



## Charter of the Audit Committee

### 1. Objective

The Audit Committee was established to support the Board of Directors in performing their duties in supervising the accuracy of financial transactions, the efficiency of the internal control system and compliance with laws, regulations, and various codes of conduct to encourage the Company and its subsidiaries to practice good corporate governance. In addition, the Audit Committee is responsible for reviewing the adequacy and efficiency of risk management of the Company and its subsidiaries, as well as being responsible for preparing the Audit Committee's report and presenting it in the annual report of the Company.

### 2. Audit Committee's Structure

The Board of Directors appoints at least three members of the Audit Committee, and the Chair of the Audit Committee is selected from the appointed Audit Committee. The Audit Committee members must be Company Directors, Independent Directors and qualified according to the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, at least one Audit Committee must be a person with knowledge and experience relating to accounting or finance.

### 3. Term of office

3.1 A member of the Audit Committee has an office term of 3 years each term.

3.2 An Audit Committee member's tenure will be terminated upon:

3.2.1 Expiration of office term

3.2.2 Lack of qualifications as an Audit Committee

3.2.3 Being removed from the Audit Committee's duty by the Board of Directors.

3.2.4 Imprisonment by a final judgment or a lawful order to imprisonment, except for an offense of negligence or a petty offence.

3.2.5 Being incompetent or quasi-incompetent.

3.2.6 Death

3.2.7 Resignation

3.2.8 Bankruptcy

3.3 Members of the Audit Committee who retire by rotation may be re-appointed.

3.4 Members of the Audit Committee whose term expires shall remain in office to perform their duties until a replacement Member of the Audit Committee is appointed.

3.5 In case of a vacancy in the Audit Committee, the Board of Directors shall elect a qualified and non-prohibited director to be a replacement. The member of the Audit Committee who replaces the retired Audit Committee will remain in office only for the remaining term of the member he/she replaces.



3.6 The Audit Committee can appoint another appropriate Company personnel as the secretary of the Audit Committee.

#### **4. Voting Right**

Each member of the Audit Committee has one voting right. If any Audit Committee Member has an interest in the matter being considered, that Audit Committee member must not participate in the consideration of that matter.

#### **5. Meeting**

5.1 The Audit Committee must meet at least four times a year and the directors must attend the meeting in person.

5.2 There must be at least half of the total number of the Audit Committee members attending the meeting to constitute a quorum.

At a meeting, the Audit Committee may invite the top management of the risk management group, management, internal auditors, auditors, or any person involved in the agenda to attend the meeting and request information as necessary and appropriate. Meeting agendas and supporting documents must be prepared and presented prior to the meeting and the minutes of the meeting will be recorded by the secretary of the Audit Committee.

#### **6. Authority**

The Audit Committee has the power to invite the management or the Company's personnel to attend meetings to clarify, give opinions or deliver requested documents as necessary, including the power to take the following actions:

6.1 To consider, select, appoint, evaluate the performance and dismissal of auditors, including auditor's remuneration, to propose to the Board of Directors for approval and to propose to the Annual General Meeting of Shareholders for consideration.

6.2 Consider and approve other non-audit work, including remuneration from such work, in order to prevent the auditor from lacking independence in performing his/her duties.

6.3 Make a decision in the event that the management and the auditor have disagreements about financial reports or there is a limitation in the performance of the audit.

6.4 Consider the operational procedures and supervision of related transactions and connected transactions that may have conflicts of interest in accordance with relevant laws or regulations.

6.5 Consider and approve the appointment, removal, transfer or termination of employment and consideration of merits of the top executives of the Internal Audit Office as proposed by the Executive Committee.

6.6 Consider and approve the appointment of external consultants or professional experts to give advice on matters and give opinions as the Audit Committee deems appropriate.

6.7 Consider and approve the internal audit charter, annual plan, as well as appointing personnel and approving the procurement of necessary resources.



6.8 Supervise the Anti-Bribery and Corruption Policy and Measures to ensure that the Company complies with its legal and ethical obligations.

