



Charter of the Audit Committee

G-Able Public Company Limited

No. 3

Approved by the Board of Directors Meeting No. 1/2024 dated 17 January 2024

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## 1. Definitions

“the Company”	means	G-Able Public Company Limited
“the Board of Directors”	means	The Board of Directors of G-Able Public Company Limited
“the directors”	means	The directors of G-Able Public Company Limited
“the Audit Committee”	means	The Audit Committee of G-Able Public Company Limited
“member of the Audit Committee”	means	Member of the Audit Committee of G-Able Public Company Limited

## 2. Objectives

The Audit Committee was appointed to assist the Board of Directors in their supervisory duties regarding the effectiveness of the internal control system and compliance with the laws, rules and codes of conducts, including the preparation of financial reports to enhance operational efficiency is an important mechanism for the Company to have good corporate governance, transparency, credibility and to create confidence for all parties involved.

## 3. Composition

- 3.1 The Board of Directors considers and appoints the Audit Committee of at least three (3) persons, with qualifications as independent directors.
- 3.2 The Board of Directors or the Audit Committee may elect one (1) member of the Audit Committee to be the Chairman of the Audit Committee and appoints the Secretary of Audit Committee to assist in the operation of meeting appointments, preparing the agenda, submission of meeting documents and recording of minutes.
- 3.3 At least one (1) member of the Audit Committee who has knowledge, understanding and experience in accounting and finance in order to review the reliability of the financial statements.

## 4. Qualifications

The member of Audit Committee must possess the following qualifications:

- 4.1 Qualifications of being an independent director serve the rules and conditions prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand announced;
- 4.2 Not holding more than 0.75 percent of the total number of voting shares of the Company, parent company, subsidiary company, associated company, major shareholder, or controlling party, this shall include those owned by any person related to such director;
- 4.3 Neither being an executive director, staff, employee, adviser receiving regular compensation from, nor being a controlling party of the Company, parent company, subsidiary, associated company, major shareholder, unless the aforementioned characteristics have been terminated for not less than two (2) years before holding office;

- 4.4 Not being a relation, either by blood or by law, of any director, executive, major shareholder, controlling party or any person being nominated as a director, executive or controlling party of the Company or associated company; A relation shall include father, mother, spouse, sibling and child including son- or daughter-in-law;
- 4.5 Not having any business relationships with the Company, parent company, subsidiary company, associated company, major shareholder, or controlling party in such a way that may prevent the exercise of independent judgement, and neither being nor having previously been a significant shareholder or controlling party of any party that has business relationships with the Company, parent company, subsidiary company, associated company, major shareholder, or controlling party, unless the aforementioned characteristics have been terminated for not less than two (2) years before holding office;
- 4.6 Neither being an auditor to the Company, parent company, subsidiary company, associated company, major shareholder, or controlling party, nor being a significant, a controlling party or a partner of an audit firm which is the affiliation of the auditors to the Company parent company, subsidiary company, associated company, major shareholder, or controlling party, unless the aforementioned characteristics have been terminated for not less than two (2) years before holding office;
- 4.7 Neither being a provider of any professional services, including legal or financial advice, that receives service fees exceeding two (2) million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder, or controlling party, nor being a significant shareholder, a controlling person or a partner of such professional service provider, unless the aforementioned characteristics have been terminated for not less than two (2) years before holding office;
- 4.8 Not being a director who has been appointed to represent any director or major shareholder of the Company, or any shareholder related to a major shareholder of the Company;
- 4.9 Neither engaging in any business of the same nature as or in significant competition with the business of the Company or subsidiary company, nor being a significant partner of a partnership or an executive director, staff, employee, or adviser who receives regular compensation from or hold more than one (1) percent of the voting shares of another company engaging in any business of the same nature as or in significant competition with that of the Company or subsidiary company;
- 4.10 Not having any characteristics which could interfere with the exercise of their independent judgement on the Company's operations;
- 4.11 Not being a director who is assigned to make decisions in operations of the Company, parent company, subsidiary company, associated company, major shareholder, or controlling party;
- 4.12 Not being a director of a parent company, subsidiary company, or a subsidiary of the same order, only a listed company;

- 4.13 Having sufficient knowledge and experience to act as member of Audit Committee. At least one (1) member must have sufficient knowledge and experience to be able to review the reliability of the financial statements; and
- 4.14 Able to devote sufficient time to perform the duties of the Audit Committee.

