



## Charter of Audit and Corporate Governance Committee

Jasmine Technology Solution Public Company Limited

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## Charter of Audit and Corporate Governance Committee

With the Board of Directors' recognition of the importance of good corporate governance, it has resolved to appoint an Audit and Corporate Governance Committee that aligns with the criteria and guidelines set forth by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) to fulfill its responsibilities in overseeing operations and management with the highest standards of correctness, transparency, and efficiency, ultimately enhancing operational performance and adding value to the Company.

### 1. Objective

The Audit and Corporate Governance Committee is a subcommittee appointed by the Board of Directors, aimed to assist the Board of Directors in overseeing the accuracy of financial reporting, the effectiveness of internal control systems, and compliance with good corporate governance practices. This is to ensure that standards are followed correctly, transparently, and to enhance operational efficiency in order to build confidence in shareholders and all stakeholders, complying with SEC laws and regulations and business laws. Additionally, the Audit and Corporate Governance Committee is responsible for conducting adequacy and effectiveness reviews of risk management within the Company and its business groups. Additionally, the Audit and Corporate Governance Committee prepares reports presented in the Company's annual reports each year.

### 2. Composition and Term of Office

#### 2.1 Composition

- 2.1.1 The Audit and Corporate Governance Committee shall consist of at least three independent directors and be appointed by the Board of Directors. The Board of Director shall appoint one director of the Audit and Corporate Governance Committee to perform as a Chairman of the committee.
- 2.1.2 At least one member of the Committee must have knowledge, understanding, and experience in accounting or finance to review the financial statements' reliability.

#### 2.2 Term of Office

- 2.2.1 The term for Audit and Corporate Governance Committee members shall be set at three years per term from the date of appointment.
- 2.2.2 Members of the Audit and Corporate Governance Committee who have completed their term may be reappointed for up to 2 consecutive terms and may be extended for an additional term, not exceeding 1 term. The Company's Board of Directors may consider extending the tenure of the Audit and Corporate Governance Committee members as deemed appropriate.

- 2.2.3 Members of the Audit and Corporate Governance Committee, upon the expiration of their term, shall continue to hold office until the appointment of new members to replace the outgoing members of the Audit and Corporate Governance Committee. Such appointments shall be made within 3 months from the expiry date of the term of the outgoing members of the Audit and Corporate Governance Committee, unless they have completed their term as directors but were not re-elected to serve as directors of the Company.
- 2.2.4 In the event of a vacancy in the position of a member of the Audit and Corporate Governance Committee, the Board of Directors shall appoint a director with the necessary qualifications and without any disqualifications to serve as a member of the Audit and Corporate Governance Committee, who shall hold office for the remaining term of the outgoing member of the Audit and Corporate Governance Committee whom they are replacing.
- 2.2.5 The Audit and Corporate Committee member vacates office upon
- Due by agenda
  - Lack of qualifications for the Audit and Corporate Governance Committee
  - Passing Away
  - Resignation
  - Removal
  - The maximum penalties for imprisonment as specified in accordance with a court judgment or lawful order shall be imposed, except in cases of offenses committed through negligence or non-criminal acts.
  - Incompetent or seemingly incompetent individuals
  - Bankrupt Individuals
  - In the event that the Audit and Corporate Governance Committee wishes to resign before the completion of their term, they must notify the Company promptly, along with a statement of reasons.

### 3. Qualifications

- 3.1 Not hold up to 1 percent of the shares with voting rights of the Company, subsidiaries, associated company, juristic persons with potential conflicts against the Company, major shareholders, the person having control over the Company including shares held by any relative of director as well.
- 3.2 Not serving as a director in more than 5 listed companies registered on the Stock Exchange of Thailand to ensure the ability to fully fulfill duties in any one company.

- 3.3 Not serving as a director of a parent company, subsidiaries, or registered subsidiaries of the same level.
- 3.4 Not currently being or never been the management, worker, employee, salaried consultant, or controlling parties of the Company, subsidiaries, associated company, registered subsidiaries of the same level, juristic persons with potential conflicts against the Company, major shareholders, the person having control over the Company, unless it has been at least two years before the person has held the position.
- 3.5 Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child of any executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or subsidiaries.
- 3.6 Not currently having or never had any relations with the Company, subsidiaries, associated company, juristic persons with potential conflicts against the Company, major shareholders, or the person having control over the Company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company\*. Exception: It has been at least two years before the person has held the position.
- 3.7 Not currently being or never been the auditor of the Company, subsidiaries, associated company, juristic persons with potential conflicts against the Company, major shareholders, or the person having control over the Company, or partners of current auditor's auditing firm, unless it has been at least two years before the person has held the position.
- 3.8 Not currently be providing or never provided professional services, legal consulting, nor financial consulting services with a fee more than THB 2 million per year from the Company, subsidiaries, associated company, juristic persons with potential conflicts against the Company, major shareholders, or the person having control over the Company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years before the person has held the position.
- 3.9 Not currently be operating under similar business nature and significant competition to the Company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the Company and subsidiary.
- 3.10 Not currently the director authorized by the board to make administrative decisions of the company, parent company, subsidiary, same-level subsidiary, juristic persons with potential conflicts against the Company, major shareholders, or controlling persons.

