

## Scope of duties and authorizes of each Board and Sub-Committee

### The Board of Directors

#### Scope of duties and authorizes

1. To manage the Company according to the laws, the Objects in Detail, the Articles of Association and resolutions of the Shareholders' Meeting with integrity and prudence for the Company's interests.
2. To consider the company's visions obligations and business policy.
3. To review the Company's business and development plans to increase potential of itself and the subsidiaries
4. To consider budgets to maximum the business's economic values and for better returns to shareholders
5. To consider policy and succession plan of the President & CEO; to evaluate the Company's operations and senior executives' performances
6. To supervise and develop risk assessment
7. To supervise and develop the Company's corporate governance compliance
8. To supervise and set up an internal control and an internal audit system
9. To take care of interests of both major and minor shareholders so that they can equally exercise and maintain their interests while accessing accurate and complete information with transparency and accountability
10. To appoint committees in order to determine scopes of work and monitor their performances
11. To assess the President & CEO's work performances and the HR development policy

### The Financial and Risk Management Committee

#### Scope of duties and authorizes

1. To Supervise financial operations of companies within the Group
2. To supervise, screen, approve and monitor approved investment projects.
3. To assess and formulate a systematic, clear-cut and efficient risk management plan.
4. To supervise and monitor risk assessment tasks as well as to adjust and develop the risk management on a regular basis.

## The Audit Committee

### Scope of duties and authorizes

1. To review an annual financial statement already audited by auditors and to ensure that it meets the generally-accepted accounting principles; to consider and screen financial information together with the Financial and Risk Management Committee and the auditors before releasing it to the third party
2. To select, propose for appointment and determine auditor's fees
3. To review material problems and obstacles the auditor may come across while performing his duty and to settle differences between the auditor and the management
4. To supervise and ensure that proper and efficient internal control and internal audit systems are in place according to international standards
5. To set up a defensive work system for business units in the Company to increase operation efficiency and effectiveness
6. To review an annual internal audit plan proposed by the Internal Audit Office
7. To supervise, review and offer opinions towards the Internal Audit Office's performances, the performances of accounting director and finance director and the coordinate with auditors regarding financial auditing
8. To promote and support the development of a financial reporting system that meets the international standards
9. To control company's compliance with the laws on securities and exchange and other legislations relating to its business
10. To determine fraud prevention measures and review results of a corruption inspection report
11. To review the accuracy and effectiveness of information technology relating to the internal control system; to offer advice for regular updates
12. To consider the Company's information disclosure in case of connected transactions or transactions which may involve conflict of interest to ensure that all are correct, sound and carried out in a normal course of business
13. To prepare the Audit Committee's report to be signed by chairman of the Committee and disclosed it in the Company's annual report
14. To act otherwise as required by the laws or entrusted by the Board of Directors; when performing along its scopes of work, the Audit Committee shall be empowered to order President & CEO, senior executives, heads of department or related staff to provide their opinions, participate in meeting or submit documents deemed necessary or relevant.

### The Nominating and Corporate Governance Committee

#### Scope of duties and authorizes

1. To determine the Board of Directors' composition and qualification of its members as well as members of board committees
2. To nominate candidates for the Board of Directors and member of board committees
3. To evaluate the board's and each committee's performance
4. To propose corporate governance policies and guidelines to the Board of Directors and to review and update such policies and guidelines on ongoing basis
5. To ensure that the Board of Directors and management's operations are being conducted within corporate governance policies and guidelines.
6. To promote knowledge acquisition for the company's nature of business, regulations, and strategy.

### The Management Development and Compensation Committee

#### Scope of duties and authorizes

1. To assess and evaluate performances; to determine annual remunerations and a compensation structure of President & CEO while offering him an advice regarding remunerations of senior executives
2. To consider a plan to develop skills and competency of President & CEO nominees (in case of change)
3. To review significant HR policies i.e. HR policy and budgeting, annual remunerations, bonus payment and structure of staff's remunerations
4. To consider an allocation of the Employees Share Options Program (ESOP) in case such allocation exceeds 5 per cent of the program's shares.