



(Translation)

Pres. 143/2016

August 26, 2016

Subject Appointment of the Directors and the Subcommittees

To President  
The Stock Exchange of Thailand

Enclosure Form to Report on Names of Members and Scope of Work of The Audit Committee (F24-1)

IRPC Public Company Limited (“Company”) would like to announce that The Board of Directors meeting number 8/2016 held on August 26, 2016 has passed the resolution to appoint directors and subcommittees as follows:

1. Appointed members of the Board Directors as follows:
  - Mr. Anusorn Sangnimnuan as an Independent Director, replaced Mr. Watcharakiti Watcharothai who has resigned. Effective from August 27, 2016 onwards.
  - Lt. Gen. Theppong Tippayachan as an Independent Director, replaced Mr. Cherdpong Siriwit who will be 70 years old in September 1, 2016. (The Corporate Good Governance Code of Conduct, age of director would be less than 70 years old) Effective from September 1, 2016 onwards.
2. Appointed members of the Subcommittees, effective from September 1, 2016 onwards, as follows:
  - 1) Mr. Songpope Polachan Chairman of the Audit Committee
  - 2) Mr. Jessada Promjart Member of the Audit Committee
  - 3) Mr. Anusorn Sangnimnuan Chairman of the Corporate Governance Committee

Therefore, The 2 Subcommittees will be as follows:

The Audit Committee is consisted of

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|-------------------------------|-------------------------|
| 1) Mr. Songpope Polachan      | Chairman.               |
| 2) Ms. Ruenvadee Suwanmongkol | Member of the Committee |
| 3) Mr. Jessada Promjart       | Member of the Committee |

The Corporate Governance Committee is consisted of

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|-------------------------------|-------------------------|
| 1) Mr. Anusorn Sangnimnuan    | Chairman                |
| 2) Lt. Gen. Sasin Thongpakdee | Member of the committee |
| 3) Mr. Pramoul Chanpong       | Member of the committee |

Please be informed accordingly.

Yours sincerely,

- Sukrit Surabotsopon-

(Mr. Sukrit Surabotsopon)  
President

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The Audit Committee of the company has the scope, duties and responsibilities to the Board of Directors on the following matters;

- 1) Review the company's financial reports to meet accounting standards with correctness and sufficiency.
- 2) Review the adequacy and effectiveness of internal control system and internal audit of the Company including considers the independent of internal control. Consider, appoint, transfer, or dismiss the head of the Office of the Internal Audit, as well as consider the independence of the office.
- 3) Consider the scope of auditing and auditing plans of the Office of the Internal Audit including the sufficiency of internal audit budget, and resources of the Office of the Internal Audit.
- 4) Review the Company's compliance with the Securities and Stock exchange law, rules and regulations of the Stock Exchange of Thailand or any other laws applicable to the Company's business.
- 5) Review the effectiveness and sufficiency of the risk management process.
- 6) Consider, select and propose an appointment of an external auditor, including its fee, or recommend the dismissal of the external auditor due to lack of ability dereliction or malpractice, as well as to attend a non-management meeting with an auditor at least once a year.
- 7) Review the Connected Transactions, or any transactions which may have conflicts of interests so as to comply with regulations and requirements of the Stock Exchange as well as to ensure that such transaction is of reasonable and of highest interest of the Company.
- 8) Prepare the Audit Committee Report and disclose in Company's Annual Report. Such Audit Committee Report shall be signed by Chairman of Audit Committee and shall be signed by the Chairman of the Audit Committee and shall consist of the following details;
  - 8.1 Opinion of the accuracy and reliability of the financial report.
  - 8.2 Opinion of the adequacy of Company's internal control.
  - 8.3 Opinion of the compliance with laws on Securities and Stock Exchange, requirements of Stock Exchange of Thailand or any other laws applicable to the Company's business.
  - 8.4 Opinion of the proper of auditors.
  - 8.5 Opinion of any transactions which may have conflict of interest.
  - 8.6 The number of meeting of Audit Committee and the number of attendance by members of Audit Committee.
  - 8.7 Opinion or remark in performing according with the Charter by Audit Committee.
  - 8.8 Any others things which shareholders and general investors should know under the scopes, duties and responsibilities assigned by the Board of Directors.
- 9) Performs other tasks as assigned by Board of Directors with the agreement of Audit Committee. The Audit Committee is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. Additionally, the Board of Directors is also responsible to third parties for the operation of the Company as well.
- 10) Other duties
  - 10.1 Seek competent advice or assistance from any independent consultant or expert when necessary, the costs and expenses of such services or invitations shall be on the Company's account.
  - 10.2 Possess the authority to have access to the Company's information from management, employee and relevant persons.
  - 10.3 Review and revise the Audit Committee Charter at least once a year to ensure its efficiency and comply with the expectation of the Board of Directors.
  - 10.4 Inquire the management and external auditor to report the significant financial statement.

10.5 Receive adequate information about the Company's overall performance as well as sufficient and regular training in relevant to performing the Audit Committee's duties.

The Company certified that

1. All members of Audit Committee are qualified in accordance with requirements of the Stock Exchange of Thailand
2. Scopes, duties and responsibilities of Audit Committee above complies with requirements of the Stock Exchange of Thailand.

Signature           - Mr.Sukrit Surabotsopon -           Director/President  
(Mr.Sukrit Surabotsopon)