



Audit Committee Charter

Stecon Group Public Company Limited

Audit Committee Charter

1. Purpose

The Board of Directors of Stecon Group Public Company Limited (the "**Company**") recognizes the importance of complying with the principle of good corporate governance and has resolved to appoint an Audit Committee to assist the Board of Directors in supervising and auditing its management. The Company must supervise the preparation of financial report in order to ensure reliability, review the adequacy and efficiency of risk management in order to ensure that the Company's operation and information disclosure are transparent, reliable, and prevent conflicts of interest. Therefore, the Board of Directors has established the Charter of the Audit Committee to be used as a guideline for the operation of the Company's Board of Directors and executives for better understanding the scope of duty and work.

2. Definition

- 2.1 "**Independent Director**" has the meaning specified in the relevant Notification of the Capital Market Supervisory Board (including as amended) and as further determined by the Company.
- 2.2 "**Securities and Exchange Act**" imply Securities and Exchange Act B.E. 2535 (1992) (and as amended).
- 2.3 "**SEC Office**" means the Securities and Exchange Commission.
- 2.4 "**SET**" means The Stock Exchange of Thailand
- 2.5 "**Person with potential conflict**" has the meaning specified in the relevant Notification of the Securities and Exchange Commission (as amended).

3. Composition

- 3.1 The Audit Committee consists of at least 3 independent directors and at least 1 of whom must have sufficient knowledge and experience in accounting or finance to be able to review the reliability of the financial statement.
- 3.2 The Board of Directors consider the appointment and/or removal of the Audit Committee. The Board of Directors or the Audit Committee must appoint and/or remove the Secretary of the Audit Committee to assist the Audit Committee in its operation regarding the appointment of meeting, preparation of the agenda, submit the meeting document and recording of meeting minutes.

4. Qualification of the Audit Committee

The qualification of the Audit Committee are as following

- 4.1 Be qualified as an independent director and qualified as prescribed by the Law on Public Limited Company, the Securities and Exchange Act including the notice, regulation and/or

Regulation of the SEC The Capital Market Supervisory Commission and the Stock Exchange of Thailand (SET) include the following qualification

- 4.1.1 Holding not more than 0.5% of the number of shares with voting right in the Company, parent company, and subsidiaries. Associates of the Company, major shareholders or controlling persons of the Company. It is also include the shares held by the relevant persons of the independent directors.
- 4.1.2 Not be or have been a director who has participated in the management of the business, employees, consultants who receive regular salary or person with control authority of company, parent company, subsidiaries, associates of the same number of subsidiaries, major shareholder or controlling person of the Company unless they have been exempted from such characteristic for at least 2 years before being appointed as an Audit Committee. The prohibited nature does not include case where an independent director has been a public servant or an advisor to a government department who is a major shareholder or a controlling person of the Company.
- 4.1.3 Do not have or ever had a business relationship with the Company, a parent company, or a subsidiary. Associate company, major shareholder or controlling person of the Company In a manner that may interfere with the exercise of their independent judgment including not being or having been an implied shareholder or controlling person who has a business relationship with the Company, the parent company, the subsidiary, etc. except for those who have been out of such characteristic for at least 2 years before taking office as an independent director and have no direct or indirect interests or interests in the financial and administrative aspect of the Company, affiliates, associates, or individuals who may have conflicts in a manner that would cause a lack of independence.

The business relationship under paragraph 1 includes the normal commercial transaction for the purpose of conducting business, renting or leasing real estate, transaction related to asset or service, or the provision or receipt of financial assistance by receiving or lending or guarantees. As a result, the Company or a counterparty has a debt obligation to be paid to the other party from 3% of the Company's net tangible asset or from 20 million baht or more depended on whichever is lower. The calculation of such debt obligation must be in accordance with the method of calculating

the value of connected transaction by approval, but in considering such debt obligation, the debt liability incurred during the year preceding the date of business relationship with the same person shall be counted.

