

ASSETwise

Audit Committee Charter

AssetWise Public Company Limited

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Audit Committee Charter

The Board of Directors of AssetWise Public Company Limited (“the Company”) understands the importance of shareholders, stakeholders, and most importantly, customers who have always trusted in the Company. To achieve the Company's good corporate governance policy, the Company aims to promote the creation of a systematic work standard in accordance with good corporate governance.

One approach of good corporate governance is establishing an Audit Committee to assist the Board of Directors in supervising, reviewing, and auditing the Company to ensure adequate, accurate, and transparent corporate governance, as well as a reliable financial reporting system for the best interest of investors and all stakeholders. This is also to comply with the related requirements, regulations, and announcements of the Securities Exchange Commission and the Stock Exchange of Thailand. The Board of Directors therefore deems it appropriate to enact this Audit Committee Charter to be used as a guideline for further operations with details as follows:

1. Definition

“Company”	means AssetWise Public Company Limited
“Board of Directors”	means the Board of Directors of AssetWise Public Company Limited
“Independent directors”	means directors of AssetWise Public Company Limited who have qualifications as specified in the Capital Market Supervisory Board Notification No. Tor Chor 39/2016 <i>Re: Application for and Approval of Trade for Newly Issued Shares (and amended)</i>
“SEC”	means the Securities and Exchange Commission
“SET”	means the Stock Exchange of Thailand
“Independence”	means opinion of the Audit Committee can be made independently within the scope of the mission assigned by the Board of Directors without influence of any person or group of people over its tasks or without certain situations forcing the Audit Committee to perform its duties in expression of expected opinions or reports.
“Executives”	means executives as defined in the Notification of the Securities and Exchange Commission No. Kor Chor. 17/2551 <i>Re: Definitions in the Announcement Regarding Issuance and Offering of Securities</i> (and amended).
“Internal Audit”	means the Internal Audit Department established as a unit of the Company which the results of its operations shall be reported directly to the Audit Committee and the outsourced third parties that the Company hires to collaborate with the Internal Audit of the Company.

2. Appointment

- 2.1 The Board of Directors shall appoint the Audit Committee which comprises at least three independent directors.
- 2.2 The Board of Directors or the Audit Committee shall elect one member of the Audit Committee to act as the Chairman of the Audit Committee.
- 2.3 The Audit Committee shall appoint the highest executive or the manager of the Company's Internal Audit Department as the secretary of the Audit Committee, whose roles include preparing and organizing the Audit Committee's meetings, as well as ensuring that there are reports to the Board of Directors, investors, shareholders, and the SET. The secretary of the Audit Committee has a duty to attend such meetings, but has no right to vote on the Audit Committee.

3. Composition and Qualifications of the Audit Committee

- 3.1 The Audit Committee must be comprised of at least 3 independent directors appointed by the Board of Directors. One member of the Audit Committee shall act as the Chairman of the Audit Committee and at least two members act as the Audit Committee members.
- 3.2 The Audit Committee must have the qualifications as specified in the Capital Market Supervisory Board Notification No. Tor Chor 39/2016 *Re: Application for and Approval of Trade for/of Newly Issued Shares (and amended)*.
- 3.3 The Audit Committee must have adequate knowledge and experience to be able perform the duties of the Audit Committee. There must be at least one Audit Committee member who has adequate knowledge and experience in accounting or finance as required in performing their duties in reviewing the reliability of the Company's financial statements.