- 3.11 Audit and Corporate Governance Committee must have others qualifications in accordance with the Office of the Securities and Exchange Commission.

#### 4. Authority

- 4.1 To invite management or employees to participate in meetings, provide opinions, or submit requested documents as necessary.
- 4.2 Acknowledge non-audit services and related remuneration to ensure that the auditor's independence in performing audit duties remains uncompromised.
- 4.3 To consider making decisions in cases where management and auditors have differing opinions on financial reports or encounter limitations in carrying out accounting audits.
- 4.4 To select, appoint, or change the auditor and consider their remuneration, based on the assessment of their performance in the past year, taking into account their independence and experience, will be proposed for approval at the shareholders' meeting.
- 4.5 To engage auditors for non-assurance services beyond the scope of auditing and annual audit which must receive prior approval from the Audit and Corporate Governance Committee if the value of such work exceeds the prescribed threshold (Appendix). Additionally, the performance of the work should be acknowledged to ensure that it does not compromise the independence of the auditors in carrying out their duties.
- 4.6 To engage external consultants or professional experts to provide advice, consultancy, or opinions as deemed appropriate.
- 4.7 To appoint, remove, or change in the head of the internal audit department, including approve the annual audit plan and receive audit results for the consideration of suitability and effectiveness of the internal control system.
- 4.8 Review operational procedures and oversight of related party transactions and connected transactions that may involve conflicts of interest to ensure compliance with applicable laws and regulations.
- 4.9 Review reports from the working group, the Risk Management and Sustainability Committee, and the Company's management, and engage in discussions with management regarding risk assessment and risk management policy.
- 4.10 Report to the Board of Directors on necessary corrective actions regarding transactions involving conflicts of interest, fraud, corruption, internal control deficiencies, or non-compliance with relevant laws that have a material impact on the Company's financial position.

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## 5. Duties and Responsibilities

### 5.1 Audit

- 5.1.1 Review the Company's financial and disclose the financial statements in accordance with financial reporting standards with an adequacy and accuracy by collaborating with external auditors and responsible executives in preparing both quarterly and annual financial reports.
- 5.1.2 Review risk management, internal control, and internal audit systems to ensure they are adequately effective and appropriate.
- 5.1.3 Review compliance with SEC's laws, SET's regulations, and other related business laws.
- 5.1.4 Consider the connected transactions or the transactions that may cause conflicts of interests, making them in line with the laws and SET's regulations. This is to ensure such transactions are reasonable and for the highest benefit of the company.
- 5.1.5 Prepare the report of the Audit and Corporate Governance Committee and disclose it in the Company's annual report which must be signed by the Chairman of the Audit and Corporate Governance Committee and consist of at least the following information:
  - a. Opinion on the accuracy, completeness, and reliability of the company's financial reports
  - b. Opinion on the adequacy of the company's internal control system
  - c. Opinion on the compliance with SEC's laws, SET's regulations, or any other related business laws
  - d. Opinion on the suitability of the auditor
  - e. Opinion on transactions which may cause conflicts of interests
  - f. Number of the Audit and Corporate Governance Committee meetings, and attendance of such meetings by each Audit and Corporate Governance Committee member
  - g. Opinion or overview comment received by the Audit and Corporate Governance Committee from its performance of duties in accordance with the charter
  - h. Other transactions which should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the board of directors
- 5.1.6 Other operations as deemed and assigned by the Board of Directors

### 5.2 Corporate Governance

- 5.2.1 Review and provide recommendations for the development of policies and practices related to corporate governance, business code of conduct guidelines, anti-corruption policies in alignment with the United Nations Global Compact (UNGC) international standards, including:
  1. Human Rights Practices, 2. Labor Practices, 3. Environmental Practices, and 4. Anti-Corruption Practices, also those policies and regulations set by governmental agencies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). Present these recommendations to the Board of Directors for consideration and approval.
- 5.2.2 Oversee and ensure that the management and executives adhere to corporate governance and anti-corruption policies. Conduct audits and assessments of their compliance with these policies, in collaboration with the Board of Directors and management. Provide recommendations for corrective actions when necessary to ensure policy compliance.
- 5.2.3 Regularly review corporate governance policies, business code of conduct guidelines, and anti-corruption policies and relevant practices at least once a year, ensuring they remain up-to-date and aligned with international best practices, as well as relevant laws and regulations from government agencies such as the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC). Present proposed updates to the Board of Directors for consideration and approval.
- 5.2.4 Promote effective communication and dissemination of corporate governance policies, business code of conduct guidelines, and anti-corruption policies to the Board of Directors, executives, employees at all levels, and relevant stakeholders, ensuring they have sufficient awareness and understanding of these policies and practices on an ongoing basis.
- 5.2.5 Perform any other tasks as assigned by the Board of Directors as deemed necessary.

