

(Translation)



Document Name: Audit Committee Charter

Document Number: AWC/CS/AWCCENTER/2018/BOARD/004

Effective Date: 4 December 2018 (By virtue of the resolution of the Board of Directors' meeting No. 2/2018)

Amendment Number: 1. By virtue of the resolution of the Board of Directors' meeting No. 6/2019 held on 7 March 2019
2. By virtue of the resolution of the Board of Directors' meeting No. 1/2021 held on 15 February 2021

Audit Committee Charter

Reviewed by:

(Mr. Natthaphat Mongkonthananon)

The Secretary to the Audit Committee


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To ensure that the Audit Committee can efficiently perform its oversight duties as assigned by the Board of Directors and in accordance with the principles of good corporate governance, and to help the Board of Directors to ensure that the Company's operations and the management are standardized and in accordance with the principles of accuracy and transparency, and to have reliable financial reporting system for the best interests of investors and all relevant parties, as well as to be in accordance with the policies of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand (the "SET"), the Board of Directors deems it appropriate to determine this Audit Committee Charter to provide scope of the composition and qualifications, term of office, scope of duties and responsibilities and meetings of the Audit Committee.

1. Composition of the Audit Committee

- (1) The Audit Committee shall comprise at least three directors, each of which is appointed by the Board of Directors. All members of the Audit Committee shall be directors of the Company.
- (2) At least one member of the Audit Committee shall have either knowledge or experience in accounting and finance required for the review of the credibility of financial statements.
- (3) The Audit Committee or the Board of Directors shall appoint one member of the Audit Committee to be the Chairman of the Audit Committee.


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2. Qualifications of the Audit Committee

Members of the Audit Committee shall be independent directors with the following qualifications and shall not possess any of the following prohibited characteristics:

- (1) Holding no more than 0.5 percent of the total number of voting shares of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons of the Company. For this purpose, shareholding of related persons of such independent directors shall be accumulated with the shareholding of the independent directors.
- (2) Not being or not having been directors involved in the management, employees, hired workers, advisers earning a fixed salary or controlling persons of the Company, its parent company, subsidiaries, associate companies, same-level subsidiaries, major shareholders or controlling persons, except where such status has terminated at least two years before the date on which he or she has assumed the position of a member of the Audit Committee. This prohibited status shall, however, exclude the case where the independent director used to be a government official or adviser of a governmental agency which is a major shareholder or the controlling person of the Company.
- (3) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling or child, including spouse of child, of other directors, executives, major

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shareholders, controlling persons or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiaries.

- (4) Not having or having had a business relationship with the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons of the Company in a manner that may interfere with independent judgement, and not being or having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons, except where such relationships have terminated at least two years before the date of determination of the position.

The business relationship described above shall include normal business transactions for rental or lease of immovable property, transactions relating to assets or services, or granting or receipt of financial assistance by way of acceptance or provision of loan, guarantee, use of assets as collateral, and other similar actions which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from THB twenty million, whichever amount is lower. Such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness


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incurred during the period of one year prior to the date of establishing the business relationship with the related person.

- (5) Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, majority shareholders, or controlling persons of the Company, and not being a significant shareholder, a controlling person, or a partner of the audit firm which employs the auditor of the Company, its parent company, subsidiaries, associate companies, majority shareholders, or controlling persons of the Company, except where such relationship has terminated not less than two years before the date of determination of the position.
- (6) Not being or having been a provider of professional services, including legal advisory services or financial advisory services earning a service fee of more than THB two million per year from the Company, its parent company, subsidiaries, associated companies, majority shareholders, or controlling persons of the Company, and not being a significant shareholder, a controlling person, or a partner of such provider of professional services, except where such relationship has terminated not less than two years before the date of determination of the position.
- (7) Not being a director who is appointed as the representative of directors of the Company, major shareholders, or shareholder who is a connected person of a major shareholder.

