SIC-BC-CHA-001

Charter of the Board of Directors

Silicon Craft Technology Public Company Limited

Objective

The Board of Directors, as the highest governing body of the organization, is appointed by and represents the shareholders. The Board plays a key role in overseeing the Company's operations and determining its policies and strategies, as well as ensuring that Management implements such policies and strategies in a manner that serves the best interests of the shareholders and all groups of stakeholders, in alignment with the Company's established vision, mission, and strategies. The Board of Directors shall therefore perform its duties with responsibility, due care, and integrity, while ensuring that the Company's operations are conducted in compliance with applicable laws, the Company's Articles of Association, resolutions of the Board of Directors' meetings, resolutions of shareholders' meetings, and relevant policies, with the aim of achieving sound business performance and creating sustainable long-term value for the Company.

Composition of the Board of Directors

1. The Board of Directors shall consist of no fewer than five (5) directors. At least one-half of the total number of directors shall reside in the Kingdom of Thailand, and at least three-fourths of the total number of directors shall be Thai nationals.
2. At least one-third of the total number of directors shall be independent directors, provided that there shall be no fewer than three (3) independent directors.
3. The Board of Directors shall elect one director to serve as the Chairman of the Board of Directors. If deemed appropriate, the Board of Directors may elect one or more directors to serve as Vice Chairman of the Board of Directors.

Qualifications of Directors

1. Directors shall possess the qualifications and shall not possess any prohibited characteristics under the Securities and Exchange Act or the criteria prescribed by the Securities and Exchange Commission (SEC). Directors shall also not possess any characteristics indicating a lack of fitness to be entrusted with the management of a publicly held company, as prescribed by the SEC.
2. Directors shall possess knowledge, capabilities, and experience beneficial to the Company's business operations, as well as commitment and ethical conduct in carrying out business activities.

3. Directors shall be able to exercise sound and independent judgment, free from the influence of Management and any other interest groups.
4. Directors shall be able to devote sufficient time to the Company and give due attention to the performance of their duties and responsibilities.
5. Directors shall not engage in any business of the same nature as and in competition with the Company's business, nor become a partner in an ordinary partnership, an unlimited liability partner in a limited partnership, or a director of a private company or any other company engaging in a business of the same nature as and in competition with the Company's business, whether for their own benefit or for the benefit of others, unless the shareholders' meeting has been informed thereof prior to the resolution on their appointment.
6. Directors may hold directorships in other companies, provided that such directorships do not hinder the performance of their duties as directors of the Company and are in accordance with the guidelines of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In this regard, the total number of directorships held in listed companies, including the Company, shall not exceed five (5) listed companies.

Appointment, Term of Office, and Vacation of Office

Appointment of Directors

1. Candidates for appointment as directors of the Company shall be selected through the nomination process conducted by the Nomination, Remuneration and Corporate Governance Committee, which shall consider candidates based on the qualification criteria prescribed under Section 68 of the Public Limited Companies Act B.E. 2535 (1992), the notifications of the Securities and Exchange Commission, and/or other applicable laws.

   In addition, the selection process shall consider qualified individuals with diverse backgrounds and areas of expertise that would contribute positively to the Company's operations by providing advice and opinions on various matters from the perspective of those with relevant experience. Candidates should possess broad vision, integrity and ethical standards, a transparent professional track record, and the ability to express independent opinions, thereby providing sufficient information to support the decision-making of the Board of Directors and/or shareholders.
2. The appointment of directors shall be made in accordance with the Company's Articles of Association and applicable laws. The appointment process shall be clear and transparent and shall be approved by a majority vote of the shareholders' meeting in accordance with the following criteria and procedures:

   2.1 Each shareholder shall have one vote for each share held.

   2.2 Shareholders shall cast their votes for the election of directors on an individual basis.

2.3 The candidates receiving the highest number of votes in descending order shall be elected as directors up to the number of directors to be elected at such meeting. In the event that candidates ranked next in order receive an equal number of votes and their election would result in the number of directors exceeding the number to be elected at such meeting, the Chairman of the meeting shall have the casting vote.

Term of Office

Directors shall hold office for a term of three (3) years. Upon completion of their term of office, retiring directors may be considered for re-election as directors of the Company.

Vacation of Office

At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors to retire cannot be divided exactly into one-third, the number of directors closest to one-third shall retire.

In the first and second years following the registration of the Company, the directors to retire from office shall be determined by drawing lots. In subsequent years, the directors who have remained in office for the longest period shall retire. A director retiring by rotation may be re-elected.

