

SIC-BC-CHA-2024-001

## **Charter of the Board of Directors**

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

#### **Objective**

The Board of Directors, as the supreme leader of the organization, appointed by the shareholders and representing the shareholders, plays an important role in supervising the operation of the Company, formulating business policies and strategies and ensuring that the management implements policies and strategies in the direction of the maximum benefit to shareholders and all groups of stakeholders according to the set of vision, mission, and strategy. The Board of Directors shall therefore perform its duties with responsibility, carefulness, and integrity, as well as supervise the Company's operation in accordance with the laws, regulations, resolutions of the meetings by the Board of Directors, resolutions of the meetings by the Shareholders and the relevant policies of the Company to ensure that the business has good performance and create sustainable value for the business of the Company in long run.

#### **Composition of the Board of Directors**

1. The Board of Directors shall consist of not less than five (5) directors and not less than one half of total directors must reside in the Kingdom and not less than three-fourths of total directors shall hold Thai nationality
2. The Board of Directors shall consist the Independent Directors at least one-thirds of members of the Board, but not less than three (3) directors.
3. The Board of Directors shall elect one of the directors to be the Chairman of the Board. If deemed suitable, The Board of Directors may elect one or more person as the Vice Chairman.

#### **Qualifications of the Directors**

1. Have qualifications and have no prohibited attributes by the Securities and Exchange Act or by the rules of the SEC as well as having no characteristics that demonstrate the lack of suitability to be entrusted with the management of a publicly held enterprise as determined by the SEC.

2. Have knowledge, competence, and experience that is useful for the conduct of business; have good intentions and ethics in the conduct of business.
3. Be able to exercise honest and independent discretion from the management team and any other interest groups.
4. Be able to dedicate sufficient time to the Company and be attentive to fulfilling their duties and responsibilities.
5. Must not operate business in the same condition and compete with the Company's business, or be partners in a general partnership or unlimited liability partners in a limited partnership, or be directors of a private company or other companies operating in the same condition and competing with the Company's business, whether for their own benefit or for the benefit of others, unless notified to the shareholders' meeting before the resolution of appointment.
6. Be able to hold a director's position in other companies, but that directorship shall not be an obstacle to performing the Company's director duties and shall be in accordance with the guidelines of the Securities and Exchange Commission and the Stock Exchange of Thailand. An individual director shall not hold directorship of more than 5 listed companies (including the Company).

## **Appointment, Term of Office and Termination**

### **Appointment of the Directors**

1. Board's candidates shall be screened by the Nomination, Remuneration and Corporate Governance Committee which shall be based on criteria under Section 68 of the Public Limited Company Act, B.E. 2535 and pursuant to the notification of the Securities and Exchange Commission and/or the relevant laws.

The Board's members shall be selected from the qualified persons who have fundamental knowledge and expertise in various fields which will be beneficial to the Company's operations with regards to provision of recommendation, opinion in various aspects from perspectives of the people who have direct experiences, with wide-range vision, integrity and ethic. He/she shall have transparent

working history and have capability to independently express opinions to ensure that there are sufficient details to support the decision of the Board of Directors and/or shareholders.

2. The appointment of the Board of Directors shall comply with the Company's Articles of Association and the requirements of relevant laws. The Company must be transparent and clear by obtaining approval from the shareholders' meeting by majority vote in accordance with following criteria and methods:
  - 2.1 Each shareholder shall have one vote per share held by him/her.
  - 2.2 Each shareholder shall exercise votes in electing persons to be a director.
  - 2.3 The candidate with the most votes is to be appointed directors up to the number open at the meeting. If more candidates receive equal votes than the number of Directors required, the Chairman of the meeting must cast a deciding vote.

#### **Term of Office of Directors**

The directors shall have a term of office of 3 years at a time. At the end of the term, the director may be nominated for reappointment.

#### **Appointment of the Directors**

At every annual general meeting, one-third of the directors shall be removed from office. If the number of directors to be retired cannot be divided into the whole numbers, the number shall be as close as possible to the proportion of one-third.

The directors who shall retire in the first and the second years after the Company's registration shall be drawn through lots. For the following years, the directors who has held office longest shall retire. The directors who retire under that term may be re-elected.

