

## Nominating and Compensation Committee Charter

### 1. Composition and qualifications

The Board of Directors is responsible for the appointment of the Nominating and Compensation Committee by electing appropriate persons from the members of the Board of Directors and/or any qualified candidates. The Chairman of the Committee has to be nominated from the Company's Independent Director.

### 2. Term

Term of each member is 1 year. The Board of Directors will annually consider and select appropriate persons from the members of the Board of Directors and/or any qualified candidates to replace those who retire by rotation in the first board meeting after Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term. In case of vacancy, the Nominating and Compensation Committee will consider appropriate person propose to the Board of Directors for replacement.

### 3. Duties and Responsibilities

1. Recruit, select, and nominate appropriate candidates for independent directors, Chairman of the Boards and Board members proposed to the Board of Directors for consideration and/or further approval of the shareholders when those positions are vacant due to termination of terms or other reasons.
2. Recruit, select, and nominate appropriate candidates for members of the committees, CEO and top management proposed to the Board of Directors for consideration when such position is vacant as well as propose criteria for management succession plan.
3. Propose remuneration policy, guidelines in paying out compensation and other benefits for the Board of Directors, Committees, Chief Executive Officer and top management of which are appropriate for each person's responsibilities and consistent with the Company's performance and market conditions.
4. Evaluate Company's performance for consideration of the annual bonus and merit increase.
5. Review the Company's salary structure and other benefits.

### 4. Meeting

1. The Nominating and Compensation Committee shall convene the meeting at least 2 times a year, ~~which will depend~~ on situation and necessary.
2. The agenda and supporting documentation should be delivered to the members of the Nominating and Compensation Committee ~~prior to the~~ meeting date.
3. A ~~constitution of~~ quorum of the Nominating and Compensation Committee meeting is required attendance of ~~members of~~ no less than 50%.
4. All resolutions of the Nominating and Compensation Committee meeting shall be ~~passed by the~~ majority votes ~~of the members presented at the meeting~~. The ~~member~~ who has ~~conflict of interest~~ will not participate in ~~any agenda that they have conflict of~~ interest.

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### 5. Reporting

The Nominating and Compensation Committee shall ~~from time to time~~ report its performances to the Board of Directors and ~~provide~~ annual performances ~~report~~ to shareholders in the Annual Report ~~with~~ following details:

1. Number of the Nominating and Compensation Committee meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.

## Corporate Governance Committee Charter

### 1. Composition and qualifications

The Board of Directors is responsible for the appointment of the Corporate Governance Committee by electing appropriate persons from the members of the Board of Directors and/or any qualified candidates. The Chairman of the Committee has to be nominated from the Company's Independent Director.

### 2. Term

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and/or any qualified candidates propose for further consideration and appointment from the Board of Directors in the first board meeting after Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

### 3. Duties and Responsibilities

1. Responsible for governing and monitoring business operation and performance of committees, management and employees of the Company to comply with the principles of good corporate governance, Company's policies and related laws.
2. Establish and review the Company's significant procedures and practices to comply with the principles of good corporate governance.
3. Regularly review the Company's policies, principles and practices.
4. Provide suggestions relevant to business ethics and best practices to the Company's directors, management and employees.
5. Ensure that the principles of good corporate governance are performed on practice continuously and appropriately.
6. Report to the Board of Directors the Company's good corporate governance along with its opinions for the practices and recommendations for appropriate improvements.

### 4. Meeting

1. The Corporate Governance Committee shall convene the meeting at least 2 times a year, ~~which will depend~~ on situation and necessary.
2. The agenda and supporting documentation should be delivered to the members of the Corporate Governance Committee ~~prior to the meeting date~~.
3. A ~~constitution of~~ quorum of the Corporate Governance Committee meeting is required attendance of ~~members of~~ no less than 50%.
4. ~~All resolutions~~ of the Corporate Governance Committee meeting shall be ~~passed by the majority votes of the members presented at the meeting~~. The ~~member~~ who has ~~conflict of interest~~ ~~will~~ not participate in ~~any agenda that they have conflict of interest~~.

