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Board of Directors Charter
TPCS Public Company Limited

The Board of Directors, recognizing the importance of good corporate governance, has established the Charter of the Company's Board of Directors as follows:

1. Objective

The Board of Directors is established to oversee the company's operations in the best interests of the company and its stakeholders, and to be aware of their powers, duties, and responsibilities in order to comply with the policies, laws, objectives, regulations of the company, resolutions of the board of directors, and resolutions of the shareholders' meeting, with responsibility, diligence, honesty, and integrity, as a prudent businessperson would act under similar circumstances, using their bargaining power free from the influence of their status as a company director.

2. Composition and Qualifications

The shareholders' meeting determines the number of company directors that must be appointed, but the number must not be less than 5 persons. Five directors must be elected, and they must not have any disqualifying characteristics under the law and company regulations, nor exhibit any characteristics that indicate a lack of suitability to be entrusted with managing a publicly traded business, as determined by the Securities and Exchange Commission. At least half of the total number of directors must reside in the Kingdom, and the number of independent directors must comply with the regulations of the Capital Market Supervisory Board, operating in the form of a board of directors.

The election of company directors must be in accordance with the company's regulations and the requirements of relevant laws. This must be transparent and clear. The selection of company directors shall be conducted through the selection committee process, with sufficient detail to facilitate the decision-making of the board of directors or shareholders.

3. Definition of independent directors

The qualifications of the company's independent directors comply with the requirements of the Capital Market Supervisory Board. (as shown "Attachment to the Board of Directors Charter")

4. Term of office

4.1 At every annual general meeting, the company directors shall vacate their positions in the number of 1 in 3 as a rate. If the number of company directors cannot be divided exactly into three parts, then the number closest to one-third should be used. The director who has served the longest is the one to retire, and may be re-elected.

The vacating of the position according to the first paragraph is called vacating by term.

- 4.2 In the case where the position of a company director becomes vacant for reasons other than reaching the term and there remains a term of not less than 2 months, the company board shall elect a company director to fill the vacant position in the next board meeting. The person who becomes a company director in this manner shall hold the position only for the remaining term of the company director they replace.
- 4.3 A director shall be removed from position when:
- (a) Upon term completion
 - (b) Resignation
 - (c) Death
 - (d) Disqualification or possessing prohibited characteristics according to the law or company regulations.
 - (e) These characteristics demonstrate a lack of suitability to be entrusted with managing a publicly traded business, as defined by the Securities and Exchange Commission.
 - (f) The shareholders' meeting votes to remove.
 - (g) The court has ordered his dismissal.
- 4.4 A company director who resigns before the end of term must submit a letter of resignation to the company. The resignation takes effect from the date the letter of resignation is received by the company. The director may also notify the registrar of their resignation in accordance with the law governing public limited companies.

5. Meetings

5.1 Meeting Agenda

In convening a meeting of the company's board of directors, the chairman of the board or a person authorized by the chairman shall determine the date, time, place, and agenda of the meeting, and send a notice of meeting along with sufficient supporting documents to the board of directors at least at least 7 days in advance of the meeting date, except in urgent cases to protect the company's rights or interests. The notice will notify the meeting by other means and may set the meeting date earlier than that and must prepare a written report of the meeting.

The location to be used for the meeting as referred to in paragraph one shall be in the area where the company's head office, branch offices, or any other location as the company's board of directors may determine.

5.2 Meeting Frequency

The company board must meet at least once. Meetings are held every 3 months, and additional meetings may be called as needed.

5.3 Attendances

A quorum requires the presence of at least half of the total number of directors for a board meeting to be met. If the chairman is absent or unable to perform his duties, and there is a vice-chairman, that vice-chairman will preside over the meeting. If there is no vice-chairman, or if one is absent but unable to perform his duties, the directors present shall elect one director to preside over the meeting.

5.4 Voting

The resolutions of the company board of directors shall be based on the majority vote of the directors present at the meeting, unless the voting is otherwise specified by law. Each director has one vote in the voting process. Directors with a vested interest in the matter being considered do not have the right to express opinions or vote on that matter. If the votes are equal, the chairman of the meeting shall cast an additional vote as a deciding vote.

6. Authority

- 6.1 Appoint, remove, and assign authority to advisors to The Board of Directors, the Managing Director, and various committees, to carry out the assigned Authority of.
- 6.2 Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
- 6.3 Approve loan transaction to be used as the company's working capital, for such portion exceeding the authority of The Executive Board.
- 6.4 Approve or cancel credit facility, for such portion exceeding the authority of The Executive Board.
- 6.5 Approve loan extension to companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, for such portion exceeding the authority of The Executive Board.
- 6.6 Approve the entering into guarantee for credit facility, for companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, for such portion exceeding the authority of The Executive Board.
- 6.7 Approve the set-up, merger, or dissolution of subsidiary company.
- 6.8 Approve the investment for the purchase or sales of common shares, and/or other securities, for such portion exceeding the authority of The Executive Board.
- 6.9 Approve the procurement and investment transactions of fixed asset, for such portion exceeding the authority of The Executive Board.
- 6.10 Approve the adjustment, disposal, and write-off for fixed assets, and/or intangible assets no longer in use, or being subject to damage, loss, destruction, deterioration, out-of-date, or no longer function able, for such accounting value exceeding the authority of The Executive Board.