In addition to the end of a term of office, the directors shall retire upon:

1. Resignation

To resign from office, a resignation letter shall be submitted to the Chairman of the Board. Such resignation shall become effective on the date the resignation letter is received by the Company.

The resigning director may also inform the registrar of the resignation.

2. The shareholders' meeting has a resolution to leave the position (with a minimum of three-quarters of the number of shareholders present and entitled to vote) or dismissal by the court order
3. Lack of qualifications and having prohibited attributes required by law
4. Death

In case the position of director becomes vacant for any reason other than the end of an office term, the directors shall select a person who is qualified and does not have prohibited qualifications under Section 68 of the Public Limited Companies Act B.E. 2535 (1992) and/or relevant laws to become a substitute director at the next meeting of the Board of Directors. Unless the remaining term of the director is less than 2 months.

The person becoming the substitute director shall remain as a director for as long as the remaining term of the directors he/she represents and shall obtain a resolution of the Board of Directors by not less than three-quarters of the votes of the remaining directors.

#### **Material authorities, Duties, and Responsibilities of The Board of Directors**

The Board of Directors shall therefore perform its duties with responsibility, carefulness, and integrity, as well as supervise the Company's operation in accordance with the laws, regulations, resolutions of the meetings of the Board of Directors and the Shareholders and the relevant policies of the Company as identified from the following details.

1. To have power and duties pursuant to the Company's articles of association, as well as to oversee and manage the operations of the Company to ensure compliance with the laws, objectives, articles of association of the Company and the resolutions of shareholders' meetings;
2. To specify the Company's vision, mission, target, strategy and policy;
3. To approve the significant strategies, policies, objectives and targets with regards to business operations, assets management, finance, fund raising, investments and risk management of the Company as well as to follow-up on efficiently compliance with the specified plans;
4. To consider the matters which are required to propose to the shareholders for consideration and approval during the shareholders' meeting. Main agenda during the annual general meeting of shareholders are:

- To consider the report of the Board on the Company's performance proposed to the meeting;
  - To consider and approve the financial statements;
  - To consider on allocation of the Company's profits;
  - To propose a list of new director to replace the director who shall retire by rotation;
  - To nominate an auditor and fix the auditor's remuneration;
  - To consider any transaction which may have conflict of interest, in the part which is required to request for approval from the shareholders;
  - Other matters.
5. To prepare the report on general information and financial information of the Company in order to report to the shareholders and the stakeholders or the general investors correctly, on timely manner and pursuant to the applicable laws;
  6. To acknowledge important audit report of the Audit Committee or the supervisory agency and the internal audit unit as well as the auditor and the consultants of the Company and to specify guidelines on improvement or correction, in case material defects have been found;
  7. To specify clear and appropriated operating guidelines in order to make internal control system transparently and effectively;
  8. To review adequacy and appropriateness of the Company's internal control system and risk management system;
  9. To arrange the succession plan continually;
  10. To consider and evaluate performance of the Board of Directors and the sub-committees as well as supervise the Company to ensure that it has efficient process for evaluation performance of the top management;
  11. To appoint the Audit Committee and to give comment on power and duties of the Audit Committee;
  12. To appoint the representative to oversee the subsidiary, the associated company or the joint venture;
  13. To consider and specify management structure, power to appoint the Executive Committee, the President and other sub-committees, as appropriated, as well as to specify scope of power and duties of the

Executive Committee, the President and the sub-committees appointed to assist and support operations of the Board;

However, the delegation of authority pursuant to the specified scope of power and duties shall not be in the manner which can entitle the Executive Committee, the President and the subcommittees consider and approve any transactions which may have interests or other conflict of interests against benefits of the Company or the subsidiary (if any), unless it is the approval of transaction which conforms to policy and criteria already considered and approved by the Board of Directors;

14. To consider, define and amend name of the directors authorized to sign and bind the Company;
15. To authorize one or more directors or any person to act on behalf of the Board. However, the abovementioned authorization shall not include the delegation of authority which can entitle such authorized person to approve any undertaking that such person or a person who might have conflict of interest (the definition of "a person who might have conflict of interest" shall be as per defined in the notification of the Securities and Exchange Commission), interests or any benefits in any other manners against benefits of the Company;

