



**บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)**  
**TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED**

**กฎบัตรคณะกรรมการบริษัท**  
**Charter of the Board of Directors**  
**P-BOD-015**





## 1. Objective

The Board of Directors plays a crucial role in overseeing the management of the Company, including setting the direction, policies, and business strategies for the maximum benefit of the Company and its shareholders. Additionally, the Board monitors the operations of various sub-committees within the Company. The Board also holds the powers, duties, and responsibilities as stipulated by law, regulations, objectives, and resolutions of the Company's shareholders' meetings.

## 2. Composition

The composition of the Board of Directors is as follows:

- (1) The Board of Directors does not need to be shareholders of the Company.
- (2) The number of directors shall be as determined by the shareholders' meeting but must consist of at least five (5) directors, with no less than half (1/2) of the total number of directors residing in the Kingdom of Thailand.
- (3) The Board of Directors shall include at least one-third (1/3) independent directors, but not fewer than three (3) persons.
- (4) The Chairperson of the Board must not be the same person as the Chief Executive Officer to ensure a balance of power and clear separation of roles and responsibilities.

The Board of Directors shall elect one director as the Chairperson of the Board. If deemed appropriate by the Board, one (1) or more directors may also be elected as Vice-Chairpersons of the Board.

The Board of Directors shall appoint a Company Secretary, who may be a director, or another person deemed appropriate by the Board. The Company Secretary is responsible for assisting the Board with scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes. The Company Secretary's powers, duties, and responsibilities must comply with Section 89/15, paragraph one, and Section 89/16 of the Securities and Exchange Act A.D. 1992 (B.E. 2535) (including any amendments thereto).



### 3. Qualifications of Directors

The directors of the company must possess the following qualifications:

- (1) They must be knowledgeable, capable, honest, and ethical in business conduct, and have sufficient time to dedicate their knowledge and abilities to the Company.
- (2) They must meet all qualifications and not possess any prohibited characteristics as prescribed by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws. They must also not exhibit any traits that indicate a lack of suitability to be entrusted with managing a publicly-held company, as specified by the Capital Market Supervisory Board.
- (3) They must not engage in any business that is of the same nature and in competition with the Company's business, nor be a partner or director in any other legal entity that engages in such business, whether for their own benefit or that of others, unless they have informed the shareholders' meeting prior to their appointment.
- (4) Independent directors must meet the independence criteria set by the Company and comply with the guidelines established by the Capital Market Supervisory Board. They must be able to equally protect the interests of all shareholders to prevent conflicts of interest and must be able to participate in board meetings and provide independent opinions.

The Company requires that non-executive directors be independent from management, major shareholders, and controlling persons. They must not have any business relationships with the Company that could limit their ability to express independent opinions. Additionally, they must possess the following additional qualifications:

- (a) They must hold no more than one percent (1%) of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons. This includes shares held by related persons of the independent director.
- (b) They must not be, nor have they been, a director involved in management, an employee, a staff member, a salaried advisor, or a controlling person of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling persons, unless they have ceased such roles for at least two (2) years prior to their appointment. This prohibition does not apply if the independent director was a civil servant or advisor to a government agency that is a major shareholder or controlling person of the Company.



(c) They must not have any blood or legal relationship in the form of father, mother, spouse, sibling, or child, including the spouse of a child, with other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives, or controlling persons of the Company or its subsidiaries.

(d) They must not have, nor have had, any business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons in a manner that could interfere with their independent judgment. They must also not be, nor have they been, a significant shareholder or controlling person of any entity having a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, unless they have ceased such relationships for at least two (2) years prior to their appointment.

The term "business relationship" as mentioned in the previous paragraph includes regular commercial transactions conducted for business purposes, leasing or renting real estate, transactions involving assets or services, or providing or receiving financial assistance through loans, guarantees, or using assets as collateral for debts. It also includes similar circumstances that result in the applicant or contracting party having a debt obligation to the other party amounting to three percent (3%) or more of the applicant's net tangible assets or twenty (20) million Baht, whichever is lower. The calculation of such debt obligations shall follow the method for calculating the value of connected transactions as per the Capital Market Supervisory Board's regulations on connected transactions. Additionally, when considering such debt obligations, any debt incurred within one (1) year prior to the date of the business relationship with the same person shall be included.

(e) They must not be, nor have been, an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, and must not be a significant shareholder, controlling person, or partner of the audit firm that employs the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, unless they have ceased such roles for at least two (2) years prior to their appointment.

(f) They must not be, nor have been, a professional service provider, including legal or financial advisors, who receives annual service fees exceeding two million (2,000,000) Baht from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, and must not be a significant shareholder, controlling person, or partner of such professional service provider, unless they have ceased such roles for at least two (2) years prior to their appointment.

(g) They must not be a director appointed as a representative of the Company's directors, major shareholders, or shareholders related to major shareholders.



