

# **RULES OF PROCEDURE FOR THE GOVERNANCE COMMITTEE OF TOTAL ACCESS COMMUNICATION PUBLIC COMPANY LIMITED**

(as adopted by the Board of Directors on 19 October 2012)

## **1 PURPOSE**

The Board of Directors (the "**Board**") of Total Access Communication Public Company Limited (the "**Company**") has adopted these rules of procedure (the "**Rules**") to be used as (a) the working procedures of the Governance Committee of the Company (the "**Committee**"), (b) the general instructions regarding the allocation of work between the Board and the Committee and (c) the general guidelines on the scope of duties and responsibilities of the Committee.

In addition to these Rules, the Committee shall observe and comply with any additional requirements as may be instructed by the Board from time to time and any applicable laws and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

## **2 COMPOSITION, ELECTION AND RETIREMENT**

The Committee shall comprise at least (3) three members, the majority of whom, including the Chairman, shall be independent directors.

Members of the Committee are elected by the Board.

Members of the Company's management are not eligible for election.

A member shall cease to be a member of the Committee upon such member's retirement, resignation or dismissal from the Board.

If any member wishes to resign from the Committee, he/she shall give a notice to the Board at least one month in advance.

## **3 NOTICE OF MEETINGS**

By November each year, the Secretary of the Committee shall, after consultation with the Chairman of the Committee (the "**Chairman**"), provide a proposal for a meeting plan including the main items on the agenda for the meetings for the next calendar year.

A meeting of the Committee shall be called by the Chairman, or someone appointed by him/her.

If a member is unable to attend a meeting, he/she shall inform the Chairman or the Secretary of the Committee without delay.

A meeting shall be called with a minimum of seven (7) day's prior written notice, or shorter if the Chairman deems it appropriate.

#### **4 PRIOR PROCESSING**

The Chairman and the Secretary shall be responsible for preparing necessary documents for consideration by the Committee.

The documents shall contain sufficient information to provide members with an adequate basis to deliberate, and reach a decision on, the issue in question.

#### **5 MEETINGS**

A majority of the members of the Committee attending the meeting in person shall constitute a quorum.

However, if the Chairman finds that a meeting can be adequately deliberated without a physical meeting, and this is within the limits of applicable law, he/she can decide that attendance may take place via video or telephone conference, or that the issues can be submitted in writing or be dealt with in another manner.

The Chairman, or someone appointed by him/her, shall be responsible for presenting each individual agenda to a meeting.

#### **6 DECISIONS**

A decision by the Committee requires the majority of the votes cast by the members attending the meeting (in person, via video, telephone conference or in writing as determined by the Chairman in accordance with Section 5 above).

The Chairman shall not have a casting vote.

#### **7 MINUTES**

Minutes of meetings shall be recorded (by the Secretary of the Committee).

As a minimum, the minutes shall specify the date, time and place, the participants, a summary of the issues discussed and the resolutions.

The minutes shall also specify whether a decision was unanimous or who voted for and against the proposal, and those who vote against a proposal are entitled to have their comments recorded in the minutes.

The minutes shall be prepared in English and sent to the Committee for approval as soon as possible after the meeting took place.

The minutes shall be signed by the Chairman and the Secretary.

## **8 ISSUES TO BE DEALT WITH BY THE COMMITTEE**

The Committee shall be responsible for making recommendations to the Board on the following matters: -

- (i) the Committee shall oversee that the Company adheres to generally accepted principles for governance and effective control of the Company's activities ("**corporate governance**") and maintain a corporate culture that encourages good corporate governance practices;
- (ii) the Committee shall establish and maintain an appropriate corporate governance policy and procedures;
- (iii) the Committee shall ensure the implementation of the governing documents as adopted by the Board and the policy and procedures to secure adequate corporate governance in the Company and in all subsidiaries controlled directly and indirectly by the Company (the "**Governing Documents**");
- (iv) the Committee shall ensure that the CEO at least annually perform an assessment of the implementation of the Governing Documents and the level of compliance, and report to the Board;
- (v) the Committee shall review and report to the Board on material matters, findings and recommendations pertaining to corporate governance;
- (vi) the Committee must be able to justify its recommendations and thus any dissenting votes must be stated in the recommendation;
- (vii) the Committee shall ensure the Company's compliance with relevant laws and regulations regarding good corporate governance;
- (viii) the Committee shall ensure appropriate disclosure of information on its activities and the Company's corporate governance practices; and
- (ix) the Committee shall carry out an evaluation once a year of its work, functions, performance. The Chairman is responsible for the execution of the evaluation.

## **9 DIVISION OF WORK BETWEEN THE BOARD AND THE COMMITTEE**

The Committee shall adhere to the guidelines and instructions provided by the Board, including these Rules.

The Committee shall ensure that these Rules are in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, and where necessary, makes proposal for changes to the Board from time to time.

At least once a year or as often as the Board deems it necessary, the Committee shall, either in writing or in a meeting, report to the Board on its work, functions and performance, as well as any other matters as determined by the Board.

**10 DISQUALIFICATION**

Members are not permitted to take part in the decision making process if they or any related parties have interest on the matter .

**11 CONFIDENTIALITY**

All information and documentation received by the Committee shall be treated as confidential.

All members are responsible for ensuring that any material received is properly protected and remains confidential.

If any information shall be provided to third parties, this shall be provided by the Chairman of the Board or the Chairman of the Committee if so agreed with the Chairman of the Board.

The confidentiality obligation shall continue to apply after the member ceases to be a member of the Committee.