



Charter of the Nomination and Remuneration Committee  
G-Able Public Company Limited

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**1. Definition**

“Company”	means	G-Able Public Company Limited
“Board of Directors”	means	The Board of Directors of G-Able Public Company Limited
“Nomination and Remuneration Committee”	means	Nomination and Remuneration Committee of G-Able Public Company Limited
“Director”	means	Director of G-Able Public Company Limited
“Member of the Nomination and Remuneration Committee”	means	Member of the Nomination and Remuneration Committee of G-Able Public Company Limited
“Chairman of the Board of Directors”	means	Chairman of the Board of Directors of G-Able Public Company Limited
“Chief Executive Officer”	means	Top management of G-Able Public Company Limited

**2. Objective**

The Board of Directors has appointed the Nomination and Remuneration Committee to support them in formulating policies, criteria, and guidelines related to the nomination and remuneration of the Directors, sub-committee members, senior executives, and/or other key executives to the Company (if any). This is to achieve the Company's objectives, enhance value creation and growth for the business, and ensure confidence and credibility among all stakeholders.

**3. Composition**

- 3.1 The Nomination and Remuneration Committee shall consist of not less than 3 Directors and at least 1 independent Director must be the Member of the Nomination and Remuneration Committee.
- 3.2 The Chairman of the Nomination and Remuneration Committee shall not be the same person holding a position of the Chairman of the Board of Directors.

**4. Qualifications**

- 4.1 Possessing qualifications with no prohibited characteristics pursuant to public companies limited law and other relevant laws
- 4.2 Being a person who has knowledge, capabilities and experiences that are beneficial to performing duties as the Member of the Nomination and Remuneration Committee and being able to devote sufficient time to fulfill the duties of the Nomination and Remuneration Committee in pursuit of the objectives as assigned by the Board of Directors

**5. Appointment, Office Term and Vacating Office**

**5.1 Appointment**

- 1) The Nomination and Remuneration Committee and/or the Member of the Nomination and Remuneration Committee shall be appointed by the Board of Directors.
- 2) The Chairman of the Nomination and Remuneration Committee may be appointed by the Board of Directors or by the Nomination and Remuneration Committee through the election of one Member of the Nomination and Remuneration Committee.
- 3) The Company shall assign its employee to act as the secretary to the Nomination and Remuneration Committee with approval from the Nomination and Remuneration Committee.

**5.2 Office Term**

- 1) The office term of the Member of the Nomination and Remuneration Committee shall be in accordance with the office term of his/her directorship. A retiring Member of the Nomination and Remuneration Committee is eligible for re-election.
- 2) In case the position of the Member of the Nomination and Remuneration Committee becomes vacant due to any reason other than a retirement by rotation, the Board of Directors shall consider and appoint a qualified Director as the Member of the Nomination and Remuneration Committee to ensure that the Nomination and Remuneration Committee has the number of members as specified in this Charter.

**5.3 Vacating Office**

- 1) The Member of the Nomination and Remuneration Committee shall vacate office upon:
  - 1.1) end of office term as the Director;
  - 1.2) termination from being the Director;
  - 1.3) death;
  - 1.4) resignation;
  - 1.5) lack of qualifications, or possession of a prohibition under the public companies limited law; and
  - 1.6) removal by a resolution of the Board of Directors' meeting.
- 2) Any Member of the Nomination and Remuneration Committee who wishes to resign from his/her position shall submit a written resignation letter to the Company. The resignation shall take effect from the date the resignation letter is received by the Company.

- 3) In the event that a position of the Nomination and Remuneration Committee becomes vacant, resulting in the number of members having fewer than the minimum required, the Board of Directors shall consider and appoint a qualified person to become the Member of the Nomination and Remuneration Committee. In other cases, the Board of Directors may consider and appoint a qualified person to become the Member of the Nomination and Remuneration Committee as deemed appropriate.
- 4) In the event that the Nomination and Remuneration Committee vacates office as a whole, the Nomination and Remuneration Committee who vacates office shall remain in the office until the new Nomination and Remuneration Committee takes over and starts performing its duties.

## 6. Duties and Responsibilities

### 6.1 Nomination area

- 1) To determine criteria and methods for nomination of directors, the Chief Executive Officer and the C-level executives
- 2) To consider the structure, size, and composition of the Board of Directors and sub-committees to be suitable for the Company's strategies and in line with the changing circumstances
- 3) To determine the qualifications of candidates to be appointed as directors by considering the diversity of knowledge, expertise, skills, and experience that shall benefit the business operations of the Company and time devoted to the Company
- 4) To support the Company to allow the minority shareholders to nominate suitable candidates for nomination as directors
- 5) To consider the nomination and selection of a person with suitable qualifications to serve as director and/or member of the sub-committees as deemed appropriate or upon vacancy, and to propose the same to the Board of Directors for consideration and appointment
- 6) In case of the Company's senior executives:
  - To consider the qualifications and suitability of a person for selection as the Chief Executive Officer, including reviewing his/her key performance indicators, performance results, job promotion, dismissal, or transfer, and to propose the same to the Board of Directors for consideration, appointment and approval (as the case may be)

