

## Charter of Audit Committee

### 1. Purpose

The Audit Committee of AddTech Hub Public Company Limited (the “Company”) serves as a sub-committee of the Board of Directors and is appointed to assist the Board of Directors in performing supervisory duties regarding the accuracy of financial reports, performance of internal control and compliance with various laws, regulations, and ethics to promote the Company's good corporate governance. In addition, the Audit Committee will be responsible for reviewing the adequacy and efficiency of the Company's management, including being responsible for preparing the Audit Committee report to present in the Company's annual report and to ensure that the Company's operations and information disclosure are transparent and reliable.

Therefore, the performance of duties of the Audit Committee is necessary to maintain a working relationship with the Board of Directors, executives, as well as the Company's external and internal auditors. To ensure efficient operations, each member of the Audit Committee is required to develop and maintain expertise and knowledge and understanding of their duties and responsibilities, including well understanding of the Company's business.

### 2. Composition

The Audit Committee consists of at least 3 Audit Committee members, with at least 1 Audit Committee member having sufficient knowledge and experience in accounting or finance to be able to review the reliability of the financial statements.

In this regard, the Audit Committee shall select 1 Audit Committee member to serve as Chairman of the Audit Committee and appoint a secretary to the Audit Committee to assist in the operations of the Audit Committee regarding meeting appointments, preparing meeting agenda, submitting meeting documents, and recording minutes of meeting.

### 3. Qualifications of the Audit Committee

- 1) Being a director of the Company and having full qualifications for being an independent director in accordance with the rules and conditions prescribed by the Securities and Exchange Commission, Capital Market Supervisory Board and Stock Exchange of Thailand (“SET”) announcement.
- 2) Not being a director who has been assigned by the Board of Directors to make decisions on the operation of the Company, parent company, subsidiary, associate company, same-level subsidiary, major shareholder or person with controlling power of the Company.

- 3) Not being a director of a parent company, a subsidiary or a subsidiary of the same level only in the case of a listed company.
- 4) Being a person with sufficient knowledge and experience to perform duties as an Audit Committee and having at least one member of Audit Committee with sufficient knowledge and experience in accounting or finance to be able to review the reliability of the financial statements.

#### 4. Appointment of the Audit Committee and term of office

- 1) The Board of Directors or shareholder meeting (as the case may be) shall appoint independent directors of the Company to be the Audit Committee.
- 2) The Nomination and Remuneration Committee will select and nominate persons who meet all the qualifications specified in this Charter to serve as the Audit Committee. The name of such person will be presented to the Board of Directors' meeting or the shareholder meeting (as the case may be) to consider and approve the appointment. The term of office is three years and shall be in accordance with the term of office of the Company's director. The Audit Committee may be reappointed for another term as the Board of Directors or the shareholder meeting deems appropriate (depending on the case).
- 3) In the event that the Audit Committee completes the term of office or there is a reason that the Audit Committee cannot remain until the end of the term, resulting in the number of members to be fewer than the required number of three persons, the Board of Directors or the shareholder meeting should appoint a new member of the Audit Committee who has the qualifications as specified in this Charter to replace the person immediately or at the latest within three months from the date the number of members is not complete in order to ensure continuity of the Audit Committee's operation.
- 4) In the event that the Audit Committee resigns or is vacated before the expiration of the term of office, the Company shall notify the SET immediately. In this regard, the Audit Committee who resigns or is removed may explain the reason of such to the Office of the Securities and Exchange Commission ("SEC") and the SET as well.
- 5) In addition to vacating office upon the above-mentioned term, the Audit Committee member vacates office upon:
  - 1) Death

- 2) Resignation
- 3) Lack of qualifications to be an Audit Committee member as stipulated in this Charter.
- 4) Lack of qualifications to be a company director or have prohibited characteristics according to the Public Limited Companies Act or has characteristics indicating a lack of suitability to be entrusted to manage a business with public shareholders as specified in the Securities and Exchange Act (and as amended), including the relevant notifications of the SEC Office.
- 5) The Board of Directors resolves for the person to vacate the position of Audit Committee member.
- 6) The shareholder meeting resolves for the person to vacate the position of the Company's director (with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and whose shares amounting to not less than one-half of the number of shares held by the shareholders attending the meeting and having the right to vote).
- 7) The court has issued an order for the person to vacate from the position of the Company's director.

