

AUDIT AND CORPORATE GOVERNANCE COMMITTEE'S REPORT

TO THE SHAREHOLDERS

The Audit and Corporate Governance Committee of Precious Shipping Public Company Limited comprises of three independent directors. Mr. Kamtorn Sila-On is Chairman of the Committee which also includes Professor Dr. Pavidan Pananond and Ms. Pensri Suteerasarn. During the year 2022, Ms. Pensri Suteerasarn was appointed as the Audit and Corporate Governance Committee member by a resolution of the Board of Directors in the Board meeting No. 3/2022 held on 4 April 2022 in replacement of Ms. Lyn Yen Kok who excused herself from being nominated for re-election as the Company's Director at the Annual General Meeting of Shareholders No. 1/2022.

The Audit and Corporate Governance Committee has performed its duties and responsibilities with prudence, transparency, independence and in compliance with the Audit and Corporate Governance Committee Charter ("Charter") approved by the Board of Directors and the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), which are summarized as follows:

Review of financial reports

In the year 2022, meetings of the Audit and Corporate Governance Committee have been held through the year to review consolidated financial statements of the Company and its subsidiaries. Meetings with external auditor were also held every quarter for discussions of the auditor's report, financial statements and recommendations of the relevant accounting standards. The Audit and Corporate Governance Committee is of the opinion that the Company has a proper financial reporting process to disclose its financial information, in which the financial statements are correct, sufficient and credible.

Internal audit and internal control systems

The Audit and Corporate Governance Committee has considered the independence of the internal audit department, including the chain of command, in order to establish the credibility and independence of the internal audit department. The Audit and Corporate Governance Committee has also discussed with internal auditors the scope of internal auditing, their responsibilities and functions and approved the internal audit plan for the internal audit department. In the year 2022, the internal audit department reviewed:

- the risk assessment covering commercial, financial, technical and operational risks;
- the self-evaluation tool for countering bribery following the guidelines published by the Private Sector Collective Action Coalition Against Corruption (CAC);
- the corruption risk assessment;
- internal control activities of all departments;
- the operations of some departments;
- conflict of interest transactions; and
- compliance with regulations and laws relating to the business of the Company, such as Public Limited Companies Act, Revenue Code, Thai Vessels Act, Securities and Exchange Act, including regulations and notifications of the SET and the SEC.

Internal auditors also followed up on the results of the aforesaid review. The results of the review and the recommendations were discussed with the related staff and management and reported to the Audit and Corporate Governance Committee.

The Audit and Corporate Governance Committee is of the opinion that the Company has proper and adequate internal control systems and there are no significant deficiencies.

Compliance with laws and regulations

The Audit and Corporate Governance Committee is of the opinion that the Company has been in compliance with laws and regulations to which the operations of the Company are subject. Principally, these laws are the Public Limited Companies Act, Revenue Code, Thai Vessels Act, Securities and Exchange Act including regulations and notifications of the SET and the SEC.

Review of Connected Transactions

The Audit and Corporate Governance Committee values the importance of review of connected transactions as well as those transactions that may involve conflicts of interest under the laws and regulations of the Stock Exchange of Thailand and the Securities Exchange Commission, and any applicable laws, including compliance with the internal policies and guidelines set up by the Company. Adequate disclosures have also been made in the financial statements and under the topic “**Connected Transactions**” in this annual report.

Internal auditors and external auditors have reviewed the connected transactions and reported the results of their review to the Audit and Corporate Governance Committee who in turn have discussed and reviewed the transactions in their Audit and Corporate Governance Committee meeting No. 1/2023 held on 9 February 2023. The result of the review for the year 2022 has been discussed in the Board of Directors meeting No. 1/2023 held on 10 February 2023. The Audit and Corporate Governance Committee and the Board of Directors are of the opinion that the transactions entered solely based on the market prices, fair, and for the best interest of the Company.

Review of the Company’s Corporate Governance

The Audit and Corporate Governance Committee reviews and compares guidelines for the Company’s Corporate Governance with best practices followed by international organizations and presents its recommendations to the Board of Directors. The Audit and Corporate Governance Committee also conduct an annual review of corporate governance self-assessment through a questionnaire following the SET and the Thai Institute of Directors (IOD) guidelines. The scores of corporate governance self-assessment fall in the level of “Very Good”.

For the year 2022, the Company has been classified by the IOD in conjunction with the SET and the SEC as a Company with “Excellent” corporate governance. Further, the Company was included in the Stock Exchange of Thailand’s list of Thailand Sustainability Investment (THSI) stocks, which among other things, is a recognition that the Company manages its business with transparency, in line with good corporate governance principles. Additionally, the Company received the “ASEAN Asset Class PLCs” award, an accolade granted to companies with an ASEAN CG score of at least 97.5 in the 2021 ASEAN Corporate Governance Scorecard. The ASEAN Corporate Governance Scorecard has been developed by the ASEAN Capital Markets Forum (ACMF) in partnership with the Asian Development Bank (ADB) to raise corporate governance standards and practices of ASEAN publicly listed companies.

