

Roles and Responsibilities of the Board of Directors

The roles and responsibilities of the Board of Directors are to oversee GPSC's operation to ensure compliance with laws, regulations, resolutions of shareholders' meetings, and GPSC articles of association as well as strict adherence to corporate governance principles and the code of conduct for directors of listed companies to protect GPSC's and its shareholders' interest. The roles and responsibilities of the Board of Directors can be summarized as follows.

1. To devote themselves to the determination of GPSC's vision, mission, directions, and strategies by expressing their opinion fully and seeking relevant information useful for the prescription of GPSC's directions
2. To review and approve GPSC's key strategies, policies, objectives, action plans, and financial goals as well as regularly oversee and monitor the executives so that such plans are carried out in accordance with the prescribed directions and strategies and to ensure effective and efficient implementation of GPSC's vision, directions, and strategies
3. To define corporate governance policies and a code of conduct comprising appropriate guidelines and best practices for directors, executives, and employees to foster a sense of professional responsibility and understanding, which are to be complied with strictly in conjunction with the rules and regulations of GPSC to ensure equity to all stakeholders
4. To approve expenditures for investments, loaning or application for credits from financial institutions, lending, and being a guarantor as part of GPSC's regular operations without budget limits in accordance with the rules and regulations of GPSC and pertinent regulations and laws stipulated by the Stock Exchange Market of Thailand and the Securities and Exchange Commission
5. To consider potential risk factors, formulate comprehensive risk management guidelines, ensure that the executives operate with efficient risk management systems and processes in place, and predict possible risks that may arise from new business opportunities
6. To ensure sufficient and effective internal control as well as regular assessment of the suitability of GPSC's internal control systems
7. Monitor and remedy issues related to potential conflicts of interest and related transactions, prioritizing major transactions that will result in maximum benefits for shareholders and stakeholders

8. To consider and approve the appointment of qualified candidates with no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including additional amendments) and the Securities and Exchange Act B.E. 2535 (A.D. 1992) (including additional amendments), as well as laws, notifications, regulations, and/ or other relevant rules as new directors upon vacancies of directorships, either as a result of an expiration of term of office or for other reasons, and upon the rise of such necessity, as well as determine remuneration to propose at shareholders' meetings for approval
9. To determine and amend the list of authorized directors
10. To appoint the Audit Committee or any other sub-committees as well as define their roles and responsibilities to assist and support the Board of Directors in their operations
11. To implement an appropriate and transparent talent acquisition and selection system to fulfill key management positions
12. To appoint GPSC's executives with qualifications as defined by the Securities and Exchange Commission or the Capital Market Advisory Board, appoint Company Secretary, as well as determine the remuneration of the executives and Company Secretary
13. To put in place a remuneration determination system or mechanism for GPSC's top executives to ensure appropriateness and consistency with GPSC's performance to create short-term and long-term motivation
14. To conduct regular self-performance appraisals and the Chief Executive Officer's performance appraisals on a regular basis
15. To ensure reliable accounting systems, financial statements, and audit systems as well as an efficient and effective internal auditing system
16. To oversee the completion of GPSC's financial statements at the end of each accounting year and sign to approve such statements, to be proposed for approval at annual general meetings of shareholders
17. To consider and approve the selection and appointment of auditors as well as determine the appropriateness of the remuneration submitted by the Audit Committee before proposing it for approval at annual general meetings of shareholders
18. To attach significance to social and environmental responsibilities in GPSC's business operation for a better and sustainable quality of life in society

19. To assess GPSC's performance under its corporate governance policies and code of conduct at least once a year
20. To provide each shareholder group with appropriate communication channels and oversee that information disclosure is complete, clear, transparent, reliable, and of highest standards
21. To encourage GPSC's directors and executives to attend courses and seminars hosted by the Thai Institute of Directors (IOD), especially those relevant to their roles and responsibilities
22. To convene internal meetings between non-executive directors and independent directors as called for by necessity or when deemed appropriate to discuss various management issues of current interest without the presence of the management and submit the summary of such meetings to the Chief Executive Officer

The Board of Directors may authorize and/or designate individuals to perform specific tasks on its behalf. The appointment of attorneys or sub-attorneys shall conform to the scope defined in the letter of authorization and/ or in compliance with the rules, regulations, or orders prescribed by the Board of Directors and/or GPSC. The authorization of the roles and responsibilities of the Board of Directors shall not be in such a manner that enables the Board of Directors or the appointed attorneys, through the attorneys or sub-attorneys, to approve transactions that may benefit themselves or others who may have conflict of interest (as defined in the notifications of the Securities and Exchange Commission or the Capital Market Supervisory Board) in any manner or create conflicts of interest with GPSC or GPSC's subsidiaries, except transactions that are in accordance with the policies and criteria approved by shareholders' meetings or approved by the Board of Directors.

In addition, the operations of the Board of Directors that require approval from shareholders' meetings are as follows.

- Cases in which GPSC or GPSC's subsidiaries, as defined by the laws on securities and exchange, enter into a related transaction, or acquire, or sell major assets of GPSC in accordance with the classification of the laws on securities and exchange, in which GPSC shall comply with the prescribed criteria and processes
- Selling or transferring GPSC's business, either in its entirety or partially, to another party
- The drawing up, amendment, or revocation of contracts related to a full or partial lease of GPSC's business, the appointment of a proxy to act on behalf of GPSC, or the merging of the business with another party with the aim to share profits
- Amendment of the memorandum of association or the articles of association
- Increasing or decreasing GPSC's authorized capital
- Company dissolution or merge with another company
- Debenture issuance