



# Charter of the Board of Directors

Singha Estate Public Company Limited

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Contents

	Page
1. Definitions	1
2. Objective	1
3. Composition	1
4. Qualifications	1
5. Appointment, Term of Office, and Resignation	3
6. Authority, Duties and Responsibilities	4
7. Meetings	7
8. Report of the Board of Directors	8
9. Performance Evaluation	8
10. Remuneration	8
11. Development of Director's Knowledge	9

## **1. Definitions**

"Company or Singha Estate" means Singha Estate Public Company Limited.

"Board or Board of Directors" means the Board of Directors of Singha Estate Public Company Limited.

"Director(s)" means a director of Singha Estate Public Company Limited.

## **2. Objective**

The Board represents shareholders, thus having a primary duty to determine the Company's directions, policies, vision, mission, values, strategies as well as operational goals and oversee the Company's operations to produce maximum investment returns and bring considerable benefits to the shareholders. The Board also occupies a crucial role in governing and monitoring the management performance to ensure fulfilment of the Company's policies and strategies. In addition, the Board must comply with applicable laws, the Company's objectives, Articles of Association, resolutions of the Board's meetings and shareholders' meetings, as well as recognizing the importance of good corporate governance, conflict of interest management, business ethics and code of conduct.

## **3. Composition**

3.1 The Board consists of at least 5 members with independent directors at least one-third of the total number of directors, but not less than 3 independent members. In addition, not less than half of the total number of directors must be resident in the Kingdom.

3.2 It is important to take account of board diversity in terms of gender, expertise, competency, and experience in various fields related to the Company's business operations.

3.3 The Board elects one member as chairman and another member may be elected as vice chairman and other positions as deemed appropriate. The vice chairman has duties as specified in the Company's Articles of Association and as assigned by the chairman of the Board.

3.4 The role of Board Chair must be distinguished from that of the Chief Executive Officer so that there is clear segregation of duties and to ensure checks and balances are in place to negate centralization of management power.

3.5 The Chief Executive Officer is, ex officio, appointed as a member of the Board.

## **4. Qualifications**

### **4.1 Directors**

- 1) Directors of the Company must be fully qualified and have no characteristics that are impermissible as stipulated under the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) including related notifications, regulations and/or requirements, and must not have an apparent lack of personal qualities

necessary to be entrusted with the task of administering a publicly owned business as prescribed in the Notification of the Securities and Exchange Commission.

- 2) Directors must be knowledgeable, competent, skillful, and experienced in fields useful to the Company's business. He or she must be a professional of integrity with ethical convictions and able to devote their time entirely to their duties and responsibilities. The Company will consider directors' qualifications irrespective of their gender identities, nationality, religion, age, and other fields of expertise.
- 3) Directors must assert leadership and have the ability to oversee the management's performance in an efficient and effective manner.
- 4) Directors must occupy directorship for not more than five SET-listed companies (counting the directorship appointed by the Company).

4.2 Independent Directors must have all the qualifications as stipulated by the Capital Market Supervisory Board other than the qualifications in the foregoing clause 4.1 as follows:

- 1) Independent directors must not hold the Company's shares of not more than 0.5% of the total voting shares, holding companies, subsidiaries, associates, major shareholders, or controlling persons of the Company. For this purpose, the shares held by related persons of individual independent directors are to be included.
- 2) Independent directors must not be or have ever been a director who takes part in management nor are they employees, staff members, advisers who are paid with a regular salary, or controlling persons of the Company, holding companies, subsidiaries, associates, sister companies, major shareholders, or Singha Estate's controller unless such status has ended for at least two years.
- 3) Independent directors must not have blood ties with nor register parental status as a father or mother, file for marriage registration of a spouse, apply for legitimation of siblings, or children, including the spouses of the children of other directors, executives, major shareholders, controlling persons, or those nominated as directors, executives, or controlling persons of the Company or its subsidiaries.
- 4) Independent directors must not have or have not ever had business relationship with the Company, the Company's holding companies, subsidiaries, associates, major shareholders, or controlling persons that may interfere in the use of its independent judgment. In addition, independent directors must not be or have not ever been significant shareholders, or controlling persons of those with business relationship with the Company, the Company's holding companies, subsidiaries, associates, major shareholders, or controlling persons unless such status has ended for not less than two years.

The foregoing relationships including commercial transactions in the ordinary course of business i.e. lease or renting out of properties, asset-related or service-related transactions, or giving or receiving financial assistance by way of loans, lending, surety or put up assets as collateral and such like all of which result in the Company or its contracting counterparty having obligations to pay to the other party the amount equivalent up to 3% of its net tangible assets or from 20 million baht (whichever is lower). The calculation of such debts shall be made in accordance with the method of calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board on Connected Transactions mutatis mutandis. However, such debt calculations shall include debts incurred during a year prior to the the business relationship date with the contracting party.

