



RPCG Public Company Limited

Board of Directors Charter

Revised Version 2023

Note: Approved by the Board of Directors of the Company Meeting No. 1/2023, effective on February 24, 2023.

Board of Directors Charter

Objective

To make the Directors of the Company understand their roles, duties and responsibilities to the shareholders and stakeholders of the Company by realizing the importance of performing the Director's duties with responsibility, honesty, carefulness and according to the law, the Company's regulations as well as relevant criteria to lead the business to grow according to the vision and mission to achieve the goals established. Generate stable returns on shareholder investments, promote confidence, create value for the business along with giving importance to the community environment, socially responsible and stakeholders from all sectors. And supervise the management to operate under the policy of good corporate governance to be efficient and effective.

The composition and qualifications of the Board of Directors of the Company as follows:

1. Appointment of the Directors of the Company in accordance with the Company's regulations and relevant legal requirements consisting of qualified persons with knowledge and abilities. There must be honesty and ethics in conducting business with transparency and clarity. The consideration must have educational background and professional experience of that person with sufficient detail for the benefit of decision making by the Board of Directors and shareholders, and have enough time to dedicate knowledge ability and perform duties for the Company.
2. The Board of Directors consists of not less than 5 persons but not more than 15 persons and not less than half of the total number of Directors, must reside in the Kingdom of Thailand. The Directors of the Company must be qualified according to the law and have independent Directors at least one-third of the total number of Directors and must not be less than 3 persons.

General Qualifications of Independent Directors

1. Holding no more than 1% of the paid-up capital of the Company, its subsidiaries or related companies including shares held by related persons of independent Directors.
2. Not being an authorized Director who can sign to bind the Company, employee, staff or consultant who receives regular salary from the Company, subsidiary companies, related companies or major shareholders.
3. Not being a Director who is assigned to be responsible for managing the normal business of the Company, subsidiaries, related companies or major shareholders.
4. Not being an auditor of the Company, subsidiary or juristic person that may have conflicts.
5. Not being a professional service provider which receives service fees of more than 2 million Baht per year from the Company, its subsidiaries or juristic persons that may have conflicts.
6. Not being a related person or close relative of an executive or major shareholder.
7. Not being a Director who has been appointed as a representative to protect the interests of the Directors of the Company, its subsidiaries or major shareholders.
8. Not having any other characteristics that make him incapable of giving independent opinions on the Company's operations.

Scope of authority, duties and responsibilities of the Board of Directors as follows:

1. Perform duties and responsibilities cautiously and honestly in accordance with the law, the Company's objectives and regulations as well as the resolutions of the Board of Directors and resolutions of the shareholders' meeting.
2. Establish policies, directions, goals, plans and operating budgets of the Company as well as to supervise the management to perform in accordance with the established policies with efficiency and effectiveness.

3. Consider the nomination of Directors to replace the Directors who retired by rotation as well as considering the remuneration of Directors who proposed by the Nomination and Remuneration Committee to present to the shareholders' meeting for approval.
4. Consider appointing a Director to replace the vacant Director position for other reasons in addition to retiring by rotation. Unless the remaining term of the Director is less than 2 months. And the person who takes the position of the Director replaces, will be in the position of Director only for the remaining term of the Director he replaces.
5. Consider appointing Sub-Committees which include, but not limit to Audit Committee Nomination and Remuneration Committee, to administer of the management system, internal control system, Nomination and remuneration system including to help perform the duties according to the responsibility of the Board of Directors to be in accordance with the established policy.
6. Consider appointing Managing Director and the Company secretary as well as consider the remuneration.
7. Consider and amend the names of Directors who have the authority to bind the Company.
8. Arrange for the preparation of a statement of financial position and the income statement account at the end of the Company's fiscal year. And sign to certify the said financial statements to present to the annual general meeting of shareholders for approval.
9. Consider selection and appointment of auditors. And consider appropriate remuneration proposed by the Audit Committee before presenting to the shareholders' meeting at the annual general meeting to consider and approve.
10. Appoint any other person to operate the business of the Company under the control of the Board of Directors or may delegate so that the said person has the authority and/or within the time as the Board of Directors deem appropriate. The Board of Directors may cancel, withdraw, change or amend the said authority.
11. Consider approving the acquisition or disposition of the Company's assets. Unless the said transaction requires approval from the shareholders' meeting. In this regard, the said approval must be in accordance with the relevant notifications, rules and/or regulations of the Stock Exchange of Thailand.
12. Consider approving the connected transactions. Unless in the event that the said transactions require approval from the shareholders' meeting. The said approval must be in accordance with the announcements, rules and/or regulations related to the Stock Exchange of Thailand.
13. Consider approving interim dividend payment to shareholders when seeing that the Company has good enough performance. And report the said dividend payment to the shareholders' meeting for acknowledgment in the next shareholders' meeting. The Board of Directors. The Board of Directors' charter.
14. Consider making decisions on important matters such as policies and business plans for large investment projects, executive authority and any other items that require by law. Including may seek advice from outside independent consultants or professional experts, if it is necessary and appropriate.
15. Supervise the management to have an appropriate and efficient risk management system.
16. Determine the authority and level of approval for transactions and the operations relating to the work of the Company to the group or individual as appropriate. And to comply with the relevant laws by preparing a manual of operational authority.
17. Provide a system that supports effective anti-corruption to ensure that the management recognizes the importance and implements of it, until it becomes the organizational culture.
18. Provide appropriate communication channels with shareholders and supervise disclosure of information to ensure accuracy, clarity, transparency, credibility, up-to-date and standardized.
19. The Committee must evaluate the performance by themselves. And evaluate the performance as a whole in order to review the results, problems and obstacles each year. And then develop to improve work performance.

