

# บริษัท จี เจ สตีล จำกัด (มหาชน) **G J Steel Public Company Limited**

(Unofficial Translation)

# CHARTER OF THE AUDIT COMMITTEE

#### **Objective**

The Board of Directors has assigned the Audit Committee's duties to support of corporate governance, reviewing the reliability of financial reports, internal control system, risk management system, internal audit, compliance with applicable laws and regulations, including the supervision of the Company's operations to be effective, productive and transparent.

#### 1. **Composition of the Audit Committee**

- 1.1 The Board of Directors or shareholders shall appoint the Chairman of the Audit Committee and the Audit Committee in accordance with the rules, conditions and regulations of the Securities Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- The Audit Committee shall consist of at least three (3) independent directors, 1.2 whereby at least one committee member must have sufficient knowledge and experience to review the financial statements.
- 1.3 The Chief of Internal Audit is the secretary of the Audit Committee.

#### 2. **Oualification**

- 2.1 Being independent director in accordance with the rules, conditions and regulations as prescribed by the SEC and the SET, in order to perform its duty independently.
- 2.2 Being able to perform adequately as a member of the Audit Committee.

#### **Term of Service 3.**

Chairman of the Audit Committee and member of the Audit Committee have appointed as the term of the Board of Directors.

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

#### 4.1 Internal Control And Internal Audit

- 1) Review the Company's internal control system and internal audit system to ensure that it is suitable and effective.
- 2) Review the independence of the Internal Audit Department.
- 3) Consider and approve the annual audit plan of the Company together with the Internal Audit Department, including the budget used in the audit process taking into account the risks involved.
- Supervise the management to correct any defects found any follow up and 4) correct the deficiencies to make the operation more efficient.

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- Serview evidence if there is any doubt about the operation that may have significant impact on the organization or defective or there are conflicts of interest that may affect the operation or internal control system, and propose to the Board of Directors for further consideration.
- 6) Review the measures taken by the Company for countering the anticorruption and bribe as part of good corporate governance.
- 7) Consider and approve the appointment, transfer, terminate of the chief internal audit.
- 8) Evaluate performance and approve wages bonus or other compensation of internal auditors.
- 9) Promote understanding among the Audit Committee, the Management, the Internal Audit Department and the Auditor in order to ensure a unified direction.
- 10) Review the scope of the audit with the Company's auditor to ensure consistency and mutual contribution.

#### 4.2 Financial Statements and Disclosure

- 1) Review the Company's financial reporting process to ensure that it is accurate and adequate.
- 2) Review the connected transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the regulations of the SET, and are reasonable and for the highest benefit of the Company.
- 3) Review the evidence if there is any doubt about the operation that may have a significant impact on the company's performance or conflicts of interest that may affect the operation of the Company.

### 4.3 <u>External Auditor</u>

- 1) Consider, evaluate, select and propose the appointment of an independent person to appoint as the Company's auditor based on creditability, resource adequacy, workload of the audit firm and experience of auditor. In addition, in order to ensure the independence of the external auditor, the audit committee shall consider factors such as non-audit services that may conflict with the auditor's independence, efficiency and professionalism.
- 2) Recommend the removal of the auditor due to lack of ability dereliction or malpractice.
- 3) Attend the meeting with the auditor without the management attends the meeting at least once a year.
- 4) Suggest that the auditor review or exam the items deemed necessary and it is important during the audit of the Company.
- 5) Review the work of accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audits, review or attest services

for the Company (including resolution of disagreements between management and the auditor regarding financial reporting).

### 4.4 <u>Compliance and Law</u>

- 1) Verify that the company has complied with the applicable laws, securities and the SET regulations or government regulations.
- 2) Review evidence in case there are any suspected transactions or acts that may violate the law or the regulations of the SEC, the SET or government regulations which has or may have an impact to the financial position and performance of the company significantly.

# 4.5 <u>Risk Management</u>

Review the corporate risk management system at least once a year.

### 4.6 Other Responsibilities

Other tasks assigned by the Board of Directors with the opined by the Audit Committee.

### 4.7 Expertise

In case of necessity, the Audit Committee may recommend the Board of Directors to hire specialists to consult and solve problems of the Company, unless such consultation or solution relates to the duties and obligations of the Audit Committee which shall then be in accordance with the Evaluation of the Audit Committee.

## 5. Meetings of the Audit Committee

- 5.1 Meeting of the Audit Committee should be held at least four (4) times a year. The additional meetings may be scheduled at as it deems appropriate.
- 5.2 In calling a meeting of the Audit Committee, the Chairman or the Secretary to the Audit Committee, by order of the Chairman, shall serve a written notice calling for such meeting to members of the Audit Committee (including the supporting documents and information for the meetings) not less than 7 days prior to the date of the meeting. Where it is necessary or urgent as determined by the Chairman, the meeting may be called by other methods or an earlier meeting date may be choosing.
- 5.3 The quorum for a meeting is not less than half of the total members of the Audit Committee.
- 5.4 The Audit Committee may invite management or related persons to attend the meeting, comment or submit relevant documents as necessary.
- 5.5 Each member of the Audit Committee is entitled to one vote, except where any member of the Audit Committee who has any interest in a matter shall not be entitled to vote and shall refrain from expressing an opinion or voting on such matter. In the event of tie vote, the Chairman of the meeting shall have a casting vote. The Secretary to the Audit Committee does not have the right to vote.
- 5.6 The Secretary to the Audit Committee shall prepare the minutes of meetings (including a section that highlight the matter that arises and who is responsible for that matter) which must be submitted to the Audit Committee within 7 days from

the date of the meeting. The Audit Committee should deliver the minutes of meetings to the internal auditor and the external auditor for the purpose of confirming information and notifying the matters which are in the attention of the Audit Committee or should be given special attention.

The minutes of the meetings shall be prepared in Thai and English.

### 6. Reporting of the Audit Committee

- 6.1 In case have significant issues may impact on the organization as a whole performance conflicts of Interest, fraud, defects related to the internal control system. Violation of laws or regulations of the SET or regulations of government agencies, Audit Committee must report to the Board of Directors at the appropriate time in order to solve the problems.
- 6.2 Prepare report of Audit Committee to report performance or opinions to the operations as reported as reported by disclosed in the company's annual report. The report was signed by the Chairman of the Audit Committee.

#### 7. Audit Committee's Renumeration

The Audit Committee will receive the remuneration as per approved by the general meeting of shareholders.

#### 8. Evaluation of the Audit Committee

To ensure that the performance of work of the Audit Committee is efficient and meets the objectives, the Audit Committee shall evaluate its performance by providing Audit Committee self-assessment or other appropriate mechanism in order to use the results of the evaluation for improving the performance of work to achieve higher efficiency and the objectives intended for.

The Charter of the Audit Committee shall be reviewed at least once a year and the Audit Committee shall propose any changes to the Board of Directors for its approval.

#### 9. Other

The Audit Committee has the power to review the relevant persons and related matters within the scope of powers and duties of the Audit Committee. It also has the power to hire or bring specialists to consult and comment according to the Audit Committee has considered it necessary and appropriate at the expense of the Company.

The Amendment to the Charter of The Audit Committee has been approved by the Board of Directors meeting No. 8/2563 held on 10 August 2020, and shall be effective from 10 August 2020 onwards.

- Signature -

(Mr. Stephen Karl Stewart)

Chairman of the Board of Directors