- 4.1.4 There is no blood relationship or by legal registration in the form of parents, spouse, siblings and children including spouses of children of other directors, executives, major shareholders of the Company, controlling person or person to be nominated as Directors, Executives or Controlling person of the Company and its subsidiaries.
- 4.1.5 Not be a director appointed to represent the interests of the Company's directors, major shareholders or shareholders who are related to major shareholders. In addition, they must be able to express their opinion or report freely according to their assigned task regardless of any interests or restriction that would prevent them from expressing their opinion independently as they should do.
- 4.1.6 Not be or have been an auditor of the Company, parent company, or subsidiary, associates, major shareholders, controlling person of the Company or person who may have conflicts and are not significant shareholders, the controlling authority or the managing partner of the audit firm which has auditors of the company, parent company, subsidiary company, associate companies, major shareholders or controlling person of the Company are affiliated with unless he has been discharged from such characteristics for at least 2 years before taking office as an Audit Committee.
- 4.1.7 Not being or ever being a professional service provider including providing service as legal advisor or financial advisor who receives service fee exceeding 2 million baht per year from the Company, parent companies, subsidiaries, associates or major shareholders or controlling person of the Company and are not significant shareholders unless the person has been removed from such characteristic for not less than 2 years before taking office as an Audit Committee.
- 4.1.8 Not operate a business with the same condition and to be in significant competition with the Company or its subsidiaries or not to be a significant partner in the partnership or to be a director participating in the management, employees, consultant who receives regular salary or hold

more than 1% of the total number of voting shares of other companies that operate in the same condition and are in significant competition with the business of the Company or its subsidiaries.

- 4.1.9 There is no other characteristic that makes it impossible to give an independent opinion on the Company's operation.

In case that the person who is proposed for appointment as an independent director is a person who has or ever had a business relationship or has provided professional service in excess of the value specified in (4.1.3) or (4.1.7) above. The Company may consider appointing such person to serve as an independent director. The Company must provide the opinion of the Board of Directors showing that it has considered in accordance with Section 89/7 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) that the appointment of such person does not affect the performance of duty and independent opinion and also provide the following information to be disclosed in the Notice of the Shareholders' meeting on the agenda in order to consider the appointment of such person as an independent director.

- (1) The nature of the business relationship or the provision of professional service that make the person not meet the prescribed criteria
- (2) The reason and necessity for retaining or appointing such person as an independent director;
- (3) The opinion of the Board of Director on the proposal for the appointment of such person as an independent director.

However, a person appointed as an independent director who is qualified in clauses 4.1.1 to 4.1.9, including subject to the exception to business relation or professional service that may be assigned by the Board of Directors to have the authority to make decision regarding the Company's operation, subsidiaries, associates, major shareholders or controlling person of the Company in the form of collective decision.

4.2 Specific feature

- 4.2.1 Not be a director of more than 5 other listed companies.
- 4.2.2 Not be a director of the parent company, subsidiary or subsidiary of the same order or the company in SET registry.
- 4.2.3 Not be a director assigned by the Board of Directors to make decision on the Company's operation, large companies, subsidiaries, associates and subsidiaries of the same order, major shareholders or controlling person of the Company.

- 4.2.4 Have sufficient knowledge and experience to be able to act as an Audit Committee. The Audit Committee should continuously develop their knowledge on accounting or finance in order to assess the impact of the financial statements review on the credibility of the audit.
- 4.2.5 Regularly improve their knowledge. In particular, the rule and regulation of the SEC and the Stock Exchange of Thailand in matters related to the role and duty of the Audit Committee.

5. Appointment and Term of Office

- 5.1 The Board of Directors must appoint the Audit Committee. All Audit Committee members must be directors of the Company and be independent directors only.
- 5.2 When the Audit Committee members hold office until the end of their term or there is a reason why the Audit Committee cannot stay until the end of the term. As a result, the number of Audit Directors is less than 3 members. The Board of Directors resolve by appointing a new Audit Committee to replace the Audit Committee without delay within 3 months in order to ensure continuity in the performance of the Audit Committee's duty.
- 5.3 The term of office of the Audit Committee shall not exceed 3 years at a time, and the term of office of the Audit Committee shall be in accordance with the term of office of the Company's directors. The Audit Committee members who have termination of term of office may be re-appointed as audit committee members.
- 5.4 In addition to the termination of office according to the term mentioned above, the Audit Committee members shall terminate when:
 - (1) Cease to be a director of the Company.
 - (2) Resign as an Audit Committee or Director of the Company.
 - (3) The Board of Directors or the shareholders' meeting resolves to remove the Company from office.
 - (4) Death
 - (5) The court orders the resignation of the duty
 - (6) Lacking of qualification or having prohibited characteristic as prescribed by law;
 - (7) The offender is sentenced to imprisonment according to the final judgment or there is a lawful order to imprison unless in the offense committed by negligence or misdemeanor.
 - (8) Being an incompetent, quasi-incompetent person or a bankrupt person.
- 5.5 In cast that the Audit Committee wishes to resign, the resignation letter must be submitted to the Chairman of the Board of Directors at least 1 month in advance for the Board of Directors

to consider appointing another person who is fully qualified to replace the resigned Audit Committee.

