



Charter of the Board of Directors
Stecon Group Public Company Limited

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In the case of a discrepancy, the Thai version will be effective

Charter of the Board of Directors

1. Purpose

The Board of Directors has an important role in corporate governance, including setting the direction, policies, and business strategies for the best interests of the Company and its shareholders. Stecon Group Public Company Limited (the "Company") has established the Charter of the Board of Directors in order to enable the Board of Directors to understand its role, duty, and responsibility to the shareholders and stakeholders of the Company. In this regard, the Company's directors and executives must perform their duty responsibly, honestly, and prudently, and protect the interests of the Company. Besides, they have to performing their duty in accordance with the law, objective and article of Association of the Company as well as resolution of the Board of Directors and Shareholders' meeting, in order to lead the Company's business to grow and achieve the goal set by the Company along with focusing on the environment, the community, and stakeholders from all sectors under the principle of good corporate governance.

2. Composition

The composition of the Board of Directors is as following

- 2.1 The Board of Directors consists of: Chairman of the Board of Directors and other directors not less than 5 persons, which not less than half of the total number of directors of the Company must be a resident of the Kingdom and meets the qualification required by law. Directors are not required to be shareholders of the company.
- 2.2 The Board of Directors must consist of at least 1/3 independent directors of the total number of directors.
- 2.3 The Board of Directors must select one director to serve as the Chairman of the Board of Directors. In the event that the Board of Directors deems it appropriate. The Board of Directors may select one or more directors as the Vice Chairman of the Board of Directors.
- 2.4 The Chairman of the Board of Directors must be an independent director and the Chairman of the Board of Directors must not be the same person as the Group Chief Executive Officer/President, in order to balance operational power and to clearly divide the role and duty.

In case the person who holds the position of Chairman of the Board of Directors is not an independent director. The Board of Directors must consider the composition

of the Board of Directors to consist of more than half of the Independent Directors, or appoint one Independent Director to jointly consider and set the agenda of the Board of Directors meeting in accordance with the principle of good corporate governance.

2.5 The Board of Directors must appoint and/or remove the Company Secretary or any other person who is appropriate by the Board of Directors in order to assist the Board of Directors in scheduling meetings, preparation of the agenda, submission of meeting documents, and recording of meeting minutes. He/she has authority, duty, and responsibility in accordance with Section 89/15, paragraph 1, and Section 89/16 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

3. Qualification of the Company's Directors

The Company's directors must have the following qualification

- 3.1 Be a person with knowledge, ability, experience, and expertise in various fields in which is necessary to manage the Company's business and perform their duty in accordance with the law, the Company's objectives, and the article of association as well as the resolution of the shareholders' meeting with integrity and prudence to maintain the interests of the Company with integrity. They must have an ethical business and enough time to devote knowledge, ability, and performance of duty as directors of the Company efficiently and effectively.
- 3.2 Have complete qualification and not prohibited by the law on the public limited company, the Securities and Exchange Act, and other relevant laws. They must not show any inadequacy in being entrusted to manage the business of a public company with an individual as a shareholder as prescribed by the **Securities and Exchange Commission ("SEC")**.
- 3.3 Directors can hold the position of directors in other companies. Anyway, each director of the Company may hold the position of director of no more than five other listed companies and the director of the Company who performs executive duty may serve as a director of no more than two other listed companies. However, such directorship must not hinder the performance of the Company's directorial duty and comply with the guideline set forth by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

3.4 The Company's directors are not persons who operate businesses in the same condition and in competition with the business of the Company or its subsidiaries. Also, they are not partners or directors in other juristic persons who participates in the management, the employees or consultants who receive regular salaries, nor shareholders of other companies that operate business with the same condition and in competition with the business of the Company or its subsidiaries. Regardless of whether such participation is made for the benefit of themselves or others, unless they are notified of the shareholders' meeting before the appointment resolution is made.

3.5 In case of appointment to be an independent director, the person selected as an independent director must have the qualification regarding independence as specified by the Company and the notification of the Capital Market Supervisory Board. He/she must be a person who can take care of the interests of all shareholders equally in order to prevent conflict of interest and be able to attend the Board of Directors meeting by giving an independent opinion.

