



## *Charter of the Executive Committee*

*Jasmine International Public Company Limited*

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*Charter of the Executive Committee***1. Objective**

The Board of Directors of Jasmine International Public Company Limited ( “Company”) has appointed the “Executive Committee” as a subcommittee to perform the duty of governance of the business operation of the Company and its subsidiaries (collectively referred to as the “Group of the Company”) to align the vision, mission, policies, directions and strategies stipulated by the Board of Directors to properly achieve the business plan’s objective as well as the goal of the Group of the Company according to the relevant laws, rules and sets of regulations of the public limited company’s supervisory agencies, the Stock Exchange of Thailand (“SET”) and Office of the Securities and Exchange Commission (“SEC”).

To ensure maximum efficiency in the performance of the Executive Committee’s duties, in line with the Corporate Governance Code, and to build confidence among all stakeholders while promoting the sustainable growth of the Group of the Company, the Board of Directors has approved the preparation of this “Charter of the Executive Committee” (“Charter”). This Charter serves as a framework for the Executive Committee’s duties, supporting management and enhancing the administrative efficiency of the Board of Directors.

**2. Composition and Office Term of the Executive Committee****2.1 Composition of the Executive Committee**

- 1) The Executive Committee consists of members who are the directors and top executives of the Company and/or its subsidiaries or other persons who are considered for selection and appointment by the Board of Directors.
- 2) The Board of Directors determines the number of members of the Executive Committee.
- 3) The Board of Directors appoints one Executive Committee member as the Chairman of the Executive Committee.
- 4) The Executive Committee appoints one Executive Committee member or any other person deemed appropriate as the Secretary of the Executive Committee to perform the duty of holding the Executive Committee’s Meeting, preparing and storing the

meeting appointment letters and minutes of the Executive Committee's Meeting, as well as execute other matters assigned by the Executive Committee.

## 2.2 Office Term of the Executive Committee

- 1) The term of office for each member of the Executive Committee is 3 years from the date of appointment. Upon the expiration of their term, a member who retires by rotation may be reappointed. If the Board of Directors has not yet resolved to appoint a new Executive Committee, the current Executive Committee shall continue to perform its duties until the Board of Directors appoints a new committee to replace those whose term has expired.
- 2) Apart from retirement by rotation as aforementioned, the Executive Committee member vacates the office upon:
  - (a) Death;
  - (b) Resignation;
  - (c) If the Company identifies any prohibited characteristics as defined by the Public Limited Company Law, the Securities and Exchange Act, or other relevant laws, or identifies any traits indicating an unsuitability to be entrusted with managing an entity held by public shareholders, as stipulated in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008), appropriate actions will be taken;
  - (d) The Board of Directors' Meeting resolves to vacate the office.
- 3) If an Executive Committee member is unable to serve until the end of their term, the Board of Directors shall appoint a new member to fill the vacancy. The newly appointed member will serve only for the remaining duration of the term of the replaced Executive Committee member.

## 3. Qualifications of the Executive Committee member

- 3.1 Possess knowledge, competency, experience, and management skills that are beneficial to the Company's business operations, and demonstrate integrity, diligence in

performing duties, and an awareness of the importance of Business Ethics and the Corporate Governance Code.

- 3.2 Meet all qualifications and lack any prohibited characteristics according to the Public Limited Company Law, the Securities and Exchange Act, and other relevant laws. The person must also not exhibit any traits indicating unsuitability for managing an entity held by public shareholders, as specified in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).
- 3.3 Possess knowledge and understanding of their qualifications, duties, and responsibilities as a member of the Executive Committee.
- 3.4 Be able to dedicate sufficient time to fully perform the duties of an Executive Committee member.

