



SANKO DIECASTING (THAILAND) PLC.



CHARTER

AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

OF

SANKO DIECASTING (THAILAND) PUBLIC COMPANY



1. Purpose

The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its corporate governance and oversight responsibilities. Operating as an independent body, the Committee is responsible for reviewing financial reports, assessing the adequacy of internal control and risk management systems, and ensuring compliance with applicable laws, regulations, and good corporate governance principles with transparency.

2. Composition of the Audit Committee

- ☐ The Audit Committee shall be appointed by the Board of Directors.
- ☐ The Committee shall consist of at least three (3) Independent Directors.

3. Term of Office

- ☐ **3.1** The term of office of each Audit Committee member shall coincide with their remaining term as a director of the Company.
- ☐ **3.2** A retiring member of the Audit Committee may be reappointed for another term as the Board of Directors deems appropriate.
- ☐ **3.3** In addition to vacating office upon the expiration of the term under Clause 3.1, a member of the Audit Committee shall vacate office upon:
 - Resignation
 - Removal by a resolution of the Board of Directors
- ☐ **3.4** The Board of Directors has the authority to appoint additional Audit Committee members to achieve the Committee's objectives, or to replace members who vacate office under Clause 3.1 or 3.3. Any person appointed as a replacement under Clause 3.3 shall serve only for the remaining term of the member whom they replace.

4. Scope of Duties and Responsibilities

The Audit Committee shall perform duties as assigned by the Board of Directors. The scope of authority, duties, and responsibilities of the Committee is as follows:

1. To review and ensure that the Company's financial reporting is accurate and adequate.

2. To review and ensure that the Company has appropriate and effective internal control and internal audit systems; to determine the independence of the internal audit unit; and to approve the appointment, transfer, and dismissal of the head of the internal audit unit or any other unit responsible for internal audit functions.
3. To review and ensure the Company's compliance with the law on securities and exchange, the regulations of the Stock Exchange, and laws applicable to the Company's business.
4. To consider, select, and nominate an independent person to serve as the Company's external auditor, and to propose their remuneration; and to attend a meeting with the external auditor without the presence of management at least once a year.
5. To review connected transactions or transactions that may involve conflicts of interest to ensure full compliance with the law and the regulations of the Stock Exchange, thereby ensuring that such transactions are reasonable and in the best interest of the Company.
6. To prepare the Audit Committee's report, which shall be disclosed in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
 - An opinion on the accuracy, completeness, and reliability of the Company's financial reports.
 - An opinion on the adequacy of the Company's internal control system.
 - An opinion on compliance with the law on securities and exchange, the regulations of the Stock Exchange, or laws applicable to the Company's business.
 - An opinion on the suitability of the external auditor.
 - An opinion on transactions that may involve conflicts of interest.
 - The number of Audit Committee meetings and the attendance of each individual member.
 - Overall opinions or observations received by the Audit Committee from performing its duties in accordance with this Charter.
 - Any other items that the shareholders and general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.
7. To perform any other duties as assigned by the Board of Directors with the approval of the Audit Committee. The Audit Committee is directly accountable to the Board of Directors, while the Board of Directors remains fully responsible for the Company's operations towards third parties.

5. Reporting

The Audit Committee shall report directly to the Board of Directors.

6. Meetings

- ☐ The Audit Committee shall arrange or call meetings as it deems appropriate, at least once per quarter and no less than four (4) times a year.

- ☐ All members should attend every meeting. In case of a necessary absence, the member should notify the Chairman of the Audit Committee in advance.
- ☐ The Chairman of the Audit Committee shall serve as the Chairman of the meeting. In the event that the Chairman is absent or unable to perform their duties, the members present shall elect one member to preside over the meeting.
- ☐ Voting resolutions of the Audit Committee shall be passed by a majority vote. Any member who has a conflict of interest in any matter under consideration shall not participate in expressing opinions and shall have no right to vote on that matter.
- ☐ Notice of meetings shall be sent to the Audit Committee members in advance of the meeting. Except in cases of necessity or urgency, notification of the meeting may be given by other means, or the meeting date may be scheduled earlier. The Secretary of the Audit Committee shall be responsible for recording the minutes of the meeting.
- ☐ The Audit Committee may invite relevant persons to attend meetings to clarify facts and provide information to the Committee.

This Audit Committee Charter shall come into force in accordance with the resolution of the Board of Directors' Meeting No. /

Effective from onwards.

Signed _____

(Ms. Achara Suwanpuchai)

Chairman of the Audit Committee