Anyway, the Company requires directors who do not act as executives, independent directors from the management, major shareholders, and controlling persons and do not have a business relationship with the Company in such a way as to restrict the expression of independent opinion as well as have the additional qualification of being independent directors as stipulated in the Charter of the Audit Committee.

4. Appointment and Term of Office

4.1 The appointment of the Board of Directors must be in accordance with the Company's article of Association and the provision of relevant law and regulation and subject to consideration and approval by the Board of Directors and/or the Shareholders' meeting (as the case may be). The consideration of the appointment of the Board of Directors must be transparent, and clear, and must include the educational background and professional experience for the consideration and decision of the Board of Directors and shareholders.

4.2 In case of an election for replacing the vacant director position due to reason other than the time to leave office according to the term. The Board of Directors must appoint a person who is fully qualified as specified in Clause 3 above to be

appointed as a substitute director at the next meeting of the Board of Directors. This person who takes up the position of a director in such case must remain in

office only for the remaining term of the departing director, unless the term of office of such director is less than 2 months.

4.3 In case of the appointment of an Independent Director, he/she must have a term of office not exceeding 9 years from the date of his/her first appointment as an Independent Director. In the event that an Independent Director is to be appointed to continue in the position, the Board of Directors must reasonably consider such necessity.

4.4 At every Annual General Meeting of Shareholders, the directors must resign from office for 1/3 of the total number of directors. If the number of directors cannot be divided into three parts, the number closest to one-third must be removed. Directors who have resigned may be elected to return to the position again. However, Directors who must retire in the first and second years after the registration of the company must be drawn by lottery. In the following years, the director who has held office for the longest time must leave.

In addition to his resignation from office according to the term mentioned above. The Company's directors may resign from their positions when

- (1) Death
- (2) Resigning
- (3) Lack of the qualification to be a board of directors or having characteristics prohibited under the Public Limited Companies Act or having characteristics that indicate a lack of suitability to be entrusted to manage the affairs of a public company.
- (4) The shareholders' meeting resolved to remove from office with a vote of not less than three-fourths (3/4) of the number of votes. Shareholders who attend the meeting and have the right to vote and the total number of shares are not less than half of the number of shares held by the shareholders who attend the meeting and have the right to vote.
- (5) The court decree to remove from office
- (6) An independent director retires at the age of 75 years or an independent director who reaches the age of 75 years before the date of the Annual General Meeting of Shareholders in any year must cease to be an independent director on the day following the date of the annual general meeting of shareholders in that year. This clause must take effect upon the

expiration of 2 years from the date of incorporation of the company. However, in case any director wishes to resign, he/she must submit his resignation letter to the Chairman of the Board of Directors.

4.5 The Nomination and Remuneration Committee must consider and determine the remuneration of directors.

The remuneration of directors will be determined mainly based on the amount of work, the company's responsibility and the business size as well as comparing such remuneration with other companies operating in the same industry, and also proposes to the Board of Directors and the shareholders' meeting for further approval.

5. Power, Duty, and Responsibility

The Board of Directors as a representative appointed by the shareholders in order to perform the duty of the Company's management must perform their duties with determination, responsibility, and Integrity under the scope, authority, and responsibilities as follows

5.1 Determination of the Company's business direction

- (1) The Board of Directors must perform their duties and supervise the Company's business in accordance with the law, objective, regulation, resolution of the Board of Directors and Shareholders' meeting with responsibility, caution. Integrity in order to maintain the right and interests of the Company and all shareholders equally (Accountability to Shareholders).
- (2) Determine and review the vision, strategy, policy, business direction, budget, human resource plan, management structure, and approval authority guide to determine the effective way of working of personnel in the organization as well as supervise the review and approval every year.
- (3) Monitor and evaluate the implementation of the Company's business plan, strategy, financial plan, human resource plan, target and annual budget through the audit and monitoring mechanism as prescribed and in accordance with international standard of business operation such as the preparation of financial statement to evaluate performance in accordance with international standard or key performance indicator (KPIs), etc.
- (4) Operate for the Company, implement appropriate and effective accounting system as well as provide an adequate, effective internal control system and internal audit system. The Board of Directors will regularly establish a process

to assess and review the appropriateness of the Company's internal control system. However, it must be under the supervision of the Audit Committee.

