



No. SAPPE 006/2023

Date 28 April 2023

Subject Resolutions of The Annual General Meeting 2023 and Board of Directors no. 3/2023
The appointment of a member of Audit Committee and a Chairman of Audit Committee in replacement of the Director who retired by rotation and Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1)

To President
The Stock Exchange of Thailand

Sappe Public Company Limited (or “SAPPE”) hereby announces that on 27 April 2023, the 2023 Annual General Meeting has passed the resolution to appoint Mr. Chanin Archjananun as an Independent Director and a Member of Audit Committee in replacement of Mr. Padungdej Indralak, an Independent Director and Chairman of Audit Committee, who retired by rotation, and that its Board of Directors no. 3/2023 has resolved the appointment of Mr. Surath Pralongsilp, an Independent Director and a member of Audit Committee, as the Chairman of the Audit Committee. Such appointments shall be effective from 27 April 2023 onward.

The Company considers the criteria of the Stock Exchange of Thailand and Securities and Exchange Commission of Thailand and the Company has attached form to the Report on Names of Members and Scope of work of the Audit Committee (F24-1) for your information.

Sincerely yours,
SAPPE Public Company Limited

Ms. Piyajit Ruckariyapong
Chief Executive Officer

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

The 2023 Annual General Meeting, held on 27 April 2023, has passed the resolution to:

☒ **Appoint a member of audit committee:** Mr. Chanin Archjananun, in replacement of Mr. Padungdej Indralak who retired by rotation with an effect on 27 April 2023

And the Board of Directors Meeting No.3/2023, held on 27 April 2023, has passed the resolution to:

☒ **Appoint the Chairman of Audit committee:** Mr. Surath Pralongsil, with an effect on 27 April 2023

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

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The audit committee is consisted of:

1. Chairman of the audit committee Mr. Surath Pralongsil, remaining term in office 2 year 0 months
 2. Member of the audit committee Mr. Chanin Archjananun, remaining term in office 3 years 0 months
 3. Member of the audit committee Mrs. Niratchara Siriamphunkul, remaining term in office 1 year 0 months
- Secretary of the audit committee Miss Sutatip Chantharangsee

The audit committee numbers 1 and 2 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:

4. Roles and Responsibilities

The Audit Committee reports to the Board of Directors in line with the roles and responsibilities assigned by the Board. Meanwhile, the entire accountability of the Company toward the outsider is responsible by the Board.

The certain roles of the Audit Committee can be listed below:

- 4.1 Revise the Company's financial reports to ensure accuracy and adequacy.
- 4.2 Revise the Company's internal control and internal audit to achieve appropriateness and efficiency, contemplate the independency of the internal audit, give an approval regarding an appointment, relocation, terminate an employment of the head of the internal audit, or other unit that is in charge of internal audit.
- 4.3 Revise the Company's compliance to laws on securities and stock market, the regulation of the Stock Exchange of Thailand ("the Stock Exchange of Thailand") and laws related to the Company's operations.

4.4 Examine, recruit, propose an appointment and a termination in order for an independent personality to serve as the Company's auditor, propose remuneration and attend a meeting with the auditor, at least once a year, without the participation of management.

4.5 Consider a connected transaction or a transaction that may inflict a conflict of interest so that they conform to laws and regulation of the Stock Exchange of Thailand. This is to ensure that the transactions are reasonable and engender the utmost benefit to the Company.

4.6 Perform a duty as entrusted by the Board of Directors and the Audit Committee's approval. Examples are reconsider financial management and risk management policies, rethink management's compliance to code of conduct, joint effort with the management to probe into key reports that must be announced to the general public as described by law, such as reports and analytical reports written by the management.

4.7 Prepare the Audit Committee's reports to be publicized on the annual report of the Company. The report must bear the signature of the Chairman of the Audit Committee. It is vital to contain at least information as listed below:

- Opinion on accuracy, completeness and credibility of the Company's financial report.
- Opinion on the adequacy of the Company's internal control.
- Opinion on the compliance of securities and securities market, regulations of the stock exchange of Thailand or any laws related to the Company's operation.
- Opinion on the appropriateness of an auditor.
- Opinion on a transaction with a potential conflict of interest.
- The number of the Audit Committee meeting and attendance of a member.
- Opinion or observation on a big picture regarding the Audit Committee's conformity toward the Charter.
- Any report deemed necessary for shareholders or general investors under the roles and responsibilities as assigned by the Board of Directors.

4.8 During the term, as the Audit Committee detects or has a doubt over a transaction or any action that could exert a significant impact on the financial performance and operations of the Company, the Audit Committee must report the case to the Board of Directors to address the issue within the scope of timeframe deemed appropriate by the Audit Committee.

- A transaction with a potential conflict of interest.
- Corruption, irregularity and flaw with a significant harm on the internal control.
- Violation of laws on securities and securities market, regulations of the stock exchange of Thailand or any laws related to the Company's operation.

If the Board of Directors or the management fails to implement a correction within the timeframe in the Item 1, a member of the Audit Committee may lodge a complaint with regards to a transaction or an action in line with the Item 1 to the Securities and Exchange Commission or the Stock Exchange of Thailand.

4.9 Prepare the summary of the roles of the Audit Committee and forward to the Board of Directors.

The Audit Committee is in charge of the following areas: an invitation to a member, an employee or a temporary staff of the Company to attend a meeting to discuss, explain or answer to a question regarding duty and responsibility of the Audit Committee, consult with the Company's expert or advisor (if any), hire an outside advisor or an expert on an occasional and vital basis with the Company's budget, urge for document and evidence about the Company's operation from an employee for the purpose of a scrutiny or an investigation to ensure

unaffected performance under a role and responsibility, task an employee or temporary staffs with performing a duty in accordance with the scope of the duties of the Audit Committee to accommodate the said scrutiny and operation concerning a subsidiary as assigned or asked by the subsidiary and as allowed by the relevant authority.

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. Anan Ruckariyapong)

(Seal)



Signed Director

(Mr. Arnupap Ruckariyapong)