

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/shareholders meeting of CP All Public Company Limited No. 2/2561 held on 22 February 2018 resolved the meeting's resolutions in the following manners:

Appointment

Chairman of the audit committee as follows

(1) Mr. Padoong Techasarintr

Member of the audit committee as follows

(2) Mrs. Nampung Wongsmith

The appointment of which shall take an effect as of 22 February 2018

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

1. Add details in (7) and (8) in Section 2 No. 1 as follows:

Section 2 Scope of duties and responsibilities of the audit committee

- 1) Scope of duties and responsibilities of the audit committee

(7) Review compliance with the established anti-corruption policy as well as in accordance with the operating guidelines on fraud and corruption.

(8) Review the effectiveness and efficiency of the established risk management measures, such as: strategic risks; operations risks; financial risks; risks relating to full compliance with the established and applicable rules and regulations; and risks relating to society, the environment, taxes and the economy; as well as risks relating to fraud and corruption.

2. Add details in (2) in No. 2 as follows

2) Under the scope of duties of the audit committee, in the event of identifying or in doubt of having a transaction of action as follows which could materially impact to the statements of financial position and operating results of the Company, the audit committee shall report to the Board of Directors in order to improve or adjust in time that the audit committee see appropriate.

- (2) Fraud or irregularity or fault of the internal audit control **and the event of fraud-related situation**

3. Add details in (3) in No. 3 (3) as follows

3) In order to ensure that the duty of audit committee will achieve the target, the audit committee is given the authorization as follows:

(3) Authorization related to the Auditor

(d) Consult with the auditors in the case the Company confront a significant fraud case

, the determination/change of which shall take an effect **as of 22 February 2018**

The audit committee is consisted of:

1. Chairman of the audit committee Mr. Padoong Techasarintr as remaining term in office 1 year(s) 2 month(s)
2. Member of the audit committee Mr. Pridi Boonyoung remaining term in office 1 year(s) 2 month(s)
3. Member of the audit committee Mrs. Nampung Wongsmith remaining term in office 1 year(s) 2 month(s)

Secretary of the audit committee is Mr. Kidsada Euapiyachart

Enclosed hereto is 1 copy of the certificate and biography of the audit committee. The audit committee number(s) 1 has/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) Scope of duties and responsibilities of the audit committee

- (1) Review and ensure that the Company has and submits financial reports that are correct, accurate and adequate.
- (2) Review and ensure that the Company has in place both internal controls and internal audit systems that are appropriate and effective; as well as considers and monitors the independence of the Internal Audit Office together with considering the appointment, transfer, or termination of the Head of the Internal Audit Office.
- (3) Review and ensure that the Company fully complies with all laws on securities and securities exchange and the regulations of the SET, as well as other laws applicable to the Company's business.
- (4) Consider and select, as well as propose the appointment of qualified external Auditor/ Auditors together with the associated audit fee; whereby the consideration process should take into account the level of independence, credibility, availability of people resources together with the experience of the assigned auditors to audit the company's accounts. Further, a meeting should also take place with the authorized external Auditor of the Company at least once a year.

- (5) Consider and review all proposed related transactions or those transactions that may involve a conflict of interests, so that they comply with the applicable laws and regulatory requirements of the SET. As such, this is to ensure that such transactions are appropriate and for the maximum benefits of the Company.
- (6) Prepare the Report of the Audit Committee, through disclosing this in the Company's Annual Report; whereby the Report is to be signed by the Chairman of the Audit Committee and must consist of all the following information and details as required and specified by the SEC and SET
 - (a) Opinion on the correctness, accuracy, and comprehensiveness, together with the credibility of the Company's financial reports
 - (b) Opinion on the adequacy of the Company's internal audit system
 - (c) Opinion on compliance to all the laws on securities and securities exchange
 - (d) The regulations of the SET, and all laws applicable to the Company's businesses
 - (e) Opinion on the appropriateness and suitability of the external Auditor
 - (f) Opinion on those transactions that may involve a conflict of interests
 - (g) Number of Audit Committee meetings held during the year, and the attendance record of each Member of the Audit Committee
 - (h) Overall opinion or comments that the Audit Committee has received in discharging its responsibilities in accordance with the Charter for the Audit Committee
 - (i) Any other matters that the Audit Committee thinks that Shareholders should be informed about and that is within the scope of duties and responsibilities as assigned by the Company's Board of Directors
- (7) Review compliance with the established anti-corruption policy as well as in accordance with the operating guidelines on fraud and corruption.
- (8) Review the effectiveness and efficiency of the established risk management measures, such as: strategic risks; operations risks; financial risks; risks relating to full compliance with the established and applicable rules and regulations; and risks relating to society, the environment, taxes and the economy; as well as risks relating to fraud and corruption.
- (9) Undertake any other activities as assigned by the Company Board of Directors and with the concurrence of the Audit Committee; as well as prepare and submit a report of the activities of the Audit Committee at least once every Quarter.

In undertaking its duties and responsibilities, the Audit Committee is directly responsible to the Company's Board of Directors; while the Board of Directors is responsible to external parties for the ongoing operations of the Company.

In the event that there are any changes to the composition or the duties and responsibilities of the Audit Committee, the Company is required to disclose and inform such changes relating to the names of the Members of and the scope of responsibilities of the Audit Committee in accordance with the format as well as procedures specified by the SET within 3 (three) working days from such changes becoming effective via the SET's electronic communications system.

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. Umroong Sanphasitvong)

(Seal)

Signed Director
(Mr. Tanin Buranamanit)