5.6 In case that the position of the Audit Committee becomes vacant for other reasons except for the time to leave. The Board of Directors must appoint a person who is qualified and not prohibited by law to be a replacement member of the Audit Committee at the next meeting of the Board of Directors. Unless the term of office of the Audit Committee member is less than 2 months, the person who becomes the replacement audit committee member can only hold the position of the audit committee member for the remaining term of the replacement audit committee.

5.7 In case that the Company's shares have been listed on the Stock Exchange of Thailand, the Company must disclose the resolution on the appointment of the Audit Committee. The Audit Committee must prepare information and report to the SET in accordance with the prescribed form.

In case that the Audit Committee resigns before the expiration of the term of office, the Company must disclose the information and the reason for the resignation of the Audit Committee to the SET. The Audit Committee members who resign or are removed can also clarify the reason for this to the SET. The Company must submit such information to the SEC and update the database of the list of directors and executives to be accurate and realistic.

5.8 The Board of Directors must establish a policy that the Audit Committee who is an Independent Director must have a term of office for a continuous term of not more than 9 years from the date of first appointment as an Independent Director.

In case that an independent director is appointed to continue and hold office or to hold office for more than 9 years, the Board of Directors must reasonably consider such necessity.

6. Power, Duty and Responsibility

6.1 Power of the Audit Committee

6.1.1 In performing their duties effectively, the Audit Committee can access to information and requests cooperation from management as well as has authority to audit and investigate those involved in order to obtain clearer information within the scope of authority and duty.

6.1.2 The Audit Committee may appoint expert in specialized field such as accounting and finance to provide opinion for consideration or assist in the

audit of the work as necessary and appropriate by the Audit Committee by the company is responsible for all expenses incurred.

- 6.1.3 The Audit Committee has the power to appoint the Secretary of the Audit Committee to assist in the operation of the Audit Committee.

6.2 Duty of the Audit Committee

- 6.2.1 Review the Company and its subsidiaries in order to prepare accurate, complete and sufficient financial report (quarterly and annually). The Audit Committee must coordinate and meet with the auditor and management who are responsible for the preparation of the financial reports (quarterly and annually) to certify the financial report, disclose the information and present it to the Board of Directors and/or the shareholders' meeting (as the case may be) for further approval.

In working did mention above, the Audit Committee must be responsible for overseeing. The management is responsible for the preparation of the Company's financial statement and the external auditor is responsible for auditing such financial statement. Anyway, The Audit Committee and the Board of Directors acknowledge that management, internal auditor and external auditor have more resources and time as well as knowledge and information on accounting, auditing, internal control system and the process of preparing the Company's financial report than the Audit Committee. Therefore, the supervisory role of the Audit Committee does not provide special insurance in the financial statement and financial information presented by the Company to shareholders and other persons.

- 6.2.2 Review the Company and its subsidiaries to have an appropriate, adequate, and effective internal control system and internal audit system. Consider the audit result and suggestion of the auditor and the Internal Audit Department regarding the internal control system and propose to the management to make improvements based on the suggestions as well as follow up on the implementation of the recommendation. Review the activity and structure of the Internal Audit Division and approve the Charter of the Internal Audit Department. Consider the independence of the Internal Audit Department as well as approve the appointment of the Head of Internal Audit or any other agency responsible for internal audit. This includes reviewing and approving the internal audit plan with the internal auditor especially with

regarding internal control system and financial management process. Consider giving opinion and noting the budget and strength ratio of the Internal Audit Division to propose to the management for approval. Consider the audit plan and scope of the audit of the Company's internal auditor and auditor as well as the internal audit consultant (if any) to ensure a mutually beneficial relationship with no redundancy.

- 6.2.3 Review the Company and its subsidiaries in order to comply with the Public Limited Company Act, Securities and Exchanges, the requirements of the Stock Exchange of Thailand and laws related to the Company's business.
- 6.2.4 Consider, select, and propose the appointment of an independent person to act as the Company's auditor and consider proposing the auditor's remuneration, take into account the credibility and adequacy of resources. The audit workload of the audit firm and the experience of the personnel assigned to audit the Company's account including the performance of the past year as well as the consideration of the removal of the auditor. The Audit Committee must propose such opinion to the Board of Directors for further approval. Coordinate with the auditor on the purpose of the audit operation and scope method. The Audit Committee must attend meeting with the auditor without the participation of the management at least once a year.
- 6.2.5 Review the scope and method of the audit proposed by the auditor including considering the reason for the change of the audit plan (in case of a subsequent change in the audit plan) including recommending to the auditor to review or audit any transactions that are necessary and important during the audit of the Company and its subsidiaries and review the auditor's report. Propose to the management for revision and follow-up on the implementation of such recommendation.
- 6.2.6 Attend meeting with the management and the Internal Audit Department in order to review the Company's adequate risk management and control system.
- 6.2.7 Consider the adequacy and efficiency of coordination between auditor and internal auditor.
- 6.2.8 Consider the entry into connected transaction or transaction that may have a conflict of interest as well as the acquisition or disposal of asset of the

