policy and reporting the performance to the Audit Committee and the Board of Directors at least twice a year. There is also a review of management of risk system including risk management policy and evaluation of effectiveness of risk management at least once a year and disclose in Annual report (56-1 One Report).
- (15) Supervise the Company and its subsidiaries to comply with the Securities and Exchange Act, Notification of the Capital Market Supervisory Board, Articles of Association and/or related regulations of the Stock Exchange of Thailand such as connected transactions and acquisition or disposal of significant assets, etc.
- (16) Monitor, supervise and manage conflicts of interest that may arise between the Company and the management. The Board of Directors or shareholders, including the prevention of improper usage of assets, information and

opportunities of the Company and transactions with persons who are connected with the Company in an inappropriate manner.

- (17) Supervise the formulation of clear anti-corruption policies and guidelines and communicate them at all levels of the organization and to outsiders for practical implementation.
- (18) Supervise the Company to have a mechanism to receive complaints and take action in case of pointing out clues.
- (19) Ensure that the Company has an appropriate and efficient accounting system. Arrange for the preparation of the Company's annual report and provide reliable financial reporting and auditing, as well as be responsible for the preparation and disclosure of the Company's financial statements at the end of the accounting period to ensure the accuracy of the Company's financial statements. This is to show the financial position and operating results of the past year in a realistic manner, completely and accurate in accordance with generally accepted accounting standards and audited by the auditor before presenting it to the shareholders' meeting for consideration and approval. It also ensures that the disclosure of important information is accurate, adequate, and timely in accordance with relevant rules and standards.
- (20) Consider, select, and propose independent persons to act as auditors, and consider proposing the remuneration of such persons to the shareholders' meeting, as well as meeting with the auditor without the attendance of the management at least once a year.
- (21) Monitor the adequacy of the Company's financial liquidity and debt repayment capacity.
- (22) Consider preparing sustainability reports as appropriate.
- (23) Supervise the management to arrange for an agency or person in charge of investor relations to communicate with shareholders and other stakeholders such as investors and analysts in an appropriate, equitable and timely manner.
- (24) Encourage the use of information technology in information dissemination.
- (25) Ensure that shareholders participate in decision-making on important matters of the Company.
- (26) Ensure that the operation on the shareholders' meeting is neat, transparent, and efficient and allows shareholders to exercise their rights.

- (27) Ensure that the disclosure of the resolutions of the meeting and the preparation of the minutes of the shareholders' meeting are accurate and complete.
- (28) Consider determining the organizational structure and management structure, as well as have the authority to appoint sub-committees such as the Audit Committee, Nomination and Remuneration Committee, The Executive Committee, any other sub-committees as appropriate, the Chief Executive Officer, Managing Director. Also has the authority to appoint the Chairman of the Executive Committee and the Chairman of other sub-committees, as well as to determine the scope of authority and responsibility of such sub-committees to assist and support the performance of the duties of the Board of Directors in accordance with relevant laws. The Directors regularly monitor and supervise the performance of the Executive Committee, the Chief Executive Officer (CEO) and sub-committees to ensure compliance with the Charter.
- (29) In this regard, the delegation of authority according to the scope of authority and duties is delegated must not be in the nature of delegating authority or delegating authority during the period that makes the Executive Committee The Chief Executive Officer (CEO) and the aforementioned sub-committees may consider and approve transactions that may have conflicts of interest or any other conflicts of interest with the Company or its subsidiaries, except for the approval of transactions that are in accordance with the policies and criteria as approved by the shareholders' meeting or the Board of Directors.
- (30) Consider appointing and changing Director or executive or a person who is suitable to be a representative director in a subsidiary and/or associate company in which the Company invests or jointly invests.
- (31) The Board of Directors may appoint one or more directors or any other person to perform any of the operations of the company under the control of the Board of Directors, or may authorize such person to exercise authority and/or within the time deemed appropriate by the Board of Directors. The Board of Directors can cancel, revoke, change or modify that authority.
- (32) The delegation of authority under paragraph one, it must not be in the nature of delegating or sub-authorizing that such persons can consider and approve transactions that may have conflicts or any other conflict of interest that will be made with the Company or its subsidiaries (if any), unless it is the approval of normal business transactions and general commercial conditions, or in accordance with the policies and criteria

already considered and approved by the Board of Directors and under the conditions and procedures as prescribed in connection with connected transactions and transactions of acquisition or disposal of significant assets of listed companies in accordance with the Notification of the Capital Market Supervisory Board and/or any other announcements of relevant authorities.

- (33) To consider and amend the names of directors who have the authority to bind the Company.
- (34) To consider appointing Company Secretary to oversee and assist the activities of the Board of and the Company to comply with relevant laws and regulations, as well as determine the scope of authority and responsibilities of the Company Secretary.
- (35) To consider and approve the acquisition or disposal of assets, unless such transaction is subject to the approval of the shareholders' meeting. In considering of such approval, it will be in accordance with the announcement, regulations related to the Stock Exchange of Thailand.
- (36) To consider and approve related transactions between the Company and related persons or to propose shareholders to approve related transactions that must be approved by the shareholders' meeting. In addition, the Company discloses information to the Stock Exchange of Thailand and takes various actions in accordance with the relevant regulations.
- (37) To consider and approve the interim dividend payment to shareholders when it is deemed that the Company has a reasonable profit to do so, and report the dividend payment to the shareholders' meeting at the next shareholders' meeting.
- (38) Establish criteria for the remuneration of the Chief Executive Officer (CEO) and senior executives, as well as a succession plan to create senior executives who can replace them when the position becomes vacant and to ensure the continuity of the organization's operations.
- (39) The Company's Board of Directors has the authority, duties and responsibilities as stipulated in relevant laws and regulations, the Company's Articles of Association and the resolutions of the shareholders' meeting.