In addition to retirement by rotation, a director shall vacate office upon:

1. Resignation
   A director who wishes to resign shall submit a letter of resignation to the Chairman of the Board of Directors. The resignation shall take effect from the date on which the Company receives the letter of resignation. The resigning director may also notify the Registrar of Public Limited Companies of his or her resignation.
2. A director may be removed from office by a resolution of the shareholders' meeting passed by not less than three-fourths (3/4) of the shareholders attending the meeting and entitled to vote, provided that the shares held by such shareholders collectively represent not less than one-half of the total number of shares held by the shareholders attending the meeting and entitled to vote, or where a court orders the director to vacate office.
3. Disqualification or possession of any prohibited characteristics as prescribed by law
4. Death

In the event that a directorship becomes vacant for any reason other than retirement by rotation, the Board of Directors shall, at its next meeting, consider appointing a person to fill such vacancy. The person so appointed shall possess the qualifications and shall not possess any prohibited characteristics under Section 68 of the Public Limited Companies

Act B.E. 2535 (1992) and/or other applicable laws, unless the remaining term of office of the vacating director is less than two (2) months.

The person appointed as a replacement director shall hold office only for the remaining term of the director whom he or she replaces. Such appointment shall be approved by a resolution of the Board of Directors passed by not less than three-fourths (3/4) of the remaining directors.

Duties and Responsibilities of the Board of Directors

The Board of Directors has the authority, duties, and responsibilities to manage the Company in accordance with applicable laws, the Company's objectives and Articles of Association, as well as lawful resolutions of shareholders' meetings. The key duties and responsibilities of the Board of Directors are summarized as follows:

1. To exercise its authority and perform its duties in accordance with the Company's Articles of Association, including overseeing and managing the Company in compliance with applicable laws, the Company's objectives and Articles of Association, and resolutions of shareholders' meetings.
2. To determine the Company's vision, mission, goals, strategies, and policies.
3. To approve the Company's strategies, key policies, objectives, and goals relating to business operations, asset management, finance, fundraising, investment, and risk management, and to monitor and oversee the effective implementation of the established plans.
4. To review matters to be proposed to shareholders for consideration and approval at shareholders' meetings. The principal agenda items of the Annual General Meeting of Shareholders include:
   - Considering the Board of Directors' report on the Company's operating performance;
   - Considering and approving the financial statements;
   - Considering the appropriation of the Company's profits;
   - Proposing candidates for election as directors to replace those retiring by rotation;
   - Proposing the appointment of the auditor and determining the auditor's remuneration;
   - Considering transactions that may give rise to conflicts of interest and require approval from the shareholders; and
   - Other matters.
5. To ensure the preparation and disclosure of the Company's general and financial information to shareholders, stakeholders, and investors in an accurate and timely manner and in accordance with applicable laws.
6. To acknowledge significant audit and review reports issued by the Audit Committee, internal supervisory and audit functions, the auditor, and the Company's various advisors, and to establish appropriate corrective measures where material deficiencies are identified.

7. To establish clear and appropriate operating procedures and ensure that the Company has a transparent and effective internal control system.
8. To review the adequacy and appropriateness of the Company's internal control and risk management systems.
9. To ensure that the Company has an ongoing succession planning process for senior executives (Succession Plan).
10. To consider and evaluate the performance of the Board of Directors and its subcommittees, as well as oversee the establishment of an effective process for evaluating the performance of senior executives.
11. To appoint members of the Audit Committee and approve the authority, duties, and responsibilities of the Audit Committee.
12. To appoint representatives to oversee the Company's subsidiaries, associates, or joint ventures.
13. To consider and determine the Company's management structure and have the authority to appoint the Executive Committee, Chief Executive Officer, and other subcommittees as deemed appropriate, as well as to determine the scope of authority, duties, and responsibilities of the Executive Committee, Chief Executive Officer, and such subcommittees to assist and support the Board of Directors in performing its duties.

    Any delegation of authority within the prescribed scope shall not be made in a manner that enables the Executive Committee, Chief Executive Officer, or any such subcommittee to consider and approve transactions in which they may have an interest or any other conflict of interest with the Company or its subsidiaries (if any), except for transactions approved in accordance with policies and criteria previously considered and approved by the Board of Directors.
14. To determine and amend the names of the directors authorized to sign and bind the Company.
15. To authorize one or more directors or any other person to undertake any action on behalf of the Board of Directors. Such delegation of authority shall not authorize the delegated person to approve any transaction in which such person or any person who may have a conflict of interest ("person who may have a conflict of interest" shall have the meaning prescribed in the relevant notifications of the Securities and Exchange Commission) has an interest or may otherwise have a conflict of interest with the Company or its subsidiaries.

    The following matters, however, may be undertaken only after obtaining prior approval from the shareholders' meeting. In respect of any transaction in which a director or a person who may have a conflict of interest has an interest or may otherwise have a conflict of interest with the Company or its subsidiaries, the director having such interest shall not be entitled to vote on such matter:

    - Matters for which approval by a resolution of the shareholders' meeting is required by law;
    - Transactions in which a director has an interest and for which applicable laws or the regulations of the Stock Exchange of Thailand require approval by the shareholders' meeting; and

- The following matters, which require approval from both the Board of Directors and the shareholders' meeting by a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote:
  - The sale or transfer of all or a material part of the Company's business to another person;
  - The execution, amendment, or termination of an agreement relating to the lease of all or a material part of the Company's business;
  - The entrustment of another person to manage the Company's business, or the merger of the Company's business with another person for the purpose of sharing profits and losses;
  - The issuance of new shares for payment to the Company's creditors under a debt-to-equity conversion scheme;
  - The reduction of the Company's registered capital by reducing the number of shares or the par value of shares;
  - An increase or reduction of capital, issuance of debentures, amalgamation, or dissolution of the Company; and
  - Any other matters as prescribed by law.

