
CHARTER OF
THE AUDIT COMMITTEE

ROJUKISS INTERNATIONAL
PUBLIC COMPANY LIMITED

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1. Objective

The Audit Committee of Rojukiss International Public Company Limited (the “Company”) was established by a resolution of the Board of Directors. The members of the Audit Committee are independent directors who possess the qualifications relating to independence as prescribed by applicable laws, notifications, regulations, and/or relevant rules.

The Audit Committee has been established with the objective of promoting good corporate governance, enhancing operational efficiency, and creating added value for the organization. The Audit Committee shall support and act on behalf of the Board of Directors in fostering confidence in and credibility of the financial reports presented to shareholders and other stakeholders. This is achieved through the review and evaluation of the internal control system, risk management system, and internal audit system, as well as ensuring compliance with good corporate governance policies, business ethics, and applicable laws, and coordinating with the Company’s external auditor.

Accordingly, the Board of Directors’ Meeting No. 1/2020 held on 20 July 2020 resolved to approve and establish the Audit Committee Charter to define the scope of authority and duties of the Audit Committee, which serves as a key mechanism of good corporate governance. The Charter aims to provide assurance to stakeholders that the Company maintains effective internal audit and internal control systems, to prevent conflicts of interest, and to serve as a guideline for the Audit Committee. It also seeks to ensure that the Board of Directors, executives, and management clearly understand the scope of responsibilities of the Audit Committee.

2. Composition

2.1 The Audit Committee shall consist of at least three (3) members of the Board of Directors, all of whom shall be independent directors.

2.2 The members of the Audit Committee shall possess appropriate skills and expertise relevant to their assigned duties. At least one (1) member must have sufficient knowledge, understanding, or experience in accounting and finance to be able to review the reliability of the financial statements.

2.3 The Board of Directors, the shareholders’ meeting, or the Audit Committee, as the case may be, shall select and appoint one member of the Audit Committee to serve as Chairman of the Audit Committee.

2.4 The Audit Committee shall appoint a Secretary to the Audit Committee to assist in the Committee's operations, including scheduling meetings, preparing meeting agendas, delivering supporting documents, and recording minutes of meetings.

3. Qualifications

Members of the Audit Committee must be persons of integrity and widely recognized credibility, and must be able to devote sufficient time to the performance of their duties. The qualifications are as follows:

3.1 General Qualifications

Members must be independent directors who possess qualifications relating to independence as prescribed by the Company and in compliance with applicable laws, notifications, regulations, and/or relevant rules. They must be able to safeguard the interests of all shareholders equally and prevent conflicts of interest. In addition, they must be able to attend Audit Committee meetings and express opinions independently.

For the purpose of the Company, an "independent director" means a director who is not involved in management, is independent from management and controlling shareholders, and has no business relationship with the Company in a manner that may restrict the exercise of independent judgment. Such independent director must also possess additional qualifications as specified in the Board of Directors' Charter.

3.2 Specific Qualifications

- (a) Must not be a director assigned by the Board of Directors to make decisions in the operations of the Company, its parent company, subsidiaries, fellow subsidiaries, associated companies, major shareholders, or controlling persons of the Company.
- (b) Must not be a director of the Company's parent company, subsidiaries, or fellow subsidiaries that are listed companies.

4. Authority, Duties, and Responsibilities

4.1 To review and ensure that the Company's financial reporting is accurate and adequate in accordance with financial reporting standards, by coordinating with the external auditor and the management responsible for the preparation of quarterly and annual financial reports. The Audit Committee may recommend that the auditor review or examine any transaction deemed significant and necessary during the audit of the Company's accounts.

- (1) To monitor and ensure that management prepares the financial statements within an appropriate timeframe so that the Company's auditor and the Audit Committee have sufficient

time to review and provide observations, thereby ensuring that the financial statements are accurate, transparent, and can be disclosed to investors within the timeframe prescribed by applicable regulations.

- (2) To review the Company's significant accounting policies and any material changes thereto, in order to consider their reasonableness, the impact on the Company, and compliance with generally accepted accounting standards.
- (3) To review the reasonableness and consider the impact of significant items in the financial reports, including any material non-recurring transactions (if any), as well as the assumptions used by management in preparing estimates. Such review shall include consideration of the reasonableness of such transactions, their impact on the Company's financial position and operating results, and the accuracy and completeness of disclosures.
- (4) In the event that the auditor reports or irregularities in the financial statements are identified—such as significant changes in figures or financial ratios, changes in accounting policies, material non-recurring transactions occurring during the year, failure to adjust accounting entries identified by the auditor, the auditor not receiving satisfactory evidence or explanations, or limitations imposed on the scope of the audit by management—the Audit Committee shall promptly inquire into the causes and scope of the audit from relevant persons, such as the auditor and the person with primary responsibility for accounting and finance of the listed company.
- (5) To review disclosures in the quarterly and annual financial reports and other reports relating to financial reporting, such as the auditor's report, internal audit report, risk management and corporate governance reports, Management Discussion and Analysis (MD&A), as well as litigation cases and contingent liabilities that may arise in the future.
- (6) To communicate regularly with management in order to be informed of, and to determine appropriate responses to, significant events or changes that may materially affect the Company's financial position and operating results in a timely manner.
- (7) To continuously review and enhance knowledge and understanding relating to accounting or finance.

4.2 To review and ensure that the Company has appropriate and effective internal control and internal audit systems.

(1) To jointly plan the review of the internal control system with the internal audit function, taking into consideration the nature and level of risks that may affect the listed company. In the case of high-risk matters, the Audit Committee shall promptly conduct an examination and establish immediate measures to mitigate such risks.

(2) To continuously and regularly review and improve the internal control systems of the listed company and its subsidiaries, both domestically and internationally, in order to keep pace with changes in business operations. In the event that the Company conducts significant operations overseas, the Audit Committee shall ensure that the Company's overall internal control system is capable of detecting irregularities and preventing fraud that may arise from transactions or operations of the Company's overseas entities.

(3) In the event that observations are identified from the review of the internal control system, or deficiencies are detected due to the absence of such system or non-compliance therewith, including non-compliance with relevant rules and regulations, the Audit Committee shall raise such observations and inquire into the causes and scope of review from relevant parties, such as the internal audit function and management, in order to be promptly informed of any indications or warning signs of irregularities that may lead to fraud within the Company.

4.3 To consider the independence of the internal audit function, including establishing an organizational structure whereby the internal audit function reports directly to the Audit Committee. The Audit Committee shall approve the appointment, transfer, or termination of the Head of Internal Audit or any other unit responsible for internal audit activities. In the event that the Company establishes its own internal audit function, the Audit Committee shall ensure that such function maintains adequate and appropriate internal audit standards. The Company shall also engage an external, qualified, competent, and independent party to conduct a Quality Assessment Review (QAR) of the internal audit function on a regular basis.

4.4 To consider and approve the annual budget, manpower, and necessary resources for the internal audit function; approve the annual audit plan, including any material revisions thereto; and oversee the performance of the internal audit function to ensure compliance with the approved annual audit plan and adherence to internationally accepted standards for the professional practice of internal auditing. The Audit Committee shall evaluate the performance quality of the internal audit function on an annual basis, including arranging for an external independent quality assessment at least once every five (5) years. The Audit Committee shall also meet with the Head of Internal Audit to discuss significant matters at least once a year without the presence of management.

