



**บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)**  
**TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED**

**กฎบัตรคณะกรรมการตรวจสอบ**  
**Audit Committee Charter**  
**P-BOD-017**





## 1. Objective

The Audit Committee is an independent body established to assist the Board of Directors in overseeing and auditing management, internal controls, and compliance with relevant laws. Additionally, the Audit Committee is responsible for overseeing the following matters: (1) ensuring the reliability of the Company's financial reports, (2) compliance with applicable regulations and laws, (3) verifying the independence and qualifications of the auditors, and (4) reviewing the performance of the internal audit function and the auditors. The committee also prepares reports as required by external regulatory bodies and reviews the adequacy and effectiveness of the Company's and its subsidiaries' risk management to ensure transparent and reliable operations and disclosures.

## 2. Definition

"Independent Director" shall have the meaning as defined in the relevant announcements of the Capital Market Supervisory Board (including any amendments thereto).

"Act" means the Securities and Exchange Act B.E. 2535 (1992) (including any amendments thereto).

"SEC Office" means the Office of the Securities and Exchange Commission.

"SET" means the Stock Exchange of Thailand.

"Legal Entity with Potential Conflict" shall have the meaning as defined in the relevant announcements of the Capital Market Supervisory Board (including any amendments thereto).

## 3. Composition

The Audit Committee shall consist of at least three (3) independent directors, with at least one (1) member having sufficient knowledge and experience in accounting or finance to review the reliability of the financial statements.

The Audit Committee shall elect one (1) of its members to serve as the Chairperson of the Audit Committee and appoint a Secretary of the Audit Committee to assist in the operations of the Audit Committee, including scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes.



#### 4. Qualifications of Directors

Audit Committee members must possess the following qualifications:

- (1) They must be independent directors and meet the qualifications as prescribed by the Securities and Exchange Act, including any announcements, regulations, and/or rules of the SEC Office and the SET.
- (2) They must not be directors assigned by the Board of Directors to make decisions on the Company's business operations, the parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or persons with controlling power over the Company.
- (3) They must not be directors of the parent company, subsidiaries, or same-level subsidiaries, except for those that are listed companies.
- (4) They must have sufficient knowledge and experience to perform their duties as audit committee members, with at least one (1) member having adequate knowledge and experience in accounting or finance to review the reliability of the financial statements.

#### 5. Appointment and Term of Office

- (1) The Board of Directors or the shareholders' meeting shall appoint the Company's independent directors as audit committee members. The term of office for audit committee members shall coincide with their term as company directors. Audit committee members who retire by rotation may be reappointed.

If an audit committee member's term expires, or they are unable to complete their term, resulting in fewer than three (3) audit committee members, the Board of Directors' meeting or the shareholders' meeting shall promptly appoint new audit committee members to ensure continuity in the performance of the Audit Committee's duties.

Audit committee members shall vacate their position upon:

- (a) Completion of their term of office,
- (b) Termination of their directorship with the Company,
- (c) Disqualification or possession of prohibited characteristics as prescribed by law,
- (d) Resignation from the Audit Committee or the Board of Directors,
- (e) Death,
- (f) A resolution of the Board of Directors or the shareholders' meeting,
- (g) Imprisonment by a final judgment or lawful order, except for offenses committed through negligence or minor offenses,
- (h) Being declared incompetent or quasi-incompetent,
- (i) Bankruptcy



- (2) Any audit committee member wishing to resign before the end of their term shall submit a resignation letter to the Chairperson of the Board of Directors at least one (1) month in advance, to allow the Board of Directors or the shareholders' meeting to consider appointing a qualified replacement.
- (3) If the Company is listed on the SET and an audit committee member resigns or vacates their position before the end of their term, the Company shall immediately notify the SET. The resigning or removed audit committee member may explain the reasons for their resignation or removal to the SET. The Company must also provide this information to the SEC Office to update the database of directors and executives accurately.
- (4) The Board of Directors should establish a policy that independent directors serve continuously for no more than nine (9) years from the date of their initial appointment as independent directors. If reappointment is necessary, the Board of Directors should reasonably consider the necessity of such a reappointment.