- To consider the qualifications and suitability of a person proposed by the Chief Executive Officer for appointment as the C-level executive, including reviewing and approving his/her key performance indicators, performance results, and job promotion, dismissal, or transfer, as presented by the Chief Executive Officer

- 7) To consider and review the succession plan, including a list of qualified candidates for consideration in the succession process, for the Chief Executive Officer, the C-level executives, or other key executives to the Company as determined by the Nomination and Remuneration Committee
- 8) To consider evaluation criteria and to conduct the evaluation of the performance of the Board of Directors and sub-committees on an annual basis to report to the Board of Directors
- 9) To seek recommendation from an independent advisor with the Company bearing all associated costs when the Nomination and Remuneration Committee considering appropriate and necessary in performing the nomination-related duties
- 10) To perform any other tasks related to nomination as assigned by the Board of Directors

## 6.2 Remuneration area

### Remuneration for the Board of Directors and sub-committees

- 1) To propose remuneration criteria suitable for the duties and responsibilities of the directors and sub-committee members, by linking remuneration to performance evaluations, business plans and the Company's overall performance, and comparing with other listed companies in the same industry with similar market capitalization, to attract and retain knowledgeable, capable, and potential directors. The Board of Directors shall consider and endorse the matter before proposing it to the annual general meeting of shareholders for consideration and approval
- 2) To give an opinion to the Board of Directors regarding the structure and composition of remuneration for the Board of Directors and sub-committees on an annual basis
- 3) To determine remuneration for directors and sub-committees by taking the performance evaluation results into consideration
- 4) To seek recommendation from an independent advisor with the Company bearing all associated costs when the Nomination and Remuneration Committee considering appropriate and necessary in performing the determination of remuneration for the Board of Directors and sub-committees-related duties

Remuneration for the senior executives

- 1) To consider the remuneration structure and composition for the Chief Executive Officer and the C-level executives as deemed appropriate
- 2) To consider the remuneration of the Company's senior executives
  - To determine remuneration for the Chief Executive Officer, taking into consideration the performance evaluation results, and to propose the same to the Board of Directors for consideration and approval
  - To approve remuneration for the C-level executives as scrutinized and presented by the Chief Executive Officer, taking into consideration their performance evaluation results
- 3) To seek recommendation from an independent advisor with the Company bearing all associated costs when the Nomination and Remuneration Committee considering appropriate and necessary in performing the determination of remuneration for the Chief Executive Officer and the C-level executives-related duties

**7. Meeting**

**7.1 Number of Meetings**

- 1) The Nomination and Remuneration Committee shall hold a meeting at least twice a year. Additional meeting(s) may be held as the Chairman of the Nomination and Remuneration Committee deems appropriate.
- 2) The Chairman of the Nomination and Remuneration Committee may hold additional meetings as he/she deems appropriate or upon request from the Member of the Nomination and Remuneration Committee or when an agenda is necessary to be discussed jointly.

**7.2 Meeting Participants**

- 1) At the Nomination and Remuneration Committee's meeting, there must be not less than one-half of the Member of the Nomination and Remuneration Committee to constitute a quorum.
- 2) The Chairman of the Nomination and Remuneration Committee shall act as the chairman of the meeting. In case the Chairman of the Nomination and Remuneration Committee is not presenting at the meeting or unable to perform his/her duties, other Members of the Nomination and Remuneration Committee presenting at the meeting shall elect one member among themselves to preside over such meeting as the chairman of the meeting.

- 3) The Nomination and Remuneration Committee may invite the Company's executives or related persons to attend meetings or request clarifications on related matters.

**7.3 Voting**

- 1) A resolution of the meeting shall be passed by a majority vote, whereby each member shall have one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- 2) Any Member of the Nomination and Remuneration Committee having conflict of interest on a matter considering shall not be entitled to vote and participate on that matter in the meeting.

**7.4 Minutes of the Meeting**

The secretary to the Nomination and Remuneration Committee or the person assigned shall be a minutes taker.

**8. Reporting**

The Nomination and Remuneration Committee shall report its performance, meeting results or any other reports that the Board of Directors deems appropriate to be known to the Board of Directors' meeting.

**9. Performance Evaluation**

The Nomination and Remuneration Committee shall assess its performance annually and shall report obstacles that cause failure to achieve the objectives (if any) to the Board of Directors for acknowledgment.

**10. Charter Review**

The Nomination and Remuneration Committee shall review its Charter annually and shall recommend any amendments as it deems appropriate to the Board of Directors for consideration and approval.