

บริษัท ทางยกระดับดอนเมือง จำกัด (มหาชน)
Don Muang Tollway Public Company Limited

40/40 ถนนวิภาวดีรังสิต แขวงสนามบึง
เขตดอนเมือง กรุงเทพมหานคร 10210
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DMT/P/CS/147/22

26 April 2022

Subject: Report on the resolutions of the Board of Directors No.3/2022 re: Change the name of the Authorized Director to sign to bind the Company, appointment of the Audit Committee, appointment of the Sub-Committee, and appointment of the Top Management (Chief Executive Officer and Managing Director) according to the adjustment in the Company's Organization Structure

To: President
The Stock Exchange of Thailand

CC: Secretary-General of the Office of the Securities and Exchange Commission

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

We, Don Muang Tollway Public Company Limited (“the Company”) would like to announce that Board of Directors Meeting of the Company No.3/2022 held on 26 April 2022 resolved as follows:

1. Approved the change of the name of the Authorized Director to sign to bind the Company

From: The name and number (s) of the authorized directors who may sign to bind the Company are:
“Mr. Sombath Phanichewa, Mr. Rawat Chamchalerm, Mr. Tarnin Phanichewa, M.L. Dhanavisuth Visuthi, Mr. Pornthep Panyarachun. Any two of these five directors jointly sign with the Company's seal affixed.

Change to: The name and number (s) of the authorized directors who may sign to bind the Company are:
“Mr. Sombath Phanichewa, Mr. Rawat Chamchalerm, Mr. Tarnin Phanichewa, M.L. Dhanavisuth Visuthi, Mr. Sakda Panwai. Any two of these five directors jointly sign with the Company's seal affixed.

2. Approved the appointment of the Chairman of the Audit Committee and Members of the Audit Committee to replace the Chairman of the Audit Committee and Members of the Audit Committee who have completed their term of office. Details are as follows:
 - 2.1 Appointment of Mr. Prakob Tantiyapong to be the Chairman of the Audit Committee for another term;
 - 2.2 Appointment of Mr. Somnuk Chaidejsuriya to be the Member of the Audit Committee for another term;

2.3 Appointment of Mr. Chumpol Rimsakorn as the Member of the Audit Committee to replace Mr. Visit Vongruamlarp, who retired by rotation and did not wish to renew the term to be re-elected to the position.

This shall take an effect on April 26, 2022 onwards, with a term of office of 3 years and has the same scope of duties and responsibilities in all respects. In this regard, the Company has attached a form to report names and scope of work of the Audit Committee (F24-1 Form) herewith.

3. Approved the re-appointment of the directors who have retired by rotation at the Annual General Meeting of the Shareholders for 2022 to be the directors in the Sub-Committee of the Company as follows;
 - 3.1 Appointment of Mr. Rawat Chamchalerm to be the Vice Chairman of the Board of Directors and Chairman of the Executive Committee for another term;
 - 3.2 Appointment of General Suebsan Dardarananda to be the Chairman of the Nomination and Compensation Committee for another term.
4. Approved the appointment of **Mr. Tarnin Phanichewa from Managing Director to be the Chief Executive Officer (CEO)** according to the adjustment in the Company's Organization Structure The appointment will effective from May 1, 2022 onwards.
5. Approved the appointment of **Mr. Tarnin Phanichewa, in the position of the Chief Executive Officer (CEO) as the Executive Committee** to replace Mr. Pornthep Panyarachun who have retired by rotation at the Annual General Meeting of the Shareholders for 2022 and served as the Vice Chairman of the Executive Committee.
6. Approved the appointment of **Dr. Sakda Panwai from Executive Vice President, Business & Finance (CFO) to be the Managing Director (MD)**, effective from May 1, 2022 and (Acting) Executive Vice President, Business & Finance (CFO) until the selection and appointment of qualified persons to hold the position.

Please be informed accordingly.

