

(Translation)

No. SorLorNor. 295/2017

November 7, 2017

Subject : Re-appointment of the Audit Committee / An election for the director in replacement of the resigned director and entering into The Connected Transactions

To : Director and Manager
The Stock Exchange of Thailand

The Board of Directors' Meeting of Crown Seal Public Company Limited ("CSC") No. 7/2017 held on November 7, 2017 passed the resolution in the following matters:

1. Re-appointed the Audit Committee who complete their term in office on November 7, 2017 to be the Audit Committee of CSC for another term of 3 years, effective from November 8, 2017 to November 7, 2020 as follows:
 1. Mrs. Pilai Piemphongsarn Chairman of the Audit Committee
 2. Mr. Satit Chanjavanakul Member of the Audit Committee
 3. Mr. Pongpanu Svetarundra Member of the Audit Committee
2. Mr. Hisatoshi Itsubo was elected to be the Company's director in replacement of Mr. Akiyoshi Toba who had resigned from his position, which is effective from November 7, 2017 onwards and he will stay for the remaining period of Mr. Akiyoshi Toba.
3. Approved the entering into the connected transactions between CSC and related parties as the information to be disclosed to the Stock Exchange of Thailand (SET) as follows;

1. Date of Transaction

The Board of Directors' Meeting of Crown Seal Public Company Limited ("CSC") No. 7/2017 held on November 7, 2017 approved the entering into the connected transactions between CSC and related parties as follows:

- 1.1 Artwork Service for Bangkok Can Manufacturing Co., Ltd. (BCM) and Next Can Innovation Co., Ltd. (NCI)
- 1.2 Administrative service for Computer Software and Hardware of SAP and Personnel System for Bangkok Can Manufacturing Co., Ltd. (BCM), Toyo Filling International Co., Ltd. (TFI) and Toyo Seikan (Thailand) Co., Ltd. (TST) and Next Can Innovation Co., Ltd. (NCI)

2. Parties Involved

2.1 Artwork service

Service Provider	:	CSC
Service Receiver	:	BCM and NCI
Relation with Listed Company	:	CSC and BCM have same partial group of directors and same major shareholder CSC and NCI have same major shareholder

2.2 Administrative Service for Computer Software and Hardware of SAP and Personnel System

Service Provider	:	CSC
Service Receiver	:	BCM, TFI, TST and NCI
Relation with Listed Company	:	CSC, BCM and NCI have same partial group of directors and same major shareholder : CSC, TFI, TST and NCI have same major shareholder

3. General Characteristics of Transaction and Details of Related Assets

3.1 Artwork service

Since CSC invested in “Computer to Plate System” for plastic cap and aluminum can printing to replace the existing system that can provide only Film (the customer have to make Printing Plates separately). The new system makes complete service for artwork, color separation and plate making, also enhance the system efficiency using new technology. BCM and NCI would like to continue using this service from CSC.

3.2 Administrative Service for Computer Software and Hardware of SAP and Personnel System* including Consultation and Maintenance Services of Server and Networking Equipment

After CSC had installed software and hardware including with consultation and maintenance services of server and networking equipments of SAP module and personnel system* for BCM, TFI TST and NCI in 2001, 2007, 2013 and 2015 respectively, in order to ensure that such systems can be smoothly operated and well maintained for their operation, those mentioned companies consequently requested to continue using such services of CSC for another one year.

*Remark. *Personnel system is provided for only Bangkok Can Manufacturing Co., Ltd.*

4. Total Value of Consideration, Basis of Consideration Value Determination and Payment Condition

4.1 Artwork service

Type of Transaction: Support normal business transaction

No.	Description	
1	Period	1 year
	1.1 Commencing	Jan. 2018
	1.2 Ending	Dec. 2018
2	Basis of Determination Rental Fee	Actual cost plus margin 4%
3	Service Fee (MB)	2.55
4	Payment Condition	Credit 30 days after delivery

4.2 Administrative Service for Computer Software and Hardware of SAP and Personnel System*

Type of Transaction: Assets or Services transaction

No.	Item	Current Agreement	New Agreement
1	Period	1 year	1 year
	1.1 Commencing	Jan. 2017	Jan. 2018
	1.2 Ending	Dec. 2017	Dec. 2018
2	Basis of Determination Service Fee	Sharing cost by proportion of work load between CSC and service receivers plus margin 4 %	Sharing cost by proportion of work load between CSC and service receivers plus margin 4 %
3	Service Fee (MB)**		
	3.1 BCM	2.826	2.992
	3.2 TFI	1.016	1.117
	3.3 TST	3.750	3.973
	3.4 NCI	1.211	1.283
4	Payment Condition	Monthly	Monthly

*Remark * Personnel system is provided for only Bangkok Can Manufacturing Co., Ltd.*

5. Reasons and Necessities

5.1 Artwork service

CSC has capable manpower and machinery which can provide the services for BCM and NCI.

