

Charter of the Audit Committee

Sun Vending Technology Public Company Limited



Note : Approved by the Board of Directors at Meeting No. 4/2025 on November 13, 2025

Record of Revisions

Edition	Revision No.	Date (DD/MM/YYYY)	Description of Revision	Status
A	00	08/04/2021	Newly issued	Approved at Meeting No. 1/2021
A	01	15/11/2021	Reviewed	Approved at Meeting No. 4/2021
A	02	08/11/2022	Reviewed	Approved at Meeting No. 4/2022
A	03	10/11/2023	Added scope of authority, duties, and responsibilities of the Audit Committee	Approved at Meeting No. 4/2023
A	04	01/11/2024	Reviewed	Approved at Meeting No. 4/2024
A	05	13/11/2025	Reviewed	Approved at Meeting No. 4/2025

Charter of the Audit Committee

1. Objectives

The Audit Committee's Charter establishes the scope of authority and responsibilities of the Audit Committee of Sun Vending Technology Public Company Limited. The Audit Committee plays a key role in overseeing and ensuring the accuracy of the company's operations and the quality and reliability of its accounting systems. It aims to provide confidence to stakeholders that the company's business practices align with good corporate governance principles and maintain an effective internal control system, free from conflicts of interest.

Additionally, the Audit Committee reviews the company's financial reports in collaboration with the external auditor to ensure that the financial statements are reliable, complete, and accurately disclosed in accordance with relevant standards and regulations

2. Composition of the Board of Directors

- 2.1 The Audit Committee shall consist of at least 3 independent directors, all of whom must also be members of the Board of Directors.
- 2.2 At least 1 member of the Audit Committee must possess sufficient knowledge and experience in accounting or finance to effectively review the reliability of the company's financial statements.
- 2.3 The Audit Committee shall elect 1 member as the Chairman of the Audit Committee.
- 2.4 The Audit Committee shall appoint a Secretary to the Audit Committee to assist with meeting coordination, agenda preparation, distribution of meeting documents, and recording meeting minutes.

3. Qualifications of Audit Committee Members

3.1 General Qualifications

1. Must hold no more than 1% of the total voting shares of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, including shares held by related persons of the independent director.
2. Must not currently be, nor have been within the past 2 years, involved as an executive director, employee, staff member, advisor receiving regular compensation, or controlling person of the company, its parent company, subsidiaries, affiliates, or major shareholders, unless the relationship has ended for at least 2 years.
3. Must not have familial or legal relationships (e.g., parent, spouse, sibling, child, or spouse of a child) with other directors, executives, major shareholders, controlling persons, or individuals nominated to become directors, executives, or controlling persons of the company or its subsidiaries.
4. Must not currently have, nor have had within the past 2 years, any significant business relationship with the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons that

- could interfere with independent judgment. This includes not holding significant shares or control over entities with such business relationships unless the relationship has ended for at least 2 years.
5. Must not currently be, nor have been within the past 2 years, an auditor of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons. Additionally, must not be a significant shareholder, controlling person, or partner of the audit firm associated with the company.
 6. Not being or having been a provider of any professional services, including legal advisory services or financial advisory services, who receives a service fee exceeding 2 million baht per year from the Company, its parent company, subsidiary company, associated company, major shareholder, or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider, unless the person has ceased to have such characteristics for at least 2 years.
 7. Must not be appointed as a representative of the company's directors, major shareholders, or controlling persons.
 8. Not engaging in a business of the same nature and significant competition with the business of the Company or its subsidiary, or not being an important partner in a partnership, or being a director who participates in the management, an employee, a staff member, a consultant who receives a regular salary, or holding more than 1 percent of the total number of shares with voting rights of another company which is engaged in a business of the same nature and significant competition with the business of the Company or its subsidiary.
 9. Must possess no other characteristics that could compromise the ability to provide independent opinions regarding the company's operations.

3.2 Specific Qualifications

1. Must not be a director assigned by the Board of Directors to make decisions on the operations of the company, its parent company, subsidiaries, affiliates, related companies, entities with potential conflicts of interest, major shareholders, or controlling persons.
2. Must not be a director of the parent company, subsidiaries, or affiliates, particularly those that are listed companies.
3. Must possess sufficient knowledge and experience to effectively perform duties as an Audit Committee member. They must be capable of executing responsibilities, providing opinions, and reporting on their assigned duties independently, without influence from the company's management, major shareholders, controlling persons, or their related parties or close relatives. They must not have any other characteristics that could impair their independence.
4. May serve as a director in no more than 5 other listed companies to ensure they can dedicate sufficient time to fulfilling their responsibilities as an Audit Committee member.
5. Should receive continuous and consistent training to enhance their knowledge on matters relevant to the duties of the Audit Committee, ensuring they stay updated on potential changes. They should also

maintain ongoing education about the company's operations to improve the effectiveness of the Audit Committee.

