



## Charter of the Board of Directors

The Platinum Group Public Company Limited

## Charter of the Board of Directors

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The Board of Directors as a representative of shareholders is responsible for supervising the Company's management to comply with law, announcements, procedures, regulations and any related legislations as well as the Company's objectives and its Articles of Association. The Board shall ensure that the Company is duly managed under the good corporate governance policy, holding social responsibility to enhance trustworthiness among its shareholders, public and all stakeholders.

### 1. Objectives

The Board is responsible to shareholders regarding the Company's business operation and corporate governance to achieve its goals in the direction which brings maximum benefits to shareholders, taking into account the interests of all stakeholders. The Board has a duty to comply with the law, the Company's Objectives, its Articles of Association and the resolutions of the shareholders' meeting. The Board shall perform its duties with integrity and honest and shall vigilantly protect the interest of shareholders and other stakeholders in both short term and long term and requires the management to report and monitors of compliance with corporate governance policies and best practices regularly. In order to ensure that the Company's operation will be aligned with the given direction and brings maximum benefits to shareholders and all stakeholders, the Board shall oversee the creation and development of the Company's vision, mission, goal, policy, business direction, strategic operating plan and annualized budgeting. The Board shall share its opinions to clarify and create mutual understanding of business overview in prior to approval and shall monitor the administration to achieve to the set goals by adhering to the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission.

### 2. Board Structure

- 2.1 Board of Directors shall be consisted of at least 5 persons of which not less than one-half (1/2) of the directors shall reside in Thailand. Provided that at least 3 persons or not less than one-third (1/3) of total directors shall be the Independent Directors.
- 2.2 The Board of Directors shall be elected by shareholders.
- 2.3 The Board of Directors shall elect one of the directors to be the Chairman of the Board.
- 2.4 Appointment of Directors shall be in accordance with the Company's Articles of Association and the requirements of related law and regulations. The appointment process must be transparent and clear, taking into consideration the educational and professional background of the candidates provided with sufficient details to facilitate the decision of the Board of Directors and shareholders.

When any person has been appointed to be a Director, the Company shall provide proper preparation for becoming a director. Each new director shall receive information about the Company and the Director's manual which provide information of the role and responsibilities of the Board Director. The orientation program will be arranged and provided for the new director in order to understand the Company's business overview.

### 3. Director Qualifications

- 3.1 A person possessed of comprehensive qualifications of director as prescribed in the Securities and Exchange Act and the Public Limited Company Act and the Company's Articles of Association and also do not possess of disqualifications in accordance with the Public Limited Company Act and no prohibited characteristics under the laws of Public Limited Company. In addition, a person shall not have possession of characteristics indicating inappropriateness for trust in the administration of a business with the public being shareholders as stipulated in the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- 3.2 Having leadership view with the wide visions and well understanding of the Company's business operations.
- 3.3 All directors shall perform their duties and provide their independent opinions including contributing time schedule to work for the Company as sufficiency as well as always taking accountability to shareholders and make decisions with caution (Duty of Care) to maintain the interests of the Company.
- 3.4 Perform duties with honesty, integrity and ethics within the framework of the law as well as guidelines for good corporate governance and business ethics.

### 4. Term of Office

One-third or the proportion closest to one-third of all directors shall vacate office at each of the Annual General Meeting of Shareholders. In the first and second year after the Company was listed, a lot drawing shall be adopted. In the later years, directors holding the longest terms shall vacate office first. Any director vacating office on due term can be re-elected.

Apart from retirement upon the expiration of the term of office, the Directors shall vacate upon:

1. death;
2. resignation;
3. dispossession of qualification or possession of disqualification under the laws of Public Limited Company. In addition, a person shall not have possession of characteristics indicating inappropriateness for trust in the administration of a business with the public being shareholders as stipulated in the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET);
4. the meeting of shareholders resolving to remove any director prior to the expiration of his term of office with votes not less than three-fourths of number of shareholders attending the meeting and having the right to vote and the total number of shares being of not less than one half of number of shares held by shareholders attending the meeting and having the right to vote;
5. the court issuing an order to remove.

In the case where the whole Board of Directors vacate office, such Board of Directors shall remain in office as long as necessary to operate business of the company until the new board of directors assume office.

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In the case of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person possessed of qualifications as the replacement director in the next meeting of Board of Directors, unless the remaining term of office of the director is less than two months. The replacement director may hold only for the remainder of term of office of the director whom be replaced.

