

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. 1/2020 held on May 11, 2020 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) Dr. Kulpatra Sirodom.....

(2) Mrs. Punnee Worawuthichongsathit.....

(3) Mr. Poolsak Boonchoo.....

, the ~~appointment~~/renewal of which shall take an effect as of May 11, 2020.....

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

2. ~~Review the company's internal control system, risk management, fraud and corruption prevention and internal audit system to ensure that they are suitable and effective~~.....

4. ~~Grant approval to the Internal Audit Charter and review the Internal Audit Charter on a yearly basis~~.....

7. ~~Review, select, nominate or dismiss company auditor and propose remuneration by taking into account an independence, experience, and capability of the company auditor. Also take part in joint meeting with the company auditor, in the absence of the management for at least once a year~~.....

9. ~~g. Overall opinion or comment provided by The Audit Committee out of its practices in accordance with the Audit Committee Charter~~.....

15. ~~Evaluate the Audit Committee performance at least once a year~~.....

, the determination/change of which shall take an effect as of May 11, 2020.....

The audit committee is consisted of:

1. Chairman of the audit committee 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 Mr. Poolsak Boonchoo..... remaining term in office 12 months

Secretary of the audit committee Mrs. Nuanchan Tuangjareontip.....

Enclosed hereto are.....copy of the certificate and biography of the audit committee. The audit committee number 1 and number 2.....~~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, risk management, fraud and corruption prevention and internal audit system to ensure that they are suitable and effective.....
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 and review the Internal Audit Charter on a yearly basis.....
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 or dismiss company auditor and propose remuneration by taking into account an independence, experience, and capability of the company auditor. 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, fraud and corruption, 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 and the chief of internal audit office.....
 - 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 Audit Committee 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 and corruption, 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, or fraud and
corruption. At the same time, provide full assurances to the information on the transparency and
independence of the investigation process, together with adequate necessary follow-upon 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 on a yearly basis for further submission to The Board of Directors for
approval.....
15. Evaluate the Audit Committee performance 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 **Boondee Amnuayskul** Director
(Mr. Boondee Amnuayskul)

Signed **Onanong Saengpumpong** Director
(Mrs. Onanong Saengpumpong)