4.5 To promptly investigate matters reported by the Company's external auditor in the event that the auditor identifies suspicious circumstances indicating that management or any person responsible for the Company's operations may have committed an offense under the Securities and Exchange Act. The Audit

Committee shall analyze the potential impact and issues involved and determine appropriate measures or actions to immediately mitigate or prevent such suspicious circumstances. At a minimum, the Audit Committee shall consider the following matters:

- (1) To assess the materiality and risk of the matter to the Company and investors, such as the impact on the Company's financial position and operating results, and the credibility of the Company's financial reporting. In addition, if the Audit Committee determines that the suspicious circumstances may materially affect shareholders' rights or involve matters that shareholders should be promptly informed of, the Audit Committee shall expedite actions to ensure that the Company discloses preliminary information to investors without delay.
- (2) To consider the persons who may be involved in such circumstances. In the event that directors or executives of the Company may be implicated, the Audit Committee shall take necessary actions to ensure that the investigation process is conducted independently and is not subject to the control or influence of any persons involved in the suspicious circumstances.
- (3) To determine appropriate measures or guidelines to mitigate or prevent the suspicious circumstances in order to minimize potential adverse effects on the Company and its shareholders as a whole.
- (4) To establish measures to enhance the Company's internal control system in order to prevent and deter similar suspicious circumstances from recurring in the future.

In addition, upon being notified by the external auditor, the Audit Committee shall immediately report the preliminary suspicious circumstances to the Office of the Securities and Exchange Commission (the "SEC Office"). During the course of the investigation, the Audit Committee shall periodically report progress to the SEC Office and the external auditor.

With respect to the investigation report, the Audit Committee shall expedite the completion of the investigation and compilation of relevant findings and submit the investigation report to the SEC Office and the external auditor within thirty (30) days. The report shall, at a minimum, reflect the considerations outlined in items (1)–(4) above.

4.6 To review and ensure that the Company complies with the laws governing securities and exchange, as well as notifications, regulations, and/or rules issued by the Securities and Exchange Commission (the "SEC"), the Capital Market Supervisory Board, the Office of the SEC (the "SEC Office"), and the Stock Exchange of Thailand (the "SET"), and/or other laws relevant to the business operations of the Company and its subsidiaries. The Audit Committee shall also review and ensure that subsidiaries and associated

companies comply with applicable governance policies and management guidelines for core subsidiaries and core associated companies.

4.7 The Audit Committee shall convene meetings to consider matters assigned to it, including the following:

- (a) The review of the financial statements and related financial reports, accounting principles and practices, compliance with accounting standards, the going concern assumption, significant changes in accounting policies, and management's rationale for determining such accounting policies prior to submission to the Board of Directors for disclosure to shareholders and the general investing public.
- (b) The review of the internal control and internal audit systems.
- (c) The review of the Company's annual internal audit plan (Audit Plan), coordination procedures among relevant audit plans, and evaluation of audit results in conjunction with the internal auditor and the external auditor. The Audit Committee shall inquire into the scope of the planned audit to ensure that such audit plan is adequate to detect fraud or deficiencies in the internal control system.
- (d) The consideration, together with the internal auditor, of any problems or limitations encountered during the audit, and the review of the internal auditor's performance.
- (e) The consideration, together with the external auditor, of any problems or limitations arising from the audit of the financial statements.
- (f) The consideration, together with the internal auditor and the external auditor, of whether there are plans to review methods and controls relating to electronic data processing systems, and inquiries regarding security programs, particularly for the prevention of fraud or misuse of computer systems by employees or external parties.
- (g) The review of transactions that may give rise to conflicts of interest, such as connected transactions of the Company.
- (h) Compliance with the laws governing securities and exchange, as well as notifications, regulations, and/or rules issued by the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, the Office of the SEC, and the Stock Exchange of Thailand (SET), and/or other applicable laws.
- (i) Any other duties as assigned by the Board of Directors.

4.8 To consider, select, and propose for appointment an independent person to serve as the Company's external auditor, and to propose such person's remuneration. The Audit Committee shall, together with management, clearly and appropriately determine the scope of engagement, and shall consider the auditor's independence, competence, and tenure in accordance with the guidelines prescribed by the Office of the Securities and Exchange Commission (SEC Office).

The Audit Committee shall meet with the external auditor without the presence of management at least once a year to acknowledge the results of the quarterly financial statement reviews, the annual financial statement audit, and to discuss any issues or obstacles encountered in the auditor's performance of duties.

