



## *Charter of the Audit Committee*



TCM Corporation Public Company Limited  
Charter of Audit Committee

Contents

Preamble	1
1. Preliminary	2
2. Composition and Qualifications	6
3. Scope of Authority, Duties, and Responsibilities	8
4. Meetings	10
5. Miscellaneous	11
Appendix to the Charter	12

## TCM Corporation Public Company Limited Charter of Audit Committee

### Preamble

The Board of Directors of TCM Corporation Public Company Limited has appointed the Audit Committee to establish an auditing system that promotes good corporate governance and enhances operational efficiency and effectiveness, thereby adding value to the organization and ensuring its long-term stability and sustainability.

The Audit Committee will support the Board of Directors in building confidence and credibility among all stakeholders. It will oversee financial reporting, ensure compliance with accounting standards, and review the internal control system, the internal audit system, and risk management to verify their adequacy and effectiveness. Operations will be transparent and comply with company regulations, the anti-corruption policy, and applicable laws, which include preventing conflicts of interest and considering the appointment of the Company's auditors each year.

The Board of Directors has therefore established this Audit Committee Charter for the Audit Committee and all relevant departments to follow and implement, ensuring checks and balances and audits according to the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, under the applicable securities and stock exchange laws.

## TCM Corporation Public Company Limited Charter of Audit Committee

During the meeting No. 3/2019 held on May 30, 2019, TCM Corporation Public Company's Board of Directors resolved to approve the Audit Committee Charter with the following specifics:

### Chapter 1

#### Preliminary Provisions

**Clause (1)** This charter shall be called the "Charter of Audit Committee, TCM Corporation Public Company Limited."

**Clause (2)** In this charter:

**"Company"** means TCM Corporation Public Company Limited.

**"SEC"** means the Securities and Exchange Commission.

**"Related Party Transactions"** means transactions between the Company or its subsidiaries and directors, executives, or related persons under the laws on securities and stock exchange.

**"Related Persons"** means related persons or persons involved as defined by the Securities and Exchange Act B.E. 2535, which means:

(a) Directors of a legal entity controlling the Company's business.

(b) Spouses, children, or legally adopted children who are not yet of legal age of the directors under (a).

(c) A legal entity controlled by the persons under (a) or (b).

(d) Any person who acts with the understanding or agreement that if the Company engages in a transaction that provides financial benefits to that person, the following persons will also receive financial benefits from that transaction:

(1) Directors of the Company

(2) Executives of the Company

(3) Persons controlling the Company's business

(4) Directors of persons controlling the Company's business

(5) Spouses, children, or legally adopted children who are not yet of legal age of the persons under (1), (2), (3), or (4).

**"Parent Company"** means:

(a) A company holding shares in the Company exceeding fifty percent of the total shares with voting rights in the Company.

(b) A company holding shares in the Company under (a) exceeding fifty percent of the total shares with voting rights in that company.

(c) A company holding shares consecutively, starting from the company holding shares in the Company under (b), where the shareholding of that company at each level exceeds fifty percent of the total shares with voting rights in the company being held.

(d) A company holding shares in the Company, whether directly or indirectly, totaling more than fifty percent of the total number of shares with the Company's voting rights.

The shareholding of the Company or the Company under (a), (b), (c), or (d) shall include shares held by related persons.

**“Subsidiary”** means:

- (a) A limited company or a public limited company that the Company controls its business.
- (b) A limited company or a public limited company that the subsidiary under (a) controls its business.
- (c) A limited company or a public limited company is under the control of the business consecutively, starting from being under the control of the subsidiary business under (b).

**“Associated Company”** means:

- (a) A company in which the Company or its subsidiaries hold shares totaling from twenty percent but not exceeding fifty percent of the total number of shares with the company's voting rights being held.
- (b) A company in which the Company or its subsidiaries have the power to participate in decisions regarding the financial and operational policies of the company, but not to the extent of controlling those policies, and is not considered a subsidiary or a joint venture.

The shareholding of the Company or its subsidiaries shall include shares held by related persons.