(h) They must not engage in any business that is of the same nature and in significant competition with the Company's business or its subsidiaries, nor be a significant partner in a partnership, or a director involved in management, an employee, a staff member, a salaried advisor, or hold more than one percent (1%) of the total voting shares of another company that engages in a business of the same nature and in significant competition with the Company's business or its subsidiaries.

(i) They must not have any other characteristics that would prevent them from providing independent opinions on the Company's operations.

#### 4. Appointment and Term of Office

- (1) The appointment of directors must be considered and approved by the Board of Directors' meeting and/or the shareholders' meeting. The Board of Directors' meeting and/or the shareholders' meeting shall consider the knowledge, abilities, and experience relevant to the Company's business.
- (2) The shareholders' meeting shall elect directors according to the following criteria and procedures:
  - (a) Each shareholder has one (1) vote per share.
  - (b) Each shareholder may use all their votes to elect one (1) or several persons as directors but cannot divide their votes among different candidates.
  - (c) The persons receiving the highest number of votes in descending order shall be elected as directors up to the number of directors to be elected at that time. In the event of a tie that results in more candidates than the number of directors to be elected, the chairperson of the meeting shall cast the deciding vote.
- (3) The office term for the Board of Directors is three (3) years.
- (4) The shareholders' meeting shall elect the directors. However, in the case of an election to fill a vacancy due to reasons other than the expiration of the term, the Board of Directors may select a qualified person as specified in Section 3 above to fill the position. The person appointed as a director in such a case shall hold office only for the remaining term of the director being replaced.
- (5) At each annual general meeting of shareholders, one-third (1/3) of the total number of directors will retire. If the number of directors cannot be divided exactly into three (3) parts, the number closest to one-third (1/3) shall retire. The directors who retire may be re-elected. For the first and second years following the Company's registration, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have been in office the longest shall retire.



In addition to retirement by rotation, a director may vacate office upon:

- (a) Death,
- (b) Resignation,
- (c) Loss of qualifications to be a director or possession of prohibited characteristics under the Public Limited Companies Act or characteristics indicating unsuitability to be entrusted with managing a publicly-held company under the Securities and Exchange Act,
- (d) Removal by a resolution of the shareholders' meeting,
- (e) Court order

Any director wishing to resign shall submit a resignation letter to the Chairperson of the Board.

- (6) In the event that a director's position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall select a qualified person who does not possess any prohibited characteristics under the Public Limited Companies Act A.D. 1992 (B.E. 2535) and the Securities and Exchange Act A.D. 1992 (B.E. 2535) (including any amendments thereto) to fill the position. However, if the remaining term of the director is less than two (2) months, the new director shall serve only for the remaining term of the director being replaced.
- (7) In the case of appointing an independent director, the term of office for an independent director shall not exceed nine (9) consecutive years from the date of their first appointment as an independent director. If it is necessary to extend the term, the Board of Directors shall reasonably consider the necessity of such an extension.

## 5. Powers, Duties, and Responsibilities

The Board of Directors, as representatives of the shareholders, has the following powers, duties, and responsibilities:

- (1) Perform duties and oversee the Company's operations in accordance with the law, objectives, regulations, resolutions of the Board of Directors' meetings, and resolutions of the shareholders' meetings. This must be done with responsibility, caution, honesty, and integrity to protect the rights and interests of the Company and ensure fair accountability to all shareholders.
- (2) Establish the Company's vision, strategy, business direction, policies, goals, business plans, budgets, management structure, and approval authority for the Company and its subsidiaries as proposed by management. This includes overseeing the management and performance of the management team or any individuals assigned such duties. The Board should also promote the use of information technology to enhance business opportunities and performance in line with the established policies efficiently and