Company and its subsidiaries to ensure that they are accurate and complete and in accordance with the Securities and Exchange Act and the requirements of the Stock Exchange of Thailand. This is to ensure that the transaction is reasonable and in the best benefit to the Company.

- 6.2.9 Review the company's internal procedure regarding whistleblowing, receive complaint and operate in accordance with anti-corruption policy, relevant regulation and law in accordance with international standard. This is as determined by the Audit Committee.
- 6.2.10 Prepare the report of the Audit Committee and disclose it in the Company's Annual Report. The report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
- Opinion on the accuracy, completeness and reliability of the Company's financial report.
 - Opinion on the adequacy of the Company's internal control system
 - Opinion on compliance with the Securities and Exchange Act including the requirement of the Stock Exchange of Thailand or law related to the Company's business.
 - Opinion on the suitability of the Company's auditor
 - Opinions on transaction that may have a conflict of interest.
 - Number of meeting of the Audit Committee and attendance of each Audit Committee member
 - The overall opinion or observation of the Audit Committee is obtained from the performance of its duty under the Charter.
 - Any other transactions that shareholders and general investor should be aware of within the scope of duty and responsibility assigned by the Board of Directors.
- 6.2.11 Perform any other duties as assigned by the Board of Directors in accordance with the approval of the Audit Committee. The Audit Committee is directly responsible to the Board of Directors and the Board of Directors remains responsible for the Company's operations to third parties.
- 6.2.12 In the performance of the duty of the Audit Committee, If any of the following transactions or actions are found or suspected that may have a significant impact on the Company's financial position and operating result, the Audit

Committee must immediately report to the Board of Directors in order to carry out the improvement within the appropriate time.

- 1) Transaction that may causes conflict of interest.
- 2) Suspicion or assumption that there may be fraud or any abnormalities or major deficiencies in the internal control system.
- 3) Suspicion that there may be a violation of the SEC's rule, the Stock Exchange of Thailand, the Public Company Law, the Securities and Exchange Act or other rules related to the Company and/or the Company's business.

6.2.13 In cast that the auditor finds reasonable circumstance to suspect that the Company's directors, executives or persons responsible for the Company's operation has committed an offense as specified by law and informed the Audit Committee of the fact about such circumstances. The Audit Committee must report the result of the preliminary audit to the Audit Committee and SEC within 30 days from the date of notification. The suspicious circumstance that requires such notification and the method to obtain fact about the circumstance must be in accordance with the rule of SEC or other relevant rules

6.2.14 Review the Company's continuous development of good corporate governance including providing necessary guideline and suggestion for development as well as give priority by encouraging the Company to set good corporate governance as a regular agenda of the Board of Directors meeting and the Company's Annual General Meeting of Shareholders. The Chairman of the Audit Committee is responsible to receive a copy of the report on interest under Section 89/14 of the Securities and Exchange Act from the Company Secretary within 7 working days from the date of receipt of the report.

6.2.15 The Audit Committee regularly reviews the suitability of the Charter on an annual basis in order to ensure that the content of the charter is consistent with the objective. The Charter that has been significantly amended is subject to the approval of the Board of Directors as well.

7. Audit Committee Meeting

7.1 The Audit Committee must hold at least one meeting every 3 months according to the period of preparation of financial report to attend the meeting with the auditor, internal auditor,

management and executives responsible for accounting and finance. It is also to review the Company's financial statement quarterly and annually including connected transaction or transaction related to the acquisition or disposal of asset which must be considered as appropriate in accordance with the rule that is set by the SEC and the Stock Exchange of Thailand as well as report the transaction to the Board of Directors.

Anyway, The Chairman of the Audit Committee may call a special meeting of the Audit Committee if requested by the Audit Committee, the Internal Auditor, the Auditor or the Chairman of the Board of Directors to consider any other issues that need to be discussed together.

