



Charter of Executive Committee

Jasmine Technology Solution Public Company Limited

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Charter of the Executive Committee

1. Objective

The Company's Board of Directors is responsible for appointing an Executive Committee to support the Company's operations, instill confidence among stakeholders, ensure the sustainable growth of the Company, and achieve the objectives, policies, strategies, plans, and goals set forth. This includes compliance with legal requirements and the Stock Exchange of Thailand (SET). Therefore, to provide the Executive Committee with a clear framework and guidelines for efficient performance of their duties, the Board of Directors approves the establishment of this Executive Committee Charter, ensuring that operations are carried out in accordance with the law and principles of good corporate governance.

2. Composition and Term of Office

2.1 Composition

- 1) The Board of Directors is responsible for appointing suitable member to be in an Executive Committee to carry out tasks as delegated by the Board of Directors.
- 2) The Board of Directors appoints one member as the Chairman of the Executive Committee.
- 3) The members of the Executive Committee must possess the qualifications and not have any disqualifications as required by the laws pertaining to public limited companies and other relevant laws.
- 4) The Chairman of the Executive Committee may be the same individual as the President.
- 5) The Chairman of the Board of Directors must not be the same individual as the Chairman of the Executive Committee.

2.2 Term of Office

- 1) The Executive Committee has terms of office as determined by the Board of Directors, and these terms may be changed as deemed appropriate by the Board of Directors.
- 2) In addition, the Executive Committee member vacates office upon
 - (a) Passing away
 - (b) Resignation with an official resignation letter
 - (c) A resolution passed at a Board of Director meeting to remove them from their position.

3. Qualification

- 3.1 Being an individual who possesses knowledge, expertise, and experience that would be highly beneficial to the Company's operations. They should demonstrate honesty, integrity, and ethical conduct in conducting business, be able to dedicate time to their duties, and have a clear understanding of the qualifications, roles, and responsibilities of an executive.

- 3.2 Being an individual who meets all the qualifications and is not subject to any legal prohibitions as stipulated in the Public Limited Companies Act, Securities and Exchange Act, and other relevant laws. Also, an individual must not have characteristics that indicate any lack of suitability to be entrusted with the management of the Company in which the public is a shareholder, as specified in Section 89/3 of the Securities and Exchange Act (No. 4), B.E. 2551.

4. Duties and Responsibilities of the Executive Committee

- 4.1 To arrange the Company and its subsidiaries' vision, business strategy, operational policy according to the Board of Directors' policy.
- 4.2 To arrange business plan, executive authority, annual expenditure budget and investment budget (annual budget) to be considered by the Board of Directors.
- 4.3 To determine the Company and its subsidiaries' investment policy appropriately including the new business operation of the Company and its subsidiaries in the future.
- 4.4 To arrange the organization structure and operating system, as well as establishing committees appropriate to the business environment to operate business effectively.
- 4.5 To monitor and verify the Company and its subsidiaries' operating results following business plan approved by the Board of Directors.
- 4.6 To have authority to approve expenses or procurement or lease or hire purchase that are relevant to the Company's operation and investment at the financial limit of 300 million Baht (Three hundred million Baht) or equivalent or as assigned by the Board of Directors.
- 4.7 To have authority to consider and approve the bidding and/or joining others to bid for each auction project in an amount not exceeding 500 million Baht (Five hundred million Baht) or equivalent.
- 4.8 To conduct as assigned by the Board of Directors.

In this regard, the Chairman of the Executive Committee have authority under Clause 4.6 in the amount of each transaction not exceeding 30 million Baht (Thirty million Baht) or equivalent or as assigned by the Board of Directors and under Clause 4.7 in the amount of not exceeding 200 million Baht (Two hundred million Baht) or equivalent.

The approval of the aforementioned transactions under Clause (4.6) and Clause (4.7) does not include transactions made by the Executive Committee or persons who may have conflicts of interest according to the definition of the Notification of the Securities and Exchange Commission (SEC) and/ or the Stock Exchange of Thailand (SET) have interests or may have conflicts of interest in other ways with the Company or a subsidiary.

5. Objective

- 5.1 Authorized to act as the executive officer responsible for managing and overseeing the Company's ordinary course of business operations. Also empowered to execute duties as delegated by the Board of Directors, including the authority to assign other individuals deemed appropriate by the President to

act on their behalf in necessary and appropriate matters, at the President's discretion, in accordance with applicable laws, regulations, and the company's bylaws.

- 5.2 Implement the policies set forth by the Board of Directors to achieve effective outcomes.
- 5.3 Manage and oversee general administrative operations of the Company to ensure alignment with its objectives, policies, rules, and articles of association.
- 5.4 Review investment plans in various businesses and report to the Executive Committee and the Board of Directors for consideration and approval.
- 5.5 Execute legal transactions binding upon the Company within the scope prescribed under the Company's policies and procedural regulations regarding delegated approval authority.
- 5.6 Evaluate performance, appoint, transfer, and dismiss Company's employees.
- 5.7 Perform any other duties as assigned by resolutions of the Board of Directors and/or resolutions of the shareholders' meeting.

The delegation of authority to the President, as well as any further delegation of authority to other individuals as deemed appropriate by the President, shall not extend to the authority and/or delegation of authority to approve any transaction in which the President or any individual may have a conflict of interest, a vested interest, or any other form of conflicting interest with the Company, in accordance with the regulations of the Stock Exchange of Thailand (SET). The approval of such transactions must be submitted to the Board of Directors and/or the Shareholders' Meeting for consideration and approval in accordance with the Company's Articles of Association or applicable laws, except in cases where the approval pertains to transactions that are part of the Company's ordinary course of business and fall within the scope of consideration expressly determined by the Board of Directors.

6. Meeting

- 6.1 The Executive Committee Meeting must be convened by not less than half of the total number of members to constitute a quorum.
- 6.2 In the voting of member during Executive Committee Meeting, each member has the right to cast one (1) vote. In case of a tie, the Chairman of the Executive Committee Meeting shall have one additional casting vote.
- 6.3 A resolution of the Executive Committee Meeting on any matter must receive approval from at least half of the total votes cast at the meeting in order to pass.
- 6.4 Meetings of the Executive Committee shall be held as necessary and appropriate. Any one executive may call for a special meeting other than the regular meetings, provided that the agenda of the meeting is informed in advance to the other members within a reasonable time frame, sufficient for them to perform their duties in considering the agenda of that meeting.

6.5 The management, employees, external consultants, relevant individuals, or other individuals deemed appropriate by the Executive Committee may be invited to attend meetings to provide reports or information as needed.

7. Evaluation

The Executive Committee will conduct a self-assessment of its performance annually.

8. Report

The Executive Committee must report on operational results or any other significant proposals that they believe the Board of Directors should be aware of or that should be amended for appropriateness. This report will be made by the Chairman of the Executive Committee to the Board of Directors.

9. Charter Review

The Executive Committee will review this charter annually or as significant changes occur.

As the resolution at the Board of Directors No. 8/2024
convened on December 16, 2024

(Mr. Veerayooth Bodharamik)
Chairman of the Board of Directors
Jasmine Technology Solution Public Company Limited