



Charter of Sub-Committees

To ensure corporate governance, the Board appoints sub-committees (committees) to perform specific jobs in support of certain investigations/screening under the responsibility of the Board.

1. Audit Committee

The Board is committed to the value of a good corporate governance process under transparent business management in accordance to the law, marked by integrity and honesty to the shareholders, business partners, and customers. The Audit Committee is therefore an integral tool of the Board in ensuring good corporate governance to foster stakeholders' confidence in the Company's adherence to the terms and code of conduct while maintaining an effective internal control system that is free from conflicts of interest and frauds. To this end, the Board has defined the following charter for the Audit Committee.

Composition

- 1) The Board appoints the Audit Committee.
- 2) The Audit Committee must be made up of independent directors.
- 3) At least three independent directors form the Audit Committee, and at least one of them must be adequately knowledgeable or experienced in accounting, finance, or audit to review the credibility of financial statements.
- 4) The Vice President, of the Company's Internal Control Office, shall serve as secretary to the Audit Committee.

Scopes, Duties and responsibilities of the Audit Committee

1. To ensure accuracy and adequacy of the Company's financial reporting according to Accounting Principles governed by laws.
 2. To ensure that the Company has a suitable and efficient internal control system and internal audit and to ensure the efficiency and adequacy of the risk management system.
 3. To review the performance of the Company to ensure compliance with the securities and exchange law, regulations of the exchange or laws relating to business of the Company.
 4. To review a connected transaction or transaction that may lead to conflict of interest or acquisition and disposition of assets transaction to ensure compliance with the laws and regulations of the Stock Exchange of Thailand (SET), and that it is reasonable and brings the highest benefit to the Company.
 5. To inspect and consider with the management on the defects that have been found and on the responses from the management.
 6. To empower the auditing and investigating of all related parties under the authorization of the Audit Committee and also to authorize hiring of an expert so as to audit and investigate in compliance with the Company's regulations.
 7. To prepare a report of the Audit Committee and disclose it in the annual report of the Company, and have such report signed by Chairman of the Audit Committee.
 8. To consider, select, nominate the person who is independent to be the Company's auditor, recommend remuneration of the Company's auditor, recommend the removal of the Company's auditor and, at least once a year, attend the private meeting with an auditor without management.
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9. To consider auditing scopes and plans of the external auditor and the Internal Control Office so that they are contributory to each other and to reduce double operations as concerns financial auditing.
10. To approve the Charter, audit work plans, budget, training plans and manpower of the Internal Control Office
11. To appoint, transfer, dismiss, and undertake annual evaluation of the Chief Audit Executive and review the independence of Internal Control Office.
12. To review the efficiency and effectiveness of internal control and risk management focusing on the issue of information technology.
13. In performing the duty of the Audit Committee, if there is transaction or act which could extremely affect the Company's financial status and the Company's performance, namely
 - Transaction which lead to conflict of interest
 - Dishonest, extremely unusual or remiss internal control system
 - Breaking the securities and exchange law, regulations of the exchange or laws relating to business of the Company

The Audit Committee has to report it to the Board of Directors so as to modify and revise within prescribed time. If the Audit Committee or executives does not modify and revise within the prescribed time, the Audit Committee is able to report this transaction or act to the Securities and Exchange Commission or the Stock Exchange of Thailand.

14. To review and consider the Self-Evaluation Tool for Countering Bribery of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).
15. To perform any other act assigned by the Board of Directors with approval of the Audit Committee.

Terms of office

1. The Audit Committee has a three year term, which includes the appointment and removal of members.
 2. Members who have completed their terms may be re-appointed as seen suitable by the Board.
 3. A member completes his or her term when he or she
 - Completes the three-year term
 - Is no longer a director of the Company
 - Resigns
 - Dies
 - Lacks qualifications under this charter or SET's criteria
 - Is dismissed by the Board.
 4. The resignation of a given member must be submitted to the Chairman of the Board at least 30 days ahead of the effective date. The Company will disclose via SET channel for acknowledgment.
 5. If a vacant position on the committee occurs for reasons other than term completion, the Board must appoint a qualified person in place of the resigned member and inform SET for acknowledgment. This replacement shall remain in office for the remaining term of the replaced member.
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2. Nomination and Remuneration Committee

The Board appoints the Nomination and Remuneration Committee.

Composition

- 1) The Nomination and Remuneration Committee is made up of at least three persons, and more than half must be independent directors. At least one member must be knowledgeable or experienced in personnel management.
- 2) The Chairman of the committee must be an independent director.
- 3) A member of this committee is to be appointed its secretary.

Scopes, duties and responsibilities of the Nomination and Remuneration Committee

1. Define qualifications needed for potential Directors and President.
2. Recommend qualified candidates for the positions of Directors and President to the Board of Directors.
3. Define criteria of remuneration for Directors and the President/General Manager.
4. Submit the remuneration for Directors to the Board of Directors and then for the shareholders for approval.
5. Submit the remuneration for the President/General Manager to the Board of Directors for approval.
6. Review and summarize the President/General Manager's succession plan every year and report it to the Board of Directors.
7. Perform other tasks assigned by the Board of Directors.

Terms of office

1. The Nomination and Remuneration Committee has a three year term.
 2. Members who have completed their terms may be re-appointed as seen suitable by the Board.
 3. If a vacant position on the committee or the Board occurs, the Board must appoint a qualified director in its place. This replacement shall remain in office for the remaining term of the replaced member.
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3. Enterprise-wide Risk Management Committee

The Board appoints the Enterprise-wide Risk Management Committee (ERMC).

Composition

- 1) The ERMC is made up of at least three members, at least one of whom must be an independent director and knowledgeable in risk management.
- 2) Qualified external parties can serve as members.
- 3) The President serves as a member and secretary.

Scopes, duties and responsibilities of the Enterprise-wide Risk Management Committee

1. Set policy, strategies and objectives of the Enterprise-wide risk management.
2. Develop Enterprise-wide risk management system in view of continuous efficiency.
3. Promote Enterprise-wide risk management at all levels of the organization.
4. Ensure that the Company has appropriate and efficient risk management.
5. The Chairman of the Enterprise-wide Risk Management Committee reports the findings to the Board of Directors' next meeting.
6. Perform other tasks as assigned by the Board of Directors.

Terms of office

1. The ERMC has a three year term.
 2. Members who have completed their terms may be re-appointed as seen suitable by the Board.
 3. If a vacant position on the committee or the Board occurs, the Board must appoint a qualified director in its place. This replacement can remain in office for the remaining term of the replaced member.
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4. Corporate Governance Committee

The Board appoints the Corporate Governance Committee.

Composition

- 1) The Corporate Governance Committee is made up of at least three directors, and at least one of whom must be knowledgeable in corporate governance practices by international standards.
- 2) An independent director must serve as Chairman of this committee.
- 3) The President serves as a member and secretary.

Scopes, duties and responsibilities of Corporate Governance Committee

1. Recommend the implementation of corporate governance to the Board of Directors.
2. Monitor the work of the Committee and the management in compliance with the principles of corporate governance.
3. Review the implementation of corporate governance by comparing it with international standards and recommend it to the Board of Directors for continual follow-ups.
4. Give the policy of corporate governance to the Company's corporate governance working team.
5. Perform other tasks as assigned by the Board of Directors.

Terms of office

1. The Corporate Governance Committee has a three year term.
 2. Members who have completed their terms may be re-appointed as seen suitable by the Board.
 3. If a vacant position on the committee or the Board occurs, the Board must appoint a director in its place. This replacement shall remain in position for the remaining term of the replaced member.
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