

SIC-BC-CHA-2023-005

## Charter of the Executive Committee

### **Silicon Craft Technology Public Company Limited**

#### **Appointment of the Executive Committee**

1. The Executive Committee is appointed by the Board of Directors with be consisted of a number of company directors, company executives and probably appropriate outsiders. The Board of Directors shall appoint an executive director who is a director of the Company to be Chairman of the Executive Committee.
2. Chief Executive Officer shall be automatically one of member of Executive Committee.
3. The Executive Committee shall appoint the secretary of the Executive Committee.

#### **Term of office**

The directors shall have a term of office of 3 years at a time. A retired director may be re-appointed by the Board of Directors but the term of office shall not be renewed automatically. Apart from vacating office upon expiry of the term, The Executive Committee may vacate from holding office upon occurrence of the following circumstances:

1. Resignation;
2. Expiration of the term or termination from the being the Company's Director;
3. The Board of Directors passed a resolution to remove from office;
4. Lack of qualification and possess any prohibited characteristic, as per specified by the laws;
5. Death.

The Board of Directors has the power to appoint a member of Executive Committee carrying out the objectives or to replace the directors in the committee who retired from the office. The person who is appointed to the Executive Committee, substitute for resignation or resolved to vacate, will only be in office as long as the remaining term.

**Material authorities, Duties, and Responsibilities of The Executive Committee**

1. To have power to make decision on important operations of the Company by specifying scope, type or size of business, objectives, guideline and policy of the Company within the scope of power assigned including to supervise overall operations, productivity, relationship with the customers as well as to be responsible for the Board;
2. To oversee and manage the Company's business operations pursuant to the policy specified by the Board of Directors and to report operating results to the Board;
3. To formulate strategy and business operation plan, annual budget including management structure so that the works can be undertaken pursuant to the policy and target specified by the Board, as well as to propose to the Board for consideration;
4. To specify approval authority of each person appropriately, segregate duties which may be prone to corruption then propose to the Board for approval then supervise to ensure that the approved principles and regulations have been adhered to;
5. To have power to manage salary structure, to specify scope of duty on work, appointment, transfer, wages cutting or reduction, removal, dismissal, disciplinary penalty, awarding and merit of the employees;
6. To consider on approval of financial transactions with the bank or the financial institutes to support normal course of business operations, such as opening or closing of bank account, loan, borrowing, credit line financing, pledge, mortgage, guarantee and etc., including purchase, sale and register for ownership in any land for normal course of business operation pursuant to the approval power approved by the Board of Directors;
7. To consider on investment, work expansion as well as acquisition and disposition of the Company's fixed assets to propose to the Board;
8. To have power to purchase/sell/transfer of assets, invest in other businesses/new business, purchase-sell of goods/raw materials and services which are normal or related with normal trade, to enter into the contract to have commercial binding obligation and to enter into loan agreement, guarantee and financial obligation pursuant to the budget plan approved by the Board and can approve the capital expenditure which is out of the annual budget within the amount of 0.50-2.00 million Baht, except

the transaction on short-term investment. The Executive Committee can approve the capital expenditure which is out of the annual budget within the credit amount of 30-50 million Baht.

9. To have power to act and represent the organization with the third party in the activities related to and beneficial to the organization;
10. To consider about the Company's fund raising activity to propose to the Board;
11. To approve on appointment of consultants in various fields necessary for business operations;
12. To manage general business of the Company;
13. To consider and approve operation plans of each department and consider and approve the requested application of any department which exceeds power of such department;
14. To jointly work with the Risk Management Committee on formulation of risk management policy and risk appetite to propose to the Board;
15. To jointly work with the Risk Management Committee to specify overall risk management policy and guidelines of the Company covering various material types of risks, i.e. financial risk, investment risks and risks which may impact to the business's reputation, and etc. to propose for the Board's approval;
16. To jointly work with the Risk Management Committee to specify the Company's risk management plan, framework and process to make them consistent with the risk management policy and follow-up on its implementation as well as review efficiency of the risk management framework;
17. To jointly work with the Risk Management Committee to review management report and to operate to make sure that risk management is continually conducted and risk appetite can be adequately and suitably managed;
18. To jointly work with the Risk Management Committee to develop and review the Company's risk management system to make them efficiency and effectiveness continually by constantly evaluating its results and to monitor risk management processes to ensure that they are consistently with the specified policy;

19. To jointly work with the Risk Management Committee on appointment of the risk management working group, as necessary, as well as to support on personnel, budget and other necessary resources which are consistently with its scope of responsibility;
20. To jointly work with the Risk Management Committee on coordination with the Audit Committee constantly by exchange knowledge and information on risk and internal control which has or may have impact to the Company;
21. To jointly work with the Risk Management Committee on making decision and provision of recommendation with regards to material problem occurred in the risk management processes;
22. jointly work with the Risk Management Committee to present the performance report of the Risk Management Committee to the Audit Committee for acknowledgement and/or consideration every quarter;
23. To perform any other tasks assigned by the Board of Directors.

However, the delegation of authority and responsibility of the Executive Committee shall not entitle the authorized person to have authority to approve any undertaking that such person or a person who might have conflict of interest (the definition of "Person who might have conflict of interest" shall have meaning as per specified in the Notification of the Securities and Exchange Commission), interests or any benefits in any other manners against benefits of the Company. Approval of such transaction is required to be proposed to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval, pursuant to the Articles of Association of the Company or the relevant laws, except it is the approval of the transaction which is normal course of business operation pursuant to the policy and criteria already considered and approved by the Company.

#### **Meeting and Report**

1. Executive Committee shall arrange meetings as a monthly basis or call meeting as deemed appropriate and has the power to request additional meetings as needed. The meeting shall consist of members of the Committee not less than half of the total number of the members.
2. The Chairman of Executive Committee act as Chairman of the meeting. In case the Chairman of the Committee is not present at the meeting or is unable to perform his duties, one of the members shall be selected to chair the meeting.

3. The Committee's vote is conducted with a majority. The Executive Committee's members who has any interest in the matters considered, shall not participate in the meeting or express an opinion and shall not have the right to vote on the matter.
4. The Meeting invitations to the Executive Committee shall be delivered in advance of the meeting, unless necessary or urgent, shall be informed by other means or schedule the meeting earlier. The Secretary of Executive Committee will record in the minutes of the meeting.

This Charter of the Executive Committee was firstly approved by the Board of Directors Meeting No. 1/2017 held on February 28, 2017. It was recently reviewed and approved by the Board of Directors Meeting No. 4/2023 held on July 21, 2023.

This announcement made on July 21, 2023.



(Dr. Naiyavudhi Wongkomet)

Chairman of the Executive Committee