4. Scope of duties and responsibilities of the Audit Committee

- 4.1 The Audit Committee shall supervise the operations of the Company to superintend the implementation of these anti-corruption measures and to ensure clarified management with integrity and responsibilities of the Executive Committee or the executives towards the shareholders of the Company. The Audit Committee shall also ensure that the Executive Directors and executives of the Company manage the business according to the policy of the Board of Directors with accuracy, completeness, and the required standards.
- 4.2 The Audit Committee shall have duties and responsibilities assigned by the Board of Directors as follows:
 - 4.2.1 Review financial reports of the Company and its subsidiaries to ensure accuracy, completeness, and reliability, as well as sufficient disclosure of information before proposing the financial reports to the Board of Directors. The Audit Committee coordinates with external auditors and the responsible executives to prepare quarterly and annual financial reports, as well as disclose sufficient relevant information of the Company. The Audit Committee may suggest the auditors review or audit any items that they deem important and necessary. The Audit Committee must attend a meeting with the auditors without the management at least once a year.
 - 4.2.2 Consider and approve significant changes in accounting principles or accounting practices proposed by the Company's management.

- 4.2.3 Review the internal control system of the Company and its subsidiaries to ensure its appropriateness and effectiveness. The Audit Committee must also monitor the independence of the Internal Audit Department and may suggest a review or auditing of any items that are deemed important and necessary. The Audit Committee shall also provide suggestions for important and necessary improvements and revisions of the internal control system to the Board of Directors by reviewing together with the Internal Audit Department.
- 4.2.4 Approve appointments, transfers, or termination of the Head of Internal Audit Department and/or hiring of an internal audit firm or any other organizations responsible for internal auditing.
- 4.2.5 Supervise and ensure independence of auditors and the Internal Audit Department in their duties.
- 4.2.6 Ensure that the Company's operations comply with laws on securities and exchange, the SET's regulations, or other laws relevant to the Company's business.
- 4.2.7 Consider, select, and propose appointment of the Company's auditors, as well as consider and propose auditors' remuneration to the Board of Directors for approval from the shareholders' meeting.
- 4.2.8 Consider and review the performance report of the Internal Audit Department and approve the annual internal audit plan.
- 4.2.9 Consider and provide opinions on connected transactions or other transactions that may have conflicts of interest of the Company and its subsidiaries. The Audit Committee shall ensure disclosure of information and action in accordance with relevant law, announcements, and requirements of the SEC and the SET, as well as control policies and governance mechanisms of the business which the Company has invested in to ensure that such transactions are reasonable and in the best interest of the Company and its subsidiaries.
- 4.2.10 Prepare the Audit Committee's report which shall be disclosed in the annual report of the Company. The said report must be signed by the Chairman of the Audit Committee and must at least contain the following information:
- 1) Opinions on the accuracy, completeness, and creditability of the financial reports of the Company and its subsidiaries;
 - 2) Opinions on the adequacy of the internal control system of the Company and its subsidiaries;
 - 3) Opinions on the compliance with the law on securities and exchange, the SET's regulations, or other laws relevant to the business of the Company and its subsidiaries.
 - 4) Opinions on the suitability of the auditors;
 - 5) Opinions on transactions that may lead to conflicts of interest;
 - 6) Number of the Audit Committee's meetings and the attendance of each audit committee member;
 - 7) Overall opinions or observations which the Audit Committee notes from performing its duties under the Audit Committee Charter.
 - 8) Report of the Audit Committee's operations which must be submitted to the Board of Directors on a regular basis at least once every quarter;
 - 9) Other items that the shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors.

4.2.11 In the performance of duties of the Audit Committee, if found or in doubt that there are any of the following transactions or actions which may have a significant impact on the financial status and performance of the Company, the Audit Committee shall report to the Board of Directors for improvement and revision within the time the Audit Committee deems appropriate:

- 1) Transactions that cause conflicts of interest;
- 2) Frauds, anomalies, or significant defects in the internal control system; and
- 3) Violation of the law on securities and exchange. SET's regulations, or laws relevant to the Company's business.

If the Board of Directors or the management does not make amendments within the period above, any member of the Audit Committee may report the aforementioned transaction or action to the SEC and the SET.

4.2.12 The Audit Committee may seek independent opinions from other professional advisors or subject-matter experts at the Company's expense with the approval of the Board of Directors. Nonetheless, the employment process shall be done in accordance with the Company's regulations.