- (5) Ensure that the Company prepares quarterly and annual financial statements to accurately represent the Company's financial position and operating result in accordance with accounting standards. The financial statements shall be audited by a certified auditor. For the annual financial statement, the Board of Directors will propose to the shareholders' meeting for further approval.
- (6) Consider the appointment of independent directors based on the qualification and prohibited characteristic of the independent director under the Securities and Exchange Act, Notification of the Capital Market Supervisory Board including the Announcement of Articles of Association and/or relevant regulation of the SEC or the Stock Exchange of Thailand to be presented to the shareholders' meeting for consideration and approval.
- (7) Consider and determine the organizational structure and management structure as well as supervise the Company to prepare a plan for the succession of senior executives, to support the business plan and condition that may change from time to time and to ensure that working in the Company's important position is consistent and continuous.
- (8) The Board of Directors may invite sub-committees including the Audit Committee and the Risk Management and Sustainable Development Committee or related persons to attend the meeting on the agenda in order to clarify information as necessary or express opinion that is appropriate to the agenda.
- (9) Consider and determine the structure of the Company's annual remuneration and the criteria for the payment of appropriate remuneration to directors, executives and employees. Take into account various appropriate factors such as job evaluation result, position, scope of duty and responsibility, qualification, knowledge, ability, and appropriate remuneration rate within the same industry.
- (10) Establish a framework and mechanism for the supervision of subsidiaries or associates. The Board of Directors has the authority to consider the suitability of persons to be directors in subsidiaries or associates in order to supervise the operation of subsidiaries or associates in accordance with the Company's policy, conduct transactions in accordance with the Company's policy, law including the disclosure of financial position information, performance, connected

transactions and the acquisition or disposal of a significant asset to be complete and accurate.

- (11) Ensure that conflicts of interest do not arise between the Company's stakeholders and subsidiaries. In case any director has an interest in any transaction made with the Company or has a shareholding proportion in the Company and/or its subsidiaries increases or decreases, such directors must notify the Company without delay.
- (12) Promote sustainable business development practice by conducting business that takes into account environmental, social, economic and good corporate governance including climate change for stable and sustainable business growth.
- (13) Encourage the Company to create new innovations in order to expand its business and develop business competitiveness that will be an important part of creating continuity for long-term business operations.
- (14) Strengthen a good culture in the organization such as working professionally with integrity, committed, and dedication. Have love and bond with the organization and ready to protect the interests of the organization.
- (15) Assign one or more directors or any other person to perform any act on behalf of the Board of Directors within the scope of authority and duty of the Board of Directors.

The delegation of power, duty, and responsibility of the Board of Directors must not be in the nature of delegation or sub-delegation of authority that allows the authorized person to have the authority to consider and approve transactions that he/she or any person who may have a conflict, benefit or may cause a conflict of interest in any other manner to be made with the Company except for the approval of transactions that comply with policy or criteria prescribed by the shareholders' meeting or the Board of Directors.
- (16) Consider the appointment, removal, delegation of authority, and duty to the sub-committees and the Group Chief Executive Officer/President in order to carry out the operation.
- (17) Consider and approve the establishment, merger or dissolution of a subsidiary.

The Board of Directors has the authority to consider the appropriateness of the action to propose to the shareholders' meeting for further consideration and approval as prescribed by the relevant regulation.

- (18) Propose for capital increase or decrease or change in share value, amendment of the Memorandum of Association, Articles of Association, and/or Objectives of the Company to the shareholders' meeting for further consideration and approval.

5.2 Good Corporate Governance

- (1) Propose that the shareholders' meeting, elect a qualified person to serve as a director of the Company. The Board of Directors must nominate the name of such person approved by the Nomination and Remuneration Committee for the shareholders' meeting for consideration and selection.
(In the case of election of directors to replace directors who leave for a term of office) or consider appointing a qualified person to serve as a director as approved by the Nomination and Remuneration Committee (in case of appointment of a director based on a vacant position other than a term of office)
- (2) Appoint a qualified director to be a director who has the authority to sign and bind the Company by considering the appropriateness and criteria for checking and balancing power.
- (3) Consider and approve the appointment, and determine the role and duty. Supervise the Company's sub-committees as appropriate and necessary to support the management of the Board of Directors including determining the criteria and procedure for the nomination of directors,. the Sub-Committee and the Group Chief Executive Officer/President are transparent, clear and fair as well as determine the remuneration and evaluate the performance of the Sub-Directors on an annual basis and also monitor and review the succession plan of the Group Chief Executive Officer/President of the Group.
- (4) Establish the policy regarding the directorship positions of the Group Chief Executive Officer/President of the Group and senior executives in other companies. Under this policy, they may hold directorship roles in no more than two other listed companies outside the business group which must not adversely impact their primary duties or result in conflicts of interest. Furthermore, these positions must not be in the same type of business or involve competition with the company and must be reported to the Board of Directors.
- (5) Propose the shareholders' meeting to appoint an auditor with the knowledge, expertise and appropriate qualification in order to be the auditor of the Company whom is aligned with the Stock Exchange announced the

