



Charter of the Board of Directors  
G-Able Public Company Limited

Reviewed on 17 January 2024

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**1. Definition**

“Company”	means	G-Able Public Company Limited
“Board of Directors”	means	The Board of Directors of G-Able Public Company Limited
“Director”	means	Director of G-Able Public Company Limited

**2. Objective**

The Board of Directors acts as representative of the shareholders and plays a crucial role in overseeing, monitoring, and evaluating the Company's performance. Additionally, they are responsible for building confidence, creating value, and generating returns for the shareholders. The Board of Directors must adhere to the highest ethical standards and legal requirements to maximize benefits for both shareholders and stakeholders.

**3. Composition**

- 3.1 Shareholders are the ones responsible for considering and approving the appointment of the Directors.
- 3.2 The Board of Directors consists of not less than 5 directors, and at least half of the total number of directors must have a residence in the Kingdom. All Directors shall possess the qualifications as required by law.
- 3.3 The Company has a policy that the Chairman of the Board of Directors and the Chief Executive Officer shall not be the same person. This is to ensure clarity in term of responsibilities concerning policy-setting, oversight, and day-to-day management.
- 3.4 The board structure comprises independent directors in an appropriate number for effective corporate governance, with, in every case, at least one-third of the total number of directors but not less than three directors, as stipulated by the regulations of the Securities and Exchange Commission.
- 3.5 The appointment of directors must comply with the Company's articles of association and relevant laws. There shall be transparency and clarity in the director nomination process, considering the educational background and professional experience of individuals with sufficient details for the benefit of the Board of Directors and shareholders in decision-making.
- 3.6 Directors who have vacated their office term may be re-elected.

**4. Qualifications**

- 4.1 Being a person who has knowledge, capabilities, honesty, integrity, business ethics, and is capable of performing duties for the Company
- 4.2 Possessing qualifications with no prohibited characteristics pursuant to public companies limited law and securities and exchange law, as well as no prohibited characteristics indicating the lack of

suitability of being entrusted with the management of a publicly held business as specified in the notification of the Securities and Exchange Commission

- 4.3 Not engaging in, being a partner of, or serving as a director in any other legal entity engaging in a similar business or a business that may compete with the Company's business, whether for personal benefit or the benefit of others, unless it is disclosed at the shareholders' meeting before approval of appointment being granted
- 4.4 In case of independent directors, possessing qualifications specified in the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application and Approval for Sale of Newly Issued Shares dated 16 November 2016 (as amended)
- 4.5 An executive director is a director who is actively involved in management on a full-time basis and receives regular monthly remuneration, either in the form of salary or other equivalent, from the Company.
- 4.6 The director shall promptly notify the Company without delay when the following occurrences occur:
- Having direct or indirect interest in any contract entered into by the Company during the fiscal year by stating facts about the nature of the contract, the name of the contracting party and the interest of the director in that contract (if any).
  - Holding shares or debentures in the Company and its affiliates, specifying the total amount increased or decreased during the fiscal year (if any).
- 4.7 Each director may concurrently hold a position as a director in up to 5 listed companies (including directorship in the Company), taking into account the appropriate position and the Company's business conditions.

## 5. Appointment, Office Term and Vacating Office

- 5.1 At every annual general meeting of shareholders, one-third of directors shall retire from the office. If the total number of directors is not divisible by one-third, then the directors closest to one-third shall retire from office. The directors who shall retire from the office in the first and second year after the incorporation shall be determined by drawing lots. In subsequent years, the directors who have served the longest term shall retire. A retiring director is eligible for re-election.
- 5.2 Apart from retirement by rotation, the director shall vacate office upon:
- a. death;
  - b. resignation;
  - c. lack of qualifications, or possession of a prohibition under the public companies limited law and/or the securities and exchange law;

- d. removal by a resolution of the shareholders' meeting with a vote of not less than three-fourth of shareholders present and eligible to vote at the shareholders' meeting, and having an aggregate number of shares of not less than one-half of the total shares held by the shareholders present and eligible to vote; and
  - e. removal by a court order.
- 5.3 In case a director position becomes vacant for reasons other than a retirement by rotation, the Board of Directors may elect and appoint a person who possesses qualifications pursuant to public companies limited law as a replacement director at the next Board of Directors' meeting, unless the remaining term of the former director is less than 2 months. The replacement director shall hold office only for the remaining term of the director whom he/she replaces.
- 5.4 Any director who wishes to resign from his/her position shall submit a written resignation letter to the Company. The resignation shall take effect from the date the resignation letter is received by the Company. A director who resigns hereof may notify his/her resignation to the share registrar.
- 5.5 The consecutive term of office of the independent directors shall not exceed 9 years from the date of first appointment as an independent director.

