



RPCG Public Company Limited

Audit Committee Charter

Revised Version 2023

Note: Approved by the Board of Directors of the Company Meeting No. 1/2023, effective on February 24, 2023.



Audit Committee Charter

Objective

To support the performance of the Board of Directors of the Company in good corporate governance, especially the financial reporting process, internal control system, verification process and compliance with relevant regulations, laws, requirements and codes of conduct so that the Company has a proper management system. Disclosure is transparent and reliable.

The composition and qualifications of the Audit Committee:

Audit Committee must be no less than 3 persons consisting of the Chairman of the Audit Committee and Audit Committee members. All of them must be Company's Directors and have the qualifications to be members of the Audit Committee as specified by the Office of the Securities and Exchange Commission as follows:

1. Appointed by the Board of Directors of the Company or the shareholders' meeting of the Company.
2. Being an independent Director.
3. Not being a Director assigned by the Board of Directors of the Company to make decisions on the operations of the Company, subsidiaries, associated companies, related companies or juristic persons that may have conflicts of interest.
4. Not being a Director of a subsidiary company, associated company, or only a listed company.
5. Have duties as specified by the Stock Exchange of Thailand and the Company.
6. Have sufficient knowledge and experience to be able to perform their duties as members of the Audit Committee. However, there must be at least one member of the Audit Committee who has sufficient knowledge and experience to be able to review the credibility of financial statements.
7. Holding shares not exceeding 1% of the total number of shares with voting rights of the Company, its subsidiaries, associated companies, related companies or juristic persons that may have conflicts of interest. Including shares held by related persons.
8. Not being an Executive Director, staff, employee or consultant who receives regular salary and controlling person of the Company, subsidiary company, associated company, related company or juristic persons that may have conflicts within 2 years prior to the appointment.
9. No relationship by blood or registration as father, mother, spouse, sibling and child including spouses of children with executives or major shareholders, controlling person or person who will be nominated as executive or controlling person of the Company, affiliates, subsidiaries or associated companies, related companies or juristic persons that may have conflicts.
10. Not having a business relationship with a company, juristic person, or person considered non-independent according to the requirements of Independent Directors and Audit Committee of the Office of the Securities and Exchange Commission. Both professional service relationships and all types of commercial or business relationships, according to the regulations of the Stock Exchange, regarding connected transactions. Except there is a necessary and reasonable cause which does not happen regularly and continuously. It must be approved by the Board of Directors of the Company first and the resolution must be unanimous.
11. Not being a Director who has been appointed as a representative of the Company's Directors, major shareholders or shareholders who is related to the major shareholders of the Company.
12. To be able to perform duties and express opinions or report performance in accordance with duties assigned by the Board of Directors of the Company independently. Not under the control of Executives or major shareholders of the Company including their related persons or close relatives of the said person.



Scope of authority, duties and responsibilities of the Audit Committee as follows:

1. Review for the Company and its subsidiaries. The financial statements are disclosed and reported in accordance with the accounting standards that required by law accurately and adequately.
2. Review for the Company and its subsidiaries. There are an internal control system and an internal audit system that are suitable and effective as well as to approve the appointment, dismissal, termination of employment of any other department that responsible for internal auditing.
3. Review for the Company and its subsidiaries to comply with Securities and Exchange laws, SET requirement and laws related to the Company's business. Including the policy of good corporate governance and business ethics appropriately and effectively.
4. Consider selection nominate an independent person to act as the Auditor of the Company and its subsidiaries. And to propose the said person's remuneration. Including attending a meeting with the auditor without the presence of the management at least once a year.
5. Consider connected transactions or transactions that may have conflicts of interest in accordance with the law and regulations of the Stock Exchange of Thailand to ensure that the said transactions are reasonable and in the best interests of the Company.
6. Prepare a report of the Audit Committee to be disclosed in the Company's annual report. The said report must be signed by the Chairman of the Audit Committee and in accordance with the criteria set by the Stock Exchange of Thailand.
7. Review and report the audit results of the Company and its subsidiaries to the Board of Directors to ensure that the risk management framework and the Company process have been evaluated efficiency and effectiveness regularly and suggest improvements always up-to-date.
8. Review the accuracy and effectiveness of information technology related to financial reporting and internal control. Review the risk management system.
9. Review the internal audit plan of the Company in accordance with generally accepted methods and standards.
10. Consider reviewing, improving and revising the charter of the Audit Committee at least once a year. Or as needed to be up-to-date and suitable for the environment of the Company. And present to the Board of Directors for approval.
11. Audit Committee may seek independent opinions from any other professional advisor, when deem necessary at the Company's expense with the approval of the Board of Directors. However, the new hiring process is in accordance with the Company's regulations.
12. Any other reports that shareholders and general investors should be acknowledged under the scope of duties and responsibilities assigned by the Board of Directors.
13. Report to the Board of Directors regularly for the Board of Directors to acknowledge the activities of the Audit Committee.
14. In the performance of duties, if it is found or there is a suspicion that there is a transaction that causes a conflict of interest or corruption, or something is wrong or significant deficiencies in the internal control system or violation of Securities and Exchange Law, requirements of the Stock Exchange of Thailand or laws related to the Company's business. This may have a significant impact on the financial position and performance of the Company and its subsidiaries. It has to report to the Board of Directors for improvements within the time that the Audit Committee deem appropriate.
15. Perform other duties within the scope of authority and responsibilities established in the charter or as the Board of Directors assigned with the approval of the Audit Committee.