**5. Power, Duties and Responsibilities**

The Board of Directors has the authorities, duties and responsibilities to manage the Company and its subsidiaries in accordance with the relevant laws, the objectives, and the Articles of Association of the Company and its subsidiaries as well as all legitimate resolutions of the shareholder meetings, with the duty of loyalty and duty of care in order to protect the interest of the Company and its subsidiaries. In conclusion of the Board of Directors' power, duties and responsibilities are as follows:

- 5.1 Perform their duties in accordance with the laws, the Articles of Association and the objectives of the Company as well as all legitimate resolutions of the Board of Directors meetings and the shareholder meetings, with responsibilities, duty of care and duty of loyalty
- 5.2 Consider in details and approve the visions, business strategies, business directions, policies, aim, guidelines, business plans and budgets of the Company and its subsidiaries which are proposed by the management
- 5.3 Appoint directors, executives or other important positions of the Company and its subsidiaries. Supervise and monitor the performance of the Company's president, senior management or any person assigned to be in such position to ensure that all policies are in accordance with the direction of the Board of Directors
- 5.4 Continually monitor the Company's performance to be in accordance with the business plans and budget
- 5.5 Ensure that the Company and its subsidiaries conduct a proper and efficient accounting system and implement effective internal control and the internal audit practices properly including a process for assessing and reviewing the appropriateness of the Company's internal control regularly.
- 5.6 Ensure that the annual financial statement at the end of fiscal year of the Company is well-prepared and certified in order to propose the annual general shareholders meeting for approval
- 5.7 Consider and approve the selection and the fee of the Company's auditors as proposed by the Audit Committee prior to proposing to the annual general shareholders meeting for approval
- 5.8 Arrangement the corporate good governance policy in form of the code and adopt it in an efficiency in order to ensure that the Company takes responsibility to all stakeholders with fairness basis
- 5.9 Encourage all employees to have a strong sense of ethics and to comply with good governance principles, the Company's codes of conduct and policies on anti-fraud or anti-corruption; supervise the implementation of proper internal control and internal audit infrastructure to mitigate risk of fraud and corruption, abuse of power and misconduct activities

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- 5.10 Consider and approve the appointment a person possessed of qualifications and do not possessed of disqualifications as prescribed in the Public Limited Companies Act B.E.2535 (1992) (as amended), Securities and Exchange Act B.E. 2535 (1992) (as amended) including and other related notifications, rules and/or regulations as a Director, in the event that a director position becomes vacant due to reasons other than expiration of term of office and consider to endorse the appointment of replacement directors of retiring directors and; consider the compensation of directors to propose to the shareholders meeting for approval
- 5.11 Appoint the Audit committee and other committees; determined powers, duties and responsibilities of each committee so that they can proper function and support the Board of Directors.
- 5.12 Consider and alter the Authorized Directors who sign on behalf of the Company
- 5.13 Consider and appoint Executives and Corporate Secretary with qualifications as defined by the Securities and Exchange Commission or the Capital Market Supervisory Board, as well as decide the compensation of those Executives
- 5.14 Seek for professional advice from external organizations, when necessary, to support proper decision
- 5.15 Encourage the Company's directors and executives to attend Thai Institute of Directors' training programs and seminars which relate to their duties and responsibilities
- 5.16 Review Charter of the Board of Directors to be current and comply with laws, rules, regulations and situations as appropriate at least once a year.

The Board of Directors may authorize and/or delegate other persons to perform specific tasks by granting a power of attorney and/or sub-attorney, given that the authorization must be limited to the scope stated in such power of attorney and/or complied with the rules, regulations or orders specified by the Board of Directors and/or the Company. The Board of Directors' delegation of authorities shall not be in the manner which empowers a person to approve the transaction made by such person himself/herself or made by other persons who may have a conflicts of interest (as defined in the notifications of the Securities and Exchange Commission or the Capital Market Supervisory Board), or may have an interest or may benefit in any manners, or may have other conflict of interest with the Company or its subsidiaries, unless the approval of such transaction is made in accordance with the policy and guidelines which have been already approved by the Company's shareholders meeting or by the Board of Directors meeting.

