



**Corporate Governance Committee Charter**



## Corporate Governance Committee Charter

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### **Corporate Governance Committee Charter**

#### **BEC World Public Company Limited**

The Board of Directors of BEC World Plc. (“the Company”) encourages the operation of the Company group to conform to the Good Corporate Governance (“GCG”) and the Code of Conduct. The Company, therefore, has appointed the Corporate Governance Committee to support the operation of the Board of Directors by stipulating the policy in relation to the good corporate governance and general practice of various operations of the Company, in line with the international good corporate governance principles, to which the Company should conform in order to achieve an overall concrete operation of the Company to be in accordance with good corporate governance, promoting the sustainable growth of the Company’s business operation with morality, transparency and accountability, which would strengthen the confidence of the shareholders, investors, stakeholders, and all related persons.

#### **1. Objectives**

- 1.1 To determine and review the good corporate governance principles in accordance with the international good corporate governance standard for listed companies and/or other relevant agencies;
- 1.2 To communicate and promote knowledge and understanding of the good corporate governance principles, for all directors, executives, and employees to create consciousness and awareness of the importance of the compliance with the good corporate governance principles;
- 1.3 To regulate and supervise directors, executives, and employees to comply with the good corporate governance principles accurately and efficiently.

#### **2. Composition, appointment and qualifications**

##### **2.1 Composition and appointment**

- 2.1.1 The Board of Directors shall appoint the Corporate Governance Committee by selecting from directors or other persons who have enough knowledge or experience to comply with this Charter.
- 2.1.2 Corporate Governance Committee consist of directors not less than 3 persons.
- 2.1.3 The Board of Directors shall appoint the Chairman of the Corporate Governance Committee.
- 2.1.4 The Corporate Governance Committee shall appoint the Corporate Governance Committee Secretary.

##### **2.2 Qualifications**

- 2.2.1 The Corporate Governance Committee must have knowledge, capabilities and experience about corporate governance and use their competence and experience for success in their works in compliance with the objectives of the Company.
- 2.2.2 The Corporate Governance Committee must be able to use their own independent discretion and have goals for the best interest to promote the Company to have good corporate governance.
- 2.2.3 The Corporate Governance Committee must dedicate their times sufficiently and appropriately for works.

#### **3. Term of Office and Termination of Position**

##### **3.1 Term of office**

- 3.1.1 The Corporate Governance Committee shall hold the position for a term of 3 years. The Corporate Governance Committee who vacates the position upon the expiration of the term may be reappointed.



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- 3.1.2 In case, the position of the Corporate Governance Committee is vacant because of other reasons except for the expiration of the term according to clause 3.1.1, then the Board of Directors shall appoint qualified persons to be the Corporate Governance Committee to fill the vacancy as specified by the Board of Directors in this Charter by holding the position only for the remaining term of the committee which he/she replaces.
- 3.1.3 Appointment of the new Corporate Governance Committee to fill the vacancy must be processed within 3 months for continuous operation.

### 3.2 Termination of Position

- 3.2.1 Corporate Governance Committee shall vacate the office in any of the following cases:
- (1) To be retired by rotation
  - (2) To be terminated from being a director of the Company
  - (3) To resign
  - (4) Lack of qualifications or possess any prohibited characteristics as specified by the Public Limited Company Act, B.E.2535 and the Securities and exchange Act B.E. 2535. (Including Amendment)
- 3.2.2 For resignation of the Corporate Governance Committee, a resignation letter shall be submitted to the Chairman of the Corporate Governance Committee at least 1 month in advance.

## 4. Duties and Responsibilities

- 4.1 To consider and advise the Board of Directors in determining the corporate governance framework that is consistent with the operating structure of the Company as well as being comparable to international practices or principles;
- 4.2 To propose to the Board of Directors of the Good Corporate Governance Policy and practices, including other operations related to corporate governance, for instance, sustainability management and social responsibility;
- 4.3 To supervise and advise the Company's directors and executives regarding the performance of their duties to be in line with the Corporate Governance Policy and guidelines in order to ensure that the directors' governance duty and the executives' management are satisfactory, with continuously and appropriately practical effect;
- 4.4 To continuously support and promote the Company to disseminate the good corporate governance principles, including relevant information for the acknowledgement and understanding of the subcommittees, executives and employees at all levels;
- 4.5 To advise on the suitability of the Board of Directors Charter before proposing to the Board of Directors' consideration;
- 4.6 To review the corporate governance report disclosure, which is disclosed on 56-1 Form One Report;
- 4.7 To perform any other tasks as assigned by the Board of Directors.

## 5. Meetings

- 5.1 The Corporate Governance Committee shall hold at least 2 meetings per year or more as the Chairman of the Corporate Governance Committee may deem fit.
- 5.2 The Chairman of the Corporate Governance Committee may call for a special meeting when necessary or as requested by the Corporate Governance Committee or the Chairman of the Board of Directors to consider agenda requiring special discussion apart from the regular meetings.

The Chairman of the Corporate Governance Committee may hold a meeting in electronics form by proceeding in accordance with relevant rules, delivering invitation letter and meeting documents, which may be transmitted via electronic system as specified by the Company's articles of association.



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- 5.3 The Corporate Governance Committee meeting shall comprise the committee in the number not less than half of the total number of Committee to constitute a quorum. The Chairman of the Corporate Governance Committee to act as the chairman of the meeting.
- 5.4 For the Corporate Governance Committee meeting, the Company's directors or executives or persons, involving the meeting agendas may be invited to attend the meeting and give relevant information.
- 5.5 Resolution of the Corporate Governance Committee shall be decided by a simple majority vote of the committee who attends and votes at the meeting. Each committee shall have one vote and in case of tie vote, the Chairman shall have a casting vote.
- 5.6 A committee who has interest in each subject must refrain from voting in such agenda.
- 5.7 Secretary of the Corporate Governance Committee or delegate shall be responsible for recording minutes of the meeting.

### **6. Assessment of Performance**

The Corporate Governance Committee is responsible for annual self-assessment of performance and reporting to the Board of Directors once a year.

### **7. Review of the charter**

The Corporate Governance Committee shall review and assess the adequacy and suitability of the Corporate Governance Committee Charter to be presented to the Board of Directors for further consideration and approval.

### **8. Reporting**

- 8.1 The Corporate Governance Committee shall report the Corporate Governance Committee operation to the Board of Directors' meeting regularly;
- 8.2 The Corporate Governance Committee operation report shall be prepared, which must be signed by the Chairman for disclosure in 56-1 Form One Report in accordance with the good corporate governance principle.

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The Board of Directors, BEC World Public Company Limited

Reviewed this Charter on 20<sup>th</sup> September 2024