



Quality Steel by Quality People

บริษัท จี เจ สตีล จำกัด (มหาชน)
G J Steel Public Company Limited

ทะเบียนเลขที่ 0107538000401

(Unofficial Translation)

CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is the committee appointed by the Board of Directors to be Nomination and Remuneration Committee which the Chairman must be Independent Director and at least half of the Committee are Independent Directors for transparency and independence. The Nomination and Remuneration Committee must have sufficient knowledge and experience in order to examine and nominate Directors and Executive Managements of the Company and to work as a Nomination and Remuneration Committee which has to consider the qualifications as defined by the Company as in accordance with the corporate governance policies set by the Stock Exchange of Thailand.

1. Objective

The Nomination and Remuneration Committee will consider and define criteria and process of recruiting a qualified person to be appointed as Director and President of the Company, select the Directors to be Subcommittees, consider the format and principals for the compensation and selection as defined by the nomination process then propose to the Board of Directors or the shareholders' meeting for approval.

2. Composition, Appointment, and Qualifications

2.1 Composition and Appointment

- 1) Compose of more than 3 members from the Board of Directors, at least half of the Committee are Independent Directors and the Chairman of the Nomination and Remuneration Committee must be Independent Director
- 2) The Board of Directors will consider and appoint Directors to be members of Nomination and Remuneration Committee, which the committee member that expire from term of service can be re-appointed.

2.2 Qualifications

- 1) The Nomination and Remuneration Committee must have knowledge and experience to benefit the Company's operation, with honesty, integrity, ethics, and dedication to devote their knowledge and ability to the Company.
- 2) The Nomination and Remuneration Committee must be qualify and not prohibited by law in accordance with the Securities and Exchange Act and any other relevant Act.

3. Term of Service

The Chairman of Nomination and Remuneration Committee and the Committee Members have term of service in accordance to their terms of being the Board of Directors.

4. End of Service

Nomination and Remuneration Committee will end their service by following reasons;

- 4.1 Expire from term of service of the Board of Directors
- 4.2 Unqualify or banned from being Nomination and Remuneration Committee
- 4.3 The Board of Directors has resolution to discharge
- 4.4 Dead
- 4.5 Resign

5. Duties and Responsibilities

- 5.1 To formulate criteria and policy in nominating directors, members of different committees and the Chief Executive Officer.
- 5.2 To consider and nominate appropriate persons to be appointed as directors, and members of different committees as well as the Chief Executive Officer for approval by the Board of Directors and/or Shareholders' Meeting.
- 5.3 To stipulate all rules and policies on remunerations for the Board of Directors, committees and Chief Executive Officer for approval by the Board of Directors and/or, as the case may be, the Shareholders' Meeting.
- 5.4 To set necessary and appropriate annual remunerations for the Board of Directors, committees and the Chief Executive Officer.
- 5.5 To report to the Board of Directors the Nomination and Remuneration Committee meeting results or other matters the Board of Directors should be informed.
- 5.6 Other duties assigned by the Board of Directors.

6. Meetings of the Nomination and Remuneration Committee

- 6.1 Frequent of the Meeting
 - 1) Meeting of the Nomination and Remuneration Committee should be held at least 2 times a year or as appropriate necessary.
 - 2) The Chairman of Nomination and Remuneration Committee shall propose a meeting in extraordinary event in case any request from the committee members or from Chairman of the Board of Directors for codiscussion in specific agenda.
- 6.2 Quorum of the Meeting
 - 1) The quorum of the meeting is more than half of the total members of the Nomination and Remuneration Committee and the Chairman of the Nomination and Remuneration Committee shall be chairman of the meeting.
 - 2) In case the Chairman of the Nomination and Remuneration Committee cannot attend the meeting, one of the committee members, as agreed by the attending committee, shall act as a chairman of the meeting.

6.3 Resolution of the Meeting

- 1) The resolution of the Nomination and Remuneration Committee Meeting shall be majority vote of the attending committee. Each member of the committee has 1 vote and if the votes are equal, the Chairman of the meeting will have a right of casting vote.
- 2) The interested member of the Nomination and Remuneration Committee shall be unable to vote in that particular agenda except the agenda to consider the remuneration of the whole Board of Directors.

6.4 Minutes of Meeting

The Nomination and Remuneration Committee must report the performance to the Board of Directors and present the annual performance to the shareholders in the Annual Report.

7. Reporting of the Nomination and Remuneration Committee

7.1 The Nomination and Remuneration Committee shall report the result of nomination and remuneration or any other reports to the Board of Directors in preceding Board of Directors Meeting.

7.2 The Chairman of the Nomination and Remuneration Committee shall report the performance in the Company's Annual Report and Form 56-1 describing the following detail;

- 1) Numbers of the Meeting
- 2) Meeting attendance of the committee member
- 3) Performance in accordance with the Charter

8. The Nomination and Remuneration Committee Performance Evaluation

The Nomination and Remuneration Committee shall self-evaluate in annual basis and report the evaluation together with the obstacles or problems which resulted in unable to deliver the objective of the Nomination and Remuneration Committee to the Board of Directors.

9. The Nomination and Remuneration Committee's Remuneration

The Nomination and Remuneration Committee will receive the remuneration as approved by the general meeting of shareholders.

The Charter of The Nomination and Remuneration Committee has been approved by the Board of Directors meeting No. 5/2018 held on 10 May 2018, and shall be effective from 10 May 2018 onwards.

- Signature -

(Mr. Chainarong Monthienvichienchai)

Chairman of the Board of Directors