



LANNA RESOURCES Public Company Limited

บริษัท ลานนา รีซอร์สเซส จำกัด (มหาชน)

Ref. No. 0668/35E

June 16, 2025

Subject: Appointment of an Audit Committee Member in Replacement of a Vacant Position

Attn: President

The Stock Exchange of Thailand

Attachments:

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

The Board of Directors' Meeting of Lanna Resources Public Co., Ltd. (the "Company") No. 4/2025, held on June 16, 2025, unanimously resolved to approve the appointment of Mr. Tanon Tantisunthorn, Independent Director, as a member of the Audit Committee in replacement of Mr. Adul Tantharatana. Mr. Tanon Tantisunthorn shall serve for the remainder of Mr. Adul Tantharatana's term of office. This appointment is effective from June 16, 2025, as detailed in the attached Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1)

Please be informed accordingly.

Yours faithfully,
For and on behalf of
Lanna Resources Public Company Limited

(Mr. Saharat Vatanatumrak)
Company Secretary

Headline: Appointment of an Audit Committee Member in Replacement of a Vacant Position
Security Symbol: LANNA

Announcement Details

Change of director/Executive

New election

The date of board's resolution/submit news	16-Jun-2025
Director Name	Mr. TANON TANTISUNTHORN
Position in company (1)	Member of the Audit Committee
Effective Date (1)	16-Jun-2025

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

The Audit Committee is consisted of

No	Audit Committee's Position	Full Name	Remaining term in office (year)
1	AUDIT COMMITTEE	Mrs.DUANGKAMOL SUCHATO	2 Year 7 Month 29 Day
2	AUDIT COMMITTEE	Mr.RALPH ROBERT TYE	2 Year 7 Month 29 Day
3	SECRETARY OF THE AUDIT COMMITTEE	Mrs.Wanna Chomkhomkruad	
4	Member of the Audit Committee	Mr.TANON TANTISUNTHORN	2 Year 7 Month 29 Day
Number of copies of the certificate and biography of the audit committee (persons)		1	
The order of audit committee number(s) that has/have adequate expertise and experience to review creditability of the financial reports.		1-2	

Scope of duties and responsibilities of the audit committee to the board of director

Clause (9) The Audit Committee has the scope of duties, roles, and responsibilities as follows:

(1) To review that the Company's financial reports are correct and the disclosure of information is adequate.

(2) To review that the Company has established appropriate and effective internal control system and internal audit system, and to oversee crucial internal management functions, in order to ensure efficiency, effectiveness, adequacy, and continuity. This facilitates the Board of Directors and the Audit Committee to perform its duties successfully and achieve its objectives.

In the event of the Company acquiring businesses overseas or establishing subsidiary companies to operate new ventures, etc., the Board of Directors and the Audit Committee are required to consistently and regularly review and enhance the internal control systems of the Company and its subsidiaries, both domestically and overseas, to align with any changes that may have occurred.

In situations where the Company conducts significant operations overseas, the Audit Committee is required to conduct audits to ensure that the overall internal control system can identify irregularities and prevent corruption that may arise from transactions of the subsidiary companies overseas. This may involve tasks such as having the Company's internal auditor to inspect the operations, or considering the engagement of an overseas internal audit outsource to conduct audits on important internal control systems and report directly to the Audit Committee on a continuous and regular basis, etc.

(3) To review that the Company abides by the law on Securities and Exchange, including regulations of the SEC Office and/or the Stock Exchange of Thailand, and any other relevant laws governing the Company's business.

(4) To review the correctness of reference documents concerning the Company's anti-corruption measures according to the Thailand's Private Sector Collective Action Coalition Against Corruption.

(5) The Audit Committee and the Management should work in collaboration to review and provide opinions to define a clear and appropriate scope of authority, duties, and responsibilities related to employment matters. This includes evaluating the independence and competence of the auditor, as well as the duration of the auditor's engagement in accordance with the guidelines established by the SEC Office. Additionally, the Audit Committee is responsible for proposing the audit fee, deciding on the re-appointment or removal of a continuing auditor, and attending a meeting with the auditor without the presence of the Management at least once a year.

