



# Charter of the Audit Committee

**CP Aextra Public Company Limited**

**(Effective from 1 October 2024)**

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## 1. Objectives

The Board of Directors (“the Board”) of CP Aextra Public Company Limited (“the Company”) appointed the Audit Committee to assist the Company’s Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the Company’s process for monitoring compliance with laws and regulations and the code of conduct.

## 2. Composition and Qualifications

2.1. The Audit Committee consists of not less than 3 independent directors. One member shall serve as Chairperson.

2.2. The Audit Committee members shall fully meet the qualifications prescribed by the Securities and Exchange Commission, or the Capital Market Supervisory Board and at least one member shall have sufficient knowledge and experience in accounting or finance.

## 3. Appointment, Tenure and Termination

### 3.1 Appointment

3.1.1 The Board appoints the Chairman and members of the Audit Committee, selecting from the qualified independent directors.

3.1.2 When the members of the Audit Committee either complete or fail to complete their terms for any reasons other than the expiration of the term of office, the Board shall appoint new members to ensure the continuity of the Committee’s operation.

### 3.2 Tenure

The tenure of members of the Audit Committee follows the tenure of their directorship. When completing their terms, they are eligible for re-election.

### 3.3 Termination

3.3.1 Members of the Audit Committee shall be terminated upon the termination of their directorship, or disqualification as a member of the Audit Committee, or the Board’s resolution to terminate their position.

3.3.2 To resign from the Audit Committee, a resignation letter shall be submitted to the Chairman of the Board. The resignation shall be effective from the date on which the Chairman of the Board receives the resignation letter.

## 4. Roles and Responsibilities

4.1 To review the Company’s financial report in order to ensure that it is accurate and adequate.

4.2 To review the Company’s internal control system including risk management and internal audit system ensuring that they are suitable and effective, to determine the degree of independence of the internal audit group, as well as to approve the appointment, transfer and dismissal of the head of an internal audit group or any other group responsible for internal audit functions within the Company.

4.3 To review the Company’s compliance with the laws on Securities and Exchange, the SET’s regulations, and any other laws relating to the Company’s business.

- 4.4 To consider and select, as well as propose the appointment of qualified external auditor(s) together with the associated audit fee; whereby the consideration process should evaluate the level of independence, creditability, availability of people and technology resources together with the experience and quality of the assigned auditors to audit the Company's books of account and financial reports.
- 4.5 To meet separately with the external auditors without the presence of management at least once a year.
- If the external auditors discover any suspicious circumstance that the director, manager, or any person responsible for the Company's operation commits an offence under Section 89/25 of the Securities and Exchange Act B.E.2535, the Audit Committee shall report the initial suspicious circumstance to the SEC Office immediately after informed by the external auditors; and report the progress report to the SEC Office and the external auditors during the investigation period.
- 4.6 To review any connected transactions or transactions that may lead to a conflict-of-interest situation, in order to ensure that they are in full compliance with the laws and regulations of the SET as well as that such transactions are reasonable and undertaken for the fullest benefit of the Company.
- 4.7 To review the Company's compliance with private sector's anti-corruption and certification programs, including the Collective Action Coalition against Corruption's Self-Evaluation Tool.
- 4.8 Review the whistle-blowing report prepared by Internal Audit Department on a quarterly basis and oversee the Company's whistle-blowing process for receiving whistle-blowing information and taking appropriate action.
- 4.9 To review the consistency of the financial reports with other information on financial position and operating results that the Company had disclosed to investors or related parties.
- 4.10 To review that the Company has established internal controls to monitor that the proceeds from the raising of funds had been appropriately used according to the disclosed objectives.
- 4.11 To prepare the Audit Committee's Report to be included in the Company's Annual Report, which must be signed by the Audit Committee Chairman and consists of at least the following information:
- An opinion on the accuracy, completeness, and reliability of the Company's financial report.
  - An opinion on the adequacy of the Company's risk management and internal controls system.
  - An opinion on the compliance with the laws on Securities and Exchange, the SET's regulations or any other laws relating to the Company's business.
  - An opinion on the suitability of an auditor.
  - An opinion on the transactions that may lead to conflict-of-interest situations.
  - The number of the Audit Committee meetings and the attendance record at such meetings by each member of the Audit Committee.
  - Any opinions or comments that are received by the Audit Committee in performing its duties in accordance with its Charter.
  - Other transactions which, in the opinion of the Audit Committee, should be made known to the Shareholders and general investors, subject to the scope of duties and responsibilities as assigned by the Company's Board of Directors.

4.12 To perform any other activities as assigned by the Company's Board of Directors and concurred to by the Audit Committee.

## **5. Authority**

The audit committee has authority to conduct or authorize investigations into any matters within its duties and responsibilities, as necessary. It is empowered to:

- 5.1 obtain independent professional opinions or advice for the matters related to its duties and responsibilities, as necessary.
- 5.2 access to any information it requires and to request a meeting with management, employees, or external parties, as appropriate.

## **6. Audit Committee Secretary**

The Audit Committee will be responsible for electing a secretary to perform the following duties:

- 6.1 Provide notification of meetings to other Committee members.
- 6.2 Draft minutes of the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The minutes should be forwarded to the Committee Chairperson for review and subsequently to all members of the Committee.
- 6.3 Provide detailed documentation and minutes regarding any discussion of the criteria set forth in the Committee Responsibilities. In the event of a concern of accounting irregularities, fraud, or a significant violation of senior management is established, careful attention must be given to the level of detail in regard to the completeness and accuracy of the minutes.

## **7. Meetings**

### **7.1 Number of meeting**

7.1.1 The Audit Committee shall hold meetings at least four times a year.

7.1.2 The Chairman of the Audit Committee may call for additional meetings if requested by a member of the committee or when there is an extra agenda required to consider and discuss.

7.2 The Chairman of the Audit Committee considers and approves the agenda of meetings, as well as other matters proposed by any directors.

### **7.3 Attendees**

7.3.1 The quorum of the Audit Committee meeting requires not less than half of the members. The Chairman of the committee is the Chairman of the meeting.

7.3.2 In the case the Chairman of the committee is absent from the meeting or is unable to perform his/her duty, the members present at the meeting shall select one of the members to be the Chairman of the meeting.

7.3.3 The secretary of the Audit Committee or a designated person must attend every meeting.

### **7.4 Exercising Votes**

7.4.1 Resolutions of the committee meeting require a majority vote. Each member has one vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

7.4.2 Members of the Audit Committee having any vested interest in any agenda being considered must excuse themselves and abstain from voting on that particular matter.

7.5 Minutes of Meetings

The secretary of the Audit Committee or a designated person shall take the minutes of meetings and keep the approved minutes of meetings for reference and audit purposes.

**8 Performance Assessment**

The Audit Committee is required to conduct performance assessment of the Audit Committee as a whole and the individual self-assessment every year. The secretary of the Audit Committee is responsible for preparing a summary of the results of assessment and report to the Audit Committee for acknowledgement as well as to disclose the result in the Annual Registration Statements / the Annual Report (Form 56-1 One Report).

**9 Remuneration of Directors**

The Audit Committee is eligible for remuneration suitable for their roles and responsibilities as determined by the Board and approved by the Annual General Meeting of Shareholders.