

## Audit Committee Charter

---

The Audit Committee, which consists of independent directors, is appointed to support the Board of Directors, in effectively performing tasks as assigned by the Board of Directors, in compliance with the principles of good corporate governance, and in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, ensuring that the Company and its Group effectively comply with the policies, regulations, and procedures specified by the Board of Directors. The responsibilities of the Audit Committee include independently reviewing of the internal control system, preparing of the financial report, reviewing and evaluating of the performance of the Audit Office, and giving of advice to the Management.

To ensure that the Audit Committee effectively performs its duties and meets its objectives, the Company has issued the Audit Committee Charter which contains the principles of operational guidelines of the Audit Committee in accordance with international standards, and promotes the understanding of the objectives, composition, qualifications, scope of duties and responsibilities, meetings, reporting, and quality maintenance of the Audit Committee among the relevant units of the Company and its stakeholders.

### 1. Composition

- 1.1 The Audit Committee is appointed by the Board of Directors or approved by a shareholders meeting.
- 1.2 The Audit Committee consists of at least three independent directors, with at least one member having sufficient knowledge and experience in accounting or finance and being able to review the reliability of financial statements.

- 1.3 The head of the Audit Office acts in an *ex officio* capacity as the Secretary of the Audit Committee, and has the duty to coordinate and schedule meetings, prepare their agendas and supporting documents, and recording the minutes of meetings, as well as performing other tasks as assigned. The Secretary of the Audit Committee is not eligible to vote in meetings of the Audit Committee.

## 2. Qualifications

- 2.1 Each member of the Audit Committee must be an independent director of the Company and have the qualifications of independent directors according to the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 2.2 Each member of the Audit Committee must be independent and able to sufficiently contribute his or her time in performing his or her duties.

## 3. Terms of office

- 3.1 The term of office of each member of the Audit Committee is three years and upon expiry of the term, the member may be re-appointed.
- 3.2 A member of the Audit Committee shall cease to hold office if he or she:
- 3.2.1 completes the term of office;
  - 3.2.2 resigns;
  - 3.2.3 dies;
  - 3.2.4 is dismissed by the Board of Directors.

In the case of a vacancy on a member of the Audit Committee for any reason other than the expiration of the director's term of office, the Board of Directors shall appoint a qualified person in its place. The newly-appointed member shall hold office only for the remaining term of office of the member whom he or she replaces.

#### 4. Scope of Duties and Responsibilities

- 4.1 To ensure that the financial reporting is complete, accurate, reliable, and in line with the financial reporting standard and that material financial information is sufficiently disclosed.
- 4.2 To ensure that the internal control system and the internal audit system is adequate and efficient; to consider the independency of the Audit Office; to approve the appointment, transfer, or termination of the director of the Audit Office; as well as to define the roles and responsibilities of the Audit Office and evaluate the performance of the Audit Office.
- 4.3 To ensure that the Company complies with the law on securities and exchanges and regulations of the Stock Exchange of Thailand, and other laws relating to the Company's business operations.
- 4.4 To review the risk management system to ensure that it is efficient and effective.
- 4.5 To select and nominate independent persons to be appointed as the Company's auditor and propose the audit fee, and have a meeting with the auditor without the presence of the Management at least once a year.
- 4.6 To consider connected transactions or transactions that may give rise to conflict of interest, as well as transactions for acquisitions or disposals of material assets (Material Transaction: MT) to comply with the laws and the requirements of the Stock Exchange of Thailand with a view to ensure that those transactions are reasonable and in the best interest of the Company and the Group.

- 4.7 To prepare the report of the Audit Committee, which must be disclosed on the annual report. The report shall include at least the minimum information as being specified by the Stock Exchange of Thailand.
- 4.8 To approve the Charter, the audit plan, the budget, and the manpower of the Audit Office and ensure that the resources of the Audit Office are adequate and sufficient.
- 4.9 To review the Charter and conduct the performance evaluation of the Audit Committee by means of self-evaluation on a yearly basis.
- 4.10 The Audit Committee is authorized to conduct an examination and investigation of relevant persons within the scope of its authority, and is authorized to engage experts to assist in the examination and the investigation in accordance with the Company's regulations.
- 4.11 To ensure that the Company has in place the anti-corruption procedure, which is effective, in accordance with the guidelines of relevant external organizations.
- 4.12 To investigate the behaviors, identify and report, about any suspicious acts involving directors, managers or persons, who are responsible for the Company's operation, constituting an offence under the Securities and Exchange Act as discovered and reported by the auditor. The Audit Committee shall report the results of the preliminary investigation to the Board of Directors, the Office of the Securities and Exchange Commission, and the Company's auditor within 30 days. The said behaviors which are required to be reported and the procedure for acquiring such facts shall be as specified by the Capital Market Supervisory Board.

- 4.13 To make recommendations to the Management to ensure that the audit operation is efficient and effective and report the Board of Directors for improvement within the period the Audit Committee deems appropriate. In case of any suspicious transaction or act that may give rise to any conflict of interest, or any corrupted activity or any deficiency in the internal audit system, any violation of the laws relating to the Company's business operations.
- 4.14 To give opinions in support of the report of the internal audit evaluation to the Board of the Directors.
- 4.15 To ensure that the Company has in place an internal process for whistle-blowing and lodging of complaints that is effective.
- 4.16 To arrange for an evaluation of the internal audit by independent agency at least every five years.
- 4.17 To perform other tasks as assigned by the Board of Directors with approval of the Audit Committee.

## **5. Meetings**

- 5.1 The Audit Committee must convene at least one meeting each quarter. The meetings must be scheduled in advance on a yearly basis. The Audit Committee may call for additional meetings if necessary. The Management or the Auditor or other experts may be invited to join meetings according to their agendas.
- 5.2 The Audit Committee must have a meeting with the Auditor on the performance of the Auditor to consider any observation and/or recommendations made by the Auditor on a yearly basis.

- 5.3 At a meeting of the Audit Committee, not less than half of the members of the Audit Committee must be present to constitute a quorum.
- 5.4 In the case that the Chairman of the Audit Committee is not present at a meeting, the members present at the meeting will appoint a member to act as chairman of such meeting.
- 5.5 In the casting of votes, a member of the Audit Committee has one vote. A member, who has an interest in any matter to be voted on, is not eligible to vote on such matter.
- 5.6 Decisions at all meetings are by a majority vote. In the case of a tied vote, the chairman of the Meeting shall have a casting vote.

## 6. Reporting

If, in the course of performance of duties, the Audit Committee finds or suspects that any of the following transactions or acts occur that may have a material impact upon the Company's financial position and operating results, the Audit Committee will promptly report such transaction to the Board of Directors, or act to rectify within a period the Audit Committee considers appropriate. The results of rectification shall be monitored and reported to the Audit Committee and the Board of Directors:

- 6.1 Any transaction that gives rights to a conflict of interest;
- 6.2 Any corruption or irregularity or deficiency that is crucial to the internal control system;

6.3 Any violation of the law on securities and exchange, the requirements of the Stock Exchange of Thailand, or the laws relevant to the Company's business.

If the Board of Directors or the executives fail to carry out rectification within the period specified by the Audit Committee, a member of the Audit Committee shall report the matter to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

## **7. Quality Maintenance**

7.1 The members of the Audit Committee should acquire information or knowledge or attend training and enhance knowledge continuously and regularly in matters relating to performing the duties of the Audit Committee.

7.2 The Audit Committee shall evaluate its performance by means of self-evaluation or other appropriate methods at least once a year, and apply the evaluation results to improve its performance effectiveness and to meet the specified objectives.

---