

**Scope and authority of sub-committee**  
**Supplement to Agenda 6: To consider the directors' remuneration and sub-committee**

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1. Audit Committee

The Audit Committee consists of four members as follows:

No.	Name of Directors		Designation
1	Mr. Kavee	Vasuvat	Chairman of the Audit Committee
2	Mr. Apinan	Na Ranong	Audit Committee
3	Mr. Prinya	Waiwatana	Audit Committee
4	Mr. Chatchai	Earsakul	Audit Committee

**Duties and responsibilities**

The Audit Committee shall perform the duties designated by the Board of Directors as follows:

1. Financial reporting and accounting audit

- 1.1 Conduct review to ensure that the Company maintains accurate and adequate financial reporting.
- 1.2 Review the selection of significant accounting policies that apply properly and practice consistently while using careful judgment and reasonable estimation included the adequate disclosures.
- 1.3 Provide a channel for reporting information or tips-off concerning inappropriate reporting in financial statements or other issues by executives and employees, whereby an independent investigative process and follow-ups shall be undertaken where appropriate.
- 1.4 Review, select and propose appointment of an independent person who will perform the duties as an auditor of the Company, and propose remuneration of such person, who is required to attend auditors' meeting without presence of management executives at least once a year.
- 1.5 Review with the Management regarding the preparation of the Management's Discussion and Analysis (MD&A) to be disclose in Annual Report.

2. Internal control and audit

- 2.1 Conduct review to ensure that the Company has suitable and efficient of internal control, internal audit and enterprise risk management systems.
- 2.2 Scrutinize the independence of the internal audit unit and endorse appointment, transfer or termination of employment, and remuneration of the head of internal audit unit or other units which are responsible for internal audit. Such included the arrangement so that the person has adequate and suitable educational background, experiences and trainings to fill the role.
- 2.3 Review and approve the Internal Audit Charter.
- 2.4 Review and approve annual internal audit plan, and review audit findings of internal auditors.
- 2.5 Review the whistle blowing process so that the whistleblower can confident that the investigation is done independently. The whistleblower can report directly to the Chairman of the Audit Committee to assure of the proper proceeding.

3. Legal and bylaw compliance

- 3.1 Conduct review to ensure that the Company complies with the securities and exchange law, the Stock Exchange of Thailand's provisions, and applicable laws to the Company's businesses.
- 3.2 Review connected transactions or transactions which may pose conflict of interest to ensure compliance with statutory requirements and the provisions of the Stock

Exchange of Thailand, thus ensuring that such transactions are reasonable and undertaken in the best interest of the Company.

- 3.3 Manage the prevention of fraud and corruption via the whistle blowing by allowing the notice to go directly to the chairman of Audit Committee to take action.
4. Compliance with code of ethics and code of conducts of executives and employees
  - 4.1 Conduct review to ensure that the code of business ethics and code of conducts of executives and employees as well as conflict of interest policy are made in writing, and that every executive and employee is informed.
  - 4.2 Encourage compliance with the code of ethics, code of conducts and conflict of interest policy.
5. Reporting
  - 5.1 Prepare audit committee report disclosed in the Company's annual report. Such report must be signed by the chairman of the Audit Committee and at least contain the following information:
    - Opinions on accuracy, completeness and credibility of the Company's financial statements;
    - Opinions on adequacy of the Company's internal control system;
    - Opinions on compliance with the securities and exchange law, the Stock Exchange of Thailand's provisions or applicable laws to the Company's businesses;
    - Opinions on appropriateness of auditors;
    - Opinions on transactions which may pose conflict of interest;
    - A number of meetings of the Audit Committee and attendance of each audit committee member;
    - Overall opinions or observations received by Audit Committee regarding the Audit Committee's compliance with the Charter;
    - Other items which the Audit Committee deems that shareholders and investors should be informed within the scope of duties and responsibilities designated by the Board of Directors.
  - 5.2 While performing duties, if the Audit Committee finds or suspects that there are the following transactions or actions which may significantly affect financial standing and operating performance of the Company, the Audit Committee shall submit a report to the Board of Directors so as to take corrective actions within a time period which the Audit Committee deems appropriate.
    - Transaction that poses conflict of interest.
    - Fraud, irregularities or significant shortcoming in the internal control system.
    - Violation of the securities and exchange law, the provisions of the Stock Exchange of Thailand or applicable laws to the Company's businesses.

If the Board of Directors or the management does not take corrective actions within a time period stated in the first paragraph, any audit committee member may report to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand that there were such transactions or actions described in the first paragraph.

6. Other duties
  - 6.1 Conduct evaluation of the Audit Committee's performance by undertaking annual self-evaluation according to the method prescribed by the Audit Committee, and report evaluation results to the Board of Directors for acknowledgement.
  - 6.2 Review and adjust the Charter at least once a year or as necessary, so it is up-to-date and appropriate to the Company's environment, and to present the results to the Board of Directors for approval.
  - 6.3 Other tasks assigned by the Board of Directors under the consent of the Audit Committee.

