



NAWARAT

# Charter of the Corporate Governance Committee

**Nawarat Patanakarn Public Company Limited**  
(CGC – 01)

# Charter of the Corporate Governance Committee

## **1. Purpose**

The Board of Directors has appointed the Corporate Governance Committee to support the Board of Directors in the responsibility to establish rules, regulations, principles and best practices to be in compliance with good corporate governance principles to achieve a sustainable success and to create the confidence of shareholders and stakeholders.

## **2. Composition and Appointment of the Corporate Governance Committee**

2.1 The Corporate Governance Committee shall consist of at least 6 (six) directors of the Board and at least half of the total numbers must be independent directors.

2.2 The Board of Director shall appoint the Corporate Governance Committee by electing members of the Board.

2.3 The Chairman of the Corporate Governance Committee must be independent director.

## **3. Qualifications of the Corporate Governance Committee**

3.1 The Corporate Governance Committee members must possess knowledge and experience that are beneficial to perform duties under the roles and responsibilities of the Committee; and be able to use their own judgment independently to best promote the Company's good corporate governance.

3.2 The Corporate Governance Committee members must perform their duties in accordance with the good corporate governance best practice, be independent and has goal to promote the Company to have good corporate governance.

3.3 The Corporate Governance Committee members must dedicate their time adequately to perform their duties.

## **4. Office Terms**

4.1 The Corporate Governance Committee shall serve a term of office of 3 (three) years as from the date of appointment.

4.2 The Corporate Governance Committee members who have completed their terms may be re – appointed by the Board of Directors.

4.3 In case a vacancy occurs for reasons other than term completion, the Board of Directors shall appoint a qualified person to maintain the required numbers of the committee members as defined in

this Charter. The substituted member can only be in the office within the remaining term of the member he/she replaces

4.4 A Corporate Governance committee member who desires to resign ahead of term completion must notify and submit a resignation letter to the Chairman of the Board at least 30 days in advance.

4.5 A Corporate Governance Committee shall vacate office when he or she:-

- completes term;
- is removal from the Board of Directors;
- resigns;
- deceases;
- is dismissal by the Board of Directors' resolution;
- is imprisoned under the final court verdict or a legal order, except for offences caused by negligence or misdemeanor;
- is considered incompetent or quasi - competent
- becomes bankruptcy

## **5. Duties and Responsibilities of the Corporate Governance Committee**

5.1 Establish the corporate governance policy under current legal framework, the cabinet's resolutions, principles, rules and regulations stipulated by organizations that oversee the corporate governance such as the Stock Exchange of Thailand, the Securities and Exchange Commission, other relevant agencies as well as international standards of corporate governance, propose the drafted policy to the Board of Directors for approval and proclaim the approved policy to be used as the best practice of the Directors, the Management and staff members at all levels.

5.2 Oversee and give advice to the Directors, the Management and staff members of the Company on how to perform their duties and fulfill their responsibilities in accordance with frameworks and criteria of the Corporate Governance Policy.

5.3 Set guidelines for reporting of the corporate governance compliance in the Company's annual report.

5.4 Consider and approve the announcement of the Company's corporate governance issues of to publics as well as amend circulation of corporate governance information on the Company's website.

5.5 Consider, review and revise the corporate governance policy continually at least once a year to keep the Company's Corporate Governance Policy up-to-date and well adjusted to the international standards.

5.7 Execute other duties as assigned by the Board

## **6. Meetings and Quorum**

6.1 The Corporate Governance Committee must hold meetings as deemed necessary and appropriate to responsibilities as defined in this Charter at least twice a year by setting meeting dates in advance all year round.

6.2 The Chairman or the assigned person sends the meeting invitation specifying date, time, venue and agenda details to all committee members at least 7 (seven) day ahead of the meeting. Except for the urgent case to protect the company's interest, notification of the meeting can be given through other means and the meeting can be convened earlier.

6.3 To form a quorum in the meeting, at least half of the total members of the Corporate Governance Committee must be present.

6.4 The Chairman of the Corporate Governance Committee shall also be the chairman of the meeting. In case the Chairman is absent or cannot perform the duty, other members attending the meeting can select one member to be substituted chairman of the meeting

6.5 Each member of the Corporate Governance Committee with vested interest in any agenda item must abstain from voting on that item

6.6 The resolution of the meeting will take into account the majority of votes, with one member having one vote. If the number of votes is equal, the chairman will cast the decisive vote.

## **7. Reporting**

The Corporate Governance Committee shall report its performance to the Board of Directors after each committee meeting at least twice a year and shall prepare a report about corporate governance activities carried out in a year to disclose in the Company's annual report

## **8. Performance Evaluation**

The Corporate Governance Committee shall conduct a self – appraisal at least once a year and shall submit the results to the Board of Directors for acknowledgement and consideration.

## **9. Remuneration of the Corporate Governance Committee**

The Nomination and Remuneration Committee shall determine and recommend the remuneration of the Corporate Governance Committee to the Board of Directors for consideration and shall propose to the meeting of shareholders for approval.

This charter is approved by the Board of Director's Meeting no. 09/2015 on September 17, 2015 and is enforced from September 17, 2015 onward

(Mr. Mana Karnasuta)  
Chairman  
Nawarat Patanakarn Public Company Limited