



บริษัท ไทยสตีลเคเบิล จำกัด (มหาชน)  
**Thai Steel Cable Public Company Limited**

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**Board of Directors Charter**  
**Thai Steel Cable Public company Limited**

**Objectives**

As a representative of shareholders, the Board of Directors shall perform stewardship roles and duties to ensure that the Company's management conforms to the law and its objectives and articles of association, whereby visions, missions and strategies shall be stipulated to create added value for the enterprise and achieve investment returns in accordance with the Company's expertise and code of business conduct for utmost benefits for stakeholders.

**Appointment**

Shareholders shall deliberate on appointment of board members at an annual general shareholders' meeting.

**Composition**

The Board of Directors shall be composed of a chairperson and at least five Directors, but not more than 12, and no less than half of the total number of Directors must be domiciled in Thailand. Directors may or may not be a shareholder of the Company. At least one-third of the total number of Directors, but not less than three, shall be independent Directors who are truly independent from the management and have no business ties or other kind of relationship that may influence the exercise of independent judgment.

The Board of Directors shall elect one Director as a chairman of the board. In case it deems appropriate, the Board may elect one or several Directors as vice chairman.

The appointment of Directors shall comply with the articles of association of the Company and relevant legal provisions, whereby such appointment must be clear and transparent while scrutinizing an individual's educational background and professional experience. Such background information must be detailed enough for deliberation by the Board and shareholders.

**Qualifications**

Company Director

The Company stipulates qualification requirements of company Director as follows:

1. Have qualifications and have no prohibited characteristics set out in the Public Limited Companies Act B.E. 2535 (1992) or other applicable laws as well as the provisions of Stock Exchange of Thailand, SEC Office and the articles of association of the Company.
2. Have competence, knowledge and experience which contribute to the running of the Company's businesses.
3. Have leadership, vision and independent decision-making for the best interests of the Company and shareholders.
4. Dutifully perform the duties of Director and able to fully devote time for the fulfillment of such duties. Routinely demonstrate accountability to shareholders and exercise duty of care when making decisions to safeguard the Company's interests.
5. Perform the duties honestly, earnestly, ethically in accordance with legal framework, corporate governance guideline and business ethics.



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Independent Director

1. Holds shares not exceeding 0.50% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent Director shall be included.
2. Is not or has never been an executive Director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent Director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, siblings, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
4. Have no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or least the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received service fee more than 2 million baht per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the





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significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

7. Is not the Director who is nominated to be the representative of Directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the applicant, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive Director, employee, staff, advisor who receives salary, nor holds shares for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the applicant, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.

After being appointed as the independent Director in accordance with the conditions under the article (1) - (9), such independent Director may be assigned by the board of Directors to make decision in respect of collective decision on business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

Where the person appointed by the applicant to be the independent Director is the person who has or ever had the business relationship with or ever rendered professional service with higher service fees specified under the article (4) and (6), the applicant shall be relaxed from such prohibition related to the conditions of having the business relationship with or ever rendered professional service with higher specified service fees if only the applicant has provided the opinion of the Board of Directors of the company showing that the Board has considered the issue in accordance with the Section 89/7 and found that there is no interference in the independent opinion, and the following information shall be disclosed in the notice of shareholders meeting under the agenda considering the appointment of independent Director.

- (a) the business relationship or the professional service providing which cause such person being unqualified
- (b) reasons and necessity to insist the appointment of such person as the independent Director
- (c) the opinion of the Board of Directors of the applicant to propose such person to be the independent Director

For the benefit of the article (5) and (6), wording “partner” shall mean the person who is assigned by the auditing firm, or the professional service provider to be the signatory in the audit report or the report of rendering the professional services (as the case may be) on behalf of the firm.

