

**Nominating and  
Corporate Governance Committee Charter**

**Minor International Public Company Limited**

## The Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee assists the Board in identifying qualified individuals to become directors, determining the composition and compensation of the Board and its Committees, monitoring processes to assess Board effectiveness, and developing and implementing the Company's Corporate Governance Guidelines.

### Nominating and Corporate Governance Committee Members:

NAME	POSITION
1. Ms. Suvabha Charoenying	Chairman
2. Mr. Charamporn Jotikasthira	Member
3. Ms. Camille Ma	Member

### The Nominating and Corporate Governance Committee Charter

The Nominating and Corporate Governance Committee of the Board of Directors of the Company shall consist of a minimum of three directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. At least two members of the Committee shall be independent directors, and shall satisfy the Company's independence guidelines.

The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become board members, in determining the composition and compensation of the Board of Directors and its Committees, in monitoring processes to assess Board effectiveness, and in developing and implementing the Company's corporate governance principles.

In order to achieve these objectives, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareowner approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other director nominees and serving directors, in collectively serving the long-term interests of the shareholders.
2. To develop, and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.
3. To review the Board of Directors' Committee structure and to recommend to the Board for its approval of directors to serve as members of each Committee, and as Committee Chairs. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.
4. To develop and recommend to the Board of Directors for its approval of a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

5. To develop and recommend to the Board of Directors for its approval of an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.
6. To review on an annual basis director compensation and benefits and recommend changes to the Board as necessary.

The Committee shall have the authority to delegate any of its responsibilities to other subcommittees as the Committee may deem appropriate.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate. The Committee shall have authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of its charter and recommend any proposed changes to the Board for approval. Hence, the Committee shall hold at least 2 Nominating and Corporate Governance Committee meetings per year.

## Key Practices

The Nominating and Corporate Governance Committee has adopted the following key practices to assist it in undertaking the functions and responsibilities set forth in its Charter:

1. **Method of Evaluating Board and Committee Effectiveness.** The Committee will oversee the self-evaluation process which will be used by the Board and by its Committees to determine their effectiveness and identify opportunities for improvement. The Board and Committee self-evaluations should be done annually at their February meetings. In this regard, the Corporate Secretary will contact each director soliciting comments with respect to both the full Board and any Committee on which the director serves, as well as director performance and board dynamics. These comments should focus on how the Board can improve its key functions of overseeing executive development, financial performance, and other major issues such as business strategy, risk management, reputation and matters of corporate governance. In particular, the process will solicit ideas from directors concerning:
  - improving prioritization of issues;
  - improving the quality of Board and Committee meeting material and information;
  - improving quality of Board or Committee discussions on key matters;
  - identifying how specific issues over the past year could have been handled better;
  - identifying specific issues which should be discussed in the future; and
  - identifying any other matter of importance to Board functioning.

The Corporate Secretary will work with the Committee Chairs and the Chairman of the Board of Directors to organize the comments. Following that, appropriate options for changes at either the Board or Committee level will be determined. At the Board and Committee meetings, time will be allocated to discuss the comments and reach decisions relating to actionable items.

2. **Principles for Board Compensation.** In recommending to the Board the compensation and benefits for non-employee directors, the Committee will be guided by the following objectives:
  - (1) compensation should fairly pay directors for work required in a company of size and scope;
  - (2) compensation should, if possible, align directors' interests with the longterm interests of

shareholders; (3) and the structure of the compensation should be simple, transparent and easy for shareholders to understand. In implementing these goals, the Committee will recommend appropriate fees for non-employee and employee directors. With the endorsement of the Board these fees are submitted for ratification to the shareholders at the annual general meeting.

- **Committee Compensation.** Additional compensation will be paid to directors serving on the Audit Committee, the Nominating and Corporate Governance Committee, and the Compensation Committee. These fees will be presented and endorsed by the Board and submitted for ratification to the shareholders at the annual general meeting.

- 3. Director Nominee Qualifications and Process.** The Committee's minimum qualifications and specific qualities and skills required for directors are set forth in section 3 of the Company's Corporate Governance Guidelines. In addition, the Committee considers potential candidates recommended by current directors, Company officers, employees and others in the same manner regardless of the source of the recommendation.