## **7. Duties and Responsibilities**

### **7.1 Financial Report**

- 7.1.1 Meet with the auditor to discuss without management at least once a year.
- 7.1.2 Review financial reports and consider the completeness of information known to the Audit Committee and assess the appropriateness of accounting principles used in financial reporting.
- 7.1.3 Inquire about significant accounting and financial reporting issues, including complex or unusual transactions and items requiring discretion.
- 7.1.4 Inquire the management and the auditor about the results of the review of significant risks related to financial reports and plans to mitigate such risks.
- 7.1.5 Review the efficiency of the internal control regarding the financial statement preparation process.

### **7.2 Internal Control**

- 7.2.1 Assess whether management has in place appropriate internal controls, including internal control over information technology systems, and guidelines for communicating the importance of internal control and risk management across the Company.
- 7.2.2 Inquire to ensure that the internal control recommendations proposed by the internal auditors and auditors have been rectified by the management.

### **7.3 Internal Audit**

- 7.3.1 Review the activities and operations of the Internal Audit Office to ensure that the Internal Audit Office can independently perform its duties.
- 7.3.2 Conduct an internal inspection to ensure that internal audit standards have been complied with.

### **7.4 Compliance Supervision**

- 7.4.1 Regularly reviewing laws and regulations that have changed and affect the Company's operations presented by the Internal Audit Office to the Board of Directors.
- 7.4.2 Review the findings of the organization responsible for the governance of the Company and the results of follow-up corrections and report to the Board of Directors.
- 7.4.3 Review the effectiveness of the system in monitoring compliance with laws, regulations and the results of monitoring corrections in the event of non-compliance.

### **7.5 Risk Management**

- 7.5.1 Review reports from the Company's Risk Management Committee and management and discuss with management the risk assessment and management policies.



7.5.2 Review the adequacy of governance policies and duties related to risk management of the Company and its subsidiaries.

7.5.3 Review the efficiency of the risk management system of the Company and its subsidiaries.

#### **7.6 Compliance with Ethical Principles for Executives and Employees**

7.6.1 Review and ensure that the business ethics for executives and employees and the policy to prevent conflicts of interest are prepared in writing for all executives and employees to acknowledge.

7.6.2 Promote compliance with business ethics and policies to prevent conflicts of interest.

#### **7.7 Consideration of Connected Transactions**

Review connected transactions or transactions that may lead to conflicts of interest to ensure that they are in compliance with the laws and regulations of the Stock Exchange of Thailand and that such transactions are reasonable and for the best interest of the Company.

#### **7.8 Reporting**

7.8.1 Report to the Board of Directors to take corrective action on items that have conflicts of interest, fraud items, or items that have internal control defects, as well as items that do not comply with relevant laws that are material to the Company's financial position and operating results in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand within the period that the Audit Committee deems appropriate.

If the Board of Directors fails to make a rectification within the period under the first paragraph, any member of the Audit Committee may report the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

7.8.2 Prepare a report of the Audit Committee to be disclosed in the Company's annual report, which must be signed by the Chairman of the Audit Committee and must contain at least the following information:

- An opinion on the accuracy and completeness of the Company's financial reports.
- Opinions on the adequacy of the Company's internal control system.
- An opinion on compliance with the law on securities and stock exchange, the regulations of the Stock Exchange of Thailand, or the laws related to the Company's business.
- An opinion on the suitability of an auditor.
- Opinions on transactions that may have conflicts of interest.
- The number of Audit Committee meetings and the attendance of such meetings by each member of the Audit Committee.
- Opinions or overall observations received by the Audit Committee from the performance of duties in accordance with the charter.
- Any other reports that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.



## **7.9 Other Responsibilities**

- 7.9.1 Perform other tasks as assigned by the Board of Directors.
- 7.9.2 Review and evaluate the charter of the Audit Committee on a regular basis and propose it for approval from the Board of Directors when amended.
- 7.9.3 Organize a self-assessment at least once a year and present the assessment results to the Board of Directors.