



Charter of the Board of Directors

Jasmine International Public Company Limited

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Charter of the Board of Directors

1. Objectives

This Charter of the Board of Directors is established to define the roles, scope, authority, and responsibilities of the Board of Directors. The Board adheres to these principles to ensure the company's operations are conducted in the best interest of the company and its shareholders, in accordance with the company's policies, laws, objectives, regulations, resolutions of shareholder meetings, and resolutions of the Board of Directors, with responsibility, caution, and integrity.

2. Composition and Tenure of the Board of Directors

2.1 Composition of the Board of Directors

The company must have no fewer than five (5) directors, including at least three (3) independent directors who also serve as Audit Committee members. The number of independent directors must constitute no less than one-third of the total number of directors. Additionally, at least half of the total number of directors must reside within the Kingdom of Thailand.

The company has a policy for the recruitment of directors, which outlines the criteria and procedures for selecting qualified individuals to serve as directors. The Nomination and Compensation Committee is responsible for reviewing the suitability of the board's structure and diversity in various aspects, such as educational background, experience, expertise, skills, and knowledge, ensuring alignment with the company's business strategies and considering the necessity of professional qualifications and specialized expertise.

2.2 Tenure of the Board of Directors

- 1) At every Annual General Meeting (AGM) of Shareholders, one-third of the directors must retire from office. Directors who have held office the longest shall retire first. If the number of directors to retire cannot be evenly divided into thirds, the number

closest to one-third shall retire. Retiring directors may be re-elected to serve another term.

- 2) A director's term will end under the following circumstances:
 - (a) Upon the expiration of their term
 - (b) Upon death
 - (c) Upon resignation
 - (d) If they are disqualified or prohibited from holding the position under the Public Limited Companies Act and the Securities and Exchange Act
 - (e) If the shareholders' meeting resolves, with a vote of no less than three-quarters (3/4) of the shareholders present and eligible to vote, representing at least half of the total number of shares held by shareholders attending and eligible to vote, to remove the director from office
 - (f) By order of the court
- 3) A director who resigns before the end of their term must submit a resignation letter to the company.
- 4) In the event of a vacancy on the Board of Directors for reasons other than term expiration, the remaining directors shall select a qualified individual, who is not prohibited under the Public Limited Companies Act and the Securities and Exchange Act, to serve as a replacement director, unless the remaining term of the vacating director is less than two (2) months. The replacement director shall serve for the remaining term of the vacating director. The resolution to appoint a replacement director must be passed by a vote of no less than three-quarters (3/4) of the remaining directors.

3. Qualifications of the Board of Directors

3.1 Directors must possess knowledge, capability, integrity, and ethical conduct in business operations. They must also have sufficient time to dedicate their knowledge and abilities to the company's duties.

3.2 The Board of Directors should possess diverse fields of knowledge, skills, and expertise relevant to the Group's business and direction. These include knowledge of economics

and investment, business administration and management, risk management, finance, accounting and marketing, digital assets, technology, engineering, law, sustainable development, and corporate governance.

3.3 Directors must meet the qualifications and not possess any disqualifications under the Public Limited Companies Act and other relevant laws. They must also not exhibit any characteristics that would indicate unsuitability for being entrusted with managing a company whose shareholders are members of the public, as prescribed by the Securities and Exchange Commission (SEC).

3.4 Directors may hold directorships in no more than five (5) other publicly listed companies without exception. However, such directorships must not affect their ability to perform their duties as directors of the company and must comply with the guidelines of the SEC and the Stock Exchange of Thailand (SET).

3.5 Independent directors must meet the independence criteria set by the company, in line with the qualifications of audit committee members as per the SET's regulations on the qualifications and scope of work of audit committees. Independent directors must ensure equal protection of the interests of all shareholders and avoid any conflicts of interest. Additionally, they must be able to participate in Board meetings and provide independent opinions.

4. Scope of Authority and Duties of the Board of Directors and the Chairman

4.1 Scope of Authority and Duties of the Board of Directors

- 1) Define the vision, mission, policies, direction, and business strategies of the company group, and review them annually.
- 2) Ensure that the company maintains good corporate governance, including appropriate internal control and internal audit systems, in compliance with laws, business ethics, and relevant regulations of public limited company regulators to mitigate risks related to fraud, illegal actions, and abuse of power, and to foster long-term sustainability.

