

# **Charter**

## **Board of Director**

**Wyncoast Industrial Park Public Company Limited**

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#### **1. Achieving a Vision**

Board of Director of Wyncoast Industrial Park Public Company Limited (“Board of Director”) realizes the importance of good corporate governance and social responsibility in promoting and building confidence of shareholder, stakeholder and public as we believe that the compliance with corporate governance and social responsibility will benefit shareholder to achieve the Company’s vision. Accordingly, Board of Director must operate and comply with the law for the best interests of shareholder and stakeholder.

#### **2. Duties and Responsibilities**

The duties and responsibilities of Board of Director are as stipulated by law; Memorandum of Association, Articles of Association, and resolution of the shareholder' meeting including the following actions:

- 2.1 Set vision, mission, policy, strategy and financial goals for the Company and its subsidiaries including to consider and approve the policies and also operate the direction proposed by the executives. Moreover to supervise the management to operate in accordance with vision, mission, policy, strategy and financial goals aforementioned for its target to increase economic value by taking into account based on all stakeholders were involved.
- 2.2 Review the Charter of Board of Director at least once a year.
- 2.3 Establishing the structure and defining process of the Company and its subsidiaries to ensure that its operation is going subject to the rules, regulations, Board of Director’s resolution and shareholder meeting’s resolution upon honesty and caution.
- 2.4 Establishing the structure and defining the process of the Company and its subsidiaries to have a risk management system, supervision and auditing including appropriate internal control.
- 2.5 Follow up and evaluate the executive’s performance of the Company and its subsidiaries in order to achieve the strategic plan subject to the approved budget from the Board of Director.
- 2.6 Ensuring that there is proper accounting system and storage of related document as well as appropriate disclosure of information to shareholder and public.
- 2.7 Inspect and operate to ensure that the Company and its subsidiaries have followed subject to the Code of Conduct and Anti-Corruption Policy which have been complied by the Board of Directors including defining the policies of the Company and its subsidiaries regarding corporate governance and social responsibility.

#### **3. Powers of the Board of Director**

The authority of Board of Director is stipulated by law, its objectives and regulations as well as the resolutions of the shareholder meeting which will be included the following actions:

- 3.1 Appoint the sub-committees of Board of Director and determine the remuneration for the sub-committees. (not more than the total amount approved by the shareholders)
- 3.2 Consider and approve the Company's operations and its subsidiaries in accordance with the regulations of each company It covers the following matters:
  - Vision, mission and goals (which must be reviewed annually with 3 years term)
  - Annual business plan
  - Annual budget
  - Financial statements for quarter and Annual financial statements
  - Interim dividend payment
  - Changes in the organizational structure at the group level and other significant changes in the organization
  - Acquisition, establishment, disposal or suspension of important assets of any business of the Company
  - Any authority change that the Board of Directors has assigned other persons to operate
- 3.3 Consider assigning certain authority from time to time to sub-committees.
- 3.4 Supervise the management and performance of the Executive Committee. Chief Executive Officer, management or any personnel which has been assigned to perform such duties in accordance with the vision, mission, goals, objectives of business operations, business strategy, business plan and the annual budget set by the Board of Directors.
- 3.5 Continuously monitor the performance of the Company and its subsidiaries to be in accordance with the business plan and budget of the Company as well as monitoring the adequacy of financial liquidity and ability to repay the company's debts.
- 3.6 To ensure that the Company and its subsidiaries using appropriate and efficient accounting system as well as sufficient and effective internal control system, and internal audit system. Also providing the evaluation of suitability of the internal control system on a regular basis.
- 3.7 Consider to appoint the Chief Executive Officer as proposed by Nomination, Remuneration and Corporate Governance Committee to nominate for the Board of Director to consider including evaluating the performance and determine the remuneration of the Chief Executive Officer.
- 3.8 To consider and approve the related transaction between the Company, its subsidiaries and related party as it has been stated in Securities and Exchange Act of 1992 (amended), related regulation by The Stock Exchange of Thailand and the Securities and Exchange Commission, Thailand and consider approved commercial agreements for general trading conditions in transactions between the Company and its subsidiaries, directors, executives or related persons. In order to establish a framework for executive has authority to manage the related transaction within the scope relevant laws and regulations.