(6) To participate in considering and providing opinions regarding the connected transactions or transactions that may involve conflicts of interest, and transactions related to the acquisition or disposal of assets with significant value in accordance with the laws and regulations of the SEC Office and/or the Stock Exchange of Thailand. The objective is to ensure that such transactions are appropriate and most beneficial to the Company. The Audit Committee is responsible for considering and/or taking action on the following matters:

(A) The Audit Committee is required to participate in the consideration and to provide opinions regarding transactions involving the acquisition or disposal of assets, as well as transactions with significant connected persons, which must obtain approval either through the Board of Directors' meeting and/or the shareholders' meeting. The Audit Committee is responsible for evaluating the reasonableness of engaging in proposed transactions, including details and identities of contracting parties, assessing returns and associated risks, especially, legal risks, and examining the potential impact on the Company's financial position and operating results, particularly, in the context of overseas transactions, changes to the core business, and significant expansion into new business.

(B) In regard to transactions related to the acquisition or disposal of assets and transactions with connected persons, which fall under the Management's authority to approve, the Audit Committee is required to establish a system or process that enables the Management to report such transactions, along with regular analysis of the reasonableness of such transactions.

(C) Transactions related to the acquisition or disposal of assets and transactions with connected persons possess specific characteristics that require specialized experts to provide opinions for consideration. The Board of Directors should provide support in various areas to enhance the efficiency and effectiveness of the Audit Committee's performance. This support includes the engagement of independent experts, such as legal advisors, auditors, financial advisors, etc., to provide valuable opinions for the decision-making process of the Audit Committee.

(D) After having obtained approval to engage in transactions related to the acquisition or disposal of assets and transactions with connected persons, the Audit Committee retains the responsibility to follow up and inquire about the progress of such transactions with the Management. This includes following up on investments and supervising the Company to ensure regular and appropriate disclosure and reporting of progress to shareholders.

(E) The Audit Committee is required to closely monitor the progress of transactions related to the acquisition or disposal of assets and transactions with connected persons by considering various information to detect abnormalities in the overall scenario. For example, news presented by executives, movements in the Company's share price, and stock trading activities by the Company's directors and executives, etc. If there is any suspicion that the Company's directors or executives have disseminated distorted and incorrect information, or engaged in transactions related to the acquisition or disposal of assets and transactions with connected persons with the intent of personal gain from manipulating stock prices, the Audit Committee must promptly take action to prevent such behaviors, and immediately report these facts to the SEC Office.

(7) To review that the Company has established appropriate and effective Risk Management System.

(8) To follow up on the utilization of fundraising to ensure alignment with the disclosed objectives, by considering details related to the use of the raised funds, including the feasibility of investing in the project, appropriateness of the value and funding channels, investment structure of the Company, and investment contracts, etc. It is important for the Company to establish a mechanism to supervise and monitor the use of funds, ensuring it is done correctly and in accordance with the disclosed objectives.

(9) The Audit Committee should encourage the Company to establish channels for receiving complaints or reports of inappropriate behavior or whistleblowing incidents that may occur within the Company. This includes the implementation of policies or procedures to address complaints and appropriately protect whistleblowers on a case-by-case basis.

(10) To annually assess performance of the Audit Committee and report the assessment results to the Company's Board of Directors for acknowledgment and consideration at least once (1) a year.

(11) To prepare the Report of the Audit Committee over the past year and disclose the report in the Annual Report (Form 56-1 One Report) of the Company. The report must be signed by the Chairman of the Audit Committee and must at least contain the following information:

- (A) Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company;
- (B) Opinions concerning with the adequacy of the Company's internal control system;
- (C) Opinions concerning with the Company's compliance with the laws on Securities and Exchange, the regulations of SEC Office and/or the Stock Exchange of Thailand, or any relevant laws governing the Company's business;
- (D) Opinions concerning with the appropriateness of the auditor;
- (E) Opinions concerning with the connected transactions or transactions that may involve conflict of interest and acquisition or disposition of assets as stipulated by the laws.
- (F) The number of the Audit Committee's meetings and the attendance record for each of the Audit Committee Members each year;
- (G) Opinions or overall observation that the Audit Committee has received by performing according to the Charter as established by the Board of Directors;
- (H) Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities as assigned by the Board of Directors.
- (12) To perform any other tasks as delegated by the Company's Board of Directors, with consent from the Audit Committee considering case-by-case.
- (13) To periodically present the Report of the Audit Committee to the Company's Board of Directors for at least once (1) every quarter.
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The company hereby certifies that the information above is correct and complete.

Signature _____
(Mr.SRIHASAK ARIRACHAKARAN)
DIRECTOR
Authorized person to disclose information

Signature _____
(Mr.ANUN LOUHARANOO)
DIRECTOR
Authorized person to disclose information

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