### **Authority**

The Audit Committee shall have powers to pursue various matters within the scope of responsibilities set out under the heading “duties and responsibilities” as follows:

1. Have power to invite a management executive or an employee to attend a meeting so as to give explanation or opinions or submit requested documents as deemed necessary.
2. Review and endorse appointment, removal, transfer or termination of employment, and conduct review of senior executives’ merits by the internal control department.
3. Recruit outside consultants or experts in different fields to give advice, consultation or opinions as deemed appropriate by the Audit Committee.
4. Attend meetings with auditors to discuss pertinent issues, in which the management may not be present.

### **2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of four members as follows:

<b>No.</b>	<b>Name of Directors</b>	<b>Designation</b>
1	Mr. Kavee Vasuvat	Chairman
2	Mr. Apinan Na Ranong	Committee
3	Mr. Prinya Waiwatana	Committee
4	Mr. Chatchai Earsakul	Committee

### **Scope of authority and duties**

NRC shall perform according to appointment from the Board of Directors as followed:

- **Nomination task**
  1. To prepare criteria and policy regarding the nomination of Company Director, Sub-Committee, and top management and propose to the Board of Directors and/or further to the Shareholders’ Meeting for approval.
  2. To recruit and propose an appropriate person to be the Company Director, Sub-Committee and top management of the Company.
  3. To encourage that the Company allows the shareholders to suggest person to be nominated as the Company Director.
  4. To proceed any task concerned with the nomination as the Board of Directors assigns.
- **Remuneration task**
  1. To prepare criteria and policy regarding the remuneration to comply with the duties and responsibilities of the Company Director, Sub-Committee, and top management and propose to the Board of Directors and further to the shareholders’ Meeting for approval.
  2. To give explanation related to remuneration in the shareholders' meeting.
  3. To report the remuneration policy in 56-1 form and annual report.
  4. To proceed any task concerned with the remuneration as the Board of Directors assigns.

### 3. Corporate Governance Committee

The Corporate Governance Committee consists of four members as follows:

No.	Name of Directors	Designation
1	Mr. Kavee Vasuvat	Chairman
2	Mr. Apinan Na Ranong	Committee
3	Mr. Prinya Waiwatana	Committee
4	Mr. Chatchai Earsakul	Committee

#### **Scope of authority and duties**

1. Control the operations of the Company, performance of the Board of Directors, Sub-Committee, including the managements and employees in compliance with the good corporate governance principles, to conform to the policy, the Company's regulation, and applicable laws.
2. Consider the guidelines, offer recommended policy / guidelines of ethics and business ethics according to the good corporate governance principles regularly to the Board of Directors, management, and employees.
3. Control, suggest, evaluate, review policy, and follow up in compliance with good corporate governance principles and business ethics as consistently and appropriately in order to enhance the corporate governance of the Company to meet international standards.
4. Others task as assigned by the Board of Directors.
5. Report to the Board of Directors about the corporate governance of the Company with practical method for improvement as per the Company's procedures.

#### **Responsibilities**

The CGC is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. The Board of Directors is also responsible to stakeholders of the Company.

### 4. Risk Management Committee

The Risk Management Committee consists of members as follows:

No.	Name of Directors	Designation
1	Mr. Sarit Patanatmarueng (Managing Director/General Manager - Procurement division (Acting)/ General Manager - Business Operation division (Acting))	Chairman
2	Mr. Kazuhiro Takeshita (Senior General Manager - Research and Development division)	Committee
3	Mr. Suthon Prempree (General Manager - Production division)	Committee
4	Ms. Sirina Patanatmarueng (General Manager - Business administration division)	Committee
5	Mr. Sawat Sukaachin (General Manager - Quality division)	Committee

### **Duties and responsibilities**

The Committee shall perform the duties designated by the Board of Directors as follows:

1. To define and review the Company's enterprise risk management framework that is suitable for efficient business operation and meets international standards, and to provide recommendations on risk management guidelines that are in line with the operation strategy and business plan.
2. To define and review the enterprise risk management policy including the RMC Charter to ensure that they are in compliance with the company's risk management framework and are effective and adequate for the changing conditions.
3. To oversee, monitor, and review important risk management reports and provide necessary recommendations to ensure the efficient and appropriate risk management for the Company's business operation, and that an acceptable level of risk is maintained in compliance with the enterprise risk management policy.
4. To report and coordinate the implementation of risk management to the Audit Committee for acknowledge, ask for the opinions and provide additional appropriate advisement for report to the Board of Directors.
5. To report significant risk management results to the Board of Directors. In the case where there are factors or events that might have significant impact on the Company, the Board of Directors shall be notified immediately.
6. To continuously and efficiently support and improve on risk management at all levels of the organization, including its various tools, and to promote a risk management culture.
7. Engage in any other duty as assigned by the Board of Directors.

### **Authority**

The RMC shall have powers to pursue various matters within the scope of responsibilities set out under the heading "duties and responsibilities" as follows:

1. Able to invite a management executive or an employee to attend a meeting so as to give explanation or opinions or submit requested documents as deemed necessary.
2. Recruit outside consultants or experts in different fields to give advice, consultation or opinions as deemed appropriate by RMC.
3. Attend meetings with auditors, internal auditor including other service by outsourced for risk issues.