Charter

The Audit Committee

Malee Group Pubic Company Limited

---

1. Objectives

The Audit Committee is one of the sub-committees of the Board of Directors and an important tool or mechanism to ensure that the Company has a good corporate governance system. The Audit Committee comprises of independent directors. It will help lighten the burden of the Board of Directors, increase flexibility in management, and is able to express an honest opinion on financial reports and internal control system as well as providing opportunities for the management and the auditors have discussions to manage the potential risks and to ensure that the financial reports are disclosed in full, accurate, and in accordance with the standards and related requirements. This will result in reliable financial reports. The establishment of an Audit Committee aims to enhance operational efficiency. and add value to the company in various fields as follows:

1) Confidence, credibility, and transparency of published financial reports.
2) Increased care in the performance of duties of the Board of Directors, in which the Board of Directors will take into account their own responsibilities towards:
   - Financial Reporting
   - Selection of appropriate accounting policies
   - Financial Management
   - Internal control system and internal audit
   - Compliance with relevant regulations and laws
   - Management and control of business risks
   - Regular monitoring of compliance with anti-corruption policy
   - Recommendations on the appointment and evaluation of the Certified Public Accountant.
3) Lighten the burden of the Board of Directors by delegating powers related to financial reports internal control and internal audits to the Audit Committee. This will provide an opportunity for the Board of Directors to consider various matters in depth, and increase efficiency in other aspects of management.
4) Improve the functions and processes of internal and external audits as well as communication between the Board of Directors, the Internal Audit Department, and the auditor.
5) Facilitate formal meetings between the Board of Directors and the Financial Management Department.
6) Strengthen the independence of internal auditors and the Internal Audit Department so that they are able to express opinions honestly. This results in higher operational efficiency.
7) Encourage the auditors to maintain their independence and set a framework for the auditors to express their opinions honestly in the event that there may be conflicts with the management.
8) Improve the quality of internal audit reports.
9) Strengthen the role and power of external Independent Directors.
10) Strengthen the directors' understanding of the scope of the audit that has been set.

2. Composition and Appointment of the Audit Committee

The Board of Directors appoints the Audit Committee by selecting at least 3 Independent Directors with appropriate qualifications. The Audit Committee who has been appointed shall elect one member to be the Chairman of the Audit Committee.

In the event that the Audit Committee completes the term of office or there is any reason that the Audit Committee cannot remain until the end of the term, and the number of members is less than the specified number of 3 people, the Board of Directors and/or the Shareholders' Meeting shall appoint

Malee Group Plc. บริษัท มาลีกรุ๊ป จำกัด (มหาชน)
Head Office 401/1 Moo 8 Phaholyothin Road, Kukot, Lam Luk Ka, Pathumthani 12130, Thailand T +66 2080 7899 F +66 2080 7800
Factory 26/1 Moo 5 Sampran Road, Yaicha, Sampran, Nakornpathom 73110, Thailand T +66 3431 1310 F +66 3432 1619 www.malee.co.th

a new audit committee member immediately or at the latest within 3 months from the date the number of members is incomplete to ensure continuity in the operation of the Audit Committee.

Head of the Internal Audit Department of the Company shall act as the secretary of the Audit Committee to assist the Audit Committee with regards to meeting appointments, preparing the agendas, delivering meeting documents, and recording meeting minutes

3. <u>Qualifications</u>

1. The Audit Committee must be appointed by the Board of Directors and/or shareholders.

2. All members of the Audit Committee must be independent directors with full qualifications as announced by the SEC as follows:

2.1) Holding shares not more than 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company or juristic person who may have conflicts of interest, including the shares held by related persons of that independent director.

2.2) Not being or used to be a director who participates in management, employee, staff, advisor who receives a regular salary or controlling person of the Company, parent company, subsidiary company, associated company, subsidiary of the same level or juristic persons that may have conflicts, unless the above characteristics have been terminated for at least 2 years before being appointed as a member of the Audit Committee.

2.3) Not a person who has a blood relationship or by legal registration in the form of parents, spouses, siblings and children including the spouses of the children of the executives, major shareholders, controlling persons, or persons to be nominated as an executive or a controlling person in the Company, parent company, or subsidiary.

2.4) Not having or used to have a business relationship with the Company, parent company, subsidiary company, associated company or juristic person that may have conflicts of interest, including the relationship in the nature of professional services and trade/business as required by the Securities and Exchange Commission (SEC) both at present and 2 years before being appointed except in the case of necessity and reasonable which does not occur regularly and continuously. Independent directors can have relationships that exceed the level of significance specified by the SEC during their tenureม but must be approved by the Board of Directors with a unanimous resolution before entering into the transaction.

