

Board Charter

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The Board of Directors is responsible to the shareholders for the conduct of the business of Thaire Group Holdings Public Company Limited (the "Company") and shall oversee the management to ensure that it is carried out in the best interests of the shareholders, while also taking into account the interests of all stakeholders. The Board approve the Company's vision, mission, strategies, objectives, business plans, and budgets, and shall ensure that appropriate governance mechanisms are in place to monitor and evaluate performance against such plans to achieve sustainable growth. Accordingly, the Board has established its roles, duties, and responsibilities to ensure that all directors are aware of their obligations, as follows:

1. Scope of Authorities, Duties, and Responsibilities of the Board of Directors

1. To oversee that the Company's operations comply with applicable laws, the Company's objectives, Articles of Association, and resolutions of the shareholders' meeting, with honesty and due care, and in the best interests of the Company.
2. To review and approve the Company's policies and business directions, including:
 - Approval of key matters relating to the Company's operations, such as organizational structure, vision, mission, objectives, goals, strategies, operational policies, risk management, long-term plans, financial targets, and annual budgets.
 - Appointment or removal of senior executives, including determination of remuneration, benefits, and annual performance evaluation.
 - Approval of overall annual salary increase and employee welfare policies.
 - Delegation of authority to management and employees at appropriate levels.
 - Monitoring, evaluating, and reviewing management performance to ensure alignment with approved plans and budgets.
3. To ensure that the Company has reliable financial reporting and auditing systems, as well as appropriate processes for evaluating the adequacy of internal control and risk management systems.
4. To oversee that the Company monitors its investment performance and other business operations, including reviewing acceptable risk levels, identifying investment risks, and ensuring adequate internal control systems to ensure compliance with investment policies and applicable laws.
5. To ensure that the Company maintains good corporate governance, business ethics, and social responsibility.
6. To consider and approve connected transactions, related party transactions, acquisitions or disposals of assets, and any other transactions as required by applicable laws and regulations to prevent conflicts of interest.
7. To appoint sub-committees as necessary and appropriate for the effective performance of duties.

8. To arrange the Annual General Meeting of Shareholders within four (4) months from the end of the Company's fiscal year, including the preparation of financial statements and annual reports, and to ensure proper disclosure of consolidated financial statements reflecting the Company's financial position and operating results for submission to shareholders for consideration and approval.
9. To review this Board Charter at least once a year to ensure alignment with good corporate governance principles, applicable laws, and relevant business regulations.

In this regard, the Board of Directors may delegate authority to the Chief Executive Officer, who may further delegate such authority as appropriate, provided that such delegation shall not include approval of transactions in which the delegate has a conflict of interest.

2. Scope of Authorities, Duties, and Responsibilities of the Chairman of the Board

1. The Chairman of the Board or a designated director shall convene Board meetings and ensure that meeting notices are delivered at least three (3) days prior to the meeting date.
2. To jointly determine the meeting agenda with the Chief Executive Officer.
3. To encourage directors to attend meetings and to preside over meetings effectively, ensuring sufficient time for management to present information and for directors to raise questions and express opinions freely, and to summarize resolutions.
4. To promote good corporate governance practices among directors.
5. To ensure that important information is communicated to the Board.
6. To encourage directors to attend shareholders' meetings and to preside over such meetings efficiently.
7. To oversee and ensure that the Board performs its duties effectively in accordance with its responsibilities and achieves the Company's objectives in compliance with applicable laws and governance principles.
8. To foster good relationships between executive and non-executive directors, as well as between the Board and management.

3. Composition and Qualifications of the Board of Directors

The Board shall consist of not less than five (5) and not more than fifteen (15) directors. At least one-half of the total number of directors must reside in the Kingdom of Thailand. Directors shall be elected by the shareholders' meeting, except in the case of replacement of directors who resign and must possess qualifications as prescribed under the Public Limited Companies Act, the Company's Articles of Association, and other qualifications as determined by the Nomination and Remuneration Committee.

The Board shall appoint one director as Chairman of the Board and may appoint one or more Vice Chairmen as deemed appropriate. The Vice Chairman shall perform duties as assigned by the Chairman.

4. Term of Office

Directors shall hold office for a term of three (3) years. At each Annual General Meeting of Shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be evenly divided, the number nearest to one-third shall retire. Retiring directors may be re-elected.

5. Meetings

The Board shall hold meetings at least once every quarter and may convene additional special meetings as necessary.

The Chairman and the Chief Executive Officer shall jointly determine the meeting agenda, and directors may propose matters for inclusion in the agenda.

Meeting notices shall be delivered to directors at least three (3) days prior to the meeting date, unless in urgent cases where shorter notice may be given to protect the Company's interests.

A quorum shall consist of not less than one-half of the total number of directors. If the Chairman is absent or unable to perform duties, the Vice Chairman shall preside, or the directors present shall elect one director to act as Chairman of the meeting.

This Board of Directors Charter was approved by the Board of Directors Meeting No. 2/2026 held on 1 April 2026.

This Charter shall be effective from 1 April 2026 onwards.

Announced on 1 April 2026