4. Appointment, Term of Office, and Termination

4.1 Appointment

1. The Board of Directors or the shareholders' meeting shall appoint the company's independent directors to serve as members of the Audit Committee.
2. The Audit Committee shall select and appoint one of its members as the Chairman of the Audit Committee and notify the Board of Directors accordingly.
3. When the Audit Committee member's term of office has expired or there is a reason why the Audit Committee member is unable to remain until the term ends, resulting in the number of members being less than 3, the Board of Directors will appoint a person with complete qualifications to be a replacement Audit Committee member within 3 months from the date the number of members was incomplete to ensure continuity in the performance of the duties of the Audit Committee. The person who becomes a replacement Audit Committee member will be in the position only for the remaining term of the Audit Committee member he replaces. When the Board of Directors appoints the Audit Committee, the Company will submit a form announcing the names and scope of work, and a certificate of the Audit Committee's background to the Stock Exchange (SET)

4.2 Term of Office

1. Members of the Audit Committee shall serve a term of 3 years, which aligns with their term as members of the Board of Directors.
2. An Audit Committee member whose term has expired may be reappointed to the position if deemed appropriate by the Board of Directors.
3. An Audit Committee member whose term has expired shall continue to serve in an acting capacity to fulfill their duties until a successor is appointed.

4.3 Termination

1. An Audit Committee member shall vacate their position upon:
 - (a) Completion of their term of office.
 - (b) Ceasing to hold a position as a director of the company.
 - (c) Death.
 - (d) Resignation.
 - (e) Losing qualifications required for an Audit Committee member under this Charter or relevant laws.
 - (f) A resolution by the Board of Directors for removal.
2. If an Audit Committee member wishes to resign before completing their term, they must notify the Chairman of the Audit Committee at least 1 month in advance, stating the reasons for resignation. The Chairman shall

- present the resignation to the Board of Directors for approval and arrange the appointment of a qualified replacement.
3. If an Audit Committee member resigns or is removed before the end of their term, the company must promptly notify the Stock Exchange of Thailand (SET). The resigning or removed member may also provide an explanation for their resignation or removal to the SET.
 4. In the event that all members of the Audit Committee vacate their positions simultaneously, the outgoing members shall continue in an acting capacity to fulfill their duties until a new Audit Committee is appointed and assumes its responsibilities.

5. Scope of Authority, Duties, and Responsibilities of the Audit Committee

1. Develop the Audit Committee Charter to align with the company's operational responsibilities. The Charter must be approved by the Board of Directors and reviewed for appropriateness at least once a year.
2. Review the company's financial reporting to ensure accuracy and adequacy by coordinating with the external auditor and management responsible for preparing financial reports in accordance with the company's accounting periods.
3. Evaluate the adequacy and effectiveness of the company's internal control system and internal audit processes.
4. Assess the independence of the internal auditor and provide approval for their appointment, transfer, or dismissal. This includes determining the terms of employment, outsourcing decisions, and adjusting remuneration for internal auditors.
5. Approve and review the internal audit budget and audit plans.
6. Review the company's risk management system to ensure it is appropriate and effective.
7. Discuss with management the company's significant risks and the measures undertaken to monitor and control those risks.
8. Ensure the company complies with applicable securities and exchange laws, regulations, and announcements from the Stock Exchange of Thailand, as well as other laws applicable to the company and its business operations.
9. Review the company's compliance with good corporate governance principles and provide recommendations for necessary improvements to enhance governance practices.
10. Select, nominate, or terminate external auditors who demonstrate independence. Propose appropriate remuneration, taking into account the reliability, resources, audit workload, and experience of personnel assigned to audit the company's accounts.
11. Assess the independence of external auditors and hold meetings with them at least once a year without management participation.
12. Review the audit results and recommendations from external and internal auditors. Suggest necessary adjustments to management and monitor the implementation of those recommendations.

13. Review the company's disclosures in cases of related-party transactions, acquisition or disposal of assets, or transactions that may involve conflicts of interest, ensuring compliance with relevant laws and regulations of the Stock Exchange of Thailand.
14. Investigate and request information from relevant departments or individuals as needed for further evaluation within the Audit Committee's authority. This includes hiring or consulting experts to assist in the investigation or audit process.
15. Maintain direct communication with external auditors, internal auditors, and company management while performing the Audit Committee's duties.
16. Appoint a Secretary to the Audit Committee to assist in its operations.
17. Perform other duties as assigned by the Board of Directors with the agreement of the Audit Committee.
18. Review the company's compliance with its anti-corruption policy.

6. Meetings of the Audit Committee

6.1 Frequency of Meetings

1. The Audit Committee shall convene at least 4 times annually.
2. The Chairman of the Audit Committee has the authority to call additional special meetings as necessary upon request from Audit Committee members, the internal auditor, the external auditor, or the Chairman of the Board of Directors to address significant or urgent matters requiring discussion.

