

## CHARTER OF THE BOARD OF DIRECTORS

### 1. Objective

The Board of Directors is responsible for defining the Company's policies, vision, strategies, goal, mission, business plan, and budget. Moreover, the Board of Directors also has responsibility to direct the Company's Management Team to effectively manage the Company under the policies in accordance with the laws, objective, regulations, and the resolutions of the Shareholders' Meeting with high responsibility, honest, cautious, under a good corporate governance in order to create economic value added to the Company and the confidence to the shareholders.

### 2. Composition of the Board of Directors

2.1 The Board of Directors composes of directors with knowledge, ability and experiences in running business, categorized into 2 groups;

- 1) Non-Executive Directors means outside directors who are not the Company's executives or employees, nor executive directors, nor authorized directors which can be either Dependent Directors or Independent Directors.
- 2) Executive Directors means directors who are involved in routine operation and management as well as being authorized directors. The Executive Directors are knowledgeable and able to provide in-depth comment regarding to steel industry as well as formulate strategic business plan, while non-executive and independent directors have good knowledge and understanding of the overall industrial sector, finance and banking, asset management, auditing, law, and others, so as to encourage creative opinion expression in the Board of Directors' meetings. The Board of Directors shall make decision for the best benefits of the Company.

2.2 The Board of Directors comprise at least 5 directors who are appointed by the Shareholders' Meeting or the Board of Directors Meeting as the case may be, having at least 1 out of 3 directors being an Independent Director and not less than 3 Independent Directors.

2.3 No less than half of the Directors must be Thai residents.

2.4 The Board of Directors must be board diversity in qualifications, genders, ages, skills, and expertises, and comprise at least 3 directors who have in depth in the main business of the Company and at least 1 director experts in accounting and finance field.

2.5 The directors of the Company do not have to be shareholders of the Company.

### 3. Qualification

3.1 The directors must be a natural person with the following qualifications;

- 1) become *sui juris*;
- 2) not be a bankrupt, an incompetent person or a quasi-incompetent person;

- 3) not have been imprisoned by a final judgment to a term of imprisonment for an offence against property committed dishonestly;
  - 4) not have been punished by an expulsion or removal from the governmental service or a State organisation or agency on the ground of corrupt practices in official duties.
- 3.2 The directors must be knowledgeable and competent which benefit to the business operation, honest, ethnic, and able to dedicate their time for the Company.
- 3.3 The directors can hold position of directors at other companies, but must not affect to the responsibility of being the director of the Company, having condition of not being a director for more than 5 listed companies in the Stock Exchange of Thailand.
- 3.4 The directors must not hold position of director in other companies that operate in the same industry or compete with the Company, except for the companies that the Company or subsidiaries invest in, or unless such fact has been notified to the meeting of shareholders prior to the resolution electing such director.
- 3.5 Independent Directors mean directors that are independent from the control of the Executives, Major Shareholders and not having any effect to the decision of the Executives and have specifications as follows;
- 1) Hold not exceeding 0.5% of the total voting shares of the Company, its subsidiary, associate company, nor being a major shareholder or controlling person, including shares held by their related persons (under Section 258 of Securities and Exchange Act).
  - 2) Not being or having been an executive director, employees, staff, advisor earning regular monthly salary or the controlling person of the Company, subsidiary, associate company and no benefit or is not stakeholders, unless the foregoing status has ended for at least 3 years.
  - 3) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of the child, to executives, major shareholders, controlling person, or persons to be nominated as executive or controlling person of the Company or its subsidiary.
  - 4) Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least 3 years prior to the date of appointment as independent directors.

The foregoing business relationship shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or

extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the Company or from 20 million Baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year prior to the date of establishing the business relationship with such person.

- 5) Not being or having been an auditor of the Company, subsidiary, associate company, major shareholder, or controlling person, and not being shareholder.
- 6) Not being a person who is appointed as the representative of the Director of the Company, major shareholders or shareholders who is a connected person of a major shareholders.
- 7) Not having any other characteristics that cause the inability to express independent opinions.
- 8) Be capable in protecting all shareholders' benefits equally and supervising in order to prohibit any conflict of interest between the Company and related persons, and able to attend the meetings of the Board of Directors in order to make a decision on significant issues.
- 9) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than 2 million Baht per year by the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than 3 years prior to the date of appointment as independent directors.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provision of professional services at a value exceeding the specified amount under 4) or 9), the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended), the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:

- (a) the nature of the business relationship or professional services that deems such person to have characteristics not in compliance with the specified regulations;
- (b) the reason and necessity for keeping or appointing such person as an independent director;
- (c) the opinion of the board of directors of the Company concerning the proposal to appoint such person as an independent director.

Furthermore, this definition of independent directors has been revised so as to be stricter than that defined by the SEC.

