

Charter of the Board of Directors Symphony Communication Public Company Limited (Revised Edition 2025)

(Approved by the resolution of the Board of Directors' Meeting No. 6/2025 held on 14 November 2025 and takes effect from 14 November 2025 onwards.)

Charter of the Board of Directors

The Board of Directors, as the representative of the shareholders, plays a crucial role in defining the company's vision, mission, objectives, policies, directions, and strategies. The Board is also responsible for ensuring that the company's operations are conducted in strict compliance with applicable laws, the company's objectives and articles of association, as well as the resolutions of the shareholders' meetings. The Board shall perform its duties with integrity, responsibility, prudence, and due care in accordance with the good corporate governance principles and the highest ethical standards, for the utmost benefit of the company and its shareholders.

1. Objective

The Board of Directors of Symphony Communication Public Company Limited (hereinafter referred to as "**the Company**") has established the Board of Directors Charter as a framework to guide the performance of duties and responsibilities of the Board in accordance with applicable laws, rules, regulations, and good corporate governance principles. The Charter is intended to promote efficiency, transparency, and accountability in the Board's operations.

This Charter also aims to provide clarity and understanding to all relevant parties and stakeholders regarding the composition, qualifications, authorities, duties, and responsibilities of the Board of Directors, thereby ensuring that the Company's corporate governance practices are conducted appropriately and in alignment with the good corporate governance principles.

2. Structure and Composition of the Board of Directors

- 2.1 The Board of Directors shall consist of not fewer than five (5) members, with a number appropriate to the size and nature of the Company's business. Directors may or may not be shareholders of the Company. At least one-half of the total number of directors must have residence within the Kingdom of Thailand.
- 2.2 The Board of Directors shall comprise executive directors, non-executive directors, and independent directors. Independent directors shall constitute at least one-third (1/3) of the total number of directors and shall not be fewer than three (3) in total. In addition, at least one (1) non-executive director shall possess relevant experience in the Company's core business or industry.
- 2.3 The Board of Directors shall be composed of qualified individuals with diverse knowledge, expertise, and experience beneficial to the Company's business operations, without discrimination based on gender, age, nationality, race, religion, educational background, professional skills, or any other specific attributes.
- 2.4 The Board shall elect one director, who may be an independent or a non-executive director, to serve as the Chairman of the Board. The Chairman shall act as the leader of the Board in overseeing the management to ensure

alignment with the Company's objectives. The Chairman of the Board shall not concurrently hold the position of Chief Executive Officer.

If deemed appropriate, the Board may appoint one or more directors as Vice Chairmen or assign any director to perform other duties as determined by the Board.

- 2.5 The Board of Directors may appoint a person to serve as Secretary to the Board of Directors, who may or may not be a director.

3. Qualifications of Directors

- 3.1 A director must be a natural person and must:
- (a) reach the age of full legal capacity;
 - (b) not be an undischarged bankrupt, an incompetent person, or a quasi-incompetent person;
 - (c) not have been convicted by a final judgment of imprisonment for an offence involving fraudulent property-related conduct;
 - (d) not have been dismissed or forced to resign on grounds of dishonesty or misconduct; and
 - (e) not engage in any business of the same nature and in significant competition with that of the Company or its subsidiaries, nor be a partner in a partnership, a director with managerial participation, an employee, an officer, or advisor receiving regular remuneration, or a shareholder holding more than one percent (1%) of the total number of voting shares in any other company operating a business of the same nature and in significant competition with the business of the Company or its subsidiaries, whether for personal benefit or for the benefit of others, unless such facts have been disclosed to the shareholders' meeting prior to the resolution of appointment.
- 3.2 A director must possess full qualifications and must not have any prohibited characteristics as prescribed under Section 68 and 86 (paragraph one) of the Public Limited Companies Act, the Telecommunications Business Act, and other relevant laws. A director must also not possess characteristics indicating a lack of integrity or suitability for being entrusted with the management of a company in which the public are shareholders, as defined in Section 89/3 of the Securities and Exchange Act, or under any rules, notifications, or regulations issued by the Stock Exchange of Thailand ("**SET**"), the Office of the Securities and Exchange Commission ("**SEC**"), or the Capital Market Supervisory Board.
- 3.3 A director must possess knowledge, expertise, skills, and experience that are beneficial to the Company's business operations and align with its direction and strategies. A director must also demonstrate responsibility, broad vision, and a positive attitude toward the organization.
- 3.4 A director must have good character, integrity, and an ethical working record, and must perform duties with honesty, prudence, and due care. A director must

