



## Asia Biomass Public Company Limited

บริษัท เอเชีย ไบโอบีโอส จำกัด (มหาชน)

เลขที่ 273/2 ถนนพระรามที่ 2 แขวงสามยุค เขตบางขุนเทียน กรุงเทพมหานคร 10150

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ทะเบียนนิติบุคคลเลขที่ : 0107560000061

Ref. No. ABM-EL 006/2022

May 11<sup>th</sup>, 2022

Subject: Notification of the Resolutions of the Board of Directors' Meeting No.2/2022 on resignation of Directors and Appointment of Audit Committee and the Dissolution of Subsidiary Company (Add F24-1)

To: The President  
The Stock Exchange of Thailand

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

The Board of Director's Meeting No.2/2022 of Asia Biomass Public Company Limited ("The Company") held on May 11, 2022 resolved to approve as follows:

1. Acknowledged the resignation of Ms. Patrawan Manutsathit from an Independent Director Audit Committee, effective since May 11, 2022.

2. Approved the appointment of Ms. Pinmanee Mekmontana to the position of Director / Independent Director/ Audit Committee instead of Ms. Patrawan Manutsathit , the resigned Director. The effective date is from May 11, 2022 onwards.

3. Approved the Dissolution of PT Asia Biomass Indonesia as Subsidiary company the detail as follows:

Subsidiary company : PT Asia Biomass Indonesia

Type of Business : Biomass trading

Registered capital : 300,000 USD

% share holding : 99% of the registered capital

Rationale for liquidation : Due to subsidiary has been continued in operating loss and has capital deficiency.

The subsidiary shall proceed with further legal procedure regarding liquidation register. The dissolution of subsidiary shall not have any impact on the Company's business operation

Please be informed accordingly.

You're sincerely,

(Miss Tiya Mekpongsatorn)

Director & Managing Director

Company Secretary Officer

Tel (+66) 2415 0054

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

The Board of Directors meeting/shareholders meeting of Asia Biomass Public Company Limited. No.2/2022 on May 11, 2022 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) Ms. Pinmanee Mekmontana Member of the audit committee the appointment/renewal of which shall take an effect as of May 11,, 2022

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

1. Financial report

1. Ensure that the Company has an effective process for establishing and disclosing information in the Company's financial reports accurately, completely, adequately, reliably, and timely by coordinating with auditors and executives that are responsible for preparing quarterly and annual financial reports.

2. Related transaction and transaction that may have conflicts of interest

1. Consider the disclosure of connected transactions or transactions that may have conflicts of interest to comply with the laws and regulations of the Securities and Exchange Commission to ensure that such items are reasonable and to the utmost benefit of the Company.
2. Accurately consider the disclosure of the Company's information in the event of a connected transaction, or related transaction, or transaction that may cause conflicts of interest.

3. Internal Control

1. Ensure that the Company has appropriate and effective internal control.
2. Consider the audit outcomes and suggestions of the external auditor and Internal Audit Office concerning internal controls and pass on suggestions for action by the management, as well as follow up on the implementation of such suggestions.

4. Internal audit

1. Review to ensure that the Company has effective internal control and internal audit systems as well as the independence of the internal audit unit.
2. Review the activities and structure of the Internal Audit Office and approve its charter.
3. Jointly consider and provide opinions on appointment transfers based on merit or dismissal, as well as determine the remuneration of the internal auditor and ensure that such a unit performs independently.
4. Review the internal audit plan with the internal auditors, particularly the internal control systems and financial management processes.
5. Provide suggestions and remarks about the budget and manpower of Internal Audit Office for the management's approval.
6. Consider the audit plan and the scope of the internal auditors and the Company's auditor, including an internal audit advisor (if any), to have a supportive relationship and not be complicated.

## 5. Audit

1. Consider selection, proposing the appointment, and proposing the auditor's remuneration to obtain an independent auditor, taking into account reliability and resource sufficiency. The audit workload of the auditing office and the experience of personnel assigned to audit the Company's accounts, including their performance in the past year, should be considered, as well as the removal of the auditor. The Audit Committee will propose such an opinion to the Board of Directors for further approval
2. Examine the auditor's suggested audit scope and processes while taking into account the reasons for the audit plan change (in case there is a change in the audit plan later).
3. Recommend the auditor to review or check necessary transactions and the important auditing between the audit of the Company's accounts and its subsidiaries.
4. Review the auditor's report and make recommendations to management to improve and follow up on the recommendations.
5. Consider the adequacy and efficiency of coordination between the auditors and internal auditors.
6. Acknowledge from the auditor without delay the facts concerning suspicious circumstances that the Managing Director or any person responsible for the Company's operations has committed an offense under Section 281/2, paragraph 2, Section 305, 306, 308, 309, 310, 311, 312 or Section 313 of the Act. when the auditor meets and proceeds to investigate without delay, including reporting the results of the preliminary audit to the SEC Office and auditors within 30 days from the date of being notified by the auditor.
6. Compliance with the law and related regulations to ensure that the Company compliance with the Act, the regulations of the Stock Exchange of Thailand, or laws related to the Company's business.
7. Audit Committee Report: The Audit Committee is responsible for reporting on the Audit Committee's operations as well as any additional obligations assigned by the Board of Directors. The Audit Committee's report is important to the Board of Directors, shareholders, and investors since the report conveys the independent and honest opinion of the Audit Committee, and the Board of Directors ensures that the management has been carefully managed and taken into account the equal interests of all shareholders;
  - 1). Report to the Board of Directors on various actions that occur regularly so that the Board of Directors is aware of the Audit Committee's activities
    - The report of the Audit Committee meetings specifies the opinion of the Audit Committee in various circumstances
    - Annual event summary report.
    - Reports on opinions on financial reports, internal audits and internal audit processes.
    - Any other opinion that is deemed beneficial for the Board of Directors to acknowledge.
    - Immediately report the findings so that the Board of Directors can find solutions promptly.
    - Conflict of Interest Report.
    - Suspicion or assumption that there may be a fraud, abnormality or any major defects in the internal control system.
    - Suspicion about the violation of the Securities and Exchange Law, Stock Exchange requirements, or laws related to the Company's business.
    - Any other opinion that is deemed beneficial for the Board of Directors to acknowledge.

- 2). Reporting to government agencies: In this case, the Audit Committee has reported to the Board of Directors anything that has a significant impact on the financial position and operating results and has discussed with the Board of Directors and the executives that improvements must be made. At the expiration of the jointly set time, if the Audit Committee finds that there has been unreasonable neglect of such remedial action, one of the Audit Committee or the Audit Committee may report such findings to the Securities and Exchange Commission or the Stock Exchange of Thailand
- 3). Reporting to Shareholders and General investors: Report on annual activities that align with the duties and responsibilities assigned by the Board of Directors. The report is signed by the Chairman of the Audit Committee and disclosed in the Company's annual report.

#### 8. Good Corporate Governance

1. Review to ensure that the Company has a process in place to develop good corporate governance continuously as well as provide development guidelines and recommendations.
2. Emphasize the importance of good corporate governance by encouraging the Company to implement it as part of the regular agenda of the Board of Directors' meeting and the Company's annual shareholders' meeting.
3. Under Section 89/14 of the Act, the Chairman of the audit committee must receive a copy of the report on stakeholding from the Company Secretary within 7 working days of the date the Company receives the report.

9. Risk Management: Review to ensure that the Company has a standard systematic risk management process that is appropriate, efficient, and effective, together with the Risk Management Committee, the Risk Management Working Group, and the Management to consider and give opinions on the results and progress reports on the risk management page.

#### 10. Other responsibilities

1. Perform any other tasks delegated by the Board of Directors and approved by the Audit Committee. As per its duties and responsibilities, as assigned by the Board of Directors, the Audit Committee is accountable to the Board of Directors, while the Board of Directors as a whole retains responsibility for all company activities directed at outsiders
2. The Audit Committee Charter shall be reviewed once a year to ensure that it is up-to-date and appropriate to the Company's environment.
3. Perform duties as announced or amended by the Stock Exchange.

By defining/changing the scope of duties and responsibilities mentioned to take effect on May 11, 2022

The audit committee is consisted of:

1. Chairman of the audit committee

Dr. Sarit Chokchainirand remaining term in office 2 years , 11 Months

2. Member of the audit committee

Mr. wichi Pornkeratiwat remaining term in office 11 Months

3. Member of the audit committee

Ms. Pinmanee Mekmontana remaining term in office 11 Months

Secretary of the audit committee Mrs. Apiratee Sakulin

Enclosed hereto is - copies of the certificate and biography of the audit committee. The audit committee number(s) 1 to 3 has/have adequate expertise and experience to review creditability of the financial reports.

The company hereby certifies to the Stock Exchange of Thailand as follows:

1. The Audit Committee members are fully qualified in accordance with the rules prescribed by the Stock Exchange of Thailand.
2. The scope of duties and responsibilities of the Audit Committee above are in accordance with the rules prescribed by the Stock Exchange of Thailand.

Signed.....Director

( Mrs. Natpapha Kuansataporn )

Signed.....Director

( Ms. Tiyada Mekpongsatorn )