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Qualitech Public Company Limited

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ACC1/17-036

May 15, 2017

Subject: Appointment a Chairman of the Audit Committee [and changing the scope of duties](#)

To: Director and Managing Director

The Stock Exchange of Thailand

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

Qualitech Public Company Limited ("The Company") would like to inform that The Company has appointed Mr.Somyos Chiamchirungkorn, Independent Director/Member of The Audit Committee, to be a Chairman of The Audit Committee, effective on May 13, 2017 onward.

Please be informed accordingly.

Best Regards,

(Mr.Domdej Sripinproach)

Managing Director

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

The Company's [Board Directors Meeting](#) of Qualitech Public Company Limited (the Company)

[No.5/2017](#) held on May 13, 2017 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:

Appointed Mr.Somyos Chiamchirungkorn renewal of which shall take an effect as of May 13, 2017.

- [Determination/Change in the scope of duties and responsibilities of the audit committee](#) with the following details:

1. [Verify that the Company accurately and adequately report on its quarter and annual financial statements by coordinating with the external auditor and management responsible for financial statement. The Audit Committee may propose that the auditor verify or audit any item deemed necessary and important during the Company's auditing.](#)
2. [Verify that the Company has proper and effective internal control and internal audit system to ensure that they are appropriate and efficient, to determine an internal audit department's independence, as well as to approve the appointment, transfer and dismissal of the Manager of an Internal Audit Department.](#)
3. [Verify that the Company conforms with laws regarding Securities and Exchange Acts, SET regulations and standards, or laws regarding businesses of the Company.](#)
4. [Consider, select, propose an appointment, and propose remuneration to auditors of the Company and dismissal of the external auditor who is independent and qualified to be accepted to act as auditor of the company. The auditor has been approved by the SEC, as well as to attend a non-management meeting with an auditor at least once a year.](#)
5. [Consider the disclosure of the Company's information on connected transaction, conflicts of interest to ensure transparency and appropriateness 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. Prepare on auditing report of the Audit Committee for disclosure in the annual report of the Company which must be signed by the Audit Committee 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 meeting, 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.
7. Perform other duties as assigned by the Board of Directors with consent from the Audit Committee.
8. Report the work of the Audit Committee to the Board of Directors at least every 3 months.
9. Be empowered to audit and investigate on certain matters, as necessary, including seeking other independent professional opinions when deemed necessary, using the Company's expenses, in order to perform its duties and responsibilities successfully.
10. In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating result, the audit committee shall report it to the board of directors for rectification within the period of time that the audit committee thinks fit:
 - 10.1 a transaction which causes a conflict of interest.
 - 10.2 any fraud, irregularity, or material defect in an internal control system, or
 - 10.3 an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.

11. Control policies and procedures against corruption to ensure that the company complies with laws and ethic code.

The determination/Change of which shall take an effect as of May 13, 2017.

The Audit Committee is consists of:

1. Chairman of the Audit Committee Mr.Somyos Chiamchirungkorn
remaining term in office 3 years
2. Member of the Audit Committee Mr.Tinakorn Seedasomboon
remaining term in office 2 years
3. Member of the Audit Committee Mr.Somchai Jongsirilerd
remaining term in office 2 years

Secretary of the Audit Committee: Mrs.Wimol Saephung

Enclosed hereto are 1 copy of the certificate and biography of the audit committee. The audit committees number 1 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 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 appropriate and efficient, to determine an internal audit department's independence, as well as to approve the appointment, transfer and dismissal of the Manager of an Internal Audit Department.
3. To ensure that the Company has duly complied with the laws on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
4. To consider, select, nominate, remuneration and dismissal of the external auditor who is independent and qualified to be accepted to act as auditor of the company. The auditor has been approved by the SEC, as well as to attend a non-management meeting with an auditor at least once a year.
5. To review the connected transaction, 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 an audit committee's report and disclose in an annual report, which must be signed by the Chairman of the Audit Committee 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 meeting, 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.
7. Perform other duties as assigned by the Board of Directors with consent from the Audit Committee.
8. In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating result, the audit committee shall report it to the board of directors for rectification within the period of time that the audit committee thinks fit:
 - a. a transaction which causes a conflict of interest,
 - b. any fraud, irregularity, or material defect in an internal control system, or
 - c. an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.
9. Control policies and procedures against corruption to ensure that the company complies with laws and ethic code.

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.Sumet Techachainiran)

Signed _____ Director
(Mr.Domdej Sripinproach)