Respectfully yours,

-Signature-

(Mr. Tarnin Phanichewa)

Managing Director

Authorized Person to Disclose Information

Company Secretary Office and Corporate Governance

Tel: 02 792 6500 Ext. 6515 Fax. 02 552 8065

E-Mail: companysecretary@tollway.co.th

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

The Board of Directors meeting of **Don Muang Tollway Public Company Limited** ("the Company") No. **3/2022** held on **26 April 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)Mr. Prakob Tantiyapong.....Chairman of the Audit Committee.....
 (2)Mr. Somnuk Chaidejsuriya.....Audit Committee.....
 (3)Mr. Chumpol Rimsakorn Audit Committee

, the determination/change of which shall take an effect as of 26 April 2022

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

.....

, the determination/change of which shall take an effect as of

The audit committee is consisted of:

- | | | |
|------------------------------------|-------------------------|------------------------------------|
| 1. Chairman of the Audit Committee | Mr.Prakob Tantiyapong | remaining term in office 3 year(s) |
| 2. Audit Committee | Mr.Somnuk Chaidejsuriya | remaining term in office 3 year(s) |
| 3. Audit Committee | Mr. Chumpol Rimsakorn | remaining term in office 3 year(s) |

Secretary of the audit committee Mr.Preecha Samuhawattanachai

Enclosed hereto is ...1... copies of the certificate and biography of the audit committee. The audit committee number(s) ...-... 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 to ensure that the Company prepares accurate and adequate financial reports;
 2) Review to ensure that the Company utilizes suitable and effective internal control and internal audit systems, as well as consider the approval of the internal audit plan;

- 3) Review to ensure that the Company complies with laws on securities and exchange, requirements of the Stock Exchange of Thailand, and applicable laws related to the Company's businesses;
- 4) Supervise the Company's business operations to ensure compliance with the principles of Good Corporate Governance, Sustainability Development Plan of Environmental, Social and Governance or ESG by determining guidelines, recommending policies and practices, and offering advice, evaluation, and policy review, as well as working team appointment;
- 5) Consider, select, and propose an independent person to act as the auditor of the Company and Consider, select, nominate for appointment of a person with independence to be the Company's external auditor, and propose the remuneration thereof, as well as attend meetings with the external auditor without the presence of the Management;
- 6) Consider the Internal Audit Office's independence and give approval on the recruitment, appointment, transfer, and termination, including evaluation of the yearly performance, of the head of the Internal Audit Office;
- 7) Consider connected transactions or transactions that may have a conflict of interest to ensure compliance with laws and the requirements of the Stock Exchange of Thailand and that such transactions are reasonable and of maximum benefits to the Company;
- 8) Review to ensure that the Company has a suitable and efficient risk management system;
- 9) Prepare the Audit Committee's report for disclosing in Form 56-1 One Report of the Company and the Audit Committee's report shall be signed by the Chairman of the Audit Committee and contain at least the following information:
 - 9.1 Opinions on the accuracy, completeness, and reliability of the Company's financial reports,
 - 9.2 Opinions on the adequacy of the Company's internal control system,
 - 9.3 Opinions on compliance with laws on Securities and Exchange and the requirements of the Stock Exchange of Thailand or applicable laws related to the Company's businesses,
 - 9.4 Opinions on compliance with the Company's principles of Good Corporate Governance,
 - 9.5 Opinions on the suitability and effectiveness of the Company's risk management process,
 - 9.6 Opinions on the suitability of the external auditor,
 - 9.7 Opinions on transactions that may have a conflict of interest, related-party transactions or connected transactions,
 - 9.8 Total number of the Audit Committee's meetings and the meeting attendance of each member of the Audit Committee,
 - 9.9 Overall opinions or observations the Audit Committee has acquired from the performance of duties according to the Charter, and

- 9.10 Other information that should be known by the shareholders and general investors under the scope of duties and responsibilities as assigned by the Board of Directors.
- 10) Be empowered to hire consultants to perform duties as may be deemed appropriate by the Audit Committee at the Company's budget;
 - 11) Consider budgets and resources for use in the management of the Internal Audit Office, personnel, and internal audit operations, to ensure suitability and sufficiency, including support to internal audit development on a continuous basis;
 - 12) Evaluate the performance of the Audit Committee at least once a year;
 - 13) Perform other duties as assigned by the Board of Directors at the approval of the Audit Committee.

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-..... Director

(Mr. Rawat Chamchalerm)

Vice Chairman of the Board of Directors

(Seal)

Signed-Signed-..... Director

(Mr. Tarnin Phanichewa)

Director