

CG and Business Ethics Committee Charter
SNC Former Public Company Limited

The Board of Directors urge that the operation of the group of companies of SNC Former Public Company Limited shall be in accordance with good governance principle in order to strengthen confidence among shareholders, investors and all stakeholders. As well, it will in turn add value and promote sustainable growth of the group. Therefore, the Board of Directors appoints the working group on CG and business ethics with an aim to promote compliance with good governance and achieve the policy on good governance and business code of conduct and draw up the CG and Business Ethics Committee Charter as follows:

1. Power, Duties and Responsibilities

The CG and Business Ethics Committee shall perform duties assigned by the Board of Directors under the scope of power, duties and responsibilities as follows:

- 1.1 To propose to the Board of Directors for approval corporate governance policy and code of business ethics to be applied by the group of companies.
- 1.2 To monitor and regulate the operation to ensure that the group of companies has complied with such corporate governance policy and code of business ethics.
- 1.3 To review the group of companies' corporate governance policy and code of business ethics on regular basis to ensure that they are consistent with international practice and /or recommendations made by relevant institutes and/or authorities and then propose the same to the Board of Directors for approval.
- 1.4 To propose best practice guideline to the Board of Directors and/or subcommittees of the group of companies.
- 1.5 To promote good governance culture in the organization for better implementation.
- 1.6 To appoint and assign duties to subcommittee working in support of the promotion of corporate governance policy and code of business ethics as deemed appropriate.
- 1.7 To carry out other missions assigned by the Board of Directors.

2. Composition of the CG and Business Ethics Committee

The CG and Business Ethics Committee appointed by the Board of Directors shall consist of at least 3 members who hold skill and experience that may benefit the corporate governance system of the group of companies.

3. Term of Office

- 3.1 Member of the CG and Business Ethics Committee shall hold 3-year term of office.
- 3.2 Member of the CG and Business Ethics Committee may be reappointed to hold the office as deemed appropriate by the Board of Directors.
- 3.3 In addition to the expiration of the term of office as mentioned in 3.1, member of the CG and Business Ethics Committee shall vacate office upon:
 - 3.4 Resignation
 - 3.5 Resolved by the Board of Directors to be vacated from office
- 3.6 The Board of Directors shall have the power to appoint additional member of the CG and Business Ethics Committee for the purpose of pursuing its objective or substituting such member of the CG and Business Ethics Committee who has vacated office under 3.1 or 3.3. The person appointed to act as a substituting member of the CG and Business Ethics Committee as mentioned in 3.3 shall hold the office for the remaining term of the former member who has been replaced.

4. Meeting

- 4.1 The CG and Business Ethics Committee shall cause to hold or call for the meeting as they deem fit at least twice a year and is empowered to call for additional meeting as necessary. The quorum of the meeting shall consist of not less than half of the total number of members of the CG and Business Ethics Committee.
- 4.2 Each member of the CG and Business Ethics Committee should always attend the meeting except in case of necessity that should be noticed to the Chairman of the CG and Business Ethics Committee in advance.
- 4.3 The Chairman of the CG and Business Ethics Committee shall chair the meeting. In case the Chairman is not available or not able to perform function, attending members of the CG and Business Ethics Committee shall elect one of them to act as the chairman of that meeting.
- 4.4 Any decision of the meeting shall be made by majority vote while any member of the Committee having interest in any matter shall not have the right to give opinion or cast vote on that matter.
- 4.5 Invitation letter shall be sent to each member of the CG and Business Ethics Committee in advance before the meeting date except in case of necessity or urgency, invitation may be made by other mean or meeting date can be set out sooner. Secretary of the CG and Business Ethics Committee shall record the meeting report.

4.6 The CG and Business Ethics Committee may invite related party to attend the meeting and provide information to their meeting.

5. Report

The CG and Business Ethics Committee shall report to the Board of Directors.

6. Remuneration

The Nomination and Remuneration Committee shall determine remuneration to be submitted to and approved by the Board of Directors.

7. Unit in charge

The executive and all headers of relevant departments shall be responsible for reporting and providing support to the operation of the CG and Business Ethics Committee at the request of the CG and Business Ethics Committee.

This charter shall become effective on date _____ and henceforth.

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(Mr. Satit Chanjavanakul)

Chairman of the Executive Committee
SNC Former Public Company Limited

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(Dr. Somchai Thaisa-nguanvorakul)

Chairman of the CG and Business Ethics Committee
SNC Former Public Company Limited