4.2.13 Perform any other tasks as assigned by the Board of Directors which the Audit Committee agrees upon.

4.2.14 Ensure that the Company has a whistleblowing channel for receiving clues or complaints regarding inappropriate reports in financial statements or other issues. Whistleblowers must be assured that there is an independent review process and appropriate prosecution.

5. Meetings

5.1 The Audit Committee Meeting shall be held at least once every quarter in accordance with preparation periods for the financial reports.

5.2 The Chairman of the Audit Committee may call a special meeting of the Audit Committee if requested by the Audit Committee members, internal auditors, auditors, or the Chairman of the Board of Directors.

5.3 Calling of the Audit Committee Meeting shall be done by the Chairman of the Audit Committee or the Audit Committee's secretary under an order of the Chairman of the Audit Committee. Meeting invitation letters must be sent to all Audit Committee members at least 7 days before the meeting date, unless it is an urgency in which members may be notified by other methods, or the meeting may be held earlier than the specified period.

5.4 Audit committee members who have interests in any matter shall have no right to vote on such matter.

5.5 Voting at the Audit Committee Meeting shall take the opinion of the majority vote. In the case of equal votes, the chairman of the meeting shall have one more vote as a casting vote. Any other person who does not vote for approval shall be presented as a contradictory opinion to the Audit Committee.

5.6 The Chairman of the Audit Committee shall always report the results of the meeting to the next meeting of the Board of Directors for acknowledgment.

5.7 The secretary of the Audit Committee or an authorized person shall record the minutes of the meeting.

6. Reports

- 6.1 The Audit Committee must report the results of the meetings or any other reports that the Board of Directors should know to the Board of Directors on a regular basis. In addition, the Audit Committee shall be responsible for preparing a report on the results of the anti-corruption audit to the Board of Directors on a regular basis.
- 6.2 The Audit Committee shall report to the Board of Directors in the event that the Audit Committee finds or has doubts that there are any of the following items or actions that may have a significant impact on the financial position or the performance of the Company, so adjustments can be made within the time the Audit Committee deems appropriate:
- 1) Transactions that cause conflicts of interest;
 - 2) Frauds, anomalies, or significant defects in the internal control system; and
 - 3) Violation of the law on securities and exchange. SET's regulations, or laws relevant to the Company's business.

If the Board of Directors or the management does not make amendments within the period above, any member of the Audit Committee may report the aforementioned transaction or action to the SEC and the SET.

- 6.3 The Audit Committee shall report the preliminary audit results to the SEC and the auditor within 30 days from the date of receiving notification from the auditors, in case of being informed of facts from the auditor about the discovery of suspected circumstances that directors, executives or persons responsible for the operation of the company have committed an offense under the law.

7. Term of Office and Remuneration

- 7.1 Members of the Audit Committee shall hold office for a term of 3 years, with 1 year referring to the time period between the date of the Annual General Meeting of Shareholders on the appointed year and the date of the Annual General Meeting of Shareholders in the following year. The Audit Committee members who retire by rotation may be nominated and reappointed back on the Audit Committee.
- 7.2 Members of the Audit Committee shall have a working term in accordance with their term as a director of the Company. The Audit Committee members who vacate office upon the expiration of such term may be reappointed back on the Audit Committee.
- 7.3 In addition to the termination of office as mentioned above, members of the Audit Committee shall vacate office upon:
- 1) Death;
 - 2) Resignation;
 - 3) The Board of Directors' meeting resolves to vacate office; and
 - 4) Lack of qualifications as an Audit Committee member under this regulation or possesses prohibited characteristics as specified in the public company law. In addition, the Audit Committee members must not have any characteristics indicating a lack of suitability to be entrusted to manage a publicly owned business as specified by the Securities Exchange Commission.

