




**AUDIT COMMITTEE
CHARTER**

**Office of Internal Audit
AERONAUTICAL RADIO OF THAILAND LTD.**




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|  | Audit Committee Charter | 1st |
| | Introduction | Amendment |

The Audit Committee Charter of Aeronautical Radio of Thailand Ltd. is written to determine the Audit Committee's duties and responsibilities which will be useful to its performance and enhances understanding to those directly involved in fulfilling the good corporate governance system.

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|  | Audit Committee Charter | 1 st |
| | Purpose | Amendment |


The Audit Committee has been established with the principle function in:

1. Supporting the management on the basis of the good corporate governance.
2. Fulfilling the efficiency, effectiveness and economy of the internal control, the risk management and the internal audit processes.
3. Fulfilling the assurance of the Company's financial report.
4. Overseeing the Company's activities in compliance with laws, rules and regulatory requirements and related policies.

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|  | Audit Committee Charter | 1 st |
| | Duties and Responsibilities | Amendment |


The Audit Committee shall have the following duties and responsibilities:

1. Review the appropriateness of the office of Internal Audit's organization structure regarding the Company's environment.
2. Review the appropriation and effectiveness of internal control systems and internal audit systems.
3. Review and approve the Internal Audit Charter/the Internal Audit Plan after submission to the President of Aeronautical Radio of Thailand Ltd. and inform the Board of Directors.
4. Review the evidence that might represent a threat to the organization and any transactions that may cause conflict of interest affected the performance of the Company activities.
5. Request information and cooperation from the related employees and general public.
6. Perform good corporate governance as assigned by the Board of Directors.
7. Review and revise the Audit Committee Charter prior to submitting to the Board of Directors for approval.
8. Discuss policies with management regarding risk assessment and risk management.
9. Determine and make recommendations concerning budget allocation, general administration, coordination for audit program including approval of the appointment, rotation, removal and appraisal of the internal audit staff; prior to presenting to the President for further proceeding.
10. Consider the appointment, rotation, promotion, removal and performance development as well as appraisal of the Chief Internal Audit prior to presenting to the Board of Directors for approval.
11. Conduct investigations into matter brought to its attention.
12. Acquire external consultants or specialists to recommend; as it determines necessary or appropriate to carry out its duties and the corporate shall provide such funding.

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|  | <h2>Audit Committee Charter</h2> | 1st |
| | <h2>Composition and Qualifications</h2> | Amendment |

The Audit Committee of the Board of Directors shall consist of a minimum of three independent directors, and at least one member shall be a financial expert or shall have sufficient accounting or financial experience. All members of the Audit Committee shall have the following qualifications:

1. Shall be the member in the Board of Directors but must not involve in management.
2. Shall not be the government official taking a position of the state enterprise's Ministry
3. Shall not be the political official, political appointee, member, local council, local administrator, political consultative conference, executive director of a political party and official of a political party.
4. Shall be trusted and recognized by the general public.
5. Shall not be an officer, employee or advisor receiving salary or compensation from the state enterprise including affiliates, associates, related companies and major shareholders.
6. Shall not be a person who may have conflict of interest and involve in any kind of the Company's business in the past one year prior to being appointed as member of Audit Committee.
7. Shall not be a close family member or major shareholders of the state enterprise.
8. Shall perform his/her duties, make a recommendation and be free to report from any relationship that would interfere with the exercise of his or her independent judgment. (The representative of the Ministry of Finance can be appointed to be the Audit Committee according to the letter no. Kor Khor 0805/ Wor 29 dated 21 April 2006)
9. Be able to devote time to perform his/her duties effectively.

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|  | Audit Committee Charter | 1 st |
| | Term of Office | Amendment |

The Board of Directors appoints the Audit Committee comprising of a Chairman of the Audit Committee and at least two members. The Committee shall report its activities to the concerned Ministry and the Ministry of Finance. The Chief Internal Audit will be the secretary to the Committee.