- 7.2 The Chairman of the Audit Committee must set the agenda of the meeting and the Secretary of the Audit Committee or a person designated by the Audit Committee is responsible for sending the invitation letter together with the agenda, supporting document to all Audit Committees at least 7 days in advance of the meeting date so that the Audit Committee has sufficient time to study the information in advance before attending the meeting except in case of urgent necessity to protect the right or interest of the Company. The Chairman of the Audit Committee or his designee may notify the meeting by other means and set the date of the meeting earlier.

Anyway, sending the invitation letter and supporting document to all the Company's directors, the Secretary of the Audit Committee or his designee may send it by electronic mail instead. The Secretary of the Audit Committee or his or her designee must keep a copy of the invitation letter and supporting document as evidence which may be considered for storage in electronic form.

- 7.3 The Chairman of the Audit Committee acts as the chairman of the meeting. In case the Chairman of the Audit Committee is absent from the meeting or is on a mission leading to he cannot attend the meeting. The Audit Committee who attends the meeting must elect one of the Audit Committee members to preside over the meeting.

- 7.4 The quorum of the Audit Committee must consist of not less than half of the total number of Audit Committee members in order to reach a quorum. However, In cast that the quarterly or annual financial statements are considered, there must be an Audit Committee member who has knowledge and experience to attend in the meeting for reviewing that financial statement. Anyway, The Audit Committee meeting may be held through electronic media. The meeting must comply with other relevant rules and regulations including providing for the recording of video and audio and electronic traffic information throughout the meeting.

- 7.5 The decision to decide on the resolution of the meeting of the Audit Committee must be held by the majority vote of the Audit Committee present at the meeting. In voting, An Audit Committee member must have one vote in a vote unless the Audit Committee Member who has an interest in any matter has no the right to vote on that matter. However, in case the votes are equal. The Chairman of the meeting cast another vote as the final vote.
- 7.6 The Audit Committee can hold a special meeting with the Company's auditor without the participation of the management at least once a year which may be held as a special meeting in addition to the regular meeting or a meeting with the auditor without the participation of the management as one of the agenda of the regular meeting of the Audit Committee which includes other agendas.
- 7.7 The Secretary of the Audit Committee or a person designated by the Audit Committee prepares the minutes of the Audit Committee meeting. The Chairman of the Audit Committee is responsible for reporting the result of the meeting and clarifying in detail the issue that the Audit Committee deems important to the next meeting of the Board of Directors.
- 7.8 The Audit Committee has the power to invite executive directors, executives or related persons to give useful statement or information. Also invite auditor, internal auditor or external consultant to attend the meeting with the Audit Committee as it deems appropriate.

8. Reporting

- 8.1 The Audit Committee report the result of its duty and the following recommendation to the Board of Directors annually:
- 1) Minutes of the Audit Committee meeting which states the opinion on the deliberation and Clearly perform various duty.
 - 2) Report the performance to the Board of Directors meeting at least once a quarter.
 - 3) Report on the financial statement and the result of the internal audit
 - 4) Any other reports that the Board of Directors should know.
- 8.2 Report to the Board of Directors immediately, if there is any discovery or suspicion of any of the following transaction or action that may have a significant impact on the Company's financial position and operating result to carry out improvement within a reasonable time.
- (1) Transaction that the Audit Committee considers may cause a conflict of interest;
 - (2) Suspicion or assumption that there may be fraud, irregularity or major deficiency in the internal control system.
 - (3) Violation or suspicion that there may be violation of the Securities and Exchange Act, the requirement of the Stock Exchange or laws related to the Company's business especially violation that may have a significant impact on the Company's financial position.

(4) Any other reports that the Board of Directors deems to be aware of as soon as possible.

8.3 If the Audit Committee has reported to the Board of Directors what has a significant impact on the Company's financial position and operating result and has discussed with the Board of Directors and management, it has concluded that it must be improved. When the deadline has been met. If the Audit Committee finds that the corrective action has been ignored without reasonable grounds. One of the audit directors may report such finding to the SEC or the Stock Exchange of Thailand.

9. Performance Evaluation

The Audit Committee must evaluate the performance of the Audit Committee at least once a year and the Audit Committee will evaluate the performance of the entire Audit Committee and report the results of the annual evaluation to the Board of Directors in order to improve the efficiency of the Company's operation for the sake of shareholders and the organization to the highest benefit.

This Charter of the Audit Committee was approved by the Board of Directors Meeting No. 1/2024 on February 16th, 2024 and be effective from February 16th, 2024 onwards.

Announced on 16th February 2024

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(Mr. Vallop Rungkijvorasathien)

Chairman of the Board of Directors

Stecon Group Public Company Limited