- effectively, under good corporate governance, to maximize economic value and ensure the highest security for shareholders.
- (3) Ensure that management treats all stakeholders ethically and equitably.
  - (4) Continuously and regularly monitor and evaluate the performance of management, ensuring compliance with laws and relevant contractual obligations. Management must report performance results and other significant matters to the Board of Directors at each quarterly Board meeting to ensure effective operations and achievement of strategies, plans, and budgets.
  - (5) Approve the appointment and define the roles of various sub-committees as appropriate and necessary to support the Board's management. This includes establishing transparent and clear criteria and processes for selecting directors, sub-committee members, and the Chairperson of the Executive Board, determining compensation, and conducting annual performance evaluations. Additionally, ensure there is a process for preparing personnel to succeed or replace the Chairperson of the Executive Board.
  - (6) Consider and determine the Company's annual compensation structure and appropriate compensation criteria for directors, executives, and employees, taking into account relevant factors such as performance evaluations, positions, scope of duties and responsibilities, qualifications, knowledge, abilities, and appropriate compensation rates in the same industry.
  - (7) Establish and adjust the Company's organizational structure and position duties (Organization Chart) as appropriate.
  - (8) Define the framework and mechanisms for overseeing subsidiaries or associates. The Board shall consider the suitability of individuals to represent the Company as directors of subsidiaries or associates to ensure their operations align with the Company's policies and legal compliance, including the disclosure of financial status, performance, connected transactions, and significant asset acquisitions or disposals.
  - (9) Acknowledge audit reports from the Audit Committee and other sub-committees of the Company. Ensure the Company has mechanisms for receiving complaints and acting in case of whistleblowing.
  - (10) Consider and approve the acquisition or disposal of assets (in cases where the size of the transaction does not require consideration by the shareholders' meeting but must be approved by the Board of Directors), investment in new businesses, and any operations in accordance with applicable laws, announcements, and regulations.
  - (11) Consider and approve related party transactions (in cases where the size of the transaction does not require consideration by the shareholders' meeting but must be approved by the Board of Directors) in accordance with applicable laws, announcements, and regulations.
  - (12) Consider and approve the interim dividend payment to the Company's shareholders.
  - (13) Review the processes and policies for risk management and review operations.



- (14) Ensure that there are no conflicts of interest between the stakeholders of the Company and its subsidiaries. In cases where any director has an interest in any transaction with the Company or has an increase or decrease in shareholding in the Company and/or its subsidiaries, such director must notify the Company without delay.
- (15) Establish policies on good corporate governance and social responsibility, including anti-corruption, and ensure the effective implementation of such policies.
- (16) Appoint a Company Secretary to assist the Board of Directors in performing various tasks to ensure the Company's business operations comply with applicable laws, announcements, and regulations.
- (17) Seek professional opinions from external parties if necessary to make appropriate decisions.
- (18) Prepare an annual report and be responsible for preparing and disclosing financial statements to reflect the Company's financial status and performance for the past year to be presented at the shareholders' meeting.
- (19) Hold an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.
- (20) Consider and approve various matters with due regard to the interests of shareholders and all groups of stakeholders of the Company fairly.
- (21) Ensure that the Company has effective and reliable accounting systems, financial reporting, internal control, and internal audit.
- (22) Delegate one (1) or more directors or other persons to perform any actions on behalf of the Board of Directors.

The delegation of powers, duties, and responsibilities of the Board of Directors shall not constitute a delegation or sub-delegation that allows the Board of Directors or the person authorized by the Board of Directors to approve transactions in which they or persons who may have a conflict of interest (as defined in the announcements of the Securities and Exchange Commission and/or the Capital Market Supervisory Board) may have an interest or may benefit in any manner or may have any other conflict of interest with the Company or its subsidiaries, except for the approval of transactions that are in accordance with the policies and criteria approved by the shareholders' meeting or the Board of Directors.

- (23) Have any other powers, duties, and responsibilities as prescribed by applicable laws and regulations, the Company's articles of association, and resolutions of the shareholders' meeting.





**6. Meetings**

- (1) The Board of Directors shall hold a meeting at least once every three (3) months, with the meeting dates scheduled in advance for the entire year. Special meetings may be convened as necessary.
- (2) To call a meeting of the Board of Directors, the Chairperson or a designated person shall send a notice of the meeting, along with the agenda and supporting documents, to all directors at least seven (7) days prior to the meeting date. This is to ensure that the directors have sufficient time to review the information, except in urgent cases to protect the rights or benefits of the Company, in which case the meeting notice may be given by other means or the meeting date may be set earlier.
- (3) Any director who has an interest in any matter shall not have the right to vote on that matter and shall leave the meeting during the discussion of that matter to allow the meeting to discuss and express opinions independently.
- (4) The Board of Directors may invite various sub-committees (such as the Executive Committee, Audit Committee, and Risk Management Committee), management, relevant persons, or other appropriate persons to attend the meeting and provide necessary and appropriate information for the meeting agenda.
- (5) The Company Secretary will record the minutes of the meeting and prepare the meeting report along with the necessary supporting documents, which shall be presented to the Board of Directors before the meeting.

**7. Quorum and Voting**

- (1) For a meeting of the Board of Directors to constitute a quorum, at least half (1/2) of the total number of directors must be present. If the Chairperson of the Board is absent or unable to perform their duties, if the Vice Chairperson is present, the Vice Chairperson shall act as the Chairperson of the meeting. If there is no Vice Chairperson, or if the Vice Chairperson is absent or unable to perform their duties, the directors present shall elect one among themselves to act as the Chairperson of the meeting.
- (2) The resolution of the meeting shall be determined by a majority vote.
- (3) In voting, each director shall have one (1) vote. However, any director who has an interest in any matter shall not have the right to vote on that matter. In the case of a tie, the Chairperson of the meeting shall have an additional casting vote.

This Charter of the Board of Directors was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

.....  
(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors

