

The Scope of Authority and Duties of the Board of Directors

1. Perform its duties with honesty, integrity and prudence in accordance with the law and the Company's objectives and Articles of Association including the resolutions of shareholders' meetings, and carefully protect the Company's interests;
2. Set out the vision, policy and direction of the Company's operations and supervise the management team to act in accordance with plans which are set out efficiently and effectively, and thereby maximize the economic value and wealth of the Company and its shareholders;
3. Consider and approve major issues such as large investments, purchase of assets etc. and any actions/transactions as prescribed by law;
4. Approve and/or agree to major related transactions between the Company and its subsidiaries in compliance with the relevant notifications, regulations and guidelines of the Stock Exchange of Thailand;
5. Assess the performance of the Chief Executive Officer and high level executives, and assign appropriate remuneration on a regular basis;
6. Be responsible for overseeing operational results and the management team's performance to ensure due attentiveness and care;
7. Arrange appropriate accounting systems, including the production of financial reports and a reliable auditing system; oversee and monitor the effectiveness and efficiency of the internal control, internal audit and risk management systems;
8. Ensure avoidance of conflict of interests amongst the Company's stakeholders;
9. Supervise business operations to enforce ethical work standards;
10. Annually review the Company's corporate governance policy and assess due compliance;
11. Report on the execution of the Board of Directors' responsibility to prepare financial reports, along with the external auditor's report in the annual report covering key issues according to the Company's policy statement and the Stock Exchange of Thailand's Code of Best Practices for Directors of a Listed Company.

The Scope of Authority and Duties of the Sub-Committees

1. The Scope of Authority and Duties of the Audit Committee

1. Review the accuracy of the Company's financial reports in accordance with legally defined accounting principles, and to ensure that there is adequate disclosure;
2. Review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine the internal audit unit's independence, as well as to approve the appointment, transfer, dismissal, performance appraisal and remuneration of the Chief of Internal Audit;
3. Review the Company's compliance with the law on securities and exchange, SET's regulations, and the laws relating to the Company's business;
4. Consider, select and nominate an independent person to be the Company's external auditor, and propose the auditor's remuneration. The Audit Committee shall hold the meeting with the external auditor without management in attendance, at least once a year;
5. Review the policy on the engagement of an external audit firm to provide non-audit services for the Company;
6. Review all Connected Transactions, or any transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and regulations of the SET, and are reasonable and beneficial to the Company;
7. Review whether the Company has established an appropriate and effective risk management system;
8. Review and approve the Charter of Internal Audit activities, annual audit plan and activities of Internal Audit, and coordinate with the external auditor;
9. Prepare, and disclose in the Company's annual report, the Audit Committee's report which must be signed by the Audit Committee's Chairman and consist of at least the following information:
 - (1) An opinion on the accuracy, completeness and creditability of the Company's financial report;
 - (2) An opinion on the adequacy of the Company's internal control system;
 - (3) An opinion on the compliance with the law on securities and exchange, SET's regulations, or the laws relating to the Company's business;
 - (4) An opinion on the suitability of the auditor;
 - (5) An opinion on any transactions that may lead to conflicts of interests;
 - (6) The number of Audit Committee meetings, and the attendance of such meetings by each committee member;
 - (7) An opinion or overview comment received by the Audit Committee regarding its performance of duties in accordance with the charter; and
 - (8) Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors;
10. Continue the inspection when the external auditor informs of any suspicious circumstance whereby the director, manager or any person responsible for the operation of such juristic person commits an offence under the Security and Exchange Act, and the Audit Committee shall report the result of preliminary inspection to the Office of the Securities and Exchange Commission and the external auditor within thirty days from the date reported by the external auditor;
11. Report the performance of the Audit Committee to the Board of Directors at least four times a year. In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period of time that the Audit Committee deems fit:
 - (1) Any transaction which causes any conflict of interest; or
 - (2) Any fraud, irregularity, or material defect in an internal control system; or
 - (3) Any infringement of the law on securities and exchange, SET's regulations, or any law relating to the Company's business,

If the Company's Board of Directors or management fails to make a rectification within the period of time specified under the first paragraph, any Audit Committee member may report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or SET;

12. Have the authority to invite concerned executives, management and officers of the Company to express opinions, attend meetings or deliver documents as deemed necessary;

13. Engage consultants or independent persons to provide opinions, advice or work, if necessary;
14. Review the Company's compliance with Reporting and Investigation of Misconduct and Fraud and Whistleblower Protection Policy, and consider all concerns of misconduct or fraud and the final investigation report quarterly, and be one channel to receive complaints according to such policy;
15. Review and evaluate the scope of the performance of the Audit Committee on an annual basis;
16. Review this charter annually and make proposals to the Board of Directors for approval if changes are needed; and
17. Perform other duties as assigned by the Board of Directors of the Company with the consent of the Audit Committee.

