

(English Translation)

Corporate Governance and Sustainable Development Committee Charter

WHA Industrial Development Public Company Limited

Objectives

WHA Industrial Development Public Company Limited (“the Company”) recognizes the importance of good corporate governance and sustainable business development as key factors in enhancing the Company’s operational efficiency for sustainable growth. This commitment ensures the ultimate benefits for all stakeholders, including employees, investors, shareholders, and other related parties. Accordingly, the Board of Directors has appointed the Corporate Governance and Sustainable Development Committee and established this Corporate Governance and Sustainable Development Committee Charter to ensure that all members of the Corporate Governance and Sustainable Development Committee are fully aware of their duties and responsibilities and perform their roles effectively. This also aims to promote corporate governance in alignment with sustainable development principles, encompassing environmental, social, and governance (ESG) aspects, which are integral to the Company’s business operations.

1. Composition of the Corporate Governance and Sustainable Development Committee

- 1.1 The Board of Directors shall be responsible for appointing the Corporate Governance and Sustainable Development Committee, which shall consist of at least 3 members, who may or may not be directors of the Company.
- 1.2 The Corporate Governance and Sustainable Development Committee shall appoint 1 member of the Corporate Governance and Sustainable Development Committee to serve as the Chairman of the Corporate Governance and Sustainable Development Committee.
- 1.3 The Company Secretary shall serve as the Secretary to the Corporate Governance and Sustainable Development Committee, assisting with tasks such as scheduling meetings, preparing meeting agendas, distributing supporting documents, and taking meeting minutes. However, the Corporate Governance and Sustainable Development Committee may also consider appointing another person to serve as the Secretary to the Corporate Governance and Sustainable Development Committee if deemed appropriate.

2. Qualifications of the Corporate Governance and Sustainable Development Committee

The members of the Corporate Governance and Sustainable Development Committee must possess the knowledge and skills that are beneficial to the Company’s business operations, understand the nature of the Company’s business, and have relevant experience. They must be able to dedicate sufficient time and provide meaningful input in carrying out their duties. Additionally, they should have a clear understanding of the qualifications, duties, and responsibilities in terms of good corporate governance and sustainable development.

3. Duties and Responsibilities of the Corporate Governance and Sustainable Development Committee

- 3.1 To consider, review, and update the Company's Corporate Governance Policy for submission to the Board of Directors for approval, ensuring it is documented in writing to serve as a guideline for best practices.
- 3.2 To consider, review, and update the Code of Conduct and Practices for submission to the Board of Directors for approval, ensuring it is documented in writing to serve as a guideline for best practices.
- 3.3 To develop policies and plans related to corporate social responsibility, sustainability development, and corporate governance, and present them to the Board of Directors for approval.
- 3.4 To provide advice to the Board of Directors on strategies or approaches related to sustainability and corporate governance.
- 3.5 To act as the Company's representative in communicating and carrying out corporate governance activities, as well as sustainability activities, with executives, employees, and external agencies.
- 3.6 To monitor progress, review, and improve the performance of corporate governance and sustainability initiatives to ensure alignment with the established plan, and prepare a summary report for submission to the Board of Directors.
- 3.7 To consider, review, and update the anti-corruption policy, provide recommendations for related approaches, and monitor and evaluate the performance concerning anti-corruption efforts, documenting it in writing to serve as a guideline for best practices.
- 3.8 To consider, review, and update the Company's vision, mission, strategies, and sustainability goals for submission to the Board of Directors for approval. Additionally, provide recommendations to the Board of Directors and oversee the implementation of plans and policies related to the Company's sustainability issues.
- 3.9 To ensure the development of guidelines related to sustainability, aligning with legal requirements and international standards (including but not limited to environmental issues, such as climate action, human rights, and occupational health and safety). This also involves considering, reviewing, and updating these guidelines and documenting them in writing to serve as a guideline for best practices.
- 3.10 To consider, review, and update the Company's materiality issues and prepare a summary for reporting to the Board of Directors.
- 3.11 To review and verify the disclosure of the Corporate Governance and Sustainable Development Committee's performance report, as well as the Company's sustainability performance, in the Annual Report (Form 56-1 One Report) and/or the Company's Sustainability Report, for reporting to the Board of Directors.