5.2 Administrative Service for Computer Software and Hardware of SAP and Personnel System

As CSC has capable manpower and office equipment ready for CSC's operations, and can also provide the services for BCM, TST and TFI additionally.

6. Expected Benefits

CSC earns additional revenues from the services through fully utilizing machinery, equipment and manpower and can reduce expense of IT department.

7. Details of Connected Persons and Related Persons (As of October 31, 2017)

Company Related Persons	CSC	BCM	TFI	TST	NCI
<u>Nippon Closures Co., Ltd. (NCC)</u>					
Relationship:	Major Shareholder, Same Major Shareholder (TSGH)*	Same Major Shareholder (TSGH)	Same Major Shareholder (TSGH)	Same Major Shareholder (TSGH)	Same Major Shareholder (TSGH)
No. of Shares:	19,843,338	-	-	-	-
% of Shareholding:	37.58	-	-	-	-
<u>Toyo Seikan Co., Ltd. (TSK)*</u>					
Relationship:	Major Shareholder	Major Shareholder	Same Major Shareholder**	Major Shareholder	Same Major Shareholder
No. of Shares:	5,280,000	17,695,533	5,700,000	29,125,778	-
% of Shareholding:	10.00	98.31	100.00	96.47	-
<u>Mr. Hisashi Nakajima</u>					
Relationship:	Director, President of NCC which is the Major Shareholder	President of NCC which have the same Major Shareholder	President of NCC which have the same Major Shareholder	President of NCC which have the same Major Shareholder	President of NCC which have the Same Major Shareholder
No. of Shares:	-	-	-	-	-
% of Shareholding:	-	-	-	-	-

Company Related Persons	CSC	BCM	TFI	TST	NCI
Mr. Junichi Motono					
Relationship:	Director and Management of NCC which is the Major Shareholder	Management of NCC which have the Same major Shareholder	Management of NCC which have the Same Major Shareholder	Management of NCC which have the Same major Shareholder	Management of NCC which have the Same major Shareholder
No. of Shares:	-	-	-	-	-
% of Shareholding:	-	-	-	-	-
Mr. Takayuki Sasou					
Relationship:	Director and Management of CSC and NCC which is the Major Shareholder	Management of NCC which have the Same Major Shareholder	Management of NCC which have the Same Major Shareholder	Management of NCC which have the Same Major Shareholder	Management of NCC which have the Same Major Shareholder
No. of Shares:	-	-	-	-	-
% of Shareholding:	-	-	-	-	-
Mr. Akiyoshi Toba					
Relationship:	Director and Shareholder and Management of TSK which is the Major Shareholder	Director and Management of TSK which is the Major Shareholder	Management of TSK which have the Same Major Shareholder	Management of TSK which is the Major Shareholder	Management of TSK which have the Same Major Shareholder
No. of Shares:	10,000	-	-	-	-
% of Shareholding:	0.02	-	-	-	-
Mr. Ichio Otsuka					
Relationship:	Director, President of TSK which is the Major Shareholder	President of TSK which is the Major Shareholder	President of TSK which have the Same Major Shareholder	President of TSK which is the Major Shareholder	President of TSK which have the Same Major Shareholder
No. of Shares:	-	-	-	-	-
% of Shareholding:	-	-	-	-	-

Company Related Persons	CSC	BCM	TFI	TST	NCI
Mr. Yoshiki Miyatani					
Relationship:	Director and Management of TSK which is the Major Shareholder	Director, President and Management of TSK which is the Major Shareholder	Management of TSK which have the Same Major Shareholder	Management of TSK which is the Same Major Shareholder	Management of TSK which have the Same Major Shareholder
No. of Shares:	-	-	-	-	-
% of Shareholding:	-	-	-	-	-

Remark *Toyo Seikan Group Holdings, Ltd. (TSGH) holds Toyo Seikan Co., Ltd. shares for 100%.

**Toyo Aerosal Industry Co., Ltd. is the major shareholder of TFI which TSGH is the major shareholder of Toyo Aerosal Industry Co., Ltd.

8. Scope of Interest

At the Board of Directors Meeting No.7/2017 dated November 7, 2017, Directors who have no interest therein and/or not connected persons considered all above transactions thoroughly in terms of reasonableness, necessities and CSC's benefits then concluded that all above connected transactions are reasonable and beneficial to CSC.

Directors and Management who have interest therein and/or connected persons namely, Mr. Hisashi Nakajima, Mr. Junichi Motono, Mr. Takayuki Sasou, Mr. Ichio Otsuk, Mr. Yoshiki Miyatani, Mr. Akiyoshi Toba, Mr. Hisatoshi Itsubo and Mr. Masutaka Hosono did not attend the meeting.