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- (8) Not undertaking any business of the same nature and in significant competition with that of the Company or its subsidiaries, or not being a significant partner in a partnership, or a director who participates in management, hired worker, employee, adviser earning a regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with that of the Company or its subsidiaries.
- (9) Not being a director assigned by the Board of Directors to make decisions regarding business operations of the Company, its parent company, subsidiaries, associated companies, same-level subsidiaries, majority shareholders, or controlling persons of the Company.
- (10) Not being a director of the parent company, subsidiaries or same-level subsidiaries which are listed companies.
- (11) Having other complete and appropriate qualifications required by the law or the requirements of government agencies.
- (12) Not having any other characteristics causing an inability to express their independent opinion about business operations of the Company.

3. Term of Office of the Audit Committee


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- (1) Each term of office of members of the Audit Committee shall not exceed three years from the date of appointment or as determined from the term of office as director of the Company. Upon expiry of the term of office, members of the Audit Committee may be reappointed to the Audit Committee for another term.
- (2) In addition to the above retirement by rotation, members of the Audit Company shall retire from office upon:
 - 1) Death;
 - 2) Resignation;
 - 3) Disqualification or possessing characteristics prohibited under the law on public companies, the securities law or other relevant laws;
 - 4) Being removed from office by resolution of the Board of Directors.
- (3) Upon expiration of the term of office, if the Board of Directors has not resolved to appoint a new Audit Committee, the former Audit Committee shall continue the performance of duties until such time when the Board of Directors has appointed a new Audit Committee to replace the former committee whose term of office has expired. The appointment of the new Audit Committee shall be completed within two months of the date on which the term of office of the former Audit Committee expired.

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- (4) When a member of the Audit Committee has completed the term of office or has vacated the office for reasons other than by rotation resulting in the number of members of the Audit Committee becoming less than the required minimum of three members, the Board of Directors shall appoint a person who has the full qualifications of being a member of the Audit Committee as soon as possible, but no later than three months, at the latest, from the date on which the number of the members of the Audit Committee became less than the required minimum. This is to ensure the continuity of functions of the Audit Committee and the compliance with the SET's requirements on maintaining the status of a listed company. The person appointed to assume the vacant position shall remain in office for the remaining term of office of those whom they are appointed to replace.

4. Secretary to the Audit Committee

- (1) The secretary to the Audit Committee shall be appointed by an approval of the Audit Committee to assist with operations of the Audit Committee in connection with notices of meetings, preparation of agenda items for meetings, delivery of supporting documents and recording minutes of meetings.
- (2) For the appointment of the secretary to the Audit Committee, consideration shall be given to a person with knowledge, capability and experience required to perform the aforementioned duties as well as the independence in the discharge of duties to assist


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the Audit Committee; for example, the head of internal audit may be considered to be appointed as the secretary to the Audit Committee.

5. Duties and Responsibilities

- (1) To review and approve the Internal Audit Office Charter and to review the suitability of such charter at least once a year.
- (2) To review and ensure that the Company and its subsidiaries report financial information which is accurate, reliable and sufficient in accordance with financial reporting standards, by coordinating with external auditors and the executives who responsible for the preparation of the financial statements. The Audit Committee may advise the auditor to review or audit any matters deemed to be significant and necessary, during the audit of the Company and its subsidiaries.
- (3) To review and ensure that the Company and its subsidiaries have put in place an internal control and internal audit systems which are suitable and efficient and to consider the independence of the Internal Audit Office with regard to the approval of the appointment, relocation or termination of the head of internal audit, or such other work units responsible for internal audit function.

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- (4) To review the risk management system to ensure that it is strict, suitable and efficient and that there are suitable and sufficient controls to prevent possible corruption.
- (5) To review the performance of the Company to ensure the compliance with the securities law, the SET's requirements and other laws relevant to the business of the Company.
- (6) To consider, select and nominate persons who are independent to perform the duties of auditors of the Company and to propose the auditor's remuneration for such persons, as well as to attend at least one meeting a year with the auditors without the management team in attendance.
- (7) To consider connected transactions or transactions which could give rise to conflicts of interest in order to ensure the compliance with the law and SET's requirements as well as to ensure that the transactions are reasonable and for the best interests of the Company.