## **6. Powers, Duties, and Responsibilities**

- (1) Review to ensure that the Company's financial reporting (quarterly and annually) is accurate, complete, sufficient, reliable, and timely by coordinating with the auditors and the management responsible for preparing the financial reports and disclosing relevant information to the Board of Directors.

In this regard, the Audit Committee shall oversee the process, while management is responsible for preparing the Company's financial statements, and the external auditors are responsible for auditing those financial statements. The Audit Committee and the Board of Directors acknowledge that management, internal auditors, and external auditors have more resources, time, and knowledge regarding accounting, auditing, internal control systems, and the Company's financial reporting processes than the Audit Committee. Therefore, the Audit Committee's oversight role does not provide special assurance on the financial statements and financial information presented by the Company to shareholders and other parties.

- (2) Review to ensure that the Company has an appropriate, sufficient, and effective internal control system and internal audit system. Evaluate the audit results and recommendations of the auditors and the internal audit department regarding the internal control system, and propose improvements to management based on these recommendations, as well as follow up on the implementation of these recommendations. Review the activities and structure of the internal audit department and approve the internal audit charter. Assess the independence of the internal audit unit and approve the appointment, transfer, or dismissal of the head of the internal audit unit



- or any other unit responsible for internal auditing. Review the internal audit plan with the internal auditors, especially concerning the internal control system and financial management processes. Provide comments and observations on the budget and staffing of the internal audit department for management approval. Review the audit plans and scope of the internal auditors and the Company's external auditors, including internal audit consultants (if any), to ensure they are complementary and not redundant.
- (3) Meet with management and the internal audit department to review the adequacy of the Company's risk management and control systems.
  - (4) Review the Company's internal processes for receiving whistleblower reports, handling complaints, and ensuring compliance with anti-corruption policies, relevant regulations, and laws, and international standards. Ensure these processes are thorough, appropriate, up-to-date, and effective, as determined by the Audit Committee.
  - (5) Review the Company's compliance with the Securities and Exchange Act, the regulations of the Stock Exchange, and laws relevant to the Company's business.
  - (6) Consider and propose the appointment of an independent auditor and determine their remuneration, taking into account the reliability, adequacy of resources, audit workload of the audit firm, and the experience of the personnel assigned to audit the Company's accounts, including their performance in the past year. Also, consider the removal of the auditor. The Audit Committee shall present its recommendations to the Board of Directors for approval. Coordinate with the auditors regarding the objectives, scope, approach, plans, and issues encountered during the audit, and significant matters identified by the auditors. Meet with the auditors without management present at least once a year.
  - (7) Review the scope and audit methods proposed by the auditors, including considering the reasons for any changes to the audit plan (if changes occur later). Recommend that the auditors review or audit any items deemed necessary and significant during the audit of the Company's and its subsidiaries' accounts. Review the auditors' reports, propose improvements to management, and follow up on the implementation of these recommendations.
  - (8) Evaluate the adequacy and effectiveness of the coordination between the auditors and the internal auditors.
  - (9) Review related party transactions or transactions that may have conflicts of interest to ensure they are accurate and complete, comply with the Securities and Exchange Act, and fully disclose the details of such transactions. This is to ensure that these transactions are reasonable and in the best interest of the Company.
  - (10) The Audit Committee must report on its performance to the Board of Directors' meeting for acknowledgment and consideration at least quarterly.



- (11) Prepare a corporate governance report of the Audit Committee to be disclosed in the Company's annual report. This report must be signed by the Chairperson of the Audit Committee and include the following information:
- Opinions on the accuracy, completeness, and reliability of the Company's financial reports.
  - Opinions on the adequacy of the Company's internal control system.
  - Opinions on compliance with the Securities and Exchange Act, the regulations of the Stock Exchange, and laws relevant to the Company's business.
  - Opinions on the appropriateness of the auditors.
  - Opinions on transactions that may have conflicts of interest.
  - The number of Audit Committee meetings and the attendance of each Audit Committee member.
  - Overall comments or observations from the Audit Committee's performance of its duties according to the charter.
  - Other items that shareholders and general investors should be informed of within the scope of duties and responsibilities assigned by the Board of Directors.
- (12) Perform any other tasks as assigned by the Board of Directors with the approval of the Audit Committee.

In performing their duties under this paragraph, the Audit Committee is directly accountable to the Board of Directors, and the Board of Directors remains responsible for the Company's operations to external parties.

