



AUDIT COMMITTEE CHARTER

EUROASIA TOTAL LOGISTICS PUBLIC COMPANY LIMITED

ISSUE 4

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Preparation and Approval History

Document No.	Editor/Controller	Reviewer	Approver
RR-BOD-002-02	Managing Director	Chief Executive Officer	Board of Directors
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Revision History

Issue	Issue Date	Effective Date	Revision details
1	10 October 2021	9 November 2021	First issue
2	10 June 2022	6 August 2022	Revise company name after conversion to public limited company
3	3 January 2023	12 January 2023	Amend the material of being a holding company
4	1 September 2023	12 September 2023	Edit content to reflect secondary market changes

Note: To add or cancel any document, proceed according to the acts set out in the Approval and Implementation Authority.



Audit Committee Charter

1. Objectives

The Board of Directors appoints the Audit Committee, which is an important mechanism of good corporate governance to assist the Board of Directors in performing duties and responsibilities in overseeing the quality and reliability of the accounting system, audit system, internal control system, and financial reporting processes of the Company and its subsidiaries.

2. Components of the Audit Committee

- 2.1. The Audit Committee must consist of at least three members who are appointed by the Board of Directors. Each director shall be an independent director who can exercise his or her discretion independently. At least one member of the Audit Committee shall have sufficient knowledge and experience to review the reliability of the financial statements. The Audit Committee can communicate directly with external auditors, internal auditors, and the management team of the Company and its subsidiaries.
- 2.2. The Audit Committee or the Board of Directors shall appoint a member of the Audit Committee to be the Chairman of the Audit Committee.
- 2.3. The Audit Committee considers and appoints the Head of the Internal Audit Unit of the Company to be the Secretary of the Audit Committee responsible for supporting the operation of the Audit Committee, making meeting appointments, and other tasks as assigned by the Audit Committee.

3. Qualifications of Persons to be Appointed as the Audit Committee

Persons to be appointed to an audit committee shall have the following qualifications:

- 3.1. Have qualifications and do not have any prohibited characteristics as prescribed by relevant laws, particularly the law on public limited companies and the law on securities and exchange.
- 3.2. Hold the position of director and independent director of the Company.



- 3.3. Hold the shares not more than one percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholders, or the person having the authority to control the Company. This shall include the shareholding of related persons of that director.
- 3.4. Not currently nor used to be directors participating in management, employees, officers, advisors receiving regular salary or persons having authority to control the Company, parent company, subsidiary company, associated company, subsidiary of the same level, major shareholders or persons with authority to control the Company, unless being retired from such positions at least two years before the date of submission of the license application to the Office of the Securities and Exchange Commission (“the SEC”) (for an audit committee member appointed before the date of submission of the license application to the SEC), or the date of being appointed as an audit committee (for the audit committee member appointed after the date of submission of the license application to the SEC), as the case may be. However, such prohibited characteristics do not include the case where the audit committee member used to be a government official or advisor of a government agency, which is a major shareholder or person with controlling power of the Company.
- 3.5. Not persons related by blood or legal registration in the form of father, mother, spouse, siblings, and children, including the spouses of children of other directors, executives, major shareholders, authorized controllers, or persons who will be nominated to be directors, executives, or persons with authority to control the Company or its subsidiary.
- 3.6. Not have or used to have a business relationship with the Company, parent company, subsidiary company, associated company, major shareholders or persons having the authority to control the Company in a way that may impede the use of their independent judgment, including not being or having been significant shareholders or persons with the controlling power of persons having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholders or the persons with the authority to control the Company, unless being retired from such positions for not less than two years before the date of submission of a license application to the SEC (for an audit committee member appointed before the date of submission of the license application to the SEC) or the date of being appointed as an audit committee member (for the audit committee member appointed after the date of submission of the license application to the SEC), as the case may be.



