



Chairman of the Board of Directors Charter

of

SISB Public Company Limited

Charter of the Chairman of the Board of Directors

1. Objective

The Chairman of the Board is a key individual responsible for setting the direction to oversee the Company's operations under the principles of Good Corporate Governance (CG) and supporting the achievement of strategic goals. This Charter is established to clearly define the roles, authority, duties, and responsibilities of the Chairman, to control and lead the meetings of the Board of Directors and Shareholders efficiently, and to ensure that the Company undertakes the recruitment of suitably qualified individuals for the position according to established criteria.

2. Qualifications of the Chairman

2.1 The Chairman of the Board must be an Independent Director.

2.2 The Chairman of the Board must be appointed by the Board of Directors or the Shareholders' Meeting.

3. Roles, Duties, and Responsibilities

3.1 To oversee the overall strategy and trends of the Company, ensuring compliance with relevant laws and regulations, both private sector and government regulations, and to strictly adhere to the resolutions of the Shareholders' Meeting and the Board of Directors.

3.2 To set the direction and drive the Company's operations in accordance with the principles of Good Corporate Governance and Sustainability Factors (ESG) strictly and continuously.

3.3 To oversee the disclosure and consideration of transactions involving potential conflicts of interest of directors and executives transparently, and to support directors in performing their duties with Duty of Care and Duty of Loyalty, ensuring compliance.

3.4 To establish a system for continuous monitoring and evaluation of the Company's performance to ensure alignment with policies.

3.5 To promote adherence to the Company's policies on governance, social responsibility, and environmental responsibility, and to foster an ethical culture among personnel at all levels.

3.6 To encourage and support all directors to attend training and development programs to enhance skills and knowledge in various fields relevant to their directorial duties at reputable and recognized institutions.

3.7 To oversee that the Board of Directors and its Sub-Committees strictly adhere to their Charters and conduct annual performance evaluations to enhance their effectiveness.

3.8 To call Board meetings. The Chairman, or their delegated person, shall send the notice of meeting to the directors no less than seven (7) days before the meeting date, except in urgent cases. Directors (two or more) may request a Board meeting; in such cases, the Chairman shall set the date and call the meeting within fourteen (14) days. If the Chairman is unable to perform their duties, two or more directors may jointly call the meeting.

3.9 To act as the Chairperson and attend all meetings to ensure the efficiency of the Board meeting process, including encouraging all directors to express their opinions, ensuring appropriate delegation of management authority to the management team, and overseeing that all directors receive accurate, timely, and clear Company information for decision-making that leads to the Company's successful and efficient outcome.

3.10 To act as the Chairperson of all Shareholders' Meetings and ensure that a caretaker is assigned to manage the meeting in strict compliance with the law and regulations, providing shareholders with the full opportunity to exercise their rights to attend, vote, ask questions, or seek further clarification.

4. Term and Cessation of Office

A Chairman shall vacate office upon

4.1 Expiration of the term.

4.2 Death.

4.3 Resignation.

4.4 A resolution by the Board of Directors or the Shareholders to remove them from office.

In the event the Chairman wishes to resign from the position, they must notify the Company in writing. The resignation shall be effective on the date the Chairman specifies in the resignation letter, or if not specified, on the date the original letter reaches the Company.