

Executive Committee Charter

The Board of Directors of Ornsirin Holding Public Company Limited (“the Company”) has appointed the Executive Committee to oversee the management’s operations, ensuring that the Company’s business administration aligns with established policies, work plans, and strategies. Consequently, this Executive Committee Charter has been established to ensure that the Committee’s performance complies with relevant laws, the regulations of the Stock Exchange of Thailand, various codes of conduct, and the duties assigned by the Board of Directors, thereby promoting good corporate governance.

1. Composition of the Executive Committee

1.1 The Executive Committee shall consist of at least three (3) members, comprising individuals who are directors, executives, or employees of the Company or its subsidiaries, as appointed by the Board of Directors.

1.2 The Chairman of the Executive Committee must be appointed by the Board of Directors. Should the Board of Directors deem it appropriate, one or more executive directors may be elected as Vice Chairman of the Executive Committee.

1.3 The Chief Executive Officer (CEO) shall serve as an ex-officio member of the Executive Committee.

2. Qualifications of the Executive Committee

2.1 Members of the Executive Committee must possess the knowledge, skills, and experience that are highly beneficial to the Company’s business operations. They must demonstrate honesty, integrity, and business ethics, and be able to devote sufficient time to contributing their expertise and performing their duties for the Company to the fullest extent.

2.2 Members of the Executive Committee must possess the required qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, or any other relevant laws and regulations.

3. Appointment and Term of Office of the Executive Committee

3.1 The Board of Directors shall appoint the Executive Committee. Each Executive Director shall serve a term of three (3) years. Upon the expiration of their term, the retiring directors are eligible for re-appointment.

3.2 In addition to vacating office upon the expiration of the term, an Executive Director shall vacate office upon

- (1) Death
- (2) Resignation
- (3) Loss of qualifications as an Executive Director under this Charter.
- (4) Removal by a resolution of the Board of Directors

3.3 Any Executive Committee member wishing to resign from office shall submit a resignation letter to the Chairman of the Executive Committee or the Chairman of the Board of Directors.

3.4 In the event of a vacancy on the Executive Committee, the Board of Directors shall appoint a qualified individual to fill the position of the resigning member, ensuring that the number of Executive Committee members remains as specified by the Board.

4. Scope of Duties and Responsibilities of the Executive Committee

The Executive Committee is empowered to manage the Company's business operations in accordance with its objectives, Articles of Association, policies, regulations, requirements, orders, and various laws. This includes the Securities and Exchange Act, notifications of the Securities and Exchange Commission (SEC), notifications of the Capital Market Supervisory Board, notifications of the Board of Governors of the Stock Exchange of Thailand (SET), and any other relevant laws, rules, and/or regulations, as well as resolutions of the Board of Directors and/or the shareholders' meetings. Furthermore, the Executive Committee is responsible for screening matters to be proposed to the Board of Directors for approval and/or endorsement, as stipulated in the Articles of Association or orders of the Board of Directors, and performing tasks as assigned by the Board of Directors from time to time. Additionally, the Executive Committee shall have the authority and duties to act upon the following matters within the specifically defined scopes

4.1 Formulate the vision, business strategies, business direction, business policies, goals, guidelines, operational plans, and budgets of the Company and its subsidiaries for submission to the Board of Directors for approval.

4.2 Establish business plans and management authority, approve annual business and expenditure budgets, and execute business plans and strategies in alignment with the policies and business directions presented to the Board of Directors.

4.3 Define the organizational structure and functional positions (Organization Chart) of the Company, including any subsequent updates or amendments, and report such actions to the Board of Directors for acknowledgment.

4.4 Manage the Company's operations in accordance with its business objectives, policies, articles of association, or any orders prescribed by the Board of Directors. Furthermore, the Executive Committee is responsible for screening matters to be proposed to the Board of Directors for approval or endorsement.

4.5 Monitor and follow up on the implementation of policies and management guidelines across various areas of the Company to ensure they are executed efficiently as assigned by the Board of Directors.

4.6 Hold the authority to approve specific cases or actions within the ordinary course of the Company's business, subject to the limits or annual budgets approved by the Board of Directors, and exercise the authority as prescribed. In performing any of the aforementioned actions.

4.7 The Executive Committee is authorized to approve investment expenditures, procurement, loans from financial institutions, and various operations conducted for the benefit of the Company's objectives within the prescribed credit limits. Furthermore, the Committee has the authority to consider and provide recommendations or opinions to the Board of Directors regarding investments, procurement, loans from financial institutions, and operations that exceed the prescribed limits. Such actions must comply with the notifications of the Board of Governors of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, or any other relevant laws.