#### **4. Scope of the Executive Committee's Authority**

- 4.1 Govern the policies, business guidelines, and strategic directions of the Company and its subsidiaries in accordance with the Board of Directors' policy.
- 4.2 Oversee, monitor, and audit the operations of the Company and its subsidiaries to ensure overall effectiveness.
- 4.3 Establish appropriate policies and oversee investments within the Company and its subsidiaries.
- 4.4 Hold approval authority for business transactions, including those outlined in Clauses 4.1 to 4.3, within a limit of not more than Baht 500 million, to support the management and operations of the Company in line with the objectives set by the Board of Directors.

In approving such transactions, any transactions in which the Executive Committee members or any persons who may have conflicts, as defined by the Notification of the Office of the SEC and/or the SET, have interests or may have potential conflicts of interest with the Company or its subsidiaries are excluded.

- 4.5 Appoint a representative to attend the Shareholders' Meeting of any company in which the Company holds shares, and determine the voting resolution.

4.6 Review potential new business investments for the Group of the Company and present them to the Board of Directors for consideration.

4.7 Perform other duties assigned by the Board of Directors.

In performing these duties, the Executive Committee is directly subordinate to the Company's Board of Directors.

## 5. The Executive Committee's Meeting

- 5.1 The Executive Committee's meetings are scheduled to be held regularly. Any one of the members of the Executive Committee may call a special meeting apart from the regular schedule and may convene a meeting immediately in urgent situations.
- 5.2 In calling every Executive Committee's Meeting, the Chairman of the Executive Committee or the Secretary of the Executive Committee on behalf of the entrusted person shall inform to determine the meeting agenda in advance in a reasonable and adequate period for performing the Executive Committee member's duty to consider such meeting agenda.
- 5.3 The Executive Committee members shall attend the Executive Committee's Meeting in person for not less than half of all members of the Executive Committee to meet a quorum.
- 5.4 In the case where the Chairman of the Executive Committee is not present at the Meeting or unable to perform the duty, the remaining Executive Committee members shall select one Executive Committee member to preside over the Meeting.
- 5.5 The Executive Committee may invite the Executive, Management, related parties, external advisors, or persons deemed appropriate by the Executive Committee to attend the Meeting as appropriate.
- 5.6 Regarding the voting of the Executive Committee members in the Executive Committee's Meeting, one Executive Committee member shall have 1 (one) voting right. A majority vote shall be adhered to as the Meeting's final judgement in resolving any matters. In the case of a tie, the Chairman of the Meeting has the right to additionally cast another 1 (one) vote as a casting vote.

- 5.7 The Executive Committee member with interest in any meeting agenda has no right to vote on such agenda and shall not be present in the Executive Committee's Meeting until completion of the consideration on the said agenda.
- 5.8 The Secretary of the Executive Committee or the entrusted person has the duty to prepare and store the minutes of the Executive Committee's Meeting.

## 6. Assessment of the Executive Committee's Performance

The Executive Committee shall conduct an annual self-assessment on both an individual and collective basis, and reports the results to the Board of Directors.

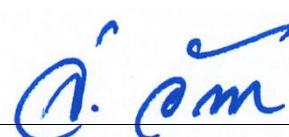
## 7. Reporting of the Executive Committee

- 7.1 The Executive Committee shall annually report on its performance within the scope of authority entrusted by the Board of Directors and submits the performance assessment results, both at the committee and individual levels, to the Board of Directors.
- 7.2 The Executive Committee has the duty to prepare "The Executive Committee's Report" for disclosure in Form 56-1 One Report.

## 8. Review of the Charter of the Executive Committee

The Executive Committee shall annually review, verify, and assess the adequacy and suitability of the Charter, or as needed upon significant changes. If revisions to the Charter are required, the Executive Committee shall propose these changes to the Board of Directors for consideration and approval.

This Charter has been reviewed by the Executive Committee's Meeting No. 1/2025 on 16 January 2025 and approved by the Board of Directors' Meeting No. 2/2025 on 27 March 2025.



Dr. Soraj Asavaprapha

Chairman of the Executive Committee