



## Audit Committee Charter

The Platinum Group Public Company Limited

## Audit Committee Charter

The Audit Committee Charter of The Platinum Group Public Company Limited (“the Company”) has been prepared to explain the objectives, composition, qualifications, authority and responsibilities including other important information of the Audit Committee to support and build confidence in the Company to have good corporate governance that is effective without conflicts of interest including an adequate internal control and risk management system and complying with the laws related to the Company Financial reporting by Thai Financial Reporting Standards and with adequate disclosure of information for the benefit of all stakeholders equally.

### 1. Objectives

The Audit Committee was formed to support the Board of Directors in fulfilling its oversight responsibilities. Its primary objectives include ensuring the accuracy of financial reports, evaluating the effectiveness of internal control systems, managing risks, preventing fraud and corruption, and ensuring compliance with laws, regulations, and ethical standards. These efforts are aimed at fostering strong corporate governance within the Company.

### 2. Composition of Audit Committee

1. The Audit Committee shall be comprised of solely independent directors with the number of members at least 3 people
2. At least one member of the Audit Committee shall be financially literate or shall have background in accounting or finance sufficiently enough to perform the duty of reviewing the accuracy of the Company’s financial statements
3. Chairperson of the Audit Committee shall be appointed by the Board of Directors or by the voting of all members of the Audit Committee
4. Secretary to the Audit Committee shall be selected and appointed by the Audit Committee

### 3. Qualifications of Audit Committee Member

#### 3.1 General Qualifications: The Audit Committee must have qualifications as an independent director as follows:

1. Do not hold more than 1% of the total voting share of the Company, subsidiaries, associates or any companies that may have conflict of interest and also including the shares held by related persons of such Independent Director.
2. Is not nor used to be a director that takes part in the management, employees, advisors who receive regular salary from or controlling entity of the Company, subsidiaries, associates or any companies that may have conflict of interest, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the appointment. However, such prohibited characteristics does not include the case where independent directors used to be government officials or an advisor of a government agency which is a major shareholder or the person who has the authority to control the Company

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3. Not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Do not have nor used to have business relationship with the Company, subsidiaries, associates or any companies that may have conflict of interest in such a way which could potentially interfere with his or her discretion. Is not and have never been a significant shareholder or the controlling person of any entities who has a business relationship with the Company, subsidiaries, associates or any companies that may have conflict of interest, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the date of appointment as well as being able to devote sufficient time and opinions to the performance of duties as the Audit Committee.
5. Is not nor used to be an auditor of the Company, subsidiaries, associates or any companies that may have conflict of interest and is not a major shareholder, a director, the controlling person or partner to such audit firm to which the auditor of the Company, subsidiaries, associates or any companies that may have conflict of interest belongs to except in the case that he or she remains free from the abovementioned characteristics for a period of not less than 2 years prior to the appointment.
6. Have not been nor used to provide professional service which includes legal or financial advisory service for compensation value over Baht 2 million a year to the Company, subsidiaries, associates or any companies that may have conflict of interest and is not a major shareholder, the controlling person or partner to such service providers, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the date of appointment.
7. Shall not be a director appointed as representatives of the Board of Directors, a major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not conduct any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which conducts business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

**3.2 Specific Qualifications: Audit Committee members must have specific qualifications as follows:**

1. Not being a director who has been assigned by the Board of Directors to make decisions on the operation of the Company, the parent company, the subsidiary company, the associated company, the same level subsidiary major shareholder or the person who has the authority to control the Company.
2. Not being a director of the parent company, subsidiary and subsidiary of the same level (only listed companies).

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3. Having sufficient knowledge and experience to be able to perform duties as an audit committee in accordance with the assigned duties. The Audit Committee must be able to devote sufficient time to the performance of the Audit Committee.
4. The Audit Committee should not serve as a director in more than 5 other listed companies as it may result in inadequate performance of duties.
5. At least one member of the Audit Committee must have Accounting or Finance literacy and sufficient experience to be able to review the reliability of financial statements and should continue to develop knowledge in accounting or finance to assess the impact on the reliability of the financial statements.
6. Audit committee members should engage in ongoing training and knowledge enhancement related to the audit committee's operations. This continuous education is essential for staying informed about potential changes and for deepening their understanding of the Company's operations, ultimately improving the effectiveness of the audit committee.

#### **4. Term of Office**

The term of office for a member of the Audit Committee shall be concurrent with the term of his/her directorship. The Board of Director may decide to re-elect a Committee member for appointment upon the conclusion of his/her term of office. Apart from retirement upon the above-mentioned expiration of the term of office, a Committee member shall be vacated upon: -

1. death;
2. resignation;
3. lack of the requisite qualifications of Audit Committee member prescribed by the Audit Committee Charter or the regulations and requirements of the Capital Market Supervisory Board, or the Stock Exchange of Thailand and other regulatory bodies;
4. termination by the resolution of the Board of Directors

#### **5. Authorities, Duties and Responsibilities**

1. To ensure that the Company's financial reporting is accurate and adequate in accordance with accounting standards and financial reporting standards prescribed by law and disclose information sufficiently
  - (1) Review important accounting policies and important changes in accounting policies of the Company to consider the reasonableness impact on the Company and compliance with generally accepted accounting standards
  - (2) Review the rational and consider the impact of the items in the financial report that should be given priority and significant extraordinary items including the assumptions used in the preparation of the management's projections.
  - (3) Review the disclosure of information in the financial report every quarter or in the One Report and other related reports such as financial position analysis and performance (Management Discussion and Analysis: MD&A)