Appointment, term of office and dismissal

Appointment:

The Board of Directors of the Company appoints the Chairman and the Audit Committee. All members of the Audit Committee must be members of the Board of Directors of the Company. When the Audit Committee has been appointed, the Company must submit a form to report on names and scope of work of the Audit Committee (Form F24-1) and certificate letter and biography of Audit Committee (Form F24-2) to the Stock Exchange of Thailand and the Securities and Exchange Commission.

Term of office:

The Audit Committee has a term of office of 3 years, with the term of office according to the term of being a Director of the Company. And when the term of office is over, they may be re-appointed for a new position as the Board of Directors of the Company deems appropriate [but should not be automatically renewed].

When the Audit Committee completes the term of office or there is an event that the Audit Committee cannot stay until the end of the term and the number of members is less than 3 persons. The Board of Directors of the Company will appoint a replacement Audit Committee member within 3 months from the date the number of members is incomplete, to ensure continuity in the performance of the Audit Committee.

Dismissal:

In addition to vacating office upon expiration of the term as specified, the Audit Committee will vacate office when:

- Retiring from being a Director of the Company.
- Resignation.
- Death.
- The Board of Directors of the Company passed a resolution to dismiss him from office.

In case of that the Audit Committee member wishes to resign before the end of his term of office. He should notify the Company in advance and specify reasons so that the Board of Directors of the Company can consider appointing other qualified Directors to replace the resigned one. However, the Company must notify the resignation and submit a copy of the letter of resignation to the Stock Exchange of Thailand as well. As for the Audit Committee member who resigned, may clarify for the aforementioned reasons that the Stock Exchange of Thailand can know another way.

In case of an Audit Committee member is dismissed before the end of his term of office. The Company must notify the Stock Exchange of Thailand of its dismissal together with the cause whereby the dismissed Audit Committee member has the right to explain the aforementioned cause to the Stock Exchange of Thailand.

In case of all members of the Audit Committee vacate office. The Audit Committee who vacates office shall remain in the position to continue the work for the time being until the new Audit Committee takes office.

Quorum and meeting

1. The Audit Committee must hold meetings at least 4 times a year and have the authority to call additional meetings as they deem appropriate and as necessary. And the meeting shall consist of not less than half of the Audit Committee members attend the meeting to be a quorum.
2. The Chairman of the Audit Committee shall be the chairman of the meeting. In case of the Chairman of the Audit Committee is not present at the meeting or is engaged in necessary mission. The Audit Committee members who attend the meeting shall elect one of the Audit Committee members to be the chairman of the meeting.



3. The resolution of the Audit Committee can be made by holding a majority of votes. However, member of the Audit Committee who has any interest on the matter under consideration must not participate in expressing opinions and voting on that matter. If the votes are equal, the Chairman of the meeting shall cast an additional vote as a deciding vote.
4. The meeting invitation letter must be delivered at least 7 days in advance of the meeting. But in case of necessity or urgency, the meeting may be notified by other methods or an earlier meeting date may be set. The Secretary of the Audit Committee is assigned to assist in the work of scheduling meeting appointments and taking minutes of meetings.

Reporting :

Report the performance of the Audit Committee to the Board of Directors of the Company for acknowledgment and prepare a report of the Audit Committee to be disclosed in the annual report (One Report) of the Company and signed by Chairman of the Audit Committee.

Compensation :

Nomination and Remuneration Committee is the person who determines the remuneration and propose to the Board of Directors of the Company for approval to propose to the shareholders' meeting for approval.

