



บริษัท กุลธรรคเอร์บี จำกัด (มหาชน)

KULTHORN KIRBY PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107537002150
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LEADING MANUFACTURER IN HERMETIC COMPRESSOR FOR REFRIGERATION & AIR CONDITIONING SINCE 1980

Our ref. no. 0374/2021

10 November 2023

Subject : Appoint a member of the Audit Committee

To : Director and Manager
The Stock Exchange of Thailand

Enclosure : Form F24-1

Kulthorn Kirby Public Company Limited would like to inform the significant resolutions of the Board of Directors Meeting No. 7/2023 on 8 November 2023 from 10.00 hours at the The Bangkok Club, Sathorn City Tower, No. 175 South Sathorn Road, Sathorn, Bangkok, as follows :

To appoint a member of the Audit Committee due to the Audit Committee member resigned before the end of his/her term according to the Charter of the Audit Committee as follows :

Mr Somlak Jiamtiranat

Member of the Audit Committee

Please be informed accordingly



Yours Sincerely,

Kulthorn Kirby Public Company Limited

(Mr Titisak Simakulthorn)

President

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

The Board of Directors meeting of Kulthorn Kirby Public Company Limited No.7/2023 held on 8 November 2023 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. Somlak Jiamtiranat Member of the audit committee

, the appointment of which shall take an effect as of 8 November 2023.

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

- (1) to review the Company's financial reporting process to ensure that it is accurate and information disclosure 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) Review of the preparation of financial reports, internal control system, risk management and other processes related to Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) project.
- (5) 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;
- (6) to review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the law and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
- (7) 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) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - (b) an opinion on the adequate of the Company's internal control system,
 - (c) an 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) an opinion on the suitability of an auditor,
 - (e) an 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) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - (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; and
- (8) In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operation results, the audit committee shall report it to the board of directors for rectification within the period of time that the audit committee thinks fit:
- (1) transaction which causes a conflict of interest;
 - (2) any fraud, irregularity, or material defect in an internal control system; or
 - (3) an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.

If the Company's board of directors or management fails to make a rectification within the period of time, any audit committee member may report on the transaction or act to the Office of the Securities and Exchange Commission or the Exchange.

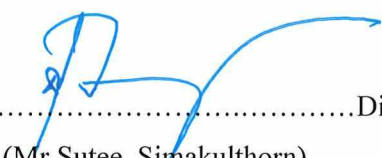
- (9) Support and follow up the Company to have the efficient risk management system;
- (10) Report the operation of audit committee to the board of directors in the board of directors meeting;
- (11) Perform any acts which assigned by board of directors, by the acceptance of the audit committee which compliance with laws and the Company's regulations;


In its performance of duties as above stated matters, the audit committee must be directly responsible to the Company's board of directors, while the Company's board of directors shall remain responsible to third parties for the operations of the Company.

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 Sutee Simakulthorn)

Signed..........Director
(Mr Titisak Simakulthorn)