

Univentures Public Company Limited.,
Charter of the Audit Committee

1. Objectives

The Audit Committee is established with the objective to assist the Board of Directors in carrying out their duties. About the accuracy of financial reports. Efficiency of internal control system the operation of the company and its subsidiaries to ensure that the performance of the various agencies is effective. Legally Compliance with regulations and good ethical standards. Management of the business is carried out appropriately, effectively and efficiently. This is in response to the policy of the Securities and Exchange Commission. The Stock Exchange of Thailand (SET) would like to encourage Thai listed companies to comply with good corporate governance principles to ensure that the Company's financial reports are correct and its subsidiaries respectful Full disclosure, accuracy, compliance with relevant standards and requirements. Confidence and credibility of investors. Financial institution Business partners and stakeholders are carefully monitored and supervised. Fairness, transparency, good corporate governance practices.

2. Elements

2.1 Audit Committee members must be independent directors of the Company appointed by the shareholders or the Board of Directors. At least one member of the Audit Committee must have knowledge or understanding in accounting or finance.

2.2 The Audit Committee selects one of the Audit Committee members to be the Chairman of the Audit Committee and the Head of the Internal Audit Department as the secretary of the Audit Committee. If the head of the Internal Audit Department is vacant, the Audit Committee shall appoint another qualified person to act as the deputy.

3. Features

Audit Committee must have the following features.

3.1 The Audit Committee shall express its opinion or report independently in accordance with its assigned duties. It does not take into account any benefit related to property or position and does

not fall under the influence of any person or group of people and there are no circumstances that make it impossible to express the opinion as it should be.

3.2 Honestly

3.3. Be trusted Trust and are generally accepted.

3.4 Have a good understanding of management principles. Critical thinking and decision making skills. Can analyze problems Ask questions Include the interpretation and evaluation of the appropriate answer.

3.5 Have good human relations.

3.6 Creative Fully comment on the discussion and listen to the opinions of others.

3.7 Holding not more than 1% of the total number of voting shares of the Company, its parent company, subsidiary, associated company or juristic person that may have conflicts, including shares held by related persons, including spouse, minor children

3.8 Not being a director who is involved in the management. No employee, employee or consultant who receives regular salary or controlling authority of the Company, its parent company, subsidiary, affiliated company, subsidiary company, or related juristic person.

3.9 No or have had any business relationship with the Company, its parent company, subsidiary, associated company or juristic person that may have conflict of interest. In a manner that may obstruct the use of judgment freely. Not being or being a major shareholder. Non-Independent Directors Or executives of persons who have a business relationship with the Company, its parent company, subsidiary, associated company or juristic person who may have conflict of interest.

3.10 Not a person with a blood relationship. Or by legal registration in the manner of a parent, spouse, sibling or child Include spouse of son, executive, major shareholder. The controlling person or the person who will be proposed to be the executive or the controlling person of the Company or its subsidiaries.

3.11 Not being the auditor of the Company, its parent company, subsidiary company, associated company or juristic person which may have conflict of interest and is not a major shareholder. A director who is not an independent director, manager or managing partner of the auditing firm, who is the auditor of the Company, its parent company, subsidiary, associated company or juristic person who may have conflict of interest.

3.12 Is not a professional service provider, including legal advisors or financial advisors, The Company receives a service fee of more than two million baht per year from the Company, its parent company, subsidiary, associated company or juristic person who may have conflict of interest. In the case where a professional service provider is a juristic person, including a major shareholder, a non-independent director, an executive or a managing partner of such professional service provider.

3.13 Not being a director appointed to represent the Company's directors. Major Shareholders or shareholders who are related to the major shareholders of the Company.

3.14 There is no other characteristic that makes it impossible to express independent opinions about the Company's operations, such as not being appointed to represent the interests of the Company's directors. Major Shareholders or shareholders who are related to the major shareholders of the Company.

3.15 Not a director assigned by the Board of Directors to make decisions on the operations of the Company, its parent company, subsidiaries, affiliated companies, subsidiaries, affiliated companies or entity that may have conflicts.

3.16 Not being a director of the parent company, subsidiary, or subsidiary of the same hierarchy only.

4. Term of office and remuneration

4.1 Term of office

The Audit Committee has a term of office of not more than 3 years from the date of appointment or as a director of the Company.

4.2. Retirement

4.2.1 The member of the Audit Committee shall vacate office upon expiration of his term of office. Or inability to perform as a member of the Audit Committee.

4.2.2 If the audit committee wishes to resign before the end of the term The Audit Committee should report to the Board of Directors one month in advance and the reasons for the Board of Directors to consider the appointment of other qualified persons as specified in the replacement charter of the Audit Committee.

4.3 Remuneration

The Audit Committee will receive the remuneration appropriate to the duties and responsibilities. The shareholders' meeting must be approved by the shareholders' meeting and disclosed in the Company's annual report.

5. Meetings

The Audit Committee should regularly hold meetings.

5.1 The Audit Committee shall meet on a quarterly basis at least four times a year and shall have the power to call additional meetings as necessary.

5.2 A quorum consists of not less than two thirds of the members of the Audit Committee. Every member of the Audit Committee should attend the meeting if they cannot attend the meeting on their own. Teleconferencing can also be used by telephone or satellite.

5.3 Where the Chairman of the Audit Committee is absent or unable to perform his / her duties, the Audit Committee members present at the meeting shall elect one Audit Committee to preside over the meeting.

5.4 One member of the Audit Committee has one vote. Unless the Audit Committee has a vested interest in any matter, there is no right to vote on such matter.