9. The Board of Directors' Opinion

After considering transactions in terms of reasonableness, necessities and the Company's benefits including the service fee received as mentioned above, the Board of Directors was of opinion that above transactions are reasonable and beneficial to the Company as it earns additional revenues and can reduce administrative expense and production cost by fully utilizing its manpower and assets.

10. Opinions of the Audit Committee and/or Board of Directors Differed from the above Opinion as Mentioned in item 9 :

None

11. Condition of Transaction's Approval

According to the Stock Exchange of Thailand's notification, the above transactions are identified as connected transactions with total value of 11.914 million Baht or 0.39% of net tangible assets. All transactions must be approved by the Board of Directors.

The Board of Directors of CSC has reviewed the information contained herein and hereby certifies that it is accurate and complete in accordance with the rules and regulation of the Stock Exchange of Thailand.

Yours Sincerely,

(Mr. Panthep Supachaiyakit)

President

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

The Board of Directors meeting / ~~shareholders meeting~~ of Crown Seal Public Company Limited. No.7/2017 held on November 7, 2017 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) Mrs. Pilai Piemphongsarn

(2) Mr. Satit Chanjavanakul

(3) Mr. Pongpanu ... Svetarundra ...

, renewal of which shall take an effect as of November 8, 2017.

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

.....

.....

, the determination/change of which shall take an effect as of(date).....

The audit committee is consisted of:

1. Chairman of the audit committee Mrs. Pilai Piemphongsarn remaining term in office 3 year(s)
2. Member of the audit committee Mr. Satit Chanjavanakul remaining term in office 3 year(s)
3. Member of the audit committee Mr. Pongpanu ... Svetarundra remaining term in office 3 year(s)

Secretary of the audit committee Ms.Wannapa Somprasit

Enclosed hereto is3..... copies of the certificate and biography of the audit committee. The audit committee number(s)1..... 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 son the following matters:

Duties

1. To review the Company's financial reporting process to ensure that it is accurate and adequate by coordinating with auditor, the internal audit office and the relevant management.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine the internal audit unit's independence, as well as to approve the appointment, transfer, dismissal, develop and performance appraisal of internal audit manager.

3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations and the laws relating to the Company's businesses.
4. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable, accurate, complete, transparent and for the highest benefit of the Company.
5. To consider, select and nominate an independent person to be the Company's auditor, and to propose the remuneration of Company's auditor to the Board of Directors.
6. To attend a non-management meeting with an auditor at least once a year in order to get auditor's opinion in other matter.
7. To review and follow the appropriateness and effectiveness of the Company's risk management.
8. To approve the Audit Committee's regulation before proposing the approved regulation to the Board of Directors for approval.
9. To review the undertaking of the internal audit office as follow:
 - Independence
 - Appropriateness of its duties and responsibilities
 - Approve the audit plan, budget and manpower
 - Report the audit results
 - Problem or a limited in the audit process
10. To prepare a report of Audit Committee's Corporate Governance, and to report in the Company's annual report which must be signed by Audit Committee's chairman and consist of at least the following information:
 - a. an opinion on the accuracy, completeness and creditability of the Company's financial report.
 - b. an opinion on the adequacy of the Company's internal audit system.
 - c. an opinion on the compliance with the law on securities and exchange, the Exchange's regulations or the laws relating to the Company's businesses.
 - d. an opinion on the suitability of an auditor.
 - e. an opinion on the transactions that may lead to conflicts of interests.
 - f. The number of Audit Committee meetings, and the attendance of such meeting by each committee member.
 - g. an opinion and overview comment received by Audit Committee from its performance of duties in accordance with the charter.
 - h. Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.

11. To examine the matter informed by the Company's auditor, in case of the auditor found the suspect act that director, executive or person in charge of the Company's operating broke the rules of Securities and Exchange Act (No.4) B.E.2551, and to report the primary audit's result to Securities and Exchange Commission Office and auditor within three days after received by the auditor.
12. To report the performance of the Audit Committee proposed to the Board of Directors of the Company on a quarterly basis.
13. To perform any other duties assigned by the Board of Directors of the Company with approval from the Audit Committee thereto.

Responsibilities

The Audit Committee has the responsibilities to the Board of Directors of the Company in accordance with the duties and responsibilities assigned by the Board of Directors, however, that the responsibilities for all activities of the Company to third parties shall remain with the Board of Directors.

Powers

- (1) To invite any one of directors, management or staffs of the Company to clarify and reply to the questions relevant to the duties and responsibilities of the Audit Committee.
- (2) To consult with experts or advisors of the company (if any) or to engage outside advisors or experts (if necessary) in accordance with the scope of work and responsibilities at the expenses of the Company.

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



(Seal)

Signed.....*Pornwut Sarasin*.....Director
(Mr. Pornwut Sarasin)

Signed*T. Sasou*..... Director
(Mr. Takayuki Sasou)