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- (8) To prepare a report of the Audit Committee to be disclosed in the annual report of the Company, signed by the Chairman of the Audit Committee and consisting of at least the following information:
- a. Opinion on the accuracy, completeness and reliability of the financial reports of the Company;
 - b. Opinion on the sufficiency of the internal control system of the Company;
 - c. Opinion on the compliance with the securities law, SET requirements and other laws relevant to the business of the Company;
 - d. Opinion on the suitability of the auditors;
 - e. Opinion on transactions with possible conflicts of interest;
 - f. Number of meetings of the Audit Committee and attendance of each member of the Audit Committee;
 - g. Opinion or overall observation of the Audit Committee in its performance of duties under the Charter;

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- h. Such other information deemed necessary for shareholders and investors subject to the scope of duties and responsibilities assigned by the Board of Directors.
- (9) To review and express an opinion on the internal audit plan and the performance of duties of the Internal Audit Office;
- (10) In performing the duties and responsibilities within its scope, the Audit Committee has the authority to invite the relevant management team, executives or employees of the Company to express their opinion, attend meetings or submit documents as considered necessary.
- (11) In performing the duties of the Audit Committee, if it is found or suspected that any of the following transactions or acts may result in a material impact on the financial position and operating results of the Company, the Audit Committee shall report the same to the Board of Directors to ensure that appropriate actions can be taken to remedy the situation within the period of time that the Audit Committee considers appropriate:
 - 1) Any transactions that may cause conflicts of interest;
 - 2) Any material fraud, irregularity or deficiency of the internal control system; or

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- 3) Any violation of the law on securities or the stock market, SET's requirements or other laws relating to the business of the Company.

If the Board of Directors or the executives do not implement the remedy within the period specified above, any member of the Audit Committee may report the matter to the Office of the Securities and Exchange Commission or to the SET;

- (12) To consider, review and revise the Audit Committee Charter at least once a year and to propose revisions to the Board of Directors for consideration and approval.
- (13) To perform other tasks as may be assigned by the Board of Directors, with the consent of the Audit Committee.

In performing the above duties, the Audit Committee shall be directly accountable to the Board of Directors and the Board of Directors shall remain accountable to third parties for the operations of the Company.

The Board of Directors shall have the authority to vary and amend the definition and qualifications of independent directors and the Audit Committee Charter to correspond with the responsibilities of the Audit Committee in accordance with the requirements of the Office of the Securities and Exchange Commission, the SET, the Capital Market Supervisory Board and/or provisions of other relevant laws.


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6. Duties and Responsibilities in respect of the Right of First Offer and Right of First Refusal Agreement (ROFO/ROFR Agreement)

- (1) To provide an opinion for the exercise or refusal to exercise of the rights under the ROFO/ROFR Agreement prior to the proposal of such agenda item to the Board of Directors for consideration and approval. If there is an exercise of rights under the ROFO/ROFR Agreement, the Audit Committee has the duty to provide an opinion in relation to the entering into of a transaction under the ROFO/ROFR Agreement on the issues of conflicts of interest, necessity and reasonableness of the price, and conditions for the entering into of a connected transaction as proposed shall be considered a third party transaction (Arm's Length Basis) pursuant to the regulations of the Office of the Securities and Exchange Commission and the SET in relation to connected transaction.
- (2) To ensure that the Internal Audit Office monitors the performance of duties of Management Committee in relation to the execution of right contract and reports the results to the Audit Committee for acknowledgement.

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7. Meetings of the Audit Committee

(1) Number of meetings and duration of meeting

- 1) A minimum of four Audit Committee meetings shall be held in the span of one year, based on the accounting period for the preparation of financial reports.