4.8 Has the authority to consider and approve borrowing or lending, or requesting any credit facilities from financial institutions and group companies, including providing guarantees for subsidiaries, or making payments and expenditures for the Company's ordinary business transactions.

4.9 To approve the appointment, removal, promotion, or demotion of positions and/or levels, including salary cuts or reductions, performance evaluations, disciplinary actions, rewards, and bonus allocations as compensation for performance or merit for employees at the Assistant Department Manager level and above.

4.10 To approve the appointment of various advisors necessary for the Company's operations, with the exception of appointing advisors to provide specialized opinions specifically to the Audit Committee.

4.11 The Executive Committee shall report the following operating results to the Board of Directors

(1) Quarterly operating results of the Company, within the timeframe prescribed by the Stock Exchange of Thailand (SET).

(2) The auditor's reports on the Company's financial statements, including the annual and quarterly financial statements, within the timeframe prescribed by the Stock Exchange of Thailand (SET).

(3) Other reports as the Executive Committee deems appropriate.

4.12 To perform any other tasks as assigned by the Board of Directors.

4.13 To delegate authority and duties to the Chief Executive Officer (CEO) and/or other Company executives as deemed appropriate, and to report such actions to the Board of Directors for acknowledgment.

4.14 To sub-delegate authority and/or assign any person or persons to perform any action as the Executive Committee deems appropriate and within such period as the Executive Committee sees fit, provided that such actions are within the scope of the delegated authority and/or in compliance with the regulations, requirements, or orders prescribed by the Board of Directors. The Executive Committee may cancel, revoke, change, or amend the authorized person or such delegation of authority as it deems appropriate.

Provided that such delegation of authority and responsibilities of the Executive Committee shall not be in a manner of delegation or sub-delegation that allows the Executive Committee, or its sub-authorized persons, to approve transactions in which they or persons who may have a conflict of interest (as defined in the notifications of the Securities and Exchange Commission) have an interest or may have any other conflict of interest with the Company and/or its subsidiaries. An exception is made for the approval of transactions that are in accordance with the policies and criteria approved by the Board of Directors, and which comply with the Securities and Exchange Act, as well as the regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, or any other relevant laws.

5. Executive Committee Meeting

5.1 At every meeting of the Executive Committee, at least one-half (1/2) of the total number of members must be present to constitute a quorum. In the event that the Chairman of the Executive Committee is not present at the meeting or is unable to perform their duties, the Vice Chairman (if any) shall preside as the Chairman of the meeting. If there is no Vice Chairman, or if the Vice Chairman is present but unable to perform their duties, the members attending the meeting shall elect one member among themselves to be the Chairman of the meeting.

5.2 Decisions of the Executive Committee meeting shall be made by a majority of votes, with each Executive Director having one vote. However, any Executive Director who has an interest in any matter shall not be entitled to vote on that specific matter. In the event of an equality of votes, the Chairman of the meeting shall have an additional casting vote

5.3 The Executive Committee should hold meetings at least once per quarter, unless there is a necessary cause for inability to do so. The Chairman of the Executive Committee shall be responsible for calling such meetings. In case of necessity, two or more Executive Directors may request the Chairman to convene a meeting of the Executive Committee.

5.4 The Chairman of the Executive Committee, or a director assigned by the Chairman, shall determine the date, time, and venue for the Executive Committee meetings. The meeting venue may be designated at a location other than the area where the Company's head office is situated. In the event that the Chairman or the assigned director does not specify a meeting venue, the Company's head office shall be used as the meeting location.

5.5 In calling for a meeting of the Executive Committee, the Chairman or a designee shall send a notice of the meeting to all Executive Directors, specifying the date, time, venue, and the business to be discussed, at least 7 days prior to the meeting date. However, in cases of urgent necessity to protect the rights or benefits of the Company, the meeting notification may be sent via other means, or the meeting date may be scheduled sooner.

6. Reporting of the Executive Committee

6.1 The Executive Committee is accountable to the Board of Directors and is responsible for reporting its operating results at every Board of Directors meeting.

6.2 The Executive Committee shall prepare the minutes of the Executive Committee meetings.

7. Evaluation of the Executive Committee

The performance evaluation of the Executive Committee shall be conducted annually, with the Board of Directors being responsible for assessing the performance of the Executive Committee as a whole.

8. Review and Amendment of the Charter

The Executive Committee shall review this Charter annually and propose any amendments as deemed appropriate to the Board of Directors for consideration and approval.

Effective from March 15, 2025, onwards.