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15 October 2014

- Subject : Report on the resolution to appoint a director (independent director) and member of the Audit Committee to fulfill the position vacated earlier, and to re-appoint the Audit Committee on those completing their terms.
- To : President  
The Stock Exchange of Thailand
- Enclosure : Form for Report on Names of Members and Scope of Performance of the Audit Committee (F 24-1)

The Board of Directors of Sanliri Public Company Limited in its meeting # 10/2014 held on 15 October 2014 has approved the following resolutions:

1. To appoint Mr. Supanit Chaiyawat as a director of the Company (independent director) to fulfill the position vacated earlier (to substitute for Mr. Wirat Uanarumit), effective from 15 October 2014 onwards.
2. To appoint Mr. Supanit Chaiyawat (independent director) as a member of the Audit Committee to fulfill the position vacated earlier (to substitute for Mr. Wirat Uanarumit), effective from 11 November 2014 onwards.
3. To re-appoint the Audit Committee, i.e. Mr. Mana Noppun and Mr. Jesadavat Priebjrivat who retired at the expiration of their terms, as the Audit Committee of the Company for the next term, effective from 11 November 2014 onwards.

**Name of members of the Audit Committee** are as follows:

1. Mr. Mana Noppun is Chairman of the Audit Committee
  2. Mr. Jesadavat Priebjrivat is Member of the Audit Committee
  3. Mr. Supanit Chaiyawat is Member of the Audit Committee
- Mr. Thalini Aeimtitiwat is Secretary to the Audit Committee

**Terms for holding office:**

1. Chairman of the Audit Committee - 3 years
  2. Members of the Audit Committee - 3 years
- (Including the additional appointment to and removal from the Audit Committee)



Furthermore, the members of the Audit Committee who retire by the expiration of the term of the appointment may be re-elected for another term, if the board of directors or the shareholders' meeting deem it appropriate. In case any member of the Audit Committee resigns during the term of the appointment, the board of directors may appoint a qualified person pursuant to the Stock Exchange of Thailand's regulations to replace the resigning member for the remaining terms of services.

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

Please be informed accordingly.

Yours sincerely,

.....  
(Mr. Wanchak Buranasiri)  
Director and Chief Operating Officer

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

The Board of Directors meeting of Sansiri Public Company Limited No. 10/2014 held on 15 October 2014 resolved the meeting's resolutions in the following manners:

- Renewal for the term of Audit Committee
- Chairman of the Audit Committee       Member of the Audit Committee

As follows:

(1) Mr. Mana Noppun.....

(2) Mr. Jesadavat Priebjrivat.....

, the renewal of which shall take an effect as of 11 November 2014.

- Elected for the term of Audit Committee
- Chairman of the Audit Committee       Member of the Audit Committee

As follows:

(1) Mr. Supanit Chaiyawat.....

, the elected of which shall take an effect as of 11 November 2014.

The Audit Committee is consisted of:

1. Chairman of the Audit Committee Mr. Mana Noppun..... remaining term in office 3 years
2. Member of the audit committee Mr. Jesadavat Priebjrivat..... remaining term in office 3 years
3. Member of the audit committee Mr. Supanit Chaiyawat..... remaining term in office 3 years

Secretary of the audit committee Mr. Thalin Aeimtitiwat.....

Enclosed hereto is 3 copies of the certificate and biography of the Audit Committee. The Audit Committee number 1-3 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 Directors on the following matters:

- (1) to review the Company's financial reporting process to ensure that it is accurate and adequate;
- (2) to review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;
- (3) to review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

(4) to consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

(5) to review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

(6) to prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:

(a) an opinion on the accuracy, completeness and creditability of the Company's financial report,

(b) an opinion on the adequacy of the Company's internal control system,

(c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,

(d) an opinion on the suitability of an auditor,

(e) an opinion on the transactions that may lead to conflicts of interests,

(f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,

(g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and

(h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

(7) to perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

In its performance of duties as described above, the Audit Committee must be directly responsible to the Company's Board of Directors, while the Company's Board of Directors shall remain responsible to third parties for the operations of the Company.

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 requirement of the Stock Exchange of Thailand.

Signed ..... Director

(Mr. Wanchak Buranasiri)