

**Audit Committee Charter**  
**Global Power Synergy Public Company Limited**

-----

In order to support the procedure of auditing appropriately along with the practical guideline of the requirements of the Stock Exchange of Thailand (SET) “qualifications and framework of Audit Committee”, the Board of the Audit Committee plays the very important role in promoting accomplishment of Global Power Synergy Public Company Limited, to ensure that the company has good corporate governance and reputation conforming the economic system and social change, as well as to guide the internal audit system of the company efficiency and effectively.

Item 1 This charter is called “Audit Committee Charter of Global Power Synergy Public Company Limited”.

Item 2 This charter will be effective from **14** August 2019 onwards.

Item 3 “Audit Committee Charter of Global Power Synergy Public Company” announced on 18 October 2018 is cancelled.

**Chapter 1**

**General Provision**

Item 4 In this Charter

“Company” refers to Global Power Synergy Public Company Limited.

“The Board of Directors” refers to The Board Committee of Global Power Synergy Public Company Limited.

“The Board of the Audit Committee” refers to The Board of the Audit Committee of Global Power Synergy Public Company Limited.

“The Audit Committee” refers to the Audit Committee Member in the Board of the Audit Committee of Global Power Synergy Public Company Limited.

“Internal Audit” refers to the Audit function assigned by Global Power synergy Public Company Limited to create the highest confidence in the company and credibility to stakeholders in terms

of the process of internal control activity, corporate governance, risk management, and governance control systems. With sufficient knowledge and experience, the Audit Committee would contribute to the governance of business to fairly and freely resolve the consequential issues for enhancing the company's highest values. This acts as the important matter that can drive the operational procedure to achieve the company's goal dramatically.

"Internal Audit Department" refers to Corporate Internal Audit of Global Power Synergy Public Company Limited.

"Chief of Internal Audit Department" refers to the Vice President of the Internal Audit Department of Global Power Synergy Public Company Limited.

"Internal Auditor" refers to the officer under Corporate Internal Audit who is responsible for internal audit and the full scope of internal audit work.

"Chief Executive" refers to the President and Chief Executive Officer of Global Power Synergy Public Company Limited or the Deputy Director (acting President and Chief Executive Officer), or including the person who is assigned authority directly by the President and Chief Executive Officer.

"Senior Executive" refers to the top management of Global Power Synergy Public Company Limited who is ranked as the second authority next to President and Chief Executive Officer such as middle manager upwards.

"Auditee" refers to a group of department categorized by Global Power Synergy Public Company Limited and regarded as a group of Subsidiary company, joint venture company, and/or other related companies.

"Stock Exchange of Thailand" refers to the Stock Exchange of Thailand (SET).

"Related Transaction" refers to the list of related transactions as defined by The Board of Capital Market Supervisory according to regulations of related transactions, including the requirement of the stock exchange of Thailand when enrolled as a listed company.

"Verify" refers to reviewing or examining the procedures, methods, conditions, and also the situation of the company.

“Conflict of Interest” refers to any operational processes that cause the company’s loss of profit due to the operator who lacks impartiality and does not conform to the company’s regulations.

Item 5 The Board of the Audit Committee has responsibility to review the charter on a regular basis by consideration and approval of any requirements in order to review the conditions, to approve any project processes, and to resolve any significant incidents.

If The Board of the Audit Committee approves that the Audit Committee charter should be edited, the Audit Committee have the authority to reconsider and draft any additional details of this charter in order to propose them to The Board of Directors for approval.

## **Chapter 2**

### **The Audit Committee**

#### **2.1 Composition, Qualification, Term of Completion and Discharge**

Item 6 The Board of Directors appoints The Board of the Audit Committee which consists of one chairman and at least two but not more than four members. All members are independent. And the Chief of the Internal Audit Department plays a role as a secretary.

At least one of the Audit Committee members should have sufficient knowledge and experience in accountancy and finance in order to credibly verify financial statements of the company.

The Company shall report on a resolution to appoint an audit committee, and prepare a name list and scope of work of its audit committee in the form as prescribed by Stock Exchange of Thailand. Such name list and scope of work must be submitted to Stock Exchange of Thailand in accordance with the procedures under Stock Exchange of Thailand’s regulations relating to reporting via an electronic media. In addition, The Company shall submit the representation letters and curriculum vitae of the members of its audit committee to Stock Exchange of Thailand within 3 (three) business days from the date on which its board of directors meeting passes a resolution to appoint those committee members.

Item 7 The qualifications of the Chairman of the Audit Committee and members are as follows:

7.1 the person is independent director of the company.

7.2 the person is fully devoted to contributing to the company and reviewing company issues to the Board of Directors freely and fairly.

7.3 the person meets the requirements of the Stock Exchange of Thailand's Policy.