Meetings of the Audit and Corporate Governance Committee

Normally, each Audit and Corporate Governance Committee Meeting is held before a Board of Directors’ meeting, so that discussions with internal auditors and external auditors can be carried out without management’s presence in such discussions and the minutes of the Audit and Corporate Governance Committee can also be sent to the Board of Directors for acknowledgment, discussions and receiving suggestions from the Board.

The members of the Audit and Corporate Governance Committee regularly have formal and informal discussions with internal auditors in connection with the results of the various areas of review undertaken by internal auditors. In the year 2022, Audit and Corporate Governance Committee held 4 meetings (2021: 4 meetings). The record of attendance of the members of the Audit and Corporate Governance Committee is summarized as follows:

Name	Number of attendance/Total meeting (times)	
	2022	2021
1. Mr. Kamtorn Sila-On	4/4	4/4
2. Professor Dr. Pavida Pananond	4/4	4/4
3. Ms. Lyn Yen Kok	1/1	4/4
4. Ms. Pensri Suteerasarn	3/3	-

Selection and proposal for appointment of the Company’s external auditors

Audit and Corporate Governance Committee meeting No.1/2023 held on 9 February 2023 considered the appointment of auditors and resolved to propose for shareholders’ approval, the appointment of any one of the following auditors of EY Office Limited as the auditor of the Company for the years 2023.

1. Mr. Vorapoj Amnauypanit (Certified Public Accountant (Thailand) No. 4640)
2. Mr. Termphong Opanaphan (Certified Public Accountant (Thailand) No. 4501)
3. Mr. Khitsada Lerdwana (Certified Public Accountant (Thailand) No. 4958)
4. Mrs. Poonnard Paocharoen (Certified Public Accountant (Thailand) No.5238)

All the above auditors are qualified to conduct the audit and express an opinion on the financial statements of the Company. None of the above auditors has any relationship with or is an interested party in the Company and its subsidiaries, management, major shareholders or related persons of such persons. In the event that any of the above auditors is not available, EY Office Limited is authorized to nominate a qualified and competent auditor from EY Office Limited to conduct the audit.

The Audit and Corporate Governance Committee is of the opinion that EY Office Limited is a reputable independent audit firm and has shown satisfactory performance according to past records. EY Office Limited has been the auditor of the Company and Thai subsidiaries since 2001.

The meeting also approved to propose for shareholders' approval, details of the audit fees and fees for other services (non-audit related) of the Company and subsidiaries for the year 2023 charged by EY Office Limited are as follows:

Details	Proposed for 2023	2022
Audit fees for the Company	Baht 2.15 million	Baht 2.15 million
Audit fees for Thai subsidiaries and 1 foreign subsidiary	Baht 2.29 million	Baht 2.42 million
Fees for other services:		
• Fee for certification purposes by BOI	Baht 0.13 million	Baht 0.15 million
• Fees for reviewing the accounts of certain foreign subsidiaries (for consolidation purpose)	Baht 0.91 million	Baht 0.91 million
Total	Baht 5.48 million	Baht 5.63 million

The Audit and Corporate Governance Committee self-assessment

The Audit and Corporate Governance Committee conducted a self-assessment for 2022 as per IOD guidelines, the score of which fell within the "Excellent" level. The Audit and Corporate Governance Committee intends to use this result as an indicator to further improve its performance.

Concluding Remark: Throughout 2022, the Audit and Corporate Governance Committee received full cooperation from all the Directors, management team and employees of the Company, as well as from the external auditors, in order to fulfill its roles and responsibilities as assigned by the Board of Directors and in compliance with its Charter and the relevant laws and regulations. Despite the COVID-19 pandemic, the Company was able to prepare and disclose the relevant financial statements within the timeline required by the SET and the SEC without requesting an extension of time.

The Audit and Corporate Governance Committee is of the opinion that the Company's financial statements of 2022 and the disclosure of information therein are complete, reliable and consistent with generally accepted accounting principles and financial reporting standards. The Company has adequate risk management, appropriate internal audit and internal control systems. The Company also complies with its internal policies, good corporate governance, relevant laws and regulations.

**For and on behalf of the Audit and Corporate Governance Committee of
Precious Shipping Public Company Limited**



Mr. Kamtorn Sila-On

Chairman of the Audit and Corporate Governance Committee

10 February 2023