2.5) Not being a director who has been appointed as a representative of the Company's directors, major shareholder, or shareholders who are related to the Company's major shareholders.

2.6) Not having any other characteristics that prevent the inability to express independent opinions on the Company's operations.

3. Not being a director who has been assigned by the Board of Directors to make decisions on business operations of the Company, parent company, subsidiary company, associated company, subsidiary of the same level, or juristic persons that may have conflicts

4. Not being a director of the parent company, subsidiary and subsidiary of the same level

5. There must be at least one member of the Audit Committee who has sufficient knowledge and experience to review the reliability of the financial statements. The Company must specify in the Form 56-1 and Form 56-2 reports that any of the Audit Committee members are qualified as such, and that audit committee member must specify such qualifications in the biographical certificate of the Audit Committee that must be submitted to the SET as well.

4. Term of office

The term of office of members of the Audit Committee is year-by-year. The Nomination and Remuneration Committee propose the Board of Directors to consider appointing a new member of the Audit Committee to replace the old member at the first meeting of the Board of Directors after the Annual General Meeting of shareholders.

The Audit Committee has a term of office not exceeding 9 years, unless unanimously approved by the Nomination and Remuneration Committee that the office beyond the specified term does not impair the independence of such directors.

The meeting of the Board of Directors may pass a resolution to remove any member of the Audit Committee prior to the expiration of the term by a vote of not less than three-fourths of the number of committees present at the meeting and having the right to vote.

5. Duties and Responsibilities

5.1 Duties of the Audit Committee

1. To review and ensure that the Company has accurate financial reports and sufficient information disclosure.
2. To review and ensure that the Company has an appropriate and effective internal control system and internal audit, and consider the independence of the Internal Audit Department as well as to approve the appointment, transfer, and dismissal of the head of the Internal Audit Department or any other agency responsible for internal audits.
3. To review the Company's compliance with the Securities and Exchange Act, SET regulations, and laws related to the company's business.
4. To consider the selection and nominate an independent person to act as the Company's auditor, including considering the remuneration of such person. to the Board of Directors for their opinions to the shareholders' meeting.
5. To arrange a meeting of the Audit Committee with the auditor without the management attending the meeting at least once a year.
6. Consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand and the SEC to ensure that such transactions are reasonable and for the best benefit of the Company.
7. Prepare the Audit Committee's report to be disclosed in the Company's annual report. The information must be at least according to the announcement of the Stock Exchange of Thailand.
8. Perform any other tasks as assigned by the Board of Directors.

5.2 Responsibilities of the Audit Committee

The Audit Committee is responsible to the Board of Directors for the duties assigned by the Board of Directors. While the responsibility for all activities of the Company to outsiders remains with the Board of Directors as a whole.

6. Meeting

6.1 Agenda

The Secretary of the Audit Committee prepare an invitation letter for each meeting of the Audit Committee. The date, time, venue and agenda of the meeting are clearly set, and supporting documents for the meeting are sent to the Audit Committee and attendees in advance for a reasonable period of time in order for them to have time to consider various matters or request additional information for consideration about various matters assigned as follows:

1. Consideration of financial statements and related financial reports, accounting principles and practices, compliance with accounting standards, existence of business, major accounting policy changes, and the management's reasons for determining the accounting policy, before presenting them to the Board of Directors for dissemination to shareholders and general investors.

2. Consideration of the sufficiency and appropriateness of the internal control system and the internal audit of the Company in order to make recommendations to the Internal Audit Department and the Board of Directors.

3. Review of the Company's annual internal audit plan and evaluation of the audit together with the internal auditors to ensure that the audit plan will increase the efficiency of the Company's business. This includes detecting corruption or deficiencies in the internal control system.

4. Consideration, together with the internal auditors, of any problems or limitations that arise during the audit and review of the internal auditors' performance.

5. Consideration, together with the internal auditors, of about problems or limitations arising from the audit and review of the financial statements including suggestions from auditors

6. Consideration, , together with the internal auditors and auditors, of planning a review of the methods and controls of electronic data processing, especially about security, to prevent fraud or misuse of electronic information systems by Company employees or third parties.

7. Consideration of the review of items that may cause conflicts of interest such as the connected transactions of the Company

8. Compliance with Securities and Exchange Laws, SET regulations, and laws related to the Company's business

9. Perform any other tasks assigned by the Board of Directors.

10. Consideration of self-assessment regarding the performance of duties and responsibilities as assigned

6.2 Number of meetings

The Audit Committee must hold a meeting at least 4 times a year, depending on the circumstances and the necessity for the operation of the Audit Committee to achieve the set objectives

6.3 Attendees

The Audit Committee should invite the Company's auditors and internal auditors to present the work and may invite relevant directors or executives to attend the meeting as necessary.

