

## **CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE**

### **Purpose of the Nomination and Remuneration Committee**

The Board of Directors it has appointed the Nomination and Remuneration Committee to support the good governance of the company. The committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors and sub-committees.

Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

### **Composition of the Nomination and Remuneration Committee**

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

### **Term of office of the Nomination and Remuneration Committee**

1. The Nomination and Remuneration 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) Death;
  - (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.

### **Meeting of the Nomination and Remuneration Committee**

The Committee shall meet at least two (2) 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.

**Scope of duties and responsibilities of the Nomination and Remuneration Committee****Nomination**

1. To determine the qualification of the candidates for directorship.
2. To propose the qualified candidates for the directorship and propose during the Annual General Meeting for approval.
3. To propose successor CEO, together with the President. for presentation to Board of Director approval.
4. Consider successor Managing director, presented by the president for presentation to the board of director approved the company.
5. Consider the appropriateness of the Board of Directors. To be presented to the conference board approval.
6. To be responsible in the job assigned by the Board of Directors.

**Remuneration**

1. To consider and determine the standard procedure for the company's directors' remuneration.
2. To consider the remuneration of directors and propose to the company's board of directors and put as an agenda during the shareholder meeting.
3. To consider and propose the remuneration of CEO during the Directors' meeting for consideration and approval.
4. To be responsible in the job assigned by the Board of Directors.

**Reporting of the Nomination and Remuneration Committee**

1. To report results of performance to the Board of Directors for acknowledgement or approval.
2. To prepare the report of the Nomination and Remuneration Committee and disclose the report which has been signed by the Chairman of the Nomination and Remuneration Committee on the Company annual report.