

Ref. PDI/BK-BS-016/2021

23 February 2021

**Subject:** Appointment of the Company's Director, Independent Director, Audit Committee Member and Nomination and Remuneration Committee Chairman, the Omission of Dividends and Schedule of the 2021 Annual General Meeting of Shareholders

**To:** President  
The Stock Exchange of Thailand

**Enclosure:** Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1)

Padaeng Industry Public Company Limited (the **"Company"**) would like to inform the significant resolution of the Board of Director's Meeting No. 01-2021 on 23 February 2021, in which the material resolutions are as follows:

1. Appointed Mrs. Kamonwan Wipulakorn to be the Company's Director, Independent Director, Audit Committee member and Nomination and Remuneration Committee Chairman in replacing Mr. Aswin Kongsiri, the resigned director, effective from 24 February 2021 onwards. Mrs. Kamonwan Wipulakorn shall hold office only for the remaining term of Mr. Aswin Kongsiri's office.
2. Resolved to propose the Annual General Meeting of Shareholders to approve the omission of dividend payment for the Year 2020 which is in line with the Company's policy.
3. Resolved (by the directors having no conflicts of interest) to propose the Annual General Meeting of Shareholders to approve the re-election of the directors who retired by rotation, totally 4 persons, to be re-elected as directors for another term of office. The details are as follows:
 

(1) Mr. Sadawut Taechaubol	Director, Executive Committee Chairman, Nomination and Remuneration Committee Member
(2) Mr. Wuttipong Jittungsakul	Director
(3) Mr. Tommy Taechaubol	Director, Managing Director, Executive Committee Member and Risk Management Committee Member
(4) Ms. Prapa Phuranachote	Director/Executive Committee Member
4. Approved the determination of the date of the 2021 Annual General Meeting of Shareholders (**"AGM"**) to be held on Monday, 26 April 2021, at 14.30 hrs. at Four Seasons Hotel Bangkok at Chao Phraya River, 300/1 Charoen Krung Rd, Khwaeng Yan Nawa, Khet Sathon, Bangkok 10120, Thailand and to authorize the Authorized Directors of the Company to consider amending the agenda items, date, time, and venue of the 2021 AGM as deemed appropriate by considering benefits and impacts to the Company on a material basis.

The Company had provided the right and opportunity to shareholders to propose meeting agenda and to nominate new directors for the Board in advance during 4 November 2020 to 31 December 2020. As a result, none of the shareholders proposed any additional meeting agenda and no shareholders nominated any new directors for the Board to consider.

Therefore, the agendas for the 2021 AGM shall be as follows.

Agenda 1 Chairman's Announcement (if any)

Agenda 2 To consider and acknowledge the Company's Results for the Year 2020.

Agenda 3 To consider and approve the audited financial statements for the year ended 31 December, 2020.

Agenda 4 To consider and approve the omission of the dividend payment for the Year 2020.

Agenda 5 To approve the determination of the remuneration for Board of Directors and Sub-Committees for the Year 2021 and consider and approve the omission of the bonus payment to the directors for the year 2020.

Agenda 6 To approve the appointment of the auditor and the determination of the Audit fee for the Year 2021.

Agenda 7 To consider and approve the appointment of directors to replace those who retire by rotation.

Agenda 8 Other topics for consideration (if any).

The Record Date for determine the names of shareholders entitled to attend the 2021 Annual General Meeting of Shareholders on 16 March 2021.

Please be notified accordingly.

Yours truly,

- Signature -

(Ms. Suthathip Pilasarom)  
Company Secretary

Board Secretary Department  
Tel. 02 695 9499 Ext. 9414, 9335  
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**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors meeting of Padaeng Industry Public Company Limited No. 01-2021 held on 23 February 2021 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. Vinai Vamvanij                      Chairman of the Audit Committee
- (2) Mr. Karel Vinck                      Audit Committee Member
- (3) Mrs. Kamonwan Wipulakorn      Audit Committee Member

, the appointment of which shall take an effect as of 23 February 2021

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

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

The audit committee is consisted of:

- 1. Chairman of the audit committee Mr. Vinai Vamvanij      remaining term in office 2 Years
- 2. Member of the audit committee Mr. Karel Vinck              remaining term in office 2 Years
- 3. Member of the audit committee Mrs. Kamonwan Wipulakorn      remaining term in office 2 Years

Secretary of the audit committee Ms. Duangkamol Waruttamawong

Enclosed hereto is .....-..... copy 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 on the following matters:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit.
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 business.
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.
5. 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 and for the highest benefit of the Company.
6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
  - (a) Opinion on the accuracy, completeness and creditability of the Company's financial report.
  - (b) Opinion on the adequacy of the Company's internal control system.
  - (c) Opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business.
  - (d) Opinion on the suitability of an auditor.
  - (e) Opinion on the transactions that may lead to conflicts of interests.
  - (f) The number of the audit committee meetings, and the attendance of such meetings by each committee member.
  - (g) Opinion or overview comment received by the 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.
7. To monitor the risk management process.
8. To monitor compliance with Anti-Corruption Policy and review reported concerns about fraud or corruption.
9. To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.
10. Report any matter to the board that the audit committee considers appropriate.

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-

Signed ..... Chairman

(Mr. Arsa Sarasin)

(Seal)

-Signed-

Signed ..... Director

(Mr. Tommy Taechaubol)