Committee Charters

Audit Committee Duty and responsibilities

1. To review the Company's financial reporting process to ensure that it provides accurate and adequate reports;

2. To review the Company's internal control system including risk management and internal audit system to ensure that they are suitable and effective, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;

3. To review the Company's compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, and the laws relating to the Company's business;

4. To consider and make recommendation on the appointment, re-appointment, and removal of an independent person to be the Company's auditor, and to propose the auditing fee, as well as to attend a non-management meeting with an auditor at least once a year;

5. To consider the Connected Transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company;

6. To prepare, and to disclose in the Company's annual report, an Audit Committee's Report which will be signed by the Audit Committee's Chairman and consist of at least the following information:

    a) an opinion on the accuracy, completeness and creditability of the Company's financial report,

    b) an opinion on the adequacy of the Company's internal control system,

    c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,

    d) an opinion on the suitability of an auditor,

    e) an opinion on the transactions that may lead to conflicts of interests,

    f) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member,

    g) overall opinion or observation gained by the Audit Committee from its performance of duties in accordance with the charter, and

h) other any information which, in the Audit Committee's opinion, should be made known to the shareholders and general investors, within the scope of duties and responsibilities as assigned by the Company's Board of Directors; and

7. To perform any other acts as required by law or as delegated by the Board of Directors.

Compensation and Nominating Committee Duty and Responsibilities

The Compensation and Nominating Committee is responsible for making recommendations to the Board of Directors regarding the compensation of directors and CEO; and the nomination of directors of the Company.

1. To recommend to the Board regarding the Board's recommendations to be made to Shareholders Meeting(s) on compensation for directors;
2. To recommend to the Board regarding nomination of directors;
3. To evaluate the CEO and to determine the compensation of the CEO. Upon request, the Committee shall provide the CEO with consultation regarding compensation for the Chief Financial Officer, Managing Director and General Counsel."

Finance Committee Duty and Responsibilities

The role of the Finance Committee is to assist the Board in overseeing the financial management and performance of the Company. To perform this role, the Finance Committee shall meet regularly with management and shall comment and give opinions on any recommendations of management to the Board of the Directors of the Company (the "Board") regarding long and short term financial strategies, annual budgets for capital and operating expenses, the creation or assumption of substantial liabilities or debt, the issuance of equity, acquisitions and dispositions of material assets, and any material revenue generation or enhancement proposal otherwise presented to the Board. The Finance Committee will also be responsible for monitoring and evaluating the financial performance of the Company against the Company's budget.

The Finance Committee will provide a brief summary of its activities at each board meeting and will submit with the CFO any action requiring full board approval.

Corporate Governance Committee Duty and Responsibilities

1. Propose corporate governance policy of the Company to the Board of Directors;
2. Advise the Board of Directors on matters concerning corporate governance;
3. Ensure that the duties and responsibilities of the Board and management comply with corporate governance policy;

4. Review the corporate governance policy of the Company and propose recommendation for revision to the Board of Directors to continuously ensure consistency and compatibility with the businesses of the Company; and

5. To perform any other act as delegated by the Board of Directors.

Executive Committee Duty and Responsibilities

1. Formulate business direction, mission, strategies, business plan and financial goals and submit to the Board of Directors for approval including ensure President and Executives have the effective implementation of the Company's business plan in accordance with relevant laws and regulations.
2. Review andA approve matters related to the business such as Investments, Major Asset Acquisition and Distribution, Contingent Liabilities and Borrowing, Budget and Expenditure, Organization Management and Human Resource Matters etc. that subject to authority delegated from the Board of Directors. In addition, Executive Committee has no authority to approve any related party transaction or transaction which may have conflicts of interest with the Company or its subsidiaries, such transaction must be carried out according to relevant laws and regulations.
3. Scrutinize issues and tasks prior to their submission to the Board of Directors for consideration, except where the tasks are under the responsibility or authority of other sub committees, they will be scrutinized by such related Committees prior to being directly submitted to the Board of Directors.
4. Acknowledge of internal audit reports concerning preventive and audit measures. Damage or possible loss which could severely affect the company must be immediately reported by the Group Internal Audit to the Executive Committee.
5. Consider or approve any issues which are assigned by the Board of Directors.

In the case that the Executive Committee resolves or directs that a person or a group of persons be authorized to perform a task on its behalf, such authorization may not be sub-delegated to a third person unless it is allowed in the Executive Committee's initial authorization.