However, the following undertakings shall be exercised only after they have obtained an approval from the shareholders' meeting first, provided that, any director or any person who might have any conflicts, interests or conflict of interest regarding any transaction with the Company and/or its subsidiary shall not have the right to vote for such transaction:

- Any matter that the laws has specified that it must have an approval from the shareholders' meeting;
- Any transaction that any director may have some interests and in scope that the laws or regulations of the Stock Exchange of Thailand prescribed that it must have an approval from the shareholders' meeting;
- In addition, the following activities are required to have approval with majority votes from the Board of Directors' meeting presenting at the meeting and from the shareholders' meeting with the votes not less than three fourths of votes of shareholders present at the meeting and have the voting rights:

- Disposition or transfer of total or some material parts of the Company's businesses to other persons;
- To enter into, amend or revoke the contract concerning rental of total or some material parts of the Company's businesses; the assignment of other person to manage business of the Company or merger of the other's business for profit sharing purpose;
- Issuance of new securities to repay to the Company's creditors pursuant to debt to equity conversion project;
- Registration to decrease the Company's registered capital by reducing the number of shares or devaluation of shares;
- Increase, decrease, issuance of debentures, merger or dissolution of the Company;
- Other matters, as per specified by the laws.

In addition, a transaction that the director or the person authorized by the director or the person who might have any conflicts, interests or conflict of interest regarding any transaction with the Company or its subsidiary, shall not have the right to vote on such matter.

In addition, the Board shall have duties to oversee and ensure that the Company shall comply with the laws on securities and exchange, requirements of the stock exchange, such as connected transactions, acquisition and disposition of assets pursuant to criteria of the Stock Exchange of Thailand or as per the notification of the Securities and Exchange Commission, the Capital Market Supervisory Board or the laws relevant to the Company's businesses.

#### **Board of the Directors' meeting**

1. **Submission of the meeting's notice**: The Company Secretary prepares a notice to the Board of Directors' meeting which clearly defines the date, time, location and agenda and delivers the meeting documents to the audit committee and attendees in advance with a period of time not less than 7 days to allow directors and attendees to have sufficient time to consider matters or request additional information for consideration, in the invitation letter should be clearly informed of the agenda that must be approved with complete and clear documentation for consideration.

2. **Number of meetings:** The Board of Directors has at least 1 meeting in every 3 months depending on the situation and necessity. If at least 2 directors request for a meeting, the Company must hold a Board of Director's meeting within 14 days from the date of request.
3. **Attendees:** The Board of Directors meeting must be attended by not less than half of the total number of directors to complete the quorum. The Chairman of the Board of Directors shall preside over the meeting. In the event that the Chairman of the Board of Directors is absent from the meeting or is unable to perform his duties. If there is a Vice Chairman of the Board of Directors, The Vice Chairman of the Board of Directors shall be the Chairman. If there is no Vice Chairman of the Board of Directors or is unable to perform his duties, the directors attending the meeting shall elect one of the directors to be the chairman of the meeting. The committee can invite a sub-committees, executives, external auditors and internal auditors of the Company to attend meetings as necessary and appropriate.
4. **Voting:** The total of directors that joining the meeting for voting shall not be less than two out of three of the total number on the Board of Directors with using the majority voting system as a resolution of the meeting; in case the majority is not decisive, the Chairman of the Board of Directors can vote an additional vote to be decided. However, in the event of a hearing in relation to a particular director, directors who may have conflict of interests in such those matters must abstain from voting on the matters.
5. **Minute of the Meeting:** The Company Secretary writes down the minutes of the meeting, as the directors who attended the meeting must be responsible as decided, and if any director has a different opinion from the other directors or abstains from voting, such comments must be recorded to demonstrate the extent of responsibility in such matters. The Company must complete the minutes of the Board of Directors meeting within 14 days from the date of the meeting and store it at the head office. If the director requests it, the Company must be able to quickly deliver the minutes of the meeting to them.



This Charter of the Board of Directors 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. 4/2024 held on July 18, 2024.

This announcement made on July 18, 2024.



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(Mr. Manop Dhamsirianunt)  
Chairman of the Board of Directors