

(Unofficial Translation)

## CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is the committee appointed by the Board of Directors to be Corporate Governance Committee which the Chairman of this Committee must be Independent Director with sufficient knowledge to control corporate activities within a corporate governance policy assigned by the Stock Exchange of Thailand.

### 1. Objective

The Corporate Governance Committee has objectives as follow;

- 1.1 Define and review corporate governance policies of the Company in accordance with international standards and the principles that guided the good governance of government agencies or other related parties.
- 1.2 Support and promote the Company's operational efficiency with transparency, credibility and accountability.
- 1.3 Communicate and develop knowledge and understanding of the corporate governance principles to directors, managements and employees for the integrity and recognizing the importance of corporate governance.
- 1.4 Supervise and monitor the directors, management and employees to follow the principles of corporate governance properly and effectively in order to increase the confidence of shareholders, investors and other stakeholders.

### 2. Composition

- 2.1 The Chairman and the Corporate Governance Committee Member will be selected from the Directors and appointed by the Board of Directors.
- 2.2 The Corporate Governance Committee consists of at least 3 Directors of the Company, more than half of the committee must be independent Director and Chairman of the committee must be an independent Director.
- 2.3 Management in the corporate governance or related department or the assigned management will be secretary of the committee.

### 3. Term of Service

The Chairman of the Corporate Governance Committee and the Committee Member have term of service according to their terms of being the Board of Directors.

### 4. End of Service

Corporate Governance Committee will end their service by following reasons;

- 4.1 Expire from term of service of the Board of Directors
- 4.2 Unqualify or prohibited from being Corporate Governance Committee
- 4.3 The Board of Directors has resolution to discharge

- 4.4 Dead
- 4.5 Resign

## **5. Qualification**

Corporate Governance Committee has the following qualifications;

- 5.1 Being as one of the Board of Directors
- 5.2 Able to dedicate sufficient time to work for Corporate Governance
- 5.3 Having all qualifications to be Independent Director pursuant to the Notification of the Capital Market Supervisory Board
- 5.4 Having knowledge and appropriate experience for independently discretion to enhance the Company's Corporate Governance.

## **6. Duties and Responsibilities**

- 6.1 Propose and review the policy on the good governance, and Anti-Corruption Policy of the Company to the Board of Directors.
- 6.2 Develop and review the process or guidelines on good governance to present or recommend to the Board of Directors.
- 6.3 Follow up and monitor the operations of the management to comply with the policies and guidelines on good governance of the Company approved by the board.
- 6.4 Perform other duties as the board assigns related to the good governance.
- 6.5 Report on the operations about the supervision of the Company to the board.

## **7. Meetings of the Corporate Governance Committee**

- 7.1 Meeting of the Corporate Governance Committee should be held at least once a year.
- 7.2 The quorum for a meeting is more than half of the Total members of the Corporate Governance Committee.
- 7.3 The resolution of the Corporate Governance Committee is in majority vote except there are two (2) members in the meeting, the resolution must be unanimous.
- 7.4 The Corporate Governance Committee may consult with independent Advisors if necessary at cost of the Company.

## **8. Reporting of the Corporate Governance Committee**

- 8.1 Report the performance of Corporate Governance Committee to the Board of Directors at least once a year.
- 8.2 Prepare and report the performance of Corporate Governance Committee by disclosure in the Company's annual report and Form 56-1 as defined by the SET.

## **9. Corporate Governance Committee's Remuneration**

The Corporate Governance Committee will receive the remuneration as approved by the general meeting of shareholders.

The Charter of The Corporate Governance Committee has been approved by the Board of Directors meeting No. 5/2018 held on 10 May 2018, and shall be effective from 10 May 2018 onwards.

- *Signature* -

(Mr. Yanyong Kurovat)

Chairman of the Board of Directors