

(Translation)

Roles and Responsibilities of the Board of Directors and the Committee

Board of Directors' roles and responsibilities are:

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 determine the company's visions, obligations and business policy.
3. To review the business development plans to increase potential of itself.
4. To consider budgets to maximum the business's economic values and for better returns to shareholders.
5. To formulate the compensation policy and a succession plan of executives.
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 performance evaluation's executives and the HR development policy.

Term of Directors: 3 years each term. At the Annual General Meeting of Shareholder (AGM), one-third of all directors shall resign by rotation. The resigning directors may be re-elected.

Audit Committee's duties assigned by the Board of Directors as follows:

1 To review the accuracy and sufficient disclosure of the Company's reports on both financial and non-financial performance while offering opinions and management guidelines to ensure the appropriateness and transparency of the Company's operations.

2 To review the appropriateness and sufficient of Company's Internal Control System and the effectiveness and efficiency of Internal Audit Function. To consider the independence of internal audit department, as well as to approve the appointment, transfer or dismissal of the head of internal audit department or any other departments responsible for internal audit work.

3 To review the Company's Compliance Procedure in accordance with the Securities and Exchange Acts, requirements of the Stock Exchange of Thailand or any laws relevant to the Company's business.

4 To review the effectiveness and suitability of the Company's Risk Management while providing the recommendations and the systematically monitoring on the issues with significant progress.

5 To review the existence of Company's Internal Control Measures including the supervision, implementation on anti-corruption measures and risk assessment as well as provide the recommendations, and report the audit result with regard to the Anti-Corruption Measure to the Board of Directors regularly.

6 To select and propose the appointment an independent person to perform the duties of the Company's auditor, also propose the remuneration for such person, as well as to attend meeting with the auditor at least once a year without a presence of the management.

7 To consider connected transactions or transactions with potential conflict to ensure compliance with all pertinent laws and requirement of the Stock Exchange of Thailand and to be certain that such transactions are reasonable and for maximum benefit of the Company.

8 To prepare the Audit Committee's report to be disclosed in the Company's Annual Report. The report must be duly signed by the Chairman of the Audit Committee and comprise at minimum the following information:

- 8.1 Opinion in respect of the accuracy, completeness, reliability of the Company's financial reports and non-financial reports.
- 8.2 Opinion toward the Risk Management.
- 8.3 Opinion regarding the adequacy of the Company's Internal Control System.
- 8.4 Opinion toward the compliance with the Securities and Exchange Acts, requirements of the Stock Exchange of Thailand or laws relevant to the Company's business.
- 8.5 Opinion about the connected transactions or transactions with potential conflict of interest.
- 8.6 Opinion about the Implementation of Counter-corruption Measures.
- 8.7 Opinion about Internal Audit.
- 8.8 Opinion about the suitability of the Auditor.
- 8.9 Numbers of the meetings of the Audit Committee and attendance by each committee member.
- 8.10 Opinions or remarks in whole of the Audit Committee obtained from performing duties under the charter.
- 8.11 Other items that should be known by its shareholders and general investors under the scope of duties and responsibilities assigned by the Board of Directors.

9 The Audit Committee has the right to attend trainings or to participate in activities in order to increase knowledge on concerning work by using the Company's resources.

10 To review and amend the Audit Committee Charter and propose to the Board of Director for approval.

Term of Audit Directors: 3 years each term.

The Strategic and Investment Committee's roles and responsibilities are:

1. To consider and formulate the business plan and long term strategy of the Company with the President and management and propose to the Board of Director for final approval.
2. To supervise and approve investment projects and divestment transactions as set out in the Company's master plan. The Committee's responsibilities shall include preliminary approvals of project feasibility, financial returns, and review of risks associated with the project, financial structure and source of financing.
3. To provide recommendation to management in relation to business opportunity.

Term of Strategic and Investment Directors: 3 years each term.

Nominating and Corporate Governance Committee's roles and responsibilities are:

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 determine the remuneration of directors.

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 evaluate the Board of Directors and each committee's performance and 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.

Term of Nominating and Corporate Governance Director: 3 years each term.

Management Development and Compensation Committee's roles and responsibilities are:

1. To assess and evaluate performances; to determine annual remunerations and a compensation structure of President while offering him/her an advice regarding remunerations of senior executives.
2. To consider a plan to develop skills and competency of President Nominees (in case of change).
3. To determine significant HR policies i.e. and structure of staff's remunerations for Annual Remunerations and Budgeting, Rewards (bonus), etc.
4. To consider an allocation of the Employees Share Options Program (ESOP) in case such allocation exceeds 5 percent of the program's shares.

Term of Management Development and Compensation Directors: 3 years each term.