Board of Director Charter

Advice IT Infinite Public Company Limited

(Effective as of 24 March 2026)

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1. Objectives

The Board of Directors of Advice IT Infinite Public Company Limited (the "Company"), as the representative of the shareholders and the leader of the organization, plays a vital role in corporate governance to promote the Company's sustainable growth, create value for stakeholders, and deliver appropriate returns to shareholders under the principles of good governance and ethical business conduct.

To ensure that the Company's management is carried out efficiently, transparently, and with an appropriate system of checks and balances, the Board of Directors has established this Charter as a clear framework for the discharge of its duties. This Charter covers the roles, authorities, duties, and responsibilities of the Board of Directors as prescribed by law, the Company's Articles of Association, and resolutions of the shareholders' meeting.

This Charter has been prepared with reference to the Corporate Governance Code for Listed Companies (CG Code) issued by the Securities and Exchange Commission of Thailand (SEC), as well as relevant requirements of the Stock Exchange of Thailand (SET), including the SET Notification regarding the rules on directors and executives of listed companies, and the guidelines on the preparation and disclosure of Board Charters of listed companies, together with applicable laws, including the Public Limited Companies Act B.E. 2535 (1992) and the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Board of Directors shall perform its duties with integrity, prudence, and independence, while upholding the best interests of the Company and its shareholders as the foremost priority

2. Composition and Qualifications

2.1 The Board of Directors shall consist of not less than 5 directors, or such minimum number as required by law and/or the resolutions of the shareholders' meeting. Of the total number of directors, independent directors shall comprise at least one-third of the Board, but in any case, not fewer than 3 persons, and not less than one-half of all directors must reside in Thailand.

2.2 The Board should possess diversity in terms of skills, experience, and knowledge relevant to the Company's business, including expertise in areas such as industry, technology, management, finance, marketing, strategy, corporate governance, and sustainability, without limitation based on gender, age, race, nationality, or culture. In addition, the Board should include at least one non-executive director with skills and experience aligned with the Company's core business, and at least one female director.

2.3 The Chairman of the Board should not be the same person as the Chief Executive Officer (CEO). There shall be a clear segregation of roles and responsibilities among the Chairman, Board committees, and management in order to ensure an appropriate balance of power.

2.4 Directors must possess the following qualifications:

2.4.1 Possess all qualifications and none of the prohibited characteristics under the laws governing public limited companies, securities and exchange laws, the Company's Articles of Association, and relevant notifications of the Securities and Exchange Commission of Thailand (SEC) and the Stock Exchange of Thailand (SET).

2.4.2 Possess knowledge, capability, expertise, and experience beneficial to the Company's business operations.

2.4.3 Demonstrate leadership and the ability to oversee the Company's operations effectively and efficiently.

2.4.4 Possess integrity, ethical business conduct, and the ability to devote sufficient time to performing duties.

2.4.5 Hold directorships in other companies listed on the SET not exceeding 5 listed companies in total (including the Company), provided that such positions do not hinder the effective performance of duties as a director of the Company.

2.5 A director shall not engage in, become a partner in, or serve as a director of any juristic person carrying on a business of the same nature as and in competition with the Company, whether for personal benefit or for the benefit of others, unless such matter has been disclosed to the shareholders' meeting prior to appointment.

2.6 Independent directors must be independent from management and major shareholders and must not participate in the management of the Company. They must also meet the additional qualifications prescribed by SEC notifications as follows:

2.6.1 Hold shares in the Company, parent company, subsidiary, associate, or major shareholder of not more than 1% of the total voting shares (including holdings by related persons).

2.6.2 Not be, nor have been, an executive director, employee, advisor, or controlling person of the Company or related companies, unless having ceased such status for at least 2 years.

2.6.3 Have no blood or legally registered relationship as a parent, spouse, sibling, child, or spouse of a child of another director, executive, or major shareholder of the Company or its subsidiaries.

2.6.4 Have no current or prior business relationship with the Company or related companies in a manner that may interfere with the exercise of independent judgment, including commercial transactions, lease of immovable property, or financial assistance, in accordance with SEC criteria.