- 5) Independent directors must not be or have not ever been an auditor of the Company, the Company's holding companies, subsidiaries, associates, major shareholders, or controlling persons, nor are they not significant shareholders, controlling persons, or partners of auditing firms which have auditors of the Company, the Company's holding companies, subsidiaries, associates, major shareholders, or controlling persons unless such status has ended for not less than two years.
- 6) Independent directors must not be or have not ever been professional advisers, whether legal or financial, with a consulting fee of more than 2 million baht a year from the Company, the Company's holding companies, subsidiaries, associates, major shareholders or controlling persons, and are not significant shareholders, controlling persons, or partners of such professional advisers unless such status has ended for not less than two years.
- 7) Independent directors must not be directors appointed as the representatives of other directors of the Company, major shareholders, or shareholders related to the Company's major shareholders.
- 8) Independent directors must not engage in similar businesses and significantly competitive businesses with those of the Company, its subsidiaries and are not significant partners in partnerships, management directors, staff members, employees, advisers who are paid with a regular salary, or those holding more than 1% of the total voting rights in other companies engaging in similar businesses and significantly competitive businesses with those of the Company or its subsidiaries.
- 9) Independent directors must not display any characteristics that undermine their ability to venture independent opinions on the Company's business and operations.

## 5. Appointment, Term of Office, and Resignation

### 5.1 Appointment

1. The appointment of directors shall be made in accordance with the laws, articles of association of the Company and related regulations involving in a transparent and clear process.
2. In case directors retire by rotation, the Shareholders' Meeting shall consider the appointment of directors by the majority votes of the shareholders attending the meeting and casting their votes. If there is an equal number of votes, The Chairman of the meeting shall cast another vote as a decisive vote.
3. In the event that the position of director is vacated for reasons other than the term completion, the Board shall follow the recommendations of the Nomination and Remuneration Committee to consider and appoint a qualified person who does not have any prohibited characteristics as a replacing director at the next board meeting. Unless the term of office of the outgoing director is less than 2 months, the replacing director shall assume directorship only as long as the remaining term of the outgoing director whereby resolution to appoint a replacing director must be adopted by not less than three-fourths of the votes of the remaining Board members.

#### 5.2 Terms of Office

- 1) The directors can serve the office no longer than three years each term and can be re-elected to resume office.
- 2) At every annual general meeting of shareholders, at least one third of the directors must retire from office. If the number of directors cannot be divided into three parts, then the closest numbers to one third of the Board members shall retire.
- 3) Directors who retire from office in the first year and the second year following the Company's establishment shall be determined by drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire. A retiring director may be eligible for re-election.
- 4) Independent directors can serve up to three consecutive terms.

#### 5.3 Vacation of Office

- 1) Besides completing their terms, directors may vacate their positions in the following cases:
  - 1.1) Death
  - 1.2) Resignation
  - 1.3) Lack of qualifications or having prohibited characteristics under the Public Limited Companies Act
  - 1.4) Dismissal by shareholders' votes.
  - 1.5) Court order.

- 2) Directors who wish to leave their positions are to tender resignation to the Company, with effect from the date of the Company's receipt of the resignation notice. The resigning directors may also notify the public limited company registrar for acknowledgement.
- 3) If the entire Board vacate their positions, they are required to remain in office to carry on business only as essential as it is until a new Board takes office, except otherwise ordered by the court. The Board that vacates their positions are required to hold a shareholders' meeting to elect a new Board within one month after the vacation of office by sending a meeting notice to the shareholders not less than 14 days ahead of the meeting date with advertisement of the notice in newspapers for three consecutive days and no less than three days ahead of the meeting date.
- 4) The shareholders' meeting may decide to have any director leave his or her position before term completion with a vote of no less than three-quarters of the shareholders attending the meeting and eligible to vote, which is no less than half of the total shares of the shareholders attending the meeting and eligible to vote.

