

Nomination and Remuneration Committee Charter

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The Board of Directors has established the Nomination and Remuneration Committee as a sub-committee to be responsible for considering the remuneration of directors and senior executives of Thaire Group Holdings Public Company Limited (the “Company”) in a transparent and fair manner. Accordingly, the Board of Directors has defined the roles, duties, and responsibilities of the Nomination and Remuneration Committee as follows:

1. Composition and Qualifications of the Nomination and Remuneration Committee

1. The Committee shall consist of at least three (3) members, appointed by the Board of Directors.
2. At least one (1) member shall be an independent director.
3. The Secretary of the Committee shall be appointed by the Nomination and Remuneration Committee

2. Term of Office

Members of the Committee shall hold office for a term of three (3) years. A member who retires by rotation may be reappointed.

3. Scope of Authorities, Duties, and Responsibilities of the Nomination and Remuneration Committee

Nomination Duties

1. To consider and propose the structure, size, composition, and qualifications of the Board of Directors and sub-committees.
2. To establish policies, criteria, qualifications, and procedures for the nomination of directors and sub-committee members to replace those retiring or vacating office.
3. To identify, select, and nominate qualified candidates for directorships and sub-committee memberships for submission to the Board of Directors for approval and/or to the shareholders' meeting for approval, as the case may be.
4. To identify, screen, and propose qualified candidates for the position of Chief Executive Officer in the event of a vacancy, as well as to establish criteria and succession plans for key senior executive positions for submission to the Board of Directors.

Top management means the Chief Executive Officer and executives at the level of Senior Executive Vice President or equivalent.

Remuneration Duties

1. To establish policies and structures for remuneration and other benefits for directors and sub-committee members, ensuring that such remuneration is transparent, appropriate, and commensurate with responsibilities, taking into account duties, responsibilities, risks, and long-term shareholder value.
2. To establish policies for both short-term and long-term remuneration of senior executives, aligned with the Company's performance and individual performance.
3. To consider and propose annual remuneration for directors and sub-committee members for submission to the Board of Directors for endorsement and to the shareholders' meeting for approval.
4. To consider adjustments to annual remuneration for senior executives on an individual basis, as well as the annual salary increment budget for employees, in alignment with the Company's performance and individual performance, for submission to the Board of Directors for approval.

Other Duties

To perform any other duties as assigned by the Board of Directors with the approval of the Nomination and Remuneration Committee.

4. Meetings

The Committee shall hold at least one (1) meeting per year. A quorum shall consist of not less than one-half of the total number of members. Resolutions shall be passed by a majority vote.

This Nomination and Remuneration Committee Charter was approved by the Board of Directors' Meeting No.2/2026 held on 1 April 2026.

This Charter shall be effective from 1 April 2026 onwards.

Announced on 1 April 2026.