designation. The nominated auditor must be an auditor who has been approved by the Audit Committee and the Board of Directors.

- (6) Consider and approve the appointment and removal of the Company Secretary to act as a liaison between the Company and relevant agencies such as the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand also including internal coordination with various sub-committees.
- (7) Formulate policy on good corporate governance and social responsibility including anti-corruption and other policies related to the Company's business operation. The Board of Directors must ensure the effective implementation of such policies.
- (8) Provide an operational manual in each aspect to ensure that the performance of employees is accurate and in accordance with standards, such as a sales manual, procurement manual, approval authority guide, employee manual, etc.
- (9) Ensure that the Company has a channel to receive complaints and whistleblowers reports regarding the Group's wrongdoing and corruption as well as propose solutions to solve problems and measures to protect the complainant, whistleblower, and those assisting in collecting pertinent information. Policy of whistleblowing and complaints of offense and corruption are also required to be reviewed and updated in accordance with the rules and circumstances that change from time to time.
- (10) Overall responsibility for the supervision of the Company's internal risk management to be in line with the risk management policy as well as management under the principle of good corporate governance and responsible for considering and reviewing the Company's risk management and internal control system as well as promoting and supporting the continuous and consistent improvement and development of the Company's internal risk management system.
- (11) Be responsible for complying with the Personal Data Protection Law through the supervisory authority including considering and approving detailed internal policy and operating procedure for any matter related to the protection of personal data of the Company in particular.
- (12) Review the suitability of the Charter regularly on an annual basis in order to ensure that the provision of the Charter is consistent with the objective, operational strategy and current legislation.

- (13) Invite the management and employees of the relevant company to clarify, give opinions, attend meetings, or submit documents as necessary.
- (14) Direct the Company to have an effective internal control and internal audit system by arranging an internal audit department to monitor the operation and coordinate with the Audit Committee.
- (15) Consider and review the scope of authority and duty of the Board of Directors. Group Chief Executive Officer/President to comply with the law in accordance with the Company's direction at least once a year.
- (16) The Chairman of the Board of Directors must be responsible for promoting, developing, and supervising the duty performance of the Board of Directors in good faith, comply with the Company's Code of Conduct and Good Corporate Governance Principle as well as strengthen good relationship within the Company's Board of Directors and between the Board of Directors and management.
- (17) The Chairman of the Board of Directors must supervise to ensure the effective performance of duty of the Board of Directors can achieve the Company's main objective and goal.

5.3 Disclosure and Treatment of Investor

- (1) Arrange the Annual General Meeting of Shareholders within 4 months from the end of the Company's fiscal year and any other extraordinary general meeting of shareholders as appropriate.
- (2) Consider and approve the payment of dividends to shareholders as appropriate. This will be determined based on the Company's operating performance, investment plan as necessary, financial position, liquidity, business expansion plan and other appropriate measure including the management of the Company in the future. As deemed appropriate by the Board of Directors.
- (3) Prepare and disclose important information about the business in accordance with the rule prescribed by the Office of the Securities and Exchange Commission including the preparation of a financial statement and annual report that shows the Company's financial position and operating performance in the past year. In addition, the Company is obliged to disclose other material information such as changes in Directors. Management change, change, related to business operation as well as significant impact from change in economic condition or the enforcement of important law to shareholders.

- (4) Arrange investor relations to serve as a communication channel between the Company and investors in reporting news, clues, or complaint in order to increase the efficiency of the Company's operation.