Item 8 The Audit Committee has the same term for the position as The Board of Directors; moreover, it will discharge the positions of the Audit Committee by term of completion, by death, by retirement, by disqualification, by discharge from the position of The Board of Directors, and by the conclusion of The Board of Directors that decide to discharge the Audit Committee for any reason.

In the case that the Audit Committee member is discharged by removal before completion of the term, the representative of the company will inform SET with the reasons for the discharge. However, that Audit Committee which is discharged might clarify and explain the reason to SET as well.

Item 9 The Audit Committee which is completing the term might be reappointed by the Board of Directors.

Item 10 The Audit Committee member who wishes to resign before completion of the term should inform The Board of Directors in advance; at least 1 month, as well as indicate his/her reason for The Board of Director would appoint another member with fitting qualifications as his/her replacement. Moreover, the representative of the company will give notice to SET about retiring from the Audit Committee with his/her resignation.

Item 11 In the case that one of the Audit Committee members completes his/her term or the position becomes vacant for other reasons, the Board of Directors might appoint another person with fitting qualifications to maintain the required number of the Audit Committee members within at least three months, as per criteria no.5 of companies listed in the Stock Exchange of Thailand. The replacement member will serve only the remaining term of the Audit Committee for whom he/she replaces.

W.

## **2.2 Scope of Duties**

Item 12 The Board of the Audit Committee contributes to support the good corporate governance of the company, particularly concerning financial status, internal control system, internal audit, and compliance with the law. The scope of duties is detailed as follow:

12.1 Consider the Audit Committee Charter to conform with the scope of responsibility and communication to the Board of Directors, then review the appropriate and correctness of the Charter at least once a year.

### **12.2 Complete and review financial reports:**

12.2.1 Review the process of financial audits, financial status, and essential evidence and facts in order to ensure that they are credibly, correctly, and sufficiently illustrating the financial statements of the company, and that the company complies with accounting standard and other relevant laws.

12.2.2 Consider and recommend the selection and appointment of the auditor, as well as suggesting remuneration for the auditor to ensure the obtainment of an independent auditor, Including recommend the removal of the auditor due to lack of ability dereliction or malpractice.

12.2.3 Support the independence of external auditor and suggest the suitability of external auditors. In addition, the Audit Committee should hold the meeting at least once a year with the external auditors without any participation of management or other person.

### **12.3 Internal control :**

12.3.1 Review to ensure that the internal control systems, internal audit systems, and risk management of the company are efficient and effective, as well as to regulate appropriately the conforming the standard of Internal Audit.

12.3.2 Guide and give any advice to management to improve processes and the working system effectively in order to reduce any risk factors and report the correctness of financial statements.

12.3.3 Advice the set-up policy of good governance, to ensure that the assessment of all the actions comply with good governance policy.

12.3.4 Review operational procedures and company management to ensure that the company has operated correctly by policies, compliance, requirements, announcements, work procedures, and relevant laws.

12.3.5 Review and suggest a process for complaints and the whistle blowing policy.

12.4 Internal Audit :

12.4.1 Review to ensure that the internal audit system is appropriate and efficient, and that the internal audit department complies with the standard of internal audit, as well as considering the quantity of human resources, budgets, and the independence of the Internal Audit Department.

12.4.2 Set the scope of internal auditing and review auditing plan, as well as considering the approval of annual audit plans, and revising plans (if the internal audit department proposes this) including the examination of the report of audit activity.

12.3.3 Consider and assess the performance of the Chief of the Internal Audit Department.

12.4.4 Review and consider to appoint, transfer, and remove the Chief of the Internal Audit Department.

12.4.5 Review and approve the Internal Audit Charter.

12.4.6 Corporate understanding among the Audit Committee, the Management, the Internal Audit Department, and external auditor with the same direction, including the consideration of the scope of the external auditor's responsibilities that would support the internal audit and vice versa.

12.5 Compliance with the law and other relevant regulations:

12.5.1 Review compliance with the law on securities, the stock exchange of Thailand, the regulations of the stock exchange of Thailand, and other laws relevant to the business of the company.

12.5.2 Review the effect of related transactions or conflicts of interest or the possible corruption to the company that complies with the law and regulations of the Stock Exchange of Thailand in order to ensure that a transaction is reasonable and of the utmost benefit to the company.

12.5.3 Review the Audit Committee Charter at least once a year and propose it to the Board of Directors for approval.

12.5.4 The Audit Committee should conduct self-assessment, then report the result with problems or obstacles if the work was unsuccessful to the Board of Directors annually.