In calling a meeting of the Audit Committee, the Chairman of the Audit Committee or the delegated person shall send notice of invitation to the meeting containing the agenda items as well as supporting documents to members of the Audit Committee at least seven days in advance of the meeting date to allow time for members of the committee to review them before coming to the meeting. However, in case of an emergency, the notice of invitation including supporting documents may be submitted to members of the committee and the date of the meeting may be set with shorter notice than stipulated by this required notice period.

- 2) The Chairman of the Audit Committee may call an extraordinary meeting of the Audit Committee upon request from members of the Audit Committee, the internal auditor, the auditor, or the Chairman of the Board of Directors in order to consider problems which require to be jointly discussed.

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3) The Audit Committee should have at least one meeting a year with the auditor of the Company without attendance of the management team. This may be an extraordinary meeting in addition to the ordinary meeting or a separate agenda item in the ordinary meeting with the auditor of the Company without the management team in attendance while having other agenda items in the meeting.

(2) Attendance and voting

- 1) For a meeting of the Audit Committee, attendance of at least half the total number of all members of the Audit Committee shall be required in order to constitute a quorum. The Chairman of the Audit Committee shall preside over the meeting. (If the Chairman of the Audit Committee is not present at the meeting or is incapable of performing his or her duty, the members of the Audit Committee in attendance shall elect one member of the Audit Committee to preside over the meeting.)
- 2) Final decisions of the meeting shall be reached by majority vote of members in attendance at the meeting. One member of the Audit Committee shall have one vote.

Any member who has an interest in any matter shall not participate in the consideration of the matter. If a vote is tied, the Chairman of the meeting shall


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cast one extra vote to reach the final decision. The secretary to the Audit Committee is not entitled to vote.

- 3) The Audit Committee may invite directors or executives of the Company or the auditors to attend the meeting to consider certain relevant agenda items such as the assessment of the sufficiency of the internal control system and the audit plan. This is to allow the Audit Committee to have sufficient information for its consideration and forming an opinion on such matter.
 - 4) The Audit Committee should have meetings with lawyers of the Company or with external lawyers as considered necessary and appropriate in order to seek consultation on legal issues which have or may have material impact on the financial statements or operations of the Company.
 - 5) The secretary to the Audit Committee should attend all meetings in order to prepare and present information to the Audit Committee for its consideration. An exception is in the case where the Audit Committee is considering matters that are deemed to be sensitive and should be reserved only for the consideration of members of the Audit Committee.
- (3) Minutes of meetings of the Audit Committee

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- 1) Minutes shall be prepared for every meeting of the Audit Committee. The secretary to the Audit Committee shall be responsible for taking the minutes.
- 2) The secretary to the Audit Committee shall observe and follow up on actions taken in accordance with the minutes of meetings of the Audit Committee, including problems and obstacles pursuant to the opinions or observations of the Audit Committee, in order to report the same to the Audit Committee for acknowledgement in the following meeting.

8. Assessment of Performance

The Audit Committee shall conduct a self-assessment of performance both for the committee as a whole and for each individual member of the committee in order to review performance results, problems and obstacles encountered in the previous years and shall report the assessment results to the Board of Directors every year.

9. Other Requirements

Amendments to the Audit Committee Charter may only be made by a proposal from the Audit Committee to the Board of Directors for its consideration and shall take effect upon approval from the Board of Directors' meeting.


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The Audit Committee Charter was considered and approved by the Board of Directors' meeting No. 2/2018, convened on 4 December 2018, and shall become effective on 4 December 2018 onward.

This policy is proposed to revise as follows:

1. In accordance with the resolution of the Board of Directors meeting No. 6/2019 held on 7 March 2019.
2. In accordance with the resolution of the Board of Directors meeting No. 1/2021 held on 15 February 2021.

(Mr. Charoen Sirivadhanabhakdi)

Chairman of the Board of Directors
Asset World Corp Public Company Limited


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