devote sufficient time, effort, and attention to the assigned responsibilities and attend Board meetings regularly.

- 3.5 A director must be capable of expressing opinions, asking questions, and exercising sound judgment independently and forthrightly, and must have the courage to dissent from other directors or management when actions may affect the best interests of the Company, shareholders, or stakeholders.
- 3.6 A director must possess leadership qualities, emotional maturity, and effective listening skills, and be able to supervise management efficiently and effectively.
- 3.7 For an independent director, he or she must fully meet the qualifications of an independent director prescribed by the Company, which are more stringent than those required by the SEC and the SET, including but not limited to the following:
- Hold not more than 0.5 percent (0.5%) of the total voting shares of the Company, its parent company, subsidiary, associate, major shareholder, or controlling person, including shares held by related persons.
 - Is not, or has never been, an executive director, employee, staff member, advisor receiving regular remuneration, or a controlling person of the Company, its parent company, subsidiary, associate, major shareholder, or controlling person, both at present and for at least two (2) years prior to the appointment as an independent director.
 - Is not a person related by blood or legal registration as a father, mother, spouse, sibling, child, or spouse of a child of any other director, executive, major shareholder, controlling person, or any person nominated to become a director, executive, or controlling person of the Company, its subsidiaries, or associates.
 - Has no current or prior business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons that may impair independent judgment, and is not significant shareholder, (holding more than 10 percent (10%) of the total voting shares of the Company, including those held by related persons), or controlling person of any entity having a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, both at present and for at least two (2) years prior to appointment as an independent director.
- □ For the purpose of this provision, a “*business relationship*” shall include commercial transactions conducted in the ordinary course of business, lease or sublease of immovable property, transactions involving assets or services, or the provision or receipt of financial assistance through lending, guarantees, or the use of assets as collateral, or other similar circumstances that result in indebtedness between the Company and the counterparty amounting to three (3) percent (3%) or more of the Company’s net tangible assets or twenty million baht, whichever is lower. The calculation of such indebtedness shall follow the method prescribed under the Notification of the Capital Market

Supervisory Board regarding rules on connected transactions, including indebtedness incurred during the one (1) year period preceding the date of the business relationship with the same counterparty.

- Is not, or has ever been, an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, and is not a significant shareholder, controlling person, or partner of the audit firm in which the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons is employed, both at present and for at least two (2) years prior to appointment as an independent director.
- Is not be, or has ever been, a professional service provider, including a legal or financial advisor receiving service fees exceeding two million Baht per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, and is not a significant shareholder, controlling person, or partner of such professional service provider, both at present and for at least two (2) years prior to appointment as an independent director.
- Is not a director appointed to represent directors, major shareholders, or shareholders related to major shareholders of the Company.
- Does not engage in a business of the same nature and in significant competition with the business of the Company or its subsidiaries, and is not a significant partner in a partnership, an executive director, employee, staff member, advisor receiving regular remuneration, nor a shareholder holding more than one percent (1%) of the total voting shares in any company operating a business of the same nature and in material competition with the Company or its subsidiaries, including shares held by related persons of such independent director.
- Does not have any other characteristics that may impair the ability to express an independent opinion concerning the Company's operations.

Upon appointment, an independent director may be assigned by the Board to make decisions regarding the business operations of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling persons. Such assignment shall not be deemed to compromise the independence of the independent director.