## **6. Duties and Responsibilities**

- 6.1 To perform duties, and responsibilities to manage and operate the Company in accordance with the laws, the Company's objectives, articles of association, and resolutions of the shareholders' meeting, with honesty, integrity, and prudence, and to safeguard the Company's interests
- 6.2 To ensure the preparation of the balance sheet and profit and loss statements of the Company as at the end of the Company's fiscal year, which have been audited by the auditors, and to present such audited statements to the shareholders' meeting for consideration and approval
- 6.3 To determine vision, mission, objectives, goals, strategies, policies, business plans, management structure, approval authority as well as budget of the Company, and, to monitor and supervise the operations by the management in accordance with the determined policies, plans, budget plans with efficiency and effectiveness
- 6.4 To consider, review, examine and approve the policies, directions, strategies and business operation plans of the Company proposed by the management
- 6.5 To monitor operations, ensuring adherence to the plans and budgets continuously
- 6.6 To ensure that the Company and its subsidiaries have implemented an appropriate and efficient accounting system, provide reliable financial reporting and auditing, establish adequate and appropriate internal control and audit systems, as well as regular assessments of the suitability of the internal control system of the Company and its subsidiaries

- 6.7 To consider and establish a risk management policy covering the entire organization and to supervise that a risk management system or process with supporting measures and control methods to appropriately mitigate the impact on the Company's business is in place
- 6.8 To consider and determine the organizational management structure, to appoint sub-committees and the Chief Executive Officers as appropriate, including determining the scope of authority and duties of such persons; provided that the delegation of authority within the defined scope shall not have characteristics that cause the sub-committees and the Chief Executive Officer to be able to consider and approve transactions that may have conflicts of interest or may have conflicts of any other nature with the Company or its subsidiaries (if any), except for the approval of transactions that are in accordance with the policies and criteria approved by the Board of Directors
- 6.9 To establish a written corporate governance policy based on ethical principles and effectively implement it to conduct business with ethics, respect for the rights and responsibility to shareholders and stakeholders, and to operate in a socially and environmentally responsible manner, as well as being able to adapt under changing factors
- 6.10 To prepare the annual report and to take a responsibility for the preparation and disclosure of financial statements to reflect the financial position and operating results of the previous year and to present the same to the shareholders' meeting for consideration and approval
- 6.11 To oversee and supervise the management and various operations of the Company and its subsidiaries in accordance with the established policies, the securities and exchange law, including announcements, rules, and regulations issued by the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand, such as, the connected transaction, the acquisition and disposition of assets, without contradicting or inconsistent with other laws
- 6.12 To supervise and manage conflicts of interest that may arise among the stakeholders of the Company and its subsidiaries, including preventing misuse of the Company's assets, information, and opportunities, and entering into transactions with those who are related to the Company in an unreasonable manner. In case any director has an interest in any transaction against the Company or an increase or decrease in shareholding in the Company and/or its subsidiaries, such director must notify the Company immediately.
- 6.13 To conduct the evaluation of the performance of the Board of Directors and sub-committees on an annual basis, both in the forms of group and individual
- 6.14 To review the Charter of the Board of Directors at least once a year
- 6.15 The Board of Directors may delegate authority to one or more directors or other person to perform any act on behalf of the Board of Directors subject to the control of the Board of Directors or may delegate such persons to have the reasonable authority within reasonable period of time, where

such authority may be canceled, revoked, changed or amended when the Board of Directors deems appropriate.

The delegation shall not be of a nature that allows such person to consider and approve transactions that he/she or a person who may have a conflict of interest has conflict of interest in any manner against the Company or its subsidiaries (if any) as defined in the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any other announcements of relevant agencies, unless it is an approval of a transaction that is in accordance with the policies and criteria approved by the Board of Directors.

## 7. Meeting

- 7.1 At the Board of Directors' meeting, there must be not less than one-half of the directors to constitute a quorum. In case the Chairman of the Board of Directors is not presenting at the meeting or unable to perform his/her duties, the Vice Chairman of the Board of Directors (if any) shall act as the presiding chairman. If there is no Vice Chairman of the Board of Directors or the Vice Chairman of the Board of Directors is unable to perform his/her duties, other directors presenting at the meeting shall elect one director among themselves to preside over such meeting as the chairman of the meeting.
- 7.2 A resolution of the Board of Directors' meeting shall be passed by a majority vote, whereby each director shall have one vote. Any director having conflict of interest on a matter considering shall not be entitled to vote on that matter. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- 7.3 The Board of Directors' meeting shall normally be held at least once every three months with the Chairman of the Board to call the meeting. In case of necessity and if two or more directors request the Chairman of the Board to call a meeting, the Chairman of the Board of Directors shall determine the meeting date within fourteen days upon receipt of the request.
- 7.4 The Chairman of the Board of Directors or an individual who is assigned by the Chairman of the Board of Directors shall determine the date, time and venue for the Board of Directors' meeting.
- 7.5 In calling the Board of Directors' meeting, the Chairman of the Board or an assigned individual shall send a notice calling the meeting specifying the date, time, venue and agenda to the directors at least 7 days or 5 business days prior to the meeting date (as appropriate). In urgent cases to preserve the rights or benefits of the Company, the meeting may be called by other methods or an earlier meeting date may be specified.

**8. Performance Evaluation**

The performance evaluation of the Board of Directors will be held annually by assessing the performance as a group and individual basis. The results and recommendations of the directors will be used to improve the performance of the Board of Directors each year in order to work more effectively.

**9. Charter Review**

The Board of Directors shall review its Charter annually and shall recommend any amendments as it deems appropriate for consideration and approval.