

Charter of Audit Committee

1. Objectives

The Audit Committee is the Sub-Committee of the Company's Board of Directors performing the duty independently as assigned by the Company's Board of Directors, in accordance with the Corporate Governance principle. To ascertain that the business management is executed with efficiency and effectiveness and the specified objective is achieved.

The Company's Board of Directors provides the resolution that this Audit Committee Charter be identified with the Company's Code of Conduct as the direction. Besides, related criteria and laws are included in this Charter.

2. Element. Appointment and Qualification

2.1 Element and Appointment

- 1) The Board of Directors or shareholders (depending on cases) appoint the Audit Committee by selecting from at least 3 of the independent directors.
- 2) The Audit Committee or the Company's Board of Directors selects the Chairman of the Audit Committee from 1 of the Audit Committee members.
- 3) At least 1 member of the Audit Committee must possess knowledge, understanding and experience of accounting and/or finance to a certain level to be capable of performing the duty of verifying the reliability of the financial statements in addition to knowledge in relation to reasons concerning the change of financial reporting.
- 4) The Audit Committee will appoint appropriate employees to work in the position of the Secretary of the Audit Committee to perform the duty of supporting the operation of the Audit Committee, appointment of meetings, agenda preparation, meeting document submission, minute of meeting and other assignments.

2.2 Qualifications

The audit committee must meet the qualifications required by relevant laws, particularly the Public Limited Companies Act and the Securities and Exchange Act.

3. Term of office and retirement from office

3.1 Term of service of Audit Committee members

- 1) The term of service of the Audit Committee members is equivalent to that of members of the Board of Directors. The members who complete the term of service may be reappointed as the Board of Directors or shareholders' meeting may consider appropriate.
- 2) In case of vacancy(ies) within the Audit Committee due to other reasons apart from the regular expiration of the term of service, the Company's Board of Directors or the Shareholders' Meeting must appoint a qualified person to fill up the vacancy(ies) to ensure the Audit Committee has the number of members as required by law or applicable regulations. The appointment of the new Audit Committee member(s) must be filled up no later than 3 months from the date of incomplete composition of the Audit Committee.

3.2 Vacating from the position

- 1) The Audit Committee can be terminated in the following circumstances:
 - Retirement from the position of the Board of Director
 - Expiration of term
 - Dead
 - Resignation
 - Removal from the position
- 2) In case that any committee member wishes to resign before the expiration of his/her term of service, he/she should give a notice thereof to the Company 1 month in advance together with reason therefor so that the Board of Directors' or shareholders' meeting can consider appointing another director who is fully qualified to replace the resigning member.

4. Authority of the Audit Committee

The Board of Directors has assigned the Audit Committee to perform the following duties:

1. The Audit Committee shall re-examine the Company's financial reports for accuracy and sufficient disclosure by coordinating with external auditors and executives who are responsible for the preparation of the financial reports, including the quarterly financial reports and the annual financial report. The Audit Committee may suggest the auditors to re-examine or verify any transaction as deemed necessary and important during the financial audit of the Company.
2. The Audit Committee shall re-examine the Company's internal control system and internal audit for suitability and effectiveness and shall review the independence of the internal audit units and approve appointments, removals, terminations of the chief of the internal audit units or other units responsible for internal audit or any other organizations being responsible for matters related to internal audit.
3. The Audit Committee shall re-examine the operations of the Company to comply with the law on securities and exchange, the requirements of the Stock Exchange and the laws related to the business of the Company.
4. The Audit Committee shall consider, select, nominate and terminate the company's auditor. The auditor of the company are independent to carry out the duties of auditor of the Company and propose the remuneration of such individuals by considering credibility, resource sufficiency, audit quantity of such audit office and the experience of the appointed auditors of the Company. The Audit Committee shall attend meetings with the auditors without attendance of the administration department at least once a year.
5. The Audit Committee shall review connected transactions or transactions with conflict of interest to comply with the laws and requirements of the Stock Exchange to ensure that such transactions are reasonable and provide maximum benefits for the Company.

6. The Audit Committee shall prepare the Audit Committee Reports through disclosure in the Company's Annual Report. Such reports shall be signed by the Chairman of the Audit Committee and shall consist of the following information:
 - a) Opinions on the accuracy, completeness, credibility of the Company's financial reports
 - b) Opinions on the sufficiency of the Company's internal control system
 - c) Opinions on the operations in accordance with the law on securities and exchange, the requirements of the Stock Exchange or laws related to the business of the Company
 - d) Opinions on the suitability of the auditors
 - e) Opinions on transactions which may cause conflict of interest
 - f) The number of the Audit Committee meetings and the attendance of each Audit Committee Member
 - g) Opinions or observances given to the Audit Committee for performing the duties in accordance with the charter
 - h) Other transactions for the shareholders and the investors to be aware of, under the roles and responsibilities granted by the Board of Directors
7. Perform any other duties as assigned by the Board of Directors with the approval of the Audit Committee.
8. The Audit Committee shall have the authority to audit and investigate, when deemed necessary, all transactions which may significantly affect the financial position and the operating performance of the Company as follows:
 - a) Transactions with conflict of interest
 - b) Frauds or irregularities or defects which are significant to the internal control system
 - c) Violations of the law on securities and exchange, the requirements of the Stock Exchange of Thailand

The Audit Committee has the authority to review the independent opinions from any other professional advisors. In deemed necessary at the expense of the

Company In order to perform the work under the duties and responsibilities successfully, the Audit Committee is responsible for reporting the results of the audit and investigation to the Board of Directors for improvements within the time the Audit Committee deems appropriate.

5. Meeting

5.1 The Number of Meetings

- 1) The Audit Committee is required to have at least 4 meetings annually.
- 2) The President of the Audit Committee may call meetings for the Audit Committee for special cases should there be requests from the Audit Committee, the auditor or the Company's Chairperson when there are significant agenda that require discussion.

5.2 Participants of the Meetings

- 1) The meeting of the Audit Committee is required to have at least half of the number of the Audit Committee members to constitute a quorum, with the president of the Audit Committee as the president of the meeting.
- 2) In case the president of the Audit Committee is not in the meeting or is incapable of performing the duty, the Audit Committee members participating in the meeting select one of the Audit Committee members to perform the duty of the president of the meeting.
- 3) The Audit Committee may invite experts or external lawyers to partake in the meeting as necessary and appropriate.
- 4) The Secretary of the Audit Committee is required to participate in every meeting. In case there are necessary reasons that the Secretary is incapable of attending a meeting, the Company or the Audit Committee may assign appropriate persons to partake in the meeting and perform the duty.

6. Performance Assessment

The Audit Committee members must conduct self-evaluation and report to the Board of Directors every year.

7. Remuneration

The Audit Committee shall receive remuneration appropriate to the duties and responsibilities according to the amount approved in the shareholders' Meeting.