4. Tenure and Termination of Directorship

- 4.1 The tenure of directors shall be in accordance with the Public Limited Companies Act and the Company's Articles of Association. At every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire by rotation. If the number of directors cannot be divided exactly into three parts, the number of directors to retire shall be the closest to one-third (1/3). Directors who have been in office the longest shall retire first. A retiring director shall be eligible for re-election.

Independent directors may serve for a cumulative term not exceeding nine (9) years from the date of their initial appointment as independent directors. An independent director who has served for more than nine years may be retained if the Board of Directors resolves that such director has made significant contributions to the Company and remains suitable to continue serving in that capacity, and that their extended tenure will not compromise their independence. In such cases, the Board shall provide a clear rationale for the extension and submit the matter for approval at the shareholders' meeting for the re-appointment of such independent director.

- 4.2 In addition to retirement by rotation, a director shall vacate office upon the occurrence of any of the following events:
- (a) death,
 - (b) resignation,
 - (c) disqualification or possession of prohibited characteristics as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, the Telecommunications Business Act, or any other applicable laws.
 - (d) removal by a resolution of the shareholders' meeting passed by not less than three-fourths (3/4) of the total number of shareholders attending the meeting and entitled to vote, and by shareholders holding not less than one-half (1/2) of the total number of shares held by shareholders attending the meeting and entitled to vote; or
 - (e) removal by a court order.
- 4.3 A director wishing to resign shall submit a written resignation letter specifying the reasons for resignation to the Company Secretary. The resignation shall take effect from the date the resignation letter is received by the Company Secretary.
- 4.4 In the event that a directorship becomes vacant for reasons other than retirement by rotation, the Board of Directors may, at the next Board meeting, appoint a qualified person who possesses no prohibited characteristics under the applicable laws to fill the vacancy, unless the remaining term of office of the director who has vacated the position is less than two (2) months. The resolution of the Board of Directors regarding such appointment shall be passed by not less than three-fourths (3/4) of the total number of directors remaining. The person so appointed shall hold office only for the remaining term of the director whom he or she replaces.

5. Directorship in Other Entities

- 5.1 Independent directors and non-executive directors of the Company may hold directorship positions in no more than five (5) companies listed on the Stock Exchange of Thailand.
- 5.2 Executive directors of the Company may hold directorship positions in no more than two (2) companies listed on the Stock Exchange of Thailand.
- 5.3 The Board of Directors may appoint directors to serve as directors in the Company's subsidiaries and/or associated companies in order to ensure that the

governance and operational policies of such entities are aligned with the policies and objectives of the Company.

All such external directorships must not interfere with the directors' ability to perform their duties for the Company and must comply with the guidelines prescribed by the SEC and the SET.

6. Roles, Duties and Responsibilities of the Board of Directors

6.1 Assuming Responsibility as Organizational Leader in Creating Sustainable Value:

- Perform duties in the best interests of the Company and its shareholders with responsibility, prudence, and due care (Duty of Care); with honesty and integrity (Duty of Loyalty); in compliance with applicable laws, the Company's objectives, the Articles of Association, resolutions of the Board of Directors, and resolutions of shareholders' meetings (Duty of Obedience); and disclose information to shareholders accurately, completely, transparently, in a verifiable and timely manner (Duty of Disclosure).
- Oversee the Company to ensure good management and operations that are competitive, deliver sustainable growth in performance, and are adaptable to changing circumstances. The Board shall ensure that the Company respects the rights and responsibilities of shareholders and stakeholders, contributes positively to society, and minimizes negative environmental impacts.
- Establish and foster a corporate culture that is rooted in ethics. The Board shall ensure that policies and practices are developed in writing, such as corporate governance policy, business codes of conduct, and other key policies, communicated effectively, implemented in earnest, and reviewed on a regular basis, at least annually.
- Clearly define and distinguish the roles, duties, and responsibilities of the Board and management. The Board shall also provide oversight and regular monitoring of the performance of the Chief Executive Officer, and the management team.
- Act as leaders and role models, while encouraging and supporting executives and employees to understand and comply with laws, rules, regulations, corporate governance policy, business codes of conduct, workplace standards, and the Company's practices. This ensures that all personnel play an active role in promoting an ethical corporate culture and good corporate governance.

