



## Board of Directors Charter

The Board of Directors of Muangthai Capital Public Company Limited realizes the importance of corporate governance and social responsibility in promoting and enhancing the confidence of shareholders and stakeholders as well as the public and believes that compliance with corporate governance and social responsibility with cautious, carefulness and honest will benefit the shareholders to achieve the vision and mission of the Company. Able to drive the organization towards becoming a sustainable organization with quality and the best interests of the Company be fair to related parties under the principles of good corporate governance.

The Board of Directors is legally responsible for supervising the business of the Company and responsible to all stakeholders including customers, shareholders, employees, trade partners, creditors, competitors, environment, society, and community the relationship between the Board of Directors and the Management is collaborative. Chairman of the Executive and Managing Director is responsible for the day-to-day business operations of the Company in relation to planning, execution, decision-making, and operations. The Board of Directors provides opinions on the action plan and recommends strategies and monitors the operations and results of the Company.

### **1. Objectives**

To supervise the performance of the board of directors in accordance with the laws, rules, and regulations related as well as resolutions of the Board of Directors or resolutions of the shareholders' meeting. The Board of Directors must perform their duties responsibly and under the highest ethical standards.

### **2. Composition and Appointment**

2.1 The Board of Directors consists of not less than 5 directors, which must consist of at least one-third of the total number of independent directors but must not be less than 3 persons. The independent directors must be independent of the control of the management major shareholder and must not have any involvement or interest in finance and business administration.

2.2 The Chairman of the Board and the Managing Director are not the same people in order to have a clear separation of roles and balance of power in operations.

2.3 Appointment of directors of the Company in accordance with laws, regulations, and related regulations this must be done with transparency and clarity.

2.3.1 In the event that the director retires from the position of director let the shareholders' meeting consider appointing directors by resolution of appointment of directors must receive a majority vote of the shareholders who attend the meeting and cast their votes if there are equal votes. The Chairman of the meeting shall have an additional vote as a casting vote.



2.3.2 In the event that the Director's position is vacant due to other reasons besides the expiration of the term of the director, The Board of Directors shall consider and appoint a person who has qualifications and does not have any prohibited characteristics as a replacement director at the next board meeting except for the term of the director who vacates office the remaining time will be less than 2 months and the person who will replace the director will be in the position of director for only the term of office in this regard, the resolution of appointing a person to be a replacement director must receive votes of not less than three-fourths of the remaining directors.

2.4 The structure of the committee consists of qualified persons with knowledge and competence in a wide range of professional skills, experiences, and specializations. that are beneficial to the business regardless of gender, race, religion, age, or professional skills.

### **3. Qualifications of the Board of Directors**

- 3.1 Directors must have knowledge and ability and experiences that are beneficial to business operations with integrity, and honesty and have enough time to devote fully to the performance of the director's duties.
- 3.2 A Director can hold a directorship position in other businesses but must not be an obstacle to the performance of the Company's directors the directors are allowed to hold director positions in not more than 5 companies are listed on the Stock Exchange of Thailand.
- 3.3 Incompetent person or a virtual incompetent person.
- 3.4 Has never been sentenced to imprisonment by a final judgment of imprisonment for an offense related to property committed dishonestly.
- 3.5 Not operating a business with the same condition and it is significant competition with the business of the Company or its subsidiaries.
- 3.5 Directors must not do anything that has the nature to manage or manage in other businesses which will cause a conflict of interest of the Company or favoring any person or juristic person whether doing it for the benefit of oneself or others.
- 3.6 Able to perform duties independently express opinions and report on the performance of duties assigned by the Board of Directors without being under the control of executives or major shareholders of the Company including those involved or a close relative of such person.



#### **4. Term of office**

- 4.1 The Board of Directors shall hold office for a term of 3 years each. Directors who retire from office may be re-elected. At every annual general meeting, One-third of the total number of directors shall be retired.
- 4.2 In addition to the retirement by rotation Directors will vacate office upon:
- Death
  - Resignation
  - Disqualification or having prohibited characteristics according to the laws or regulations of the Company.
  - The shareholders' meeting passed a resolution to retire with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and have the right to vote.
- 4.3 Directors wishing to resign to submit a resignation letter to the Company the resignation is effective from the date the resignation letter reaches the Company.
- 4.4 The Board of Directors has a policy for independent directors to hold directorships for no more than 3 consecutive terms and can renew their terms for a total of not more than 9 years unless they are knowledgeable persons with expertise and work experience that is very beneficial to the Company's business operations and expresses their opinions independently.

#### **5. Duties and Responsibilities**

- 5.1 Manage work for the maximum benefit of shareholders (Fiduciary Duty) by adhering to 4 keys practices:
- 5.1.1 Duty of Care
  - 5.1.2 Duty of Loyalty
  - 5.1.3 Compliance with laws, objectives, articles of association, and resolutions of the shareholders' meeting (Duty of Obedience)
  - 5.1.4 Disclosure of information to shareholders, orders accurately, completely, and transparently (Duty of Disclose)
- 5.2 Determine a vision, mission, policies, action plans work, budget plans, and control the operations of the management to be in accordance with the policy with efficiency and effectiveness for the stability and benefits of balance and sustainability of all concerned parties. The vision and mission are reviewed and approved annually.
- 5.3 Arrange for the review and improvement of important policies and plans to be up-to-date and appropriate to the business conditions on a regular basis Including reviewing important policies to be appropriate and consistent with the business operations according to good corporate governance principles such as corporate governance policy, anti-corruption policy, etc.



