

Ref. OBD. No. 023/2023

10<sup>th</sup> November 2023

Subject : Notification of amendments to the charter of the Audit Committee

To : The President  
The Stock Exchange of Thailand

Attachment : Form to Report on Names of Members and Scope of Work of the Audit Committee  
(F. 24-1)

XSpring Capital Public Company Limited (“**the Company**”) would like to report on the resolution of the Board of Directors Meeting No. 10/2023 held on 10<sup>th</sup> November 2023 at 9.30 a.m. The meeting resolved to approve amending the charter of the Audit Committee.

Please be informed accordingly.

Yours faithfully,

Ms. Varangkana Artkarasatapon  
President

Company Secretary Office  
Tel: 02-030-3730

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

The Board of Directors meeting of XSpring Capital Public Company Limited No. 10/2023 held on 10<sup>th</sup> November 2023 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) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

, the appointment of which shall take an effect as of \_\_\_\_\_

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

1. Change item 6. from the original “6. Review compliance with the Securities and Exchange Acts, Regulations of the SET, and any other relevant laws.” 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.”**
2. Change item 7 from the original “7. Consider and advise the appointment of the external auditors including the audit fee by considering the creditability, the adequacy of its resources, the firm’s audit engagements, and the experience of its supervisory and professional staff.” to **“7. Consider and advise the appointment of the external auditors including the audit fee by considering the creditability, the independence, the adequacy of its resources, the firm’s audit engagements, and the experience of its supervisory and professional staff including attending meetings with the auditor without the management attending the meeting at least once a year.”**
3. Change item 8 from the original “8. Consider compliance with all connected transaction disclosures or the conflict of interests disclosures.” to **“8. 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.”**
4. Change item 10.3 from the original “10.3 Statements on whether the Company’s auditor is suitable for re-appointment.” to **“10.3 comments on the compliance with the law on securities and exchange, the Exchange’s regulations, or the laws relating to the Company’s business,”**

5. Change item 10.4 from the original “Comments on compliance with the Securities and Exchange Acts, Regulations of the SET, and any other relevant laws.” to **“10.4 comments on the suitability of an auditor,”**
6. Additions according to 10.5 – 10.7 as follows:  
**“10.5 comments on the transactions that may lead to conflicts of interests,  
10.6 the number of audit committee meetings, and the attendance of such meetings by each committee member,  
10.7 an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and”**
7. Correct the item number from the original item 10.5 to **10.8.**

, the determination/change of which shall take an effect as of 10<sup>th</sup> November 2023

The audit committee is consisted of:

|                                    |                          |  |
|------------------------------------|--------------------------|--|
| 1. Chairman of the audit committee | Dr. Pairoj Boonkongchuen | remaining term in office approximately 6 months          |
| 2. Member of the audit committee   | Mr. Kittichai Raktakanit | remaining term in office approximately 1 year 6 months   |
| 3. Member of the audit committee   | Mr. Thanarak Phongphatar | remaining term in office approximately 2 years 11 months |
| Secretary of the audit committee   | Mr. Chalit Chulajaruwong |  |

Enclosed hereto is \_\_\_\_\_ copy of the certificate and biography of the audit committee. The audit committee number \_\_\_\_\_ 1-3 \_\_\_\_\_ 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. Review the sufficiency, credibility and objectivity of the financial reporting by coordinating with the external auditors and management responsible for preparing the quarterly and yearly financial reports. The Audit and Risk Management Committee may suggest issues or matters to be included for review or audit by the external auditors during its audit of the company.
2. Review the adequacy and effectiveness of the internal control systems and internal audit functions by coordinating with the external and internal auditors.
3. Review and approve audit plans, budgets and manpower of Compliance and Internal Audit Department.
4. Consider and review independent and auditing results of Compliance and Internal Audit Department.
5. Participate on the appointment, dismissal, resignation and evaluation of head of Compliance and Internal Audit Department.
6. 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.

7. Consider and advise the appointment of the external auditors including the audit fee by considering the creditability, the independence, the adequacy of its resources, the firm's audit engagements, and the experience of its supervisory and professional staff including attending meetings with the auditor without the management attending the meeting at least once a year.
8. 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.
9. Take care of any other matters assigned to it by the Board of Directors, such as reviewing the company's financial and risk management policies, reviewing compliance with the Code of Corporate Conduct of the management, and reviewing with the company's management, all important reports which must be disclosed to the public according to the law. (e. g. Management Discussion and Analysis (MD&A), etc.).
10. Report the activities of the Audit Committee in the Company's annual report, which must be signed by the chairman of the Audit and Risk Management Committee. The following information should be included in the report:
  - 10.1 comments on the Company's financial reporting process and the disclosure of its financial information, which must be correct, sufficient, and credible,
  - 10.2 comments on the adequacy of the Company's internal control systems,
  - 10.3 comments on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - 10.4 comments on the suitability of an auditor,
  - 10.5 comments on the transactions that may lead to conflicts of interests,
  - 10.6 the number of audit committee meetings, and the attendance of such meetings by each committee member,
  - 10.7 an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - 10.8 Other statements that shareholders and general investors deem to be considered under the scope of the functions and responsibilities assigned to them by the board.
11. Review Charter of Audit Committee at least once a year.
12. Perform self-assessment at least once a year and report the results to the Board of Directors.
13. Take all necessary actions to insure that the Board of Directors / Executive Management have evaluated, addressed and are monitoring the material risk associated with the Company's operations.

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  
(Ms. Varangkana Artkarasatapon)  
Authorized Director

Signed \_\_\_\_\_ Director  
(Mr. Pinit Puapan)  
Authorized Director