6.2 Defining Objectives that Promote Sustainable Value Creation:

- Deliberate and establish a clear vision, mission, objectives, and both financial and non-financial key goals that create value for the Company, stakeholders, and society as a whole. These shall be regularly reviewed, at least once every fiscal year, to ensure alignment with changing environmental conditions and factors that may affect the business and stakeholders. The Board shall also

oversee the effective communication and dissemination of the vision, mission, objectives, and goals throughout the entire organization.

- Consider and approve the Company's strategies, business plans, and annual budget as proposed by management. The Board shall oversee and ensure that such strategies and plans are clear, measurable, appropriate to the business environment and the Company's capabilities, aligned with the Company's vision, mission, objectives, and goals, and aimed at maximizing the Company's economic value, enhancing shareholder wealth, and benefiting all stakeholders.

6.3 Strengthening Board Effectiveness:

- Consider and determine, as well as regularly review, the structure of the Board of Directors, including the number of directors, the proportion of independent directors, qualifications, and diversity, to ensure alignment with the Company's business operations.
- Oversee the establishment of clear and transparent policies and procedures for the nomination and appointment of individuals to serve as directors of the Company.
- Consider the appointment of sub-committees and their chairpersons to support and assist the Board in the performance of its duties. The Board shall ensure that each sub-committee has a written charter clearly defining its authority, duties, and responsibilities, and shall monitor the performance of each sub-committee on a regular basis.
- Oversee the establishment of appropriate policies and criteria for the remuneration of directors and members of sub-committees. The Board shall consider the structure and level of both monetary and non-monetary remuneration and submit such matters for approval by the shareholders' meeting.
- Devote sufficient time to the discharge of directorial duties and attend all Board meetings and shareholders' meetings, unless there is a force majeure event. Each director must attend at least seventy-five percent (75%) of the total number of Board meetings held during the year.
- Continuously develop knowledge, skills, and effectiveness in performing duties by attending relevant training programs, meetings, or seminars related to directors' roles and responsibilities on a regular basis.
- All newly appointed directors must participate in a director orientation program to familiarize themselves with the Company's vision, mission, objectives, goals, business strategies, key operations, and the duties and responsibilities of directors of a public limited company and a listed company.
- Establish a performance evaluation process for the Board of Directors and sub-committees, comprising both a collective self-assessment and an individual self-assessment. Such evaluations shall be conducted at least once a year.

- Consider the appointment of a Company Secretary to advise and support the Board in performing its duties in accordance with the Company's Articles of Association, applicable laws, rules, and regulations, as well as good corporate governance principles. The Board shall also encourage and support the Company Secretary to participate in relevant meetings, training programs, and seminars, and to continuously develop knowledge beneficial to the performance of their duties.

6.4 Ensuring Effective CEO and People Management:

- Consider the appointment and determine the authority, duties, and responsibilities of the Chief Executive Officer.
- Oversee the establishment of an effective annual performance evaluation process for the Chief Executive Officer.
- Oversee the determination of an appropriate structure and level of remuneration for the Chief Executive Officer. Such remuneration shall be commensurate with their responsibilities and performance and shall be designed to incentivize the achievement of both short-term and long-term organizational objectives.
- Oversee and monitor the development of succession plans for the positions of Chief Executive Officer and other key positions to ensure continuity and smooth leadership transitions.
- Encourage and support the Chief Executive Officer to regularly attend relevant meetings, training programs, and seminars to continuously enhance his or her knowledge, skills, and effectiveness in performing duties.
- Oversee human resource management to ensure that the Company maintains an appropriate number of personnel with the necessary knowledge, skills, experience, and motivation, in alignment with the Company's strategic direction and objectives.

