
Audit Committee Charter

Thoresen Thai Agencies Plc.



THORESEN GROUP

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Record of Amendment

Revision No.	Revision Subject	Revision Date	Revision by
1	<ol style="list-style-type: none"> 1 Add the authority to hire external parties as needed in “Authority” section 2 Add the term and condition in “Composition” section as follows: <ol style="list-style-type: none"> 1) Term of service of the Committee Member 2) Define the remuneration of the Committee Member 3) Change the minimum of the numbers of Audit Committee Meeting per annual 3 Add the roles and responsibilities in “Roles and Responsibilities” section as follows: <ol style="list-style-type: none"> 1) Considering and approving on the appointment, removal, transfer, or dismissal senior executives of Internal Audit 2) Evaluate the performance of senior executives of Internal Audit with CEO. 3) Approve audit plan, budget, number of staffs and staffs training plan of Internal Audit Department 4) The selection of the External Auditor shall be reviewed every 3-5 years, 	11-Jun-12	Ms. Urai
2	<ol style="list-style-type: none"> 1 Add 4.1.1 “Promote the development of financial reporting systems in compliance with International Financial Reporting Standards and consider and endorse the significant change in accounting policy of TTA and subsidiaries prior to proposing to Board of Directors for approval.” in the section “Roles and Responsibilities” 2 Revise 4.2.1 “Reviewing the activities and organizational structure of the internal audit function which reports functionally to the Audit Committee and Audit Committee review the execution of the Internal Audit Office for the performance assessment to ensure no unjustified restrictions or limitations are made. in the section “Roles and Responsibilities” 3 Add 4.12 “ Proceeding process of oversee and receive complaint or information submitted directly by stakeholders” in the section “Roles and Responsibilities” 	7-Dec-16	Mr.Somboonkiat



	<p>4 Move 2.4 " Hire external parties temporarily or as needed basis to ensure Internal Audit function has adequate resources to complete the required works effectively and timely" in the section "Authority" to 4.13 in the section "Roles and Responsibilities"</p> <p>5 Revised 4.6.4 "an opinion on the suitability of an auditor. The Company has a policy to safeguard the independence of the external auditors by limiting non-audit services to define audit-related and tax services. The selection of the external auditor shall be considered bidding for new external auditors every 4 years, in the section "Roles and Responsibilities"</p>		
3	<p>1 Revised and added in a part of Composition 3.1 Membership (8) "However, the Audit Committee shall be in post no longer than 3 terms except getting a unanimous approval from the Nomination and Remuneration Committee due to his/her contribution to the Company and the Committee ensures that the extra term will not cause or impact to the independent of such director."</p>	2-Feb-18	Mr.Somboonkiat
4	<p>1 Revise 4.4 "Considering, selecting, nominating and removal an independent person to be the Company's auditor, including the negotiating auditing fee and the following main activities i.e." in the section "Roles and Responsibilities"</p>	8-Feb-19	Mr.Somboonkiat
5	<p>1 Add 4.14 "Reviewing the Company's business operations to ensure that they are in compliance with the company anti-corruption policy."</p>	8-Oct-20	Mr.Somboonkiat

Audit Committee Charter Revisions

This Audit Committee Charter will be subject to on-going review and revision. Persons identifying errors or omissions, or those wishing to make recommendations for change, are asked to forward their observations to the Head of Internal Audit Department.



Audit Committee Charter

1. Overall Purpose / Objectives

The Audit Committee will assist the Board (the "Board") in fulfilling its oversight responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the internal and external auditors. To perform his or her role effectively, each committee member will obtain an understanding of the detailed responsibilities of committee membership as well as the Company's business, operations, and risks.

2. Authority

The Board authorizes the Audit Committee, within the scope of its responsibilities, to:

2.1 Seek any information it requires from:

- 1) Any employee (and all employees are directed to co-operate with any request made by the Audit Committee)
- 2) External parties

2.2 Obtain outside legal or other professional advice

2.3 Ensure the attendance of Company officers at meetings as appropriate

3. Composition

3.1 Membership

- 1) The Audit Committee will comprise 3 members, all of whom are independent directors.
- 2) At least one member must have significant experience in accounting or in financial matter and so as to keep pace with any proposed changes in the area of financial reporting or legislation.
- 3) The Audit Committee need to demonstrate their independence in compliance with the Notification of the Securities and Exchange Commission on qualifications and duties of Audit Committee in order to ensure equal benefits among shareholders and prevent conflicts of interest between the Company and management, and major shareholders or other companies which have the same management or the same group of major shareholders.
- 4) Each member should be capable of making a valuable contribution to the Committee
- 5) All members should be independent of management



- 6) Two members can form the Audit Committee meeting
- 7) Members of the Audit Committee are appointed by the Board or the resolution of the shareholders' meetings.
- 8) The term of service of the Audit Committee members is 3 years. It may be re-appointed for another term. However, the Audit Committee shall be in post no longer than 3 terms except getting a unanimous approval from the Nomination and Remuneration Committee due to his/her contribution to the Company and the Committee ensures that the extra term will not cause or impact to the independent of such director.
- 9) The secretary of the Audit Committee will be the Head of Internal Audit Department
- 10) Members of Audit Committee perform its duties according to the Stock Exchange of Thailand's requirements.
- 11) Having regard to the functions performed by the members of the Audit Committee in addition to their functions as Directors, the members of the Audit Committee may be paid such remuneration in respect of their duties on the Committee as shall be fixed by the Nomination and Remuneration Committee from time to time. For the avoidance of doubt, such remuneration shall be in addition to the fees payable to them as Directors
- 12) The members of the Audit Committee who attend the Audit Committee meeting(s) by means of telephone or audio-visual conferencing shall be eligible for meeting fees in their capacity as the Committee members

