

## **Charter of the Nomination, Compensation and Corporate Governance Committee**

### **1. Objectives**

The Board of Directors has established the Charter of the Nomination, Compensation and Corporate Governance Committee to provide guidelines for the Nomination, Compensation and Corporate Governance Committee to perform its duties efficiently, and to ensure that all related parties and stakeholders understand compositions, qualifications and scope of authorities, duties and responsibilities of the Nomination, Compensation and Corporate Governance Committee.

### **2. Composition**

- 2.1 The Nomination, Compensation and Corporate Governance Committee shall consist of at least three(3) members who are the Company's directors; most of them must be independent directors or non-executive directors,
- 2.2 The Board of Directors shall consider selecting and appointing a member of the Nomination, Compensation and Corporate Governance Committee who is the independent director to chair the Nomination, Compensation and Corporate Governance Committee.

### **3. Qualifications**

- 3.2 A member of the Nomination, Compensation and Corporate Governance Committee must have knowledge, ability and experience which are useful for performing duties.
- 3.3 A member of the Nomination, Compensation and Corporate Governance Committee shall possess honesty, ethics, and be able to devote his/her time to perform duties of the Nomination, Compensation and Corporate Governance Committee.

### **4. Appointment, term of office, and termination**

- 4.1 The Board of Directors shall consider appointing the Nomination, Compensation and Corporate Governance Committee and its members.
- 4.2 The office term of each member of the Nomination, Compensation and Corporate Governance Committee shall be in accordance with the office term of the Company's directorship. The Nomination, Compensation and Corporate Governance Committee member whose term of office expires may be re-appointed as a member of the Nomination, Compensation and Corporate Governance Committee by the Board of Directors.
- 4.3 Other than completion of the office term as mentioned above, the Nomination, Compensation and Corporate Governance Committee shall vacate office upon:
  - (a) death,
  - (b) resignation,
  - (d) removal by resolutions of the Board of Directors, or
  - (e) termination of the Company's directorship.
- 4.4 Any member of the Nomination, Compensation and Corporate Governance Committee wishing to resign from the office must submit a resignation letter stating reasons for resigning to the Chairman of the Board of Directors. The resignation will be effective on the date that is specified on the resignation.

- 4.5 In event of any vacancy in the Nomination, Compensation and Corporate Governance Committee for any reason other than retirement from office, the Board of Directors may consider electing any qualified person to fill the vacancy. The substituted member shall hold office only for the remaining term of the member whom he or she replaces.

## **5. Scope of authorities, duties and responsibilities**

### **5.1 Nomination**

- 5.1.1 Determine and review structure, size and composition of the Board of Directors and the sub-committees, and present to the Board of Directors for consideration amending to make it appropriate for the Company's status and changing environment.
- 5.1.2 Determine and review policy, criteria and procedures, including qualifications of person who will be nominated to take position of the Company's directors, members of the sub-committees, president, company advisors, and advisors to the Board of Directors, and propose to the Board of Directors for approval.
- 5.1.3 Conduct selection and nomination of qualified person to be Company director and member of the sub-committees when director position or position in the sub-committee becomes vacant with term completion or other reasons and present the Board of Directors for approval or for endorsement before proposing to shareholder's meeting for approval, as the case may be, in accordance with the nominating criteria and procedures approved by the Board of Directors.
- 5.1.4 Consider, endorse and present qualified person(s) to the Board of Direction to be appointed as the Company President, company advisor, and advisor to the Board of Directors, or acting President when the positions become vacant, and the Company is in the process of nominating successor
- 5.1.5 Oversee the development of succession plan of the Company's president, top executives and other key positions to ensure business continuity in the event that the said persons retire, resign or cannot perform duty, and to ensure that there are qualified persons to support growth of the Company.
- 5.1.6 Perform other duties as assigned by the Board of Directors within the scope of authorities, duties, and responsibilities