3.12 To oversee the implementation of an effective stakeholder engagement process, which includes communication, receiving feedback, disclosing information obtained from stakeholder engagement, and presenting performance results in alignment with sustainable business strategies to the public through appropriate channels.

3.13 To evaluate the performance of the Corporate Governance and Sustainable Development Committee annually, including both the overall performance of the Committee (As a Whole) and individual performance (Self-Assessment). Additionally, the Corporate Governance and Sustainable Development Committee Charter should be reviewed at least once a year and presented to the Board of Directors for approval.

4. Terms of Office

4.1 A member of the Corporate Governance and Sustainable Development Committee shall serve a term of 3 years, starting from the date of their appointment. Upon completion of this term, a Corporate Governance and Sustainable Development Committee member whose term has completed may be re-elected to the position.

4.2 If the position of a member of the Corporate Governance and Sustainable Development Committee becomes vacant for reasons other than the retirement by rotation, the Board of Directors shall appoint a qualified person to serve as a member of the Corporate Governance and Sustainable Development Committee, ensuring that the Committee is composed of the required number of members as determined by the Board of Directors. Unless the remaining term of the Corporate Governance and Sustainability Committee member is less than 2 months, the person appointed as a replacement member shall serve only for the remaining term of the Corporate Governance and Sustainable Development Committee member they are replacing.

5. Meetings of the Corporate Governance and Sustainable Development Committee

5.1 Meetings of the Corporate Governance and Sustainable Development Committee shall be held at least 2 times a year, either in person or via electronic means.

5.2 A quorum for a Corporate Governance and Sustainable Development Committee's meeting requires the presence of at least half of the total members of the Corporate Governance and Sustainable Development Committee. If the Chairman of the Corporate Governance and Sustainable Development Committee is absent or unable to perform their duties, the Corporate Governance and Sustainable Development Committee members present shall elect one of the members to serve as the Chairman of the meeting.

5.3 Decisions made at the meeting shall be based on a majority vote. Each member of the Corporate Governance and Sustainable Development Committee shall have one vote. In the event of a tie, the Chairman of the meeting shall cast an additional deciding vote. A member of the Corporate Governance and Sustainable Development Committee who has a conflict of interest in a particular matter shall not be entitled to vote on that matter.

- 5.4 To convene a meeting of the Corporate Governance and Sustainable Development Committee, the Chairman of the Corporate Governance and Sustainable Development Committee or a designated person shall send a notice of the meeting to the members at least seven (7) days prior to the meeting date, unless urgent cases arise that require immediate action to protect the rights and interests of the Company. In such cases, the meeting notice may be sent through alternative methods, and the meeting date may be set sooner. For meetings held via electronic means, the notice of the meeting may be sent electronically.
- 5.5 At the conclusion of the meeting, the Secretary to the Corporate Governance and Sustainable Development Committee is responsible for preparing the meeting minutes and submitting them to the Chairman of the Corporate Governance and Sustainable Development Committee for review and signature to certify their accuracy. The minutes will then be presented for adoption at the next meeting. Members of the Corporate Governance and Sustainable Development Committee may provide comments or request amendments to ensure the minutes are thorough and accurate as possible.

6. Reporting

The Corporate Governance and Sustainable Development Committee shall report its performance to the Board of Directors and prepare a performance report for disclosure in the Annual Report (Form 56-1 One Report).

7. Remuneration of the Corporate Governance and Sustainable Development Committee

The members of the Corporate Governance and Sustainable Development Committee shall receive remuneration as approved by the shareholders' meeting.

This Corporate Governance and Sustainable Development Committee Charter was approved by the Board of Directors' Meeting No. 7/2024 on 8 November 2024 and shall come into effect from 8 November 2024 onwards.

- Jareeporn Jarukornsakul -

.....

(Ms. Jareeporn Jarukornsakul)
Chairman of Board of Directors