



Investment Committee Charter

Stecon Group Public Company Limited

The English translation is provided for informational purposes only.

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

Investment Committee Charter

1. Objective

The Investment Committee (the “Investment Committee” or “IC”) is a sub-committee appointed by the Board of Directors of Stecon Group Public Company Limited (**the “Company”**). The objective of the Investment Committee is to oversee and support the Company’s operations in achieving its strategic objectives, including the generation of sustainable long-term recurring income and the expansion into businesses with high growth potential (New S-curve), thereby enhancing income generation across a more diversified portfolio of business segments.

In order to support the Board of Directors in its consideration and decision-making regarding investments in business activities outside the Group’s core engineering and construction business—particularly investments that involve various structures and are subject to relatively limited timeframes during negotiation—the Investment Committee is entrusted with the responsibility to review and consider appropriate investment opportunities. In doing so, due regard shall be given to risk management and expected investment returns, and all actions shall be undertaken in compliance with the requirements of the Securities and Exchange Commission, as well as applicable rules, regulations, and relevant laws.

Accordingly, the Board of Directors deems it appropriate to establish this Investment Committee Charter to serve as a guideline for the performance of duties and to ensure alignment with the principles of good corporate governance.

2. Definitions

“Company” / “Stecon”	refers to Stecon Group Public Company Limited
“Board of Directors”	refers to Board of Directors of Stecon Group Public Company Limited
“Investment Committee”	refers to the Investment Committee of Stecon Group Public Company Limited
“Investment Committee Member”	refers to a member of Investment Committee of Stecon Group Public Company Limited

“Group Companies”

refers to subsidiaries and/or associates over which the Company has control or significant influence

“Other Businesses”

refers to businesses outside the engineering and construction business that have the potential to generate recurring income, deliver investment returns, and support the Company’s sustainable growth strategy

3. Composition of the Investment Committee

- 1) The Investment Committee shall consist of not less than three (3) and not more than five (5) directors, including at least one (1) independent director.
- 2) The Group Chief Executive Officer and President shall serve as Investment Committee members by virtue of their positions.
- 3) The Chief Strategy and New Business Officer shall serve as Secretary to the Investment Committee by virtue of position.

4. Qualifications of Investment Committee Members

- 1) Must be a director of the Company.
- 2) Must possess appropriate knowledge, expertise, and experience in investment, risk management, accounting and finance, or related business fields, and have a sound understanding of investment matters.
- 3) Must demonstrate a broad strategic perspective and continuously monitor global investment trends in order to enhance and refine the Company’s investment policies.
- 4) All Investment Committee members shall be able to perform their duties, express opinions, and report on assigned responsibilities independently, and shall be able to devote sufficient time to the proper discharge of their duties.

5. Appointment, Term of Office, and Vacation of Office

5.1 Appointment

- 1) The Investment Committee shall be appointed by the Board of Directors.
- 2) The Board of Directors shall appoint one Investment Committee member who is a director of the Company to serve as Chairman of the Investment Committee.

5.2 Term of Office

- 1) Investment Committee members who are directors of the Company shall serve a term of three (3) years, corresponding to their term of office as directors, and may be reappointed by the Board of Directors upon the expiration of such term.
- 2) In the event that a vacancy occurs and the number of Investment Committee members falls below the prescribed composition, the Board of Directors shall appoint a qualified individual to fill such vacancy to ensure compliance with the required composition.

5.3 Vacation of Office

In addition to the expiration of the term of office, an Investment Committee member shall vacate office upon:

- 1) Death.
- 2) Resignation by submitting a written resignation to the Chairman of the Board of Directors, which shall take effect from the date the resignation letter is received by the Chairman of the Board of Directors.
- 3) Loss of qualifications as a director of the Company, loss of qualifications as an Investment Committee member under this Charter, or having prohibited characteristics under the law governing public limited companies, or exhibiting characteristics indicating a lack of suitability to be entrusted with the management of a company with public shareholders as prescribed under Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551, as amended.
- 4) A resolution of the Board of Directors to remove such member from office.

