



SANKO DIECASTING (THAILAND) PLC.



CHARTER

NOMINATION AND REMUNERATION COMMITTEE



CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE of SANKO DIECASTING (THAILAND) PUBLIC COMPANY LIMITED.

1. Purpose

The Nomination and Remuneration Committee (NRC) was established for the first time by the Board of Directors' Meeting No.3/2017 on August 10, 2017 to support the good governance of the company. The committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors, sub-committees and Chief executive officer. Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

2. Composition of the Nomination and Remuneration Committee

1. The NRC is to be appointed by the Board of Directors company's committee and has to comprise of not less than three persons, being the Company's directors and executives.
2. The independent director shall be the Chairman of the NRC.

3. The Office Term

1. The NRC's member has the office term has a tenure as the term of the Board of Director member.
2. The NRS's member may be re-appointed as the Board of Directors see as appropriate.
3. Apart from vacating upon the end of office term stated in Item 3.1, the Audit Committee's member will retire from the office upon the following conditions:
 1. Resignation
 2. Dismissal by the Board of Directors
4. The Board of Directors has power to appoint a new member of the NRC as to resume the operation and to substitute the member of the NRC who is out of office term according to Item 3.1 or Item 3.3. The substituted member can only be in the office within the remaining term of the member he/she replaced.

4. Duties and Responsibilities of the Nomination and Remuneration Committee

4.1 Nomination

1. Setting guidelines and policies in nominating Board of Directors and other sub-committee members by considering what would be the appropriate number, structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders' Meeting as appropriate.
2. Searching, selecting and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, including newly appointed director.
3. Executing other tasks related to nominations as assigned by the Board of Directors.
4. Setting guidelines and policies in nominating and evaluating the performance of the Chief Executive officer (CEO) and reporting to the Board of Directors for their consent.

4.2 Remuneration

1. Preparing guidelines and policies in determining the Board of Directors, other sub-committees' remuneration and Chief Executive Officer, and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.
2. Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
3. Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders' Meeting.
4. Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (56-1) and annual report.
5. Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors. The management team and other units have to report or present the information relating to the NRC in order to support the operation of the NRC to achieve their assigned tasks.

5. Reporting

The Nomination and Remuneration Committee directly reports to the Board of Directors.

6. Meetings

1. The NRC holds a meeting when seen as appropriate (at least 2 times a year) and has power to call for an extra meeting if necessary. The NRC shall comprise of not less than one-half of the total existing members.
2. All the NRC's members shall attend every meeting unless he/she has any necessary matter. In this case, the member has to notify his absence in advance to the Chairman of the NRC.
3. The Chairman of the NRC shall be the chairman of the meeting. In case where the Chairman of the NRC is absent, other NRC's members attending the meeting can select one member to be a substitute chairman of the meeting.
4. The resolution of the NRC can be made by majority vote. Any member of the NRC, who has any interest or benefit in the related topic shall not vote in that particular topic.
5. The meeting invitation letter shall be issued to the NRC in advance prior to the meeting date held. This excludes the emergency case, where the dates of the meeting will be informed by other methods or the meeting shall be scheduled earlier. The secretary of the NRC shall take the minutes of the meeting.
6. The NRC can invite any related personnel to attend the meeting in order to provide relevant information to the NRC.

This charter is enforced from onwards

(Mr. Adul Chotinisakorn)
Chairman of the Board of Director