**5. Appointment, Term of Office, Vacating Office**

**5.1 Appointment**

The Board of Directors or the shareholders' meeting shall appoint member of the Audit Committee, who must be independent directors of the Company.

**5.2 Term of office is as follows:**

- Chairman of the Audit Committee: three (3) years or equal to the term of directorship (whichever comes first)
- Member of Audit Committee: three (3) years or equal to the term of directorship (whichever comes first)

Upon, the Chairman of the Audit Committee and members of the Audit Committee who retire by rotation may be re-appointed.

**5.3 Vacating Office**

Apart from retirement by rotation, the directors shall vacate office upon:

1. retired from being a director of the company;
2. complete term of office;
3. death;
4. registration;
5. lack of qualifications of Audit Committee; and
6. removal by a resolution of the Board of Directors' meeting

5.4 The member of Audit Committee who wishes to resign before the retirement by rotation shall give a notice thereof to the Board of Directors at least one (1) month in advance with specify the reason. The Board of Directors will consider and appoint other qualified persons to replace the resigned member of Audit Committee.

5.5 In the case of the member of Audit Committee had been relieved before the retirement by rotation. The Company shall give a notice with reason to the Stock Exchange of Thailand, where the member of Audit Committee who relieved has an eligible to explain the reason to the Stock Exchange of Thailand as well.

5.6 Members of the Audit Committee who complete their term or are unable to complete the term of office result in the number of members being less than the required number of three (3) persons. The Board of Directors or the shareholders' meeting should appoint a new member of Audit Committee immediately or at the latest within three (3) months from the date the number of members

is incomplete. To ensure continuity in the operation and the number of members of Audit Committee is complete as prescribed by the Company's directors in this charter. The replacement member shall hold office only for the remaining term of the member of Audit Committee whom he/she replaces.

## 6. Power of Duties and Responsibilities

- 6.1 To review that the Company and its subsidiaries have accurate and adequate financial reporting.
- 6.2 To review the internal control system and the internal audit system of the Company and its subsidiary company to be appropriate and efficient, including considering the independence of the internal audit unit as well as to approve the appointment, transfer, and dismissal of the head of the internal audit unit or any other unit responsible for internal audits.
- 6.3 To review the Company's compliance with the securities and exchange law, the Stock Exchange of Thailand's regulations, and the laws relating to the business of the Company and its subsidiaries.
- 6.4 To consider, select, and propose for appointment an independent person to act as the Company's auditor and propose the remuneration of such person, including attending a meeting with the auditor without management at least once a year.
- 6.5 To consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand. This is to ensure that the transaction is reasonable and for the utmost benefit of the Company.
- 6.6 To prepare an Audit Committee's report disclosed in the Company's annual report, which must be signed by the Chairman of the Audit Committee and must contain at least the following information:
- (a) An opinion on the accuracy, completeness, and credibility of the Company's financial reports;
  - (b) Opinions on the adequacy of the Company's internal control system;
  - (c) Comments on compliance with securities and exchange law, stock exchange requirements, or laws related to the company's business;
  - (d) Opinion on the suitability of the auditor;
  - (e) Comments on transactions that may have conflicts of interest;
  - (f) Number of Audit Committee meetings and attendance of each member;
  - (g) Overall opinions or observations received by the Audit Committee in the performance of duties under the Charter; and
  - (h) Other items that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
- 6.7 The Audit Committee may seek opinions from independent consultants or from any other professional advisers when it deems it necessary and appropriate, where the Company is responsible for the expenses.

- 6.8 To evaluate the performance of the Audit Committee by assessing the performance as a group and individual basis annually.
- 6.9 To review the Charter of Audit Committee at least once a year.
- 6.10 To perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.

