

Board of Director Charter  
Of  
Project Planning Service Public Company Limited

November 12, 2025

PROPERTY  
CONSTRUCTION  
INNOVATION

“คุณค่าคุ้มค่า แก่การไว้วางใจ”

Address 381/6 Soi Rama IX 58 (Soi 7 Seree 7), Rama IX Road, Suanluang, Bangkok 10250  
381/6 ซอยพระรามเก้า 58 (ซอย 7 เสาร์ 7) ถนนพระรามเก้า แขวง/เขตสวนหลวง กรุงเทพฯ 10250  
Tel 02 718 2785-9 Fax 02 300 5545-6 E-mail pps@pps.co.th Website www.pps.co.th

Board of Director Charter  
of  
Project Planning Service PLC.

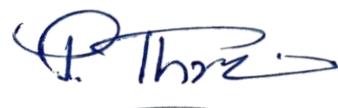
With Project Planning Service Public Company Limited ("the Company") and its Board of Directors, the Company is committed to a vision of developing itself into a strong and sustainable organization. This commitment extends beyond merely achieving strength and growth in business operations and financial performance. The Company also aims to enhance its overall capabilities and resilience through continuous self-improvement. The goal is to ensure balanced and sustainable growth for the Company in the future.

The Board of Directors places significant emphasis on and is committed to elevating corporate governance to an international standard. This aims to enhance efficiency and effectiveness in management and ensure fairness to all stakeholders. Consequently, the Board has established a Board Charter to define the scope of responsibilities, best practices, and standards for the Board's operations.

In order to ensure that the Board Charter is clear and appropriately tailored to the company's business model and organizational culture, the Board of Directors reviewed the essential elements of the Charter during its meeting No. 4/2025 held on November 11, 2025. The details are outlined in the document attached to this directive. All parties are therefore requested to comply strictly with the relevant provisions.

Effective from November 12, 2025, onwards

Granted as of November 12, 2025  
Project Planning Service PLC.



( Mr. Prasong Tharachai )  
Chairman of the Board

## Board of Directors Charter

The Board of Directors is responsible for performing its duties and maintaining true independence from management to ensure the best interests of the company and its shareholders as a whole. There is a clear separation of duties and responsibilities between the Board and management. Therefore, the company has established a Board Charter to ensure that the directors understand their roles, duties, and responsibilities.

The Board of Directors is responsible for ensuring that executives and employees conduct their work with integrity and a strong sense of responsibility for the outcomes of their actions. This is to ensure that shareholders have confidence in and accept the decisions made, knowing that all actions are conducted fairly and with the utmost consideration for the best interests of both major and minority shareholders.

### 1. Composition and Recruitment of the Board of Directors

- 1) The company shall have a Board of Directors consisting of no fewer than 5 members. Additionally, at least half of the total number of directors must reside in the Kingdom and must meet the qualifications prescribed by law.
- 2) The shareholders' meeting shall elect directors in accordance with the following criteria and procedures:
  - 2.1) Each shareholder shall have one vote per share.
  - 2.2) Each shareholder must use all of their available votes, based on the total number of shares they hold, to elect one or more individuals as directors. However, the votes cannot be divided among different candidates.
  - 2.3) Individuals who receive the highest number of votes, in descending order, will be elected as directors up to the number of directors to be appointed or elected at that time. In the case where individuals receiving the next highest number of votes are tied and exceed the number of directors to be appointed or elected, the chairman shall cast an additional deciding vote.
- 3) At the annual general meeting of shareholders, at least one-third (1/3) of the directors must retire from their positions. If the number of directors to retire cannot be exactly divided into three parts, the number closest to one-third (1/3) should retire. Directors who retire are eligible for reappointment if they are selected again by the meeting. For directors retiring in the first and second years after the company's registration, a draw should be held to determine who will retire. Subsequently, the director with the longest tenure shall retire.

