

TCC 7/2019

May 14, 2019

Subject: Notification on the resolutions of the Board of Directors' Meeting No.2/2019
(Appointment the Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee)

To: Director and Manager
The Stock Exchange of Thailand

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

Thai Capital Corporation Public Company Limited (“the Company”) was held the Board of Director’s Meeting No.2/2019 on May 14, 2019 and the Meeting has resolved to appoint “**Mr. Nutthirutt Wanwimonphong**” as the Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee. The appointment was effective on May 15, 2019.

Please be informed accordingly.

Yours faithfully,

(Mr. Kamphol Patana-anukul)
Chief Financial Officer

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

The Board of Directors Meeting of Thai Capital Corporation Public Company Limited
No. 2/2019 Held on May 14, 2019 resolved the meeting's resolutions in the following manners;

- ~~Appoint/Renewal~~ for the term of audit committee:
 Chairman of the audit committee Member of the audit committee
 As follows: Mr. Nutthirutt Wanwimonphong
 The appoint/~~renewal~~ of which shall take an effect as of May 15, 2019
 Determination/Change in the scope of duties and responsibilities of the audit committee

The audit committee consists of:

1. Member of the audit committee Mr. Nutthirutt Wanwimonphong remaining term in office 3 Year
 2. Member of the audit committee Mr. Songyos Noppaprach remaining term in office 3 Year
 3. Member of the audit committee Mr. Vithawat Vichiateeraphongse remaining term in office 1 Year
- Secretary of the audit committee Miss Boonnee Kusolsopit

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 Director on the following matters;

1. To ensure that the Company's financial report accurately and sufficiently discloses the information by coordinating with the auditor and the executives responsible for the preparation of the financial statement both quarterly and annually, During the course of auditing, the Audit Committee may request the auditor to review or audit any transactions as deemed necessary
2. To ensure, together with the auditor and the internal auditor, that the Company has a suitable and effective internal audit system, and to approve the appointment, transfer, and termination of the Company's internal auditor.
3. To consider and propose the appointment of auditor as well as remuneration of auditor, The auditor shall be appointed on the basis of credibility, resourcefulness, amount of work commissioned to such audit office and the experience of the auditor that has been appointed
4. To consider and disclose the Company's information regarding connected transactions or conflicts of interest, if any, in an accurate and complete manner
5. To perform duties as assigned by the Board of Directors and agreed by the Audit Committee such as to review financial management and risk management policies; to review the management performance in terms of good business ethics; to review together with the management the reports that disclose significant transactions to the public such as the analysis report of the management
6. To prepare and arrange the Audit Committee's activity report and disclose it in the Annual Report, The report must be certified by the Chairman of the Audit Committee and the detail shall include:
 - 6.1 Opinion regarding preparation process and disclosure of information in the financial statement on its accuracy, completeness and trustworthiness
 - 6.2 Opinion regarding the sufficiency of internal control system
 - 6.3 Reasons to support the appointment of the auditor
 - 6.4 Opinion on the Company's operation in accordance with the Securities and Exchange Act, Regulations set by SET or any other laws relating to the business of the Company
 - 6.5 Any other reports that the shareholders and investors should be informed, under the duties and responsibilities assigned by the Board of Directors

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



Singed  Director
(Mr.Charoenchai Chaivikrai)

Singed  Director
(Mr.Boon-Anant Srikhao)