

**Scope and authority of subcommittee**

**1. Audit Committee consisting of 5 directors as follows:**

No.	Name	Position
1	Mr. Manu Leopairote	Chairman of the Audit Committee
2	Mr. Supong Chayutsahakij	Member of the Audit Committee
3	Mr. Lec Sicoravit	Member of the Audit Committee (Member who has knowledge, understanding and experience in the field of accounting and finance in auditing the Company's financial statements)
4	Mr. Sakthip Krairiksh	Member of the Audit Committee
5	Dr. Boonwa Thampitakkul	Member of the Audit Committee

**Authority of Audit Committee**

1. Audit the Company's financial statement to be accurate and sufficient.
2. Arrange the Company to sustain appropriate and efficient internal control and internal audit and consider independency of the internal audit section; and approve appointment, rotation and employment termination of a chief of internal audit section or other section being in charge of internal audit.
3. Audit that the Company comply with the laws governing securities and stock exchange, stock exchange requirements, and other laws applicable to the Company's business.
4. Consider, select, nominate, re-appoint and employment termination the person of independent nature to assume the duties as the Company's auditor and propose their remuneration; and attend a meeting with the auditor in absence of the management at least once a year.
5. Consider the related items or the items that may induce conflict of interests to be in compliance with laws and requirements of stock exchange to ensure that such items are reasonable and most beneficial to the Company.
6. Prepare a report of the Audit Committee to be disclosed in the Company's annual report, such report must be signed by the chairman of the Audit Committee and be at least incorporated with the following details:
  - (a) Opinions on accuracy, completeness and accountability of the Company's financial statement;
  - (b) Opinions on adequacy of the Company's internal audit system;
  - (c) Opinions on compliance with laws governing securities and stock exchange, stock exchange requirements or laws applicable to the Company's business;
  - (d) Opinions on suitability of auditor;
  - (e) Opinions on the items which may induce conflict of interest;
  - (f) Number of board's meetings and attendance of each Audit Committee;
  - (g) Overall opinions or comments given to the Audit Committee on compliance with charter;
  - (h) Other items which are considered to be known to the general shareholders and investors under the scope of duties and responsibilities assigned by the Company's board.
7. Other performance assigned by the Company's board with Audit Committee's approval.

## **2. Nomination and Remuneration Committee consisting of 3 directors as follows:**

<b>No.</b>	<b>Name</b>	<b>Position</b>
1	Mr. Lec Sicoravit	Chairman of the Nomination and Remuneration Committee
2	Mr. Manu Leopairote	Member of the Nomination and Remuneration Committee
3	Mr. Sakthip Krairiksh	Member of the Nomination and Remuneration Committee

### **Authority and Responsibilities of the Nomination and Remuneration Committee**

1. Setting the policies, criteria and procedures for recruiting, selecting and proposing the persons to assume the position of Directors, Subcommittees and Executives (equivalent to chairman of the executive committee) by taking the number of Committees as well as their qualifications into consideration for proposing to the Board of Directors' Meeting and/or the Shareholders' Meeting for approval in case of vacancy due to out of term or any other cases.
2. Being responsible to arrange for the Board of directors and Sub Committee to have their structure, size and composition appropriate to organization including adjust the same in conformity with the change of circumstances. The Board of Director must consist of persons having knowledge, ability and various experiences.
3. Setting the policies, criteria, procedures for remuneration payout for the Board of Directors, Subcommittees in each position and Executives (equivalent to chairman of the executive committee) in various forms such as meeting allowance, commission, bonus, welfare and other returns both in cash and in any kind including an Employee Stock Option Plan (ESOP Scheme) by taking into consideration the duties, responsibilities and works, comparison with other companies in similar business and the expected advantage of the Directors for proposing to the Board of Directors' Meeting and/or the Shareholders' Meeting for approval as the case may be.
4. Determining and fixing the frame of yearly bonus payment, rate of salary increment and other benefits proposed by Executives.
5. Prescribing the performance evaluation rules of the Board of Directors and Subcommittees in order to apply in evaluating the holistic performance of the directors.
6. Being responsible for explaining and answering any questions regarding details of nomination of directors and the directors' remuneration in the Shareholders' Meeting.
7. Reporting policies and principles/reasons of nomination procedures and in determining the remuneration of the Board of Directors, Subcommittees' members and management according to the SET guidelines by disclosing them in the Company's annual information disclosure form (56-1), annual report and signed by the Chairman of the Nomination and Remuneration Committee.
8. Organizing to have the Internal Nomination and Remuneration Charter reconsidered every year for proposing in the Board of Directors' Meeting for approval.
9. Performing any other duties as assigned by the Board of Directors.