**“Same-level subsidiary”** means two or more subsidiaries at the same level with the same parent company.

**“Executives”** means directors, chief executive officers, managers, or the first four persons in the executive position following the chief executive officer, those holding positions equivalent to the fourth executive position. It shall also include those holding executive positions in the accounting or finance line of work who are at the department manager level or equivalent.

**“Major Shareholders”** means shareholders, whether directly or indirectly, holding shares in the Company exceeding ten percent of the total number of shares with the Company's voting rights. The shareholding shall include shares held by related persons.

**“Control of Business”** means:

- (a) Holding shares with voting rights in a legal entity exceeding fifty percent of the total voting rights of that legal entity.
- (b) Having the power to control the majority of votes at the shareholders' meeting of a legal entity, whether directly or indirectly, or for any other reason.
- (c) Having the power to appoint or remove half of the total number of directors, whether directly or indirectly.

**“Government Agencies”** means central government agencies under the law on public administration.

**“Significant Shareholders”** means shareholders in any business holding more than ten percent of the total number of shares with voting rights of that business. The shareholding shall include shares held by related persons.

**“Related Persons”** means persons who have a relationship in any manner as defined by the Securities and Exchange Act B.E. 2535, as follows:

- (1) Spouses of those persons.
- (2) Children who are not yet of legal age of those persons.
- (3) Ordinary partnerships in which those persons or persons under (1) or (2) are partners.
- (4) Limited partnerships in which those persons or persons under (1) or (2) are unlimited liability partners or limited liability partners holding shares totaling more than thirty percent of the total shares of the limited partnership.

(5) Limited companies or public limited companies in which those persons or persons under (1) or (2) or partnerships under (3) or (4) hold shares totaling more than thirty percent of the total number of shares sold of that company.

(6) Limited companies or public limited companies in which those persons or persons under (1) or (2) or partnerships under (3) or (4) or companies under (5) hold shares totaling more than thirty percent of the total number of shares sold of that company.

(7) A legal entity that those persons can manage as a legal entity's representative.

**"Independent Director"** means a company director who possesses the following qualifications:

(a) Holds shares not exceeding one percent of the total number of shares with the Company's voting rights, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. This shall include the shareholding of the related persons of that independent director.

(b) Is not or has not been a director who participates in the management, employee, staff, consultant receiving a regular salary, or controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling persons of the Company, unless having been free from such characteristics for at least two years before being appointed. This prohibition does not include cases where the independent director was a government official or consultant of a government agency that is a major shareholder or controlling person of the Company.

(c) Is not a person who is related by blood or by legal registration as a parent, spouse, sibling, and child, including the spouse of the child of the executives, major shareholders, controlling persons of the Company, or persons proposed to be executives or controlling persons of the Company or its subsidiaries.

(d) Does not have or has not had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in a manner that may hinder the independent exercise of their judgment and is not or has not been a significant shareholder or controlling person of a person who has a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless having been free from such characteristics for at least two years before being appointed.

The business relationship under the preceding paragraph includes commercial transactions that are typically conducted for business operations, the lease or rental of real estate, transactions related to assets or services, or the giving or receiving of financial assistance through receiving or giving loans, guarantees, providing assets as collateral for debts, including other similar circumstances, which result in the Company or the contracting party having a debt obligation to be paid to the other party, from three percent of the Company's net tangible assets or from twenty million baht, whichever is lower. The calculation of the debt obligation shall be in accordance with the method of calculating the value of related transactions under the regulations of the Capital Market Supervisory Board regarding the rules on related transactions, mutatis mutandis.

However, in considering the debt obligation, the debt obligation incurred during the one year prior to the date of the business relationship with the same person shall be included.

(e) Is not or has not been an auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and is not a significant shareholder, controlling person, or partner of the audit office that has an auditor of the Company, and is not a significant shareholder, controlling person, or partner of the audit office that has an auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless having been free from such characteristics for at least two years before the date of appointment.

(f) Is not or has not been a provider of any professional services, including legal or financial advisory services, who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and is not a significant shareholder, controlling person, or partner of that professional service provider, unless having been free from such characteristics for at least two years before the date of appointment.