## 12.6 Reporting

12.6.1 The Board of the Audit committee report must be exposed and published on the company's annual report signed by the chairman of the Audit Committee. The report is detailed as follows:

12.6.1.1 Committee's advice in the case of the utmost credibility and accuracy of company's financial status.

12.6.1.2 Committee's advice in the case of the effectiveness of the internal control system.

12.6.1.3 Committee's advice of the company's compliance with law on the policy of the Stock Exchange of Thailand, regulations of the stock exchange, and other relevant laws of company business.

12.6.1.4 Committee's advice in the case of the suitability of the Auditor's selection.

12.6.1.5 Committee's advice in the case of the possible incident of a conflict of interest.

12.6.1.6 The quantity of meeting arrangements and the frequency of Audit Committee's participation in meetings.

12.6.1.7 The comments of the Audit Committee regarding the compliance with the Audit Committee Charter.

12.6.1.8 The regulations that Shareholders and common investors should know according to The Board of Director's scope of responsibility.

12.7 Other duties:

12.7.1 Seek independent specialist experts in order to help review some issues continuously and most effectively to propose them to the Board of Directors for approval at the expense of the company. However, the process of employment should comply with the company's regulations. In addition, the Board of Directors is authorized to assign a team to support the Audit Committee's activities.

12.7.2 In the case that the Audit Committee has received a report from internal auditors about any unusual action against compliance, work procedures, policies, company announcements, company direction, a report to the management can be made in order to consider and take action by responsibility department.

In case that the Audit Committee has received a report from the internal auditors about any unusual items or actions with the possibility of a negative impact on company progression such as

- conflicts of interest
- corruption or unusual actions or significant defects of internal control system
- law infraction or other regulations of the Securities Exchange of Thailand or other relevant laws that are related to company business

The Audit Committee must report matters to the Board of Directors immediately in order to rectify solutions deemed appropriate. If it is found that the Board of Directors and the Management will not response to the action within limited timeframe, one of the Audit Committee might report or give notice directly to the Securities of Thailand.

12.7.3 In the case that the Audit Committee has received notice from auditors that Committee, Management or persons who responsible for the company business have any unusual actions that offend (related to Securities and Exchange Act Section 281/2 space two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313), it is the



responsibility of the Audit Committee to examine and report superficial results to the Board of Directors, then notify SET and the external auditor within 30 days of the first day's notification from the external auditor.

12.7.4 The Audit Committee has other responsibilities with the consent which is assigned by the Board of Directors or shareholders or other relevant laws.

In the case that the audit committee's duties are changed, the Company shall report on a resolution to change its duties, and shall prepare a name list and scope of work of the audit committee according to such change in the form as prescribed by Stock Exchange of Thailand. Such name list and scope of work must be submitted to Stock Exchange of Thailand within 3 (three) business days from the date on which the change is made in accordance with the procedures under Stock Exchange of Thailand's regulations relating to reporting via an electronic media.

Item 13 To serve the responsibility as Item 12: the Audit Committee needs to directly serve the Board of Director as per the scope of responsibility. In addition, the Board of Directors needs to review company's procedures against external resources.

### **2.3 Audit Committee Meeting**

Item 14 The Board of the Audit Committee should meet at least once quarterly. The Chairman of the Audit Committee might arrange a special meeting occasionally as is appropriate or might hold the meeting because of the request of the Audit committee themselves, internal auditors, or the company's auditor. For each meeting, the order of Agenda should be prepared and organized in advance. In the case of most important subject, the Management, the company's auditor, and specialist might be invited to be part of the meeting. In addition, the Audit Committee needs to arrange the meeting about to analyze financial status and to review financial matters at least once a year with an independent company's auditor and without any participation of the Chief Executive, the Management, or member of any department.

Item 15 For all meetings of the Audit Committee, the quorum of meeting should include the presence of at least a half of all Audit Committee members. The meeting is to be chaired by the Chairman

of the Audit Committee; otherwise, select one of the Audit Committee members in the position of Chairman if he is absent at that time.

Item 16 The resolution is passed by means of the majority of the vote which a member of the Audit Committee has one right to vote. In the case of a tied vote, the Chairman of the Audit committee is to vote as the final resolution. However, the secretary of the Audit Committee does not have the right to vote.

If the Audit Committee member would benefit from the subject for approval, he/she does not have the right to vote either.

Item 17 Secretary of the Audit Committee or those who are assigned by the secretary of the Audit Committee will note and take formal minutes of the Audit Committee.

### **Chapter 3**

#### **Internal Audit Department**

##### **3.1 Structure Member and Qualification**

Item 18 Internal Audit Department directly belongs under The Board of the Audit Committee for the responsibility of the Internal Audit Department.

In the case of general management, the Internal Audit Department belongs directly under the Chief Executive unless the chief of the Internal Audit Department is appointed, transferred, removed, and assessed as identified in Item 19 However, the Chief Executive cannot appoint the Chief of the Internal Audit Department for other positions while performing internal audit functions.

