



Charter of the Audit Committee

**MFEC Public Company Limited
(MFEC)**

Charter of the Audit Committee has been established in order to ensure that staff of all levels briefly understand the objectives, scopes of work, responsibilities, as well as the guidelines and practices of the Audit Committee of MFEC Public Company Limited. The Charter of the Audit Committee is in line with the international standards and the Stock Exchange of Thailand (SET) standards of Guidelines for Conducting Audit. Lastly, the Charter has been reviewed by the Board of Directors of MFEC Public Company Limited.

1. Objectives

The Audit Committee has been founded by the resolutions of the Board of Directors in order to promote good governance and enhance operational efficiency. The Audit Committee will encourage and act on behalf of the Company's Board of Directors to ensure trust and credibility of the financial reports submitted to shareholders and relevant parties. The Audit Committee also reviews and evaluates internal control system, risk management system, and internal audit system. The Committee will ensure compliance with the Good Governance Policy according to the business ethics and any relevant laws and as well coordinate with the Company's auditor.

2. Composition

- 1) The Audit Committee shall consist of at least three (3) directors, and the directors must be the independent directors of the Company.
- 2) The Audit Committee shall consist of at least one (1) member who has sufficient knowledge and experience in finance and accounting to review the financial statements.

3. Qualifications

- 1) A member of the Audit Committee shall not hold more than one (1) percent of the paid-up shares of the affiliate companies, joint venture companies, or any relevant companies.
- 2) A member of the Audit Committee shall not be a related party, the beneficiary, the stakeholder, the close relative of the Management, nor the major shareholder of the Company.
- 3) A member of the Audit Committee shall be able to perform his duties, provide opinions, or report the performance as assigned by the Company's Board of Directors without being under control of the Management or the major shareholders of the Company.

4. Term of Service/ Vacating of Office

- 1) The term of service of a member of the Audit Committee shall be two (2) years from the date of the appointment.
- 2) A member of the Audit Committee may be re-appointed as the Board of Directors deems appropriate. But the re-appointment shall not be automatic.
- 3) In addition to vacating from the office due to the maturity of prescribed term or service, a member of the Audit Committee shall be vacated upon:
 - Resignation;
 - The Board of Directors' resolution to vacate from the office;
 - Lack of qualifications as the member of the Audit Committee according to Charter of the Audit Committee, or the rules and regulations of Thailand's Securities and Exchange Commission, or the rules and regulations of relevant agencies.
 - When the member of the Audit Committee completes their term of service or should there be any reasons that the member is unable to complete their term of service, resulting in the number of the Audit Committee less than the specified number of three (3) members. The Board of Directors shall immediately appoint a new member of the Audit Committee, or within three (3) months from the date that the composition of the Audit Committee is incomplete in order to ensure the continuity of the operation of the Audit Committee. A replacement member of the Audit Committee shall hold office for the remaining term of service of the vacated member of the Audit Committee.

5. Remuneration

The remuneration of the Audit Committee shall be determined by the Nomination and Remuneration Committee Meeting, and considered by the Board of Directors Meeting, and approved by the Shareholders Meeting respectively.

6. Scope of Duties and Responsibilities

- 1) Review the Company's financial report that it is accurate, complete, reliable, and adequately disclosed.
- 2) Review the Company's internal control system, risk management system, and internal audit system that they are adequate, suitable, and efficient.
- 3) Review and ensure the appropriate and effective compliance with the Good Governance Policy and business ethics.
- 4) Review and ensure that the Company complies with the laws in relation to stocks and stock exchange, regulations of stock exchange, or any relevant laws related to the Company's business operation.
- 5) Be in charge of reviewing and ensuring that the Company has an adequate internal control system. Review the business operations to be in accordance with Anti-Corruption Policy.

