

Corporate Governance Committee Charter

Objectives

The Board of Directors has appointed a Corporate Governance Committee to prescribe Corporate Governance policies that cover the entire organization and to ensure that Corporate Governance procedures or systems are support long-term success of the Company. Composition, authority, duties and responsibilities of the Corporate Governance Committee are prescribed to ensure their efficient performance as assigned by the Board of Directors.

Composition

1. The Corporate Governance Committee is appointed by the Board of Directors
2. The Corporate Governance Committee selects one member of the Corporate Governance Committee to be chairman.
3. The Chairman of the Corporate Governance Committee shall appoint the Secretary to the Corporate Governance Committee.
4. The Corporate Governance Committee comprises of not less than 3 members.
5. The Corporate Governance Committee may, when necessary, invite other persons, who are involved with or responsible for any matters related to the meeting agenda, to participate in the meeting.
6. The Secretary to the Corporate Governance Committee shall be responsible for the preparation for the Committee meeting, the meeting arrangement, the preparation of the agenda and pertinent meeting documents and the delivery of the meeting agenda and related documents to all committee members, in sufficient time for the members to be able to review all the particulars in details, or to request for additional information, if required, before the meeting.

Duties and Responsibilities of Corporate Governance Committee

1. To consider and review whether the Company's Corporate Governance policy, Code of Conduct and Anti-corruption policy are appropriate and adequate and to regularly update.
2. To promote and supervise Corporate Governance policy, Code of Conduct and Anti-corruption policy to all executives and employees for clear understanding and actual implementation.
3. Promotes and provides advice for the Company on participating in the Corporate Governance related assessment or rating to continuously develop and enhance the Company's Corporate Governance standard.
4. Reviews the Corporate Governance Committee Charter regularly.
5. Responsible for other tasks assigned by the Board of Directors.

Meetings

- Frequency of Meetings
 - The Committee shall hold at least one meeting semi-annually, and there may be additional meeting as necessary.
- Attendance of Meetings and the Quorum
 - It is the duty of all committee members to participate in the meeting, either in person or by means of telephone conference method. (Participation in the Meeting via telephone conference method shall be counted for a quorum.)
 - In order to constitute a quorum, there shall be not less than half of the members of the Corporate Governance Committee.
- Minutes
 - After each meeting, the Secretary shall submit the minutes of the meeting to all committee members within seven business days. The minutes are to be approved in the next committee meeting.

Reporting

Reporting to the Board of Directors

- The Chairman of the Corporate Governance Committee or person assigned by the Chairman shall report to the Board of Directors at least once a year.

Term of Appointment

Members of the Committee may hold their post as long as they are serving on the Board. Members who vacate office at the end of their term may be re-elected.

Membership will be automatically cancelled in the following situations:

- (1) Death.
- (2) Resignation.
- (3) Removal by resolution of the Board of Directors

Performance Evaluations

Implement the annual performance evaluations and report the results to the Board of Directors, including individual evaluations.