



บริษัท ช. การช่าง จำกัด (มหาชน)

CH. KARNCHANG PUBLIC COMPANY LIMITED



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BOARD DIVERSITY POLICY

The Company recognizes that the Board of Directors plays a vital role in monitoring and ensuring compliance with the principles of Good Corporate Governance and supporting sustainable business operations in alignment with ESG concepts, particularly in the construction contracting industry where there are project-related, safety, environmental, and community impact risks.

Accordingly, the Company has established the Board Diversity Policy to ensure that the Board has an appropriate and well-rounded composition, taking into account differences across various dimensions, including gender, race, nationality, religion, education, age, place of origin, culture, knowledge, capabilities, expertise, business experience and experience in the construction contracting industry, independence, and skills in corporate governance, engineering, finance, legal affairs, project risk management, safety, occupational health, environment, technology, and sustainability, etc.

Consideration of diversity is undertaken in parallel with qualifications, capabilities, suitability, and applicable legal requirements, without discrimination, in order to promote the Board's efficient performance through the exchange of knowledge, opinions, experience, and insights, which will lead to constructive and beneficial collective decision-making and enable the organization to sustainably achieve its objectives and key goals. This also enables the Board to efficiently provide checks and balances, formulate strategies, and supervise the Company's operations.

The nomination and appointment of directors are carried out by the Nomination and Remuneration Committee under the principles of transparency, fairness, and verifiability, taking into account the overall Board structure to ensure a balanced composition aligned with the Company's strategies, risks, and sustainable business operations.

Policy Implementation Guidelines

1. Board Diversity

- 1.1 The Nomination and Remuneration Committee shall consider diverse and appropriate Board composition, including qualifications, work capabilities, diversity of professional skills, specific expertise, gender, and age that are required to ensure consistency with the Company's business strategies through the preparation of a Board Skills Matrix. Diversity in educational background, expertise, and experience shall also be considered without limitation on gender, race, nationality, religion, skin color, age, marital status, political opinions, and any other factors.

1.2 The Company values the appropriate inclusion of gender diversity. The Company has set a target of and is committed to ensuring that a minimum of 30 percent of the total number of directors is of diverse genders. However, the consideration of such proportion will primarily depend upon the Board's skills and experience being in alignment with the Company's business strategies.

1.3 The Nomination and Remuneration Committee shall evaluate the current Board's diversity of skills, as necessary and appropriate for the Company's business, through the Board Skills Matrix.

2. Qualifications of Directors

2.1 Directors' qualifications must not be inconsistent with the standard qualification criteria applicable to directors, including independent directors and Audit Committee Members, as stipulated in the laws governing public limited companies, the laws governing securities and exchange, the regulations of the Stock Exchange of Thailand, and other applicable laws, as well as the Company's Articles of Association.

2.2 In the case of re-appointment of an existing director for another term, the Nomination and Remuneration Committee shall consider the director's time commitment, performance during the term of office, and the number of listed companies in which such director holds directorships, as appropriate to the Company's business nature or conditions, which should not exceed five (5) listed companies, to ensure that the director can devote sufficient time to perform duties for the Company.

3. Criteria and Process for the Nomination, Selection, and Appointment of New Directors

3.1 The Nomination and Remuneration Committee shall consider diversity in nomination sources for suitably qualified candidates, such as recommendations from the Company's directors, nominations by the Company's shareholders, external consultants, and the Director Pool of the Thai Institute of Director.

3.2 The Nomination and Remuneration Committee shall consider nominating and selecting suitably qualified candidates and/or preliminarily reviewing the details of persons nominated as director candidates, and considering whether the qualifications of directors are consistent with the Company's business strategies, prior to submitting such details to the Board of Directors for consideration and appointment or proposing them to the shareholders' meeting for consideration and appointment.

4. Continuous Knowledge Development for Directors

4.1 The Company encourages and supports directors in continuous knowledge development required for their directorship duties, for both incumbent and newly appointed directors. This is achieved through the attendance of training courses that are organized by the Thai Institute of Directors in accordance with recommendations of the Office of the Securities and Exchange Commission.

4.2 The Company encourages and supports directors, as well as relevant workers, in regular attendance of training programs and seminars on matters that are pertinent to and consistent with the Company's business operations, including current developments.

5. Supervision, Monitoring and Reporting

The Nomination and Remuneration Committee is responsible for supervising, monitoring the implementation of this Policy, and reporting on diversity in the Board composition in the Annual Report.

6. Policy Review

The Nomination and Remuneration Committee is responsible for considering reviewing and amending this Policy as appropriate to ensure that it remains effective, and for proposing any amendments to the Board of Directors for consideration and approval.

This Board Diversity Policy shall be effective from November 14, 2025 onwards.