Such business relationship, including normal trading transactions for the business of renting or leasing real estate. items about assets or services, or giving or receiving financial assistance by accepting or giving loans, guarantees, or providing assets as collateral for liabilities, including other similar circumstance, which results in the Company or the counterparty having debts to be paid to the other party from at least three percent of the net tangible assets of the Company or from twenty million baht or more, whichever is the lower. In this regard, the calculation of such debts shall be in accordance with the method for calculating the value of connected transactions under the Announcement of the Capital Market Supervisory Board on Rules for Connected Transactions. In considering such debt obligations, it shall include debts incurred during one year before the date of having a business relationship with the same person.

- 3.7. Not be or used to be auditors of the Company, parent company, subsidiary company, associated company, major shareholders, or the persons having the authority to control the Company, and not be significant shareholders, authorized controllers or partners of the audit firm, which has auditors of the Company, parent company, subsidiary company, associated company, major shareholders, or the persons having the power to control the Company working there, unless being retired from such positions for not less than two years before the date of submission of the license application to the SEC (for the audit committee members appointed before the date of submission of the license application to the SEC) or the date of being appointed as an audit committee (for the audit committee members appointed after the date of submission of the license application to the SEC), as the case may be.
- 3.8. Not be or used to be professional service providers, including providing services as legal advisors or financial advisors who receive service fees exceeding two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder, or persons having the authority to control the Company and not be significant shareholders, authorized controllers, or partners of that professional service provider, unless being retired from such positions for not less than two years before the date of submission of the license application to the SEC (for the audit committee members appointed before the date of submission of the license application to the SEC) or the date of being appointed as audit committee members (for the audit committee members appointed after the date of submission of the license application to the SEC), as the case may be.



- 3.9. Not be directors appointed to represent the Company's directors, major shareholders, or shareholders who are related to major shareholders.
- 3.10. Not operate a business of the same condition and be a competition that has implications with the business of the Company and its subsidiaries, or not be significant partners in the partnership or as directors engaged in management, employees, officers, consultants receiving regular salaries, or hold more than one percent of the total number of voting shares of other companies operating in the same condition and are in competition with the business of the Company or its subsidiaries.
- 3.11. Not have any other characteristics that prevent them from expressing independent opinions on the Company's operations.
- 3.12. Not be directors who has been assigned by the Board of Directors to make decisions on the operation of the Company, parent company, subsidiary company, associated company, subsidiary at the same level, major shareholders, or the persons having the authority to control the Company.
- 3.13. Not be directors of the parent company, a subsidiary, or a subsidiary at the same level only as a listed company.

In addition, at least one member of the Audit Committee shall be a person with sufficient knowledge and experience to perform a review on reliability of the financial statements. The Company shall consider other qualifications as well, namely, business experience, business-related specializations, and ethics, etc.

4. Appointment and Term of Office of the Audit Committee

- 4.1. The Audit Committee's term of office is 3 years starting from the date of appointment or in accordance with the term of office of the Company's directors. A member of the Audit Committee who has retired from the term may be re-appointed to serve as an audit committee member.
- 4.2. In addition to the retirement from the position as abovementioned, the Audit Committee members may leave the office upon
 - (1) Death
 - (2) Resignation



- (3) Disqualification for being a director of the Company under relevant laws, especially the law on public limited companies and the law on securities and exchange.
- (4) Resolutions of the shareholders' and/or the Board of Directors' meetings voting to retire.

4.3. In case the member position of the Audit Committee is vacant for reasons other than the end of the office term and still has at least 3 months remaining, the Board of Directors shall appoint a fully qualified person as an audit committee member instead of a vacancy so that the Audit Committee shall have the full number as required by applicable law or relevant rules within 3 months from the date of the incomplete number of the audit committee members. The replacement member shall be in the position for the remaining term of the committee member he or she replaces.

