

(Translation)

Audit Committee Charter
of
TTW Public Company Limited

The Board of Directors of TTW Public Company Limited realizes the significance of the good corporate governance system, and thus resolved to appoint the Audit Committee at the Board of Directors Meeting No. 1/2006 on July 28, 2006 to perform the duties to supervising the operation of the company to be effective. Review the accuracy and reliability of financial reports internal control system, internal audit, compliance and related laws. The Board of Directors Meeting No.1/2015 held on February 17, 2015, assigned the authority of the Audit Committee to increase.

1. Composition of the Audit Committee

- 1.1 The Audit Committee, Chairman and Member, shall be appointed by the Board of Directors.
- 1.2 The Audit Committee consist of at least three independent directors. At least 1 committee member must have knowledge, understanding or experience in accounting or finance and be consistently knowledgeable of events affecting the changes in financial reporting process in order to increase the efficiency of the Audit Committee's performance.
- 1.3 The Audit Committee whose qualifications meet SEC's requirements and qualifications as independent directors pursuant of Business Codes of Conduct.
- 1.4 Top management of Internal Audit will be the secretary to the Committee.

2. Qualifications of the Audit Committee

- 2.1 Holding shares not more than 0.5 percent of all voting shares of the Company, its parent company, subsidiaries, affiliated companies or any legal entities which may have a conflict of interest;
- 2.2 Shall not be related to the management of the company, a temporary or full-time employees and an advisor regularly earning salaries from the company, controlling the company its subsidiaries, its associated companies and its Juristic persons that may have conflicts not less than 3 years;

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- 2.3 Shall not have any direct or indirect conflicts of interest against the management of the company and its subsidiaries, its associated companies, and its Juristic persons for the conflict of interest with major shareholders of the company.
- 2.4 Shall not be a director who has been appointed as representative of the company's director, major shareholder or shareholders who are related to the major shareholder of the company;
- 2.5 Shall be independently perform the duties and give the opinion or report on the result of duties as assigned by the Board of Directors, uncontrolled by the management or major shareholders and related person or relative of such person;

3. Scope of power and authority of the Audit Committee

To ensure that the Audit Committee's performance were continuous and free to express opinions. The Board of Directors determine the scope of authority and duties of Audit Committee as follow:

- 3.1 Reviewing the Company's financial reports to ensure the correctness and adequate disclosure.
- 3.2 Considering to approve the quarterly financial statement.
- 3.3 Considering the annual financial statement of the company.
- 3.4 Reviewing the internal control and internal audit systems of the Company to ensure the suitability and efficiency by considering independency of Internal Audit Department and approving appointment, removal and termination of Internal Audit Chief
- 3.5 Reviewing the Company's operations to ensure its compliance with the laws on securities and exchange, the regulations of the Stock Exchange, or such laws, rules and regulations and policies related to the businesses of the Company.
- 3.6 Considering to approve Annual Internal Audit Plan and personnel of Internal Audit Department.
- 3.7 Considering the Company's disclosure in respect of related party transactions or such transactions which may give rise to conflict of interests, to ensure the accuracy.
- 3.8 Considering, selecting, nominating for appointment and proposing remuneration for the Company's auditor to the Board of Directors for further submission to seek

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approval of the shareholders by considering independency of auditor as well as organizing the meeting with auditors without the management's involvement at least once a year.

- 3.9 Preparing the Audit Committee's corporate governance report to be disclosed in the Company's annual report whereby such report shall be signed by the Chairman of the Audit Committee.
- 3.10 Reviewing the Audit Committee Charter and Internal Audit Department Charter as it is required and appropriate.
- 3.11 Performing other duties as delegated by the Board of Directors and with approval of the Audit Committee

4. Term of Office

- 4.1 Audit Committee tenure is 3 years. One year in this context means the AGM period as a year which he or she is appointed and the next following year. Audit Committee member who retries by rotation might be re-elected but not automatically extended.
- 4.2 The Audit Committee shall vacate the office upon:
 - 4.2.1 expiration of the term of office;
 - 4.2.2 removal from directorship;
 - 4.2.3 lack of qualifications as specified in any of SEC and SET
 - 4.2.4 removal by the Board of Directors' resolution;
 - 4.2.5 resignation;
 - 4.2.6 death.
- 4.3 Member of the Audit Committee may resign by giving at least 30 days notice, specifying the reasons thereof, to the Company, in order that the Board of Directors or the shareholders meeting shall consider appointing the person who possesses full qualifications to replace the resigning director.

5. Meetings

- 5.1 The Audit Committee shall convene or call for meetings as it deems appropriate at least 1 time per quarter;
- 5.2 At each such meeting, a quorum shall consist of not less than one half of all members of the Audit Committee;

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- 5.3 Should the Chairman of the Audit Committee be absent or unable to perform duties in such capacity, the members present at the meeting shall elect one member to act as the Chairman of the meeting;
- 5.4 Decisions of the meeting shall be made by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote;
- 5.5 Any Audit Committee members having a personal interest in any matter or being interested in any matter to be considered at the meeting shall have no right to express any opinion or vote on such matter;
- 5.6 The Audit Committee may invite any related parties to attend the meeting and provide the relevant information.

6. Reporting

- 6.1 The Audit Committee shall report to the Board of Directors within appropriate time for any remedy.
- 6.2 Audit Committee must report to the Board on a timely basis to take appropriate actions in case of transaction or matters which may have significantly impact on financial status and operating performance as well as transaction relating to conflict of interest, fraud and abnormal matters or defect of internal control system or breaching Security and Exchange Act, SET rules and laws relevant to the Company's business operation.
- 6.3 In case, the Board or the management do not take actions on a timely basis. One of Audit Committee members might make a report about transactions or actions following the first paragraph to SEC or SET.

Announced throughout January 27, 2014 onwards