

**To consider and approve the appointment of auditors and audit fee for the year 2015**

The Board of Directors has considered, as proposed by the Audit Committee and Board of Management, to select independent auditors for the year 2015 and proposes to the Shareholders' Meeting as follows;

- |                                    |                               |
|------------------------------------|-------------------------------|
| 1. Mr. Vichien Kingmontri          | C.P.A. (Thailand) No. 3977 or |
| 2. Mr. Somchai Chinnawat           | C.P.A. (Thailand) No. 3271 or |
| 3. Ms. Amornrat Pearmpoonvatanasuk | C.P.A. (Thailand) No. 4599    |

of PricewaterhouseCoopers ABAS Ltd.15th Floor, Bangkok City Tower 179/74-80 South Sathorn Road Bangkok 10120, Thailand Tel. : (66) 2-344-1000 Fax. : (66) 2-286-5050

(The auditor has signed on the Financial Statement of TTCL since 2009)

The Board of Directors also proposes to the Meeting to consider the remuneration of the independent auditors for the year 2015 with total value of Baht 2,750,000 (Baht: Two Million Seven Hundred and Fifty Thousand only.) The nominated independent auditors are not connected persons or stakeholders or shareholders or the management of the Company and its Subsidiaries.

The remuneration of the independent auditors is as follows:

<b>Auditor</b>	<b>Audit Fee (Baht : Year)</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
PricewaterhouseCoopers ABAS Ltd.			
• Audit Fee	2,750,000.00	2,500,000.00	2,200,000.00
• Other Expense	-	2,537,593.00	3,233,026.42
<b>Total</b>	<b>2,750,000.00</b>	<b>5,037,593.00</b>	<b>5,423,026.42</b>



บริษัท โตโย-ไทย คอร์ปอเรชั่น จำกัด (มหาชน)  
TOYO-THAI CORPORATION PUBLIC COMPANY LIMITED



Name – Surname :	Vichien Khingmontri
Nationality :	Thai
Age :	50 years old
Workplace :	PricewaterhouseCoopers ABAS Limited
Position :	Audit Partner
Education :	1988 Bachelor's degree in accounting Chulalongkorn University

**Work Experience :**

Vichien Khingmontri had an auditing experience for 26 years in a wide range of business such as manufacturing and service business including 12-years experience in audit of listed companies in Stock Exchange of Thailand. He is currently audit for listed companies as follow:

- Eastern Water Resources Development and Management Public Company Limited
- Srithai Superware Public Company Limited
- IRPC Public Company Limited
- Univanich Palm Oil Public Company Limited

**Membership in Professional Organization :**

- Members of Federation of Accounting Professions.
- Certified Public Accountant (Thailand)
- Auditor approved by the office of Securities and Exchange Commission (SEC)
- Subcommittee of Code of Ethics for Professional Accountants
- Subcommittee of Audit Compliance Testing



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Name – Surname :	Somchai Jinnovart
Nationality :	Thai
Age :	55 years old
Workplace :	PricewaterhouseCoopers ABAS Limited
Position :	Audit Partner
Education :	Master's degree in Management Chulalongkorn University Bachelor degree in Accounting Chulalongkorn University

**Work Experience :**

Somchai Jinnovart has almost 25 years of experience in auditing practices with PwC Thailand. He is the Lead partner of Energy, Utilities, and Mining (EUM) industries. He has been providing accounting and audit services to a variety of public and private sector clients primarily in the energy, utilities and mining industries which this cumulative experience enables him to quickly assess key risks of these industries and clients' needs.

In addition, Somchai has been the lead partner in providing advices to oil & gas, power plant and mining clients, in conversion of their financial statements prepared under Thai GAAP to International Financial Reporting Standards, Banpu group for example. His key clients mainly are in Energy & Utilities Sector and multi-national companies which are Banpu Group, Akara Mining, Gulf Electric Group, Dana Corporation, Colgate-Palmolive (Thailand), Train (Thailand), etc.

**Membership in Professional Organization :**

- Member of the Federation of Accounting Professions (FAP)
- Member of the Faculty of Commerce and Accountancy, Chulalongkorn University Alumni Association



บริษัท โตโย-ไทย คอร์ปอเรชั่น จำกัด (มหาชน)  
TOYO-THAI CORPORATION PUBLIC COMPANY LIMITED



Name – Surname :	Ms. Amornrat Pearmpoonvatanasuk
Nationality :	Thai
Workplace :	PricewaterhouseCoopers ABAS Limited
Position :	Assurance Partner
Position :	Master of Accountancy form Chulalongkorn University, Thailand Bachelor of Accountancy from Chulalongkorn University, Thailand

**Work Experience :**

Amornrat is an assurance partner in The Energy Sector of PricewaterhouseCoopers ABAS Ltd., she has almost 20 years of experience in auditing practices with PwC, including 1.5 years with PricewaterhouseCoopers in Australia and 3 months with PwC in the United States of America. She has been providing accounting and audit services to a variety of public and private sector clients primarily in the energy, utilities, mining and petrochemical industries which this cumulative experience enables her to quickly assess key risks of these industries and clients' needs. She has also been involved in auditing of the leading companies in Thailand, listed companies, and multinational companies, especially Oil & Gas, Utilities and Mining industries. She has a strong understanding of upstream Oil and Gas ventures in Thailand, Utilities and Mining and has been involved in several projects in reviewing process documentation of controls and the evaluation of design and operating effectiveness of controls thereon.

In additional, Amornrat has been the lead partner in providing advices to Oil & Gas, Power Plant and Mining clients, in conversion of their financial statements prepared under Thai GAAP to International Financial Reporting Standards.

**Her key clients include :**

- EGCO Group
- PTT Group
- Banpu Group
- Electricity Generating Authority of Thailand
- BLCP Power Limited
- J-Power Group
- Tri Energy Company Limited
- Navanakorn Electricity Generation Plc.
- BG Group in Thailand
- Kuwait Petroleum Group in Thailand
- PTT Asahi Company Limited
- Trans Thai-Malaysia (Thailand) Company Limited