- 4) Any director wishing to resign from their position must submit a resignation letter to the company. The resignation shall be effective from the date the resignation letter is received by the company.
- 5) In the event that a director's position becomes vacant for reasons other than the end of their term, the Board of Directors shall appoint a qualified individual who meets the legal requirements to fill the vacancy at the next Board meeting, unless the remaining term of the director is less than two months. The individual appointed to fill the vacancy shall serve only for the remainder of the term of the director they are replacing. The resolution to appoint the replacement director must be approved by at least three-fourths (3 / 4 ) of the remaining directors.
- 6) The shareholders' meeting may pass a resolution to remove a director from office before the end of their term with a vote of at least three-fourths (3/4) of the shareholders present and entitled to vote, and holding shares totaling no less than one-half of the shares held by the shareholders present and entitled to vote.
- 7) Directors may or may not be shareholders of the company."
- 8) The Board of Directors shall appoint one director as the Chairman of the Board. If deemed appropriate, the Board may also appoint one or more directors as Vice Chairmen and as the Managing Director. The Vice Chairmen shall have duties as assigned by the Chairman of the Board according to the regulations.
- 9) The Board of Directors shall appoint one individual to serve as the Secretary of the Board. The Secretary may or may not be a director.
- 10) The Nomination and Remuneration Committee is responsible for selecting directors to replace those whose terms have expired or to fill vacant positions. The Committee must review the structure and identify any skills that are lacking within the Board to determine the appropriate composition of the Board of Directors. It will establish the criteria for nomination and select individuals who possess the qualifications suitable to the company's situation and needs. The Committee will then present its recommendations to the Board of Directors for consideration, selection, and thorough evaluation of qualified candidates in a transparent manner. Finally, the selected candidates will be proposed for election at the shareholders' meeting.

## 2. Powers, Duties, and Responsibilities

- 1) Perform duties in accordance with the law, the company's objectives and regulations, as well as the resolutions of the shareholders' meeting, except in cases requiring approval from the shareholders' meeting, transactions involving related parties, and the purchase or sale of significant assets as prescribed by the stock exchange or other regulatory authorities.
- 2) Approve business policies, goals, operational plans, business strategies, and the annual budget.
- 3) Approve the appointment of individuals who meet the qualifications and are not disqualified under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act, as well as relevant announcements, regulations, and/or rules concerning the director's position, in cases where a director's position becomes vacant for reasons other than the expiration of their term.
- 4) Appoint executive directors and define the scope of their powers, duties, and responsibilities.
- 5) Appoint independent directors and audit committee members, considering their qualifications and disqualifications under the Securities and Exchange Act, as well as relevant announcements, regulations, and/or rules of the stock exchange. The recommendations are then to be submitted to the shareholders' meeting for consideration and appointment as independent directors and audit committee members of the company.
- 6) To consider and amend the names of directors who have the authority to bind the Company.
- 7) Appointing any other person to operate the Company's business. Under the control of the Board of Directors Or may authorize such person to have authority and/or within such time as the Board deems appropriate, which the Board may cancel or revoke. The power can be changed or modified.
- 8) To consider and approve the acquisition or disposal of assets, unless such transaction is subject to approval from the shareholders' meeting. The approval will be in accordance with the announcement. Articles of Association and/or Regulations Related to the Stock Exchange of Thailand.
- 9) To consider and approve the connected transaction, unless such transaction is subject to approval from the shareholders' meeting. The approval will be in accordance with the announcement. Articles of Association and/or Regulations Related to the Stock Exchange of Thailand.

10) To consider and approve the interim dividend payment to shareholders When it is seen that the Company has sufficient profits to do so, the dividend payment shall be reported to the shareholders' meeting at the next shareholders' meeting.

However, the delegation of authority, duties and responsibilities of the Board of Directors shall not be in the nature of delegation or delegation of authority to enable the Board of Directors or its delegates from the Board of Directors to approve transactions that they or persons may have a conflict with (as defined in the Notification of the Board of Directors. (SEC) For both the Company and its subsidiaries.

### **3. Meeting**

The Board of Directors shall hold meetings to perform its duties as well as to acknowledge the results. The quorum of the Board of Directors shall consist of not less than half of the total number of directors.

### **4. Report on Operational Performance**

The Board of Directors reports the operating results to the Annual General Meeting of Shareholders and discloses the operating results in the Annual Report.

### **5. Performance Evaluation**

The performance evaluation of the Board of Directors will include both collective and individual assessments, conducted at least once a year.

### **6. Review and Revision of the Charter**

The Board of Directors will review and update the Charter as appropriate or at least review it annually. To ensure that the content of the charter is consistent with the Company's policies and objectives.