2.6.5 Not be, nor have been, the auditor of the Company or related companies, and not be a partner of the audit firm auditing the Company, unless having ceased such status for at least 2 years.

2.6.6 Not be, nor have been, a professional service provider receiving service fees exceeding THB 2 million per year from the Company or related companies, and not be a partner of such service provider, unless having ceased such status for at least 2 years.

2.6.7 Not be appointed as a representative of any director, major shareholder, or related person.

2.6.8 Not engage in, be a partner in, or be significantly involved in any business competing with the Company or its subsidiaries, including serving as a director or employee of such company, while holding more than 1% of the voting shares.

2.6.9 Not possess any other characteristics that may impair the ability to express independent opinions regarding the Company's operations.

3. Appointment, Term of Office, and Termination of Office

3.1 Appointment

3.1.1 The appointment of directors shall be in accordance with the Company's Articles of Association and applicable laws, with a transparent and clearly defined process. The nomination process shall be conducted through the Nomination and Remuneration Committee (if any), taking into consideration information such as name, age, educational background, work experience, professional expertise, diversity of skills, and suitability for the nature of the Company's business, so that the Board of Directors and/or shareholders have sufficient information for decision-making.

3.1.2 The appointment of directors by the shareholders' meeting shall be approved by a majority vote of the shareholders present and entitled to vote. In the event of a tie, the chairman of the meeting shall have a casting vote.

3.1.3 In the election of directors, each position shall be considered individually. Shareholders shall have voting rights equal to the total number of shares held and may cast all votes for one person or several persons, but may not split

3.1.4 If a director's position becomes vacant for any reason other than expiration of term, the Board of Directors shall appoint a fully qualified person to replace such director at the next Board meeting, unless the remaining term is less than two months. The replacement director shall hold office only for the remaining term of the director whom he or she replaces. Such appointment must be approved by not less than three-fourths (3/4) of the remaining directors.

3.1.5 The Board of Directors shall appoint the Chairman of the Board and may appoint a Vice Chairman as deemed appropriate.

3.2 Term of Office

3.2.1 Directors shall hold office for a term of 3 years. Upon expiration of the term, a director who retires by rotation may be re-appointed.

3.2.2 An independent director may serve continuously for not more than 9 years from the date of first appointment. If the term is to be extended beyond 9 years, the Board shall carefully consider the matter and disclose the rationale to the shareholders' meeting.

3.3 Termination of Office

3.3.1 At each Annual General Meeting (AGM), one-third (1/3) of the total number of directors shall retire from office. If the number cannot be divided into exactly three parts, the number nearest to one-third shall retire. The directors who have served the longest shall retire first, and if multiple directors have served for the same period, the selection shall be made by drawing lots. A retiring director may be re-elected.

3.2.1 Director shall end the term of office in the following events.

a) Death;

b) Resignation;

c) Lacking the required qualifications or possessing prohibited characteristics under the Company's Articles of Association or applicable laws;

d) Removal by a resolution of the shareholders' meeting passed by not less than three-fourths (3/4) of the shareholders present and entitled to vote, holding in aggregate not less than one-half of the total shares held by shareholders present at the meeting;

e) Removal by a court order;

f) Imprisonment by a final judgment, except for offenses committed through negligence or petty offenses; or

g) Being an incapacitated or quasi-incapacitated person, or being a bankrupt person

3.2.2 A resignation shall be submitted in writing to the Chairman of the Board and shall become effective on the date the Company receives the resignation letter. The resigning director may also notify the registrar of public limited companies.

4. Duties and Responsibilities of the Board of Directors

The Board of Directors shall perform its duties and responsibilities in accordance with applicable laws, the Company's Articles of Association, and the resolutions of the shareholders' meeting, including the following matters:

4.1 To determine the Company's vision, objectives, key goals, policies, and strategies, together with annual business plans and budgets, in alignment with the Company's objectives, taking into consideration key resources and risks, and to oversee the management's execution of such plans and budgets effectively and efficiently.