## 6. Roles and Responsibilities of the Chairman of the Board

- 6.1 To be Leader of the Board of Directors and to be a chairman over the Board of Directors meeting
  - i. Conduct the Board meeting in compliance with the law, the Company's Articles of Association and the meeting agendas
  - ii. Promote and allocate sufficient time for each Board member to discuss and share their idea deliberately and to exercise their proper discretion for the best interest of all stakeholders and to accomplish the duties of the Board of Directors
  - iii. Conclude the meeting resolution and actions plan to be taken after the meeting in a clear and decisive manner
  - iv. Summon the specific Board meeting which not including executive directors
- 6.2 Preside over the Shareholders meeting and conduct the meeting in compliance with the law, the Company's Articles of Association and follow the sequence of the agenda with proper allocation of time while providing an opportunity for shareholders to equally share their opinions and for directors and executives to respond to shareholder's questions properly and transparently
- 6.3 Promote the Board of Directors to be a role model in practicing good corporate governance, Anti-fraud and Anti-corruption policy and the Company's Code of Conducts
- 6.4 Strengthen good relationship between Board members and management team and support the president and his management team to carry out their duties in accordance with the Company's policies
- 6.5 Supervise the disclosure of information and transparent management especially when there is a conflict of interest
- 6.6 Ensuring membership of the Board has proper structure and composition
- 6.7 Ensuring and supporting efficient and effective performance of the Board of Directors, each committee and individual directors
- 6.8 Supervise the annual performance evaluation of the Board of Directors, individual directors, the Chairman himself, and all committees in order to improve effectiveness of the Board and committees and enhance knowledge and competencies of individual Board and committee members

## 7. Board of Directors Meeting

- 7.1 Regular Board of Directors meeting will be held at least once every 3 months and special meetings will be called as necessary. A schedule of the regular meetings will be fixed in advance for the whole year
- 7.2 Chairman of the Board of Directors who is an independent director and Chairman of the Executive Committee shall supervise and endorse the meeting agenda
- 7.3 Corporate Secretary is responsible for deliver meeting invitations together with meeting agenda and supporting document to each Board member for review at least 7 days before the meeting will take place

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7.4 During the Board meeting, a director who has a conflict of interest in the agenda shall leave the meeting room during the discussion of, and the vote on, the transaction

7.5 At least 2/3 of the total member of the Board must be presented to form a quorum at the time of the Board passing a resolution.

**8. Quorum**

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. 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.

A decision of a meeting shall be by a majority of votes. Each director shall have one vote, provided that any director who has any interest in a particular matter may not vote on such matter. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote.

In the case where vacancies in the board of directors result in the number of directors being below the number required to constitute a quorum of a meeting, the remaining directors may act in the name of the board of directors only in respect of the arrangements for holding a meeting of shareholders for the purpose of electing directors to fill all the vacancies. The shareholders meeting shall be held within one month as from the date on which the vacancies resulting in the number of directors being below the number required to constitute a quorum has occurred.

**9. Approval Authority of the Board**

The Board of Directors has authority to approve the Company's activities to the extent of the duties prescribed by law, the Company's Articles of Association, Board of Directors Charter and the resolution of the shareholders' meeting. This includes the formulation and review of vision; operational strategy; operation master plan; risk management policy; annual budget and business plans; medium-term business plan; performance based operational goals; monitoring and evaluation of operation plans and capital expenditure; merger and acquisition of business; division of business and; participation in joint venture.

**10. Committees of the Board**

The Board of Directors may form one or more committees of the Board to support the work of the Board. Each committee will be responsible for considering and reviewing specific matters. The Board shall approve the appointment of members and the charter of each committee which will set forth the regulations and procedures for the composition of the committee, duties and responsibilities of the committees as well as other matters related to such committee as the Board deems appropriate. Each year, the Board will review the charter of each board committees.

#### 11. Director Compensation

The Board of Directors authorizes the Nomination and Remuneration Committee to establish policies regarding both monetary and non-monetary compensation. The remuneration determination process must be transparent, appropriate to the duties and responsibilities of each position, and comparable to industry standards. It must also align with the Company's short-term and long-term strategies and objectives, taking into account the experience, duties, scope of roles and responsibilities (accountability and responsibility), as well as the expected contributions of each director and executive. In the event that the Nomination and Remuneration Committee is unable to perform its duties, the Board of Directors shall assume such responsibilities. The remuneration of the Board of Directors and sub-committees must be proposed to the shareholders' meeting for consideration and approval.

#### 12. Disclosure of Information

The Board of Directors shall oversee the disclosure of the Company and its subsidiaries' data and information, both financial and non-financial. The disclosed information must be full, accurate, reliable, consistent and timely to ensure strict compliance with laws related to business and with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

#### 13. Performance Evaluation of the Board of Directors

The Board of Directors shall perform self-evaluation and shall report the performance evaluation results to the Board of Directors meeting on annual basis.

This Charter of the Board of Directors (Revision) has been reviewed and approved by the Company's Board of Directors meeting no. 4/2025 on November 11, 2025 with effective date from November 11, 2025 onwards.

*-Mr. Palakorn Suwanrath-*

Mr. Palakorn Suwanrath

Chairman of the Board of Directors

Date November 11, 2025