



ASSETWISE

Corporate Governance Charter

AssetWise Public Company Limited

1. Objectives

Assetwise Public Company Limited (“the Company”), by the Board of Directors, has appointed the Corporate Governance Committee to be an essential part of the good corporate governance system. The committee has an important duty to supervise the company's business operations so that it is transparent, fair, and responsible to all stakeholders. This aims at building public confidence, enabling the company to prosper, and creating sustainable value for all groups of stakeholders to be in consistent with the generally accepted principles of good corporate governance. It is also to make sure that the company will not be in conflict with any laws to which it adheres. The Board of Directors has set out the composition, scope, power, duties, and responsibilities of the Corporate Governance Committee in order that they are able to effectively perform their duties as assigned by the Board of Directors.

2. Composition

- 2.1 The Corporate Governance Committee consists of at least 3 directors.
- 2.2 The Corporate Governance Committee shall consist of at least one independent director.

3. Eligibility

- 3.1 Being eligible and not having any prohibited characteristics under the Public Limited Company Law and other relevant laws.
- 3.2 Members of the Corporate Governance Committee shall be persons who retain knowledge, abilities, and experience that are beneficial to the performance of their duties in order to promote the company's business operations based on the principles of good corporate governance.
- 3.3 The Corporate Governance Committee is able to devote sufficient amount of time to work and achieve its objectives.

4. Appointment, Term of Office, and Termination of Office

4.1 Appointment

- 1) The Corporate Governance Committee shall be appointed by the Board of Directors.
- 2) The Chairman of the Corporate Governance Committee shall be appointed by the company's Board of Directors or the Corporate Governance Committee may elect one member of the Corporate Governance Committee to be the Chairman of the Corporate Governance Committee.
- 3) The Corporate Governance Committee can appoint a secretary for the Corporate Governance Committee to support the performance of the Corporate Governance Committee regarding the setting up of work plan, and meeting appointments, preparing meeting agendas as directed by the Chairman of the Corporate Governance Committee, submitting supporting documents for the meeting as well as recording the minutes of the meeting.

4.2 Term of Office

- 1) The Corporate Governance Committee shall have 3-year term of office. Members of the committee may be reappointed if approved by the company's Board of Directors.
- 2) In the event that any position in the Corporate Governance Committee is vacant due to any reason other than the ordinary completion of the term of office, the Board of Directors shall appoint a qualified

person to be a member of the Corporate Governance Committee so that it has the required number as specified by the Board of Directors in this charter.

4.3 Termination of Office

- 1) Members of the Corporate Governance Committee shall vacate the office upon:
 - 1.1) Completion of the term of office;
 - 1.2) Termination of office;
 - 1.3) Death;
 - 1.4) Resignation;
 - 1.5) Being disqualified or prohibited under the Public Limited Companies Act;
 - 1.6) Being terminated by the Board of Directors' resolution
- 2) Any member of the Corporate Governance Committee wishing to resign from his/her position shall submit a resignation letter to the Chairman of the Board of Directors together with reasons for resignation. The resignation shall be effective as of the date the resignation letter reaches the company.

5. **Scope of Duties and Responsibilities**

- 5.1 Set out the business's objectives and main goals aimed at upholding the company's good governance and its sustainable business growth.
- 5.2 Consider, provide opinions/feedback and review good corporate governance policy, code of ethics, company's sustainable development policy, anti-corruption policy, including other policies and practices related to corporate governance that will support the company's operations based on the principles of corporate governance for sustainable development. This includes the company's attention to stakeholders, society, community, environment, and any other policy or practice in order to support the operations of the company according to the principles of good governance so that they are in consistent with the business of the company and its subsidiaries.
- 5.3 Ensure that the management continuously applies various policies and practices for unremitting development of the company by promoting innovation and responsible business operation. Such practices shall be consistent and appropriate for the business of the company, suggestions of regulators or relevant and comparable to the international standards.
- 5.4 Pursue and review practices and work systems within the company in accordance with the good corporate governance policy, code of ethics, and good practice as defined by the company, and ensure that they have a concrete practical effect.
- 5.5 Pursue and take action when management and employees' operations involve non-compliance with the established policies and guidelines.
- 5.6 Pursue and evaluate the performance of duties of the Board of Directors and the management, including the subsidiaries according to the policy of good corporate governance, code of ethics, and sustainable development policies of the company and its subsidiaries and review the annual corporate governance assessment process to present to the Board of Directors in the following year It shall however include indispensable comments and suggestions.

