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Audit Committee Charter

TPCS Public Company Limited

The Board of Directors, realizing the importance of good corporate governance, has established this Audit Committee Charter as follows:

1. Objectives

The Audit Committee is established to support the Board of Directors in fulfilling its good corporate governance responsibilities, particularly concerning the financial reporting process, internal control system, audit process, and compliance with related laws and regulations.

2. Composition and Qualifications

The Audit Committee must consist of no less than 3 members, comprising the Chairman of the Audit Committee and Audit Committee members. All members must be Company directors and possess the qualifications of an Audit Committee member as prescribed by the Office of the Securities and Exchange Commission (SEC), which are as follows:

- 2.1 Appointed by the Board of Directors or the shareholders' meeting of the Company.
- 2.2 Must be an independent director.
- 2.3 Must not be a director assigned by the Board of Directors to make operational decisions for the Company, its parent company, subsidiary, affiliate, same-level subsidiary, or any juristic person that may have conflicts of interest.
- 2.4 Must not be a director of the parent company, subsidiary, or same-level subsidiary, specifically for listed companies.
- 2.5 Must possess duties as prescribed by the Stock Exchange of Thailand (SET) and the Company.
- 2.6 Must have sufficient knowledge and experience to perform duties as an Audit Committee member. At least one Audit Committee member must possess sufficient knowledge and experience to review the reliability of the financial statements.

Furthermore, if the Office of the SEC and/or the Capital Market Supervisory Board announce any changes to the qualifications of the Audit Committee, the Company's Audit Committee members must fully comply with all announced changes.

3. Term of Office

- 3.1 The Audit Committee has a term of office of 1 year per term, starting from the date of the appointment resolution. Upon completion of the term, if the Board of Directors or Shareholders' Meeting has not yet appointed a new Audit Committee, the outgoing committee shall continue to perform their duties until a new committee is appointed to replace the outgoing committee whose term has expired. The appointment must be made within 2 months from the end of the outgoing committee's term. Retiring members are eligible for re-appointment.
- 3.2 In the event a vacancy occurs for reasons other than the expiration of the term, and the remaining term is not less than 2 months, the Board of Directors or Shareholders' Meeting shall appoint a fully qualified person to fill the vacancy at the next meeting. The replacing member shall hold office only for the remaining term of the member they replace.
- 3.3 An Audit Committee member shall vacate office upon:
- (a) Expiration of the term of office
 - (b) Resignation
 - (c) Death
 - (d) Termination of directorship status
 - (e) A resolution of the Board of Directors to remove the member prior to the expiration of the term.
 - (f) Lack of qualifications for being an Audit Committee member as prescribed by the Office of the SEC
- 3.4 An Audit Committee member who wishes to resign before the expiration of their term must notify the Company 1 month in advance with reasons. The Company must immediately disclose the early resignation and its reasons to the SET to inform shareholders or investors. The resigning member may also clarify the reasons to the Office of the SEC and the SET.
- 3.5 In the event an Audit Committee member is removed before the expiration of their term, the Company must immediately disclose the early removal and its reasons to the SET to inform shareholders or investors. The removed member may also clarify the reasons to the Office of the SEC and the SET.

4. Meetings

4.1 Meeting Agenda

The date, time, venue, and agenda of the meeting must be determined in advance by no less than 7 days, accompanied by sufficient supporting documents, and written minutes of the meeting must be recorded.

4.2 Frequency of Meeting

The Audit Committee must hold a meeting at least once every 3 months and may call additional meetings as necessary.

4.3 Attendees

An Audit Committee meeting requires the attendance of no less than half of the total number of Audit Committee members to constitute a quorum. The Audit Committee may invite internal auditors, external auditors, executives, management, or relevant persons to attend and provide pertinent information. If the Chairman of the Audit Committee is absent or unable to perform their duties, the attending members shall select one member to preside over the meeting.

4.4 Voting

Resolutions of the Audit Committee meeting shall be passed by a majority vote of the attending members. Each member has one vote. A member with a conflict of interest in any matter under consideration has no right to express an opinion or vote on that matter. In the event of a tie vote, the Chairman of the meeting shall have an additional casting vote.

