
1. Meeting of the Board of Directors

- 1.1 The Company's secretary sets up a meeting of the Board of Directors schedule in order to propose to the Board of Directors in consideration for granting approval, for the whole year in advance and informs each director of the meeting schedule so that they can arrange their time to attend the meetings. Whereby the Board meetings are regularly for at least 3 months, in order to consider the financial statements, policy and operations, including follow-up to the strategy of the company and the Board must always be available to attend the meeting if there is a special meeting.
- 1.2 The company has a policy of minimum quorum of the committee upon a voting, in which the quorum shall not be less than 2 in 3 of all Directors. In addition, directors are the proportions attendees shall be at least 75 per cent of meetings throughout the year.
- 1.3 In the Year 2021, the Board of Directors' meetings were held fourteen (14) times. Details of the Board meetings are stated under the topic "the Board of Directors and Management Structure".
- 1.4 The Chairman, the Chief Executive Officer and Company's secretary will co-determine meeting agenda items to be proposed for the Board of Directors' meeting. Each director could propose a meeting agenda item independently. Each director may propose a meeting agenda to the Chairman via the company secretary or may propose a meeting agenda to the Board of Directors prior to the meeting.
- 1.5 Related documents will be sent to all members of the Board of Directors at least 7 days prior to the date of the meeting. For especially important agendas, the relevant documents shall be submitted to directors prior to the meeting in adequate time for their consideration.
- 1.6 The Board of Directors can invite any relevant executive or personnel for inquiry during the meeting. In the Year 2021, it was found that executive directors are the persons who were in charge of the matters and knowledgeable of all relevant information. Thus, the Board of Directors inquired directly from the executive directors in charge of the matter.
- 1.7 After the Board of Directors' meeting, the corporate secretary will arrange the minutes of the meeting and notify the related functions for their further action and report the result of such actions to the Board again for their acknowledgement.
- 1.8 In each meeting, the Chairman allows each director to express his opinion extensively and freely. Thus, each director may express his opinion extensively and listen to others' opinions. Each decision is made based on sound rationale and thorough deliberation. Although the Chairman allows each director to express his opinion in the meeting extensively, each director presents his opinion concisely. Thus, it normally takes no more than 3 hours on average to run the meeting, which the Board of Directors views as sufficient to consider each meeting agenda item thoroughly.
- 1.9 In each meeting, the Good corporate governance reports must be approved by the Board of Directors. On October 18, 2007, the Board of Directors' meeting reached a resolution to establish the Corporate Governance Committee that is responsible for formulating good corporate governance principles, monitoring, evaluating and promoting compliance with the Company's good corporate governance principles.

◆ Good Corporate Governance Report (CG Code) ◆
◆ Annual Report 2021 ◆

Thus, the Good Corporate Governance Committee regarded the Year 2008 as “KIM ENG’s good corporate governance year.” The good corporate governance campaign was initiated by various activities to persuade employees to be in compliance with good corporate governance principles.

2. Meeting of the Board of Directors who are Non-Executive Directors

Board of Directors have prescribed that there were only non-Executive Directors meeting without the Executive Directors for reviewing the policy, strategic, vision, and guideline for managing the company. In the Year 2021, the Board of Directors’ meetings (Non-Executive Directors) were held one (1) time on 15 December 2021.