



**BOUND & BEYOND**

**Audit Committee Charter**

Bound and Beyond Public Company Limited



**Bound and Beyond Public Company Limited** (the "company") adhere to operate our business with good corporate governance, realize to all stakeholders and concern to social responsibility and environmental protection. The Audit Committee was recognized as an important mechanism to ensure company's good corporate governance, and thus the Board of Directors has resolved to adopt this Charter of the Audit Committee guided by the Company's Code of Conduct, along with the relevant criteria and laws, which have been applied to form this present Charter

The Audit Committee has role to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system for internal control & risk management, internal audit & accounting audit process and the company's process for monitoring compliance with laws and regulations.

## **1. Composition and Qualification**

- 1.1. The Board of Directors shall appoint chairman and members of the Audit Committee.
- 1.2. The Audit Committee shall consist of at least 3 non-executive independent directors whose qualifications meet SEC's requirement
- 1.3. At least 1 committee member must possess sufficient knowledge and experience in order to perform their duties of reviewing the credibility of the financial statements.

## **2. Term of office**

- 2.1. The term of office of the members of the Audit Committee is 3 year each. Nevertheless, a retiring member is eligible for re-appointment.
- 2.2. Apart from the vacancy upon the expiration as aforementioned, a member of the Audit Committee shall vacate office when:
  - 1) he/she resigns;
  - 2) he/she is no longer qualified for the office of the Audit Committee as specified in this Charter;
  - 3) the Board of Directors passes a resolution removing him/her from office.



- 2.3. Any Audit Committee member wishes to resign during the term of office, he/she shall give a notice of resignation in advance but not less than 1 month to the Chairman of the Company's Board of Directors. If a member of the Audit Committee resigns or is dismissed from his/her position before his/her expiration of the term of office, the company shall immediately inform the Stock Exchange of Thailand.
- 2.4. In Case of a vacancy in the Audit Committee for reason other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Audit Committee so that the number of members of the Audit Committee remains in full as the Board of Directors had stipulated.

### **3. Meeting and quorum**

- 3.1. Meeting of the Audit Committee shall be at least 4 meetings per year.
- 3.2. At a meeting of the Audit Committee at least half the member of the Audit Committee must attend to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Audit committee shall appoint a member who is attending the meeting to perform the duty on behalf of the Chairman.
- 3.3. In calling a meeting, the agenda of meeting and supporting documents will be prepared and submitted to members of the Audit Committee not less than 7 days prior to the date of meeting. Where it is necessary or urgent, the meeting may be called earlier.
- 3.4. In a meeting of the Audit Committee, the Chairman of the Audit Committee or the chairman of the meeting may choose to conduct the meeting electronically according to defined criteria and methods to enable discussions and exchange of opinions among attendees who may not be in the same location.

### **4. Duties and Responsibilities**

- 4.1. Review the Company's Financial reporting to ensure the accuracy, reliability, and adequate disclosure:



- 4.2. Review and ensure that the Company has in place both internal control and internal audit systems that are appropriate and effective; as well as considers and monitors the independence of the Internal Audit Department together with considering the appointment, transfer, or termination of the Head of Internal Audit, and approved the annual audit plan.
- 4.3. Review the company's compliance in accordance with the Securities and Exchange Act, rules, regulations and other laws relevant to the company's business.
- 4.4. Consider the selection, nomination, and termination an independent person to perform the duties of the Company's auditor and also propose remuneration of the Company's auditor and attend a non-management meeting with the auditor at least once a year.
- 4.5. Review the connected transactions, or the transactions that may lead to conflicts of interests, ~~the~~ to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company.
- 4.6. Prepare a report on activities of the Audit Committee and disclose it in an annual report of the company. Such report must be signed by the Chairman of the Audit Committee and should consist of information as follows:
  - 1) Opinion on the accuracy, completeness and credibility of the preparation process and disclosure of information in financial report of the company.
  - 2) Opinion on the adequacy of the company's internal control system.
  - 3) Opinion on the compliance with the securities and exchange law, regulations of the Exchange or laws relating to business of the company.
  - 4) Opinion on the suitability of an auditor.
  - 5) Opinion on the transactions that may lead to conflicts of interests.
  - 6) The number of the Audit Committee meeting held during the year, and the attendance record of each member of the Audit Committee.



- 7) Opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the Charter
  - 8) Other transactions which should be known to Shareholders and general investors, subject to the scope of duties and responsibilities as assigned by the Company's Board of Directors
- 4.7. Review the effectiveness and efficiency of the established risk management process, including strategic, operational, financial, compliance, Information technology and cyber security risk.
  - 4.8. Review compliance with the anti-corruption policy and related operating manual and review the internal processes of whistleblowing system.
  - 4.9. Revise the Audit Committee Charter at least once a year, also review and approve the Internal Audit Charter.
  - 4.10. To perform any other task as assigned by the Board of Directors upon the Audit Committee's consent.

To fulfill its duties under its scope of authority, the Audit Committee is authorized to call for and order management, heads of department, or employees concerned to present opinions, attend meetings, or submit necessary documents. In addition, the Committee may seek independent opinion from professional consultants as deemed appropriate, at the Company's expense.

## **5. Reporting**

- 5.1. The Audit Committee shall report its activities under their scope of work assigned by the Board of Directors and published in the annual report to the shareholders.
- 5.2. In case the Audit Committee is informed by the auditor about suspicious behavior of directors, managers or persons responsible for business operation of the Company, which may violate the Security and Exchange Act, the Audit Committee is to investigate the case and submit a preliminary report to the Securities and Exchange Commission (SEC), as well as to the auditor, within 30 days of the date it is informed.



5.3. Upon finding or having suspected about the following actions or transactions, which may significantly affect the Company's financial position and performance, the Audit Committee is to report such event to the Board of Director for rectification within a period deemed appropriate by the Audit Committee.

- 1) Transaction which causes a conflict of interests.
- 2) Fraud or irregular events or material flaws in the internal control system.
- 3) Violation of laws pertaining to Securities and the Stock Exchange, the regulations of the Stock Exchange, or laws related to the Company's business.

If the Board of Directors or management fail to rectify the issues with in the timeline specified by the Audit Committee, any Audit Committee member may report the issue to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

## 6. Performance assessment

The Audit Committee shall conduct self-assessment on its performance and report to the Board of Directors on annually basis.

This Audit Committee Charter has been approved by the Board of Directors in Meeting No.1/2022 on February 23, 2022.

(Mr.Sadawut Taechaubol)

Chairman of the Board of Directors  
Bound and Beyond Public Company Limited