

Corporate Governance Committee's Charter



BTS Group Holdings Public Company Limited

May 28, 2012

Reviewed and revised on March 28, 2014

Introduction

The good corporate governance principles have played a major role and been a key part of the business operation of the listed companies for the past years. The good corporate governance principles can be grouped into five main categories as follows:

- 1 Right of Shareholders
- 2 Equitable Treatment of Shareholders
- 3 Role of Stakeholders
- 4 Disclosure and Transparency
- 5 Board Responsibilities

BTS Group Holdings Public Company Limited (the “Company”), a SET50 index listed company, has well awareness of the importance of the good corporate governance and considers it as a key part of the business operation of the Company. For the continuance in the performance, policy development and guidelines of the good corporate governance of the Company, the Board of Directors’ Meeting held on May 28, 2012 passed a resolution to appoint the “Corporate Governance Committee” to consider, determine, review and update the Corporate Governance Policy, Code of Business and Employees Conduct, the Corporate Social Responsibility (CSR) Policy and the Policy and Guideline on Anti-Corruption and Bribery in order to propose to the Board of Directors for consideration and approval, including to ensure the implementation of such policies, handbooks and the relevant guidelines.

The Corporate Governance Committee’s Charter (the “Charter”) was prepared by addressing the structure of the Corporate Governance Committee, Rules of Meeting of Corporate Governance Committee, including Duties and Responsibilities of the Corporate Governance Committee in order for the Corporate Governance Committee to perform their duties in accordance with the objective of the establishment of the Corporate Governance Committee.

The Board of Directors’ Meeting held on March 28, 2014 reviewed and resolved to revise this Charter by consolidating and adding criteria and content to be more extensive in order to promote the good corporate governance of the Company. This Charter shall be effective on March 28, 2014 henceforth.

Structure of the Corporate Governance Committee

1. The Corporate Governance Committee shall consist of the members who are directors and shall be at least 4 members but shall not exceed 6 members. The members shall be appointed by the Board of Directors;
2. One of the members of the Corporate Governance Committee shall act as the Chairman of the Corporate Governance Committee. The Chairman of the Corporate Governance Committee shall be appointed by the Board of Directors or the members of the Corporate Governance Committee;
3. The members of the Corporate Governance Committee shall hold the office for a term of three years. The retired members may be re-appointed by the Board of Directors;
4. The members of the Corporate Governance Committee shall cease from their office in case of:
 - 4.1. retirement by rotation;
 - 4.2. resignation;
 - 4.3. death;
 - 4.4. cease from office of director for any reasons set forth in the Company's Articles of Association;
5. In case of a vacancy in the Corporate Governance Committee, the Board of Directors may appoint the qualified director as a replacement; and
6. The Corporate Governance Committee shall have a secretary to assist their performance of duties.



Rules of Meeting of Corporate Governance Committee

1. The Corporate Governance Committee shall hold at least two meetings in each fiscal year. The additional meetings may be called as necessary and appropriate;
2. The quorum for the meeting of the Corporate Governance Committee shall consist of no less than a half of the members;
3. If the Chairman of the Corporate Governance Committee is not present at the meeting or unable to perform his duties, the presenting members may choose one of the members as the chairman for such meeting; and
4. A resolution of the meeting shall be made in a majority voting basis. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

Duties and Responsibilities of the Corporate Governance Committee

The Corporate Governance Committee shall have duties and responsibilities as follows:

1. To consider, determine, review, and update the Corporate Governance Policy and Code of Business and Employees Conduct to be in line with the international standard practices and to propose to the Board of Directors for consideration and approval, and to monitor the implementation of such Corporate Governance Policy and Code of Business and Employees Conduct;
2. To consider, determine, review, and update the Corporate Social Responsibility (CSR) policy and to propose to the Board of Directors for consideration and approval, and to monitor the implementation of such CSR policy;
3. To consider, determine, review, and update the Policy and Guideline on Anti-Corruption and Bribery and to propose to the Board of Directors for consideration and approval, and to monitor the implementation of the Policy and Guideline on Anti-Corruption and Bribery;
4. To report their performance to the Board of Directors and/or at the shareholders' meeting;
5. To conduct an evaluation of the performance of the Corporate Governance Committee on an annual basis and report the evaluation result to the Board of Directors;
6. To appoint the working group to assist the Corporate Governance Committee in performing their duties as well as to appoint the independent expert consultants for providing advice and assistance for the performance of duties by the Corporate Governance Committee; and
7. To perform or undertake other tasks as the Board of Directors may assign and to perform any other acts as stipulated by laws or regulations of the authorities.