

Board of Directors Charter
Salee Colour Public Company Limited

1. Objective

The Board of Directors acts as the representative of the shareholders and plays a vital role in driving the creation of business value and delivering returns on investment to shareholders. In general, the Board of Directors delegates the authority and responsibility for day-to-day operations to the management team. Accordingly, the principal duties of the Board of Directors can be classified into two key areas as follows:

- Determining the Company's business direction, policies, and strategies to ensure operations are aligned with the best interests of shareholders.
- Monitoring the performance of the management to check, balance and take responsibility for the company's performance to shareholders.

The Board's powers and responsibilities are defined by applicable laws, the Company's Articles of Association, and resolutions passed at shareholders' meetings.

2. Composition and appointment of the Board of Directors

Directors are appointed with approval from the shareholders.

The Board of Directors consists of the Chairman, Vice Chairman and other directors, the number of whom is appropriate for the size of the company's business and the efficient operation, and together there are no less than nine members. And there must be directors who are truly independent from the management and free from any business relationship or any other relationship that may influence the independent exercise of discretion of no less than one-third of the total number of directors, and there must not be less than three.

The Board of Directors shall elect one of the Company's Directors to be the Chairman of the Board of Directors. If the Board of Directors deems it appropriate, it may elect one or more of the Company's Directors to be the Vice Chairman of the Board of Directors.

The appointment of directors shall be in accordance with the Company's regulations and the requirements of relevant laws. It must be transparent and clear, and consideration must include the educational history and professional experience of each individual, with sufficient details to benefit the decision-making of the Board of Directors and Shareholders

The Chairman of the Board of Directors is appointed as a director of the Board of Directors by position.

3. Qualifications of the Board of Directors

- Directors of the Company must be persons with knowledge, ability, honesty, ethics in business operations and have sufficient time to devote their knowledge, ability and perform their duties for the Company.
- has the qualifications and does not possess any prohibited characteristics under the Public Limited Company Act and relevant laws, including the absence of characteristics indicating untrustworthiness to manage a business with public shareholders as specified in Section 89/3 of the Securities and Exchange Act (No. 4), B.E. 2551.
- Directors of the Company may hold directorship positions in other companies, but the total number of registered companies in which each director may hold directorship positions must not exceed five registered companies. Being a director of such companies must not be an obstacle to the performance of duties as a director of the company and must comply with the guidelines set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

4. Term of Office

Each director serves a three-year term and may be re-elected upon term expiration.

At every annual general meeting, one-third of the directors shall retire by rotation. If not divisible by three, the nearest number shall retire.

In the first and second years following the company's registration, directors shall retire by rotation through a drawing of lots. In the subsequent years, the directors who have held office the longest shall retire.

In addition to retirement by rotation, a director may be removed from the office under the following circumstances:

- Dead
- Resign
- Lacking the qualifications to be a company director or having prohibited characteristics under the Public Limited Companies Act, characteristics that indicate a lack of suitability to be trusted to manage a business with public shareholders as specified in Section 89/3 of the Securities and Exchange Act . (Edition 4) 2008.
- The shareholders' meeting resolved to remove him from office (with a vote of not less than three-quarters (3/4) of the number of shareholders who attended the meeting and had the right to vote and whose combined shares were not less than half of the number of shares held by the shareholders who attended the meeting and had the right to vote and whose combined shares were not less than half of the number of shares held by the shareholders who attended the meeting and had the right to vote).
- The court has ordered his dismissal.

Any director who wishes to resign from his/her position shall submit a resignation letter to the Chairman of the Board of Directors.

If a director's position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a person who has the qualifications and is not prohibited by law from being a director at the next meeting of the Board of Directors. Unless the remaining term of office of the director is less than two months, the board of directors may not appoint a replacement director. The replacement director shall serve only for the remaining term of office of the director whom he or she replaces.

5. Authority and Responsibilities

In addition to the primary duties as representatives of shareholders as mentioned above, the powers, duties, and responsibilities of the Company's directors are also as prescribed by law, the Company's articles of association, and resolutions of the shareholders' meeting, including the following actions:

- Directors shall perform their duties with responsibility, due care, and integrity, and shall comply with the law, the Company's objectives, the Articles of Association, and the resolutions of the shareholders' meeting, except for matters that require prior approval from the shareholders' meeting, such as those prescribed by law to be subject to a shareholders' resolution, connected transactions, and the acquisition or disposition of significant assets in accordance with the rules and regulations of the Stock Exchange of Thailand or as prescribed by other relevant government authorities.
- Supervise the business to operate ethically, such as creating a corporate governance policy, manual, and code of conduct for the company's directors, executives, and employees, as well as disclosing it, requiring compliance, and monitoring compliance.
- Acknowledge and monitor operations in accordance with the Company's business policies, goals, operational plans, business strategies and annual budgets.
- Consider and approve the appointment of persons who have the qualifications and do not have the prohibited characteristics specified in the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act, including the announcements, regulations and/or related rules to hold the position of Company Director in the event that the position of Company Director is vacant for reasons other than retirement by rotation.
- The appointment of independent directors shall be considered by taking into account the qualifications and prohibited characteristics prescribed under the Securities and Exchange Act, the notifications of the Capital Market Supervisory Board, as well as the relevant notifications, regulations, and/or rules of the Stock Exchange of Thailand, or shall be proposed to the shareholders' meeting for consideration and appointment as independent directors of the Company.

- The appointment of the Audit Committee shall be considered by considering the qualifications prescribed under the Securities and Exchange Act, the notifications of the Capital Market Supervisory Board, as well as the relevant notifications, regulations, and/or rules of the Stock Exchange of Thailand.
- Consider the appointment of the Board of Directors by selecting from among the Company's directors, executives, or external persons, and define the scope of authority, duties, and responsibilities of the Board of Directors.
- Consider appointing subcommittees to assist in carrying out the responsibilities of the Board of Directors.
- Consider specifying and amending the names of directors authorized to sign and bind the company.
- Appoint any other person to conduct the Company's business under the supervision of the Board of Directors or delegate power to such a person to have the power and/or within the period as the Board of Directors deems appropriate, which the Board of Directors may cancel, revoke, change, or amend such power.
- Consider and approve transactions to acquire or dispose of assets, except such transactions must be approved by the shareholders' meeting. Such consideration and approval shall be in accordance with the announcement of the Capital Market Supervisory Board and/or the announcement, regulations, and/or rules of the Stock Exchange of Thailand.
- Consider and approve related party transactions, except where such transactions require approval from a shareholders' meeting.
- Consider approving the payment of interim dividends to shareholders when the Company is deemed to have sufficient profits. Such payment shall be reported to the shareholders at the next shareholders' meeting.

6. Meetings

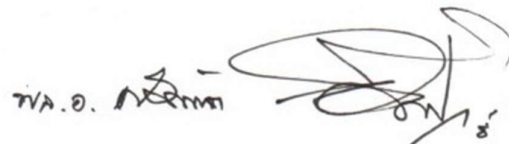
- Four meetings are scheduled per year, with meeting dates set in advance throughout the year and additional special meetings as necessary.
- Each director must attend not less than 75 percent of all meetings of the Board of Directors held during the year.
- The Chairman of the Board of Directors and the Executive Chairman will oversee and approve the agenda of the meeting.
- The Company Secretary shall deliver the meeting invitation letter, agenda and supporting documents to the Company's directors at least 7 days in advance to allow the directors time to study before attending the meeting.

- The Chairman of the Board of Directors acts as the chairman of the meeting. He is responsible for overseeing and allocating sufficient time for each agenda item for the directors to independently discuss and express their opinions on important issues, taking into account the interests of shareholders and stakeholders fairly.
- At a meeting of the Board of Directors, persons with a material interest in a matter being considered must leave the meeting while the relevant matter is being considered.
- Voting shall be by majority vote and if any director objects to such resolution, such objection shall be recorded in the meeting minutes.
- In considering any matter, the Board of Directors has the right to request to view or inspect relevant documents and request the relevant executives to attend the meeting to provide additional information.
- The Company Secretary is responsible for recording and preparing meeting minutes within 14 days, collecting meeting minutes, meeting documents, supporting and following up on the Board of Directors to be able to perform their duties in accordance with the law, regulations and resolutions of the shareholders' meeting, including coordinating with relevant persons.

7. Quorum

In a meeting of the board of directors, no less than half of the total number of directors must attend the meeting. All companies must then constitute a quorum in the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform his duties. In the event that there is a Vice Chairman of the Board of Directors, the Vice Chairman of the Board of Directors shall be the Chairman of the meeting. However, if there is no Vice Chairman of the Board of Directors or if he is not present at the meeting or is unable to perform his duties, the directors attending the meeting shall elect one of them to be the Chairman of the meeting. The decision of the meeting shall be made by a majority vote. Each director shall have one vote, except that a director who has an interest in any matter shall not have the right to vote on that matter. In the event of an equal number of votes, the Chairman of the meeting shall have the final say.

This Charter is effective from February 24, 2021.



(General Somdhat Attanand)

Chairman of the Board of Directors