4.9 To consider significant transactions relating to the acquisition or disposition of assets, connected transactions, or transactions that may give rise to conflicts of interest, including the review of conditions and any termination of such transactions that materially differ from the conditions previously considered prior to entering into the transaction. The Audit Committee shall also review acquisitions or dispositions of assets of the Company and its subsidiaries to ensure compliance with applicable laws, notifications, regulations, and/or rules of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, the SEC Office, and the Stock Exchange of Thailand (SET), in order to ensure that such transactions are reasonable and in the best interests of the Company.

If the Audit Committee lacks expertise in considering intercompany transactions or other such transactions, the Company shall arrange for an independent expert or the Company's external auditor to provide an opinion on such transactions for use in the consideration and/or decision-making of the Audit Committee.

In this regard, the Audit Committee shall, at a minimum, consider or undertake the following matters:

(1) To jointly consider and provide opinions on significant acquisitions or dispositions of assets and significant connected transactions that require approval from the Board of Directors or the shareholders' meeting. In this regard, the Audit Committee shall consider, at a minimum, matters such as the reasonableness of entering into the transaction, the details and bona fide status of the counterparty, the expected returns and associated risks—particularly legal risks—and the impact on the Company's financial position and operating results.

(2) For transactions within management's approval authority, the Audit Committee shall ensure that appropriate systems or processes are established requiring management to report such transactions on an ongoing basis, together with an analysis of their reasonableness. In cases where such transactions are entered into multiple times but, in substance, constitute related transactions or form part of the same project, the Audit Committee shall further consider their reasonableness and overall project characteristics. The Audit Committee shall also assess whether entering into such transactions may indicate an intention to

circumvent the rules governing significant acquisitions or dispositions of assets and significant connected transactions.

(3) After approval to enter into a transaction has been granted, the Audit Committee shall have the duty to monitor and inquire with management regarding the progress of such transaction, including oversight of any related investments. The Committee shall also ensure that the Company provides regular and appropriate disclosure and reporting of progress to shareholders, including, at a minimum, the following matters:

- (3.1) The progress of the transaction, including whether such progress is consistent with the plan disclosed at the time approval was sought from the Board of Directors or the shareholders' meeting.
- (3.2) If the transaction cannot proceed in accordance with the disclosed plan, disclosure of the factors or events affecting such deviation, together with an analysis of the risks arising from the inability to implement the transaction as planned.
- (3.3) In the event of fundraising through the issuance and offering of securities—whether shares or debentures—for the purpose of investing in such transaction, a report on the utilization of the funds raised shall be provided to investors.
- (3.4) Where actual operations materially deviate from the business plan or financial projections previously disclosed to shareholders.

(4) To monitor the progress of significant acquisitions or dispositions of assets and significant connected transactions, taking into account relevant information in order to detect any irregularities on an overall basis. If the Audit Committee suspects that directors or executives of the Company may have disseminated misleading or inaccurate information, or engaged in such transactions with the intention of manipulating the Company's share price for personal gain, the Audit Committee shall promptly take appropriate action to prevent such conduct and immediately report the facts to the Office of the Securities and Exchange Commission.

4.10 To consider details relating to the utilization of funds raised, including the feasibility of investment projects, the appropriateness of the valuation and fundraising channels, the Company's capital structure, and the sufficiency of the funds raised for investment in such projects. Management shall be required to thoroughly study the economic conditions and industry growth trends of the business in which the Company intends to invest.

The Audit Committee shall supervise and monitor the use of funds raised to ensure that such funds are utilized properly, appropriately, and in accordance with the objectives disclosed. If the funds are used inconsistently with the disclosed objectives, corrective action shall be taken promptly, and measures shall be established to prevent and deter any improper or unauthorized use of the funds raised. In addition, the Company shall ensure that the use of funds raised is reported and disclosed to shareholders in an appropriate and regular manner, and in compliance with the prescribed reporting timelines.

4.11 To promote the establishment of channels for receiving complaints or whistleblowing reports regarding improper conduct that may occur within the Company, and to ensure that appropriate policies or procedures are in place for handling such complaints and for protecting whistleblowers.

