

Corporate Governance and Sustainability Committee Charter

The Corporate Governance and Sustainability Committee is part of Good Corporate Governance. The Corporate Governance and Sustainability Committee has the duty to propose policies and operational guidelines on corporate governance of the Company and its Group, supervise the operation relating to the corporate governance of the Company and its Group, and ensure transparency, fairness, and compliance with the relevant rules, regulations, requirements, and laws. In addition, the Corporate Governance and Sustainability Committee defines policies and strategies in corporate governance of the Company and its Group, as organizations with corporate governance for the directors, executives, and employees of the Company and its Group in strict compliance with the Code of Business Conduct and Ethics.

1. Composition

The Corporate Governance and Sustainability Committee is appointed by the Board of Directors and consists of at least three directors and/or qualified persons who have extensive knowledge and understanding of corporate governance and the laws relating to business operation.

2. Qualifications

- 2.1 Each member of the Corporate Governance and Sustainability Committee must have knowledge, capability, and experience, continuously monitor changes in international corporate governance practice, and apply those changes to the corporate governance of the Company and its Group to ensure compliance with the Company's policy.
- 2.2 Each member of the Corporate Governance and Sustainability Committee must be independent and able to sufficiently contribute his or her time in performing the duties.

3. Terms of office

- 3.1 The term of office of each member of the Corporate Governance and Sustainability Committee is three years and upon expiry of the term, the member may be re-appointed.
- 3.2 A member of the Corporate Governance and Sustainability Committee shall cease to hold office if he or she:
 - 3.2.1 completes the term of office;
 - 3.2.2 resigns;
 - 3.2.3 dies;
 - 3.2.4 is dismissed by the Board of Directors.

In the case of a vacancy on a member of the Corporate Governance and Sustainability Committee for any reason other than the expiration of the director's term of office, the Board of Directors shall appoint a qualified person in its place. The newly-appointed member shall hold office only for the remaining term of office of the member whom he or she replaces.

4. Scope of Duties and Responsibilities of the Corporate Governance and Sustainability Committee

- 4.1 To define, monitor, review, and revise the Corporate Governance Policy, the Code of Business Conduct and Ethics, and the Sustainability Management Policy for the Company and the Group and propose the same to the Board of Directors.
- 4.2 To the operations of the Company and the Group to comply with the principles of the good corporate governance of the regulatory authorities and the relevant goals of the principles of sustainability development of the Company and the Group.

- 4.3 To oversee the operations of the Company and the Group and cultivate the anti-corruption values in all employees to ensure that they adhere to the anti-corruption policies of the Company and the Group and the relevant external organization's guidelines in an effective manner.
- 4.4 To monitor and review the operations of the Company and the Group and the policies on corporate governance and sustainability on a regular basis to comply with the international practices and recommendations of relevant institutions or agencies.
- 4.5 To propose the Code of Conduct for the Board of Directors and subcommittees appointed by the Board of Directors.
- 4.6 To make recommendations on provisions of the Code of Business Conduct and Ethics and the organizational sustainability development guidelines, as well as recommended actions of the executives and employees of the Company and the Group.
- 4.7 To appoint a working group to support the corporate governance function and the sustainability function as it considers appropriate.
- 4.8 To promote the corporate good governance culture for the sustainable development to ensure that it is understood in all levels and effectively put into practice.
- 4.9 To report the performance of the corporate governance and sustainability functions to the Board of Directors, as well as giving opinion and recommendations for revision as it considers appropriate.
- 4.10 To perform other tasks as delegated by the Board of Directors.

5. Meetings

- 5.1 The Corporate Governance and Sustainability Committee must convene at least one meeting each quarter.
- 5.2 At a meeting of the Corporate Governance and Sustainability Committee, not less than half of the members of the Corporate Governance Committee must be present to constitute a quorum.
- 5.3 In the case that the Chairman of the Corporate Governance and Sustainability Committee is not present at a meeting, the members present at the meeting will appoint a member to act as chairman of such meeting.
- 5.4 Decisions at all meetings are by a majority vote. In the case of a tied vote, the chairman of the meeting shall have a casting vote.
- 5.5 A member of the Corporate Governance and Sustainability Committee, who has an interest in any matter to be voted on, is not eligible to vote on such matter.

6. Reporting

- 6.1 The Corporate Governance and Sustainability Committee must report its performance to the Board of Director at least once a year.
 - 6.2 The Corporate Governance and Sustainability Committee must submit its summary of performances for the Annual Report and Form 56-1 One Report.
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