



CHRISTIANI & NIELSEN
- Translation -

Ref. CNT/SET/018/2011

Date: 16 November 2011

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

To The President
The Stock Exchange of Thailand

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

Reference is made to the fact that Christiani & Nielsen (Thai) Public Company Limited has notified the Stock Exchange of Thailand that Board of Directors' Meeting No. 396 held on 11 November 2011 resolved to appoint Mr. Anumolu Ramakrishna as the Independent Director and Audit Committee with the effect from 11 November 2011 onwards.

The Company submits herewith the Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1).

Please be informed accordingly.

Yours faithfully,
Christiani & Nielsen (Thai) Public Company Limited

- Signature -
(Surasak Osathanugraha)
Director and Company Secretary

(Translation)

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

The Board of Directors' Meeting No. 396 of Christiani & Nielsen (Thai) Public Company Limited, held on November 11, 2011 resolved to appoint Mr. Anumolu Ramakrishna as the Independent Director and Audit Committee with the effect from 11 November 2011 onwards.

The Audit Committee is consisted of:

- | | | |
|------------------------------------|----------------------------|----------------------------------|
| 1. Chairman of the audit committee | Mr. Prateep Wongnirund | remaining term in office 1 year |
| 2. Member of the audit committee | Mr. Pamornsak Suracupt | remaining term in office 1 year |
| 3. Member of the audit committee | Mr. Anumolu Ramakrishna | remaining term in office 2 years |
| Secretary of the audit committee | Mr. Pongpisith Charoenthai | |

Enclosed hereto is a copy of the certificate and biography of the third audit committee. The audit committee numbers 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. Review that the Company's financial statements are correct and sufficient;
2. Review that Company's internal control systems and internal audit system are sufficient and effective, review the sufficient independence of the internal audit, and provide opinions for the appointment, transfer, and dismissal of heads of internal audit or other offices with responsibility for internal audit activities;
3. Review that the Company's operation complies with laws on securities and exchange, requirements of the Stock Exchange of Thailand and any other laws relating to the Company's business;
4. Review, select and nominate for the approval of the person with independence to be the Company's external auditor, propose the remuneration of such external auditors, and jointly attend the meeting with the external auditors, at least once a year, without the presence of the Company's management;
5. Review any connected transaction or transactions with potential conflict of interest to be in compliance with laws and requirements of the Stock Exchange of Thailand to ensure that such transactions are reasonable and with the highest benefits for the Company;
6. Prepare the Audit Committee reports signed by Chairman of the Audit Committee to be disclosed in the Company's annual report, such reports must contain, at least, some significant information as described below:
 - (a) opinions about the accuracy, correctness and reliability of financial statements and financial reports of the Company;
 - (b) opinions about the sufficiency of internal control systems of the Company;
 - (c) opinions about the compliance with laws on securities and exchange, requirements of the Stock Exchange of Thailand and any other laws relating to the Company's business;
 - (d) opinions about the appropriateness of external auditors;
 - (e) opinion about transactions with potential conflict of interest;
 - (f) number of meetings to be held by the Audit Committee and the attendance of each Audit Committee member;

- (g) opinions of general findings obtained by performing its duties in accordance with the Audit Committee Charter;
 - (h) opinions about other matters that should be notified to shareholders and investors under the scope of duties and responsibilities assigned by the Board of Directors;
7. Performance of the functions assigned by the Board of Directors under the approval of the Audit Committee by virtue of its authority stated in the Articles of Incorporation of the Company and other related laws.
 8. To ensure that there is consistency in management's objective between external auditor, board of director and internal auditor.
 9. Ensuring independence of the internal auditor and external auditor.
 10. Review the effectiveness of the implementation of the risk management systems and review the process to minimize the risk from management, risk manager, external auditor.
 11. Consult and consider about the role and scope of financial auditing between internal auditor and external auditor in order to support and coordinate each other.
 12. Meet separately with chief of internal auditor, external auditor and management to discuss any specific matters.
 13. 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. In addition, the Committee shall have the authority to retain, special legal, accounting or other consultants or experts as it determines necessary to carry out its duties
 14. In case of being informed or any doubt about the managements done the non-compliance issues (regulation 89/25, Vol.4 year 2551 of Securities and Exchange Commission and the Stock Exchange of Thailand) The audit committee shall inform the primary report of these non-compliance and issue to external auditor within 30 days
 15. Review and assess the adequacy of the audit committee charter at least once a year

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.

Company Seal

- Signed -
(Mr. Somchai Jongsirilerd)
Director

- Signed -
(Mr. Surasak Osathanugraha)
Director and Company Secretary