6.4 Voting

In voting at the Audit Committee meeting, the majority of votes shall be adopted in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

The secretary of the Audit Committee takes the minutes of the meeting. The minutes of the meeting must be submitted to the Audit Committee and the Board of Directors so that the Board of Directors will be informed of the activities of the Audit Committee in a timely manner, as well as forwarding to the internal auditors and the auditors to confirm the information and inform the Audit Committee of the matters that the Audit Committee cares or deserves special attention.

Members of the Executive committees are able to express opinions and request to amend the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting

are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Audit Committee is responsible for reporting the activities of the Audit Committee or any other duties assigned by the Board of Directors. The Audit Committee must report the performance of its duties to the Board of Directors, while the performance of duties in the past year is reported to shareholders in the annual report. The Audit Committee's report is important to the Board of Directors, shareholders and general investors because the report is an independent and honest opinion of the Audit Committee. It also ensures that the Board of Directors is confident that the management has done its work carefully and takes into account the interests of all shareholders equally.

7.1 Reporting to the Board of Director

1. Report on regular activities so that the Board of Directors know the activities of the Board of Directors.

   - Minutes of the Audit Committee meeting which clearly state the opinions of the Audit Committee on various matters.
   - Summary reports of activities performed during the year.
   - Reports on opinions on financial reports, internal audits and internal audit processes.
   - Any other reports that the Board of Directors should be aware of.

2. Report the findings immediately so that the Board of Directors can find solutions in a timely manner to perform the duties of the Audit Committee. If found or suspected of any of the following items or actions, which may have a significant impact on the financial position and operating results of the Company, the Audit Committee shall report to the Company's Board of Directors for improvement within the time that the Audit Committee deems appropriate.

   - Conflicts of Interest
   - Suspicions or assumptions that there may be corruption or irregularities or major deficiencies in the internal control system
   - Suspicion that there may be a violation of the Securities and Exchange Act, SET regulations, or laws related to the Company's business
   - Any other reports that the Board of Directors should be aware of

7.2 Reporting to the authorities

If the Company's auditor encounters any suspicious circumstances, the Managing Director or a person responsible for the Company's operations has committed an offense as prescribed in the Securities and Exchange Act Section 89/25 and has informed the facts about the circumstances to the Audit Committee, the Audit Committee shall examine and report the results of the initial audit to the Securities and Exchange Commission or the Stock Exchange of Thailand and the Company's auditor within 30 days from the date of being notified, in case the Audit Committee has reported to the Board of Directors any material impacts on the financial position and operating results, and there has been discussions with the Board of Directors and executives that there must be improvements at the end of the specified time together. If the Audit Committee finds that there has been unreasonable neglect of such remedial action, any member of the Audit Committee or the Audit Committee must report the findings to the Securities and Exchange Commission or the Stock Exchange of Thailand.

7.3 Reporting to shareholders and general investors

The Audit committee shall report activity during the year according to the duties and responsibilities assigned by the Board of Directors. The report is signed by the Chairman of the Audit Committee and disclosed in the Company's annual report. The report contains the following information:

1. Comments on completeness, correctness, and reliability of the preparation process and disclose information in the Company's financial reports
2. Opinions on the adequacy of the Company's internal control system
3. Opinion on the suitability of the auditor
4. Opinions on compliance with securities and stock exchange laws, SET regulations, or laws related to the Company's business.
5. Comments on transactions that may have conflicts of interest
6. Number of Audit Committee Meetings and attendance of each Audit Committee Member
7. Overall opinions or observations received by the Audit Committee in the performance of duties under the Charter
8. Any other reports that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors

8. Evaluation

To ensure that the audit committee works effectively and achieves the assigned objectives, the Audit Committee shall provide the Audit Committee assessment by conducting the Audit Committee Self-Assessment or other suitable methods to bring the assessment results to improve the efficiency of the operation and achieve the stated objectives.

This Charter of the Board of Directors of Malee Group Public Company Limited was revised and reviewed on February 22, 2021 to be effective in place of the original one from January 1, 2021 onwards. This charter shall be reviewed every 2 years, unless there is a requirement or new rules that have an impact will be taken into account from time to time.

.....***Chintana Boonyarat***.....

(Mrs. Chintana Boonyarat)

Chairman of the Board of Directors

Malee Group Public Company Limited