



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 Office Term of the Audit Committee

1. The Audit Committee and Chairman of Audit Committee shall be appointed by the Board.
2. The office term of the members of the Audit Committee shall be concurrent with their directorship and the members of the Audit Committee who retire by rotation may be re-appointed.
3. The members of the Audit Committee who wish to resign from the position shall tender their resignation letter to the Chairman of the Board at last 30 days in advance
4. If the number of the serving members of the Audit Committee falls below the established threshold, the Board shall appoint new members of the Audit Committee to fill the vacancy within 90 days.
5. In case when the entire Audit Committee vacates the office, the outgoing Audit Committee shall continue to serve for an interim period until the new Audit Committee is on duty.

Duties and Responsibilities of the Audit Committee

1. Conduct reviews to ensure that the Company's financial reports are accurate and sufficiently disclosed.
2. Conduct reviews to ensure that the Company has appropriate and effective internal control system and internal audit systems, evaluate the independence of the internal audit function, and approve the appointment, transfer or dismissal of the Head of Internal Audit or any other unit in charge of the internal audit function as proposed by the management team.
3. Conduct reviews to ensure the Company's compliance with the laws governing securities and exchange, the rules of the Stock Exchange of Thailand, or laws that are applicable to the Company's businesses.
4. Screen, select, nominate and dismissal persons who are independent to act as auditors of the Company, and propose the compensation of such persons.
5. Consider on related-party transactions or transactions with potential conflicts of interest in order to ensure that such transactions are in compliance with the laws and the rules of the Stock Exchange of Thailand, reasonable, and in the Company's best interest.
6. Have the authority to request the management team or employees of the Company to attend meeting and provide explanations or opinions where necessary.
7. Engage external advisors or professional experts in providing consultation, advices or opinions as the Audit Committee deems appropriate.
8. Prepare the Audit Committee's Report which is part of the Company's Annual Report. The Audit Committee's Report shall be signed by the Chairman of the Audit Committee and contain, at a minimum, the following:
 - (1) Opinions on the accuracy, integrity, and reliability of the Company's financial reports.
 - (2) Opinions on the adequacy of the Company's internal control system.
 - (3) Opinions on the compliance with the laws governing securities and exchange, the rules of the Stock Exchange of Thailand, or laws that are applicable to the Company's businesses.
 - (4) Opinions on the suitability of the auditors.
 - (5) Opinions on transactions with potential conflicts of interest.
 - (6) Number of the meetings of the Audit Committee and the meeting attendance of each Audit Committee member.
 - (7) Opinions or observations of the Audit Committee as a result of the Audit Committee's performance of duties in accordance with the Charter of the Audit Committee.
 - (8) Other information that the Audit Committee, given the scope of duties and responsibilities assigned by the Board, views that the shareholders and investors should be made aware of.
9. Perform any other tasks as assigned by the Board and agreed to 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).