### **5.2 Compensation**

- 5.2.1 Consider determining and reviewing policy, criteria and types of remuneration of the Company's directors and members of the sub-committees, and present to the Board of Directors for endorsement before proposing to shareholder's meeting for approval.
- 5.2.2 Consider determining or endorse remuneration for the Company's president, company advisor and advisor to the Board of Directors, and present to the Board of Directors for approval.
- 5.2.3 Consider determining and reviewing criteria and methods for evaluating performance of the Board of Directors, sub-committees, president, and top executives, and present them to the Board of Directors for approval. Monitor to ensure that the performance evaluation is conducted in accordance with the approved criteria and methods in order to develop performance of the Board of Directors, sub-committees, and top executives; as well as supervise the disclosure of criteria, methods and evaluation results in the Company's annual report.

- 5.2.4 Consider determining annual remuneration of directors and members of the sub-committees in accordance with the established policy and criteria, and present to the Board of Directors for endorsement before proposing the shareholders' meeting for approval.
  - 5.2.5 Consider and endorse annual rewarding (bonus payout) and salary adjustment of the president and top executives proposed by the Executive Committee taking into account suitability for assigned duties, responsibilities, performance including business condition, the Company's performance, and present to the Board of Directors for approval.
  - 5.2.6 Consider and endorse compensation policy and structure of the Company's executives and employees prepared by the Executive Committee, and present to the Board of Directors for approval.
  - 5.2.7 Consider and endorse criteria for evaluating performance, annual salary adjustment and annual financial rewards (bonus) for the Company's executives and employees proposed by the Executive Committee, and present to the Board of Directors for approval.
  - 5.2.8 Consider the aptitude and approve the new Securities offering (or securities warrants) for Directors and employees by reviewing the conditions that may help to motivate the Directors and employees to perform their duties to the utmost to create more value to the shareholders in longer term and also can maintain the quality people. However, the conditions must not be too high and fair for shareholders as well.
  - 5.2.9 Perform other duties as assigned by the Board of Directors within the scope of authorities, duties, and responsibilities.
- 5.3 Good Corporate Governance
- 5.3.1 Establish written corporate governance policy and practices including Code of Business Conduct, and present to the Board of Directors for approval.
  - 5.3.2 Give advice; encourage and monitor to ensure that directors, executives, and employees at all levels adhere to the corporate governance policy, code of business conduct and other related practices.
  - 5.3.3 Regularly review the corporate Governance policy and the code of business conduct at least on an annual basis by comparing with current regulations, requirements, notifications and best practices of regulatory agencies and with international standards; and propose to the Board of Directors for approval of the amendment to make the Company's Corporate Governance Policy up-to-date and in consistent with best practices at international standard.
  - 5.3.4 Have authorize to set up working team to promote and support good corporate governance as deemed appropriate.
  - 5.3.5 Study and formulate sustainable development policies and practices to be used as a framework for operating the Company's sustainable development. Give advice and encourage the Company's work processes to be in line with the sustainable development policy; as well as support the Board of Directors, executives, and employees to perform in accordance with the Company's sustainable development guidelines effectively.
  - 5.3.6 Perform other duties as assigned by the Board of Directors within the scope of authorities, duties, and responsibilities.

The Nomination Compensation and Corporate Governance Committee may hire or request the Company to hire may consultant to give opinions on matters related to the obligation as necessary.

In addition, the Nomination, Compensation and Corporate Governance shall perform an annual self-performance assessment at least once a year, report its performance to the Board of Directors on a regular basis, and prepare a report on its performance in the past year and disclose it to shareholders in the Company's annual report.

#### **6. Meeting**

The Nomination, Compensation and Corporate Governance Committee shall meet at least two(2) times a year. Additional meetings can be convened, as the Nomination, Compensation and Corporate Governance Committee deems necessary, or circumstances require.

This Charter of the Nomination, Compensation and Corporate Governance Committee has been approved by the resolution of the Board of Directors Meeting No. 1/2020 on February 26, 2020.