



# บริษัท สวนอุตสาหกรรมโรจนะ จำกัด (มหาชน)

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED

2034/115 ชั้น 26 อาคารอิตัลไทย ทาวเวอร์ ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310  
2034/115 26TH FLOOR ITALTHAI TOWER, NEW PETCHBURI ROAD, BANGKAPI, HUAYKWANG, BANGKOK 10310 THAILAND  
TEL : 0-2716-1750-5 FAX : 0-2716-1759

Ref. KM 105/2017

August 15, 2017

Subject: Appointment of New Directors, Change of Position and Closure of a Subsidiary

To: President  
The Stock Exchange of Thailand

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

Dear Sir,

Please be informed that the Meeting of the Board of Directors of Rojana Industrial Park Public Company Limited ("the Company") No. 4/2017 held on August 15, 2017 at 10.00 hrs. at the Company's conference room on the 26/F Italthai Tower, 2034/115 New Petchburi Road, Bangkapi, Huaikhwang, Bangkok has passed the following resolutions.

- 1 Considered and appointed Mr. Suthep Pongspitak as an Independent Director and as a member of the Audit Committee. He replace Mr. Sugit Wanglee in the position of a director. The replacement will be effective as of August 15, 2017.
- 2 Considered the resignation of Mr. Pongsak Angsupan from Chairman of the Audit Committee. He will still hold the positions of Director, Independent Director and Chairman of the Board of Directors of the Company will be effective as of August 15, 2017.
- 3 Considered the members of the audit committee Mr. Anuwat Maytheewibulwut to be Chairman of the Audit Committee He still remains Director and Independent Director. It will be effective as of August 15, 2017.
- 4 Approved the closure of Rojana Etouch Company Limited (of which the Company has held 100% of the shares) because its business is not relevant to the main business of the Company. Further actions should be followed by directions as approved. The meeting has assigned President to appoint a liquidator for business closure registration.

Faithfully yours,  
ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED

Jirapongs Vinichbutr  
Managing Director

## FORM TO REPORT ON NAMES AND SCOPE OF WORK OF THE AUDIT COMMITTEE

The Meeting of the Board of Directors of Rojana Industrial Park Public Company Limited No. 4/2017 on August 15, 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:

(1) Mr. Suthep Pongspitak

The appointment shall take effect as of August 15, 2017.

**Determination of scope of duties and responsibilities of the Audit Committee as the following details:**

- Review the independence of the internal audit unit and approve the appointment, rotation and discharge of the Chief Internal Auditor;
- Review the independence of the auditor and has a meeting with the auditor without the Management's presence at least once a year;
- Review the Company's compliance with related rules and regulations in case of connected transactions or possible-conflict-of-interest transactions; and
- Prepare the Audit Committee's report that shall contain the accuracy, completeness and credibility of the Company's financial report, the adequacy of the Company's internal control system, the number of the Audit Committee's meetings and the attendance of each member.

The Determination of which shall take effect as of August 14, 2008.

**The Audit Committee is consisted of:**

- |    |   |                          |                   |
|----|---|--------------------------|-------------------|
| 1. | Chairman of the Audit Committee<br>Mr. Anuwat Maytheewibulwut   | remaining term in office | 2 months 19 days. |
| 2. | Member of the Audit Committee<br>Ms. Amara Charoengitwattanakul | remaining term in office | 2 months 19 days. |
| 3. | Member of the Audit Committee<br>Mr. Suthep Pongspitak          | remaining term in office | 2 months 19 days. |

Secretary of the Audit Committee: Mr. Pairat Paoutitatom

Enclosed hereto is one copy of the certificate and biography of one the members of Audit Committee. The Audit Committee members No.1, 2 and 3 have adequate expertise and experience to review the credibility of the financial reports.

**The Audit Committee has the scope of duties and responsibilities to the Board of Directors on the following manners:**

1. Review to ensure that the Company's financial information is accurately and adequately reported;
2. Review to ensure that the Company has in place the suitable and efficient systems of internal control and internal audit. Included is to ensure the independence of internal audit unit and to give approval to the appointment, transfer and termination of Chief Internal Auditor;
3. Review to ensure that the Company is in compliance with the Securities and Exchange Laws, the Exchange regulations and laws relevant to the operation of the Company;
4. Consider, select, nominate an independent person to act as the Company's auditor and recommend its remuneration, including having a meeting with him/her at least once a year without the Management's participation;
5. Consider to ensure connected transactions or possible-conflict-of-interest transactions to be carried out in compliance with the Exchange Laws and Regulations;
6. Prepare the Audit Committee's report, signed by the Chairman of the Audit Committee, as part of the Company's annual report. The report shall include the following information;
  - Opinions on the credibility, completeness and accuracy of the Company's financial reports;
  - Opinions on the adequacy of the Company's internal control system;
  - Opinions on the Company's compliance with laws pertinent to the Securities and Exchange Laws, the Exchange Regulations or laws governing the operation of the Company;
  - Opinions on the suitability of the auditor;
  - Opinions on possible-conflict-of-interest transactions;
  - Number of the Audit Committee's meetings and attendance of each member;
  - Overall opinions and observations that the Audit Committee obtains from the execution of their duties as set forth in the Audit Committee's Charter; and
  - Other items that are deemed, under the scope of duties and responsibilities assigned by the Company's Board of Directors, to bring to the attention of the shareholders and investors at large.
7. Perform any other tasks as assigned by the Company's Board of Directors and consented by the Audit Committee.

**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. Jirapongs Vinichbutr)