4.2 To establish and periodically review the Company's corporate governance policy, business code of conduct, anti-corruption policy, and other governance-related practices, as well as to monitor their consistent and company-wide implementation.

4.3 To perform duties with full competence and independent judgment based on honesty, prudence, and due care, while taking into account the best interests of the Company and fairness to all groups of shareholders.

4.4 To approve the Company's quarterly and annual operating results and financial statements.

4.5 To establish policies and oversee risk management, internal control, and internal audit systems to ensure their effectiveness and efficiency, including periodic reviews.

4.6 To establish policies and oversee the operations of subsidiaries and associates in accordance with good corporate governance principles, and to ensure that appropriate internal control systems are in place.

4.7 To promote the use of technology and innovation to enhance competitiveness, alongside social and environmental responsibility.

4.8 To oversee the protection and security of information, including information that may affect the price of the Company's securities, and to ensure that directors, executives, and employees comply with such measures.

4.9 To oversee the efficient use of the Company's resources in order to maximize benefits.

4.10 To oversee accurate, complete, and timely disclosure of information and the annual report in compliance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

4.11 To consider the appointment of sub-committees and define the duties and authority of the Chief Executive Officer, including establishing an appropriate scope of delegated authority to the management.

4.12 To appoint the Company Secretary to support the Board's operations and ensure compliance with applicable laws and related regulations.

4.13 To promote the continuous development of directors and arrange orientation programs for newly appointed directors.

4.14 To oversee the preparation of succession plans for the Chief Executive Officer and senior executives, and to receive progress reports thereon at least once a year.

4.15 To consider and determine the Chief Executive Officer's remuneration based on performance and responsibilities.

4.16 To report the interests of directors and related persons in accordance with the requirements of regulatory authorities.

4.17 To perform any other duties as assigned by the shareholders.

5. Duties and Responsibilities of the Chairman of the Board

The Chairman of the Board shall have the following duties and responsibilities:

5.1 To supervise, monitor, and ensure that the Board of Directors and all Board committees perform their duties effectively and achieve the Company's objectives and key strategic goals.

5.2 To set the agenda for Board meetings together with the Chief Executive Officer and the Company Secretary, ensuring that significant matters are appropriately included and that directors receive accurate, complete, clear, and timely information, with sufficient time for careful review and consideration.

5.3 To preside over meetings of the Board of Directors and shareholders' meetings, ensuring that the meetings are conducted efficiently, with appropriate time allocation, allowing directors and shareholders to raise questions and express opinions freely, controlling the discussion process, and clearly summarizing the resolutions.

5.4 To support and serve as a role model in compliance with laws, the Board Charter, principles of good corporate governance, and the Code of Conduct, including promoting an ethical corporate culture.

5.5 To oversee transparent disclosure and proper management of conflict-of-interest situations.

5.6 To foster good working relationships among executive directors, non-executive directors, independent directors, and the management team in order to promote effective collaboration.

5.7 To communicate significant information thoroughly to the Board of Directors to support decision-making on key organizational matters.

6. Meetings

6.1 The Board of Directors shall convene at least six (6) meetings per year to consider significant matters within its authority, such as the annual and quarterly financial statements, strategic plans, business plans, and other matters requiring Board approval. The meeting schedule for each year shall be determined in advance, together with the key agenda items, to enable directors to allocate sufficient time to attend the meetings.

6.2 The Chairman of the Board may convene additional meetings when requested by at least two (2) directors or in the event of urgent matters requiring consideration. In addition, the Board shall adopt a policy whereby independent directors and/or non-executive directors are given the opportunity to meet among themselves at least once a year without the presence of management, and the outcome of such meeting shall be reported to the Chief Executive Officer.

6.3 The meeting agenda shall be determined by the Chairman of the Board in consultation with the Chief Executive Officer and the Company Secretary, while allowing directors the opportunity to propose matters for inclusion in the agenda.

6.4 The Company Secretary shall deliver the notice of meeting, together with the agenda and supporting documents, to the directors in advance, normally not less than seven (7) days prior to the meeting date, in order to provide sufficient time for directors to review the materials. In urgent cases, a shorter notice period may be given, but not less than three (3) days, as required by law. The notice may be sent in written form or by electronic means with the consent of the directors, and must specify the date, time, venue or electronic meeting channel, as well as the matters to be considered.

