

(Translation)

Nomination and Remuneration Committee Charter
of
TTW Public Company Limited

1. Objective

To have the Nomination and Remuneration Committee perform the duties on behalf of the Board of Directors in respect of the nomination of the Board of Directors and the Managing Director, as well as determination of the remuneration as appropriate and sufficient incentives so as to ensure the effectiveness and sustainable growth of the business operation.

2. Composition, Qualifications and Appointment

The Board of Directors shall appoint the Nomination and Remuneration Committee comprising at least three members, with the qualifications in accordance with the Public Limited Companies Act, provided that they shall not be executives of the Company, whereby the Chairman of the Nomination and Remuneration Committee must be an independent director.

3. Term of Office

Each Committee member shall hold the office for a term of three years.

4. Duties and Responsibilities

4.1 To nominate the Board of Directors and the Managing Director.

4.2 To determine the remuneration of the Board of Directors and the Managing Director.

4.3 To evaluate the performance of the Board of Directors and the Managing Director.

4.4 To arrange for succession plan for the Managing Director. The criteria are as follow:

4.4.1 Determine the succession planning method in the organization

4.4.2 Determine the main position for the successor

4.4.3 Determine the appropriate qualification for the main position.

4.4.4 Evaluate and select those with high capabilities and potential or who have accumulated experience to develop to be the successor.

4.4.5 Create a leadership development plan for people who were expected to be successors

5. Criteria and Procedures for Nomination of Directors and the Managing Director

To transparently nominate directors and the Managing Director who have knowledge, skills, experiences, leadership and visions which would be useful for the Company, for submission to the Board of Directors for further approval by the shareholders.

5.1 The name list from the shareholder proposed to the company has extended opportunity for shareholder to nominate persons to be elected as directors.

5.2 The diversity of gender, age, knowledge, ability, experience and expertise in various aspects which are pivotal by using Director Qualifications and Skills Matrix would be taken into accounts under the rules and laws defined by SET and SEC. Moreover, the Company's Articles of Association pertaining to the Director Qualifications must accord with a strategic plan and Good Corporate Governance to be beneficial in developing the Company's business.

5.3 Clean record in working experience with ethics, responsibility, maturity and professional manner.

6. Criteria and Procedures for Consideration of Remuneration

6.1 The remuneration shall be proper and sufficient to persuade and retain qualified directors as required, in avoidance of unreasonably high payments.

6.2 The remuneration shall comprise two portions as follows:

Portion 1 Annual Fee to consist of

▶ Retainer Fee

This remuneration shall be paid to the directors on a monthly basis, whether there is any meeting or not, taking into account the results of operation and the ability to meet the target.

▶ Attendance Fee

This remuneration shall be paid to the directors who attend each meeting, provided that only such directors who attend the meeting shall be paid.

Portion 2 Incentive Fee/Bonus

This special remuneration shall be paid to the directors once a year, based on value generated to the shareholders, such as, profits of the Company or dividend paid to the shareholders.

7. Performance Evaluation

7.1 The criteria and practices for performance evaluation of the Board of Directors and the Managing Director shall be set out by comparing with the target and the annual business plan.

7.2 The performance evaluation of the Nomination and Remuneration Committee shall be conducted on a yearly basis.

8. Meetings and Reporting

The Committee shall meet in every quarter, provided that there shall be at least one half of all members in each meeting to constitute a quorum and the results of operation shall be reported to every meeting of the Board of Directors.

9. Advisor

The Nomination and Remuneration Committee may seek advice from an independent expert as appropriate, at the Company's expenses.