

Annual Registration Statement / Annual Report 2022
(Form 56-1 One Report)

Enclosure 6

Audit Committee's Report

Audit Committee's Report

Dear Shareholders,

The Audit Committee of Central Retail Corporation Public Company Limited ("the Company") consists of 3 independent committees who are experts with experiences in management, accounting and finance. Each of them has a 3-year tenure. All members of the Audit Committee meet all the qualifications as stipulated in the Audit Committee Charter which is in accordance with the requirements and best practices for the Audit Committee of both the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

In 2022, the Audit Committee held 12 meetings in total, with details of each member's meeting attendance as follows:

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|----|-----------------------------|---------------------------------|----------------------|
| 1. | Mrs. Pratana Mongkolkul | Chairman of the Audit Committee | Attended 12/12 times |
| 2. | Mrs. Patareeya Benjapolchai | Member of the Audit Committee | Attended 12/12 times |
| 3. | Mr. Sompong Tantapart | Member of the Audit Committee | Attended 12/12 times |

The Audit Committee reports its performance as well as recommendations to the Board of Directors whenever the Audit Committee has questions or opinions that there should be improvements regards to internal control, financial reports or other matters found. The Audit Committee will promptly report any queries or recommendations in various matters to the Board of Directors.

The main duties and responsibilities of the Audit Committee is to support the Board of Directors in overseeing the matters relating to the preparation and disclosure of information in financial reports, the effectiveness of risk management and internal control systems, the compliance with relevant laws, rules, and regulations, the monitoring of qualifications, expertise and adequacy of working team and independence of both internal auditor and external auditor of the Company as well as the evaluation on the effectiveness of performance of internal auditor.. The Audit Committee's performance of duties can be concluded as follows:

1. Review the Accuracy of Financial Reports and the Adequacy of the Disclosure of the Company's Information

The Audit Committee reviewed the Company's quarterly and annual consolidated financial statements regarding the accuracy and completeness of the financial statements, updating important financial transactions and accounting estimates affecting the financial statements, the adequacy and appropriateness of accounting procedures and audit scope, the disclosure of accurate, complete, and adequate information, and the independence of auditors.

The Audit Committee and the auditors considered and agreed that the aforementioned financial statements of the Company were prepared in accordance with generally accepted accounting standards. Also, they were accurate, complete, and reliable and the selection of accounting policies were appropriate.

2. Review Connected Transactions or Transactions that May have Conflict of Interest

The Audit Committee gave an importance on reviewing inter-company transactions or transactions that may cause conflict of interest with the business group to be in accordance with the group policy for entering into connected transactions and a policy for purchase or lease of land for use in conducting business from connected persons by having the related management quarterly report inter-company transactions as announced by SEC and SET. As a result, the said transactions were conducted reasonably for the utmost benefits to the business group, and no beneficial to either party.

In addition, the Audit Committee has reviewed and resolved to acknowledge the compliance with the obligations in the share purchase agreements according to obligations specified in the existing contracts. The said transaction is beneficial to the Company and is of the right timing.

3. Review the Internal Control Systems

The Board of Directors recognized the importance of having good internal control systems and realized that it was an important duty that must be undertaken to ensure that the Company has appropriate and sufficient internal control systems to ensure that operations are effectively in line with the target, objectives, laws, and related requirements. In addition, the Audit Committee regularly reviewed the Internal Audit Department's audit reports on a monthly basis, covering the auditing of the Company's key work systems according to the plans approved by the Audit Committee as well as reviewed the adequacy of internal control systems according to the guidelines of the internal control of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) by using the "Internal Control Sufficiency Evaluation Form" as specified by the SEC.

The Audit Committee was of the opinion that the Company's internal control systems were appropriate and effective enough for business operations. There were no significant issues that may affect the Company's operations.

4. Supervise the Internal Audit

The Audit Committee supervised the Internal Audit Department to be independent and directly report to the Audit Committee as specified in the Internal Audit Department Charter.

The Audit Committee reviewed the annual audit plan, plan implementation, and internal audit results by giving suggestions and following up the significant issues in order to create good corporate governance and sufficient internal control, including reviewing the Internal Audit Department Charter and the independence and adequacy of various resources for the operations of the Internal Audit Department. As a result, the Audit Committee was of the opinion that

the Company's internal audit system was suitable, sufficient, and effective. The performance of the Internal Audit Department was in accordance with the specified goals.

5. Consider the Appointment of Auditors and Communication of Significant Matters between the Audit Committee and the Auditors

The Audit Committee considered the selection of auditors by taking into account their independence, quality of the previous audit, skills, knowledge, and their experience including the appropriation of the audit fees. The Audit Committee adopted the resolution of proposal to the Board of Directors to consider and get approval from the shareholders' meeting to appoint Miss Pornthip Rimdusit, the certified auditor no. 5565, and / or Mr. Watchara Pattarapitak, the certified auditor no. 6669, and / or Mr. Krit Dhammathatto, the certified auditor no. 11915 from KPMG Phumchai Audit Limited as auditors of the Company for 2022 including the remuneration for the said auditors in 2022.

The Audit Committee held one meeting with the auditors, without the presence of the management, to discuss the independence in the performance of duties as well as the changes in material issues derived from the financial statements review and audit in which the auditors notified that no material accounting issues were found and received good cooperation for the performance of duties.

6. Review Legal Compliance

The Audit Committee reviewed and supervised the Company and subsidiaries to operate the business in compliance with the rules, regulations, and policies of the securities and exchange law, the regulations of SEC and SET, and the other laws related to the Company's businesses. The Company established a Compliance Unit to oversee such compliance. As a result, the Audit Committee found no significant indication of non-compliance and/or operation which is conflict to relevant laws, rules and regulations.

7. Review Good Corporate Governance

The Audit Committee reviewed the Company's corporate governance to ensure that the Company had the appropriate and effective corporate governance process and continuously promoted and followed up the progress of the good corporate governance development process by providing guidelines and recommendations on internal control improvements that were necessary for the Company. To develop the said process, the Audit Committee was of the opinion that the Company should continue developing and improving its good corporate governance.

In 2021, the Company signed a declaration of intent to join the Thai Private Sector Collective Action Coalition against Corruption (CAC), which the Audit Committee has reviewed the anti-corruption process in accordance with the guidelines of the said project, including the review of self **evaluation form** on anti-corruption measures used for CAC certification application.

8. Review and revise the Audit Committee Charter

The Audit Committee annually considered, reviewed, and updated the Audit Committee Charter to ensure that the Audit Committee Charter remained consistent with the notifications and best practices of SEC and SET, as well as evaluated the performance of duties individually and collectively according to the best practices of SEC. The results of the assessment were satisfactory. The Audit Committee completely performed its duties as stipulated in the Audit Committee Charter which was approved by the Board of Directors, by utilizing its knowledge and ability with independence as well as providing their opinions and recommendations to the management and the Board of Directors continuously.

From the performance of the Audit Committee in 2021 as reported above, the Audit Committee performed its duties in accordance with the Charter assigned by the Board of Directors completely and independently to ensure that the Company has executed the efficient and adequate corporate governance operations for the utmost benefits to the shareholders with fair and equal without any conflict of interest, and the internal control systems were sufficient and appropriate.

- Pratana Mongkolkul -

(Mrs. Pratana Mongkolkul)

Chairman of the Audit Committee

Central Retail Corporation Public Company Limited