(g) Is not a director appointed as a representative of a director of the Company, major shareholder, or shareholder who is related to a major shareholder of the Company.

(h) Does not operate a business that is of the exact nature and is significantly competitive with the business of the Company or its subsidiaries, or is not a significant partner in a partnership, or is a director who participates in the management, employee, staff, consultant receiving a regular salary, or holds shares exceeding one percent of the total number of shares with voting rights of another company that operates a business that is of the exact nature and is significantly competitive with the business of the Company or its subsidiaries.

(i) Does not have any other characteristics that make them unable to provide independent opinions regarding the Company's operations.

After being appointed as an independent director with the characteristics under (a) to (i), the independent director may be assigned by the Board of Directors to make decisions on the operations of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling persons of the Company, with decisions in the form of a collective decision.

In the event that a person appointed by the Company to hold the position of independent director is a person who has or has had a business relationship or professional service exceeding the value specified in paragraph one (d) or (f), the Company may be granted an exemption from the prohibition on having or having had a business relationship or professional service exceeding the said value only if the Company has provided an opinion from the Board of Directors stating that it has considered the principles in Section 89/7 and that the appointment of that person does not affect the performance of duties and the giving of independent opinions, and has disclosed the following information in the notice of the shareholders' meeting regarding the appointment of independent directors:

(1) The characteristics of the business relationship or professional service that make that person unqualified according to the specified criteria.

(2) The reasons and necessity for continuing or appointing that person as an independent director.

(3) The opinion of the Board of Directors in proposing the appointment of that person as an independent director.

For the benefit of (e) and (f), the word "partner" means a person authorized by the audit office or professional service provider to sign the audit report or professional service report (as the case may be) on behalf of that legal entity.

**"Director Participating in Management"** means a director holding a position as an executive and/or a director who is responsible for any operations as an executive, including a director with the power to sign binding the Company, unless it can be shown that the signing is in accordance with the items approved by the Board of Directors and is a joint signing with another director.

**"Independent Opinion"** means expressing opinions or reporting freely according to the assigned duties, without regard to any benefits related to assets or positions, and not being under the influence of any

person or group of persons, including not having any circumstances that would force them to be unable to express opinions as they should.

**"Internal Control"** means the processes, organizational plans, work systems, and methods within the organization, designed by the Board of Directors and the management of the organization, with the main objective of providing reasonable assurance regarding:

- (a) Achieving the organization's strategic objectives.
- (b) The accuracy, completeness, and reliability of the Company's financial and operational information.
- (c) The efficiency and effectiveness of the operations and plans established.
- (d) The care, protection, and safeguarding of the Company's assets, including the economical, efficient, and effective use of the Company's resources to achieve the objectives and goals of the operations or plans established.
- (e) Compliance with laws, policies, plans, regulations, work procedures, and related contracts.

**"Internal Audit"** means providing independent and impartial assurance and consulting to add value and improve the Company's operations. Internal audit helps the Company achieve its objectives by evaluating and improving the efficiency and effectiveness of risk management, control, and governance processes in a systematic and disciplined manner.

## Chapter 2

### Composition and Qualifications

**Clause (3)** The Audit Committee is composed of at least three independent directors, who must meet the qualifications and be appointed according to Clause (4) of this Charter.

If a member completes their term or is unable to serve until the end of their term, and the committee's membership falls below the required three members, the Board of Directors or the shareholders' meeting must promptly appoint new members to restore the committee to the required number. This appointment must occur within three months of the reduction to ensure the Audit Committee's operations remain uninterrupted.

**Clause (4)** Audit Committee members must meet all of the following criteria:

(a) Be appointed as an Audit Committee member by the Board of Directors or the Company's shareholders' meeting.

In the event of a nomination of an Audit Committee member for approval of appointment, the Company must disclose the name and background and specify that the appointee possesses the qualifications and independence as stipulated in this charter in the notice of the meeting proposing the appointment of said Audit Committee member.

