

Definition of KCE Independent Director and Qualifications, Duties and Responsibilities of the Audit Committee

Definition of KCE Independent Director

KCE Independent Directors exercise its duties of monitoring managerial performance and preventing conflicts of interest, exercising objective judgement by being independent of management, follow the criteria of SEC and SET as follows:

- ✚ Shall not hold share exceeding 1% of the voting shares of KCE its subsidiaries, associated, or related companies (including the shares held by connect parties under section 258 of Securities and Exchange laws)
- ✚ Not participate in management and not be an employee, a staff, an advisor who regularly earn monthly salary or controlling party of the Company, parent company, subsidiaries, affiliate company, associate company or potential conflicted legal entity. (Either currently or 2 years prior to the appointment).
- ✚ Have absolutely no vested interests in KCE, its subsidiaries, associates or related companies, or juristic persons with possible conflicts of interest hampering independent exercise of discretion including customers, business partners, and trade or loan creditors/debtors.
- ✚ Are not close relation related by blood or by registration or have other relationship that could deprive independence with the management, major shareholders of KCE, KCE Group companies, associated companies, or juristic persons that could pose conflicts of interest.
- ✚ Not being appointed as an agent to preserve the interests of directors or major shareholders.

Qualifications of the Audit Committee

- ✚ Independent from management and major shareholders to the extent that there is no influence on either the audit of its inquiries.
- ✚ Have sufficient knowledge of business, accounting and finance to be able to understand and identify problems and give competent advice.
- ✚ Have authority to access any information and documents, to request any executives and employees for additional information and clarification, and to contact and consult external auditors directly.
- ✚ Establish independent networks, such as internal audit unit to act as a secretary and follow up work for the Audit Committee.
- ✚ Have full support of the board of directors and key executives, who understand the committee's role in relieving the board of certain duties and responsibilities, to reduce the company's risk, build up shareholder confidence, and maximize value to the company.

Duties and Responsibilities of the Audit Committee

- ✦ Conduct an audit to ensure that the Company has prepared accurate and adequate financial reports and have the auditor attend the Committee meeting quarterly;
- ✦ Conduct an audit to ensure that the Company complies with the Securities and Exchange Act, the Requirements of the Stock Exchange of Thailand and other laws relating to the Company's business;
- ✦ Review the disclosure of the Company's information in the case of connected transactions or transactions which may cause conflicts of interest, in order to ensure that such transactions are accurate and complete;
- ✦ Conduct an audit to ensure that the Company has proper and effective systems of internal control and internal audit, conduct of audit of the result, guidelines and assessment of the review of Company operations in accordance with generally accepted procedures and standards and coordinate with the Company's auditor;
- ✦ Review, select and nominate the Company's auditor, and review the proposed determination of auditing fee;
- ✦ The Audit Committee has responsibility for making a recommendation and approval on the appointment, reappointment and removal of the external auditor.
- ✦ The Audit Committee is responsible to the adequacy and integrity of the company's internal control, systems for risk management, and compliance with the law and relevant standards
- ✦ Make an assessment of the Company's major risks and give advice to minimize the magnitude of such risks;
- ✦ Ensure the integrity of reporting, internal control, and risk management systems.
- ✦ Approve the nomination and transfer, and review the rewarding or punishment of the Chief of the Company Internal Audit Unit;
- ✦ Approve the audit plan of the Internal Audit Unit; Review the budget plan and the manpower of the Internal Audit Unit;
- ✦ Review and make an assessment of the supervision performance of the Audit Committee and prepare the report of the Audit Committee to be disclosed in the Company annual report;
- ✦ The Chairman or the members of the Audit Committee shall attend the Shareholders Meeting in order to give explanation on the matters relating to the Audit Committee or the appointment of the Company's auditor;
- ✦ Review and revise the update of the Charter of the Audit Committee annually (if it is deemed appropriate); and

Take any other actions as assigned by the Board of Directors, including the appointment of the Chief of the Internal Audit Unit or the appointment of the Senior Manager from the Company Secretariat as Secretary of the Audit Committee.