## 7. Meetings

- 7.1 The Audit Committee shall hold a meeting as it deems appropriate at least once a quarter in accordance with the financial reporting period. The Chairman of the Audit Committee may hold a special meeting upon request from the member of Audit Committee, the internal auditor, the external auditor, or the Chairman of the Board deems it appropriate to discuss jointly.
- 7.2 At the Audit Committee's meeting, there must be at least half of the Audit Committee members attending each meeting or not less than two-thirds (2/3) of the total number of Audit Committee members in office at that time to constitute a quorum. In case the Chairman of the Audit Committee is not present or unable to perform his/her duties, the member of Audit Committee present at the meeting shall elect one member as the presiding chairman.
- 7.3 The Audit Committee shall hold a meeting only with the Company's auditor without the management at least once a year, which may be held as a special meeting in addition to the regular meeting, or to be part of the regular meeting of the Audit Committee, which may include other agenda items.
- 7.4 The Audit Committee should clearly set the agenda in advance and assign a person to send a notice together with the agenda and meeting documents to the Audit Committee and all attendees at least seven (7) days prior to the meeting date. Therefore, the Audit Committee has sufficient time to consider matters or request additional information for consideration. Except in case of urgent need to preserve the rights or benefits of the Company, the meeting may be called by other methods or an earlier meeting date may be specified.
- 7.5 The resolution of the meeting shall be made by a majority vote of the Audit Committee attending the meeting, with one member having one vote.
- 7.6 The Audit Committee can invite relevant persons, including: directors, executives or employees of the Company and/or companies in the group or the auditor to attend the meeting or send documents as the Audit Committee deems relevant or necessary.
- 7.7 Members of the Audit Committee who have a stake in any matter being considered are prohibited from participating in such considerations. In this regard, the Audit Committee has the right to vote one (1) vote each and a majority vote is used as a criterion.

## 8. Reporting

The Audit Committee is responsible for reporting activities to the Board of Directors or any other duties assigned by the Board of Directors. The Audit Committee's report is important to the Board of Directors, shareholders and general investors as it expresses an independent and straightforward opinion. As a result, the Board of Directors is confident that the management is carefully managed and takes into account the equal interests of all shareholders. The aforementioned report is disclosed in the Company's annual report showing the items as announced by the Stock Exchange of Thailand and certified by the Chairman of the Audit Committee.

### 8.1 Reporting to the Board of Directors

#### 8.1.1 Regular reports on the activities of the Audit Committee to inform the Board of Directors

- Minutes of the Audit Committee's meeting which clearly state the opinions of the Audit Committee on various matters
- Summary report of activities performed during the year
- Reports on financial reports, including transactions with parties who may have conflicts of interest, internal audits and internal audit processes
- Any other reports that the Board of Directors should be aware

#### 8.1.2 Immediately report to the Board of Directors to find solutions in a timely manner.

- Conflict of Interest Report
- Suspicions or assumptions that there may be corruption or material irregularities in the internal control system
- Suspicions that there may be a violation of the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand, or any law relating to the Company's business.
- Any other reports that the Board of Directors should be aware

### 8.2 Reporting to Official Authorities

If the Audit Committee has reported to the Board of Directors any material impact on the financial position and performance and there have been discussions with the Board of Directors and executives that there must be improvements, upon the expiration of the jointly stipulated time, if the Audit Committee finds that there is an unreasonable neglect of the said remedial action, any member of the Audit Committee or the Audit Committee may report such findings to the Securities and Exchange Commission or the Stock Exchange of Thailand.



8.3 Reporting to shareholders and general investors

Report on activities performed during the year in accordance with the duties and responsibilities assigned by the Board of Directors, which is signed by the Chairman of the Audit Committee and disclosed in the Company's annual report.

9. Advisor

The Audit Committee can consult independent experts as appropriate at the company's expense.

10. Performance Evaluation

Assessing the performance of the Audit Committee may use self-assessment method by evaluating the overall results on a group and individual basis and reporting the results of the assessment to the Board of Directors at least once a year.

11. Charter Review

The Audit Committee will review the Charter of the Audit Committee annually and will recommend amendments as it deems appropriate for the Board of Directors to consider and approve.