(b) Be an independent director and must:

(1) Not be a director delegated by the Board of Directors to make decisions regarding the operations of the Company, its parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholders, or the Company's controlling persons.

(2) Not be a director of the parent company, subsidiaries, or same-level subsidiaries, specifically those that are listed companies.

(c) Have duties similar to those specified in the notifications of the SEC and/or the Stock Exchange of Thailand regarding the qualifications and scope of operations of the Audit Committee.

(d) Possess sufficient knowledge and experience to perform the duties of an Audit Committee member. At least one Audit Committee member must have an educational background or expertise in accounting and finance or possess sufficient knowledge and experience to perform the duties of reviewing the reliability of financial statements

**Clause (5)** Audit Committee members must devote adequate time to the committee's operations and should receive ongoing and consistent training and knowledge enhancement regarding these operations. This is essential for keeping up with potential changes and consistently improving the committee's efficiency and effectiveness.

**Clause (6)** The shareholders' meeting, the Board of Directors, or the Audit Committee will consider, choose, and appoint one member to serve as the Chairman of the Audit Committee.

The selection process for the Chairman should thoughtfully evaluate the necessary leadership qualifications, as this individual is crucial for ensuring the Audit Committee's effectiveness, facilitating thorough planning, and guiding meetings appropriately.

**Clause (7)** The Audit Committee will designate a qualified individual as both the secretary and assistant secretary, as deemed suitable, to manage the preparation of Audit Committee meetings and coordinate reports to the Board of Directors, investors, shareholders, the Stock Exchange of Thailand, and any other relevant bodies.

The secretary and assistant secretary of the Audit Committee are required to attend meetings but do not have the right to vote in any circumstances.

**Clause (8)** The audit committee members, including the Chairman of the Audit Committee, shall serve a term of one year each time. Members who vacate their positions at the end of their term may be reappointed.

In addition to vacating the position upon the expiration of the term, an audit committee member shall vacate the position upon:

- (1) Death
- (2) Resignation

If an audit committee member resigns before the end of their term, they must notify the company at least one month in advance, along with the reasons for their resignation, so that the board of directors or the shareholders' meeting can consider appointing another qualified member to replace the departing member.

- (3) Removal from the position of independent director of the company
- (4) A resolution by the shareholders' meeting or the board of directors to remove or dismiss
- (5) Lack of qualifications or having prohibited characteristics as prescribed by law

If a position on the audit committee becomes vacant for any reason other than the expiration of the term, either the shareholders' meeting or the board of directors may appoint a qualified individual to fill the vacancy. The new member will hold office for the remaining term of the audit committee member they are replacing.

In the event that an audit committee member vacates their position before the expiration of the term, the company shall immediately notify the Stock Exchange of Thailand of the vacancy along with the reasons for the vacancy, and/or submit the notification through the electronic media as specified by the regulations of the Stock Exchange of Thailand regarding electronic media reporting.

### Chapter 3

#### Scope and Authority

**Clause (9)** The Audit Committee's primary duties, as assigned by the shareholders' meeting and/or the Board of Directors, are as follows:

(1) Review the Company's financial reporting for accuracy and adequacy of disclosure.

(2) Review the Company's internal control and internal audit systems for appropriateness, effectiveness, and efficiency. This includes considering the independence of the internal audit unit and approving the appointment, transfer, or termination of the head of the internal audit unit or any other unit responsible for internal audits.

(3) Review the Company's compliance with the Securities and Exchange Act, as well as the regulations of the SEC and/or the Stock Exchange of Thailand, and laws related to the Company's business.

(4) Review the Company's compliance with its anti-corruption policies and practices.

(5) Select and propose the appointment of the Company's auditor, propose the auditor's remuneration, and propose the reappointment or termination of the existing auditor. This includes considering the auditing firm's credibility, resource adequacy, and audit workload, as well as the experience of the personnel assigned to audit the Company's accounts. The Audit Committee shall also hold meetings with the auditor at least once a year without management participation.

