



## Audit Committee Charter

### Global Green Chemicals Public Company Limited

#### 1. Objectives

The Board of Directors has deemed it appropriate to prescribe an Audit Committee Charter in order to compile details relating to composition, duties, responsibilities and practical guidelines for the discharge of duties as assigned by the Board of Directors. This allows the Audit Committee to efficiently perform in accordance with the Securities and Exchange Act and the Stock Exchange of Thailand requirements. Furthermore, it has been driven as an important mechanism promoting the responsible discharge of duties by the Board of Directors by affording sufficient oversight the operation of the Company, as well as opining freely and fairly in order to create confidence and credibility of the Company's stakeholders.

#### 2. Composition and Qualifications of Audit Committee Members

2.1 The Audit Committee is comprised of at least three Independent Directors. Their qualifications, duties and responsibilities need to comply, at the minimum, with criteria prescribed by Securities and Exchange Act. and the Stock Exchange of Thailand requirements. The Audit Committee needs to serve any other assignment as given by the Board of Directors or required by the laws. And among whom there shall be at least one of the Audit Committee Members who has adequate expertized and experienced to review creditability of the Company financial reports.

2.2 The member of the Audit Committee shall hold office for a term of three years each. The Audit Committee Members is upon expiration of the term of office as a Director's expiry from office, resignation or by termination.

- 2.3 A member of Audit Committee who completing a term may be re-appointed by the Board of Directors.
- 2.4 IF the member of the Audit Committee wishes to vacate prior to expiration of the term of office he/she shall give a notice of resignation in advanced including the reason of resignation to the Chairman of the Board of Directors. The Board of Directors shall appoint a person who is fully qualified as a substitute member of the Audit Committee so that the number of members of the three Audit Committee remains in full as the Board of Directors had stipulated. The appointed member shall retain office for the remaining duration of the full term of the member whom he/she replaces.
- 2.5 The Board of Directors shall select one of the Audit Committee members to be the Chairman of the Audit Committee.
- 2.6 The Audit Committee shall receive various relevance information so that he/she acknowledge his/her duties and responsibilities under its scope of authority related to the Company's operation , continuous learning and development for internal audit which would increase the Audit Committee's capabilities to be effectiveness.

### **3. Scope of Duties**

The Audit Committee has the duties to support the Corporate Governance which promote sustainable growth especially on the process of reviewing and auditing the financial report, Internal Control, Risk Management, Internal Audits, and Compliance with Relevant Laws and Regulations with the following details

#### **3.1 Financial Reports and Audit**

- Review financial reporting of the Company in order to ensure that they correctly, credibly and sufficiently illustrate the financial status of the Company, and that the Company complies with the financial accounting standard and other relevant laws.
- Consider and propose the selection on the appointment of the auditor of the company, as well as recommend remuneration of such auditor to ensure the

obtainment of and qualified independent auditor. Including recommend the removal of the auditor due to lack of ability dereliction or malpractice.

- Promote the independence of the auditor and opine on the suitability of the auditor.

### 3.2 Internal Control, Risk Management, and Good Corporate Governance

- Review to ensure that internal control system, risk management and good corporate governance of the Company are sufficient and efficient.
- Review the Company's Anti-corruption procedures to ensure the effectiveness compliance with governing bodies guidelines starting from promoting and raising the awareness assessing the risks, incorporating the proactive preventive system, auditing, as well as reviewing the self-assessment form regarding to anti-corruption measures as assessed by Internal Audit Department and to ensure that the Company has exercised the Anti-corruption system with sufficient and effectiveness

### 3.3 Internal Audit

- Review to ensure that the internal audit systems are sufficient and efficient, and that the Internal Audit Department complies with the standards for internal audit.
- Promote the independence of Internal Audit Department by providing recommendation in respect of the appointment, the transfer and the merits of the chief audit executive
- Review and approve the annual audit plan in order to business activities and risk based factors to drive and support to the Company's strategy.
- Review the audit finding with internal auditors.
- Promote collaboration among the Audit Committee, the Management, the Internal Audit Department and the Auditor of the Company in order to ensure a unified direction.
- Control other operations and activities beyond internal audit work plan and those would not impact on independence and integrity on internal auditors.