5. Authority

- 5.1 Require alignment of understanding among the auditor, the Board of Directors, and the internal audit unit.
- 5.2 Have the authority to invite executives, management, internal audit staff, or relevant Company employees to provide clarifications, express opinions at meetings, or submit necessary documents, as well as have access to information at all levels of the organization.
- 5.3 Have the authority to investigate relevant persons and matters within the scope of the Audit Committee's authority and duties.
- 5.4 Consult experts or Company advisors (if any), or hire external advisors or experts if necessary at the Company's expense.

6. Duties and Responsibilities

- 6.1 Review the Company's financial reporting to ensure accuracy and adequacy, by reviewing significant accounting policies of the Company and the disclosure of information in compliance with financial reporting standards.
- 6.2 Review the Company's internal control system, anti-corruption measures, and internal audit system to ensure that they are suitable and effective.
- 6.3 Consider the independence of the internal audit unit, as well as approve the consideration, evaluation, appointment, transfer, or dismissal of the head of the internal audit unit or any other unit responsible for internal auditing. This includes ensuring that the head of the internal audit has adequate education, experience, and training appropriate for performing their duties.

- 6.4 Consider and approve the charter of the internal audit office.
- 6.5 Consider and approve the audit plan and monitor the internal audit unit's compliance with the plan.
- 6.6 Review the Company's compliance with the law on securities and exchange, the SET's regulations, and the laws relating to the Company's business.
- 6.7 Consider, select, propose the appointment, and/or dismissal of an independent person to serve as the Company's auditor, propose the remuneration of such person, and attend a non-management meeting with the auditor at least once a year.
- 6.8 Consider connected transactions or transactions that may lead to conflicts of interest to ensure compliance with the laws and regulations of the SET and the notifications of the Capital Market Supervisory Board, in order to ensure that such transactions are reasonable and for the highest benefit of the Company.
- 6.9 Prepare the Audit Committee's report, which must be disclosed in the Company's annual report, signed by the Chairman of the Audit Committee, and consist of at least the following information:
 - (a) An opinion on the accuracy, completeness, and reliability of the Company's financial reports
 - (b) An opinion on the adequacy of the Company's internal control system, anti-corruption measures, and risk management of the Company.
 - (c) An opinion on compliance with the law on securities and exchange, the SET's regulations, or the laws relating to the Company's business.
 - (d) An opinion on the suitability of the auditor and the head of the internal audit unit.
 - (e) An opinion on transactions that may lead to conflicts of interest.
 - (f) The number of Audit Committee meetings and the attendance of each Audit Committee member.
 - (g) An overall opinion or observation that the Audit Committee has derived from performing its duties under the charter.
 - (h) Other items that shareholders and general investors should be aware of, within the scope of duties and responsibilities assigned by the Board of Directors.
- 6.10 In performing the duties of the Audit Committee, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial position and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period that the Audit Committee deems appropriate:
 - (a) A transaction causing a conflict of interest.
 - (b) Corruption, or any major irregularity or defect in the internal control system.
 - (c) An infringement of the law on securities and exchange, the regulations of the SET, or the laws relating to the Company's business.

If the Board of Directors or executives fail to take corrective action within the specified timeframe, any member of the Audit Committee may report such transaction or action to the Office of the SEC or the SET.

- 6.11 Support and monitor the Company to ensure it has an effective risk management system.
- 6.12 Ensure that the Company has a whistleblowing channel for receiving reports and complaints regarding inappropriate items in financial statements, corruption, or other issues. This includes having processes to protect and maintain the confidentiality of whistleblowers, conducting independent investigations, and undertaking appropriate follow-up actions.
- 6.13 Ensure that the Company manages its business in accordance with the principles of good corporate governance.
- 6.14 Review, improve, and amend the Audit Committee Charter on a regular basis, and propose it to the Board of Directors for approval.
- 6.15 Conduct a self-assessment at least once a year.
- 6.16 Perform any other acts assigned by the Board of Directors with the approval of the Audit Committee, by virtue of the Company's Articles of Association and relevant laws.

In performing the aforementioned duties, the Audit Committee is directly responsible to the Board of Directors, and the Board of Directors remains responsible for the Company's operations to external parties.