In any matter in which a director has an interest or a conflict of interest with the Company or its subsidiaries, such director shall not be entitled to vote on that matter.

In addition, the Board of Directors is responsible for overseeing the Company's compliance with the laws governing securities and exchange, the regulations of the Stock Exchange of Thailand, including those relating to connected transactions and the acquisition or disposition of assets, as well as the rules and regulations of the Stock Exchange of Thailand, notifications of the Securities and Exchange Commission and the Capital Market Supervisory Board, and other laws applicable to the Company's business.

Board of Directors' Meetings

1. Notice of Meeting: The Company Secretary Department shall prepare the notice of each Board of Directors' meeting, clearly specifying the date, time, venue, and agenda of the meeting. The notice and supporting documents shall be provided to the Board of Directors and meeting participants at least 7 days in advance to allow sufficient time to consider the matters to be discussed or request additional information for consideration. The notice of meeting should clearly identify agenda items requiring approval and be accompanied by complete supporting documents.

2. Frequency of Meetings: The Board of Directors shall meet at least once every 3 months, or as circumstances and necessity may require. In the event that at least 2 directors request that a meeting be convened, the Company shall convene a Board of Directors' meeting within 14 days from the date of receipt of such request.
3. Meeting Attendance and Quorum: A Board of Directors' meeting shall require the attendance of not less than one-half of the total number of directors to constitute a quorum. The Chairman of the Board of Directors shall preside over the meeting. In the event that the Chairman is absent or unable to perform his/her duties, the Vice Chairman, if any, shall preside over the meeting. If there is no Vice Chairman, or if the Vice Chairman is unable to perform his/her duties, the directors present at the meeting shall elect one director to preside over the meeting. The Board of Directors may invite members of subcommittees, executives, external auditors, and internal auditors of the Company to attend the meeting as necessary and appropriate.
4. Voting: At the time a resolution is passed by the Board of Directors, not less than two-thirds (2/3) of the total number of directors shall be present. Resolutions of the meeting shall be passed by a majority vote. In the event of an equality of votes, the Chairman of the Board of Directors shall have an additional vote as the casting vote. Any director who has an interest in a matter under consideration shall not participate in the discussion and shall have no right to vote on such matter.
5. Minutes of Meetings: The Company Secretary Department shall be responsible for preparing the minutes of Board of Directors' meetings. As directors attending a meeting are accountable for the decisions made at such meeting, any dissenting opinion or abstention by a director shall also be recorded in the minutes to clearly reflect the scope of responsibility in respect of such matter. The Company shall complete the minutes of each Board of Directors' meeting within 14 days from the date of the meeting and retain such minutes at the Company's head office. Upon request by a director, the Company shall promptly provide the minutes of the meeting.

This Charter shall be reviewed at least once a year or whenever there is a material change.

Initial Approval	Approved by the Board of Directors at Meeting No. 1/2017 held on 28 February 2017.
Latest Approval/Review	Approved/reviewed by the Board of Directors at Meeting No. 4/2026 held on 25 June 2026.

Announced on 25 June 2026.

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(Mr. Apinetr Unakul)

Chairman of the Board of Director

Approval and Revision History

SIC-BC-CHA-001: Charter of the Board of Directors

Revision	Board Resolution	Details
Initial Approval	BOD 1/2560: 28 February 2017	Approved the Charter of the Board of Directors.
Revision No. 1	BOD 3/2018: 15 August 2018	Annual review with no material changes.
Revision No. 2	BOD 2/2019: 19 April 2019	Annual review with no material changes.
Revision No. 3	BOD 3/2020: 14 May 2020	Annual review with no material changes.
Revision No. 4	BOD 2/2021: 18 March 2021	Annual review with no material changes.
Revision No. 5	BOD 2/2022: 17 March 2022	Annual review with no material changes.
Revision No. 6	BOD 4/2023: 21 July 2023	Annual review with no material changes.
Revision No. 7	BOD 4/2024: 18 July 2024	Added criteria regarding directorships in other companies, requiring that such directorships shall not interfere with the performance of duties as a director of the Company, shall comply with the criteria prescribed by the relevant regulatory authorities, and shall be limited to no more than 5 listed companies in aggregate.
Revision No. 8	BOD 4/2025: 17 July 2025	Annual review with no material changes.
Revision No. 9	BOD 4/2026: 25 June 2026	Annual review with no material changes.