

Structure of Directors

In compliance with Public Limited Companies Act and the Company's Article of Association, at each general annual meeting, one-third of the Directors must retire by rotation. At present, the Board of Directors consists of 9 members:

- Executive directors 5
- Independent directors 4

The Company had 5 committees : the Board of Directors, the Audit Committee, the Nominating and Remuneration Committee , the Executive Board and the Risk Management Committee.

The members and scope of authority of each committee are as follows :

A. Scope of authority and duties of the Board of Directors

1. Proceed to manage the Company in compliance with its objectives and regulations and the resolutions of shareholders' meetings which are in line with the laws on integrity and apply caution to protect the interests of the Company.
2. Determine the objectives, guidelines, policies, work plans and budgets of the Company
3. Monitor and supervise the administration and management of the Executive Board to ensure full compliance with the laid-down policies, except in the following issues for which the Board of Directors must seek prior approval from the shareholders before implementation:
 - 3.1 issues stipulated by law that shareholders' resolutions must be sought;
 - 3.2 related party transactions of which values exceed 3% of the Company's net tangible assets as stated in the latest financial statement, and;
 - 3.3 acquisitions or disposals of important assets of which values exceed 50% of the Company's total assets as stated in the latest financial statement.
4. The Board of Directors shall hold a meeting at least five times a year.
5. The agenda of the meetings must be determined in advance throughout the year.
6. Details on the meeting agenda must be submitted in advance so that the Board of Directors has time to study and consider them.
7. For each agenda item, the interests of shareholders and stakeholders shall be considered fairly.
8. Free expression of opinions shall be allowed.
9. Adequate time shall be allocated for each agenda item to allow for careful debate and expression of opinions.

10. The chairman of the Board of Directors shall supervise the appropriate use of the meeting time.

B. Scope of authority and duties of the Audit Committee

The Audit Committee has the following duties and responsibilities to report to the Board of Directors:

1. Review the Company's financial reports to ensure accuracy and adequate disclosure
2. Review the Company's internal control and audit system to ensure appropriateness and effectiveness
3. Review the operations of the Company to ensure compliance with the laws on securities and stock exchange or those relating to the Company's businesses
4. Recommend to the Company the nomination of auditors and their remuneration
5. Determine proper and adequate disclosure of the Company's information in cases of related party transactions or lists with potential conflicts of interests
6. Perform other duties assigned by the Board of Directors and approved by the Audit Committee
7. Prepare reports on the activities of the Audit Committee to be included in the Company's annual reports, to be signed by the Chairman of the Audit Committee
8. Supervise to ensure auditors and the Internal Audit Department can do work independently
9. Organize meetings with auditors without Management at least once a year
10. Determine important risks faced by the Company and propose preventive measures or inform the Board of Director to find measures to reduce or avert them

C. Scope of authority and duties of the Nominating and Remuneration Committee

1. Determine the policy on nominating the Company's directors, sub-committees and high-ranking executives, and their remuneration to be proposed to the Board of Directors for approval
2. Screen for persons who are appropriate and beneficial to the business to replace directors whose terms are expiring or vacant positions to be proposed to the Board of Directors for approval and seek the approvals for their replacements from the shareholders

3. Determine remuneration as necessary and appropriate, both in the form of cash and non-cash rewards, for the directors and high-ranking executives based on their duties, responsibilities and performances
4. Report the meeting minutes which are significant and beneficial to the Company to the Board of Directors
5. Provide explanations or answer questions in case doubts emerge involving the Company's policy on nominating and remunerating its directors, sub-committees and high-ranking executives at shareholders' meetings
6. Perform any other duty assigned by the Board of Directors involving significant nominations and remuneration.

D. Scope of authority and duties of the Executive Board

The Executive Board, which includes the chief executive officer, handles the Company's routine operations. Any other transaction which involves a conflict of interest or potentially constitutes a conflict of interest in any manner with the Company or its subsidiaries must be submitted to the meetings of the Audit Committee and the Board of Directors for approval.

E. Scope of Powers and Duties of the Risk Management Committee:

1. To consider policies, guidelines and frameworks of risk management and to propose the same to the Board of Directors for consideration and approval;
2. To study and evaluate potential risks; to propose preventive measures and methods for risk reduction to an acceptable level; to follow up, evaluate and improve the action plans to ensure that such potential risks shall be managed adequately and properly;
3. To promote and support the improvement and development of the risk management system within the Company on a continuous and regular basis;
4. To communicate and exchange data; and to coordinate relating to risk management and internal control with the Audit Committee at least once a year;
5. To report the Board of Directors relating to the results of meetings which are significant and in favor of the Company;
6. To take any other actions as assigned by the Board of Directors in connection with significant risk management;