

Nomination, Remuneration and Human Resource Management Committee Charter

The Nomination, Remuneration and Human Resource Management Committee is part of Good Corporate Governance. The Nomination, Remuneration and Human Resource Management Committee has the duty to propose policies, define the framework for nomination, and determine the remuneration of the directors and the senior executives for both the Company and its Group, and ensure transparency, fairness, and compliance with the relevant rules, regulations, requirements, and laws. In addition, the Nomination, Remuneration and Human Resource Management Committee defines policies and strategies in human resource management and development for 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 Nomination, Remuneration and Human Resource Management 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 nomination, remuneration, and human resource management.

2. Qualifications

- 2.1 Each member of the Nomination, Remuneration and Human Resource Management Committee must have knowledge, capability, and experience in human resource management, as well as an understanding of the duties and responsibilities as members of the Nomination, Remuneration and Human Resources Management Committee.

2.2 Each member of the Nomination, Remuneration and Human Resource Management 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 Nomination, Remuneration and Human Resource Management Committee is three years and upon expiry of the term, the member may be re-appointed.

3.2 A member of the Nomination, Remuneration and Human Resource Management 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 Nomination, Remuneration and Human Resource Management 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.

3 Scope of Duties and Responsibilities

4.1 Nomination

4.1.1 To define the policies, frameworks, and criteria for the structure and composition of the Board of Directors and the subcommittees of the Company and the Group, for the number of directors that is appropriate with the size, type, and strategy of the Company, the complexity of the business; to consider the qualifications of subcommittees for knowledge, skills, experience, and expertise that are beneficial to the business.

- 4.1.2 To define the policies, frameworks, and criteria for the nomination of directors and members of subcommittees appointed by the Board of Directors and the Chief Executive Officer of the Company and the Group.
- 4.1.3 To define the policies, frameworks, and criteria for the development of the directors of the Company and the Group in order to enhance and develop knowledge and skills to the Board of Directors and the subcommittees to ensure that they understand the roles and duties of directors, businesses, economy, technology, relevant laws and regulations.
- 4.1.4 To recruit and propose persons who own appropriate qualifications to be appointed as directors and members of subcommittees for replacement in cases of vacancy or as appropriate to propose to the Board of Directors for various appointments.
- 4.1.5 To consider and recruit candidates in the position of the Chief Executive Officer and propose to the Board of Directors for appointment and to set the guidelines for evaluation of performance of the Chief Executive Officer for adjustment of annual remuneration by taking into consideration the relevant roles, responsibilities, and risk factors.
- 4.1.6 The performance of the Nomination, Remuneration and Human Resource Management Committee is evaluated on a yearly basis by evaluation as a whole and self-assessment.

4.2 Remuneration

- 4.2.1 To define the policy, guideline, and procedure for consideration of remuneration of the Company and the Group, namely, meeting allowances, entertainment expenses, bonuses, rewards, including other benefits of remunerations nature to be appropriate for the duties and responsibilities of the Board of Directors, subcommittees by linking with the performance, the operating results, and the financial position of the Company, comparable to those of other companies in the industry, and propose to meetings of the Board of Directors for approval and submission to meetings of shareholders for approval (as the case may be).
- 4.2.2 To make recommendations on policies and approve the fixing of remuneration for the Chief Executive Officer to ensure that the remuneration is appropriate and comparable to those in the same industry and propose the same to the Board of Directors for approval.

4.3 Human Resource Management

- 4.3.1 To establish policies and strategies for the human resources management, the organization structure, the performance evaluation system, and the employee remuneration criteria that are in line with the strategies of the Company and the Group.
- 4.3.2 To define the policy, framework, and criteria for the preparation and review of the succession plan for the position of the Chief Executive Officer and senior executives of the Company and the Group.
- 4.3.3 To consider and approve regulations, rules, and criteria relating the fixing of remuneration and human resource management for the Company and the Group.

4.4 Others tasks

- 4.4.1 To consider and decide on disputes relating to recruitment, fixing of remuneration, and human resource management of the Company and the Group.
- 4.4.2 To oversee the performance of the Board of Directors and the Management of the Company and the Group to be in line with the Company's policy on recruitment, fixing of remuneration, and human resource management and encourage the directors, executives, and employees of the Company and the Group to strictly comply with the Code of Business Conduct and Ethics.
- 4.4.3 To perform other tasks as assigned by the Board of Directors.

5. Meetings

- 5.1 The Nomination, Remuneration and Human Resource Management Committee must convene at least one meeting each quarter.
- 5.2 At a meeting of the Nomination, Remuneration and Human Resource Management Committee, not less than half of the members of the Nomination, Remuneration and Human Resource Management Committee must be present to constitute a quorum.
- 5.3 In the case that the Chairman of the Nomination, Remuneration and Human Resource Management 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 Nomination, Remuneration and Human Resource Management 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 Nomination, Remuneration and Human Resource Management Committee must report its performance to the Board of Director at least once a year.
- 6.2 The Nomination, Remuneration and Human Resource Management Committee must submit its summary of performances for the Annual Report and Form 56-1 One Report.