- 6) Select and appoint the Company's auditors and set the Company's audit fee.
- 7) Review the connected transactions and ensure that such transactions are in compliance with laws and regulations of the Stock Exchange of Thailand (SET) and are reasonable and beneficial to the Company.
- 8) Oversee the operations of the Internal Audit Department by considering the approval of the Charter and independence, including the Internal Audit Department's scopes and audit plans.
- 9) Consider and approve the budget and manpower of the Internal Audit Department
- 10) Consider the appointment and rotation of the Head of Internal Audit, including evaluating performance of the Head of Internal Audit.
- 11) Consider and review the audit report and recommendations from the auditor and Internal Audit Department as well as monitor and ensure that the Management implements such recommendations adequately, efficiently, and in a timely manner.
- 12) The Audit Committee may invite the Management or related Company's employee to provide reports, or present information to the Meeting, or submit documents as deemed relevant and necessary.
- 13) Review and revise Charter of the Audit Committee as deemed necessary for the purpose of modernity and appropriateness, and propose to the Board of Directors for consideration and approval.
- 14) Provide the Audit Committee's report consisting of information and the Audit Committee's opinions in various aspects. The report must be disclosed in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee.
- 15) Perform any other duties as assigned by the Board of Directors with the agreement of the Audit Committee. The Management shall be responsible for reporting or presenting information and relevant documents to the Audit Committee in order to support the operation of the Audit Committee in achieving such assigned duties.
- 16) The Audit Committee may seek independent opinions from any other professional counsel when deemed necessary at the expense of the Company

7. Meetings

- 1) The Audit Committee shall convene the meeting as it is deemed appropriate at least four (4) times a year. The Audit Committee shall hold power to convene a special meeting as necessary. A quorum of the Meeting is not less than half of the members of the Audit Committee.
- 2) All members of the Audit Committee shall attend every meeting unless there is a necessity. The member shall inform the Audit Committee of such case at least three (3) days in advance.

- 3) The Chairman of the Audit Committee shall be the Chairman of the Meeting. In case the Chairman of the Audit Committee is not present in the Meeting or cannot perform the duty, the present members of the Audit Committee shall elect one member to serve as the Chairman of the Meeting.
- 4) A special meeting with the Management or Internal Audit or Auditor shall be held regularly at least once a year.
- 5) The resolution of the Audit Committee shall be according to the majority vote. A member of the Audit Committee who has any interests in a considering matter shall refrain from expressing opinions or voting on such matter. In case of a tie, the Chairman of the Meeting shall have an additional vote as the casting vote.
- 6) The Meeting invitation shall be sent to the member of the Committee not less than seven (7) days prior to the meeting date, unless there is such necessity or urgency where the invitation can be made through other means, or the meeting date can be set earlier. The Secretary of the Audit Committee shall record the minutes of the Meeting.

8. Reporting

8.1 Reporting to the Board of Directors

- 1) Regularly report the activities of the Audit Committee for the Board of Directors' acknowledgement.
- 2) Report the consideration and provide opinions to reports, financial reports, and internal audit reports.
- 3) Report the following findings or acknowledgement immediately; transactions related to conflict of interest, suspicions of corruption, breaches, or any irregularities affecting internal control system, to present to the Board of Directors to prepare the measures or improve in a timely manner.

8.2 Reporting to the Government Agencies

Should the Audit Committee report the Board of Directors of such findings that may have significant impact to the Company's financial condition and operations, and the Audit Committee has consulted with the Board of Directors and the Management regarding the necessity of improvements. Should the Audit Committee see that, without any reasonable cause, the Board of Directors refuses to make any improvements, the Audit Committee may report such findings to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

8.3 Reporting to the Shareholders and Investors

Report the activities occurred during the year. Such reports must be signed by the Chairman of the Audit Committee and disclosed in the Company's Annual Registration Statement / Annual Report (56-1 One Report).

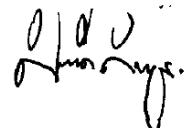
9. Evaluation

The Audit Committee shall prepare an assessment of its performance in order to ensure its effectiveness and that objectives are achieved. The assessment shall be made at least once a year and in writing. The Audit Committee shall review the assessment with the Board of Directors in order to acknowledge and receive suggestions for improvement, as well as to increase its effectiveness of the Audit Committee's performance.

This Charter has been reviewed by the Meeting of the Audit Committee No. 1/2025 on the 25th of February 2025. The Charter has been reviewed and approved by the Board of Directors Meeting No. 1/2025 on the 25th of February 2025.



(Mr. Suchart Thammapitakul)
Chairman of the Audit Committee



(Mr Sirisak Tirawattanangkul)
Chairman