## **6. Authority, Duties and Responsibilities**

### **6.1 Board of Directors**

1. To perform duties in accordance with the laws, objectives and articles of association of the Company, as well as the resolutions of the Board of Directors' meetings with duty of care, accountability and business ethics in the best interest of all shareholders.
2. To review and steer the Company's vision, mission, values, strategies, and operational goals that are significant every year to commensurate with the changing economic, marketing, and competitive conditions based upon ethics and impacts on society and environment, including setting financial objectives, various business plans and annual budgets of the Company as well as managing key resources to achieve objectives and goals together with overseeing the administration and management of the Executive Committee and the Company's management to closely respond to the specified strategies and budgets in an efficient and effective manners.
3. To follow up on various operations of the Company, subsidiaries and associates on a regular basis to ensure that operations are performed in line with the Company's goals including business obstacles and problems that may occur are tackled in a timely fashion.
4. To define and amend the Company's authorized signatory pursuant to the Company's Articles of Association and relevant laws.
5. To consider actions in relation to the acquisition or disposition of assets and connected transactions in accordance with the regulations of the Stock Exchange of Thailand, including investments with the value of exceeding THB1,000 million, and significant transactions of the Company, subsidiaries and associated companies as follows:

5.1 In case of the Company, its subsidiaries and associate companies that are not listed companies

To consider and approve the above transactions in accordance with applicable laws, notifications and/or regulations, as well as the Company's Articles of Association and related delegation of authority matrix.

5.2 In case of subsidiaries and associated companies that are listed companies

To consider and comment on the above transactions to guide the representative director into action. The approval of such transactions must be granted in accordance with applicable laws, notifications and/or regulations, including the Company's Articles of Association and its delegation of authority matrix.

6. To consider an appointment chairman and members of the sub-committees, including the chairman of the Executive Committee to support the works under the responsibility of the Board of Director as deems appropriate and necessary, whereby the Board of Directors has a duty to monitor the performance of the sub-committees and the Executive Committee on a regular basis.
7. To consider and appoint a qualified person to serve as Chief Executive Officer to fill the vacancy.
8. Independent directors shall freely exercise their discretion in defining strategies, execution, resources consumption, director appointment, and setting of business standards. They must be encouraged to object any actions by the management or other directors if they disagree with the matters affecting the equitability of all shareholders.
9. To arrange for information disclosure to shareholders and all stakeholders in an accurate, complete, transparent, credible, timely, and equitable way.
10. To ensure implementation of credible accounting, financial reporting, and audit system and to ensure efficiency and effectiveness of the processes of assessing the suitability of internal control and internal audit, together with financial reporting and monitoring.
11. To provide an appropriate and effective risk management processes to assess, monitor and manage aspects.
12. To appoint a company secretary to manage the Board of Directors' activities and ensure compliance with laws and related requirements on the part of the Board of Directors duties.
13. To provide written corporate governance and code of conduct policies and make sure they percolate through the organization so that all associates are well informed and strictly abide by, monitor their compliance including fostering corporate culture and regularly reviewing the policies.
14. To consider a nomination of a qualified individual to appointed as a representative director or a representative in proportion of the Company's shareholding in the Company's subsidiaries and



associate companies which are listed companies to ensure adoption of their policies and their businesses operation are in the same direction as the Company.

15. To consider annual dividend payment, selection and nomination of auditors and appropriate auditors' remuneration to propose to a general meeting of shareholders for approval or where necessary approve the interim dividend payment of the Company.
16. To ensure a certain reporting process of the Audit Committee to the Board of Directors; in the event that the Audit Committee encounters suspicious of certain actions that can significantly affect the Company's financial position and performance, the Board of Directors must take corrective actions within an appropriate time frame as the Audit Committee deemed appropriate.
17. To provide for a succession plan of the Company's senior executives.
18. To regularly review and update important policies to keep pace with latest developments and in line with current business conditions.
19. To approve charters of all sub-committees and ensure the charters are reviewed and updated in conformity with the rules, regulations and corresponding to changing circumstances.
20. Can seek independent opinions from any other professional advisors when it is necessary for carrying out the business at the Company's expenses.
21. To perform any other duties related to the Company's business as assigned by the shareholders.
22. Independent directors may be assigned by the Board of Directors to make decisions on the operations of the Company, its parent company, subsidiaries, associated companies, same-tiered subsidiaries, the company's major shareholders or controlling persons through a collective decision.
23. To steer the governance to prevent conflicts of interest among the Company's stakeholders.
24. To review the Charter of the Board of Directors at least once a year.

#### 6.2 Chairman of the Board has duties to

1. Chair the Board of Directors' Meeting and call the Board of Directors' meeting by assigning the company secretary to send a meeting notice at least 7 days prior to the date of the meeting to give the Company's directors sufficient time to study, consider and make the right decisions on agenda matters at the Board of Directors meeting.
2. Determine agendas together with the Chief Executive Officer.
3. Run the meeting in an efficient manner by allocating proper time for the management to present information, supporting and allowing directors to ask questions and express their opinions independently, taking control of the issues in the discussion and summarizing the resolutions of the meeting.