5.5 The decision of the Audit Committee to hold the majority vote is the chairman of the meeting has no right to vote. Unless the votes are equal, the chairman of the meeting shall have a casting vote.

5.6 The Audit Committee has the right to request information and facts. May invite management In case of necessity and necessity, the Audit Committee may invite independent experts and / or professional experts to attend the meeting of the Audit Committee.

5.7 Conduct meetings with the Company's auditors without management at least once a year.

5.8 Meetings with Management are held at least once a year.

5.9 The agenda and documents of the meeting shall be prepared and presented at least 5 days in advance of the meeting and the Secretary of the Audit Committee shall record the minutes of the meeting.

6. Audit Committee Report

The Audit Committee has the duty and responsibility to report the results of the meeting or any other important report to the Board of Directors, shareholders and general investors. To ensure that the Board of Directors is confident that the management is carefully managing all the benefits of the shareholders equally.

6.1 Reporting to the Board of Directors

6.1.1 Report on routine activities The Board of Directors will be aware of the activities of the Audit Committee. This includes the following information.

6.1.1.1 Minutes of the Audit Committee Meeting the opinions of the Audit Committee are clearly stated.

6.1.1.2 Summarize the activity report made during the year.

6.1.1.3 Report on Opinion on Financial Report Internal audit and the internal audit process.

6.1.1.4 Other reports that the Board of Directors should be aware of.

6.1.2 Report immediately detected The Board of Directors will find solutions in time.

6.1.2.1 Conflicts of Interest

6.1.2.2 Corrupt or abnormal items or significant deficiencies in the internal control system.

6.1.2.3 Violation of the law or any requirements. The Stock Exchange of Thailand and other laws related to the Company's business.

6.2 Reporting to government agencies

If the Audit Committee finds that there is a negligence, there should be no reason to correct any significant impact on the financial position and results of operations, which have been discussed together with the Board of Directors and the Management. Before a member of the Audit Committee may report such findings directly to the Securities and Exchange Commission or the Stock Exchange of Thailand.

6.3 Reporting to Shareholders and Investors

6.3.1 Comments on the process of preparation and disclosure of information in the Company's financial report. The accuracy, completeness, reliability and accuracy of the accounting standards.

6.3.2 Opinions on the adequacy of the Company's internal control system.

6.3.3 Comments on compliance with the Securities and Exchange Act the requirements of the Stock Exchange of Thailand or laws relating to the business of the Company.

6.3.4 Opinion on the suitability of the auditor

6.3.5 An opinion on the transactions that may lead to conflicts of interests.

6.3.6 The number of Audit Committee meetings and attendance of each Audit Committee member

6.3.7 Comments or observations that the Audit Committee has received from the Audit Committee Charter.

6.3.8 Other reports that the shareholders and general investors should know. Under the scope of duties and responsibilities assigned by the Company's Board of Directors.

7. Duties and Responsibilities

7.1 Review the financial statements of the Company and its subsidiaries to ensure be accurate and reliable. Including adequate disclosure.

7.2 Review the Company's performance and its subsidiaries to comply with the Securities and Exchange Act of Thailand. Or the requirements of the Stock Exchange of Thailand. Or the law relating to the business of the Company.

7.3 To consider connected transactions or transactions that may lead to conflicts of interest as well as the acquisition or disposition of the Company. And its subsidiaries this is to comply with the laws and regulations of the Stock Exchange of Thailand, in order to ensure that such transactions are reasonable and of utmost benefit to the Company.

7.4 Review the Company and its subsidiaries having an appropriate and effective internal control system (Internal Control). Considering the independence of the Internal Audit Department as well as advising on the budget. Manpower of Internal Audit Department to approve the appointment and transfer. Termination of Chief of Internal Audit and evaluate the performance of the Chief Internal Auditor.

7.5 Check the Company and its subsidiaries Adequate and effective risk assessment and risk management system.

7.6 To consider, select and nominate an independent person to be the Company's auditor and its subsidiaries and propose auditor's remuneration. Also, attend the meeting with the auditors without the management at least once a year.

7.7 Report of the Audit Committee Signed by the Chairman of the Audit Committee and disclosed in the Company's annual report. In accordance with the regulations of the Stock Exchange of Thailand.

7.8 Approved the Company's internal audit plan and its subsidiaries Follow standardized procedures and standards and follow up on internal audit work.

7.9 To review and improve the Charter of the Audit Committee

7.10 The Audit Committee may seek independent opinions from other professional advisors when deemed necessary by the Company's expenses.

7.11 Perform other tasks as assigned by the Board of Directors with the approval of the Audit Committee.

8. Performance appraisal

The Audit Committee must evaluate the performance by self-assessment and report the results of the evaluation together with any obstacles to the performance of the work that might cause the performance to fail to achieve the objective of establishing the Audit Committee to the Board of Directors. Every year

Note: The parent company refers to the company holding the shares. More than 50%.

Subsidiaries are companies in which the Company has significant influence. Holds shares more than 50%.

Associated company refers to the company that the company. Holds shares more than 20%, but not more than 50%. Same-stage Subsidiary refers to a subsidiary in the same order of two or more companies with the same parent company. (And has the meaning specified in the Notification of the Securities and Exchange Commission No. KorChor. 32/2549 Re: Filing and Exemption of Filing of Registration Statement of Securities Offering dated 15 November 2006 and Other Notices May be amended) management at least once a year.

This Charter the Audit Committee has reviewed and improved. At The Audit Committee Meeting No. 4/2017 held on 7 September 2017

The appointment will be effective from 14 September 2017 onwards.