### **New Director orientation**

The Board of Directors recognizes the importance of new Director orientation program and thereby stipulates the policy as summarized below:

1. The Board of Directors stipulates that an orientation program shall be held for every new Director, whereby the company secretary is assigned to present various documents and information which contribute to the fulfillment of the duties of new Director, which include listed company’s Director manual, corporate governance manual, code of business conduct manual, articles of association,



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capital structure, shareholding structure, operating performance, best practices, applicable bylaws and Director training programs as well as other information about the Company's operation. The purpose is to enhance knowledge and understanding about various facets of the Company's businesses and operations for a Director who assumes Directorship in the Company for the first time.

2. Facilitate new Director's visits to the Company's facilities in order to enhance understanding of the Company's operation.

## Training

Encourage Directors to attend the training courses on the topic that gain an understanding of Director's roles and responsibilities under plan of the good corporate governance consistently. Directors can attend all courses that arrange by the Institutes of Directors (IOD), or related entities. The Company shall support both coordination and expenses for improvement continuously.

## Term and vacation of office

A Director's term of office conforms to the Public Limited Companies Act B.E. 2535 (1992) and the articles of association of the Company. Accordingly, at annual shareholders' meeting, one-third of the total number of Directors shall retire by rotation, whereby the longest-serving Director shall vacate the office first. If the number of retiring Directors is not divisible by three, the number of retiring Directors must be the number rounded to the nearest one-third. Moreover, a retiring Director may be re-elected. The Nomination and Remuneration Committee shall select and nominate a suitable candidate for Directorship to the Board and propose the nomination to a shareholders' meeting for approval.

The Board of Directors stipulates that the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Corporate Governance shall serve a three-year term, and a committee member may be re-appointed to continue serving as deemed appropriate by the Board.

A Director shall vacate the office under the following circumstances:

1. Death
2. Resignation
3. Disqualification or having prohibited characteristics set out in the public limited companies law and the securities and exchange law.
4. Removal by shareholder meeting's resolution according to Article 21 of the articles of association.
5. Removal by court order.

## Scope of authority and duties

1. Perform the duties in accordance with the law and the Company's objectives and articles of association as well as legitimate resolutions of shareholders' meeting with integrity and prudence in order to protect the interest of the Company and serve the best interest of shareholders.
2. Scrutinize and approve the appointment of a person with required qualifications and prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the securities and exchange law as well as relevant notifications, bylaws and/or regulations, in case a Director's seat is vacated due to any reason other than retirement by rotation.
3. Scrutinize and select a candidate nominated by the Nomination and Remuneration Committee for the position of independent Director based on review of required qualifications and prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535 (1992) and





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the securities and exchange law as well as relevant notifications, bylaws and/or regulations, so that such nomination will be proposed to a Board meeting and/or shareholders' meeting for approval and appointment as an independent Director of the Company.

4. Scrutinize the appointment of the Audit Committee by reviewing qualifications set out in the securities and exchange law as well as notifications, bylaws and/or regulations of the Stock Exchange of Thailand.
5. Scrutinize and approve the appointment of an executive by examining a candidate nominated by the Nomination and Remuneration Committee. Scrutinize and approve appointment of managing Director, prescribe the scope of authority and duties of managing Director, and authorize managing Director to act on behalf of the Company in regard to its normal business operation.
6. Consider and approve management structure of the Company as appropriate.
7. The Board of Directors shall have the power to consider, select and revise the list of authorized signatory Directors of the Company.
8. Scrutinize the appointment or designation of one or several Directors to act on behalf of the Board of Directors where appropriate; and able to revoke, amend or modify such power.
9. Consider and approve a dividend policy of the Company and principal policies for investment in subsidiaries, joint venture companies and related companies.
10. Consider and approve the interim dividend payment to shareholders when the Company deems it has sufficient profit to do so, and notify shareholders' meeting of such payment at the next shareholders' meeting for acknowledgement.
11. Consider and approve significant matters, such as corporate governance policy, execution of connected transactions or related party transactions as well as acquisition or sale of assets of a listed company in accordance with relevant notifications, rules and/or regulations of the Stock Exchange of Thailand.
12. Consider and approve various matters that require shareholder meeting's approval in accordance with statutory provisions.
13. Consider and approve the following matters ;
  - (1) Policy, business strategy and guidelines, targets, plans and annual budget of the Company.
  - (2) The Company's quarterly business performances that compare with plan and budget and consider the trends of next year.
  - (3) The investment for the annual non-budgetary project or authority.
  - (4) Spending on the investment capital at 10% in excess of the investment budget in the approved project and 10% in excess of the other investment budgets that are not the project investment budget.
  - (5) Purchase and sale of assets, purchase of business and the participation in the co-investment project that is not contradicted to the Stock Exchange of Thailand's criteria and not exceeding in authority of executives.





