

## **Nomination and Remuneration Committee Charter**

### **1. Purpose**

To promote the good corporate governance and transparency in the nomination and remuneration of directors, committee members, and the Chief Executive Officer, Chase Asia Public Company Limited ( the “**Company**” ) appoints the Nomination and Remuneration Committee to set out criteria and guidelines for nomination and remuneration of directors, committee members, and the Chief Executive Officer of the Company, including recruitment, selection and nomination of eligible candidates to be appointed as directors, committee members, and the Chief Executive Officer of the Company, and determination of their remuneration, and provide plans for development, training and succession planning for senior executives, as well as other delegated tasks, for reporting to the Board and/or shareholders' meetings (as the case may be).

### **2. Composition and Qualifications of the Nomination and Remuneration Committee**

- (1) The Nomination and Remuneration Committee shall be composed of at least 3 members, and at least 1 member shall be an independent director.
- (2) Members of the Nomination and Remuneration Committee must have knowledge, competencies and experiences and understand their qualifications, duties and responsibilities, as well as be familiar with corporate governance principles, impartial and independent, and provide sufficient time commitments for their performance of duties.
- (3) The Nomination and Remuneration Committee shall appoint one member as Chairman of the Nomination and Remuneration Committee, provided that the Chairman of the Nomination and Remuneration Committee should be an independent director. The Nomination and Remuneration Committee shall appoint a secretary to the Nomination and Remuneration Committee.
- (4) Members of the Nomination and Remuneration Committee shall not engage in any business of the same nature as and competing with the Company, or become a partner in any business, or a director of other companies engaging in any business of the same nature as and competing with the Company's business, whether for personal gain or gain of others, unless they have informed the Board meeting of such status before their appointment.

### **3. Appointment and Tenure**

- (1) The Board shall appoint or remove the Nomination and Remuneration Committee.
- (2) Members of the Nomination and Remuneration Committee shall hold office for a term of three years each from the date of their appointment, according to the tenure of their directorship. Upon completion of the tenure, the Board may appoint such member of the Nomination and Remuneration Committee to resume office as it deems appropriate.
- (3) Other than vacancy by rotation, members of the Nomination and Remuneration Committee shall vacate office upon:
  - (a) Death;
  - (b) Resignation, provided that the Chairman or any member of the Nomination and Remuneration Committee wishing to resign shall tender a resignation letter to the Board Chairman;
  - (c) Being disqualified or having any prohibited characteristics under the public limited companies laws and/or the securities and exchange laws;
  - (d) Being removed by resolution of a Board meeting.
- (4) In case of any vacancy on the Nomination and Remuneration Committee for any reason other than retirement by rotation, the Board, by recommendation of the remaining members of the Nomination and Remuneration Committee, shall appoint a new member who is fully qualified without any prohibited characteristics under the law as specified in Clause 2 above to fill the vacancy. The replacement member of the Nomination and Remuneration Committee shall hold office only for the remaining tenure of such member whom he/she replaces.

