



กฎบัตรคณะกรรมการตรวจสอบ
(Audit Committee Charter)

Kijcharoen Engineering Electric Public Company Limited

Creator

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Approver

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Chairman of the Board

History of Document Amendments

Revision No.	Date	Details	Approver
00	1 March 2022	Initial Issue	Board of Directors (3/2022)
01	20 February 2025	1) Revised format 2) The original section 3.8 (regarding risk review) has been removed to avoid duplication with the duties of the Risk Management Committee. 3) The qualifications for independent directors have been removed to prevent redundancy with the qualifications specified in the company's Board of Directors Charter.	Board of Directors (1/2025)
02	20 February 2026	There has been a minor revision to the wording in Clause 7.2 without any change in meaning whatsoever.	Board of Directors (1/2026)

**กฎบัตรคณะกรรมการตรวจสอบ
Audit Committee Charter**

The Audit Committee is a sub-committee appointed by the Board of Directors or the shareholders' meeting (as the case may be). Its purpose is to support the Board of Directors in overseeing the company's governance, ensuring it operates effectively, and establishing a process for auditing and monitoring compliance with the law.

1. Composition

- 1.1 The Audit Committee must consist of at least three independent directors appointed by the Board of Directors or the shareholders' meeting, as the case may be. At least one of these members must have sufficient knowledge and experience to review the credibility of the financial statements.
- 1.2 The Board of Directors or the Audit Committee will select one of the Audit Committee members to serve as the Chairman of the Audit Committee.
- 1.3 The Audit Committee will appoint a Secretary to the Audit Committee. The secretary's duties include supporting the Audit Committee's operations by scheduling meetings, preparing agendas, distributing meeting materials, recording meeting minutes, and performing other tasks as assigned by the Audit Committee.

The company will report the appointment of the Audit Committee to the Stock Exchange of Thailand (SET) within three business days from the date of the Board of Directors' resolution. Any changes to the Audit Committee will also be reported to the SET in accordance with its regulations on electronic reporting.

2. Qualifications

- 2.1 Every member of the Audit Committee must be an independent director appointed by the Board of Directors and/or the shareholders' meeting. They must meet the qualifications stipulated by public law, the Securities and Exchange Act, and the regulations of the Stock Exchange.
- 2.2 Members must not be directors who have been delegated to make decisions on the operations of the company, its parent company, subsidiaries, associated companies, fellow subsidiaries, major shareholders, or controlling parties.
- 2.3 Members must not serve as directors of a parent company, subsidiary, or fellow subsidiary that is a listed company.
- 2.4 Members must be trustworthy, generally accepted, and possess extensive knowledge and experience in the company's business operations. Their expertise should be sufficient to

perform their duties as an audit committee member. At least one member must have sufficient knowledge and experience to review the credibility of the financial statements.

2.5 Members must be able to dedicate enough time to the work of the Audit Committee.

3. Duties and Responsibilities

The Audit Committee is responsible for the following duties as assigned by the Board of Directors:

3.1 Review the company's financial reports to ensure they are accurate, sufficient, and complete according to the accounting standards required by law.

3.2 Review the company's internal control and internal audit systems to ensure they are appropriate and effective. The committee also assesses the independence of the internal audit department and provides approval for the appointment, transfer, or dismissal of the head of the internal audit unit or any other unit responsible for internal audits. They may also recommend a review or audit of any item they deem necessary or important. The committee will also present recommendations for improving significant and necessary internal control systems to the Board of Directors, in collaboration with the external auditor and the internal audit manager.

3.3 Review the company's and its subsidiaries' compliance with the Securities and Exchange Act, the regulations of the Stock Exchange, and other relevant business laws.

3.4 Consider, select, and propose the appointment of an independent person to serve as the company's auditor, and propose their compensation. The committee must also meet with the auditor at least once a year without management present.

3.5 Review related-party transactions or those with potential conflicts of interest to ensure they comply with the law and Stock Exchange regulations, and are reasonable and in the best interest of the company.

3.6 Review the accuracy of supporting documents and the self-assessment form for the company's anti-corruption measures, as per the Collective Action Coalition Against Corruption (CAC).

3.7 Review the company's internal audit plan according to generally accepted methods and standards.

3.8 Report the results of the Audit Committee's work to the Board of Directors at least four times a year. The committee must also prepare a report for disclosure in the company's annual report. This report must be signed by the Chairman of the Audit Committee and must include at least the following information:

a) Opinion on the accuracy, completeness, and reliability of the company's financial reports.

- b) Opinion on the sufficiency of the company's internal control system.
 - c) Opinion on compliance with the Securities and Exchange Act, Stock Exchange regulations, or other laws related to the company's business.
 - d) Opinion on the suitability of the auditor.
 - e) Opinion on transactions with potential conflicts of interest.
 - f) The number of Audit Committee meetings and the attendance of each member.
 - g) The overall opinions or observations the Audit Committee has from performing its duties under the charter.
 - h) Any other information that shareholders and general investors should be aware of, based on the duties and responsibilities assigned by the Board of Directors.
- 3.9 If, in the course of its duties, the Audit Committee finds or suspects any of the following actions that could significantly affect the company's financial position and performance, they must report it to the Board of Directors for corrective action within a reasonable timeframe:
- Transactions with conflicts of interest.
 - Fraud or significant irregularities or deficiencies in the internal control system.
 - Violation of the Securities and Exchange Act, Stock Exchange regulations, or other laws related to the company's business.
- If the Board of Directors or management fails to take corrective action within the specified time, any member of the Audit Committee may report such actions to the Securities and Exchange Commission (SEC) or the Stock Exchange.
- 3.10 Perform any other duties assigned by the Board of Directors, with the approval of the Audit Committee.
- 3.11 The Chairman and members of the Audit Committee must attend the company's shareholders' meetings.
- 3.12 The Audit Committee may seek independent opinions from professional advisors or specialists at the company's expense if they deem it necessary and with the approval of the Board of Directors.
- 3.13 Review and revise the Audit Committee Charter at least once a year and submit it to the Board of Directors for approval.

