



## **Golden Lime Public Company Limited**

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### **Corporate Governance Committee Charter**

The Corporate Governance Committee is established by the approval from the Company's Board of Directors in order to support the works of the Company's Board of Directors in accordance with the laws, announcements, procedures, regulations and other related laws.

## **1. OBJECTIVE**

The Board of Directors approved the Charter of the Corporate Governance Committee with the purpose to specify the Committee's composition, duties and responsibilities in setting criteria and policies of the corporate governance including performing any duties assigned by the Board and/or the shareholders meeting when applicable. The Charter will enable the Committee to perform its duties fairly, adequately and transparently according to good corporate governance policy to build stakeholder confidence and trust in the Company.

## **2. COMPONENTS AND QUALIFICATIONS OF THE CORPORATE GOVERNANCE COMMITTEE**

2.1 The Corporate Governance Committee shall be comprised at least three (3) directors

2.2 The Board of Directors shall consider and appoint from amongst his members at least 3 directors to perform the duty as the member of the Corporate Governance Committee.

## **3. TERM OF OFFICE**

3.1 The term of office for a member of the Corporate Governance Committee shall be concurrent with the term of director and upon the expiration of the term of office, the director may be re-elected by the discretion of the Board of Directors.

3.2 In addition to vacating office at the expiration of the term as set out above mentioned, Committee member's term of office shall vacate upon

3.2.1) Death

3.2.2) Resignation

3.2.3) being disqualified of Corporate Governance Committee member

3.2.4) being removed by the resolution of the Board of Directors.

3.3 Any member of the Corporate Governance Committee who wishes to resign from his/her office, shall submit a written notification to the Chairman of the Board of Directors; such resignation will be in effect on the date that the written notification reach the Chairman's office.

3.4 In the event that all of the members of the Corporate Governance Committee shall vacate from their office, the Committee members who are being vacated shall remain in office to continue their duties until the new committee members are appointed.

3.5 In the event that a Committee member position is vacated with reasons other than the expiration of the term of office, the Board of Directors shall appoint a qualified replacement to the vacated position in order to complete the Committee member. The appointed replacement Committee member shall hold office only for the remaining term of office of the replaced director.

## **4. SCOPE, AUTHORITY AND RESPONSIBILITY**

4.1 Consider and specify the policies/guidelines relating to good corporate governance, morale and business ethics as well as the policies and guidelines relating to sustainable business and presentation thereof to the Board of Directors.

4.2 Supervise, advise, review and evaluate the policies and guidelines for good corporate

governance, morale and business ethics including the guidelines relating to the implementation of sustainable business development, social responsibility and environmental concern and making sure such policies continue to be appropriate and compliant with up to date standards

- 4.3 Review, change and amend this Corporate Governance Committee Charter to keep up with the changing situation and submit any proposed revisions to the Board of Directors for consideration and approval.
- 4.4 Perform other duties assigned by the Board of Directors.

To perform its duties, the Corporate Governance Committee may seek any information it considers necessary from the management, department heads or related employees by asking them to attend the meeting, make statements or submit written related documents as necessary. In addition, under the duties, responsibilities and authorities of this charter, the Corporate Governance Committee may seek advice from external independent professional advisors or specialists in other professions as deemed necessary at the Company's cost.

## 5. CORPORATE GOVERNANCE COMMITTEE MEETING

- 5.1 The Corporate Governance Committee shall meet at least 2 times per year as deemed necessary and appropriate to perform its duties and responsibilities prescribed in this Charter.
- 5.2 Meeting invitation from the office of Committee Chairperson or Secretary by the order of the Chairperson, shall be delivered to each member **at least 3 days** before the meeting date; except when necessary or urgent the Committee members may be notified by other means or the meeting date may be scheduled earlier.
- 5.3 The quorum for a Committee meeting shall be no less than one-half of its total members. Chairperson of the Corporate Governance Committee shall preside over the meeting. In the event the Chairperson is absent from the meeting or unable to perform the duties, the Committee members present at such a session shall choose a member to preside at such a session.
- 5.4 Determining voting results shall be by a majority vote of the total members in presence. If the number of votes for and against a proposal are equal, the committee Chairperson or other member chairing the meeting has a casting vote. Committee member who has an interest in the discussed matter has no right to vote in such matter. Resolution from the Corporate Governance Committee shall be in effect and completed when all members sign to concur regardless of the fact that the Committee meeting does not take place. Secretary to the Corporate Governance Committee or any assigned personnel shall be responsible for minute preparation.

## 6. REPORT OF CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee shall prepare, for disclosure in the Company's annual report, a report summarizing the tasks performed by the Corporate Governance Committee. Such Corporate Governance Committee Report shall be signed by the Chairperson of the Corporate Governance Committee.

## 7. PERFORMANCE EVALUATION OF CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee shall evaluate self-performance on an annual basis and shall report the results to the board of Directors

**This Corporate Governance Committee Charter has been approved by the Board of Directors of the**



Company in meeting no. 2/2024 no April 4, 2024 with effective date April 4, 2024 onward.

Mr. Sripop Sarasas  
Chairman of the Board of Directors

Description to issue and improved the document

Item	Document number	Approved date	Reference the Board of Directors Meeting to approved
1	CS20200201	25 February 2020	The Board of Directors Meeting no. 1/2020 held 25 February 2020.
2			Annual Review Year 2020-2023: No change in the detail
3	CS20200201_Rev.01	4 April 2024	The Board of Directors Meeting no. 2/2024