4.12 To review and monitor the effectiveness of risk management, including evaluating the results of risk management activities undertaken by the risk management working group.

4.13 To review the Audit Committee Charter at least once a year and propose it to the Board of Directors for approval.

4.14 To seek independent opinions from other professional advisors, as necessary, in order to effectively perform duties under the Charter at the Company's expense, with such engagement to be conducted in accordance with the Company's established procedures.

4.15 To request information from various departments of the Company and its subsidiaries as necessary for further consideration of relevant matters, and to invite relevant persons—including directors, management, executives, the Company's legal counsel, external legal counsel, employees, and/or other related persons—to attend meetings to discuss and clarify information, as well as to submit and provide relevant information, in the performance of duties within the scope of authority delegated by the Board of Directors.

4.16 To perform any other duties as prescribed by law, as may be prescribed in the future, or as assigned by the Board of Directors and agreed to by the Audit Committee.

5. Term of Office and Appointment

5.1 Appointment

(a) The Board of Directors or the shareholders' meeting shall appoint independent directors to serve as members of the Audit Committee.

(b) The Board of Directors, the shareholders' meeting, or the Audit Committee shall select and appoint one member of the Audit Committee to serve as Chairman of the Audit Committee.

(c) Upon expiration of the term of office of any Audit Committee member, or in the event that a member is unable to complete his or her term, resulting in the number of members falling below three (3), the Board of Directors or the shareholders' meeting shall appoint a qualified person who possesses the required qualifications and does not have any prohibited characteristics to fill the vacancy within three (3) months from the date on which the number of members becomes incomplete, in order to ensure continuity of the Audit Committee's operations. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

5.2 Term of Office

Each Audit Committee member shall hold office for a term of three (3) years, corresponding to his or her term as a director of the Company. Upon expiration of the term, a member may be reappointed as deemed appropriate by the Board of Directors. However, the total consecutive term of office as an Audit Committee member shall not exceed nine (9) years.

An Audit Committee member who completes his or her term shall remain in office in a holding-over capacity to continue performing duties until a replacement is duly appointed, except where such member's term as a director of the Company has expired and he or she is not re-elected as a director.

5.3 Vacation of Office

In addition to vacating office upon expiration of the term, an Audit Committee member shall vacate office upon:

- Ceasing to be a director of the Company;
- Resignation;
- Death;
- Removal by resolution of the Board of Directors or the shareholders' meeting;
- Lacking the qualifications or possessing prohibited characteristics for being an Audit Committee member or independent director under this Charter or under applicable laws, notifications, regulations, and/or rules of the Capital Market Supervisory Board or the Stock Exchange of Thailand; or
- Being ordered to vacate office by a court.

In the case of resignation while still serving as a director of the Company, an Audit Committee member shall submit a written resignation to the Chairman of the Audit Committee at least one (1) month in advance, stating the reasons therefor. The Chairman of the Audit Committee shall submit the resignation to the Board of Directors for consideration and approval, and a copy of the resignation letter shall be forwarded to the

Stock Exchange of Thailand. This is to enable the Board of Directors to consider appointing a qualified replacement for the resigning member.

In the event that an Audit Committee member resigns or vacates office prior to the expiration of his or her term, the Company shall immediately notify the Stock Exchange of Thailand. The resigning or removed Audit Committee member may also clarify the reasons for such resignation or removal to the Office of the Securities and Exchange Commission.

6. Meetings

6.1 The Audit Committee shall convene meetings on a regular basis at least once every three (3) months to consider the quarterly and annual financial statements and other matters within its scope of authority. Meetings shall be held jointly with the external auditor, internal auditor, and management to review the financial statements on a quarterly basis and to report to the Board of Directors.

In cases where management proposes to enter into connected transactions or transactions relating to the acquisition or disposition of assets, the Audit Committee shall consider the appropriateness, reasonableness, and best interests of the Company in accordance with the rules governing connected transactions and acquisitions or dispositions of assets as prescribed by the Stock Exchange of Thailand.