## **Board of Directors Meeting**

### **1. Number of meetings**

The Board of Directors shall hold at least one meeting every 3 months and at least 6 times a year, by setting the schedule of meetings in advance every year, and may call additional meetings as necessary.

### **2. Calling a meeting**

- (1) The Chairman of the Board of Directors or assigned persons shall send the invitation letter by registered mail, electronics letter or send directly to directors indicating date, time, place and matters to be discussed to directors not less than 7 days before the meeting date. The company secretary shall collect the supporting documents from the management to be sent to the Board of Directors at least 7 days before the date of the meeting and the documents must provide sufficient data to enable independent decision-making and judgment. In case of urgent need to protect the rights or interests of the Company. The Chairman of the Board of Directors may notify the meeting by other means or set the date of the meeting earlier.
- (2) In the event that 2 or more directors request to convene a meeting of the Board of Directors. The Chairman of the Board of Directors shall set a date for the meeting within 14 days from the date of receipt of such request.
- (3) The Board of Directors stipulates that a meeting between non-executive directors must be held at least once a year without the participation of executive directors and the management to discuss and exchange opinions on the management of important issues and inform the Chief Executive Officer of the results of the meeting.

### **3. Meetings and Attendees**

- (4) The Board of Directors' meeting shall be in accordance with the provisions of the law and the Company's Articles of Association.
- (5) In each meeting, at least half of the total number of directors must be present in order to form a quorum.
- (6) The Chairman of the Board of Directors shall act as the chairman of the meeting. If at any time the Chairman of the Board of Directors is absent from the meeting or is unable to perform his duties. If there is a Vice Chairman, the Vice Chairman shall be the chairman of the meeting. If there is no Vice Chairman or Vice Chairman cannot perform the duty, the all directors shall elect one of the directors to preside over the meeting.



- (7) The Board of Directors has the power to invite the management, executives or other persons related to the Company to give opinions, attend meetings or provide supporting information that can be considered.
- (8) At the meeting, the directors must express their opinions and exercise their discretion independently. Directors should attend every meeting except there is force majeure circumstances which must be notified to the Company Secretary in advance. Each director should attend the meeting not less than 75% of the total meetings held in the year. The Company must also report the number of meetings attended by the Board of Directors in the Annual Report.

#### **4. Voting**

- (1) The resolution of the Board of Directors meeting shall be used the majority vote. One director has one vote. However, If the votes are equal, the chairman of the meeting shall cast one more vote as a decisive vote.
- (2) While the Board of Directors give vote at the meeting, there must have at least two-thirds of the total number of directors attending the meeting must be present at the meeting to vote.
- (3) The directors who have an interest in any matter, they will have no right to vote on that matter. This will be recorded in minutes of meeting before the directors start to consider the matter and should be supervised that the directors with such interests do not participate in to consider that matter.

#### **5. Meeting Recording**

The Company Secretary is responsible for taking notes and preparing the minutes of the meeting, which must be completed within 14 days from the date of the meeting and a good system for storing minutes of meeting and supporting document must be in place, ensuring ease of retrieval and effective confidentiality included supporting the Board of Directors to be able to perform the duties in accordance with the law, the Company's Articles of Association and the resolutions of the shareholders' meeting, as well as coordinating with relevant parties.

### **Development of Directors**

1. The Company encourages new directors to participate in orientations to learn about the Company's business as well as the scope of authority and responsibilities of the Board of Directors and various sub-committees, as well as other information related to the Company's business operations.



2. The Company has a policy to encourage directors to develop their knowledge and abilities continuously and adequately, by encouraging directors attend training courses or seminars to increase the knowledge of directors' work.
3. The Company encourages each director to attend at least 75% of the total board of director's meetings in an accounting year, except in case where there are necessary or reasonable reasons that prevent him from attending the meeting.
4. The Company encourages all directors to attend the shareholders' meeting unless there are necessary or reasonable reasons that prevent them from attending the meeting.
5. The Company encourages that the supporting documents must be sent to the directors at least 5 working days before the meeting date to allow the directors to have time to study the information in advance before the meeting, except in case of urgent necessity, the supporting documents can be sent in advance of the meeting date within a reasonable period of time.

## **Report of the Board of Directors**

The Board of Directors have to make the report on the responsibilities of the Board of Directors in the Company's financial reports and operating results together with the auditor's report in the Annual Registration Statement/Annual Report (Form 56-1 One Report) with the details as required by law, relevant rules or regulations so that shareholders can be read.

## **Performance Evaluation**

1. The Board of Directors should evaluate the performance of the Board of Directors at least once a year so that the Board of Directors can jointly consider the performance of the Board of Directors. As well as improving the guidelines and collaboration results of the Board of Directors. The criteria used to evaluate the performance of the Board of Directors should be clearly defined, both by group and individual. The evaluation may be self-evaluation or cross-evaluation. In addition, the company should disclose the guideline, the results of the evaluation in the Annual Report (56-1 One Report). The evaluation result will be used to analyze and plan the further development of directors in terms of knowledge and skill development.
  - (1) The Board of Directors will review and approve the self-assessment evaluation form of the Board of Directors. and sub-committees.
  - (2) The performance evaluation of the Board of Directors and sub-committees both by group and individual must be evaluated once a year.

2. The Company Secretary will send the evaluation form which approved by the Nomination and Remuneration Committee to all directors to conduct an evaluation at the end of each year and process and prepare a summary report of the evaluation results to be submitted to the Nomination and Remuneration Committee for consideration and determination of the remuneration of directors for each year and send report the evaluation results to the Board of Directors for acknowledgement, as well as discuss the guidelines for further development, and disclose the evaluation results in the Annual Registration Statement (Form 56-1 One Report).