6. Board of Directors Meeting

6.1 The Board of Directors must hold regular meeting at least once every 3 months in order to monitor the working of the management and may hold additional special meeting as necessary. Two or more directors may request the Chairman of the Board of Directors to convene a meeting of the Board of Directors. In such a case, the Chairman of the Board of Directors must set the date of the meeting within 14 days from the date of the request.

6.2 The Board of Directors has set the schedule of the meeting in advance each year and notifies the Board of Directors excluding special agenda meetings.

6.3 The Chairman of the Board of Directors must be granted approval for the agenda of the Board of Directors meeting and supervise the meeting of the Board of Directors in accordance with the Company's Articles of Association, laws, and relevant good corporate governance guidelines. In addition, sufficient meeting time is allocated for management to present matter, discuss important issue and encourage the Company's directors to exercise prudent discretion with freely in opinion express.

Before the Board of Directors meeting, chairman of the Board of Directors and Group Chief Executive Officer/President must be considered the agenda of the meeting in advance by giving the Company's directors to have the freedom of proposing matter into the agenda.

6.4 In convening a meeting of the Board of Directors, the Chairman of the Board of Directors or the Company Secretary as assigned by the Chairman of the Board of Directors must be responsible for sending the invitation letter together with the agenda and supporting document to all directors of the Company at least 7 days before the date of the meeting so that the directors have sufficient time to study the information in advance before attending the meeting except in cases of urgent necessity to protect the right or interests of the Company then the Chairman of the Board of Directors or his or her assignee may notify the meeting by other means and set the date of the meeting earlier.

However, sending the invitation letter and supporting document to all the Company's directors, the company secretary may send it by electronic mail instead.

The Company Secretary must keep a copy of the invitation letter and supporting document as evidence which may be considered for storage in electronic form.

- 6.5 The quorum of the Board of Directors must consist of not less than two-thirds of the total number of directors currently in office in order to reach a quorum. The Chairman of the Board of Directors will act as the chairman of the meeting. In case the Chairman of the Board of Directors is not presented at the meeting or is on a mission that means he or she is unable to perform his duty. If the Vice Chairman of the Board of Directors is presented at the meeting, the Vice Chairman of the Board of Directors must act as the chairman of the meeting, but if there is no Vice Chairman of the Board of Directors or is absent from the meeting or unable to perform his duty, the directors of the Company who attend the meeting must elect one of the directors to act as the chairman of the meeting.

However, The Board of Directors meeting may be arranged via electronic meeting. The meeting must comply with other relevant rule and regulation including providing for the recording of video and audio, electronic traffic information throughout the meeting. The video, audio, and electronic traffic information shall be considered part of the meeting minutes.

- 6.6 The Board of Directors may invite various sub-committees including the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management and Sustainable Development Committee or related persons to attend the meeting on the agenda to clarify information as necessary or express opinions appropriate to the agenda.
- 6.7 In voting, the Board of Directors meeting must consist of not less than two-thirds of the votes of the total number of directors attending the meeting. A director of a company has the right to vote for one vote except that the director who has an interest in a matter does not have the right to vote on that matter. The interested director must leave the meeting when the matter is considered in order to provide an opportunity for the meeting to discuss and express opinion freely. In case the votes are equal, the Chairman of the meeting must cast another vote as the final vote.
- 6.8 The Company Secretary or a person designated by the Board of Directors must record the meeting and prepare the minutes of the meeting as well as present the minutes of the meeting to the Board of Directors at the next meeting of the Board of Directors.

7. Performance Evaluation

In order to comply with the principle of good corporate governance, the Board of Directors requires the preparation of an annual performance evaluation form of the Board of Directors at least once a year in the form of individual evaluation (self-assessment) and group evaluation based on the evaluation form of the Thai Institute of Directors Association (IOD) and the evaluation form of the Stock Exchange of Thailand, and report the result of the annual evaluation to the Board of Directors to be used as a framework for consideration and review of operation, problem and obstacle as well as suggestion to improve and develop the operation of the Board of Directors to be effective for maximum benefit of shareholders and the organization.

This Charter of the Board of Directors was approved by the Board of Directors meeting No. 2/2025 on March 14th, 2025, and be effective from March 14th, 2025 onwards.

Announced on 14th March 2025

- Vallop Rungkijvorasathien -

(Mr. Vallop Rungkijvorasathien)
Chairman of the Board of Directors
Stecon Group Public Company Limited