6.5 Nurturing Innovation and Responsible Business:

- Support and encourage the Company to create or adopt innovations and technologies that enhance the value of the Company's products and services. The Board shall also oversee the management to ensure the efficient and effective allocation and utilization of resources to support such initiatives.
- Oversee management to ensure that information technology systems are managed in alignment with the Company's business needs, and that adequate and appropriate cybersecurity and information security measures are in place to enhance operational efficiency and strengthen the Company's business competitiveness.
- Oversee and monitor management's compliance with the policies established by the Board. Management shall be required to report regularly to the Board on the progress of various initiatives, the Company's operational performance, and financial results, comparing actual outcomes against

established targets. The Board shall provide guidance on the development and improvement of the Company's operations, with due regard to occupational health and safety, as well as social and environmental responsibility.

- Oversee subsidiaries and associated companies to ensure that their operations are conducted in accordance with the Company's policies.

6.6 Strengthen Effective Risk Management and Internal Control:

- Establish and oversee the implementation of appropriate internal control, risk management, and anti-corruption systems that cover the entire organization. The Board shall ensure that management has effective and efficient processes in place to assess the adequacy of the internal control system and to manage risks, and that such systems are reviewed regularly. The Board shall also ensure the appointment of independent persons or units responsible for auditing and evaluating the adequacy and effectiveness of these internal control and risk management systems.
- Establish governance mechanisms and oversee the prevention of conflicts of interest that may arise between the Company, directors, management, or shareholders. The Board shall carefully consider transactions that may involve conflicts of interest, including connected transactions, and determine clear measures and guidelines for managing such conflicts in a manner that prioritizes the best interests of the Company and its shareholders as a whole. The Board shall also oversee compliance with the procedural and disclosure requirements for connected transactions, ensuring that they are conducted fully, transparently, and in accordance with the relevant rules, regulations, and notifications of the Capital Market Supervisory Board and the SET.
- Establish policy on the use of inside information and the trading of the Company's securities to promote transparency and prevent the exploitation of undisclosed information for personal gain.

6.7 Ensuring Disclosure and Financial Integrity:

- Monitor and oversee the Company's financial liquidity and debt-servicing capability, including the establishment of plans or mechanisms to address any potential financial difficulties.
- Oversee the Company and its subsidiaries to ensure that they maintain effective, reliable accounting, financial reporting, and auditing systems in compliance with generally accepted accounting standards. The Board shall review and approve the financial statements prior to their submission to the shareholders' meeting for consideration and approval.
- Establish policies and oversee the disclosure of information through various channels to ensure that such disclosure is complete, accurate, transparent, and timely. This includes ensuring the accuracy, completeness, transparency, and reliability of the Annual Registration Statement/Annual

Report (Form 56-1 One Report), in accordance with the regulations and guidelines of relevant authorities. Such disclosure shall adequately reflect the Company's financial position and operating performance and provide up-to-date information.

6.8 Facilitating Engagement and Communication with Shareholders:

- Convene the general meeting of shareholders within four (4) months from the end of the Company's fiscal year and oversee the organization of the shareholders' meeting to ensure that it is conducted in an orderly, transparent, efficient manner and facilitates the full exercise of shareholders' rights.
- Establish appropriate communication channels with shareholders and all groups of stakeholders to ensure effective and equitable access to information.

7. Authorities of the Board of Directors

The Board of Directors shall have the authority to undertake actions within the scope of its responsibilities as stipulated under the section "Roles, Duties and Responsibilities of the Board of Directors." In addition, the Board shall have the following powers:

- 7.1 In the performance of its duties, the Board shall have the right to access necessary information or request additional information from various departments within the Company to support its decision-making. Such information may be requested from the Chief Executive Officer, or the Company Secretary.
- 7.2 The Board shall have the authority to determine and amend the list of directors authorized to sign and bind the Company.
- 7.3 The Board shall have the power to appoint external advisors, independent parties, or professional experts to provide opinions or recommendations on matters related to its duties, as deemed necessary, to support appropriate decision-making. The expenses incurred shall be borne by the Company.
- 7.4 The Board may delegate authority to one or more directors, sub-committees, the Chief Executive Officer, or any other person to act on behalf of the Board under its supervision and oversight. Such delegation of authority may be granted with such powers and for such duration as the Board deems appropriate. The Board may revoke, withdraw, amend, or modify such delegation of authority at its discretion.