Any member of the Audit Committee who wishes to resign from the position must submit a resignation letter to the Company. The resignation will be effective from the date specified in the resignation letter.

## 5. Scope of authority, duties and responsibilities

The Audit Committee has the following duties and responsibilities:

- 1) Review to ensure that the Company has accurate financial reports and with adequate disclosure by coordinating with the auditors and Management responsible for the preparation of financial reports, both quarterly and annually. The Audit Committee may advise the auditor to review or examine any item that it considers necessary and important during the audit of the Company's accounts.
- 2) Review to ensure that the Company and its subsidiaries have internal control system and internal audit system that are appropriate and effective by reviewing with the auditors and internal auditors and considering the independence of the internal audit unit as well as approving the appointment, transfer, dismissal, and remuneration of the head of the internal audit department or any other unit

responsible for internal audits, including approving the internal audit plan and assigning tasks to the internal auditors to support the work of the Audit Committee.

- 3) Review the Company's compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand and the laws relating to the Company's business and related standards.
- 4) Consider, select and propose the appointment of the Company's auditors and propose the remuneration of such auditors taking into account the reliability, sufficiency of resources, the audit workload of the audit firm, including the experience of personnel assigned to audit the Company's accounts. In addition, the Audit Committee must attend a meeting with the auditor without the presence of Management at the meeting at least once a year.
- 5) Consider giving opinions on entering into connected transactions or transactions that the Company may have conflicts of interest in accordance with the requirements of relevant laws and regulations and the regulations of the Stock Exchange of Thailand. This is to ensure that the transaction is reasonable and for the best benefit of the Company.
- 6) Prepare the Audit Committee report and disclose it in the Company's annual report, which is signed by the Chairman of the Audit Committee and such report should contain at least the following information:
  - 6.1) Opinion on the preparation process and disclosure of information in the Company's financial reports in terms of its accuracy, completeness and credibility.
  - 6.2) Opinion on the adequacy of the Company's internal control system.
  - 6.3) Opinion on compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand or laws related to the Company's business.
  - 6.4) Opinion on the suitability of the auditor.
  - 6.5) Opinion on the Company's transactions that may have conflicts of interest.
  - 6.6) Number of Audit Committee meetings and attendance of each Audit Committee member
  - 6.7) Overall opinion or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.

- 6.8) Any other reports that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
- 7) Review, revise and give opinion on various policies related to the powers and duties of the Audit Committee such as accounting policies, corporate governance policies, social responsibility and anti-corruption policies.
- 8) Review the accuracy of reference documents and self-assessment on the Company's anti-corruption measures under the Thai Private Sector Collective Action Coalition Against Corruption Project and provide opinion on the results of the assessment of corporate governance and social responsibility and anti-corruption of the Company under the Thai Private Sector Collective Action Coalition Against Corruption Project.
- 9) Perform any other acts as assigned by the Board of Directors and agreed by the Audit Committee such as reviewing financial and risk management policies, reviewing executives' compliance with the Code of Conduct, together with the Company executives review the important reports that must be presented to the public as required by law, such as management discussion and analysis.
- 10) Has the authority to conduct necessary audits and investigations on matters that indicate they may have a material impact on the Company's reputation, financial status, and the operating results of the Company, including the benefits that the shareholders will receive such as:
- 10.1) Items that may cause conflicts of interest.
- 10.2) Suspicion or assumption that there may be corruption or irregularity or a material defect in the Company's internal control system.
- 10.3) Suspicion that there may be a violation of the Securities and Exchange Act, SET regulations, or laws related to the Company's business.
- 10.4) Any other reports that the Board of Directors should be informed.
- 11) The Audit Committee has the power to seek independent opinions from any other professional advisers, when deemed necessary, at the expense of the Company in order to successfully perform the work under its responsibilities.
- 12) If the Audit Committee has reported to the Board of Directors of matters that have a significant impact on the financial status and operating performance and has discussed with the Board of Directors and Management that improvements are required, upon expiration of the jointly specified

time, if the Audit Committee finds that such improvements have not been implemented and neglected without reasonable justifications, any member of the Audit Committee may report the findings to the SEC or the SET.