(6) Review related party transactions, potential conflict of interest transactions, and asset acquisitions or disposals to ensure compliance with the laws and regulations of the SEC and/or the Stock Exchange of Thailand. This is to ensure that such transactions are reasonable and in the Company's best interest.

(7) Review the Company's risk management system for appropriateness, effectiveness, and efficiency.

(8) Review and approve the internal audit work plan and the performance of the internal audit unit for effectiveness and efficiency, covering the entire organization of the Company and its subsidiaries or affiliates.

(9) Review and ensure that management establishes a system or process for handling complaints or grievances, including improving, correcting, and overseeing such complaints or grievances on a case-by-case basis.

(10) Evaluate the performance of the Audit Committee annually and report the evaluation results to the Board of Directors for consideration at least once a year.

(11) Prepare an Audit Committee report for the preceding year, to be disclosed in the Company's Form 56-1 One Report. This report, signed by the Chairman of the Audit Committee, must include at least the following information:

(a) Opinions on the accuracy, completeness, and reliability of the Company's financial reports.

(b) Opinions on the adequacy of the Company's internal control system.

(c) Opinions on compliance with the Securities and Exchange Act, regulations of the SEC and/or the Stock Exchange of Thailand, or laws related to the Company's business.

(d) Opinions on the suitability of the auditor.

(e) Opinions on related party transactions, potential conflict of interest transactions, and asset acquisitions or disposals as required by law.

(f) The number of Audit Committee meetings and the attendance of each Audit Committee member during the year.

(g) Overall opinions or observations of the Audit Committee obtained from performing its duties according to the charter established by the Board of Directors.

(h) Other reports deemed necessary for shareholders and general investors to know, within the scope of duties and responsibilities assigned by the Board of Directors.

(12) Perform any other duties as assigned by the Board of Directors, with the approval of the Audit Committee on a case-by-case basis.

(13) Report the Audit Committee's operations to the Board of Directors periodically, at least once per quarter.

The Audit Committee is directly responsible to the Board of Directors, while the Board of Directors remains responsible for the Company's operations to external parties.

In the event of a change in the Audit Committee's duties, the Company shall notify the resolution of the change and provide a list and scope of operations of the changed Audit Committee as per the form prescribed by the Stock Exchange of Thailand and submit it to the Stock Exchange of Thailand within three (3) days from the date of such change, in accordance with the Stock Exchange of Thailand's regulations on electronic reporting.

**Clause (10)** In the performance of its duties, if the Audit Committee discovers or suspects the occurrence of any of the following items or actions that may materially affect the Company's financial position and operating results, the Audit Committee shall report to the Board of Directors for corrective action within a reasonable timeframe:

(1) Related party transactions that present a conflict of interest.

(2) Fraud, irregularities, or significant deficiencies in the internal control system.

(3) Violations of the Securities and Exchange Act, Stock Exchange of Thailand regulations, or laws related to the Company's business.

If the Board of Directors or management fails to take corrective action within the timeframe specified in the preceding paragraph, any member of the Audit Committee may report the item or action specified in the preceding paragraph to the Securities and Exchange Commission or the Stock Exchange of Thailand.

**Clause (11)** To ensure the effective performance of its duties, the Audit Committee shall have the following authority:

(1) Authority Regarding Management:

The Audit Committee is authorized to invite management, department heads, or relevant Company employees to attend meetings, provide explanations, offer opinions, or submit documents as deemed relevant and necessary.

(2) Authority Regarding the Internal Auditor:

(a) Establish a framework for consistent communication and understanding among the auditor, the Board of Directors, and the internal audit unit.

(b) Approve the appointment, removal, transfer, termination, and performance evaluation of the head of the internal audit unit.

(c) Ensure the independence of the internal auditor.

(d) Ensure that the internal audit unit's operations are under the direct supervision and control of the Audit Committee. (The internal audit unit's operations must be monitored and controlled. The internal audit unit must create and submit an audit plan to the Audit Committee each year for approval or acknowledgment. The issuance of orders for the internal audit unit to perform duties under the audit plan must be under the supervision of management or the chief executive officer. This is because audit reports requiring immediate correction need to be addressed promptly by management or the chief executive officer to issue timely corrective action.)