Term of Office

The term of Office of each Audit Committee is in compliance with the Board of Directors’ term of Office. The Committee is appointed to perform its duties not more than 2 terms, consecutively based on the Board of Directors’ judgment.

Termination Term

- 1) Complete term of office
- 2) Incompetence of the Audit Committee
- 3) Death
- 4) The Resignation
- 5) Dismissal
- 6) Sanction in jail results from final judgment, legitimate imprisoned command except guilty of negligence and petty offense.
- 7) Incompetent person
- 8) Bankruptcy person

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|  | Audit Committee Charter | 1st |
| | Meeting | Amendment |

1. The Audit Committee meets as the Committee considers appropriately. At least quarterly meetings will be held. Each meeting must be attended by at least two-third of the Committee members to constitute a quorum.

2. The Committee has the authority to invite any concerned directors, the management or the auditors and the relevant person to the meetings for discussion and clarification or inquiries as it determines necessary or appropriate.

3. The Committee should meet privately in executive sessions at least once annually with the management, the internal auditors or the auditors.

4. An agenda and supporting documents of each meeting will be completely prepared and provided in advance for the Audit Committee at least three days prior the meeting.

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|  | Audit Committee Charter | 1st |
| | Reporting | Amendment |

1. The Audit Committee has its duties and responsibilities as assigned by the Board of Directors to report its activities at least quarterly. The following reports should be provided to the Board of Directors:

1.1 Report regarding to the accountability of the financial and Management report.

1.2 Report with respect to effectiveness, efficiency and economy measures of operation activities as well as adequacy of internal control system.


1.3 Report of transaction which causes any conflict of interest and related report.

1.4 Report of activities in accordance with related rules, regulations, Cabinet Resolutions, and policies set by the Board of Directors.

1.5 Report of the risk management, good corporate governance and information technology system.

2. In compliance with action taken in No. 1, the Audit Committee has responsibilities directly to the Board of Directors. The Board of Directors also take responsibility for the Company's performance to general public.

3. The Audit Committee shall submit an Executive Audit Committee annual report signed by the Chairman of the Audit Committee to the Board of Directors and a copy to the State Enterprise's Ministry and the Ministry of Finance annually within 60 days since closing date. Furthermore, this Executive Audit Committee annual report must be published in the Company's annual report.


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|  | Audit Committee Charter | 1st |
| | Relationships with Stakeholders | Amendment |

1. Relationship with the Internal Auditors and the Auditors

The Audit Committee shall discuss related issues with the auditors and internal auditors by attending specific meeting at least once a year.

2. Relationship with the Management

The Audit Committee shall discuss with all the management in accordance with the organization structure to gain more understanding in the Company's business, risk and internal control including holding official meeting with the senior management of each line at least once a year.

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|  | Audit Committee Charter | 1 st |
| | Quality Retention | Amendment |

In order to retain Audit Committee qualification, the Audit Committee should proceed as follows:

1. The Audit Committee should receive and develop a knowledge continuously and regularly related to Audit Committee's performance as follows:
 - 1.1 Financial management and risk Management
 - 1.2 Financial management and control
 - 1.3 Accounting and reporting
 - 1.4 Information relating to business trend, industry, business operation and corporate governance

Besides, the Audit Committee may attend trainings and seminars held by external organizations. Furthermore, the Audit Committee should pursue knowledge in accounting development and audit guidance from the auditors.

2. The Audit Committee shall appraise itself at least once a year to ensure that its performance is efficiency and effective. The Chairman of Audit Committee shall report its assessment results and difficulties to the Board of Directors.

Air Chief Marshal *Raden Puengpak*
(Raden Puengpak)

Chairman of the Audit Committee

Chaisak Angkasuwan
(Chaisak Angkasuwan)

Chairman of the Board of Director

The Audit Committee Charter of Aeronautical Radio of Thailand Ltd. has been approved by the 9th /2553 (510) Board of Directors meeting on 23 September 2010.

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| Office of Internal Audit | Effective from September 23, 2010. | Page 10 / 10 |
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