



Independent Director Charter

Global Green Chemicals Public Company Limited

1. Objectives

The Independent Director Charter is prepared to identify the composition, qualifications, roles, duties, and responsibilities of the Company's Independent Directors with clarity, transparency, and efficiency, and in compliance with Good Corporate Governance to ensure confidence and reliability for all shareholders and stakeholders.

2. Composition and Qualifications of Independent Directors

2.1 Independent Directors must possess all the qualifications as defined in the Company's Corporate Governance and Business Code of Conduct Handbook. Such qualifications are required to be reviewed and endorsed at least once every year throughout their terms.

2.2 Independent Directors must comprise more than one-third of the Board of Directors. These Independent Directors must be experienced and fully qualified as per the specifications of the Capital Market Supervisory Board and the Company's Board of Directors.

2.3 An Independent Director can serve up to nine consecutive years, with the term of office starting from the date of the Company's listing on the Stock Exchange of Thailand (SET) or from the date of the first appointment as an Independent Director (as applicable).

2.4 The Chairman of the Independent Directors serves a term of three years from the day of the appointment. If he or she leaves the position or, under any circumstances, has to vacate his or her position before the term ends, the Independent Directors are to appoint a qualified replacement within three months from the day the position becomes vacant. The term of the appointed replacement will be the same as the remaining term of the former Chairman.

3. Scope of Duties and Responsibilities

Independent Directors are to maintain their neutrality at all times and are required to perform in the best interests of the Company as a whole, to ensure fair treatment for all shareholders. Duties and responsibilities towards the Board of Directors are as follows:

3.1 Provide suggestions and opinions to the Board of Directors concerning important issues related to the operations and the interests of the Company and its shareholders as well as other relevant stakeholders.

3.2 Encourage the Company to fully comply with the anti-corruption measures.

3.3 Encourage the Company to operate business based on social and environmental responsibilities.

3.4 Seek external advice from independent consultants if needed, with the Company providing the budget for such expenses.

3.5 Ensure that the Company operates according to all the rules and regulations issued by the regulatory body supervising listed companies with respect to Independent Directors. The Independent Directors are also to review the definition of 'Independent Director' to ensure that it is appropriate and complete according to laws.

3.6 Annually review the appropriateness of the Independent Director Charter and submit it to the Board of Directors for endorsement if there is any improvement or modification.

3.7 Engage in any duties as assigned by the Board of Directors as long as they do not interfere with the independent nature of the Independent Directors.

4. Meetings

4.1 At least one meeting of the Independent Directors is to be held in each calendar year. Members of management or any other concerned party in the matters being discussed, or other individuals as deemed fit, can also be invited to join the meetings.

4.2 The required quorum for the meeting of the Independent Directors is no less than two-thirds of all mandatory Independent Directors. The Chairman of the Independent Directors is also to act as the Chairman of the meeting. If, under any circumstances, the Chairman cannot chair the meeting, the quorum can appoint one of the Independent Directors present to act on behalf of the Chairman. When a vote is required in such meetings, each Independent Director is eligible for one vote. A majority of the votes are considered the resolution of the meeting. In case of equal votes of both sides, the Chairman of the meeting is to exercise his or her vote to decide the matter.

4.3 Independent Directors who may have a conflict of interest in any matter being discussed in a meeting must notify the Board of Directors or the Company about how the conflicts came about and are required to leave the meeting.

5. Reporting

The Independent Directors are required to provide their performance reports or any worthwhile issues to the Board of Directors on a regular basis.

6. Development and Performance Evaluation

The Independent Directors are encouraged to regularly participate in skill development programs or activities that contribute to the development of their knowledge, skills, and performance.

Effective July 20, 2022.

- Kongkrapan Intarajang -
(Mr. Kongkrapan Intarajang)
Chairman of the Board