5. Authority, Duties and Responsibilities

- 5.1. Review to ensure that the Company and its subsidiaries have accurate, complete and adequate financial reporting in accordance with financial reporting standards by coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports. The Audit Committee may recommend that the auditors review or audit any transactions that are considered important and necessary during the audit of the Company and its subsidiaries.
- 5.2. Review to ensure that the Company and its subsidiaries have appropriate, sufficient and efficient internal control system and internal audit system.
- 5.3. Consider the independence of the internal audit unit and approve the appointment, transfer, and dismissal of the Head of Internal Audit Unit or any other units responsible for internal audits, including external internal control system auditors that the Company has hired.
- 5.4. Have the authority to access information of the Company at all levels, including inviting executives, management team, supervisors, employees, or related persons to attend the meeting to clarify information, including delivering and providing relevant information under the implementation according to the scope of authority assigned by the Board of Directors.
- 5.5. Consider and approve the rate of manpower and necessary resources to perform the duties of the Internal Audit Department, annual audit plan, and review of all significant changes in the audit plan; supervise the



operation of the Department of Internal Audit to be in line with the approved annual audit plan and international standards for the practice of internal audit profession; annually assess the quality of the internal audit performance; and attend meetings with the Head of the Department of Internal Audit to discuss important issues at least once a year.

- 5.6. Review the Company and group companies' compliance with the securities and exchange law, requirements of the Stock Exchange of Thailand ("SET"), and the Capital Market Supervisory Board, or laws related to the Company's business as well as reviewing the subsidiaries to comply with the criteria set forth in the control policy and corporate governance mechanisms in which the Company invests to be effective after the Company's shares have been listed on the Stock Exchange of Thailand (SET)
- 5.7. Consider, select, and propose to appoint an independent person to act as the Company and subsidiaries' auditor and propose the remuneration of the person, including attending a meeting with the auditor without the management team at least once a year.
- 5.8. Consider connected transactions or transactions that may have conflicts of interest, or acquisition or disposition of assets of the Company and subsidiaries to ensure accuracy and completeness in accordance with relevant laws and requirements of the Stock Exchange of Thailand and the Capital Market Supervisory Board to ensure that such transactions are reasonable and in the best interest of the Company, subsidiaries and its shareholders by taking effect after the Company's shares are listed on the Stock Exchange of Thailand (SET)
- 5.9. Prepare a report on corporate governance results of the Audit Committee and disclose it in the Company's annual report. The performance report must be signed by the Chairman of the Audit Committee and must contain at least information as follows, which shall come into effect after the Company's shares are listed on the Stock Exchange of Thailand (SET).
 - (1) Opinions on the accuracy, completeness and reliability of the financial reports of the Company and its subsidiaries.
 - (2) Opinion on the adequacy of the Internal Control System of the Company and its subsidiaries.



- (3) Opinion on compliance with securities and exchange laws, Stock exchange requirements or laws relating to the business of the Company and its subsidiaries.
 - (4) Opinion on the suitability of the auditor.
 - (5) Comments on items that may have a conflict of interest.
 - (6) Number of audit committee meetings and attendance of each audit committee member.
 - (7) The overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.
 - (8) Other items that shareholders and general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.
- 5.10. Review and follow up on risk management results from the management team and/or related departments.
 - 5.11. Review and propose amendments of the Audit Committee Charter as appropriate at least once a year.
 - 5.12. Review and approve the charter of the Department of Internal Audit and review its suitability at least once a year, including reviewing and defining the scope of internal audits with external internal control auditors that the company has hired (if any).
 - 5.13. Review the performance of the previous year by preparing a performance report and presenting it to the Board of Directors at least once a year.
 - 5.14. Provide consultants or persons with independent opinions to give opinions or advice as appropriate and necessary at the Company's expense.
 - 5.15. Perform other duties as assigned by the Board of Directors with consent of the Audit Committee.

In this regard, the Board of Directors has the power to amend and change the definitions and qualifications of the Audit Committee members and the Audit Committee Charter to be in line with the Audit Committee's responsibilities under the regulations of the SEC, the Stock Exchange of Thailand, the Capital Market Supervisory Board and/or other relevant legal provisions.



