



Audit Committee Charter

BJC Heavy Industry PCL

Audit committee Charter

1. Objective

The Audit Committee is an Independent committee, which is organized to support the Company Board in order to supervise and monitor the management, internal controls, risk management and good governance including financial report preparation for the purpose of disclose a performance and company's information transparently and reliably.

2. Organization

The Audit committee is composed of at least 3 members. All members must be independent committee. At least, one of them must have extensive knowledge and experience in reviewing the Company's financial statement.

The Audit committee will choose one of the members to be Chairman of Audit committee and appoint a secretary of the committee to assist and facilitate the meeting, agenda preparation, distribution of meeting materials and record the minute of meeting.

3. Qualification

The Audit committee must have the following features;

- (1) Be qualified as independent director under the requirement as defined by The Securities and Exchange Commission, The Capital Market Supervisory Board and/or The Stock Exchange of Thailand.
- (2) Not being the authorized committee from the Company Board to decide on the operation of the company, head quarter, subsidiary, joint-venture, same class subsidiary, major shareholder or a controlling person.
- (3) Not being the Board of Directors in head quarter, subsidiary, same class subsidiary, which is listed.
- (4) Have sufficient knowledge and experience in performing Audit committee work. At least one of them must have extensive knowledge and experience in reviewing the Company's financial statement.

4. Appointment and Term

The Board of Director or shareholder shall appoint an independent committee to be The Audit committee. Term of The Audit committee will be based on Term of The Board of Director. The Audit committee who retires by rotation can be re-elected to be The Audit committee.

In the event that the Audit Committee has completed the term of office or is unable to hold office until the expiration of the term which results in the number of the Audit Committee less than 3 members. The Board of

Director or shareholder should appoint The Audit committee member immediately or within 3 months since The Audit committee member is less than 3 members to continue the work of The Audit committee.

5. Roles and Responsibilities

- (1) To review the company's financial report accurately and sufficiently
- (2) To review internal control and internal audit in an appropriate and effective. To review the independence of internal audit section along with approval of appointing, rotation or terminate internal audit supervisor or any other section, which are responsible for internal audit
- (3) To review all activities in compliance with the Securities and Exchange Act, terms of the Stock Exchange and other laws those are related to the Company's business
- (4) To select and nominate independent personnel to be auditor and propose his/ her remuneration and meeting with the auditors without company management at least once a year
- (5) To consider concerned transaction or potential conflict transaction of benefits in accordance with Stock Exchange law and regulations in order to ensure reasonable and the best benefits' report of the company.
- (6) To prepare the audit committee's report to be disclosed in company's annual report, this must be signed by a Chairman of the Audit committee. The report must include at least the following information;
 - (a) Commentate concerning the accuracy, completeness and reliability of company's financial report
 - (b) Commentate on the adequacy of the company's internal controls system
 - (c) Commentate on the conformance with the Securities and Exchange Act
 - (d) Requirement of the Stock Exchange and other laws relating to company's business
 - (e) Commentate on the suitability of the auditor.
 - (f) Commentate on the items that may have a conflict of benefits
 - (g) Meeting amount of the audit committee and attendance of each member
 - (h) Overall commentate and observation in accordance with the Audit committee's duties under the Charter
 - (i) Other items that shareholders and investors should be aware of under the scope of responsibilities from the Company board
- (7) To review the effectiveness and appropriateness of the Company's risk management
- (8) To review the management framework for information technology and security measures of information technology systems

- (9) To consider the Anti-Corruption Policy & Practices to be in accordance with the business model, environment and culture
- (10) To review the appropriateness of changing the Anti-Corruption Policy & Practices.
- (11) To review and propose amendment to the scope of authority, duties and responsibilities of the Audit Committee are consistent with the situation.
- (12) To monitor and investigate related persons under the authority of the Audit Committee and have power to hire or bring in specialists to support with audition and investigations.
- (13) If find or suspect the transactions or actions occurred following which may significance impacts to financial status and business performance, the Auditor Committee must report to the Board of Directors for rectification within the timeline the Audit Committee deems appropriate.
 - (a) Conflict of Interest items.
 - (b) Fraud or irregularity or major defect in the internal control system;
 - (c) Violation of the Securities and Exchange Commission Act, regulations of The Stock Exchange of Thailand or law relating to the business of the company.

In case of the Board of Directors or the Management does not action or improve in timeline mentioned above, any member of the Audit Committee may report that the transaction or action is in the above with the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

- (14) To provide opinion to the management regarding appointment, termination, performance, budget and capacity of Internal Audit Department.
- (15) To prepare the Audit Committee's performance report propose to the Board of Directors at least once a year.
- (16) To acquire notification of fraud and corruption rendering in relation to personnel in the company, investigate the facts and propose to the Executive Committee for further solving or punishment.
- (17) Perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.

6. Meeting

- (1) The Audit committee must hold the meeting at least once every 3 months under the financial report period. The Audit committee chairman may request a special meeting if there is a request by the audit committee, the internal auditor, the auditor or a President in order to consider issue that needed to be discussed together.
- (2) There should be an annual special meeting between the Audit committee and auditor without management at least 1 time. It will be the special meeting, which increases from a normal meeting or meeting with auditor without the management including in a normal meeting of The Audit committee with any other agendas.
- (3) In each meeting, it should be defined agenda in advance clearly and submit documentation to the Audit committee and other attendees at least 7 days prior the meeting date. The audit committee would have time to consider or request supported information for further consideration excepting only urgent agendas to preserve the Company's benefits, where the meeting date can be held prior to the normal practice.

7. Quorum and Voting procedure

- (1) At the meeting of the Audit Committee, there must be The Audit Committee presenting at the meeting of not less than half of the total number of Audit Committee members to constitute a quorum. In the event that the Chairman of the Audit Committee does not present at the meeting or is unable to perform such duties, The Audit Committee members who presents at the meeting shall elect one of the Audit Committee members to act as the chairman of the meeting.
- (2) The decision of the meeting shall be made by a majority of votes.
- (3) In voting, each member of the Audit Committee is entitled to one vote excepting the case that the audit committee who has a conflict of interest in any matter shall have no right to vote on that matter. In the case of equal votes, the chairman of the meeting shall have one more vote as a decisive vote.
- (4) The Chairman of the Audit committee shall report the audit committee meeting to the Chairman of the Board in the next meeting.