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2. To ensure that the Company has suitable and efficient internal control system and internal audit; ensure the independence of Internal Audit Department; and to approve decisions regarding the appointment, transfer, or dismissal of Head of Internal Audit and/or the employment of Internal Audit or other department responsible for internal auditing;
  - (1) Review reports from the Internal Audit, Auditors and other regulatory agencies (if any), including compliance with the recommendations in such reports on the evaluation of the effectiveness of the internal control system and financial risks, operations, information technology and anti-corruption
  - (2) To approve the appointment, transfer, and dismissal of Head of Internal Audit; Including considering the independence of the Internal Audit, including meeting with Head of Internal Audit at least once a year without the management to review the limitations in the work of the Internal Audit that may have impact on independence
  - (3) In the case of using the service of an external agency for internal audit function, the Audit Committee will consider and approve the employment and service fee
  - (4) Review and approve the annual internal audit plan (Audit Plan) and the annual budget for the internal audit department (Budget). This includes allocations for personnel, investment expenses, and operational costs related to the internal audit department.
  - (5) Review and approve the internal audit charter, ensuring it is examined and updated at least annually to maintain its relevance and effectiveness.
  - (6) Evaluate the performance of the head of the internal audit unit, as well as conduct an annual quality assessment of the internal audit unit. Additionally, ensure that an independent external agency performs a quality evaluation every five years.
3. To ensure the Company's compliance with the securities and exchange law, regulations of the Stock Exchange of Thailand or laws relating to business of the Company;
4. To consider all connected transactions or transactions that may cause conflicts of interest; to ensure that they are in compliance with the laws and SET regulations, rationale and for the highest benefit of the Company;
5. To consider, select, nominate and terminate independent person to be an external auditor of the Company, including recommendation of remuneration of the external auditor to the Shareholder Meeting for approval; and to meet separately with the external auditor without the presence of management at least once a year;
6. To prepare the audit committee's report and to disclose in the Company's One Report, which the report shall be signed by the Audit Committee's chairperson and shall be consisted of at least the following information:
  - (1) an opinion on the accuracy, completeness and trustworthiness of the Company's financial report
  - (2) an opinion on the adequacy of the Company's internal control system
  - (3) an opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws relating to the Company's business

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- (4) an opinion on the suitability of an auditor
  - (5) an opinion on the transactions that may cause conflicts of interest
  - (6) the number of the audit committee meetings and the attendance of such meetings by each committee member
  - (7) opinions or overall observations that the Audit Committee received while performing its duties according to the charter
  - (8) other transactions which should be known to the shareholders and general investors according to the scope of the Audit Committee's duties and responsibilities assigned by the Board of Directors
7. Review risk management process to be effective and supporting the supervision of the Company's to ensure that risk management is in line with the Company's operations, including considering risks to stakeholders and all related persons;
  8. Review the Company's operating procedures in accordance with the policy Anti-corruption and corruption measures to ensure that the anti-corruption and corruption measures of the Company is enough and effective;
  9. Review the internal processes regarding whistleblowing and complaints about corruption.
  10. While performing its duties, if the Audit Committee discovers or suspects any following transactions or activities which may have material impact on the financial status or operating result of the Company, the Committee shall report the findings to the Board of Directors to take remedial actions within the time frame that the Committee considers appropriate: -
    - (1) transaction which cause conflicts of interests
    - (2) fraud or irregularity or material deficiency in the internal control system
    - (3) infringement of the law on securities and exchange, the regulations of the Stock Exchange of Thailand or the laws relating to the Company's businessIn the event that the Board of Directors or the management do not take any remedial actions within the set time frame, any Audit Committee member may report such transactions or activities to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand
  11. Review the Committee Charter and annual performance assessment of the Committee at least once a year
  12. To perform any activities assigned by the Company's Board of Directors with the approval of the Audit Committee

## **6. Committee Meeting**

1. The Audit Committee shall meet or summon a meeting as deemed appropriate at least 4 times per year; with authority to convene additional meetings as necessary;
2. All committee members are expected to attend each meeting and the quorum for a meeting shall be no less than one half of its total members. In the event that circumstances require, such member should notify the Chairperson of the Audit Committee of his/her absence at least 3 days in advance;

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3. Chairperson of the Audit Committee shall preside over the meeting. In the event that Chairperson is absent from the meeting or is unable to attend the meeting, the Committee members present at such session shall choose a member to preside over the meeting;
4. Exclusive meeting with the management or the internal auditor or the external auditor must be arranged on regular basis at least once per year;
5. Audit Committee's resolution shall be done by majority vote. One Audit Committee has one vote. Committee member who has an interest in such matter shall recuse himself/herself from the discussion and decision process. If the numbers of votes are equal, the Committee Chairperson shall have a casting vote;
6. The secretary of the Audit Committee will prepare the invitation letter for the meeting of the Audit Committee which includes a clearly defined date, time, location and agenda. The meeting documents must be delivered to the Audit Committee and attendees in advance for consideration;
7. The secretary of the Audit Committee shall take the minutes of the meeting. The minutes of the meeting must be submitted to the Audit Committee and prepare a summary of important issues as approved by the Audit Committee meeting.

**7. Report of Audit Committee**

Report to the Board of Directors regarding the execution of the Audit Committee; prepare and disclose in the Company's One Report, an audit committee's report which must be signed by the Audit Committee's chairperson

**8. Performance Evaluation of Audit Committee**

The Audit Committee shall perform self-evaluation at least once per year and shall report the performance evaluation results to the Board of Directors for consideration and endorsement.

This Audit Committee Charter (Revision) has been reviewed and approved by the Company's Board of Directors meeting no. 4/2025 on November 11, 2025 with effective date from November 11, 2025 onwards.

*-Mr. Palakorn Suwanrath-*

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Chairman of the Board of Directors

Date November 11, 2025