## 6. Meeting

- 1) The Audit Committee meeting should be scheduled at least once every 3 months, according to the financial reporting period.
- 2) The Chairman of the Audit Committee may call a special meeting of the Audit Committee if requested by the Audit Committee. The internal auditor, auditor, or Chairman of the Board of Directors should consider issues that need to be discussed together.
- 3) The Audit Committee shall hold a meeting only with the Company's auditor without Management attending the meeting at least once a year, which may be arranged as a special meeting in addition to the regular meeting or arrange a meeting with the auditor without the participation of Management as part of the regular meeting of the Audit Committee, which also has other agenda items.
- 4) Agenda
  - 4.1) In each meeting, the Company will clearly set the meeting agenda in advance and submit meeting documents to the Audit Committee and meeting participants at least 7 days in advance so that the Audit Committee has sufficient time to consider various matters or request information for additional consideration. Except in cases of urgent necessity to preserve the rights or benefits of the Company, the meeting can be notified by other means or the meeting date can be set earlier than that.
  - 4.2) Meeting of the Audit Committee to consider various matters as assigned should consist of the following matters:
    - Consideration of financial statements and related financial reports, accounting principles and accounting practices, compliance with accounting standards, existence of the business, important accounting policy changes, including the Management's reasons regarding setting accounting policies before presenting them to the Board of Directors for dissemination to shareholders and general investors.

- Consideration of the internal control system and internal audit, including the auditor's observations (Management Letter)
  - Consideration and review of the annual internal audit plan of the Company and its subsidiaries, the process of coordinating the various related audit plans and evaluating the audit results with the internal auditors and auditors. The Audit Committee should inquire about the scope of the audit that has been planned to ensure that the said inspection plan will help detect any fraud or defect of the internal control system.
  - Consideration with internal auditors about problems or limitations that occur during the audit and review the work of internal auditors.
  - Consideration with the auditor about problems or limitations arising from the audit of the financial statements.
  - Consideration with internal auditors and auditors that there is a plan to review methods and controls for electronic data processing and inquire about specific security projects to prevent corruption or misuse of computers by employees or outsiders.
  - Consideration and opinion on transactions that may cause conflicts of interest, such as connected transactions of the Company, etc.
  - Compliance with the Securities and Exchange Act or the regulations of the Stock Exchange of Thailand.
  - Consideration and evaluation of the internal audit department, including determining appropriate compensation.
  - Consideration and self-evaluation regarding performance of duties and responsibilities as assigned.
  - Any other matters as assigned by the Board of Directors and approved by the Audit Committee.
- 5) All Audit Committee members should attend every Audit Committee meeting and there must be no less than half of the total number of Audit Committee members present at the meeting to form a quorum. The Chairman of the Audit Committee shall be the Chairman of the meeting. In the event that the Chairman of the Audit Committee is not present at the meeting or unable

to perform duties, the Audit Committee members who attend the meeting shall select one of the Audit Committee members to act as Chairman of the meeting.

6) Voting

6.1) The resolution of the meeting must be taken by a majority vote. Each member of the Audit Committee has one vote in voting. In the case of a tie, the Chairman of the meeting shall have one additional vote as the deciding vote.

6.2) In voting each member of the Audit Committee has one vote, except for the Audit Committee who has an interest in any matter will not have the right to vote on that matter.

6.3) Have the Secretary of the Audit Committee or a designated person take minutes of the meeting.

6.4) Minutes of the meeting must be submitted to the Audit Committee, the Board of Directors and the Company Secretary within 7 days after the meeting date so that the Board of Directors will be informed of the activities of the Audit Committee in a timely manner.

This Charter of the Audit Committee will be effective from 20 March 2019 onwards.

- *Chirapan Sintunava* -

( Mr. Chirapan Sintunava )

The Chairman

AddTech Hub Public Company Limited