



Corporate Governance Committee Charter Thai Steel Cable Public company Limited

Purpose

The Corporate Governance Committee (CGC) has appointed to assist the Board of Directors in identifying the Company's standards and procedures in compliance with Good Corporate Governance Principles.

The policy of CGC is to develop and support Good Corporate Governance Principles to be the concreate Code of Conducts and practices for management and staff so that the organization shall be managed in transparent, explicit, and verifiable ways to ensure the confidence of shareholders, investors, and stakeholders.

Composition and qualification

CGC shall be appointed as the Board of Directors picks up the members of the Board of Directors. The committee comprises of not less than 3 directors. The chairman must be the independent director.

The Committee shall appoint an appropriate person to be secretary to the Committee.

Terms of office and vacation of office

1. CGC member has the office term of three years as the maximum.
2. CGC member will retire from office in the following events
 - 2.1 Dismissal from position of director
 - 2.2 Resignation
 - 2.3 Dismissal by the board of directors
3. In the event that the member is vacated upon the end of term or not able to stay until the end of term, the Board of Directors shall appoint new member within 3 months since the member leaves. The substituted member can only be in the office within the remaining term of the member he replaced.
4. In the event that the member is vacated from position of Director and being re-elected, such member will hold same position in this Committee.

Scope of authority and duties

1. Control the operations of the Company, performance of the Board of Directors, Sub-Committee, including the managements and employees in compliance with the good corporate governance principles, to conform to the policy, the Company's regulation, and applicable laws.
2. Consider the guidelines, offer recommended policy / guidelines of ethics and business ethics according to the good corporate governance principles regularly to the Board of Directors, management, and employees.
3. Control, suggest, evaluate, review policy, and follow up in compliance with good corporate governance principles and business ethics as consistently and appropriately in order to enhance the corporate governance of the Company to meet international standards.
4. Others task as assigned by the Board of Directors.
5. Report to the Board of Directors about the corporate governance of the Company with practical method for improvement as per the Company's procedures.



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Thai Steel Cable Public Company Limited

Responsibilities

The CGC is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. The Board of Directors is also responsible to stakeholders of the Company.

Meetings and Voting

1. The CGC shall convene the meeting at least 2 times a year, which will depend on situation and necessary, schedule as followed:

Time	Schedule	Agenda
1st	May	<ul style="list-style-type: none">• To consider the CGR.• To review evaluation form of the Board of Directors, Sub Committee, and CEO.
2nd	August	<ul style="list-style-type: none">• To review charter of the Board of Directors, Sub Committee, and CEO.• To review CG Handbook.• To consider the report of the Corporate Governance Committee report and disclosure in annual statement (Form 56-1).

2. The agenda and supporting documentation should be delivered to the members of the CGC prior to the meeting date.
3. Apart from above, CGC can call for additional meeting as necessary.
4. The Chairman of the CGC shall be the chairman of the meeting. In the event that the Chairman is absent or not able to perform, the members shall assign one member to be a substitute chairman of the meeting.
5. A constitution of quorum of the CGC meeting is required the attendance of members of no less than 50%.
6. All resolutions of the CGC meeting shall be passed by the majority votes of the members presented at the meeting. In case of a tie, the meeting chair shall be eligible to cast additional vote as a deciding vote. The member who has conflict of interest will not participate in any agenda that they have conflict of interest.
7. CGC may request any related person to attend the meeting in order to provide relevant information.

Reporting

The CGC must report the performance result to the Board of Directors and publish the CGC report which signed by the chairman of CGC in the annual report of the Company. The required information are as followed:

1. Number of meeting held
2. Attendance of each member
3. Result of duties as per Charter

Performance evaluation

The CGC must evaluate their performance and submit the result of their annual evaluation to the Board of Directors then publish in the annual report of the Company.



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Charter review

The CGC shall review the charter at least once a year.

This Charter shall be effective on September 19, 2018.

Sunsum Jurangkool

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(Mr. Sunsum Jurangkool)
Chairman of the Board

This Charter was approved by the Board of Directors
at the Board Meeting No. 6/2018 held on September 18, 2018.