- 5.7 Report the company's performance outcome; encourage participation along with promoting communication among the directors, executives, and employees at all levels as well as all stakeholders, i.e. shareholders, customers, business partners, society, and environment so that they sufficiently and continuously realize and understand the company's policy, its good corporate governance practices, business ethics, work practices, anti-corruption policy and relevant guidelines.
- 5.8 Seek professional opinions from third parties or organizations in order to provide independent advice or suggestions on good corporate governance for the Corporate Governance Committee and all stakeholders, and to also hire third parties occasionally to assist the Corporate Governance Committee so that they are able to perform their duties in achieving the company's objectives within the specified timeframe.
- 5.9 Report the performance of duties to the Board of Directors and/or the shareholders' meeting.
- 5.10 Annually evaluate the performance of the Corporate Governance Committee and report the assessment results to the Board of Directors.
- 5.11 Perform duties or carry out any other transaction as assigned by the Board of Directors including performing any act as required by law or governmental requirements.

6. Meeting

- 6.1 The Corporate Governance Committee shall meet together at least once a year.
- 6.2 The Chairman of the Corporate Governance Committee may call an additional meeting as it deems appropriate or when requested by the Corporate Governance Committee or the Chairman of the Board of Directors to consider any issue that requires mutual discussion.
- 6.3 The meeting of the Corporate Governance Committee shall, to form a quorum, consist of no less than half of the members of the Corporate Governance Committee.
- 6.4 The Chairman of the Corporate Governance Committee acts as the Chairman of the meeting. Provided that, at any meeting, the Chairman of the Corporate Governance Committee is absent or unable to perform his/her duties, the other members of the Governance Committee present at the meeting shall elect one of the Corporate Governance Committee members to chair the meeting.
- 6.5 Decisions of the Corporate Governance Committee meeting shall be made final by a majority of votes. Each member of the Corporate Governance Committee has one vote. In case where the votes are tie, the Chairman of the meeting shall have one more vote as a deciding vote.
- 6.6 The Corporate Governance Committee shall have the power to invite the company's management or any person related to the company to give opinions and provide relevant information at the meeting.
- 6.7 Any member of the Corporate Governance Committee who has any interest in any matter that is about to have a resolution shall have no voting right and shall leave the meeting upon considering such agenda.
- 6.8 The secretary of the Corporate Governance Committee shall submit a meeting invitation letter and agenda related documents to the Corporate Governance Committee at least 7 days prior to the meeting. However, in urgent cases, to preserve the benefit of the company, the committee may be notified less than such specified period of time.

7. Reporting

The Corporate Governance Committee directly reports to the company's Board of Directors, and it has the duty to report to the Board of Directors and/or the company's shareholders' meeting so that they can acknowledge the performance or matters that need to be taken into consideration and be aware of as to significant corporate governance issues as well as factors that may affect the operations of the company in the future. Nevertheless, in urgent cases, the Corporate Governance Committee may report to the Board of Directors prior to the next meeting of the company's Board of Directors.

8. Performance Evaluation

The Corporate Governance Committee shall evaluate its own performance and shall be annually evaluated by the company's Board of Directors. The evaluation result as well as problems and obstacles that interfere with the achievement of its operation shall also be reported to the Board of Directors.

9. Other Criteria

Any other cases which are not specified in this charter shall be considered, in its discretion, by the Corporate Governance Committee. The guidelines established in accordance with the standards and general corporate governance guidelines shall be applied, as appropriate, in each case.

Notified on this 9th day of November 2023



(Mr. Sarawut Charuchinda)

Chairman of the Board

AssetWise Public Company Limited