

Remuneration, Nomination and Sustainable Development Committee Charter

The Board of Directors appoints the Remuneration, Nomination and Sustainable Development Committee (" the Committee") to support the performance of the Board of Directors. The Committee is responsible for remuneration, nomination of directors, sub-committee, and a senior executive (the Chief Executive Officer and the President) including the Company's sustainable development to ensure transparency, fairness, efficiency and responsibility for society and environment according to the guidelines of corporate governance of international standards and the regulations of the relevant laws.

1. Definition

1.1 Sub-committees mean the Audit Committee, the Remuneration, Nomination and Sustainable Development Committee, Risk Management Committee, Investment Committee and Executive Board.

1.2 The senior executive means the Chief Executive Officer and the President.

2. Compositions

2.1 The Board of Directors appoints the Remuneration Nomination and Sustainable Development Committee.

2.2 The Committee consists of at least 3 directors from the Board of Directors. At least two-thirds of the total Committee members must be an independent director and other members are non-executive directors.

2.3 The Board of Directors considers and appoints a member who is an independent director to be Chairman of the Committee.

2.4 The Remuneration Nomination and Sustainable Development Committee appoint a secretary to the Committee.

3. Qualifications

Remuneration Nomination and Sustainable Development Committee must have qualifications as follows:

3.1 Not being the Chairman of the Board or an executive director.

3.2 Possess ability to exercise discretion honestly and independently from the management and any other interested parties.

3.3 Be able to devote sufficient time and attention to perform the duties for achieving the Committee's objectives.

4. Term of Directorship and Remuneration

4.1 The Committee's member shall hold a term for 3 years continuing for 3 terms unless the Board of Directors has an opinion otherwise.

- 4.2 A member who replaces the vacant position of the Committee shall hold the office for the remaining term of the retired member.
- 4.3 Members of the Committee who retire by rotation may be re-appointed
- 4.4 Apart from vacating office at due term, the Committee's member shall vacate office upon:
- Deceased
 - Resignation
 - Being disqualified
- 4.5 The Committee's member shall receive remuneration which is appropriate to their responsibilities according to the rules and rates approved by the shareholders' meeting.

5. Authority

- 5.1 The Committee is able to seek advice from a consultant or independent experts with the expense of the Company.
- 5.2 The Committee is able to invite the management, related person or appropriate person to attend the meeting or explain the matters.

6. Duties and Responsibilities

6.1 Remuneration

- 6.1.1 Considering structure and principles of remuneration of the Board of Directors, sub-committees and senior executives (the Chief Executive Officer and the President) and propose to the Board of Directors or the shareholders' meeting for approval, as it may be.
- 6.1.2 Considering the annual remuneration of the Board of Directors including sub-committees and present to the Board of Directors before proposing to the shareholders' meeting for approval.
- 6.1.3 Considering the annual remuneration of senior executives (the Chief Executive Officer and the President) and propose to the Board of Directors for approval.
- 6.1.4 Considering remuneration in accordance with the criteria, requirements, and good practices of the regulatory agencies.
- 6.1.5 Considering the performance criteria of the Chief Executive and President.
- 6.1.6 Considering the criteria and conditions for offering new securities or warrants to purchase shares for directors and employees for motivating directors and employees to perform their duties in order to create added value for shareholders and being able to maintain qualified personnel under the criteria that are fair to shareholders before proposing to the Board of Directors

6.1.7 Considering and reviewing the appropriateness of the authority and duties relating to the determination of remuneration annually; to comply with laws, regulations, or notifications of regulatory and propose to the Board of Directors for approval.

6.2 Nomination

6.2.1 Considering the structure and composition of the Board of Directors to be appropriate to the Company including the duties and responsibilities towards the shareholders; as well as in accordance with the requirements and best practices of regulatory agencies.

6.2.2 Considering the criteria and methods of nominating for Company's directors and senior executives (the Chief Executive Officer and the President) and propose to the Board of Directors for approval.

6.2.3 Considering and screen qualified persons for serving as the Company's directors and a senior executive (the Chief Executive Officer and the President), when the term expires, or the position becomes vacant. After that, the Committee presents to the Board of Directors for consideration and approval before proposing to the shareholders' meeting; or to consider appointing case by case.

6.2.4 Considering and proposing training guidelines for performing the duties of directors and knowledge related to the Company's business for the Board of Directors and senior executives to increase the potential.

6.2.5 Supervising a succession plan for the senior executive position (the Chief Executive Officer and the President), so that the Company's management can operate continually.

6.2.6 Considering and reviewing the authority and duties related to nomination to comply with laws, regulations, or notifications of regulatory and propose to the Board of Directors for approval.

6.2.7 Evaluating the performance of the Committee annually and report the evaluation results to the Board of Directors.

6.3 Sustainable Development

6.3.1 Considering policies and guidelines for sustainable development to be in accordance with the laws, rules, regulations of government agencies and regulators; as well as being suitable for business operations and propose to the Board of Directors for approval.

6.3.2 Monitoring and evaluating the implementation of the Sustainable Development Policy, Corporate Governance Policy, Code of Conduct and other related policies.

6.3.3 Providing advice and encourages personnel in the Company at all levels to follow the Company's sustainable development guidelines.

6.3.4 Considering and approving the disclosure of sustainable information before disclosing to stakeholders.

6.3.5 Reviewing the authority and duties related to sustainable development to comply with laws, regulations, or notifications of regulatory and propose to the Board of Directors for approval.

7. The Meeting

7.1 The Committee shall hold the meetings at least twice a year and may arrange additional meetings as deemed appropriate.

7.2 At least half of the Committee's members shall attend the meeting for a quorum to be formed.

7.3 Resolutions of the Committee are passed with majority vote. If the votes are equal, the Chairman of the meeting shall have one more vote to decide.

7.4 The Committee's member who has interests or may have conflicts of interest in any matter must not participate in consideration or resolution.

8. Performance Report

8.1 The Committee shall report their performance and other important matters to the Board of Directors to be acknowledged and consider improvement as appropriate.

8.2 The Committee shall report their performance in the previous year to shareholders in the annual report.

This charter shall come into effect from 7 November 2023.

Suchin Wanglee
(Mr. Suchin Wanglee)
Chairman of the Board