20. Responsible to shareholders on a regular basis. Operate by protecting the interests of shareholders. Material information is disclosed to investors accurately and completely, standardized and transparent. Including arranging for an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year or another extraordinary general meeting of shareholders when deemed appropriate.
21. Arrange for a meeting of the Board of Directors at least 4 times a year or within every 3 months to consider issues that are important to the operation of the Company.
22. Prepare annual reports and report on the Board of Directors' responsibilities in preparing the financial reports together with the auditor's report, in the annual report which covers important issues of the Company in the past year to present to the shareholders' meeting and distribute to the public in general.
23. Develop and encourage the Company Directors and Executives to attend training courses related to the duties and responsibilities of the Directors and Executives.
24. Consider reviewing and improving the Board of Directors' charter to be suitable for the operations.

Appointment, term of office and dismissal

Appointment:

Appointment of the Directors of the Company is in accordance with the Company's regulations and relevant legal requirements. However, it must be transparent and clear, considering the person's educational background and professional experience with sufficient detail for the benefit of decision making by the Board of Directors of the Company and shareholders.

Term of office:

Assign the Directors of the Company holds the position for a term of 3 years. At every annual general meeting of shareholders, one-third of the total number of the Directors of the Company must retire from office. If the number of Directors is not evenly divided into three parts then the number nearest to one-third shall be issued. A retired Director may be re-elected.

The Board of Directors of the Company shall elect one member to be the Chairman. In case of the Board of Directors considers it appropriate to elect one or more Directors to be Vice chairman. It can be done, the Vice chairman has duties in accordance with the regulations in business which the Chairman assigned

If the position of the Director becomes vacant for other reasons in addition to retiring by rotation unless the remaining term of a Director is less than 2 months. The Board of Directors shall select a person who has qualifications and does not have prohibited characteristics under the law on public limited companies and the law on Securities Exchange and the Stock Exchange of Thailand as a Director at the next Board of Directors meeting. In this regard, the person who takes office as a replacement will be in the position of Director only for the remaining term of the director he replaces.

The resolution of the Board of Directors under the third paragraph shall consist of not less than three-fourths of the votes of the remaining Directors.

Dismissal:

In addition to vacating office upon expiration of the term as specified the Director of the Company will vacate office when:

- Resignation.
- Death.
- Lack of qualifications or having prohibited characteristics under the law on public limited companies and the law on Securities and Exchange.
- The shareholders' meeting passed a resolution to retire.
- The court ordered the dismissal.



Quorum and meeting:

The Company requires that the Board of Directors holds the meeting at least 4 times a year. Each time, the main agenda of the meeting must be clearly set in advance. And there may be special meetings to consider matters that are important or urgent. In determining the meeting agenda and considering the agenda items, the Chairman of the Board of Directors and the Managing Director will consider together.

In summoning a meeting of the Board of Directors, The Chairman of the Board of Directors or the Secretary of the Board of Directors by order of the Chairman of Board of Directors shall notify the Board of Directors at least 7 days prior to the meeting date. Except in case of urgent necessity, the meeting can be called by other means or the date of the meeting may be set earlier than scheduled. The secretary of the Board of Directors is assigned to assist in the work of scheduling meeting appointments and taking minutes of meetings.

In the Board of Directors of the Company meeting, there must be no less than half of the total number of Directors present at the meeting. All must be a quorum. In case of the Chairman is not present at the meeting or is unable to perform his duty. The Directors present at the meeting shall elect one Director to be the chairman of the meeting. The decision judgment of the meeting shall be based on a majority vote. One Director has one vote. In voting, if the votes are equal, the Chairman of the meeting shall have an additional vote, a decisive vote. One Director has one vote unless the Director of the Company who has an interest in any matter has no right to vote on that matter.

The Chairman of the Board or the Chairman of the meeting may prescribe the meeting to be held via electronic means by complying with the rules and procedures prescribed by law.

Reporting:

The Board of Directors of the Company must arrange for taking notes and preparing meeting minutes, keep the minutes of the meeting and meeting documents. Support and monitor the Board of Directors of the Company to perform their duties in accordance with the law, regulations and resolutions of the shareholders' meeting including coordinating with relevant parties.

Compensation:

Nomination and Remuneration Committee is the person to determine the remuneration and propose to the Board of Directors of the Company for approval to propose to the shareholders' meeting for approval.