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### 5. Reporting

The Corporate Governance Committee shall ~~from time to time~~ report its performances to the Board of Directors and ~~provide~~ annual performances ~~report~~ to shareholders in the Annual Report ~~with~~ following details:

1. Number of the Corporate Governance Committee meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.

## Risk Management Committee Charter

### 1. Composition and qualifications

The Board of Directors is responsible for the appointment of the Risk Management Committee by electing appropriate persons from the members of the Board of Directors, management and/or any qualified candidates. The nominated committee's member will appoint the chairman of Risk Management Committee from the committees members.

### 2. Term

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors, management and/or any qualified candidates propose for further consideration and appointment from the Board of Directors in the first board meeting after Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

### 3. Duties and Responsibilities

1. Set clear business directions, identify, analyze and investigate significant risk factors as well as specify strategies to manage those risks.
2. Set risk management standards for use as guidelines in each work unit.
3. Supervise to ensure that such measures are fully communicated and employees have complied with them.
4. Provide for a systematic and continued evaluation and analysis of damage that may occur to make sure that risk survey has covered all processes of business operations.
5. Support and develop risk management continually to cover all organization and comply with international standard.

### 4. Meeting

1. The Risk Management Committee shall convene the meeting at least 2 times a year, ~~which will depend~~ on situation and necessary.
2. The agenda and supporting documentation should be delivered to the members of the Risk Management Committee ~~prior to the meeting date.~~
3. A ~~constitution of~~ quorum of the Risk Management Committee meeting is required ~~attendance of~~ ~~members of~~ no less than 50%.
4. ~~All resolutions~~ of the Risk Management Committee meeting shall be ~~passed by the~~ majority votes of ~~the members presented at the meeting.~~ The ~~member~~ who has ~~conflict of interest~~ ~~will~~ not participate in ~~any agenda that they have conflict of interest.~~

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### 5. Reporting

The Risk Management Committee shall ~~from time to time~~ report its performances to the Board of Directors and ~~provide~~ annual performances ~~report~~ to shareholders in the Annual Report ~~with~~ following details:

1. Number of the Risk Management Committee meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.

## Executive Committee Charter

### 1. Composition and qualifications

The Board of Directors is responsible for the appointment of the Executive Committee by electing appropriate persons from the members of the Board of Directors and management. CEO of the Company will be the Chairman of the Executive Committee.

### 2. Term

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and management propose for further consideration and appointment from the Board of Directors in the first board meeting after Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

### 3. Duties and Responsibilities

1. Set Company's strategies and business plan as well as the Company's management structure and delegation of authorities for further approval of the Board of Directors.
2. Audit, monitor and implement the Company's policies and management practices to conform to the assignment from the Board of Directors efficiently.
3. Consider and approve annual budget of the Company for further approval of the Board of Directors.
4. Consider remuneration policy and salary structure propose to the Nominating and Compensation Committee for consideration prior to further consideration of the Board of Directors.
5. Carry out other work as assigned by the Board of Directors.

The delegation of authority, duties and responsibilities of the Executive Committee should not be delegated or further assigned that authorize the Executive Committee or its attorney to approve any connected transactions or any persons who may have conflict of interest (according to the concept of conflict of interest of the Securities Exchange Commission's notification) with the Company or its subsidiaries, except such transactions are handled in line with the policies and principles which been approved by the Board of Directors.

### 4. Meeting

1. The Executive Committee shall convene the meeting at least 2 times a year, which will depend on situation and necessary.
2. The agenda and supporting documentation should be delivered to the members of the Executive Committee prior to the meeting date.
3. A constitution of quorum of the Executive Committee meeting is required attendance of members of no less than 50%.
4. All resolutions of the Executive Committee meeting shall be passed by the majority votes of the members presented at the meeting. The member who has conflict of interest will not participate in any agenda that they have conflict of interest.

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### 5. Reporting

The Executive Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Report with following details:

1. Number of the Executive Committee meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.