However, such delegation of authority must not include matters that would allow the authorized persons to consider or approve transactions in which they or any person with a potential conflict of interest, vested interest, or any other conflict of interest (if any) may have an interest, except for transactions in the ordinary course of business and under normal commercial terms, or transactions that are in accordance with policies and criteria previously approved by the Board. Such delegations must comply with the rules,

conditions, and procedures governing connected transactions and the acquisition or disposition of material assets of listed companies as prescribed by the Capital Market Supervisory Board and/or other relevant authorities.

In cases where the Board assigns any person to act on its behalf, such delegation must be in writing or recorded as a Board resolution in the minutes of the Board meeting. The scope of authority and duties of the authorized person must be clearly specified.

8. Roles, Duties and Responsibilities of the Chairman of the Board

The Chairman of the Board, as the leader of the Board of Directors, has the following roles, duties and responsibilities:

- 8.1 Oversee the performance of the Board of Directors and Board committees to ensure their effectiveness in achieving the Company's objectives and goals.
- 8.2 Consider and determine the agenda for Board meetings in consultation with the Chief Executive Officer and the Company Secretary. Ensure that significant matters are included in the meeting agenda and that directors receive accurate, complete, clear, and timely information in advance of meetings to facilitate appropriate decision-making.
- 8.3 Act as the Chair of Board meetings, ensuring that meetings are conducted in accordance with the agenda, the Company's Articles of Association, and applicable laws. Allocate sufficient time for management to present matters and for directors to fully and independently discuss important issues, exercising careful judgment while taking into account the interests of all stakeholders. Summarize meeting resolutions and follow-up actions clearly.
- 8.4 Act as the Chair of shareholders' meetings, ensuring that meetings are conducted in accordance with the agenda, the Company's Articles of Association, and applicable laws. Allocate appropriate time, allow shareholders equal opportunities to ask questions and express their views, and ensure that shareholders' inquiries are addressed in an appropriate and transparent manner.
- 8.5 Oversee the Board's decision-making process to ensure that it is conducted properly, based on rational considerations and thorough, sufficient information.
- 8.6 Monitor and oversee the performance of individual directors to ensure their effectiveness and maintain regular communication and engagement among directors to strengthen board relationships.
- 8.7 Foster good relationships and facilitate collaboration between the Board of Directors, management, and the Company Secretary to ensure smooth and effective coordination among all parties.
- 8.8 Work closely with the Chief Executive Officer, acting as the representative of the Board in providing advice and oversight of their management performance, without interfering with their decision-making or day-to-day operations.

- 8.9 Act as the representative of the Board in working with the Company Secretary, providing guidance and support for the Board's various processes and activities.
- 8.10 Act as the representative of the Board in communicating key organizational information and fostering good relations with the Company's shareholders.
- 8.11 Consult with directors, the Chief Executive Officer, and the Company Secretary, as appropriate, on policies, regulations, guidelines, and best practices applicable to directors, executives, and employees.
- 8.12 Ensure that orientation programs are provided for new directors and encourage and support the continuous development of directors' knowledge and skills as necessary.
- 8.13 Promote integrity, ethics, honesty, and the highest standards of corporate governance throughout the Company. Ensure that all directors participate in promoting an ethical corporate culture and conducting business in accordance with good corporate governance principles. Serve as a role model for directors, executives, and employees in adhering to the Company's corporate governance policies and business code of conduct.