(3) Authority Regarding the Auditor:

(a) Review and evaluate the auditor's performance and approve the appointment, removal, and termination of the auditor.

(b) Propose the auditor's name to the Board of Directors, along with the annual audit fee, for shareholder approval. The Audit Committee shall also review and evaluate the auditor's performance for the reappointment or termination of the existing auditor.

(c) Determine the fee rates for services and other advisory work provided by the auditor.

(d) Upon receiving factual notification from the auditor regarding suspected misconduct by the chief executive officer or those responsible for operations, the Audit Committee shall report the preliminary investigation results to the Securities and Exchange Commission and the auditor within thirty (30) days from the date of the auditor's notification. If the Audit Committee fails to act as notified by the auditor in the preceding paragraph, the auditor shall notify the Securities and Exchange Commission.

(4) Other Authority:

The Audit Committee is authorized to investigate related parties and matters within its scope of authority and responsibility. It may also engage specialized experts for consultation and opinions as deemed appropriate. Various departments shall comply with their respective roles and duties regarding the Audit Committee as specified in the appendix to this charter, which forms an integral part thereof.

## Chapter 4

### Meetings

**Clause (12)** The Audit Committee shall meet at least four times a year to review financial statements and other matters on a regular quarterly basis. The secretary shall distribute meeting documents to the Audit Committee members and attendees at least seven (7) days in advance to allow sufficient time for consideration of matters or to request additional information for review.

In addition, the Chairman of the Audit Committee may convene Audit Committee meetings to consider other matters as deemed appropriate.

**Clause (13)** Audit Committee members with a vested interest in any matter under consideration are prohibited from expressing opinions or voting on that matter. The names of the Audit Committee members and the matters in which they have a vested interest shall be clearly stated in the meeting documents related to that matter.

**Clause (14)** At each Audit Committee meeting, the presence of more than half of the Audit Committee members in person is required to constitute a quorum for the consideration of matters.

In the event that the Chairman of the Audit Committee is absent, the Audit Committee members present shall elect one of the Audit Committee members to serve as the chairman of the meeting.

**Clause (15)** Voting at the Audit Committee meeting shall be by majority vote, and the Chairman of the Audit Committee shall not have the right to cast a deciding vote. The opinions of Audit Committee members who agree and disagree with the resolution shall be recorded in the minutes of the meeting pertaining to that matter.

#### Chapter 5

#### Miscellaneous

**Clause (16)** In the event that any Audit Committee member is unable to attend a meeting, they may appoint another Audit Committee member to attend the meeting on their behalf. However, the provisions of this charter shall be subject to the Company's articles of association and relevant legal provisions. In the event that any provision in this charter conflicts with the Company's articles of association and/or relevant legal provisions, such provision shall no longer be effective.

**Clause (17)** Any amendment, revision, or modification of this charter shall only be made upon approval from the shareholders' meeting or the Board of Directors.

**Clause (18)** This charter shall be effective from May 30, 2019, until otherwise amended in writing.

By the resolution of the Board of Directors Meeting No. 3/2019 on May 30, 2019.

|||||

(Mr. Pimol Srivikorn)  
Chairman of the Board of Directors

**TCM Corporation Public Company Limited**  
**Appendix to the Audit Committee Charter**  
**Roles and Responsibilities of Various Departments in Relation to the Audit Committee**

**Responsibilities of the Board of Directors:**

- (1) Approve the Audit Committee Charter, outlining the clear scope, authority, and responsibilities.
- (2) Establish good corporate governance principles and define the appropriate roles of the Board of Directors.
- (3) Establish an internal audit unit and ensure the Company has an appropriate and effective internal control, internal audit, and risk management system.
- (4) Ensure that management and/or the secretary maintain a director register and other records as required by law.
- (5) Conduct an annual evaluation of the Audit Committee's performance at least once a year.