6. Meetings

- 6.1. The Audit Committee's meeting must be held at least four times a year according to the financial report preparation period, and additional meetings may be convened as necessary.
- 6.2. In calling a meeting of the Audit Committee, the Chairman of the Audit Committee or the Secretary of the Audit Committee, as assigned, sends an invitation letter to the Audit Committee members at least 3 days before the meeting date. Unless it is an urgent necessity to protect the Company's benefits, the meeting may be arranged by other methods and the meeting date may be set earlier.
- 6.3. The agenda of the Audit Committee meeting should be clearly defined in advance, and supporting documents for the meeting should be delivered to the Audit Committee and attendees in advance so that the Audit Committee has sufficient time to consider the matters or requests additional information for consideration.
- 6.4. The meeting documents must specify the names of the persons attending the meeting and specify that the Audit Committee members who have an interest in any matters shall not be present at the meeting and have no right to vote on that matter.
- 6.5. The Audit Committee may invite other persons, such as the Chief Executive Officer, Managing Director, Executive Vice President, Assistant Managing Director of various departments, Head of Departments, Chief Internal Auditor, and the auditor, to attend the meeting as appropriate and may consider arranging a separate meeting with such other persons if there are specific issues need to be discussed.
- 6.6. The Chairman of the Audit Committee may call a special meeting of the Audit Committee upon request from the Audit Committee members, internal auditor, auditor, or Chairman of the Board of Directors to consider issues need to be discussed together.

7. Quorum and Voting

- 7.1. The meeting of the Audit Committee must be attended by at least half of the total number of audit committee members to constitute a quorum. In case the Chairman of the Audit Committee is not present at the meeting or unable to perform the duties, the committee members attending the meeting shall elect one committee member to preside over the meeting.



- 7.2. All audit committee members should attend the Audit Committee meeting every time.
- 7.3. Every audit committee member has the right to vote for one vote each. Any audit committee member who has a stake in the considering matter shall not participate in consideration or give comments on that matter. The resolution shall be passed by a majority votes. In case the vote is equal, the Chairman of the meeting shall cast another vote as a decisive vote.
- 7.4. The Secretary of the Audit Committee has no right to vote.

8. Audit Committee's Report

- 8.1. The Audit Committee shall prepare an Audit Committee report signed by the Chairman of the Audit Committee and disclose it in the Company's annual report.
- 8.2. The Audit Committee must report the results of the Audit Committee's performance to the Board of Directors at least every quarter.
- 8.3. In the performance of duties of the Audit Committee, if the following items or actions are found or suspected that may have a material impact on the financial position and the performance of the Company and its subsidiaries, the Audit Committee shall report to the Board of Directors to take remedial actions within the time the Audit Committee deems appropriate.
- (1) Transactions resulting in conflicts of interest.
 - (2) Corruption or irregularities or major deficiencies in the internal control system.
 - (3) Violation of the law on securities and exchange, requirements of Stock Exchange of Thailand, or the Capital Market Supervisory Board, or laws related to the business of the Company and its subsidiaries.

If the Audit Committee finds that the Board of Directors or the executives do not proceed with corrective actions for such actions without reasonable reasons, any member of the Audit Committee may report the findings to the SEC or the SET.



8.4. The Audit Committee shall prepare a report to the shareholders about the activities carried out during the year according to the duties and responsibilities assigned by the Board of Directors and signed by the Chairman of the Audit Committee and disclose the report in the Company's annual report.

9. Evaluation of the Audit Committee

In assessing the performance of the Audit Committee, self-assessment may be used for the overall performance appraisal of the Audit Committee, and the assessment results must be reported to the Board of Directors annually.

This Audit Committee Charter was considered and approved by the Board of Directors at the Board of Directors' meeting No. 6/2023 on September 11, 2023. It shall be effective from September 12, 2023 onwards.

Note: This English translation is for reference purposes only. In the event of any discrepancy between the Thai original Audit Committee Charter and this English translation, the Thai original shall prevail.

Mr. Krishna Boonyachai
Chairman of Board of Directors

Euroasia Total Logistics Public Company Limited