6.2 Notice of an Audit Committee meeting shall be given by the Chairman of the Audit Committee, or by the Secretary of the Audit Committee upon the Chairman's instruction, by delivering a written notice to the members at least seven (7) days prior to the meeting date, except in urgent circumstances where other methods of notice or a shorter notice period may be used. Each meeting shall have clearly defined agenda items in advance, and supporting documents shall be delivered to the Audit Committee members and meeting attendees at least seven (7) days in advance to allow adequate time for consideration or for requesting additional information.

6.3 A quorum shall consist of not less than one-half of the total number of Audit Committee members.

6.4 If the Chairman of the Audit Committee is unable to attend a meeting, the members present shall elect one member to act as Chairman of that meeting.

6.5 Resolutions of the meeting shall be passed by a majority vote. In the event of a tie, the Chairman of the meeting shall have a casting vote.

6.6 An Audit Committee member who has an interest in any matter under consideration shall not express an opinion or vote on such matter.

6.7 The Secretary of the Audit Committee, or a person assigned by the Audit Committee, shall prepare the minutes of each meeting. Such minutes must be approved by the Audit Committee. The Chairman of the

Audit Committee shall report the results of the meetings to the Board of Directors in order to inform the Board of the Audit Committee's activities.

6.8 The Audit Committee may invite relevant persons, including directors, management, executives, the Company's legal department, external legal counsel, employees of the Company or its subsidiaries, and/or other relevant persons, to attend meetings for discussion, clarification, or to respond to inquiries.

6.9 Separate meetings with management, the internal auditor, or the external auditor shall be held regularly at least once per year.

7. Reporting

7.1 The Audit Committee shall prepare a report on its performance and submit it to the Board of Directors at least once a year.

7.2 The Audit Committee shall prepare a report for disclosure in the Company's Annual Report. Such report must be signed by the Chairman of the Audit Committee and shall contain, at a minimum, the following information:

- (a) An opinion on the accuracy, completeness, and reliability of the Company's financial reports;
- (b) An opinion on the adequacy of the Company's internal control system;
- (c) An opinion on compliance with the securities and exchange laws and relevant notifications, regulations, and/or rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the SEC Office, and the Stock Exchange of Thailand, as well as other laws relating to the Company's business;
- (d) An opinion on the suitability of the external auditor;
- (e) An opinion on transactions that may give rise to conflicts of interest;
- (f) The number of Audit Committee meetings held and the attendance of each member;
- (g) The overall opinions or observations of the Audit Committee arising from the performance of its duties under this Charter; and
- (h) Other matters that shareholders and general investors should be informed of, within the scope of duties and responsibilities delegated by the Board of Directors.

7.3 The Audit Committee shall report regularly to the Board of Directors to keep the Board informed of its activities.

7.4 In performing its duties, if the Audit Committee discovers or suspects any transaction or act that may materially affect the Company's financial position or operating results, including:

- (a) Transactions giving rise to conflicts of interest;
- (b) Fraud, corruption, irregularities, or significant deficiencies in the internal control system; or
- (c) Violations of the securities and exchange laws and relevant notifications, regulations, and/or rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the SEC Office, and the Stock Exchange of Thailand, or other laws relating to the Company's business;

the Audit Committee shall report such matters to the Board of Directors for corrective action within a timeframe deemed appropriate by the Audit Committee. If the Board of Directors or management fails to implement corrective measures within such timeframe, any Audit Committee member may report the matter to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

7.5 In the event of any change in the duties of the Audit Committee, the Company shall notify the Stock Exchange of Thailand of the resolution regarding such change and shall prepare and submit the revised list of members and scope of duties in accordance with the form prescribed by the Stock Exchange of Thailand within three (3) business days from the date of such change, via the electronic reporting system as required by the Stock Exchange of Thailand.

8. Evaluation of the Audit Committee

The performance evaluation of the Audit Committee shall be conducted annually, both collectively and individually, in order to enhance the effectiveness of its performance for the maximum benefit of shareholders and the organization.

This Charter shall be effective from 27 February 2024 onwards.