



## Charter of the Nomination and Remuneration Committee

### 1. Objective

The Nomination and Remuneration Committee (“Nomination Committee”) was established to recruit qualified persons to serve as directors and managing directors of the Company, including considering the form and criteria for remuneration of directors and managing directors to propose to the Board of Directors for approval or to propose to the shareholders’ meeting for further approval (as the case may be).

### 2. Component

The Nominating Committee consists of three members who are Company Directors and at least one member must be an Independent Director. The Board of Directors appoints one of the Nominating Committee members, who is an Independent Director, to serve as the Chair of the Nominating Committee and the Chair of the Nominating Committee may appoint a Nominating Committee Secretary to assist the Nominating Committee in arranging meetings, preparing meeting agendas, submission of meeting documents and recording minutes of the meeting.

### 3. Qualifications

3.1 The Nomination Committee member must be a person with knowledge, ability, honesty, business ethics and sufficient time to dedicate knowledge and ability to perform duties for the Company.

3.2 The Nomination Committee member must be qualified and must not possess prohibited characteristics under the law on public limited companies and other related laws.

### 4. Appointment and Office Term

4.1 Nomination Committee members have a term in office according to their tenure as a director of the Company.

4.2 Nomination Committee members who retire by rotation may be re-appointed.

4.3 In the event that the members of the Nomination and Remuneration Committee have completed their term of office or are unable to hold office until the end of their term, which will result in the number of members of the Nomination Committee being less than three people, the Board of Directors shall immediately appoint a new member of the Nomination Committee or at the latest within 3 months from the date the number of members of the Nomination Committee is insufficient in order to ensure continuity in the performance of duties of the Nomination Committee.

4.4 Member of the Nomination Committee is terminated upon death, resignation, lack of qualifications or not being a director of the Company.



## **5. Duties and Responsibilities**

The Nominating Committee has duties and responsibilities as assigned by the Board of Directors as follows:

- 5.1 Determine qualifications and criteria for nomination of Company Directors (including members of sub-committees) and Managing Director, and consider selecting persons with knowledge, experience and expertise to nominate to the Board of Directors for appointment and/or propose to the shareholders' meeting for further appointment (as the case may be).
- 5.2 Consider the form and process of managing director's development to be in line with the Company's business and circumstances.
- 5.3 Consider the forms and criteria for remuneration (whether in the form of cash, securities or any other) of the Company's directors and sub-committees of the Company to be appropriate, fair and in accordance with relevant laws.
- 5.4 Consider the criteria for evaluating the managing director's performance and propose to the non-executive committee for consideration.
- 5.5 Review and propose amendments to the scope of authority, duties and responsibilities of the Nomination Committee to be in line with circumstances.
- 5.6 Perform any other tasks as assigned by the Board of Directors or in accordance with the policies set by the Board of Directors.

## **6. Meeting Agenda**

- 6.1 Meetings of the Nominating Committee may be held as the Chair of the Nominating Committee deems appropriate; however, there must be a meeting together at least twice a year.
- 6.2 In summoning a meeting of the Nomination Committee, the Chair of the Nomination Committee or an authorized person shall send a notice of the meeting together with the agenda and meeting documents to all members of the Nomination Committee at least 7 days in advance of the meeting date in order for the Nomination Committee to have sufficient time to study the information, unless it is an urgent case to preserve the rights or benefits of the Company, the meeting can be notified by other methods or an earlier meeting date may be set.

## **7. Remuneration**

The Board of Directors determines the remuneration for the Chair of the Nomination Committee and the Nomination Committee as it deems appropriate.

## **8. Quorum and Voting**

- 8.1 At the meeting of the Nomination Committee, there must be no less than half of the Nomination Committee members present in order to constitute a quorum. In the event that the Chair of the Nomination Committee is not present at the meeting or is unable to perform



- 8.2 his/her duties, the members of the Nomination Committee present at the meeting shall elect one of the Nomination Committee members to preside over the meeting.
- 8.3 The decision of the meeting shall be based on the majority vote.
- 8.4 In voting, one member of the Nomination Committee has one vote, unless the Nomination Committee has an interest in any matter and will not have the right to vote on that matter. In case of equal votes, the Chair of the meeting shall cast an additional vote as a deciding vote.
- 8.5 The Chair of the Nomination Committee shall report the results of the meeting to the next Board of Directors' meeting for information every time.