- 5.4 Supervise the process of appointment and election of Company directors to be transparent and clear and consider appointing various sub-committees to support the work in accordance with the responsibilities of the faculty directors as appropriate and necessary the performance of the sub-committees are regularly monitored.
- 5.5 Supervise and review to ensure that there is a financial reporting system and the disclosure of important information to shareholders and all groups of stakeholders correctly transparent and sufficient.
- 5.6 Supervise to have a system of information security this includes establishing confidentiality policies and practices (Confidentiality), maintaining reliability (Integrity), and availability of information (Availability), including management of information that may affect securities prices (Market Sensitive Information), as well as ensuring that directors High-level executives, and employees, as well as third parties involved in compliance with the information security system.
- 5.7 Supervise that there is a process and channel to receive and deal with complaints of those who wish to report clues or all stakeholders effectively.
- 5.8 Supervise the preparation of anti-corruption and anti-corruption policies and guidelines strictly comply with the Company's anti-corruption and anti-corruption policies and measures to be a good role model for the Company's personnel as well as to encourage communication both within and outside the organization for real practice.
- 5.9 Determine and review the board structure on the number of directors' proportion of independent directors, as well as a variety of qualifications, to suit the Company's business operations as well as considering the remuneration of the Company's directors and appropriate sub-committees which have been considered by the nomination and remuneration committee.
- 5.10 Provide an internal audit unit, internal control system and internal audit efficient and effectively.
- 5.11 Provide a Company Secretary to help oversee various activities of the board and to help the board comply with the relevant laws and regulations.
- 5.12 Provide appropriate and effective risk management policies and procedures there are regular monitoring and assessment of risk management.
- 5.13 Provide business ethics for directors, executives, and employees of the Company as a standard for the Company's business conduct directors, executives, and all employees must perform their duties in an ethical manner. and strictly comply with the Company's business ethics.
- 5.14 Strictly follow the principles of good corporate governance of the Company and arrange to operate in accordance with the principles of good corporate governance and encourage communication too employees at all levels in the organization to be informed and strictly adhere.



- 5.15 Evaluation of the performance of the Board of Directors, both the committee and the individual on an annual basis as well as follow up on the evaluation results of the Board of Directors and sub-committees to consider jointly in the Board of Directors.
- 5.16 Continuously develop knowledge and abilities by attending training or attending courses related to the performance of directors' duties or any activities that continually increase their knowledge of work operations.
- 5.17 Attend the Board of Directors' meeting and the annual shareholders' meeting except in the event of force majeure the directors who were unable to attend the meeting must notify the Company director or Company Secretary in advance of the meeting.
- 5.18 Consider and approve the Board of Directors' charter. and sub-committees.

## **6. Meeting**

- 6.1 The Board of Directors must set a meeting date in advance throughout the year and may have special meetings as necessary.
- 6.2 Summoning the Board of Directors meeting for the Chairman or the person assigned to send a notice of the meeting specifying the date, time, place, and subject of the meeting to all directors at least 7 days in advance of the meeting date except in case of the urgent need to protect the Company's benefits, the meeting will be called by other methods and set a meeting date earlier than that.
- 6.3 Board meeting at least half of the total number of directors must be present to constitute a quorum which is the bare number of a quorum when the Board of Directors votes to pass a resolution in a meeting, there must have been at least two-third of total directors. The Chairman of the Board shall act as the Chairman of the meeting if at any meeting the Chairman is not present at the meeting or is unable to perform his duties the members present at the meeting shall elect one among themselves to preside over the meeting.
- 6.4 The decision of the Board of Directors meeting to hold a majority whereby one director has one vote and if the votes are equal, the Chairman of the meeting shall have one more vote as a casting vote in this regard, the directors who have interests in any agenda shall not have the right to vote on that agenda.
- 6.5 The Board of directors has the power to invite the management or other relevant persons of the Company to give opinions at the meeting or provide information for consideration.
- 6.6 Non-executive directors must meet together without the participation of management at least once a year to monitor the Company's management results and subsidiary.
- 6.7 The Company Secretary or assigned person take the minutes of the meeting.



## **7. Reporting**

The Board of Directors must report the operating results to shareholders in the Annual Registration Statements and the Company's Annual Report (Form 56-1 One Report the details of such financial reports are prepared in accordance with generally accepted accounting standards by choosing an appropriate and acceptable accounting policy and practice regularly, as well as carefully exercised discretion in preparing and overseeing that there is sufficient disclosure of important information in the notes to the financial statements.

## **8. Board performance appraisal**

The Company has the policy to provide the Board of Directors with a self-assessment at least once a year, annually to help the Board of Directors review their performance. Issues and obstacles during the past year and increase the effectiveness of the Board of Directors in accordance with the principles of good corporate governance. The assessment is divided into 3 types as follows:

1. Assessment of the performance of the whole committee.
2. Evaluation of the performance of the sub-committees.
3. Evaluation of the performance of individual directors.

The Board of Directors Charter was reviewed and approved by the Board of Directors on 24 February, 2023.