- 6.11 Approve the settlement of conflicts by reconciliation or by the resolution through arbitration, petition, lawsuit, and/or court proceedings on the company's behalf, for such case not considered as normal business practice, and/or such case considered as normal business practice, for such portion exceeding the authority of The Executive Board.
- 6.12 Approve the entering into such transaction not considered as normal business practice, for such portion exceeding the authority of The Executive Board
- 6.13 Propose the capital increase or capital decrease, or the change in par value, change or amendment to memorandum of association, articles of association, and/or objectives of the company to the shareholders for consideration.
- 6.14 Approved the Executive Board to define the Operational Manual, other procedures as deemed appropriate.
- 6.15 Authorize The Executive Board members, management members, managers or other persons, to act on their behalf.
- 6.16 Authorize to summon management members or employees concerned to provide explanation or opinion, to join the meeting, and to submit those documents deemed necessary.
- 6.17 Appoint and remove Company Secretary.
- 6.18 The authority scope for The Board of Directors pertaining to the acquisition and disposal of assets and connected transactions, shall comply with the Notification of the Capital Market Supervisory Board.

7. Duties and responsibilities

- 7.1 Set the direction, goal, and business policy for the company.
- 7.2 Approve the annual business plan and annual budget, as well as supervising the operations by the management to well comply with the laws, policies, and plans in an efficient and effective manner.
- 7.3 Promote the establishment of corporate governance policy, business ethics, and business morality in writing, to serve as guidelines for the directors, the management, and the employees, in carrying out their business practices, while regularly following up to ensure their strict adherence and compliance accordingly.
- 7.4 Set policies and supervise an effective anti-corruption support system. To make the management aware of the importance of anti-corruption and cultivate a corporate culture.
- 7.5 Set up adequate internal control systems, so as to ensure that all transactions receive proper approval from the authorized persons, and that proper accounting review and bookkeeping practice are carried out, while proper checking systems are in place to safeguard against unauthorized exploitation of company assets.
- 7.6 Ensure that careful consideration is given to the issue of conflict of interests, and that clear practice guidelines are in place to safeguard the interests of the shareholders and the company. Also ensure that the persons having interests at stake do not take part in adopting the decision,

and that all concerned parties strictly follow the procedures and regulations to disclose relevant information in a proper manner.

- 7.7 Grant approval to financial statements already audited and verified by the certified public accountant, and earlier approved by The Audit Committee.
- 7.8 Being accountable to all shareholders on an equal basis, while ensuring that information are disclosed to the shareholders and investors in an accurate, reliable, and transparent manner.
- 7.9 Acknowledge the corporate management report prepared by The Executive Board.
- 7.10 Set the date, time, and place for the annual shareholders' general meeting, and convene said meeting accordingly. Also set the rate for dividend payments (if any), and provide comments relating to the meeting agenda to the shareholders. In that regard, the company may suspend shares transfer registration for the period of 21 days leading up to the meeting, whereby the company is required to post such announcement to the shareholders at the company's head office and its subsidiaries for the period of no less than 14 days prior to such suspension. Otherwise, the company may set the date to finalize the shareholders' list (Record Date) no longer than 2 months prior to the meeting, to entitle the shareholders to attend the meeting, and to be eligible for dividend payments.
- 7.11 Prepare The Board of Directors' responsibility report toward financial statements compilation, and disclose said report in the company's annual report (form 56-2) and the annual registration statement (form 56-1).
- 7.12 Supervise the compilation of the documents required to be submitted to concerned regulating agencies, to ensure that all information contained therein are true and accurate in accordance with the information appearing in the accounting books, the registration book, and other official documents of the company. Endorse the Charter of the Board of Directors and/or other committees.
- 7.13 Grant approval to the charter for The Board of Directors, and/or other committees.
- 7.14 Engage in those acts lying beyond The Executive Board's authority, or as deemed necessary by The Board of Directors.

8. Best practices for company directors.

TPCS PLC. as a public limited company and a listed company on the Stock Exchange of Thailand, the company directors are required to adhere to the following practices:

- 8.1 Perform their duties with responsibility, caution, honesty, and integrity, like a prudent business person would under the same circumstances, with bargaining power free from influence due to their status as company directors, and must act in accordance with the company's policies, laws, objectives, regulations, board resolutions, and shareholders' meeting resolutions.
- 8.2 Intend to conduct business continuously and dedicate time to attend meetings to consider and provide opinions regularly

- 8.3 Have leadership, vision, ethics, and independence in decision-making for the best interests of the company and all shareholders, utilizing knowledge, abilities, and experience for the benefit of business operations and having a genuine interest in the company's affairs.
 - 8.4 To oversee and monitor the company's various operations to ensure they are conducted efficiently and effectively in accordance with established policies.
 - 8.5 To care for stakeholders in accordance with their rights under applicable laws, and to promote collaboration between the company and stakeholders in creating wealth, financial security, and the sustainability of the business.
 - 8.6 Report on Securities Acquisition Changes to the holdings of company securities by oneself, one's spouse, children, and minor adopted children must be reported to the Securities and Exchange Commission and presented at the Board of Directors meeting.
 - 8.7 Report to the company any interest, or the interest of related persons, in relation to the management of the company or its subsidiaries, in accordance with the criteria, conditions, and methods prescribed by the Securities and Exchange Commission.
 - 8.8 In cases where company directors, including related persons or close relatives, conduct transactions with the company or its subsidiaries that fall under related party transactions and/or the acquisition or disposal of assets, they must comply with the criteria of the Office of the Securities and Exchange Commission and the Securities and Exchange Commission.
 - 8.9 In the offering of the company's securities, company directors should monitor to ensure that information regarding the financial position and performance of the company is presented truthfully, without concealing information that the public should know.
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