#### 4. Term of Service

- 4.1 In every Annual General Meeting, one-third of the number of directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office.
- 4.2 The directors to vacate office in the first and second years following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office. The director who vacates office may be re-elected.
- 4.3 In the case where the office of a director becomes vacant by any reason other than the expiration of the term, the board of directors shall elect a person possessing the qualifications under the law as a replacing director at the next meeting of the board of directors. The replacing director shall hold office only for the remaining term of the replaced director. Unless the remaining term of office of such director is less than two months, the Board of Directors shall not have to select the acting director.
- 4.4 Any director intending to resign shall submit a resignation letter to the company not less than 30 days. The resignation takes effect as from the date on which the resignation letter reaches the company.
- 4.5 The expiration of the term
  - 1) A director vacates office upon: vacate office at the expiration of the term;
  - 2) being disqualified under clause 3 and being disqualified or being under any of the prohibitions under Public Limited Companies Act;
  - 3) being removed by a resolution of a meeting of shareholders;
  - 4) being removed by an order of the Court;
  - 5) death;
  - 6) resignation

#### 5. Duties and Responsibilities

- 5.1 Supervise and manage the operations of the Company in accordance with the law, regulations, policies against corruption and Articles of Association as well as a resolution of the shareholders' meeting, protect the interests of the Company and its shareholders on the basis of the principles of corporate governance and disclose sufficiently accurate, standardized and transparent to shareholders and related parties.

- 5.2 Define vision, mission and strategic direction of the company, including review vision, mission and strategy regularly to ensure compliance with the company's business plan.
- 5.3 To consider and approve the budget and operations of the company, including the use of company resources.
- 5.4 The Board of Directors has the power to sell or mortgage any immovable property of the company or any of the real estate rental companies over 3 years, give or compromise, or filed in any court, arbitrator, or both, under the enforcement of the public limited company law.
- 5.5 Arrange a meeting of shareholders at the Annual General Meeting not later than 4 months after the year-end closing of the company and arrange Extraordinary General Meeting of Shareholders when it is needed.
- 5.6 Ensure that the communication with shareholders and stakeholders of each company is appropriate.
- 5.7 Provide accounting system, financial reporting and auditing as well as ensure that the system of internal control and internal audit is efficient and effective.
- 5.8 Provide the statement of financial position, Cash Flow Statement and the income statement at the end of the accounting year of the Company, offer to the shareholders in the Annual General Meeting to consider and approve the Balance Sheet, Cash Flow Statement, and profit and loss statement. The Board of Directors shall arrange for the audit to be completed prior to submission to the Shareholders' Meeting.
- 5.9 Provide financial reports and other information important to shareholders with accurate, complete and adequate with verification and monitoring data reports.
- 5.10 Oversee and manage conflicts of interest that may arise in related party transaction.
- 5.11 Establish a committee such as the Risk Management Committee, the Nomination and Remuneration Committee, Corporate Governance Committee, with monitoring and supervision.
- 5.12 Provide guidelines for comprehensive risk management and the management systems or an effective process for managing risk to control and audit the preparation of financial controls, operational and regulatory performance including control and risk management.
- 5.13 Ensure the Nomination and Remuneration Committee to be transparency and independence in performing their duties, taking into account the specifications as defined by the Company and according to the principles of good governance set by the Stock Exchange of Thailand.
- 5.14 Provide supporting policy and promote the implementation of good corporate governance principles in the management and operation of the Board of Directors, the management and staff substantially to ensure the organization will be managed in a transparent and fair to all stakeholders supporting by anti-corruption policy in

accordance with the principles of corporate governance to build confidence among shareholders, investors and stakeholders.

- 5.15 The Board of Directors has the authority to appoint members of the board of directors to be Executive Committee to control the management of the company. The Executive Committee shall report to the Board of Directors.
- 5.16 The Board of Directors has the authority to appoint any person as a Chief Executive Officer to manage the affairs of the company under the control of the Board which can be withdrawn by the Board of Directors.
- 5.17 The Board of Directors must inform the Company without delay if there is an interest in a contract made by the Company, directly or indirectly, shares or debentures, increase or decrease in the Company or its affiliates.

## 6. Meetings of the Board of Directors

- 6.1 The board of directors must meet at least once every three months at the locality where the principal business office of the company is located or in any nearby location. The meeting dates are scheduled in advance throughout the year. The additional meetings may be scheduled at as it deems appropriate.
- 6.2 At least 2 directors can request to hold a Board of Directors Meeting, however, the chairman of the board or the person entrusted shall fix the date of the meeting within 14 days as from the date of the request.
- 6.3 In summoning a meeting of the board of directors, the chairman of the board or company secretary shall send a written notice summoning a meeting to directors, with an indication of the place, date, time and agenda of the meeting not less than 7 days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.
- 6.4 At a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. The chairman of the board shall preside over a meeting. In the case where the chairman of the board is not present at the meeting or is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.
- 6.5 The director who has any interest in a particular matter may not vote on such matter.
- 6.6 The resolution of the Board of Directors Meeting shall be majority voting, in casting votes, each director shall have one vote. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote.

## 7. Reporting of the Board of Directors

The Board of Directors must report to the shareholders in the annual information form (Form 56-1) and the annual report (Form 56-2) of the company with details in accordance with the law, rules or regulations prescribed.

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

The Directors shall evaluate their own performance at least once a year and summarize the results to the Company Secretary to compile the evaluation results and analysis in order to identify for any improvement on the performance of the Board of Directors.

## **9. The Board of Directors' Remuneration**

The Board of Directors will receive the remuneration as approved by the general meeting of shareholders.

The Charter has been approved by the Board of Directors meeting No. 1/2566 held on 24 February 2023, and shall be effective from 24 February 2023 onwards.

*- Signature -*

(Mr. Christopher Michael Nacson)

Chairman of the Board of Directors