

Charter

Remuneration and Nomination Committee (the “Committee”)

In order to support the performance of the Committee in reviewing the remuneration and the process of nomination of Directors and Company Executives transparently and effectively in compliance with the good corporate practice and according to the related rules and laws, The Board of Director meeting held on 17 September 2018 passed the resolution to approve the charter of the Remuneration and Nomination Committee as below:

1. Objective

- 1.1 To consider and recommend to the board the criteria for and remunerations form of directors, committees and senior executives
- 1.2 To recruit and nominate qualified persons to serve as the Company’s directors, member of the committees and the senior executives when retiring by rotation or the position is vacant.

2. Composition and qualifications

- 2.1 The Committee shall comprise of no fewer than 3 members that would be appointed by the Board.
- 2.2 Membership shall not possess prohibited characteristics, according to the Public Limited Company Act and Securities and Exchange include
 - Underage
 - Being or having been a bankrupt or incompetent person
 - Having been imprisoned by the judgment of a court which is final in case of offences against property
 - Having been dismissed or removed from the position by any government organization or a state enterprise on the ground of corruption
- 2.3 Being a non-executive director of the Company.
- 2.4 Membership should have the ability to exercise sound and independent judgments, free from any conflict of interest from the management and other stakeholders.
- 2.5 Membership could dedicate appropriate time, knowledge and capabilities to the Company that he/she serves as the Committee’s member.

3. Term of office and Remuneration

- 3.1 The Committee’s members hold a term of three (3) years for three (3) terms unless the Board of Directors may consider otherwise.
- 3.2 In the case the office of the Committee’s member becomes vacant from any causes other than due term, such director shall remain in office only for the remaining term of office of the director he/she replaces.
- 3.3 Any member vacating the office on due term may be re-elected.
- 3.4 Apart from vacating office at the end of the term, the Committee’s member shall vacate office upon;
 - Death
 - Resignation
 - Being disqualified under item 2.
- 3.5 The members shall receive remuneration that is suitable for their duties and responsibilities that the Board shall propose to the shareholders meeting for approval.

4. Duties and Responsibilities

4.1 Duties and Responsibilities of Remuneration

- 4.1.1 Proposed to the Board or shareholder's meetings (as it may be) to consider approval of structure and procedures of remunerations for the Board, the committees and senior executives.
- 4.1.2 Consider and fix bonus for directors propose to the Board and shareholders' meetings for approval.
- 4.1.3 Consider and fix bonus for senior executives propose to the Board for approval.
- 4.1.4 Consider and review authority and duties of the remunerating to appropriate and comply with legal, regulations and regulatory agencies such as SET and SEC etc.

4.2 Duties and Responsibilities of Nominating

- 4.2.1 Determine criteria and procedures for selection of nominees to serve as the Company's director, member of the committees and senior executive propose to the Board for approval.
- 4.2.2 Recruit and nominate a qualified person to serve as the Company's director, the committees and senior executive when retiring by rotation or the position is vacant, propose to the Board or shareholder's meetings for approval.
- 4.2.3 Review structure and composition of the Board appropriate to the organization and accountability to the shareholders.
- 4.2.4 Consider and review authority and duties of the nominating to appropriate and comply with legal, regulations or regulatory agencies such as SET and SEC etc.

5. The Committee's Meetings

- 5.1 The Committee holds at least two (2) meetings a year.
- 5.2 Members shall be attended the meeting not less than half of the total members constitute a quorum.
- 5.3 Resolutions are passed with majority vote.

6. Reporting

- 6.1 The Committee shall report their performance (if any) to the Board of Directors.

This Charter shall come into force as from 17 September 2018