9. Board of Directors Meeting

- 9.1 The Company shall hold meetings of the Board of Directors at least once every three (3) months and may convene special meetings as necessary. The Company Secretary shall schedule Board meetings in advance each year to allow directors to allocate their time and attend the meetings accordingly.
- 9.2 The Chairman of the Board, or a person authorized by the Chairman, shall issue a written notice of the Board meeting specifying the date, time, venue, and agenda of the meeting to all directors at least seven (7) days prior to the meeting date. In urgent cases to protect the rights or interests of the Company, the notice may be given by other means, and the meeting may be scheduled earlier. The Company Secretary may send the meeting invitation via electronic mail and must keep a copy of the notice as evidence, which may be stored in electronic form.
- 9.3 The Chairman of the Board may determine that a Board meeting be conducted through electronic media. Such electronic meetings must comply with relevant laws, regulations, and the Company's Articles of Association.
- 9.4 The Chairman of the Board, the Chief Executive Officer, and the Company Secretary shall jointly determine the meeting agenda clearly in advance of each meeting. All directors shall be given the opportunity to propose agenda items independently. The Chairman shall consider the appropriateness of such proposed item.
- 9.5 The Company Secretary shall gather supporting documents from directors and management and distribute them to the directors at least five (5) business days before the meeting, except in urgent cases. This allows directors sufficient time to review and consider the information prior to the meeting.

- 9.6 Directors are required to attend all Board meetings either in person or via electronic media. In the event of unavoidable necessity, the director must notify the Chairman or the Board Secretary, or the Company Secretary, in advance of the meeting date.
- 9.7 A quorum for a Board meeting shall consist of not less than half of the total number of directors.
- 9.8 The Chairman of the Board shall preside over the Board meeting. In the absence of the Chairman or where the Chairman is unable to perform the duties, the Vice Chairman shall act as the Chair. If the Vice Chairman is absent or unable to perform the duties, the directors present shall elect one among themselves to act as the Chair for that meeting.
- 9.9 Board resolutions shall be passed by a majority vote. Each director shall have one (1) vote. In the event of a tie, the Chair of the meeting shall have a casting vote. Any director who disagrees with the resolution shall have their dissenting opinion recorded in the minutes of the meeting.
- 9.10 Any director who has an interest in a matter under consideration shall disclose the details of such interest to the Board and shall not have the right to vote on that matter. The interested director shall leave the meeting during the discussion of the matter to allow the Board to deliberate freely and independently.
- 9.11 The Board may invite executives or those responsible for the specific matters being considered to attend and report during relevant agenda items. This allows directors to engage with and question such executives. Employees, advisors, or consultants of the Company may also be invited to provide additional facts or information as needed.
- 9.12 Independent directors and non-executive directors shall meet at least once a year without the presence of management or executives. This provides them with the opportunity to discuss matters concerning the Company's management or any other issues as deemed appropriate. The outcome of the meeting shall be reported to the Board of Directors and communicated to the Chief Executive Officer.
- 9.13 The Company Secretary shall attend and record the minutes of all Board meetings. Upon conclusion of the meeting, the Company Secretary shall prepare the written minutes accurately, completely, and clearly, reflecting the meeting outcomes and directors' opinions, within 14 days from the meeting date. The minutes shall be submitted to the Chairman for review before being presented to the Board for approval at the next meeting. The Chairman shall sign to certify the correctness of the minutes. Directors may provide comments or request amendments to ensure the minutes are as accurate and detailed as possible. The approved minutes, together with copies of the meeting notices and supporting documents, shall be kept by the Company Secretary in a systematic manner as confidential Company documents. These shall be available for inspection or retrieval only by directors or authorized and relevant persons.

10. Assessment of the Board of Directors Performance

The Board of Directors shall conduct an annual self-performance assessment of its duties and responsibilities, both on a collective basis and on an individual basis, at least once a year.

11. Directors' Remuneration

Directors shall receive remuneration that is appropriate to their duties and responsibilities, as approved by the shareholders' meeting.

12. Reporting of the Board of Directors Performance

The Board of Directors shall report its performance to the shareholders in the Company's Annual Registration Statement/Annual Report (Form 56-1 One Report), disclosing complete, accurate, transparent, and legally compliant information in accordance with relevant laws, regulations, and requirements.