



Charter of Nomination and Remuneration Committee

1. Background

So as to be in line with Policy on the Good Corporate Governance of the Company and the principle of Good Corporate Governance of the Stock Exchange of Thailand regarding nominating and remunerating of directors and executives transparently and fairly to all stakeholders and efficiently to the Company, the Board of Directors has appointed a Nomination and Remuneration Committee to carry on this duty as per its resolution of the Board meeting No.4/2548 held on August 10, 2005.

2. Definitions

In this Charter.-

Company	means	Srithai Superware Public Company Limited
Shareholders	mean	Shareholders of Srithai Superware Public Company Limited
Board of Directors	means	Board of Directors of Srithai Superware Public Company Limited
Executives	mean	Managerial officers of directorial level upward of Srithai Superware Public Company Limited

3. Objectives

The Nomination and Remuneration Committee shall maintain such relationship that reflects its efficient operation with the Board of directors. The Committee has duties in assisting the board of directors and shareholders in.-

- Recruiting candidates whose names should be proposed for nomination as directors or executives when such positions become vacant or new positions are created.
- Considering remuneration for the board and executives.

Component

- 3.1 The Board of Directors appoints a Nomination and Remuneration Committee comprising not more than 4 members. Chairman of the Nomination and Remuneration Committee shall be an Independent Director
- 3.2 The Nomination and Remuneration Committee shall appoint one of its members as the Secretary of the Nomination and Remuneration Committee.

4. Term in Office and Remuneration

- 4.1 The Nomination and Remuneration Committee has a term in office not longer than 3 accounting years. The term can be extended.
- 4.2 When member of the Nomination and Remuneration Committee has completed its term, or could not stay in office for the whole term due to any reason, the Board of Directors shall appoint its substitute within 3 months since the date the number of members is short. The

substitute member shall hold office only for the remaining office term of the vacating member.

4.3 Apart from vacancy upon the completion of office term, a member shall vacate office upon.-

4.3.1 death,

4.3.2 resignation,

4.3.3 lack of qualifications under Clause 6 of the Charter.

4.4 Compensation of the Nomination and Remuneration Committee shall be commensurate to duties and responsibilities as approved by the Meeting of Shareholders.

5. Qualifications

Members of the Nomination and Remuneration Committee shall possess the following qualifications:-

5.1 being a director;

5.2 being able to devote sufficient time to carry out assignments of the Nomination and Remuneration Committee;

5.3 for the Independent Director who chairs the Nomination and Remuneration Committee, possessing all qualifications of Independent Director as per the Notification of Capital Market Supervisory Board

6. Authority and Responsibilities

6.1 Review organizational structure and qualifications of directors and executives.

6.2 Review and approve organizational structure that is fit to nature of business.

6.3 Select suitable persons who should be nominated as directors in case of vacancy of such position or completion of term in office of any director.

6.4 Appoint suitable persons as executives from the name-list selected and proposed by the Company in case of vacancy of such position or new position being available.

6.5 Review and propose structure of remuneration for directors and executives, e.g. salary, severance pay, bonus, welfare, meeting allowance, or other kinds of remuneration of monetary or non-monetary nature.

6.6 Evaluate performance of Nomination and Remuneration Committee, and report to the Board of Directors annually.

6.7 Other assignments relating to nominating and remunerating for directors and executives as deemed appropriate by the Board of Directors.

7. Meeting

7.1 The Nomination and Remuneration Committee shall call for or arrange for meetings in due course.

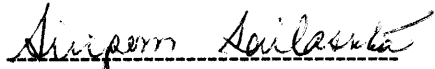
7.2 At least three members of the Nomination and Remuneration Committee shall attend a meeting to form a quorum.

7.3 Resolution of any meeting of the Nomination and Remuneration Committee shall be passed by a majority of votes, except for the case of such meeting being attended by only three members, then an unanimous voting is required.

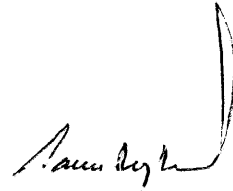
8. Reporting

The Nomination and Remuneration Committee shall report to the Board of Directors, and issue its report to the Board Meeting at least once a year.

This Charter is effective on ..May..13,..2011

A handwritten signature in cursive script, reading 'Siriporn Sailasuta', written over a horizontal dashed line.

Mrs.Siriporn Sailasuta
Chairwoman of the Nomination and
Remuneration Committee

A handwritten signature in cursive script, reading 'Sanan Angubolkul', written over a horizontal dashed line.

Mr.Sanan Angubolkul
Chairman of the Board of Directors