

Translation

Our Ref. No. CS-019/2560

22 December 2017

Subject: Resolution of the Board of Directors' Meeting of TTCL Public Company Limited No. 6/2560

To : The President of the Stock Exchange of Thailand

The Board of Directors Meeting of TTCL Public Company Limited No. 6/2560, held on December 22, 2017 at 10.30 – 12.00 hrs. at 28th Floor, Serm-mit Tower, 159/41-44 Sukhumvit 21-Asoke Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok Metropolis, made the following resolution pertaining to the important agenda as follows;

1. Resolved to re-elect all of the Audit Committee members vacating from office at the end of the term to hold an office as the Audit Committee of the Company; according to the recommendation of the Nomination & Remuneration Committee.

1. Mr. Sivaraks Phinicharomna
2. Mr. Gumthorn Utarnwuthipong
3. Mr. Ruyzo Nagaoka

The scope of duties and responsibilities of the Audit Committee are specified in the Form to Report on Names of Members and Scope of Work of the Audit Committee (F 24-1) attached herewith.

2. Resolved to re-elect all of the Corporate Governance Committee members vacating from office at the end of the term to hold an office as the Corporate Governance Committee of the Company; according to the recommendation of the Nomination & Remuneration Committee.

1. Mr. Gumthorn Utarnwuthipong
2. Mr. Tiwa Jaruke
3. Ms. Kantika Tanthuvanit
4. Mr. Chamnarn Atsanatam
5. Ms. Jaruwan Sookthauyart
6. Ms. Nisachol Rittayamai
7. Mr. Nuttapol Sinkajohn

Please be informed accordingly.

Your sincerely,

Ms. Kantika Tanthuvanit
Company Secretary
Authorized to sign on behalf of the Company

Company Secretary Unit
Tel. : 0-22608505 Ext. 1501, 1007
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Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/shareholders meeting of TTCL Public Company Limited No. 6/2560 held on December 22, 2017 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee/Renewal for the term of audit committee:

Chairman of the audit committee

Member of the audit committee

As follows:

- | | | |
|------------------|----------------|---------------------------------|
| (1) Mr. Sivaraks | Phinicharomna | Chairman of the Audit Committee |
| (2) Mr. Gumthorn | Utarnwuthipong | Audit Committee |
| (3) Mr. Ryuzo | Nagaoka | Audit Committee |

the appointment/renewal of which shall take an effect as of January 1, 2018

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

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, the determination/change of which shall take an effect as of

The audit committee is consisted of:

- | | | |
|------------------------------------|-----------------------------|------------------------------------|
| 1. Chairman of the audit committee | Mr. Sivaraks Phinicharomna | remaining term in office 3 year(s) |
| 2. Member of the audit committee | Mr. Gumthorn Utarnwuthipong | remaining term in office 3 year(s) |
| 3. Member of the audit committee | Mr. Ryuzo Nagaoka | remaining term in office 3 year(s) |
| Secretary of the audit committee | Mr. Jittapon Sittisak | |

The audit committee number(s) 1, 2 and 3 have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. To ensure accuracy and sufficiency of the financial reports
2. To ensure that the Company has appropriated and effective internal control systems as well as internal auditing activities and consider the independence of the internal audit department, including consent to the appointment, rotation, promotion, and termination of the head of internal audit department and others who are responsible for internal audit activities.
3. To ensure that the Company is complied with laws of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) as well as other rules and regulations related to the Company's business.
4. To select and propose independent person who will be the Company's auditor and propose his or her compensation, including join meeting with the auditor without management attending at least once a year.
5. To consider compliance of connected or conflict of interest transactions to the rules and regulations of the SET and SEC and assure the transactions are appropriate and provide the best interest to the Company.
6. To assure the risk management has appropriate and effective process.
7. To prepare an Audit Committee's report to be disclosed in the Company's annual report.

The report must be signed by the Chairman of the Audit Committee and composed of at least the following information:

- 7.1 Opinion regarding completeness and reliability of the Financial Report.
 - 7.2 Opinion regarding the sufficiency of the internal control systems.
 - 7.3 Opinion regarding compliance with laws of SEC, rules and regulations of SET and other related laws to the Company's business.
 - 7.4 Opinion regarding appropriation of auditor.
 - 7.5 Opinion regarding conflict of interest transaction.
Number of Audit Committee meeting and participation.
 - 7.6 Overall opinion or observation regarding practices of the Audit Committee.
 - 7.7 Other issues that should be disclosed to the shareholders which fall within scope, authority, and responsibility as assigned by the Board of Directors.
8. To report activities of the Audit Committee to the Board of Directors at least 4 times a year.
 9. To have authority for hiring independent consultant or professional when needed.

- 10. To carry out audit committee activities, the Committee shall have authority to invite executive, manager or employee to attend meetings for discussion or answer the Audit Committee's questions.
- 11. To review scope, authority and responsibility and conduct self-evaluation on the annual basis.
- 12. To perform any assignment by the Board of Directors that agreed upon by the Audit Committee
- 13. During the Audit Committee practice, if they find or suspect transaction or the following activities which may have material impact to the financial position and operation result of the Company, the Audit Committee must report to the Board of Director to take corrective action within a reasonable period of time.

13.1 Conflict of interest transaction.

13.2 Fraud or unusual transaction or significant deficiency in the internal control systems.

13.3 Violation under the laws of SET, SEC, rules and regulations of SET or other related laws of the Company's business.

In case where director or manager fails to take corrective action within a reasonable period of time, any Audit Committee member may report such transaction or activity to the SET and SEC.

- 14. In case the auditor discovers any suspicious circumstance that director, manager or any person responsible for the operation of such juristic person commit an offense under the law, and informed such circumstance to the Audit Committee to continue the inspection without delay and the Audit Committee shall report the preliminary inspection to the SEC office and the auditor within 30 days from the notification date of the auditor. The circumstance that shall be informed and the procedures for acquiring the fact related to such circumstance shall be complied with the notification of the Capital Market Supervisory Board.

The company hereby certifies that

- 1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
- 2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed Director
(Mr. Tiwa Jaruke)

(Seal)

Signed Director
(Mr. Hironobu Iriya)