



**Audit Committee Charter**  
**Sansiri Public Company Limited**

### **1. Mission**

The Board of Directors considers and appoints the Audit Committee to assist the Board of Directors in carrying out its responsibilities related to the accuracy of financial reports, reviewing the internal control and internal audit system of the company to minimize the occurrence of all forms of fraud, including reviewing and monitoring to ensure that the Company complies with applicable and laws on securities and exchange, the Exchange's regulations of and/or other relevant laws. Also reviewing and supervise the operational processes and procedures, connected transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws. As well as to review to ensure compliance with the good corporate governance policy including coordinating with the Company's auditors.

### **2. Composition and Qualifications**

The Board of Directors considers and appoints the Audit Committee, which consists of no less than three independent directors of the Company, and there must be at least 1 independent director who have sufficient knowledge and experience to perform the duty of reviewing financial statements as well as having all the qualifications as required by the SEC and SET and/or other relevant laws.. The Board of Directors shall consider and appoint one of the Audit Committee members as Chairman of the Audit Committee.

### **3. Term of Office**

3.1 The Audit Committee has a term of office of 3 years. To ensure continuity of the Committee's work, the Audit Committee members who vacate office upon the expiration of the term may be re-appointed.

3.2 In addition to vacating office upon the expiration of the term of office, the Audit Committee members shall vacate office upon

- (1) Retirement from the Board of Directors of the Company;
- (2) Resolution of the Board of Directors to retire;
- (3) Resignation;
- (4) Death.

3.3 In the event that the position of a member of the Audit Committee becomes vacant due to reasons other than retirement due to rotation, the Board of Directors shall appoint a person who has all the qualifications according to Article 2 above to complete the number of Audit Committee members as stipulated in this Charter, whereby the person elected as a replacement committee member shall hold office only for the remaining term of the director replaced.



**Audit Committee Charter**  
**Sansiri Public Company Limited**

**4. Duties and Responsibilities of the Audit Committee**

The Audit Committee members have duties and responsibilities as assigned by the Board of Directors in the following actions:

4.1 To review the Company's financial reporting process to ensure that it is accurate and adequate;

4.2 To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;

4.3 To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

4.4 To review and ensure that the company has duly complied with Anti-Corruption Policy and report it to the Board of Directors;

4.5 To review and assess the Audit Committee charter on a regular basis. Propose changes in the charter for the Board of Director's approval;

4.6 To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

4.7 To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

4.8 To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information;

(a) An opinion on the accuracy, completeness and creditability of the Company's financial report,

(b) An opinion on the adequacy of the Company's internal control system,

(c) An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,

(d) An opinion on the suitability of an auditor,

(e) An opinion on the transactions that may lead to conflicts of interests,

(f) The number of the audit committee meetings, and the attendance of such meetings by each committee member,



**Audit Committee Charter**  
**Sansiri Public Company Limited**

(g) An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and

(h) Other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

4.9 To perform any other act as assigned by the Board of Directors, with an approval of the Audit Committee.

## **5. Meetings**

5.1 The Audit Committee must arrange or call a meeting at least four times a year as it deems appropriate.

5.2 At the meetings of the Audit Committee, there must be Audit Committee members present at each meeting in not less than one-half of the total number of committee members at that time; therefore, a quorum will be constituted.

The Chairman of the Audit Committee presides over the meeting. If the Chairman of the Audit Committee is not present at the meeting or is unable to perform the duties, the committee members attending the meeting shall select one committee member to preside over the meeting.

5.3 The resolution of the meeting of the Audit Committee shall be based on the majority vote of the committee members present at the meeting, according to a quorum. In case of equal votes, the Chairman of the meeting shall have an additional vote as a deciding vote.

5.4 The Audit Committee considers and appoints the Secretary of the Audit Committee as deemed appropriate.

5.5 Members of the Audit Committee are not allowed from voting on any issue that they have a stake in.

## **6. Report**

6.1 The Audit Committee shall be responsible for the Board of Directors and regularly report the performance (if any) at the Board of Directors' meetings.

6.2 The Audit Committee shall present information on the operations in the past year in the Company's annual report.

## **7. Advisor**

The Audit Committee can ask for consultation from specialists as appropriate at the Company's expense.