

Corporate Governance Committee Charter

S·M·A·R·T

Smart Corporation Public Company Limited

(The Updated Version has been approved by the Board of Directors of the Company on November 9, 2023)

Corporate Governance Committee Charter

1. Objective

The Corporate Governance Committee was appointed to support the Board of Directors in governing the Company to have a system or management process in compliance with the Good Corporate Governance Policies.

2. Composition and qualifications

The Board of Directors is responsible for the appointment of the Corporate Governance Committee by electing at least 3 appropriate persons from the members of the Board of Directors and/or any qualified candidates. The Board of Directors will appoint independent director who has appropriate qualifications to be Chairman of the Corporate Governance Committee.

The qualifications of the Corporate Governance Committee are as follows:

1. Have knowledge, capable, integrity, business ethics and time to devote his knowledge and ability to perform duties for the Company;
2. Has qualifications and shall not be under any of prohibitions which comply to Public Company Act B.E. 2535 (Including the additional revised), or any other related laws. Moreover, the directors shall not lack of confidence which comply to the regulations of Securities and Exchange Commission;
3. Does not run any business, which is competed with the Company, and not being a shareholder of any legal entities whose business is the Company's competitors, whether doing it for one's own benefit or others, except informing to the Board of Director of the Company's meeting before having a resolution to appoint.

3. Terms of Positions

Term of members of the Corporate Governance Committee is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of directors and/or any qualified candidates propose for further consideration and approval of the Board of Directors for the appointment in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

4. Roles and Responsibilities of the Corporate Governance Committee

1. Responsible for governing and monitoring business operation and committees' activities as well as managements and employees of the Company to strictly comply with law and related regulations;
2. Specify the corporate governance policy and social responsibilities including anti-corruption;
3. Ensure that good corporate governance policy is being conducted at all level in accordance to legal requirements, Company's policies and other related authorities;
4. Formulate and review the Company's rules concerning good corporate governance;
5. Provide suggestions relevant to ethical practices to the directors, managements and employees of the Company;
6. Yield continuity and appropriate regulations in carry out good corporate governance policy;
7. Review the scope of Roles and Responsibilities of the Corporate Governance Committee in accordance with the situation;
8. Report to the Board the recommendations for improvement on the Corporate Governance of the Company as appropriate;
9. Perform any other activities assigned by the Board of Directors.

5. Meeting

1. The Corporate Governance Committee shall convene the meeting at least 2 times a year, which will depend on situation and necessary.
2. The agenda and meeting documentation should be delivered to the members of the Corporate Governance Committee at least 7 days in advance of the meeting for consideration except in urgent case.
3. A constitution of quorum of the Corporate Governance Committee meeting is required attendance of members of no less than 50%. In the event the Chairman of the Corporate Governance Committee is not present or unable to discharge his duties, other members present shall elect one of their members as the Chairman of the meeting.
4. All resolutions of the Corporate Governance Committee meeting shall be passed by the majority votes of the members presented at the meeting. The member who has conflict of interest will not participate in any agenda that they have conflict of interest. In case of equality votes, the Chairman shall have a casting vote.

6. Reporting

The Corporate Governance Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Registration Statement / Annual Report (Form 56-1 One Report) with following details:

1. Total number of the Corporate Governance Committee meetings convened.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.