6.5 Any director having an interest in any matter must abstain from voting and leave the meeting room during the consideration of such matter, even if the matter does not fall within the definition of a connected transaction under the regulation

6.6 Quorum and Conduct of Meetings

6.6.1 A Board meeting shall require the attendance of not less than one-half of the total number of directors to constitute a quorum. At the time of voting, at least two-thirds of the total number of directors must remain present.

6.6.2 The Chairman of the Board shall preside over the meeting. In the absence of the Chairman, or if the Chairman is unable to perform his/her duties, the Vice Chairman attending the meeting shall act as chairperson. If there is no Vice Chairman, the directors present shall elect one among themselves to preside over the meeting.

6.6.3 Resolutions shall be passed by a majority vote of the directors attending the meeting and entitled to vote, with each director having one vote. In the event of an equality of votes, the chairperson of the meeting shall have a casting vote.

6.6.4 A director having an interest in any matter must abstain from voting and leave the meeting during the consideration of such agenda item, even if such matter does not fall within the definition of a connected transaction under the rules of the SEC or the Stock Exchange.

6.6.5 If the number of remaining directors falls below the quorum requirement due to vacancies, the remaining directors may only act for the purpose of convening a shareholders' meeting to elect new directors to fill all vacant positions. Such shareholders' meeting must be convened within one (1) month from the date the number of directors falls below the quorum.

6.6.6 Each director should attend not less than 75% of the total Board meetings held during the year.

6.6.7 The Company Secretary or his/her delegate must attend every Board meeting.

6.7 Voting

6.7.1 Resolutions shall be passed by a majority vote, with each director having one vote. In the event of a tie, the Chairman shall have an additional casting vote.

6.7.2 A director having an interest in any matter must abstain from voting on that matter.

6.8 Minutes of Meeting

The Company Secretary or the person assigned shall prepare written minutes of each Board meeting and keep the duly approved minutes for inspection by directors or relevant persons.

7. Performance Evaluation

7.1 The Board of Directors shall arrange for a performance evaluation at least once a year, covering:

7.1.1 Evaluation of the Board as a Whole

7.1.2 Evaluation of Board Committee Assessment

7.1.3 Evaluation as Individual Self-Assessment

The Board may also consider cross-assessment among directors or external evaluation by independent third parties, as appropriate, in order to enhance the Company's corporate governance standards.

7.2 The Company Secretary shall be responsible for collecting and summarizing the evaluation results for submission to the Board of Directors for consideration. The evaluation results, together with recommendations and comments, shall be used to improve the performance of the Board and Board committees in order to enhance overall effectiveness.

7.3 The Company shall disclose the results of the Board performance evaluation in the Annual Registration Statement / Annual Report (Form 56-1 One Report) in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand.

8. Directors' Remuneration

8.1 Directors shall receive remuneration at a level appropriate to their duties, responsibilities, and scope of work. Such remuneration shall be determined with reference to performance linked to the Company's operating results, the business environment, and remuneration benchmarks of organizations within the same industry and of comparable size, in order to attract and retain qualified directors.

8.2 The structure and components of directors' remuneration shall be reviewed by the Board of Directors (or the Nomination and Remuneration Committee, if any) before being proposed to the shareholders' meeting for approval

8.3 The payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting and disclosed in the Annual Registration Statement / Annual Report (Form 56-1 One Report) in compliance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

9. Review and Amendment History of the Board Charter

Revision No.	Approval Date	Revised Section(s)	Key Revisions	Effective Date
1/2025	11 August 2025	–	Adoption of a completely revised Board Charter to restructure and enhance the content so that it is comprehensive and aligned with the latest Public Limited Companies Act, the Corporate Governance Code (CG Code), and the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand	15 August 2025
2/2026	23 March 2026	–	–	24 March 2026

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(Mr. Sanit Rangnoi)

Chairman of the Board of Director

Advice IT Infinite Public Company Limited