6. Scope of Authority, Duties, and Responsibilities of the Investment Committee

- 1) To consider and review businesses or investment opportunities in accordance with the Company's investment policies, investment strategies, and investment plans.
- 2) To consider matters relating to investments by subsidiaries in other businesses constituting new lines of business, including having the authority to approve domestic and overseas investments and/or joint ventures, as well as related businesses, within the scope of authority prescribed under the criteria for consideration and approval of investments approved by the Board of Directors.
- 3) To review and analyze information relating to potential investment targets in accordance with the Company's investment policies, strategies, and plans, for the purpose of maximizing benefits to the Company.
- 4) To consider and determine investment terms and conditions within the approved scope of authority.
- 5) To consider capital reduction, termination, or disposal of investments in invested companies within the approved scope of authority, or to propose such matters to the Board of Directors for further consideration and approval, as applicable.
- 6) To consider the appointment of working teams comprising executives of the Company, subsidiaries, and associates (if any), and to define the scope of duties of such teams to support the operations of the Investment Committee.
- 7) To review and assess the appropriateness of this Investment Committee Charter on an annual basis.
- 8) To conduct performance evaluations through self-assessment at both the individual and committee levels, using assessment forms in accordance with the guidelines recommended by the Stock Exchange of Thailand, and to report the results to the Board of Directors annually.
- 9) To report the results of the Investment Committee's performance (if any) to the Board of Directors and to prepare the Investment Committee report signed by the Chairman of the Investment Committee for disclosure in the Annual Report (Form 56-1 One Report or under any other title as may be prescribed in the future), in accordance with the requirements of the Stock Exchange of Thailand.

7. Meetings of the Investment Committee

7.1 Meeting Procedures and Frequency

- 1) Meetings of the Investment Committee shall be convened as deemed necessary and appropriate by the Investment Committee or the Chairman of the Investment Committee.
- 2) Each Investment Committee member shall attend not less than seventy-five percent (75%) of the total number of meetings held during each year, except where attendance is prevented by necessity.
- 3) Investment Committee members shall attend meetings in person, except where necessary, in which case attendance via video conference or teleconference shall be permitted.
- 4) Meetings may be held through electronic means, provided that such meetings are conducted in accordance with applicable laws and relevant standards for electronic meeting security.
- 5) In convening a meeting, the Chairman of the Investment Committee or the Secretary to the Investment Committee, shall deliver a written notice of the meeting together with the relevant supporting documents to the Investment Committee members at least five (5) days prior to the meeting date, unless in urgent circumstances, in which case the meeting notice may be given by other means or the meeting date may be scheduled at an earlier time.

7.2 Quorum and Voting

- 1) A quorum shall consist of not less than one-half of the total number of Investment Committee members. In the absence or inability of the Chairman to perform duties, the members present shall elect one member to act as Chairman of the meeting.
- 2) Resolutions of the meeting shall be adopted by unanimous vote of the members present at a meeting with a quorum. Each member shall have one (1) vote.
- 3) Any member having an interest in a matter shall not attend the meeting or vote on such matter and shall disclose such interest prior to the meeting.

7.3 Minutes of Meetings and Record Keeping

The Secretary to the Investment Committee or a designated person shall prepare the minutes of meetings. All supporting documents and minutes shall be retained by the Company Secretary.

8. Remuneration

Investment Committee members shall receive remuneration commensurate with their duties and responsibilities, as approved by the shareholders' meeting.

9. Advisors

The Investment Committee may appoint external advisors possessing appropriate knowledge, expertise, and experience in investment and in the relevant projects to provide opinions or recommendations on specific matters, with related expenses to be borne by the Company.

10. Review and Amendment of the Charter

The Investment Committee shall review this Charter at least once annually. Any proposed amendments, including changes to the scope of responsibilities, shall be submitted to the Board of Directors for consideration and approval.

This Investment Committee Charter was approved by the Meeting of the Board of Directors No. 4/2568 on August 22, 2025 and shall become effective as from August 22, 2025.

Announced on August 22, 2025

- Vallop Rungkijvorasathien –

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(Mr. Vallop Rungkijvorasathien)

Chairman of the Board of Directors

Stecon Group Public Company Limited