

(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 Objectives in Detail, the Articles of Association and the 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, improve its competency and assess the company performance.
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 the committees, determine scopes of work and monitor their performances.
11. To conduct the executive performance's evaluation and consider 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** roles and responsibilities are:

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 program and risk assessment as well as provide the recommendations, and report the audit result with regard to the Anti-Corruption Program to the Board of Directors regularly.

6. To select and propose the appointment of an independent person to perform the duties of the Company's auditor and the remuneration, 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 Anti-corruption Program.
- 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 by using the Company's resources.

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

**Term of Audit Directors:** 3 years each term.

**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 the committees.
2. To nominate candidates for the Board of Directors and member of the committees.
3. To determine the Remuneration of Directors and the directors of the committees.
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 conformed to the 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 evaluate the performance and determine the annual remunerations and the compensation structure of President while offering him/her an advice regarding remunerations of senior executives.
2. To consider a succession plan of President as well as a Skills and Competency Development Plan of the potential candidates for President Position and to give an advice to the President on the Executive Succession Plan Development.
3. To acknowledge the report on the succession plan of Executive Vice President level.
4. To determine the significant HR policies and the structure of staff's remunerations' policy: the Annual Remunerations policy and Budgeting, Rewards (bonus), etc.
5. 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.