3.2 Attendance at Meetings

- 1) The Audit Committee may invite external auditors or other related persons to its meeting, as it deems necessary
- 2) Meetings shall be held not less than 6 times a year. Special meetings may be convened as required.
- 3) Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

4. Roles and Responsibilities

The Audit Committee has the duties as delegated by the Board, as follows:

- 4.1 Reviewing the accuracy, sufficiency, credibility, and objectivity of the financial reporting process by coordinating with the external auditors and executives responsible for preparing the quarterly and yearly financial reports.
 - 4.1.1 Promote the development of financial reporting systems in compliance with International Financial Reporting Standards and consider and endorse the significant change in accounting policy of TTA and subsidiaries prior to proposing to Board of Directors for approval.



- 4.2 Reviewing the appropriateness and effectiveness of internal control systems and internal audit function by coordinating with the external auditors and internal auditors, ensuring the adequacy of the internal control systems and internal audit function as followings.
- 1) Reviewing the activities and organizational structure of the internal audit function which reports functionally to the Audit Committee. Audit Committee review the execution of the Internal Audit Office for the performance assessment to ensure no unjustified restrictions or limitations are made.
 - 2) Evaluating the independence of the internal audit function.
 - 3) Considering and approving on the appointment, removal, transfer, or dismissal senior executives of Internal Audit.
 - 4) Considering audit reports and recommendations presented by internal auditors and monitoring the implementation of the recommendations.
 - 5) Reviewing the adequacy of the Company's risk management and ensuring that risk management complies with the guidelines of the relevant authorities and our internal policies.
 - 6) Evaluating the performance of senior executives of Internal Audit with Chief Executive Officer.
 - 7) Approving audit plan, budget, number of staff and staff training plan of Internal Audit Department to ensure that the audit scope covers finance and operations and to monitor the performance as per the audit plan.
- 4.3 Reviewing the Company's business operations, ensuring that they comply with the law on securities and exchange, the Stock Exchange's regulations and the laws relating to the Company's business.
- 4.4 Considering, selecting, nominating and removal an independent person to be the Company's auditor, including the negotiating auditing fee and the following main activities i.e.
- 1) Reviewing the performance of the external auditors by taking into account the auditor's credibility, the adequacy of resources, audit engagements, and experience of its staff assigned to audit the Company's accounts.
 - 2) Reviewing the external auditors' proposed audit scope and approach and ensure no unjustified and restrictions or limitations have been placed on the scope.
 - 3) Making recommendations to the Board regarding the reappointment of the external auditors.
 - 4) Considering audit reports and recommendations presented by the external auditors and monitoring the implementation of the recommendations.
 - 5) During the year, the Audit Committee meets with the external auditors and the Head of Internal Audit separately without any management in attendance at least once a year.



- 4.5 Considering the Company's business operations including the connected transactions and ensuring that there is no conflict of interest, taking into consideration transactions between TTA and subsidiaries or related parties in order to assure the effectiveness of the system for monitoring compliance with laws and regulations and to be reasonable for the highest benefit of the Company.
- 4.6 Preparing and disclosing in the Company's annual report, an Audit Committee's report which must be signed by the Audit Committee's chairman and consist of at least the following information.
 - 1) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - 2) an opinion on the adequacy of the Company's internal control system,
 - 3) an opinion on the compliance with the law on securities and exchange, the Stock Exchange's regulations, or the laws relating to the Company's business,
 - 4) an opinion on the suitability of an auditor. The Company has a policy to safeguard the independence of the external auditors by limiting non-audit services to define audit-related and tax services. The selection of the external auditor shall be considered bidding for new external auditors every 4 years,
 - 5) an opinion on the transactions that may lead to conflicts of interests,
 - 6) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member,
 - 7) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
 - 8) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board.
- 4.7 Performing any other act as assigned by the Board, with the approval of the Audit Committee.
- 4.8 Reporting Audit Committee's activities at every Board's quarterly meeting.
- 4.9 Reviewing the summary and evidence of fraud of employees or executives which result in the damage to the Company and propose the reviewed report by the Audit Committee to the Board for consideration.
- 4.10 Reviewing Audit Committee's performance on annual basis.
- 4.11 Reviewing and reassessing the adequacy of this Charter periodically and recommending any proposed changes to the Board for approval.
- 4.12 Proceeding process of oversee and receive complaint or information submitted directly by stakeholders
- 4.13 Hiring external parties temporarily or as needed basis to ensure Internal Audit function has adequate resources to complete the required works effectively and timely



- 4.14 Reviewing the Company's business operations to ensure that they are in compliance with the company anti-corruption policy.

(Mr. Prasert Bunsumpun)
Chairman of the Board
(12 November 2020)