- 3) Monitor the implementation of business strategies and risk management by requiring regular reports on the company's and subsidiaries' performance and risk management.
- 4) Oversee the preparation and accurate disclosure of financial reports in accordance with established rules and best practices.
- 5) Hold approval authority for business transactions with a transaction value of THB 500 million or more, to support the management and operations of the Company. In approving such transactions, any transactions in which the Director or any persons who may have conflict of interest, 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.
- 6) Approve the establishment, merger, or dissolution of subsidiaries.
- 7) Appoint directors to replace those retiring by rotation, determine director compensation, and submit these proposals to the shareholders' meeting for approval after consideration by the Compensation and Nomination Committee.
- 8) Appoint individuals to serve as directors when a vacancy arises for reasons other than retirement by rotation.
- 9) Establish and define the authority of various subcommittees to assist and support the Board's duties.
- 10) Appoint a Chief Executive Officer from candidates reviewed by the Compensation and Nomination Committee.
- 11) Appoint and remove the company secretary.
- 12) Encourage employees to uphold ethical values, recognize the importance of risk management, and adhere to anti-corruption policies, embedding these principles into the company's culture sustainably.
- 13) Be accountable to shareholders equally and ensure the accurate, transparent, and standardized disclosure of information to investors.
- 14) Continuously enhance knowledge and skills by attending training or seminars relevant to their directorial duties.
- 15) Perform duties responsibly, carefully, prudently, and honestly in accordance with the law, relevant regulations of public limited company regulators, the company's

objectives and regulations, as well as the resolutions of the Board of Directors and shareholders' meetings, for the best interests of the company and all stakeholders.

In performing their duties, the Board of Directors may seek advice from external independent consultants or professionals as deemed necessary and appropriate.

4.2 Scope of Authority and Duties of the Chairman

The Board of Directors appoints the Chairman to lead the Board and perform the following duties:

- 1) Preside over meetings of the Board of Directors, ensuring that meetings are conducted in accordance with the agenda, company regulations, and applicable laws. The Chairman encourages all directors to freely discuss and exchange opinions, considering the interests of all stakeholders. The Chairman exercises careful discretion in making decisions for the best interests of the company and summarizes the resolutions of the meeting for further action.
- 2) Lead and chair the shareholders' meetings, ensuring that the meetings follow the agenda, company regulations, and relevant laws. The Chairman allocates sufficient time for discussions and ensures that all shareholders have equal opportunities to express their opinions, as well as oversees the appropriate response to shareholders' inquiries.
- 3) Perform duties as prescribed by law for the position of Chairman of the Board of Directors.

5. Meetings of the Board of Directors

5.1 Agenda for Board Meetings

The Chairman or an authorized representative shall send a notice of the meeting to all directors at least three (3) days prior to the meeting, except in urgent cases to protect the company's rights or interests, in which case an electronic notice or other method may be used, and the meeting may be convened earlier.

The Chairman of the Board is responsible for calling the meetings. If the Chairman is unavailable for any reason, the Vice Chairman shall call the meeting. If there is no Vice Chairman, two (2) or more directors may jointly call a meeting.

In cases of necessity or to protect the company's rights or interests, two (2) or more directors may request the Chairman to call a meeting, specifying the issues and reasons for consideration. The Chairman must convene the meeting within fourteen (14) days from the date of the request.

If the Chairman does not proceed as specified above, the requesting directors may jointly call and schedule the meeting within fourteen (14) days from the deadline mentioned above.

5.2 Frequency of Board Meetings

The Board of Directors must meet at least once every three (3) months. The meeting may be conducted via electronic media in accordance with the law governing electronic meetings. The meeting must comply with legal procedures and information security standards. For electronic meetings, the company's headquarters shall be considered the meeting venue, and such meetings shall have the same legal effect as in-person meetings conducted at a single venue, in accordance with legal and company regulations.

5.3 Quorum for Board Meetings

A quorum for a Board of Directors meeting requires no fewer than half of the total number of directors. If the Chairman is absent or unable to perform duties, the Vice Chairman shall preside. If there is no Vice Chairman or the Vice Chairman is unable to perform duties, the directors present shall elect one among them to preside over the meeting.

5.4 Voting at Board Meetings

Resolutions of the Board of Directors are passed by a majority vote of the directors present at the meeting. Each director has one (1) vote. However, any director who has a conflict of interest in a particular matter shall not have the right to vote on that matter. In case of a tie, the presiding Chairman shall cast a deciding vote.

6. Performance Evaluation of the Board of Directors

To ensure the Board of Directors operates efficiently and achieves its assigned objectives in accordance with good corporate governance principles, it is recommended that listed companies conduct a self-assessment of the Board at least once a year. This allows the Board to review its performance and make necessary improvements. The evaluation shall be conducted both on a collective and individual basis, including an assessment of the Chief Executive Officer's performance.

7. Reporting by the Board of Directors

The Board of Directors is responsible for reporting the company's and its subsidiaries' performance and financial reports to shareholders and the general public. These reports must be included in the annual information filing (Form 56-1 One Report).

8. Review of the Board Charter

The Board of Directors will regularly review and evaluate the adequacy and appropriateness of this charter, and make revisions as necessary, especially when there are changes in regulations from supervisory authorities or relevant laws.

This Board Charter was reviewed and approved at the Board of Directors' Meeting No. 4/2026 on March 25, 2026.



Mr. Veerayooth Bodharamik
Chairman of the Board of Directors