**4. Scope, Roles, Duties and Responsibilities of the Nomination and Remuneration Committee**

- (1) To consider the Board structure and composition in terms of the number of directors to suit business sizes, categories and complexity, in line with business strategies and changing circumstances, and review qualifications of directors, committee members and the Chief Executive Officer in terms of skills, experiences, and expertise in relation to the Company's businesses.
- (2) To set out criteria and procedures for nomination for eligible candidates as directors, committee members and the Chief Executive Officer to suit the business nature and operations of the organization, by prescribing their qualifications and expertise in the respective areas required, using such effective tools as Board Skills Matrix to support the nomination, and select candidates in accordance with the agreed procedures, including their expertise, to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (3) To nominate directors and committee members upon retirement by rotation to the Board for consideration, whereby the existing members may be nominated to resume their office, taking into account their performance in such capacity, or invite nominations from shareholders, or use an external firm to recruit or consider candidates from the chartered director pool, or have each director nominate eligible candidates, etc.
- (4) To consider the list of nominated candidates and select those fully qualified to be proposed to the Board of Directors for consideration and appointment and/or to a meeting of shareholders for further consideration and appointment (as the case may be), provided that shareholders shall be provided with sufficient information regarding nominated candidates in support of their decision-making.
- (5) To approach such qualified candidates to ensure that they are willing to hold directorship if appointed by a meeting of the Board of Directors or shareholders (as the case may be).
- (6) To consider the independence and qualifications of each independent director to ensure that a candidate for independent directorship or such particular independent director is or remains fully qualified in compliance with the applicable rules and/or laws.
- (7) To consider the criteria for nomination of the Chief Executive Officer, recruit, screen and recommend the most suitable and qualified candidate to be appointed as Chief Executive Officer to the Board of Directors for consideration and approval.
- (8) To review the current criteria for remuneration of the Board, committees and the Chief Executive Officer in comparison with information on remuneration of other companies in the same industry as the Company, and its operating results, and prescribe effective criteria to achieve the desired outcome, to be fair and supportive of the Company's successful operations.
- (9) To consider the criteria for performance review of the Chief Executive Officer as delegated by the Board.
- (10) To consider the criteria for remuneration of the Board, committees and the Chief Executive Officer, both monetary and non-monetary, to be appropriate and aligned with the Company's strategies and long-term goals, considering their burdens, scope, roles, duties and responsibilities, including expected benefits.
- (11) To fix remuneration of the Board, committees and the Chief Executive Officer in compliance with the payment criteria as agreed and proposed to the Board of Directors for approval and/or to a meeting of shareholders for further consideration and approval (as the case may be).
- (12) To consider suitability and grant approval for any new securities offering to directors and staff, on the basis of fairness towards shareholders, and motivate directors and staff to perform their duties to create values to shareholders in the long run and effectively retain talented personnel.
- (13) To consider succession planning policy for the Chief Executive Officer, senior executives and personnel in key positions of the Company.
- (14) To suggest a procedure for performance review of the Board, committees and the Chief Executive Officer, which shall be reviewed yearly, and monitor and conclude the performance review to the Board of Directors so as to improve the performance efficiency and enhance knowledge and competence of the Board, committees and the Chief Executive Officer.
- (15) To perform any other duties as delegated by the Board.

**5. Meetings and Resolutions**

- (1) The Nomination and Remuneration Committee shall hold its meetings at least once a year.
- (2) The Chairman of the Nomination and Remuneration Committee shall call a meeting of the Nomination and Remuneration Committee and may conduct such meeting via electronic media, subject to compliance with rules and procedures prescribed by applicable laws. Members of the Nomination and Remuneration Committee shall attend its meetings in person.
- (3) For the purpose of calling meetings of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee, the secretary to the Nomination and Remuneration Committee or any delegated person shall send a notice of meeting to members of the Nomination and Remuneration Committee at least 7 days before the meeting dates, except in case of urgency to protect the Company's rights or benefits, meetings may be called by other means and with shorter notice.
- (4) The Nomination and Remuneration Committee may invite other persons to attend its meetings as it deems appropriate.
- (5) The Nomination and Remuneration Committee's meetings require the presence of not less than one half of all members of the Nomination and Remuneration Committee to constitute a quorum.
- (6) The Chairman of the Nomination and Remuneration Committee shall preside over its meetings. If the Chairman of the Nomination and Remuneration Committee is absent or unable to perform the duty, one of the members of the Nomination and Remuneration Committee present at the meeting shall be selected to preside over the meeting.
- (7) Decisions of the Nomination and Remuneration Committee's meeting shall be adopted by a majority of votes of members of the Nomination and Remuneration Committee present at the meeting. Each member has one vote. In case of an equality of votes, the presiding chairman of the meeting shall have a casting vote. Any member of the Nomination and Remuneration Committee who has an interest in any matter must not be present at the meeting and are not entitled to vote on such matter, except for the consideration of remuneration to the Nomination and Remuneration Committee and the entire Board.

**6. Reporting**

The Nomination and Remuneration Committee shall report on its performance to the Board for information and prepare the Nomination and Remuneration Committee's performance report to be disclosed in the annual registration statement/annual report (Form 56-1 One Report) of the Company.

**7. Remuneration**

The Nomination and Remuneration Committee shall consider fixing remuneration of the Chairman and members of the Nomination and Remuneration Committee, and seek approval from the Board, and then propose to seek approval from the annual ordinary general meeting of shareholders.

**8. Performance Review**

The Nomination and Remuneration Committee shall conduct its performance review at least once a year, both as a group and on an individual basis, to jointly consider their performance and problems in the operations during the previous year for correction and improvement of its performance efficiency. The Nomination and Remuneration Committee may conduct such review by way of self-evaluation, and report the performance review to the Board for information. Such criteria, procedures and overall performance review shall be disclosed in the annual registration statement/annual report (Form 56-1 One Report).

**9. Charter Review**

The Nomination and Remuneration Committee shall review its charter at least once a year for submission to the Board for approval.

**10. Effectiveness**

This Nomination and Remuneration Committee Charter shall be effective as of October 19, 2021 with the latest update as of February 27, 2025.