**Responsibilities of the Legal Department (if applicable; otherwise, the responsible department shall perform these duties):**

- (1) Prepare a summary report of the Company's litigation cases, along with opinions, for submission to the Audit Committee for their information and consideration at regular intervals, at least once per quarter.
- (2) Attend meetings with the Audit Committee and external legal advisors in the event of transactions that impact the Company's operations and financial statements or as deemed appropriate by the Audit Committee.

**Responsibilities of the Accounting and Finance Department:**

- (1) Prepare financial statements in a timely manner for Audit Committee meetings, typically within thirty (30) days from the end of each quarter.
- (2) Continuously monitor and track new accounting standard changes and inform the Audit Committee upon the announcement of new standards that affect the Company.
- (3) Notify the Audit Committee of any changes in accounting policies and the related impact for their consideration.
- (4) Monitor and verify transactions that may be considered related party transactions, potential conflicts of interest transactions, or asset acquisitions or disposals, and report to supervisors for compliance with the laws and regulations of the SEC and the Stock Exchange of Thailand, as applicable. Report relevant information to the Audit Committee for their consideration.

**Responsibilities of the Internal Audit Unit (if applicable; otherwise, the responsible department shall perform these duties):**

- (1) Submit an audit plan to the Audit Committee that is aligned with risks, including electronic data processing audits and audits of related party transactions as part of the audit plan.
- (2) Understand business and control risks to develop an appropriate audit plan and report significant risk levels and mitigation methods.
- (3) Review, discuss, and consider the audit scope and plans of the internal and external auditors with the Audit Committee and external auditors to ensure coordination and collaboration in financial audits and to cover all areas of concern. This aims to reduce audit duplication and optimize the effectiveness of internal audit and external auditor resources.
- (4) Report to the Audit Committee on the adequacy of:
  - (4.1) Internal control systems, including computerized or electronic internal controls.
  - (4.2) Significant deficiencies identified by the external auditor, internal auditor, and management.
- (5) Report to management and the Audit Committee on:
  - (5.1) Significant deficiencies discovered during the year.

- (5.2) Difficulties encountered during the audit include limitations on the scope of work or obstacles to accessing necessary information.
- (6) Submit audit reports, particularly financial and compliance audits or other relevant matters, to the Audit Committee within thirty (30) days from the end of each quarter.

**Responsibilities of the External Auditor:**

- (1) Attend meetings with the Audit Committee annually for planning and reviewing audits, and before certifying the annual financial statements, including meetings without management participation at least once a year.
- (2) Submit quarterly financial statements at least five (5) business days before submitting the financial statements to the Stock Exchange of Thailand and the SEC.
- (3) Report significant risk levels and risk management and mitigation methods.
- (4) Report on services and other consulting work provided by the auditor.
- (5) Report to management and the Audit Committee upon completion of the annual audit to consider the following:
  - (5.1) Annual financial statements and notes to the financial statements.
  - (5.2) Auditor's report.
  - (5.3) Additional observations and recommendations regarding the auditor's audit plan.
  - (5.4) Significant difficulties or conflicts with management encountered during the audit.
  - (5.5) Other material issues related to auditing standards that the Audit Committee should understand or communicate with the auditor.
- (6) Notify the Audit Committee of suspected misconduct by the managing director or those responsible for operations for investigation and for the Audit Committee to report preliminary investigation results to the SEC and/or the auditor within thirty (30) days of receiving notification from the auditor.  
If the Audit Committee fails to act as notified by the auditor, the auditor shall notify the SEC.

**Responsibilities of the Audit Committee Secretary:**

- (1) Prepare and maintain accurate, complete, and standardized Audit Committee meeting minutes.
- (2) Coordinate with relevant departments within the Company to provide information or clarifications to the Audit Committee on a case-by-case basis.
- (3) Summarize and present the Audit Committee's performance to the Board of Directors for acknowledgment or consideration on a quarterly basis.
- (4) Draft the annual Audit Committee report for the Audit Committee's consideration and approval before disclosure in Form 56-1 One Report.

By the resolution of the Board of Directors Meeting No. 3/2019 on May 30, 2019.

|||||

(Mr. Pimol Srivikorn)  
Chairman of the Board of Directors