

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

The Board of Directors meeting/~~shareholders meeting~~ of Thai Wacoal Public Company Limited No. 1/2015 held on May 11, 2015 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee/Renewal for the term of audit committee:

Chairman of the audit committee Member of the audit committee

As follows:

- (1) Assoc.Prof. Dr. Kulpatra Sirodom
- (2) Mrs. Punnee Worawuthichongsathit
- (3) Mrs. Saranya Chindavanig
- (4) _____

, the appointment/renewal of which shall take an effect as of May 11, 2015

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

7. Review, select, nominate and dismiss independent persons to serve as the company auditor, and propose related remuneration. Also take part in joint meeting with the company auditor, in the absence of the management for at least once a year.
8. Review connected transactions or transactions with possible conflict of interests, to ensure that they follow the laws, the regulations of The Stock Exchange of Thailand, and the notification of The Capital Market Supervisory Board, and that they are justified and are of maximum benefits to the company

, the determination/change of which shall take an effect as of May 11, 2015

The audit committee is consisted of:

1. Chairman of the audit committee Assoc.Prof. Dr. Kulpatra Sirodom remaining term in office 12 months
2. Member of the audit committee Mrs. Punnee Worawuthichongsathit remaining term in office 12 months
3. Member of the audit committee Mrs. Saranya Chindavanig remaining term in office 12 months

Secretary of the audit committee Mrs. Nuanchan Tuangjareontip

Enclosed hereto are 3 copies of the certificate and biography of the audit committee. The audit committee number 1, number 2, and number 3 ~~has~~ 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. Review the company's financial statements to ensure that they are accurate and adequate by reviewing the company's major accounting policies, and supervising information disclosure in such manner complying with Thai Financial Reporting Standards.....
2. Review the company's internal control system and internal audit system to ensure that they are effective and suitable.....
3. Review operational independence of the internal audit office; approve, appraise, appoint, transfer, or dismiss the chief of internal audit office or any other office responsible for internal audit operations. Supervise to ensure that chief of internal audit office has sufficient education, experiences, and training, adequate to such internal audit operations.....
4. Grant approval to the Internal Audit Charter.....
5. Grant approval and monitor the progress made in relation to the internal audit plan.....
6. Review to ensure that the company duly follows the laws on securities and stock exchange, the regulations of The Stock Exchange of Thailand, and the laws concerning the company's business operations.....
7. Review, select, nominate and dismiss independent persons to serve as the company auditor, and propose related remuneration. Also take part in joint meeting with the company auditor, in the absence of the management for at least once a year.....
8. Review connected transactions or transactions with possible conflict of interests, to ensure that they follow the laws, the regulations of The Stock Exchange of Thailand, and the notification of The Capital Market Supervisory Board, and that they are justified and are of maximum benefits to the company.....
9. Prepare the report by The Audit Committee and disclose it in the company's annual report. Said report requires the signature of the Audit Committee Chairman, and needs to contain at least the following information:.....
 - a. Opinion regarding the accuracy, complete coverage and reliability of the company's financial statements.....
 - b. Opinion regarding the adequacy of the company's internal control and the risk management system.....
 - c. Opinion regarding the practices in compliance with the laws on securities and stock exchange, the regulations of The Stock Exchange of Thailand, or other laws concerning the company's business operations.....
 - d. Opinion regarding the suitability of the company auditor.....
 - e. Opinion regarding the transaction with possible conflict of interests.....
 - f. The number of The Audit Committee's meetings, and the attendance record of each member.....
 - g. Overall opinion or comment provided by The Audit Committee out of its practices in accordance with the charter.....
 - h. Other items deemed to benefit the shareholders and general investors, in accordance with the authority and duty scope assigned by The Board of Directors.....
10. During the course of its duty, should The Audit Committee come across or have any doubt relating to.....

below transactions that they may significantly affect the company's financial position or performances, they are then required to report the matter to The Board of Directors, in order for necessary remedial actions to be taken within the timeframe decided upon by The Audit Committee.

- a. Transaction incurring conflict of interests
- b. Significant fraud, irregularity, or deficiency within the internal control system
- c. Breach of laws concerning securities and stock exchange, the regulations of The Stock Exchange of Thailand, and other laws concerning the company's business operations

In the case where The Board of Directors or the management fail to rectify the items within the timeframe assigned by The Audit Committee, any member of The Audit Committee may report said problems to The Securities and Exchange Commission or The Stock Exchange of Thailand.

- 11. Encourage and follow-up to ensure that the company has effective risk management system.
- 12. Supervise to ensure that the company has adequate channel in place to take care of complaints or tips relating to suspicious or improper items contained in the financial statements. At the same time, provide full assurances to the information on the transparency and independence of the investigation process, together with adequate necessary follow-up on that matter.
- 13. Supervise to ensure that the company implement adequate management system in accordance with the good corporate governance practice.
- 14. Review the Audit Committee Charter for further submission to The Board of Directors for approval.
- 15. Implement self-appraisal review at least once a year.
- 16. Engage in other acts as assigned by The Board of Directors and deemed justified by The Audit Committee, in accordance with company regulations and the laws.

In carrying out its above duties, The Audit Committee is directly responsible to The Board of Directors, who in turn is responsible to the shareholders and general investors.

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. Boondee Amnuayskul)

Signed Director
(Mr. Amnuay Bumroongwongtong)