- (13) Review and update the Audit Committee Charter annually to ensure it is current and appropriate for the Company's environment.
- (14) Perform duties as additionally specified by the Stock Exchange of Thailand.
- (15) In performing its duties, if the Audit Committee finds or suspects any of the following transactions or actions that may significantly affect the Company's financial position and performance, it shall report to the Board of Directors immediately for corrective action within a timeframe deemed appropriate by the Audit Committee:
- 1) Transactions that cause conflicts of interest.
  - 2) Suspicions or assumptions of fraud, irregularities, or significant deficiencies in the internal control system.
  - 3) Suspicions of violations of the SEC Office's regulations, the Stock Exchange's regulations, the Public Limited Companies Act, the Securities and Exchange Act, or other relevant regulations related to the Company and/or its business.



If the Audit Committee has reported to the Board of Directors on matters significantly affecting the Company's financial position and performance and has discussed with the Board of Directors and management, and a conclusion has been reached that corrective action is necessary, but the agreed timeframe has passed without reasonable action, any Audit Committee member may report the findings to the SEC Office or the Stock Exchange.

- (16) If the auditor finds any suspicious circumstances indicating that a director, executive, or person responsible for the Company's operations has committed an offense as specified by law and has reported such facts to the Audit Committee, the Audit Committee shall report the preliminary investigation results to the SEC Office within 30 days from the date of notification. The suspicious circumstances and the method for obtaining facts about such circumstances shall comply with the SEC Office's regulations or other relevant regulations.
- (17) Review to ensure that the Company has a continuous process for developing good corporate governance, provide necessary guidance and recommendations for development, and emphasize the importance of including corporate governance as a regular agenda item in the Board of Directors' meetings and the Company's annual general shareholders' meetings. Ensure that the Chairperson of the Audit Committee receives a copy of the report on conflicts of interest under Section 89/14 of the Act from the Company Secretary within seven (7) business days from the date the Company receives the report.

## **7. Meetings**

- (1) The Audit Committee shall meet at least once (1) every three (3) months, in line with the financial reporting cycle. The Chairperson of the Audit Committee may call special meetings if requested by an audit committee member, the internal auditor, the external auditor, or the Chairperson of the Board of Directors to discuss necessary issues.
- (2) The Audit Committee shall hold at least one (1) meeting per year with the Company's external auditors without management present. This may be a special meeting in addition to regular meetings or a session within a regular Audit Committee meeting that includes other agenda items.
- (3) To call a meeting of the Audit Committee, the Chairperson of the Audit Committee or a designated person shall send a notice of the meeting, along with the agenda and supporting documents, to all audit committee members at least seven (7) days prior to the meeting date. This is to ensure that the audit committee members have sufficient time to review the information, except in urgent cases to protect the Company's rights



or benefits, in which case the meeting notice may be given by other means or the meeting date may be set earlier.

- (4) The Secretary of the Audit Committee or a designated person shall record the minutes of the meeting and prepare the meeting report.
- (5) The Audit Committee has the authority to invite executive directors, management, or relevant persons to provide statements or useful information or to attend meetings. The committee may also invite legal advisors, external auditors, internal auditors, or external consultants to attend meetings with the Audit Committee.

**8. Quorum and Voting**

- (1) In the meeting of the Audit Committee, at least half (1/2) of the total number of Audit Committee members must be present to constitute a quorum. If the Chairperson of the Audit Committee is absent or unable to perform their duties, the attending Audit Committee members shall elect one among them to act as the Chairperson of the meeting.
- (2) Decisions of the meeting shall be made by a majority vote.
- (3) Each Audit Committee member shall have one (1) vote. However, any Audit Committee member who has a conflict of interest in any matter shall not be entitled to participate in the consideration, provide opinions, or vote on that matter. In the event of a tie vote, the Chairperson of the meeting shall have an additional casting vote.
- (4) The Chairperson of the Audit Committee shall report the results of the meeting to the Board of Directors at the next meeting for acknowledgment.

**9. Evaluation of the Audit Committee**

The Audit Committee should evaluate its own performance at least once (1) a year and summarize the results to present to the Board of Directors for acknowledgment and consideration.

This Charter of the Audit Committee was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

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(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors

