



## Charter of the Audit Committee

### BT Wealth Industries Public Company Limited

#### Purpose

The Audit Committee is a Board Committee that has been established to assist the Board of Directors (the "Board") in supervising the Company, ensuring it has good corporate governance system. The Audit committee enhances management flexibility, provides vision and straightforward comments towards financial reports and internal control system, as well as provides the management and auditors the opportunities to consult and manage the risks that may occur, and ensures that the financial reports are reliable, of good quality, and add value to the organization eventually.

#### Composition of the Audit Committee

1. Comprise of at least 3 independent directors of the Board, with 1 audit committee member acting as Chairman of the Audit Committee.
2. The Audit Committee must include persons whose qualifications fully conformed to that specified by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). At least 1 of the audit committee members must have the knowledge and understanding, or have experience in Accounting or Finance, and sufficient knowledge towards the reasons for changes of the financial reports.
3. The Audit Committee shall appoint 1 of the Company officer to act as Secretary to the Audit Committee.

#### Appointment and Tenure

1. The Board of Directors is to approve the appointment of the Audit Committee and Chairman of the Audit Committee.
2. The term of each audit committee member is the same as their term as a director on the Company's board. However, the committee member whose term is due may be re-appointed back into the position.

3. Any committee member wishes to resign from the position shall tender his/her resignation to the Chairman of the Board of Directors no less than 30 days prior to resignation.
4. In case when there is vacancy in the Audit Committee such that the remaining number of members is less than that specified, the Board of Directors shall appoint new member within 90 days.
5. In case when the whole Audit Committee members' terms are due, they shall further perform as acting members until new set of Audit Committee members are on duty.

#### **Authority, Duties and Responsibilities**

1. Review that the Company's financial reporting is accurate and sufficiently disclosed.
2. Review that the Company's Internal Control System and Internal Audit are appropriate and effective, and evaluate the independence of its internal audit function, as well as approve the appointment, the transfer, the dismissal of the Head of Internal Audit or any other agency responsible for the internal audit function as proposed by the management.
3. Ensure that the Company's operation is in compliance with the law of the Securities and Exchange Commissions (SEC), following the rules and regulations of the Stock Exchange of Thailand (SET), or laws related to the Company's businesses.
4. Evaluate, select, and nominate persons who are independent to act as auditors of the Company, including proposing on their compensation.
5. Evaluate connected transactions or transactions that may have conflicts of interests so that they comply with the law and regulations of the Stock Exchange of Thailand (SET), to ensure that such transactions are reasonable and of the best interests to the Company.
6. Obtain the authority to invite the management or staff of the Company to attend and clarify in the meeting as deem appropriate.
7. Consider and arrange for external consultants or professional experts for advices, counsels, or comments as the Audit Committee deems appropriate.
8. Prepare an Audit Committee's Report by disclosing in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee, and at least consists of the following information:

- (1) Comment on the accuracy, completeness and reliability of the financial report of the Company.
  - (2) Comment on the adequacy of the internal control system of the Company.
  - (3) Comment on the operation in accordance to law of the Securities and Exchange Commissions (SEC), the rules and regulations of the Stock Exchange of Thailand (SET), or laws related to the Company's businesses.
  - (4) Comment on the suitability of the auditors.
  - (5) Comment on transactions that may have conflicts of interests.
  - (6) Number of Audit Committee's meeting, and the meeting attendance of each audit committee member.
  - (7) Comments or overall observations the Audit Committee received from carrying out its duties according to the Charter.
  - (8) Other matters that the shareholders and investors should be aware of, under the scope of duties and responsibilities assigned by the Board of Directors.
9. Execute other tasks as assigned by the Board of Directors, as agreed by the Audit Committee.

### **Meetings**

1. Not less than one-half of the total number of audit committee's members must be present to form a quorum.
2. The Audit Committee must hold its meetings at least 4 times per year, including joining in meeting with the auditor at least 1 time per year without the presence of the management.
3. The resolution of the meeting shall be made by a majority of votes, where each audit committee member shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
4. Any Audit Committee member who has conflict of interest in a given matter has no right to vote on such matter.

### **Charter Review and Update**

The Audit Committee to review and update this charter yearly, and propose to the Board of Directors for approval of amendments (if any).