

Nomination and Remuneration Committee Charter

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Nomination and Remuneration Committee has been appointed by board of directors and be responsible for board of directors' and top management's remuneration by making sure that all are considered with transparency and fairness. The role and responsibilities of the committee are approved by board of directors as follows:

1. The composition and qualification of Nomination and Remuneration Committee

- 1.1. The Nomination and Remuneration Committee consists of minimum 3 directors and shall be appointed by Board of Directors.
- 1.2. The Secretary to the Nomination and Remuneration Committee shall be appointed by the Nomination and Remuneration Committee or Board of Directors as deemed appropriate.

2. Term of Office

The Nomination and Remuneration Committee has tenure of 3 years and the retired director may be re-appointed.

3. Authorities, Duties and Responsibilities of Nomination and Remuneration Committee

Nomination Responsibilities

1. To determine and recommend structure, size and composition and qualifications of the Board of Directors and sub-committee.
2. To determine policy, criteria, qualifications and nominating procedures for the appointment of directors and sub-committee members to replace those who completing their terms.
3. To recommend and nominate directors and sub-committee members from qualified candidates and propose to the Board of Directors or to Shareholder's Meeting for consideration and approval, as the case may be.
4. To select, screen and propose the qualified person for the position of Chief Executive Officer whenever this is vacant including to propose the criteria and succession plan of top management for Board of Director's consideration.

Top management means Chief Executive Officer and the President Level

Remuneration Responsibilities

1. To determine a policy and structure of remuneration and other benefits for directors and sub-committee members based on transparent criteria and reasonable with the duties, responsibilities, related risks and also take into account on the increase of long-term shareholders' equity.
2. To determine the remuneration policy of top management for both short term and long term which will be in line with the Company's and their performance.
3. To determine the annual remuneration of the Board of Directors and sub-committee members to propose to Board of Directors for consideration and to Shareholder's Meeting for approval.
4. To determine the annual remuneration of each top management and annual salary increment budget of staff which will be in line with the Company's performance and proposed to Board of Directors for approval.

Other Responsibilities

To perform any other duties as assigned by the Board of Directors with the consent of the Nomination and Remuneration Committee.

4. Meetings

The Nomination and Remuneration Committee must hold the meeting at least once a year and not less than half of the directors attend the meeting to constitute a quorum. The resolution of the directors shall be by majority votes.