

**Charter
of
The Audit Committee**



VGI Public Company Limited

Completed March 20,2017

Reviewed and amended March 26,2018

Revised Name and Logo May 28,2020

Preface

The Audit Committee is appointed by resolution meeting of the Board of Directors. The Committee is overseeing the company's compliance with the principles of good corporate governance as confidence to the investors, its shareholders and all other stakeholders.

The Audit Committee Charter prepared to determine for the structure of the Audit Committee, the Audit Committee meeting, qualifications of the member of the Audit Committee and authorities duties and responsibilities of the Audit Committee as assigned by the Board of Directors.

Structure of the Audit Committee

1. The Board of Directors appoints the Audit Committee.
2. The Audit Committee shall consist of at least three members who are Independent Directors, one member serves as the Chairman of Audit Committee. The term of position of member of Audit Committee shall be three years.
3. Head of internal Audit Unit has been appointed as the Secretary to the Audit Committee.

The Audit Committee Meeting

1. The Audit Committee should have regular meeting at least four times a year or more than upon Chairman of the Audit Committee will be held appropriate.
2. A quorum of the Audit Committee meeting is 2/3 of the total number of the Audit Committee member.

Qualifications of the Members of the Audit Committee

1. All members of the Audit Committee must be having the qualifications of the Independent Directors must be in line with SEC's rules.
2. Having been appointed by the Board of Directors to act as Audit Committee member.
3. Not currently the director authorized by the board to make administrative decisions of the company, parent company, subsidiary, same-level subsidiary, major shareholders or controlling persons.
4. Not currently the director of the parent company, subsidiary or same-level subsidiary of listed companies.
5. Having sufficient knowledge and experience to perform the duty of audit committee. There must be at least one audit committee member, who is adequate knowledgeable and experienced to review the reliability of financial reporting.
6. Having full and proper qualifications in accordance with the laws and regulations of the regulators.

Authorities Duties and Responsibilities

1. To review the company's financial reporting process to ensure that it is accurate and adequate.
2. To review that the company has appropriate and efficient internal control and internal audit systems, and to determine adequacy budget and personnel of Internal Audit Unit. Also determine the independence of internal audit as well as approve an appointment, transfer and dismissal of the Head of Internal Audit Unit, or any other unit in charge of an internal audit.
3. To review the Company's compliance with the Securities and Exchange Act (the "SEC Act"), the SET's regulations and the laws relating to the Company's business;
4. To consider, select, nominate and dismissal independent persons to be the Company's external auditor, and to propose such person's remuneration and terms of engagement, as well as to attend a non-management meeting with the external auditor at least once a year.
5. Consider the connected transactions or the transactions that may lead to conflicts of interests, making them in line with the laws and SET's rules and regulations. This is to ensure such transactions are reasonable and for the highest benefit of the company.
6. To prepare an Audit Committee's report and disclose it in the company's annual report. The report must be signed by Chairman of the Audit Committee and consist of at least following Information :
 - 6.1 An opinion on the accuracy adequacy and creditability of the company's financial reports,
 - 6.2 An opinion on the adequacy of the company's internal control system,
 - 6.3 An opinion on the compliance with SEC Act, SET's rules and regulations, or the laws relating to the Company's business,
 - 6.4 An opinion on the suitability of the auditor,
 - 6.5 An opinion on transactions that may lead to conflicts of interests,
 - 6.6 The number of the audit committee meetings, and attendance of such meetings by each audit committee member,

- 6.7 An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter,
 - 6.8 Any frauds, abnormalities or defects in the internal control systems,
 - 6.9 Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of the duties and responsibilities assigned by the Board of Directors.
7. The Audit Committee is responsible for reviewing the internal control cover Fraud and Anti-Corruption of the company are as follows
- 7.1 To review the internal audit plan of the Internal Audit Unit to determine if the internal controls cover the implementation of Fraud and Anti-Corruption and other related policies which may lead to fraudulent of business practices.
 - 7.2 To review the authenticity of the reference documents and the self-assessments of anti-corruption measures under the Thailand's Private Sector Collective Action Coalition against corruption.
 - 7.3 To acknowledge reports of fraudulent such as general periodic reporting of fraud to provide detailed information on general-level fraudulent issues, serious fraudulent report, the report of the investigations and penalties.
 - 7.4 To consult with the external auditor in the event of a significant fraud.
8. To review and provide an opinion on the internal audit plan and the performance of the Internal Audit Unit in the performance of duties, the Audit Committee is empowered to invite the top management, executives or employees relevant to the matters to provide their opinions, attend the meeting or submit any relevant and necessary documents.
9. To appoint an independent counsel who has be expertise or other persons by the expense of the company for advice as well as assistance to the Audit Committee.

10. To revise the Audit Committee Charter and propose performance of the Audit Committee at least once a year.
11. To evaluate annually of the performance of the Audit Committee in the form of a whole committee and individually for used as a framework for reviewing the performance of the Audit Committee.
12. To perform any other duties as assigns by the Board of Directors with an agree of the Audit Committee.

The Audit Committee Charter become effective by the resolution's the Board of Directions on No. 3/2018 dated May 17, 2018

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(KEEREE KANJANAPAS)

Chairman of the Board of Directors