## 6. Meeting

- 6.1 The Meeting of Audit and Corporate Governance Committee shall be arranged at least once a quarter.
- 6.2 The Meeting of Audit and Corporate Governance Committee, whether convened face-to-face or electronically, must have a quorum of at least half of the total number of committee members in attendance to constitute a valid meeting.
- 6.3 In case of chairman of the Audit and Corporate Governance Committee does not attend the meeting, or he/she is unable to perform duties, or unable to call video conference, the another attending committee's members in the meeting shall select one of them to chair the meeting.



- 6.4 The Audit and Corporate Governance Committee may invite members of management, employees of the Company and its group, internal auditors, external auditors, or relevant individuals to attend meetings and request information as necessary and appropriate during the meeting.
- 6.5 Meetings with auditors for discussions without the management's participation at least once a year.
- 6.6 The Audit and Corporate Governance Committee shall schedule meetings, specifying the date, time, and venue, and shall prepare the meeting agenda along with supporting documents at least 7 days in advance of the meeting. The secretary of the Audit and Corporate Governance Committee shall record the meeting minutes.

## 7. Evaluation

The Audit and Corporate Governance Committee conducts an annual evaluation of its own performance and reports the results to the Board of Directors to ensure demonstration of its effectiveness to stakeholders and fostering confidence in its role in overseeing the Company's affairs.

## 8. Report

The Audit and Corporate Governance Committee is required to report the results of its performance to the Board of Directors as follows:

- 8.1 The Audit and Corporate Governance Committee is required to report the results of its duties to the Board of Directors at least once per quarter. In the performance of its duties, if the Audit and Corporate Governance Committee identifies or has concerns about transactions or actions that may have a material impact on the financial position and the Company operation, the committee must report these matters to the Board of Directors to prompt corrective action and improvements within a timeframe deemed appropriate by the Audit and Corporate Governance Committee.

The mentioned transaction or actions may include:

- 1) Transactions that create conflicts of interest.
- 2) Fraud, significant irregularities, or material deficiencies in internal control systems.
- 3) Violations of Securities and Exchange law, Stock Exchange of Thailand regulations, and laws related to the Company's business.

If the Board of Directors or executive does not take action to rectify the issues described in points 1), 2), and 3) above within the timeframe deemed appropriate by the Audit and Corporate Governance Committee, any member of the Audit and Corporate Governance Committee may report such issues to SEC or SET.

8.2 In terms of corporate governance, the performance results must be reported to the Board of Directors at least once a year.

8.3 The Audit and Corporate Governance Committee shall prepare a report for disclosure in the Company's annual report, Form 56-1, and One Report, and it shall be signed by the Chairman of the Audit and Corporate Governance Committee.

**9. Charter Review**

The Audit and Corporate Governance Committee shall review, examine, and assess the adequacy and appropriateness of the Company's charter annually. If there are significant amendments, they shall be proposed to the Board of Directors for consideration and approval.

The charter of the Audit and Corporate Governance Committee was approved at the meeting of the Board of Directors No.8/2024 on December 16, 2024, and has been in effect since December 16, 2024, onwards.

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(Mr. Veerayooth Bodharamik)

Chairman of the Board of Directors

Jasmine Technology Solution Public Company Limited

### Appendix

The International Ethics Standards Board for Accountants (IESBA) is an independent agency that sets standards and develops the Code of ethics for professional accountants (the Code of Ethics) internationally. Thailand Federation of Accounting Professions has adopted the guidelines provided by the IESBA to produce the “Handbook of the Code of Ethics for Professional Accountants” as the basis for practice. The services provided by accountants are divided into two categories: 1. Assurance Services and 2. Non-Assurance Services Professional Accountants in Public Practice when providing Non-Assurance Services, with the reports that the Professional Accountants will present being only a summary of the practices agreed upon jointly or from data collection, must include:

1. Accounting and Bookkeeping Services
2. Administrative Services
3. Valuation Services
4. Tax Services
5. Internal Audit Services
6. Information Technology Systems Services
7. Litigation Support Services
8. Legal Counsel Services
9. Recruiting Services
10. Corporate Finance Services

It must be approved by the Audit and Corporate Governance Committee before proceeding as follows:

Value for each service	Approved by
More than 500,000 Baht	Audit and Corporate Governance Committee
Less than or equal to 500,000 Baht	President (with the Committee empowered to delegate authority to the President of the Company and subsidiaries to act on their behalf)