

# AGENDA 7

## TO CONSIDER THE APPOINTMENT OF THE AUDITOR AND DETERMINATION OF AUDIT FEE

### Background and Rationale

According to the Company's Articles of Association concerning with the appointment of the auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 2535 states as follows:

Section 120: The Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the company's financial auditor.

Section 121: The financial auditor must not be a director, employee, or take any position in the company.

The policy on selecting the auditor for the Company is to contact various auditing companies that have been endorsed by the Securities and Exchange Commission (SEC) to audit the listed companies. The Company will request for proposals from these audit companies including service terms and audit fee. The Audit Committee shall select the audit company with satisfactory terms and suitable with the Company for the best interests of the Company.

According to the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 stipulates that the listed company shall rotate an auditor in the occurrence that the auditor has performed his/her duties on auditing or reviewing and expressed opinion on financial statement of the same listed company for 7 consecutive years and the listed company can appoint a new auditor from the same audit firm of the changed auditor. Nonetheless, the listed company may re-appoint the changed auditor who has vacated from his/her duty at least 5 fiscal years from the date on which such auditor has vacated from his/her duty.

### Supporting Information

(1) The auditors proposed above are independent and have no relationship or any other types of stake or interest with the Company, its executives, major shareholders or persons related to those mentioned.

(2) The auditors proposed above have been endorsed by the SEC to audit the listed companies. The Shareholders' Meeting has appointed the auditor from KPMG Phoomchai Audit Ltd., having the number of years performing the audit work for the Company as follows.

(2.1) Ms. Chanlika Panya, who has never been the auditor signing the Company's financial statements, will be the new auditor replacing Ms. Chanarat Chanwa whom was the auditor signing the Company's financial statements from 2018 to 2023 for a total of 6 years.

(2.2) Ms. Thanyalux Kaedkeaw, who has never been the auditor signing the Company's financial statements.

(2.3) Ms. Sophit Prompol, who has never been the auditor signing the Company's financial statements.

However, in the event that the certified auditors as aforementioned are unable to perform duties, KPMG Phoomchai Audit Ltd., is authorized to procure another certified public accountant of KPMG Phoomchai Audit Ltd., to perform an audit and express opinions on the Company's financial statements instead of the auditors mentioned above.

(3) The comparison of audit fees between the new auditor for year 2024 and previous auditor for year 2023 are as follows:

Description (Unit : Baht)	Year 2024	Year 2023	Increase (Decrease)	
			Amount	%
<b>Company's Audit Fee</b>				
• Yearly Audit Fee	1,320,000	1,320,000	-	-
• Quarterly Reviewed Financial Statement (3 quarters)	150,000	150,000	-	-
• Quarterly Consolidated Financial Statements Preparation (3 quarters)	150,000	150,000	-	-
<b>Company's Other Services</b>	-	-	-	-
<b>Total</b>	<b>1,620,000</b>	<b>1,620,000</b>	-	-

(4) Diamond Materials Co., Ltd. is the subsidiary company of the Company also uses audit services from KPMG Phoomchai Audit Ltd., Comparison of the audit fee for year 2024 and 2023 is as follows.

Description (Unit : Baht)	Year 2024	Year 2023	Increase (Decrease)	
			Amount	%
<b>Subsidiary Company's Audit Fee</b>				
• Yearly Audit Fee	300,000	300,000	-	-
• Quarterly Reviewed Financial Statement (3 quarters)	60,000	60,000	-	-
<b>Subsidiary Company's Other Services</b>	-	-	-	-
<b>Total</b>	<b>360,000</b>	<b>360,000</b>	-	-

(5) During the past year 2023, the Company and the subsidiary company only used audit services without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.

(6) The Audit Committee has considered the selection of auditors who possesses the qualification, quality, working standard, expertise and auditor independence, as well as the past work experience to be in good standard. After consideration and comparison of the workload and the audit fee, the Audit Committee has selected the auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission.

(7) Accordingly, the Audit Committee has proposed its opinions to the Board of Directors to obtain approval from the Shareholders' Meeting for the appointment of an auditor from KPMG Phoomchai Audit Ltd., according to the following name list, whoever, to be the Company's auditor for year 2024, namely Ms. Chanlika Panya, certified public accountant registration no. 11872 (to be the new auditor replacing Ms. Chanarat Chanwa, certified public accountant registration no. 9052), or Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Ms. Sophit Prompol, certified public accountant registration no. 10042, and approval of the yearly audit fee, quarterly reviews fee and preparation of quarterly consolidated financial statements for year 2024 for a total of Baht 1,620,000, the same as previous year.

## Board of Directors' Opinion

In compliance with the Public Limited Company Act B.E. 2535, which stipulates that the Shareholders' Meeting should appoint the Company's financial auditor and determine the audit fee every year with recommendation from the Audit Committee and after consideration by the Board of Directors' Meeting No. 383 (2/2024) dated February 19, 2024, the Board of Directors approved to propose to the Shareholders' Meeting to consider appointing Ms. Chanlika Panya, certified public accountant registration no. 11872 (to be the new auditor replacing Ms. Chanarat Chanwa, certified public accountant registration no. 9052), or Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Ms. Sophit Prompol, certified public accountant registration no. 10042 of KPMG Phoomchai Audit Ltd., to be the Company's financial auditor for year 2024, having the audit fee for year 2024 totaling Baht 1,620,000, the same as previous year. However, in the event that the certified auditors as aforementioned are unable to perform duties, KPMG Phoomchai Audit Ltd., is authorized to procure another certified public accountant of KPMG Phoomchai Audit Ltd., to perform an audit and express opinions on the Company's financial statements instead of the auditors mentioned above.

## Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.