

**Definition of KCE Independent Director and
Qualifications and Duties of the Audit Committee**

Definition of KCE Independent Director

The Board of Directors has considered that the person nominated as an Independent Director can provide Independent opinions and accordance with the relevant criteria and exercise its duties of monitoring managerial performance and preventing conflicts of interest, exercising objective judgment by being independent of management, follow the criteria of SEC and SET as follows:

- 1) Shall not hold more than 0.5% of the total voting shares of the company, including the shares held by related persons of that independent director.
- 2) Is not or has never been a director involved in management, an employee, a staff member, a salaried advisor, or a person with controlling authority in the company unless at least 2 years have passed since leaving such positions.
- 3) Is not related by blood or by legal registration (e.g., parent, spouse, sibling, child, or spouse of a child) to any other director, executive, major shareholder, controlling authority, or a person nominated as a director, executive, or controlling authority of the company or its subsidiaries.
- 4) Has no current or prior business relationship with the company in a manner that might obstruct independent judgment. This includes not being or having been a significant shareholder or controlling authority of an entity that has a business relationship with the company unless at least 2 years have passed since such relationships ended.
- 5) Is not and has never been an auditor of the company* and is not a significant shareholder, controlling authority, or partner of the audit firm where the auditor of the company belongs, unless at least 2 years have passed since such relationships ended.
- 6) Is not and has never been a professional service provider, including a legal or financial advisor who receives service fees exceeding 2 million baht per year from the company, nor a significant shareholder, controlling authority, or partner of that professional service provider unless at least 2 years have passed since such relationships ended.
- 7) Is not appointed as a representative of the company's directors, major shareholders, or shareholders who are related to major shareholders.
- 8) Does not operate or hold shares exceeding 0.5% of total voting shares in a business that is similar to and significantly competes with the company or its subsidiaries, nor is a partner in a partnership or a director involved in management, employee, staff member, or salaried advisor of such competing business.
- 9) Has no other characteristics that would impede the ability to express independent opinions on the company's operations.

- 10) Is capable of performing duties, expressing opinions, and reporting work outcomes independently, without being under the control of the company's management, major shareholders, or related persons, including close relatives of those individuals

Qualifications of the Audit Committee

- 1) Having been appointed by the Board of directors or Shareholders' meeting to act as Audit Committee member
- 2) Qualified for an independent director
- 3) Not currently the director authorized by the Board to make administrative decisions of the Company, parent company, subsidiary, same-level subsidiary, major shareholders, or controlling persons
- 4) Not currently the director of the parent company, subsidiary, or same-level subsidiary of listed companies only
- 5) Having sufficient knowledge and experience to perform the duty of an Audit Committee. There must be at least one audit committee member, who is sufficiently knowledgeable and experienced to review the reliability of financial statements
- 6) Receiving continuous and regular training and knowledge enhancement in matters related to the operations of the Audit Committee in order to keep up with potential changes and continuously enhance knowledge about the Company's operations and to improve the effectiveness of the Audit Committee
- 7) Capable of dedicating sufficient time and opinions to perform duties as the Audit Committee

Duties and Responsibilities of the Audit Committee

- 1) Review the Company's financial reporting process to ensure that it is accurate and disclose adequately.
- 2) Review to ensure that the Company has appropriate and efficient internal control and internal audit systems. Also consider the independence of internal audit unit, approve an appointment, transfer, or termination of the head of internal audit unit, or any other units in charge of an internal audit.
- 3) Review to ensure that the Company is compliance with SEC's laws, SET's regulations and other related business laws.
- 4) Consider, select and nominate independent persons to act as auditor, suggest the remuneration and attend non-management meeting with the auditor at least once a year.
- 5) Consider the connected transactions or the transactions that may cause conflicts of interests, making them in line with the laws and SET's regulations. This is to ensure such transactions are reasonable and for the highest benefit of the Company.
- 6) Prepare an Audit Committee's report and disclose it in the Company's annual report. The report must be signed by the Audit Committee's Chairman and consist of at least following information:
 - Opinion on the accuracy, completeness and reliability of the Company's financial reports.
 - Opinion on the adequacy of the Company's internal control system.
 - Opinion on the compliance with SEC's laws, SET's regulations or any other related business laws.

- Opinion on the suitability of the auditor.
 - Opinion on transactions which may cause conflicts of interests.
 - Number of the Audit Committee meetings and attendance of such meetings by each Audit Committee member.
 - Opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter.
 - Other transactions which should be known to the shareholders and general investors subject to the scope of duties and responsibilities assigned by the Board of directors.
- 7) Doing other tasks as assigned by the Board of directors and approved by the Audit Committee.
- 8) Other responsibilities.
- Review the self-assessment questionnaire to develop the Company's Anti-Corruption system under the Collective Action Against Corruption (CAC)