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Audit Committee Charter

1. Objective

Audit Committee is appointed to assist the Board of Directors (“the Board”) in governing financial reporting, internal control, and compliance with relevant laws and regulations to promote good corporate governance for the Company and its subsidiaries. Furthermore, the Audit Committee is responsible for reviewing and ensuring enterprise risk management of the Company and its subsidiaries, including providing the Audit Committee report to publish in the form 56-1 One Report.

2. Qualifications

Audit Committee must have knowledge and experiences suitable to carry out their responsibilities and at least one member must have knowledge, understanding or experience in accounting or finance in order to review the financial reporting to ensure the accuracy. Furthermore, Audit Committee must be independent directors who are not delegated from the Board to make any decision regarding the operations for the Company and its subsidiaries or associates. In additions, Audit Committee members must not be any director of the holding company or subsidiaries of related listed company.

3. Composition and Appointment

The Board shall appoint at least 3 independent directors (“Audit Committee members”) to be the Audit Committee. One member shall serve as Chairman. The Audit Committee members shall fully meet the qualifications prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand.

4. Term of Office

- 4.1. The term of office of Audit Committee is 3 years.
- 4.2. The directors shall vacate upon:
 - 4.2.1 Expiration of the term of office
 - 4.2.2 Unqualified as Audit Committee members

- 4.2.3 Being remove from Audit Committee
 - 4.2.4 Have been imprisoned by a final judgment to a term of imprisonment for an offence against property committed dishonestly
 - 4.2.5 An incompetent person or quasi-incompetent person
 - 4.2.6 Death
 - 4.2.7 Resignation
 - 4.2.8 Bankrupt
- 4.3. The Audit Committee members who vacate from the office, may be reappointed.
- 4.4. The Audit Committee members who retire from the office by rotation can resume their position until the new Audit Committee's appointment.
- 4.5. When the Audit Committee's member is vacant, the Board shall appoint any person with Audit Committee's qualifications and this person will be the Audit Committee's member for the remaining office term of the resigned committee only.
- 4.6. The Audit Committee shall appoint appropriate officer to serve as Audit Committee's secretary.

5. Scope of Duties and Responsibilities

The Audit Committee shall have authority and responsibility to invite the management to clarify and comment in the meeting or request for any necessary documents as follows;

- 5.1. Consider and propose the appointment of qualified external auditor with the audit fee to the Board for endorsing to shareholders' meeting for approval as well as reviewing the external auditor performance annually.
- 5.2. Acknowledge other work of external auditor to ensure the external auditor's independence.
- 5.3. Consider and conclude any difficulties or disagreed issues between the external auditors and the management regarding the financial report.
- 5.4. Review of workflow process, corporate governance, related party transaction, connected transaction and potential conflicts of interest to comply with laws and related regulations.
- 5.5. Consider and oversee Head of Internal Audit including appointment, removal, transfer or termination.

- 5.6. Consider the report of Risk Management working team and the management including advice the management on the enterprise risk management policy and assessment.
- 5.7. Engage consultant, expert or advisors as deem necessary.
- 5.8. Conduct the meeting with external auditor without any management at least once a year.
- 5.9. Report to the Board to correct or manage the potential conflict of interest, fraud, lack of internal control issue and materiality of financial statements in order to comply with laws and related regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 5.10. Financial Reports
 - A. Review and ensure that financial reports are correct, accurate and adequate with appropriate accounting standards.
 - B. Review and conclude the complicated or irregular accounting issues and substantive financial reports.
 - C. Inquire the management and the auditor about audit results, significant risks that might affect financial report and mitigation plan.
 - D. Examine the effectiveness of internal controls in relation to financial statement preparation.
- 5.11 Internal Control
 - A. Oversee that the management arrange efficient internal controls including internal control system on information technology and encourage proper communication of enterprise risk management throughout the Company.
 - B. Ensure that internal control issues and external audit findings will be solved.
- 5.12 Internal Audit
 - A. Consider and approve the Internal Audit Charter, annual internal audit plan and budget including all resources which involved with internal audit.
 - B. Ensure that the Internal Audit can perform independently.
 - C. Review the effectiveness of Internal Audit operation and ensure the internal audit standards.
- 5.13 Compliance
 - A. Consider and approve the Internal Audit Charter and budget control including all sufficient resources to support internal audit plan.

- B. Constantly consider laws and other related regulations which may impact the Company's operation.
- C. Review all findings and follow up the issues and report to the Board.
- D. Review the effectiveness of compliance system and monitor the correction

5.14 Risk Management

- A. Review the sufficient of corporate governance policy and risk management of the Company and its subsidiaries.
- B. Evaluate the effectiveness of the Company and its subsidiaries' risk management systems.

5.15 Ethical Practices for the management and employees

- A. Ensure that code of conduct and conflict of interest manual are written and communicated to all employees.
- B. Encourage compliance with business ethics and conflict of interest policy

5.16 Other Responsibilities

- A. Perform other duties as assigned by the Board.
- B. Review Audit Committee Charter and present to the Board for approval.
- C. Perform self-assessment at least once a year and present to the Board.

6. Casting Vote

In casting votes, each Audit Committee member shall have one vote, provided that any director who has any interest in a particular matter may not vote on such matter.

7. Meetings

- 7.1. At the meeting of the Audit Committee, the presence of not less than one half of the total number of directors is required to constitute a quorum.
- 7.2. Audit Committee shall hold the meeting at least 4 times per year and may invite other management to attend in the meeting as needed and appropriate. The agenda and all documents must be completed and submitted prior to the meeting and the meeting will be recorded by the Audit Committee Secretary.

8. Effective Date

The Audit Committee Charter was approved by the Extraordinary General Meeting of Shareholders No. 2/2021 which is effective on June 7, 2021 onwards.

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(Ms. Haruethai Sirisinviboon)
Company Secretary

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(Mr. Prakrit Tangtisanon)
Chairman of the Board