- 7.4 Any member of the Audit Committee may resign from their position before the end of their term, but they are required to submit a resignation letter, including their resignation reason, at least 30 days in advance to the Chairman of the Board of Directors for approval. The Company will notify such resignation together with a copy of the resignation letter to the SET. The Board of Directors shall then appoint another member of the Audit Committee within 90 days from the date the former member resigns.
- 7.5 In the event that the Audit Committee vacates the position as a whole, the Audit Committee who vacates such office shall remain in office for the purpose of continuing work until the new Audit Committee takes over.
- 7.6 In the event that a member position of the Audit Committee is vacant due to reasons other than the expiration of the term, the Board of Directors of the Company shall appoint a qualified person to be an Audit Committee member in place of the vacated position within 90 days so that the number of Audit Committee members has reached the number specified by the Board of Directors. The person who can serve as a replacement member of the Audit Committee may hold office for the remaining term of the former member of the Audit Committee whom he or she replaces.
- 7.7 For remuneration, if there are any other compensations other than the Audit Committee members' general remuneration, such compensations shall be determined by the annual general meeting in each year. The Company must also disclose all the Audit Committee's remunerations in the annual report of the Company.

8. Meetings

- 8.1 At every Audit Committee Meeting, there must be attendance of no less than half of the total number of Audit Committee members appointed by the Company's Board of Directors to constitute a complete quorum.
- 8.2 In the event that the Chairman of the Audit Committee is absent at the meeting or is unable to perform the duties, the Audit Committee members present at the meeting shall elect one of the Audit Committee members to preside over the meeting.
- 8.3 Decisions of the meeting shall be made by a majority vote and shall be considered resolutions.
- 8.4 Each member of the Audit Committee has one vote, but if any Audit Committee member has a stake in any matter, such member shall refrain from voting on that matter.
- 8.5 The chairman of the meeting shall have one more vote to act a casting vote if the votes are equal in the request for a voting resolution in the meeting.
- 8.6 The secretary of the Audit Committee acts as secretary of the meeting to take notes and record meeting minutes, then proposes them to the Audit Committee for consideration and further presentation to the Board of Directors before the next Audit Committee meeting. They are also to monitor the progress of various actions in accordance with the Audit Committee's meeting resolutions, and they shall report to the Audit Committee for acknowledgment in the next meeting, unless there is a meeting on matters that the Audit Committee deems to be sensitive which require specific joint consideration.

9. Reports of listed companies to the SET

9.1 Appointment of the Audit Committee

9.1.1 Report the resolution of the Board of Directors' meeting to appoint the Audit Committee, as well as the names of the Audit Committee members and scope of the Audit Committee in accordance with the regulations of the SET.

9.1.2 Submit the certificates and biography of the Audit Committee members, as well as the report on the resolution to appoint the Audit Committee to the SET within 3 days from the date on which the Board of Directors resolves to appoint the Audit Committee.

9.2 Change of members of the Audit Committee

9.2.1 Report the resolutions of the Board of Directors' Meeting to change the members of the Audit Committee to the SET in accordance with the regulations of the SET.

9.2.2 Submit the certificate and biography of the Audit Committee of the newly appointed members of the Audit Committee along with the report on the resolution to appoint such member of the Audit Committee within 3 days from the date the Board of Directors resolves to proceed with such changes.

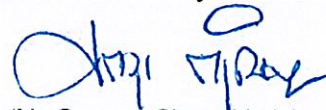
9.3 Report on the resolutions of the Board of Directors' Meeting on the change in duties and scope of work of the Audit Committee to the SET in accordance with the regulations of the SET within 3 days from the date of the Board of Directors' resolution on such changes.

10. Miscellany

10.1 Requirements, clauses, or restrictions on any practice specified in this charter are subject to the Company's regulations and other applicable laws.

10.2 The amendment of the Audit Committee Charter can be done by the Board of Directors' Meeting.

Notified on this 9th day of November 2023



(Mr. Sarawut Charuchinda)

Chairman of the Board

AssetWise Public Company Limited