4. Term of Office

- 4.1 An Audit Committee member serves a term of three years from the date of appointment or in line with their term as a company director.
- 4.2 A member who has completed their term may be reappointed if the Board of Directors or

shareholders' meeting deems it appropriate.

- 4.3 The terms of each Audit Committee member are staggered to ensure continuity in operations.
- 4.4 If a member's position becomes vacant for any reason, the Board of Directors must appoint a new member within three months from the date the number of members becomes incomplete. The replacement member will serve only for the remainder of the term of the member they are replacing.
- 4.5 A member's position is terminated immediately upon:
 - Death
 - Resignation
 - Completion of their term
 - Ceasing to be a company director
 - A resolution by the Board of Directors to remove them
 - Disqualification as an Audit Committee member under this charter or the regulations of the SEC and the SET
- 4.6 If a member resigns before their term expires, they should provide the company with at least one month's written notice, including their reasons, so the Board of Directors can consider a replacement. The company will inform the SET of the resignation and provide a copy of the resignation letter. If the entire Audit Committee resigns, the outgoing committee must act in an interim capacity until a new committee takes office.
- 4.7 If a member is removed from their position before their term expires, the company will notify the SET of the removal and the reason for it.

5. Meetings

- 5.1 The Audit Committee will hold at least four meetings annually. They may invite management, the auditor, other relevant individuals, or anyone else they deem appropriate to attend or provide clarification on related matters. The Chairman of the Audit Committee may call a special meeting if requested by a committee member, the internal auditor, the external auditor, or the Chairman of the Board to discuss urgent issues.
- 5.2 Audit Committee meetings will be held at the company's head office or another location designated by the Chairman. The Chairman may also choose to hold meetings electronically, provided they comply with all legal requirements.
- 5.3 A notice for a meeting should be sent at least seven days beforehand. However, the Chairman may call a special meeting with shorter notice for urgent matters. If the meeting is electronic, the invitation may be sent via email.

- 5.4 The Secretary of the Audit Committee or a designated person will take the meeting minutes. These minutes must be sent to the Audit Committee and/or the Board of Directors within 14 days of the meeting so that the Board is kept informed of the committee's activities in a timely manner.

6. Audit Committee Quorum

- 6.1 All members of the Audit Committee should attend every meeting. A quorum is met when at least half of all members are present. Specifically, for reviews of quarterly or annual financial statements, the member with experience in financial statement review must be present.
- 6.2 If the Chairman of the Audit Committee is absent or unable to perform their duties, the attending members will elect one of themselves to chair the meeting.
- 6.3 Decisions are made by a majority vote, with each member having one vote. A member with a vested interest in a matter is not entitled to vote on it. In the event of a tie, the Chairman of the meeting casts an additional vote to break it. However, any dissenting opinions from other members must be presented as such to the Board of Directors.
- 6.4 The Secretary of the Audit Committee is not entitled to vote

7. Audit Committee Reporting

The Audit Committee is responsible for reporting its activities and other assigned duties to the following parties:

- 7.1 Reporting to the Board of Directors
- 1) Regular Reports: At least once a quarter, the committee must submit reports on its activities, including:
 - A summary of Audit Committee meeting minutes that outlines its opinions on various matters.
 - An overview of activities conducted during the quarter.
 - Reports on the committee's opinions regarding financial statements, internal audits, and internal audit processes.
 - Any other reports deemed necessary for the Board's awareness.
 - 2) Immediate Reports: The committee must immediately report any findings to the Board of Directors so that they can take timely corrective action. This includes:
 - Transactions involving conflicts of interest.
 - Suspicions of fraud, irregularities, or significant deficiencies in the internal control system.

- Suspicions of any violations of law or regulations of the Stock Exchange of Thailand.

7.2 Reporting to Shareholders and the General Public

The committee must prepare an annual report on its activities and responsibilities. This report, signed by the Chairman of the Audit Committee, must be included in the company's annual report.

7.3 Reporting to the Stock Exchange

1) Appointment of the Audit Committee:

- The company must report the Board's resolution on the appointment of the Audit Committee to the Stock Exchange, along with the F24-1 form, which lists the names and scope of the committee. This must be submitted within three days of the resolution.
- The F24-2 form, containing a certification and biography of the newly appointed members, must be submitted within seven days of the resolution.

2) Changes to the Audit Committee:

- Any changes in committee membership must be reported to the Stock Exchange in accordance with its regulations.
- A certification and biography for any newly appointed members must also be submitted.

A report on the Board's resolution to change the committee's duties and scope (F24-1 form) must be submitted to the Stock Exchange within three days of the resolution.

8. Performance Evaluation

The Audit Committee will conduct a self-assessment of its performance at least once a year. The results of this annual evaluation will be reported to the Board of Directors for their acknowledgment and potential additional feedback, with the goal of continually improving the committee's effectiveness.

This charter became effective on March 1, 2022, and will be reviewed annually.