2. The Scope of Authority and Duties of the Leadership Development and Compensation Committee

1. Fix appropriate annual remuneration in monetary and/or non-monetary form for the Board of Directors, committee members, and high level executives for the benefit of shareholders as a whole;
2. Prepare policy and guidelines to designate appropriate remuneration of the Board of Directors and high level executives to be proposed to the Board of Directors and/or the shareholders' meetings for approval;
3. Review and approve the Company's performance in order to determine the annual KPI bonus and merit-based salary increase across the Company;
4. Consider and approve the Long Term Incentive Plan and related practices;
5. Consider and approve the performance evaluation of the Chief Executive Officer of the Company and its subsidiaries and those high-level executives who report directly to the Chief Executive Officer in order to determine their bonus, merit-based salary increase and long term incentives;
6. Consider and approve the annual bonus allocation of the Board of Directors;
7. Disclose policies governing the directors' remuneration including principles/purposes and objectives in the annual report;
8. In conjunction with the Chief Executive Officer, identify and evaluate potential successors for the Chief Executive Officer position of the Company and its subsidiaries and those high level executives who report directly to the Chief Executive Officer, and report annually to the Board of Directors on executive succession planning;
9. In conjunction with the Chief Executive Officer, introduce succession planning policies for the Chief Executive Officer position of the Company and its subsidiaries and those high level executives who report directly to the Chief Executive Officer;
10. Oversee the annual performance review evaluation process for the Chief Executive Officer and executives;
11. Engage consultants or independent persons to provide opinions or advice if necessary, especially on leadership development;
12. Be accountable to the Board of Directors and under obligation to explain its decisions at the shareholders' meetings, and answer any questions that may arise;
13. Review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval;
14. Regularly report the performance of the Audit Committee to the Board of Directors as well as any material issues that merit the Board of Directors' attention;
15. Have the authority to invite concerned management, executives and officers of the Company to express opinions, attend meetings or deliver documents as deemed necessary; and
16. Take any other action that may from time to time be assigned or delegated to the Committee by the Board of Directors.

3. The Scope of Authority and Duties of the Nomination and Corporate Governance Committee

1. Designate criteria and policy with respect to the nomination of Board members and committee members of the Company;
2. Supervise implementation of the policy on the good corporate governance of the Company, annually review such policy including making recommendations of any revision thereof for further consideration by the Board of Directors;
3. Consider and nominate appropriate persons to become Board members and/or committee members to be proposed to and approved by the Board of Directors and/or at shareholders' meetings, as the case may be; and
4. Perform other tasks as designated by the Board of Directors.

4. The Scope of Authority and Duties of the Sustainable Development Committee

1. Define policy, strategy, operating target and sufficient budget including any other relevant action in connection with sustainability development and propose to the Board of Directors for approval;
2. Propose any material issues of the Company in connection with sustainability development to the Board of Directors for consideration;
3. Ensure that the implementation of sustainability development policy and strategy meets the target;
4. Advise and assist the Chief Executive Officer concerning the sustainability development operations;
5. Report the sustainability development performance to the Board of Directors;
6. Review the sustainability development report and make proposals to the Board of Directors for approval; and
7. Perform other tasks as designated by the Board of Directors.

5. The Scope of Authority and Duties of the Executive Committee

1. Formulate the Company's strategic direction, management structure, and annual business plan and budget for the Board of Directors' approval;
2. Monitor the Company's financial and operating results, and keep the board members informed by monthly report;
3. Review and approve all transactions concerning investments and disposal of assets, human resource management, finance and treasury, general administration and any other transaction related to the Company's business within the limits of authorization granted by the Board of Directors;
4. Delegate the Committee's authority to any member of the management or staff as it deems appropriate. However, such authority does not permit the Committee or appointed persons to approve any transaction between them or related persons having mutual benefits or conflicts of interest (as prescribed in the Company's Articles of Association and Notifications of the Securities and Exchange Commission). The approval for transactions shall be made in accordance with the policies and principles already determined by the Board of Directors and regulatory bodies;
5. Report to the Board of Directors on a quarterly basis regarding the material actions taken by the Committee under the Chairman of the Executive Committee Report agenda;
6. Annually evaluate its own performance and assess the adequacy of this Charter which may be simultaneous with the performance evaluation of the Board of Directors and other Sub-Committees; and
7. Take any other action that may from time to time be assigned or delegated to the Committee by the Board of Directors.