#### 3.4 Compliance with Relevant Laws and Regulations

- Review the Company's compliance with on Securities and Exchange Act, Stock Exchange of Thailand requirements and other laws relating with the business of the Company.
- Review related transaction or transactions with possible Conflict of Interest in order to ensure compliance with the law and the requirements of the Stock Exchange of Thailand in order to ensure that such transactions are reasonable and the utmost benefit of the Company.
- Assign a special audit when the auditor inform any suspicious circumstance that the Director, Manager or any person responsible for the operation of the company commits an offence under the second paragraph of Section 281/2, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313 under the Securities and Exchange Act and report the result of preliminary investigation to the Office of Securities and Exchange Commission and the auditor within thirty days since the Company have received a suspicious circumstance 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section , and Section 312 or Section 313, and report the result of preliminary inspection to the Office of Securities and Exchange Commission and the auditor within thirty days.

#### 3.5 Anti-Corruption and Prevention of Conflict of Interest with any possibly corrupt the motivation or decision-making of that individual or organization

- Review and supervision the Company to have petition program for external parties, stakeholders including the Company staffs who can provide relevant information, any clues, whistleblowing process system or any possibly corrupt the motivation or decision-making of that individual or organization.
- Review and supervision Company's Prevention Procedure of Conflict of Interest and also includes any possibly fraud and corruption such as Acquire property or any other benefit of getting that affect the decision to the advantage of the offer.

#### 3.6 Other Duties

- Seek the advice of a third party consultant or expert where necessary at the expense of the Company.
- Review and revise the Audit Committee Charter and propose any change to the Board of Directors for Approval.
- Engage in any other duty as assigned by the Board of Directors in agreement of the Audit Committee.

#### **4. Responsibilities**

The Audit Committee is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. Additionally, the Board of Directors is also responsible to third parties for the operation of the Company as well.

#### **5. Meetings**

- 5.1 The Audit Committee should meet at least six times a year. Members of the management, Executives or relevant employees of the Company or the auditor may be invited to participate in the meeting in order to opine, submit documents or information deemed relevant or necessary.
- 5.2 For all meeting of the Audit Committee, the quorum will be met with the presence of at least two-third of all Audit Committee Members in position at that time.
- 5.3 Audit Committee Members who may have Conflict of Interests with any matter being reviewed must be reporting to committee for their consideration. After reporting and answering that matter, he/she must be excluding from that session and the rest of Audit Committee continue to review and give any suggestion with freely for voting. In case any conflict of interests may not make the director loses their neutrality, the meeting voted secretly must be two-third of the committee. In case the director loses their neutrality, he/she shall not be voted for any session. Under this matter, the audit committee secretary will provide minute of meeting including a matter of conflict of interests from member of Audit Committee.
- 5.4 Each member of Audit Committee is entitled to one vote and the decision is the meeting shall be made by a simple majority vote. The secretary to the Audit Committee

does not have the right to vote. In the case of a tie, the Chairman of the Audit Committee is to cast an additional deciding vote.

- 5.5 The Audit Committee shall organize at least one meeting in a year with the Company Managing Director and also arrange for at least one meeting with the auditor of the Company without participation of the management.

## 6. Reporting

- 6.1 An Audit Committee report must be prepared and published in the annual report of the Company, indicating the items required by Stock Exchange of Thailand and signed by the Chairman of the Audit Committee.
- 6.2 The Audit Committee must report the outcome of their operation and any significant matter related with audit report which could be impact Company's performance and target by quarterly to the Board of Director for their contribution and valued of their recommendation.
- 6.3 In the Case where the Audit Committee has detected a questionable transaction or action with potentially significant impact on the financial status and the performance of the Company, they are to report to the Board of Directors in order that may rectify within the timeframe deemed appropriate by the Audit Committee. This includes
- (1) Transaction with conflict of Interests.
  - (2) Dishonest transactions or significant abnormality or significant deficiency of the internal control systems.
  - (3) Violation of the laws and regulations on Securities and Exchange Commission Act., requirements of the Stock Exchange of Thailand or other laws pertaining to the business of the Company.

In the case where the Board of Directors or the management fails to rectify within a reasonable period of time, the Audit Committee Members may report it to the Office of Securities and Exchange Commission or the Stock Exchange of Thailand.

## 7. Performance Evaluation

The Audit Committee must evaluate their performance and report to the Board of Directors for ensuring the integrity and transparency to stakeholders with duties and responsibilities of the Audit Committee to be accomplished with effectiveness.

This Charter has been effective from March 14<sup>th</sup>, 2018 onwards

(Signed) SUPATTANAPONG PUNMEECHAOW  
( SUPATTANAPONG PUNMEECHAOW )  
Chairman  
Global Green Chemical PLC