

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

The Audit Committee Meeting of Christiani & Nielsen (Thai) Public Company Limited No. 2/2012 held on 15 May 2012 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee:

Chairman of the audit committee Member of the audit committee

As follows:

(1) Mr. Kasemsit Pathomsak

, the appointment/renewal of which shall take an effect as of 15 May 2012

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

.....

, the determination/change of which shall take an effect as of(date).....

The audit committee is consisted of:

- 1. Chairman of audit committee Mr. Kasemsit Pathomsak remaining term in office 3 year(s)
- 2. Member of audit committee Mr. Anumolu Ramakrishna remaining term in office 1 year(s)
- 3. Member of audit committee Mr. Kittipom Aroonrat remaining term in office 3 year(s)

Secretary of the audit committee Mr. Ponpisith Charoenthai

Enclosed hereto is a copy of the certificate and biography of the second and the third audit committee. The audit committee number(s) 1 has 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



Signed  Director
(Mr. Somchai Jongsirilerd)

Signed  Director and Company Secretary
(Mr. Surasak Osathanugraha)