4. Encourage the Company's directors to attend the shareholders' meeting and act as chairman of the meeting to run the meeting in an efficient manner and field shareholders' questions.
5. Play an important role in promoting and supporting the Company's directors to comply with good corporate governance principles and perform their duties in accordance with the scope of duties and responsibilities of the Board of Directors under the law, as well as strengthening good relationships between the Board of Directors and the management.
6. Communicate important information to the Board of Directors.

## **7. Meetings**

- 7.1 The Board meets at least every three months and can schedule extraordinary meetings if necessary. Every year the Board schedules meetings in advance to ensure that the Board members can allocate their time for the meetings.
- 7.2 Two or more directors may request convening a Board of Directors meeting. The Chairman shall fix a date of the meeting within 14 days from the date of the request.
- 7.3 To constitute a quorum, at least half of the total number of directors must be present. The Chairman presides over the meeting. If the Chairman cannot perform his or her duty, he or she may designate the Vice Chairman to take his place. In the case that there is no Vice Chairman, or the Vice Chairman cannot perform his duty, the directors present at the meeting shall among themselves elect any one of them to preside over the meeting.
- 7.4 All resolutions of the Board meeting shall be decided by a majority of the votes of the directors present. In the case of a tie in votes, the Chairman of the meeting shall cast one extra vote as a decisive vote. Any director who has an interest in any resolution is not entitled to vote on such agenda matter.
- 7.5 The Company Secretary will send an invitation letter outlining date, time and venue and matters for the Board meeting to all directors at least seven days in advance prior to the meeting date to ensure directors have sufficient time to study the materials before each meeting, except for an emergency case where the Company's interest must be protected, in which case the Company may tender a notice of invitation to the Board meeting by other means and give a shorter notice period.
- 7.6 During the meeting, the Chairman allocates sufficient time for and encourages all directors to freely express their views and ask questions, encourages executives or concerned management to participate in the meeting to provide information or explanation of related issues, and controls the meeting to be brief and completed in the allotted time frame.
- 7.7 Non- executive directors shall meet separately in the absence of executive directors and the management at least once a year to discuss or exchange their views on any issues related to their responsibilities.

7.8 The Company Secretary must ensure the meeting minutes are composed and completed within 14 days after the meeting, and then presented to all directors. The meeting minutes include details of proposals, opinions of the Board, and resolutions, and are to be systematically filed along with accompanying documents.

## **8. Report of the Board of Directors**

The Board of Directors shall report the responsibilities and performance of the Board of Directors in the financial reports, in conjunction with the auditor's report in order to inform shareholders in the annual form (Form 56-1) and the Annual Report (Form 56-2) of the Company, with at least details as required by law, rules or related regulations.

## **9. Performance Evaluation**

9.1 The Board of Directors shall conduct annual performance assessments in two categories as follows:

- 1) Performance evaluation form of the Board of Directors and sub-committees (Individual committee)
- 2) Performance assessment form of individual directors (self-assessment)

9.2 The Company Secretary shall deliver an assessment form approved by the Nomination and Remuneration Committee to all directors to conduct an assessment at the end of the year and submit the report to the Nomination Committee for consideration of the remuneration of the directors each year and report the results of the assessment to the Board of Directors, as well as discussing the guidelines for further development and disclosing the results in the annual registration form (Form 56-1) and the Annual Report (Form 56-2).

## **10. Remuneration**

10.1 Directors' fee and remuneration shall be decided by the Shareholders' Meeting.

Directors are entitled to receive remuneration from the Company in the form of monetary rewards, meeting allowance, fee, bonus or other benefits in accordance with the Company's Articles of Association or as the shareholders' meeting will consider, which may be a fixed amount or set out as criteria and can be laid down from time to time or permanently until further notice. In addition, directors will be entitled to allowances and welfare benefits in accordance with the company's rules and regulations.

The foregoing paragraph shall be without prejudice to rights of staff and employees of the Company, who are elected as directors to receive compensation and benefits as staff or employees of the Company.

The remunerations under paragraph one and paragraph two above shall not be made contrary to the qualifications of independent directors holding directorship as required by the Securities and Exchange Act.

10.2 The Nomination and Remuneration Committee considers the appropriate remuneration rate for the Board of Directors and proposes to the Board of Directors' meeting for approval before submitting to the shareholders' meeting for consideration of the remuneration of directors.

#### **11. Development of Director's Knowledge**

11.1 The Company encourages new directors to attend orientation in order to learn about the Company's business and the scope of authority, duties and responsibilities of the Board of Directors and other information related to the Company's business operations.

11.2 The Company encourages the Board of Directors to consistently develop their knowledge and capabilities by encouraging directors to attend training courses or seminars that extend the director's operational knowledge.

Promulgated on 8 March 2021

(Mr. Chutinant Bhirombhakdi)  
Chairman of the Board of Directors  
Singha Estate Public Company Limited