6.2 Notice of Meetings

The Chairman of the Audit Committee, or a delegated person, shall send a written meeting notice specifying the date, time, venue, and agenda to all Audit Committee members at least 7 days prior to the meeting date. In urgent cases where the company's rights or benefits need to be preserved, the meeting notice may be sent by other means and on shorter notice.

6.3 Conduct of Meetings and Attendance

1. A quorum for the Audit Committee meeting requires at least half of the total members to be present. For meetings to review financial statements, a committee member with expertise in financial review must be present.
2. The Chairman of the Audit Committee shall preside over the meeting. If the Chairman is absent or unable to perform their duties, the members present shall elect one member to act as Chairman for that meeting.
3. The Audit Committee may invite the company's executives, external auditors, legal advisors, or specialists to attend the meeting as necessary and appropriate to support discussions.
4. The Audit Committee should hold at least one meeting annually with the company's external auditor without the presence of management. This meeting can be a special session or included as part of a regular meeting, ensuring it is scheduled as an early agenda item to facilitate discussions with the external auditor before addressing other agenda items involving management.

6.4 Voting

1. Each Audit Committee member is entitled to 1 vote.
2. Resolutions of the Audit Committee shall be passed by a majority vote of the members present. In the event of a tie, the Chairman of the meeting shall cast an additional deciding vote.
3. An Audit Committee member with any conflict of interest in a matter under consideration shall abstain from discussion and voting on that matter.

6.5 Meeting Minutes

1. The Secretary to the Audit Committee, or a delegated person, shall record the meeting minutes and distribute them to the Audit Committee members within 7 days after the meeting for review and approval at the next meeting.
2. The Chairman of the Audit Committee shall report the meeting outcomes to the Board of Directors at its next meeting to keep the Board informed of the Audit Committee's activities.
3. The Secretary to the Audit Committee shall monitor the progress of actions outlined in the meeting minutes, including addressing issues or challenges raised by the Audit Committee. A progress report shall be presented at the subsequent Audit Committee meeting.

7. Reporting by the Audit Committee

7.1 The Audit Committee shall report its activities and performance to the Board of Directors at least once per quarter for acknowledgment and consideration.

7.2 The Audit Committee shall prepare a report on its activities for inclusion in the company's annual report. This report must include at least the following information:

1. Opinions on the accuracy, completeness, and reliability of the company's financial statements.
2. Opinions on the adequacy of the company's internal control system.
3. Opinions on compliance with securities and exchange laws, regulations, and announcements of the Stock Exchange of Thailand, or other applicable laws.
4. Opinions on the suitability of the company's external auditor.
5. Opinions on transactions that may involve conflicts of interest.
6. The number of Audit Committee meetings held and the attendance record of each Audit Committee member.
7. Overall comments or observations derived from performing duties under the Charter.
8. Any other items deemed necessary by the Audit Committee for shareholders and investors to know within the scope of responsibilities assigned by the Board of Directors.

7.3 If the Audit Committee identifies or suspects any of the following that may significantly impact the company's financial status or operations, it must report such findings to the Board of Directors for corrective action within a timeframe deemed appropriate by the Audit Committee:

1. Transactions involving conflicts of interest.
2. Fraud, irregularities, or significant deficiencies in the internal control system.
3. Non-compliance with securities and exchange laws, Stock Exchange of Thailand regulations, or other applicable laws governing the company and its business.

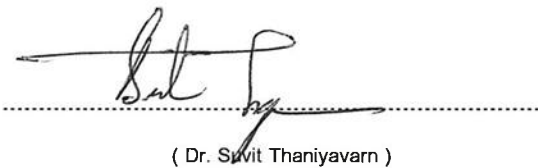
If the Board of Directors or management fails to address such issues within the specified timeframe, the Audit Committee may report the matter to the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET).

7.4 If the external auditor reports any suspected violations of Sections 281/2 (second paragraph), 305, 306, 308, 309, 310, 311, 312, or 313 of the Securities and Exchange Act B.E. 2535 (1992) (and its amendments), the Audit Committee must submit a preliminary report of its findings to the SEC and the external auditor within 30 days of receiving the auditor's notification.

8. Performance Evaluation of the Audit Committee

To ensure the effectiveness and efficiency of its performance, the Audit Committee shall conduct an annual self-assessment. This evaluation, conducted both collectively and individually, aims to identify areas for improvement and development. The results of the assessment shall be reported to the Board of Directors for review and acknowledgment.

This shall be effective from **November 1, 2024** onwards.



(Dr. Sivit Thaniyavarn)

Chairman of the Board / Chairman of Audit Committee

Sun Vending Technology Public Company Limited