The Chief Executive should recruit and select officers of the Internal Audit Department properly conforming to the quantity of work and the complicated activities of the company. In addition, the Internal Auditor will be supported and encouraged to develop knowledge, skills, and competency by continuously attending professional courses.

Item 19 The Audit Committee is authorized to appoint, transfer, remove, and assess the operation of the Chief of the Internal Audit Department. And the opinions of the Chief Executive are considered.

Item 20 The qualifications of the Chief of the Internal Audit department and internal auditors are as follows:

20.1 at least a Bachelor's degree.

20.2 having background knowledge, skills, and competency in the area of internal audits and related work.

20.3 having knowledge on relevant laws, compliance, regulations, and company announcement relating to the company's business.

20.4 having knowledge of the company's compliance, good corporate governance, risk assessment, and internal controls.

Item 21 The Chief of the Internal Audit Department and Internal Auditor must be independent and irrelevant in any conflict of interests in the company's activities for the highest integrity. In addition, they must not audit their own role in management area within one year.

### **3.2 Scope of work and Responsibility**

Item 22 The Internal Audit Department should outline the Internal Audit Charter conforming to the scope of the company's business that is approve by The Board of the Audit Committee and re-examine the charter at least once a year.

Item 23 The Internal Audit Department should arrange annual audit plans and long-term audit plans to propose to The Board of the Audit Committee for approval, and also propose information to The Board of Directors.

During the fiscal year, if the Chief of Internal Audit Department need to review the annual audit plans as paragraph 1, she/he needs to propose the annual audit plan in an edited version to The Board of Audit Committee for approval, and also inform The Board of Directors.

Item 24 The Internal Audit Department must conduct self-assessment annually in line with the approval of The Audit Committee in order to ensure that the process of internal audits is efficient and

effective in compliance with the company. Report the result of assessments, issues, obstacles including improvement plan to Chief Executive Officer and The Board of the Audit Committee for information.

Item 25 The responsibility of the Internal Audit Department which is in charge of internal audits to companies, subsidiary companies, joint venture companies or related companies are:

25.1 review the effectiveness and efficiency of the Internal Audit process, good corporate governance process, and risk management process.

25.2 Review whether Finance or Non-Finance report is accurate and credible in line with relevant laws, compliance, announcements, procedures, and regulations of the company.

25.3 Review the list of conflicts of interest, the possibility of corrupt incidents, and the effectiveness of company according to risk management against internal corruption.

25.4 Report the conduct of internal audit assessment and suggest the improvement of procedures or measure in order to interact with the management and the Board of the Audit Committee.

25.5 Co-operate with independent auditors in order to plan and prescribe the scope of internal audit functions for the highest benefit of the company.

25.6 Continuously develop knowledge and competency to internal auditors for a high quality of work.

25.7 Receive complaints and find more supporting information as per the Board of Audit Committee or Chief executive.

25.8 Perform other functions approved by the Audit Committee; hence, those duties do not affect the efficiency and effectiveness of internal audit processes.

Item 26 The Internal Audit Department must serve the responsibility of the audit activity in line with annual plans that are approved by the Board of the Audit Committee.

Item 27 In the case of the responsibility in specific functions and requirements of professional experts, the Chief of the Internal Audit Department should propose the Board of the Audit Committee to approval the selection of an employment specialist as Item 12.7.1.

Item 28 Report and issue any suspicious incidents of the company detected by the Internal Audit Department to the Board of the Audit Committee in order to inform the Chief Executive later.

In the case that any suspicious incidents consequently affect company losses, conflicts of interest, and corruption or violations of the internal controls, report and discuss the issue immediately to the Board of the Audit Committee and also the Chief Executive to inform the Board of Directors.

#### **Chapter 4**

##### **Audited Agency**

Item 29 Audited agency is responsible for

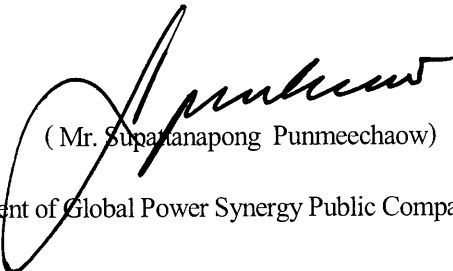
29.1 The operations and comfort of internal auditor.

29.2 Preparation and arrangement of the evidence or papers, including all complete, for audit.

29.3 Information and discussion of any queries raised by internal auditor, including the need for information.

29.4 Support of the internal audit to easily access the technology system of the internal audit department.

Announced date **14** August 2019

  
( Mr. Supattanapong Punmeechaow )  
President of Global Power Synergy Public Company Limited