- (6) The transaction or any actions that shall impact to the Company's financial status, debt, business strategy, and reputation.
  - (7) Any contract execution that is not related to the normal business operation and the contract related to the major regular business operation.
  - (8) Inter-related transaction between the Company, subsidiaries, associated companies and the related persons in part of the transactions that are not meet with the requirements of the Stock Exchange and the Securities and Exchange Commission.
  - (9) Any transactions effecting the Company's capital structure at the debt ratio against the capital that is exceeding 1.5:1.
  - (10) Payment of the interim dividends.
  - (11) The change of policy and practices with the significance related to the accounting, risk management, and internal audit.
  - (12) Employment of executives.
  - (13) Determine and change of the approval authority to executives.
  - (14) The appointment and the termination of the Board of Directors and company secretary status.
  - (15) Authorization and duties for Managing Director, management, or one of Director including the revision of authorization. However, this must not be in contradiction with the criteria and requirements of the Stock Exchange and Securities and Exchange Commission.
  - (16) The appointment and the determination of authority of the Sub-committee.
  - (17) Arrangement and control the management with the corporate governance principle.
  - (18) Approval to change and modify the organizational structure in level of Managing Director or higher.
  - (19) Any other actions to be in accordance with laws, objectives, Articles of Association and resolutions of the meeting of shareholders.
14. Define objectives, while taking into account the company's ecosystem, stakeholder engagement, and environmental and social responsibilities.
  15. Oversight of the company's strategies, policies, business plans and budgets, including IT governance and encouraging innovation and use of technology to support sustainable value creation.
  16. Oversight of the company's communication and disclosure policy to protect the company's sensitive and confidential information.
  17. Monitor financial liquidity and debt servicing ability, establishing a mechanism to support operations under tight financial constraints, and report to the Board of Directors regularly.
  18. Demonstrate a thorough understanding of the company's shareholder structure and its impact on the control and management of the company.

### Meetings

The Board of Directors shall meet at least six times a year, and an extraordinary meeting may be arranged as deemed appropriate, whereby Directors must be notified of meeting agenda in advance at least 7 days prior to the meeting and sufficient information must be provided.

At Board meeting, at least one-half of the total number of Directors shall constitute a quorum, and the chairman of the Board shall assume the duties of meeting chair. In case the chairman of the Board is not present at the meeting or unable to perform such duties, if a vice chairman is present, he shall assume the duties of meeting chair. However, if there is no vice chairman or there is a vice chairman but he is not present at the meeting, attending Directors shall choose one member as meeting chair.

During voting proceeding, the total number of a quorum must be at least two-three of the total number of Directors.



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Decisions of Board meeting shall be taken by a majority of votes. One Director shall be entitled to one vote. Except the case where a conflict of interest arises, a Director who has interest on such matter shall not be eligible to vote. In case of a tie, the meeting chair shall be eligible to cast additional vote as a deciding vote.

The Board of Directors may invite concerned parties to attend a board meeting to present relevant information at the meeting.

**Performance evaluation**

The Board of Directors must evaluate their performance and publish in annual report of the Company.

**Charter review**

The Board of Directors shall review the charter at least once a year.

This Charter shall be effective on September 18, 2019.

*Sunurn Jurangkool*

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(Mr. Sunurn Jurangkool)  
Chairman of the Board

This Charter was approved by the Board of Directors  
at the Board Meeting No. 6/2019 held on September 17, 2019.