### **3. Corporate Governance Committee consisting of 3 directors as follows:**

<b>No.</b>	<b>Name</b>	<b>Position</b>
1	Mr. Supong Chayutsahakij	Chairman of the Corporate Governance Committee
2	Mr. Sakthip Krairiksh	Member of the Corporate Governance Committee
3	Dr. Boonwa Thampitakkul	Member of the Corporate Governance Committee

#### **Authority and Responsibilities of the Corporate Governance Committee**

1. Proposing to the Board of Directors for approval of the policies, criteria, guidelines for work performance as to the Good Corporate Governance and Code of Ethics and their updates for the suitability of the Company's operation and in conformity with the international standard or practices and/or advice of the Stock Exchange of Thailand and the Securities and Exchange Commission as well as the relevant government sectors.
2. Monitoring performances of the Company to ensure that they are in conformity with their policies.
3. Proposing the provisions of Code of Business Conduct and Code of Best Practices to the Company's directors, executives and employees, with comments to the guidelines and suggestions for improvement as proper.
4. Promoting the culture dissemination of Good Corporate Governance to all level of employees for their comprehension and effective practices.
5. Considering to appoint working groups and to prescribe their responsibilities for supporting the operation of corporate governance and business conduct as deemed appropriate.
6. Having authority to invite and/or hire the third party possessing knowledge and skill to be a consultant and join the meeting with the Company's cost.
7. Reporting the performance of the Corporate Governance Committee by disclosing it in the Company's annual information disclosure form (56-1), annual report and signed by the Chairman of the Corporate Governance Committee.
8. Organizing to have the Internal Corporate Governance Committee Charter reconsidered every year for proposing in the Board of Directors' Meeting for approval.
9. Performing any other duties as assigned by the Board of Directors.

#### **4. Risk Management Committee consisting of 4 directors as follows:**

<b>No.</b>	<b>Name</b>	<b>Position</b>
1	Mr. Manu Leopairote	Chairman of the Risk Management Committee
2	Mr. Supong Chayutsahakij	Member of the Risk Management Committee
3	Mr. Lec Sicoravit	Member of the Risk Management Committee
4	Dr. Boonwa Thampitakkul	Member of the Risk Management Committee

#### **Authority and Responsibilities of the Risk Management Committee**

1. Prescribing the Company's overall risk management policy and framework covering significant risk factors, e.g. Strategic Risk, Operational Risk, Financial and Accounting Risk, Compliance Risk, Information System Risk, etc.
2. Determining strategies in consistency with risk management policy, which can measure, monitor and maintain acceptable risk levels of the Company.
3. Advocating and carrying forward for the cooperation in operation of the Company's overall risk management, and reviewing the adequacy of the risk management policy and system, which includes the system's effectiveness as well as the implementation of the prescribed policy.
4. Organizing to systematically and continuously evaluate and analyze damage that may incur both in normal and crisis circumstances, to ensure that the risk survey covers the whole business operation processes.
5. Supporting and developing the risk management throughout the organization in conformity with the international standard.
6. Regularly reporting the Board of Directors regarding areas to be improved in accordance with the prescribed policy and strategies.
7. Having authority to hire the outsourced consultant for advisory, with the Company's cost, after obtaining the Board of Directors' consent.
8. Reporting the performance of the Risk Management Committee by disclosing it in the Company's annual information disclosure form (56-1), annual report and signed by the Chairman of the Risk Management Committee.
9. Organizing to have the Internal Risk Management Committee Charter reconsidered every year for proposing in the Board of Directors' Meeting for approval.
10. Performing any other duties as assigned by the Board of Directors.