

## **CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE**

### **Purpose of the Corporate Governance Committee**

The Board of Directors it has appointed the Corporate Governance Committee to help promote on the corporate governance and management to be the best under the principles of good corporate governance, to create organizational efficiency and transparency, opening to any inspection and stimulating credibility among shareholders and other stakeholders.

### **Composition of the Corporate Governance Committee**

1. The Corporate Governance Committee must be composed of at least 3 directors.
2. The Independent Director shall be the Chairman of Corporate Governance Committee.
3. The Corporate Governance Committee by more must Independent Director than one-half of total number.

### **Term of office of the Corporate Governance Committee**

1. The Corporate Governance Committee shall each have a term of office of 3 years.
2. After the term expired, the members can be re-appointed. In addition to vacating office upon the termination of the term mentioned, the members shall vacate office upon:
  1. Dead
  2. Resignation
  3. Removal from office by resolution of the Board

A member who wishes to resign must tender his or her resignation to the Chairman of the Board for the Board's approval.

If a member vacates office during the term of appointment, the Board shall appoint a replacement the required number of members as set forth, The substituted member can only be in the office within the remaining term of the member he/she replaced.

### **Scope of duties and responsibilities of the Corporate Governance Committee**

1. Rules and Regulations and best practices of effective corporate governance processes appropriately.
2. Propose and practice good corporate governance to the Board of Directors of the company.
3. Follow up new announcements involved and to determine the appropriate improvements.
4. To review and consider the practice and principles of corporate governance that are appropriate to the business.
5. Propose code of conduct regulations in business ethics for the management and staffs to practice.

**Meeting of the Corporate Governance Committee**

The Committee shall meet at least one (1) times a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance.

**Reporting of the Corporate Governance Committee**

1. To report results of performance to the Board of Directors for acknowledgement or approval.
2. To prepare the report of the Corporate Governance Committee and disclose the report which has been signed by the Chairman of the Corporate Governance Committee on the Annual Registration Statements Form 56-1 One Report.