



# บริษัท ทีทีซีแอล จำกัด (มหาชน) TTCL PUBLIC COMPANY LIMITED

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เลขประจำตัวผู้เสียภาษี 0107551000185 (สำนักงานใหญ่)  
159/41-44 อาคารเสริมมิตรทาวเวอร์ ชั้น 27-30 ถนนสุขุมวิท 21 (อโศก)  
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## TTCL Public Company Limited

### Charter of Audit Committee

(Amendment dated February 28<sup>TH</sup> 2025)

The Board of Directors' meeting No. 3/2551 on December 9, 2008 has considered and resolved to increase efficiency of the Company practices regarding the principles of good corporate governance and is complied with laws of the Securities and Exchange Act (No.4) B.E.2551 and Notification of Stock Exchange of Thailand subject to qualification and scope of work for the Audit Committee. The meeting considered and unanimously passed the Charter of Audit Committee has the following sections:

#### 1. Scope, Authority, and Responsibility

- 1.1 To review accuracy and sufficiency of the financial and non-financial reports
- 1.2 To review that the Company has appropriated and effective internal control systems as well as internal auditing activities and consider the independence of the internal audit department, including consent to the appointment, rotation, promotion, and termination of the head of internal audit department and others who are responsible for internal audit activities.
- 1.3 To review that the Company is complied with laws of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) as well as other rules and regulations related to the Company's business.
- 1.4 To select and propose independent person who will be the Company's auditor and propose his or her compensation, including join meeting with the auditor without management attending at least once a year.
- 1.5 To consider compliance of connected or conflict of interest transactions to the rules and regulations of the SET and SEC and review the transactions are appropriate and provide the best interest to the Company.
- 1.6 To review preventive and detective processes of fraud and corruption.
- 1.7 To review the risk management has appropriate and effective process.
- 1.8 To prepare an Audit Committee's report to be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and composed of at least the following information:

- 1.8.1 Opinion regarding completeness and reliability of the Financial Report.
- 1.8.2 Opinion regarding the sufficiency of the internal control systems.
- 1.8.3 Opinion regarding compliance with laws of SEC, rules and regulations of SET and other related laws to the Company's business.
- 1.8.4 Opinion regarding appropriation of auditor.
- 1.8.5 Opinion regarding conflict of interest transactions.
- 1.8.6 Number of Audit Committee meetings and participation.
- 1.8.7 Overall opinion or observation regarding practices of the Audit Committee.
- 1.8.8 Other issues that should be disclosed to the shareholders which fall within scope, authority, and responsibility as assigned by the Board of Directors.
- 1.9 To report activities of the Audit Committee to the Board of Directors at least 4 times a year.
- 1.10 To have authority for hiring independent consultant or professional when needed.
- 1.11 To conduct audit committee activities, the Committee shall have authority to invite executive, manager or employee to attend meetings for discussion or answer the Audit Committee's questions.
- 1.12 To review scope, authority and responsibility and conduct self-evaluation on the annual basis.
- 1.13 To perform any assignment by the Board of Directors that agreed upon by the Audit Committee.
- 1.14 During the Audit Committee practice, if they find or suspect transaction or the following activities which may have material impact to the financial position and operation result of the Company, the Audit Committee must report to the Board of Director to take corrective action within a reasonable period of times.
  - 1.14.1 Conflict of interest transaction.
  - 1.14.2 Fraud or unusual transaction or significant deficiency in the internal control systems.
  - 1.14.3 Violation under the laws of SET, SEC, rules, and regulations of SET or other related laws of the Company's business.

In case where director or manger fails to take corrective action within a reasonable period, any Audit Committee member may report such transaction or activity to the SET and SEC.

- 1.15 In case the auditor discovers any suspicious circumstance that the director, manager or any person responsible for the operation of such juristic person commit an offense under the laws, and informed such circumstance to the Audit Committee to continue the inspection without delay and the Audit Committee shall report the preliminary inspection to the SEC office and the auditor within

30 days from the notification date of the auditor. The circumstance that shall be informed and the procedures for acquiring the fact related to such circumstance shall be complied with the notification of the Capital Market Supervisory Board.

## 2. Committee and Qualification

2.1 The Audit Committee shall consist of not less than three directors and every one must be independent director and possesses qualification in accordance with the rules and regulations of the SET and the SEC. At least one member must have sufficient knowledge and experience to review reliability of financial report.

2.2 The Board of Directors shall select and appoint the Chairman of Audit Committee.

## 3. Term of the Appointment

A member of the Audit Committee shall be appointed for a term of three (3) years. A member who vacates his office at the end of the term may be re-elected no more than 2 times unless the Board of Director shall have other opinions.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 3.1 death
- 3.2 resignation
- 3.3 disqualify under this charter or rules and regulations promulgated SET or SEC.
- 3.4 terminate by the Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company one month in advance. So that, the Board of Directors or the Shareholders shall consider appointing another director who has appropriate qualification to fill in vacancy, and the company must notify SET with enclosed resignation letter of the member as well.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed.

In case the member vacates office due to other reasons during the term of appointment, the Board of Directors shall appoint new member within 90 days to hold the office only for the remaining term.

## 4. Meeting

The Audit Committee shall hold meetings at least 5 times a year.

In calling the meetings, the Chairman of Audit Committee or Secretary of the Audit Committee who is instructed by the Chairperson shall send invitation letter to all members 7 days in advance. Except in



an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.

With reference to the Article of Association of the Company; Chapter 9 Electronic Meeting, the meeting of Audit Committee, in addition to the meeting holding in accordance with the procedures provided by the respective law and this charter procedure rules, the Chairman of Audit Committee may determine that the meeting be organized through electronic means in accordance with the laws. Such electronic meeting shall have the same effect as a meeting held in accordance with the procedure provided by the law and this charter rules.

#### 5. Quorum

At least one - half of the members must present in the meeting to form a quorum. In case of the Chairman of Audit committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as chairperson of the meeting.

Consent in the meeting shall be made by majority vote. Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case there is a tie vote, the Chairperson can vote in the affirmative to adopt the motion.

Consent of the Audit Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

#### 6. Remuneration

The Board of Director shall consider remuneration of the Audit Committee as deems appropriate.

#### 7. Management Responsibilities

The manager or department and executive shall be responsible for document preparing, data gathering, activity monitoring, and reporting matters to the Audit Committee or follow up each case as listing in the attached appendix.

Reviewed Date: February 28<sup>th</sup>, 2025

*-signed-*

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(Mr. Hironobu Iriya)

Chairman of the Board of Directors

*-signed-*

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(Mr. Sivaraks Phinichcharomna)

Chairman of Audit Committee