- 3.9 Provide appropriate communication channel for each group of shareholder and supervise the disclosure of information to ensure that all are accurate, clear, transparent, reliable data in the highest standard.
- 3.10 To authorize and appoint a person to be director or executive of a subsidiary and associated companies with the number of at least upon its proportion to shareholding structure in such subsidiary and associated companies. Also to specify the scope, powers, duties and responsibilities of the appointed director and executive including the establishing a clear jurisdiction framework for voting at the associated and subsidiary companies' meeting on important matters that requires the Board of Director's approval first. Moreover, there will be controlling of management in accordance with the Company's policy regarding various transactions will be done legally including the accurate disclosure of financial statement, business operation information, related transactions, and acquisition or disposal of significant assets.
- 3.11 Perform the Company and its subsidiaries to have long-term business continuity as well as having a staff development plan and continuity of executives (Succession Plan).
- 3.12 Supervise the operation of the Company and its subsidiaries to be efficient and protect any interest that related to all stakeholders.
- 3.13 Evaluate the Board of Director's performance, may use the self-assessment method by evaluating both overall and individual in order to review the result, problem and obstacle for each year. Accordingly it could be used to develop and improve operation in various fields
- 3.14 Supervise and control the Company and its subsidiaries' management and operation subject to the policies, securities laws, announcements, regulations, rules and related matters to the Securities and Exchange Commission, Thailand and the Stock Exchange of Thailand such as related transactions, related parties transaction and the acquisition or disposition of important assets to the extent that it is not contrary or inconsistent with other laws as well as establish sufficient and appropriate internal controlling system and internal audit.
- 3.15 The Board of Director could authorize and/or assign other people to perform specific tasks on behalf of Board of Director or sub-authorization within the scope of the authorization under the power of attorney and/or in accordance with the regulations or orders by the Board of Director and/or specified by the Company. The assignment of authority, duties and responsibilities of the Board of Director will not be a power of attorney or sub-authorization that allows the Board of Director or the person authorized by the Board of Director to approve transaction with oneself or a person who may have conflict of interest. (According to the definition announced by the Securities and Exchange Commission, Thailand and/or announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the relevant authorities) may have an interest or benefit in any way or may have any other conflict of interest with the Company and its subsidiaries except for the approval of transaction in accordance with the

policies and rules approved by the shareholder's meeting or the Board of Director and are approved transaction that are normal business and condition as subject to the announcement of the Securities and Exchange Commission and/or announcements of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related organizations.

#### **4. Composition**

The Board of Director consists of the directors who are elected in the shareholder's meeting by having at least 5 persons and not less than half of the total number of directors must reside in the Kingdom of Thailand. In addition, not less than 3 directors or one third of the total number of directors (whichever is higher) must be independent directors and the Board of Director shall elect one director to be the Chairman of the Board of Director and may elect Deputy Chief Executive Officer and other positions as deemed appropriate.

#### **5. Term of office**

One-third of all directors must be rotated their terms at every annual general meeting of shareholder whereas the director who has been in term for the longest time shall be ended of term. In the case where the directors who are ended of terms which could not be divided exactly by one-third, the closest number to one-third shall be used. However, the retired directors can be reelected to hold position,

#### **6. Election of Director**

In the event that there is a vacancy of director position with the reason other than retirement by rotation, Board of Director will select person with suitable qualifications and in accordance with relevant regulations and laws to take position as director to substitute the vacant director position. Moreover, in case of the directorship position becomes vacant less than the number for holding a meeting, the remaining directors may act on behalf of the Board of Director only for holding a shareholder's meeting to elect directors to fill all vacant positions.

#### **7. Orientation for newly appointed director**

Newly appointed director will receive an orientation which will be informed and detailed the Company's overall information.

#### **8. Meeting**

8.1 Board of Director's meeting must 2 of 3 of total number of directors attending the meeting to consider as quorum which can attend the meeting in person at the same place or meeting via electronic media.

8.2 The Board of Director's meeting must be held at least 6 times per year and must be held at least once every 3 months. In this regard, directors are required to attend the Board of Director's meeting and shareholder meeting at all times unless there is a necessity case.

- 8.3 Meeting's document must be addressed to director not less than 7 days prior to the meeting for director to have enough time to study the information except there is reasonable and urgent necessity case to preserve the right for the Company's benefit, the meeting may be called by other method and the meeting's document can be addressed to the director less than 7 days.
- 8.4 The decisive diagnosis of the meeting shall be made by a majority of votes, with one director having one vote. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote. Any director who has a related stake in any matter He/she has no right to vote in that matter.
- 8.5 In the event that the person holding the position of chairman is not an independent director, Board of Directors will appoint one independent director to participate in determining the agenda of Board of Director meeting in order to comply with the principles of listed company's good corporate governance.

## 9. Sub-committees

- 9.1 The Board of Director may appoint sub-committee to support the Board of Director in carrying out responsibilities.
- 9.2 The Board of Director will consider an approval for the directorship of the sub-committee and the Charter of sub-committee which defines the essence of composition, duties, management responsibilities and any other matters related to sub-committee as the Board of Director deems appropriated. Each year, the Board of Directors will review the Charter of each sub-committee.

## 10. Evaluation of the Board of Directors' performance

The evaluation of Board of Director's performance will be held annually.

Announced on February 29, B.E. 2024



Mr. Jak Chamikorn  
Chairman of the Board

Wyncoast Industrial Park Public Company Limited

*Board of Directors Charter*

*Approved and reviewed by the Nomination Committee Meeting No. 2/2024 on February 29, 2024.*

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