



Title of Document : Charter of the Audit Committee

Revision No: -

(Translation)

For the ability of the Company's Audit Committee to efficiently perform its duties as entrusted by the Board of Directors under the Principle of Good Corporate Governance to assist the Board of Directors in governing the operation and management to ensure that the Company is standardized in accordance with the proper and transparent guideline, and has the reliable financial reporting system, causing maximum benefit of the investors and all related parties; and for consistency with the policy of the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand ("SEC"); the Company, therefore, has deemed appropriate to establish the Charter of the Audit Committee to define the scope of composition and qualification, office term, power, duties and responsibilities, as well as the Meeting of the Audit Committee as follows.

1. Composition of the Audit Committee

(1) The Audit Committee shall at least consist of 3 members who are appointed from the Board of Directors. Every member of the Audit Committee shall be the director of the Company.

(2) The Audit Committee shall at least consist of 1 person who is knowledgeable or experienced in accounting and finance and can verify the reliability of the financial statements.

(3) The Audit Committee or the Board of Directors shall appoint one member of the Audit Committee to be the Chairman of the Audit Committee.

2. Qualification of the Audit Committee

The members of the Company's Audit Committee shall be the independent directors who are qualified without prohibited characteristics as follows.

(1) Holding shares not exceeding 1% of total number of voting shares of the Company, its holding company, subsidiary, associated company, major shareholder, or regulator. The shareholding of the said independent director's related parties shall also be counted.

(2) Never been or ever been the director who is involved in management, employee, staff, regular salary-earning advisor, or regulator of the Company, its holding company, subsidiary, associated company, subsidiary in the same level, major shareholder, or regulator, unless he/she free from possessing the said characteristic for at least two years prior to assuming the office as the member of the Audit Committee. However, the said prohibited characteristic excludes the case where the independent director has ever been the government officer or advisor of the administrative agency which is the major shareholder or regulator of the Company.



Title of Document : Charter of the Audit Committee

Revision No: -

(3) Never been the person who is relative by blood or by legal registration in the nature of father, mother, spouse, kinsfolk, and child, as well as spouse of his/her child, of other director, executive, major shareholder, regulator, or person who will be nominated as the director, executive, or regulator of the Company or its subsidiary.

(4) Never had or used to have business relationship with the Company, its holding company, subsidiary, associated company, major shareholder, or regulator in the nature that may obstruct the exercise of his/her independent discretion; and never been or ever been the significant shareholder or regulator of the person who has the business relationship with the Company, its holding company, subsidiary, associated company, major shareholder, or regulator, unless he/she is free from possessing the said characteristic for at least two years prior to assuming the office.

The said business relationship includes the entry into the commercial transaction, which is usually performed for business operation, lease, or leasing the immovable property, the transaction relating to asset or service or providing or receiving the financial assistance through receiving or granting loan, guaranty, providing asset to be the collateral of debt, including other similar circumstance, resulting in the requirement of the Company or the contractual party to pay to the other party from 3% of net tangible assets of the Company or from 20 million Baht and more depending on whichever amount is lower. However, the said obligation is calculated in accordance with the calculation method of the value of the related parties transaction under the Notification of the Capital Supervisory Board on the Rule for Entry of the Related Parties Transaction Mutatis Mutandis. However, in considering the said obligation, it shall include obligation incurred during one year prior to the date of which he/she has business relationship with the same party;

(5) Never been or used to be the auditor of the Company, its holding company, subsidiary, associated company, major shareholder, or regulator, and never been the significant shareholder, regulator, or partner of the audit office of which the auditor of the Company, its holding company, subsidiary, associated company, major shareholder, or regulator is in the service, unless he/she is free from possessing the said characteristic for at least two years prior to assuming the office.

(6) Never been or used to be any provider of the professional service, legal or financial consultancy service that earns service fee of more than two million Baht per year from the Company, the Company, its holding company, subsidiary, associated company, major shareholder, or regulator; and not being the significant shareholder, regulator, or partner of the said provider of the professional service, unless he/she is free from possessing the said characteristic for at least two years prior to assuming the office.

(7) Not being the appointed director to be the representative of the director of the Company, major shareholder, or shareholder that is the related party of the major shareholder.



Title of Document : Charter of the Audit Committee

Revision No: -

(8) Not operating the business with the condition which is similar and significantly competitive to the business of the Company or its subsidiary; or not being the significant partner in the partnership; being the director who is involved in management, employee, staff, regular salary-earning advisor, or holding shares exceeding 1% of total number of the voting shares of other companies that operate the business with the condition which is similar and significantly competitive to the business of the Company or its subsidiary.

(9) Not being the director who is entrusted by the Board of Directors to make decision on operating the business of the Company, its holding company, subsidiary, associated company, subsidiary in the same level, major shareholder or regulator.

(10) Not being the director of the holding company, subsidiary or subsidiary in the same level particularly being the listed company.

(11) Possessing other complete and appropriate qualifications under law or requirement of the official agencies.

(12) Not possessing any other characteristics of which he/she is unable to independently comment about the Company's operation, and able to devote adequate time for duty performance of the Audit Committee.

(13) Not being the director who is entrusted by the Board of Directors to make the decision on operating the business of the applicant of the permission, the holding company, subsidiary, associated company, subsidiary in the same level, major shareholder or regulator of the applicant of the permission; and

(14) Not being the director of the holding company, subsidiary, or subsidiary in the same level particularly being the listed company.



Title of Document : Charter of the Audit Committee

Revision No: -

3. Office Term of the Audit Committee

(1) The office term of the member of the Audit Committee shall not exceed three (3) years per term from appointment date or based on the office holding as the director. The member of the Audit Committee who is retired by rotation can be appointed to resume to perform the duty of the member of the Audit Committee.

(2) Other than the aforesaid retirement by rotation, the member of the Audit Committee shall be retired from the office upon:

- 1) Death;
- 2) Resignation;
- 3) Disqualification of being the director of the Company and the member of the Audit Committee under the related laws particularly being public limited companies law, securities and exchange law, or other related laws;
- 4) Resolution of the Board of Directors' Meeting for retirement

(3) Upon expiration of the term, if the Board of Directors has not yet resolved to appoint the new set of the Audit Committee, the former set of the Audit Committee shall further perform the duties until the Board of Directors have appointed the new set of the Audit Committee in replacement of the former set of the Audit Committee of which the term has been expired. The new set of the Audit Committee shall be appointed within two months from the expiry date of the term of the former set of the Audit Committee.

(4) Upon expiration of the member of the Audit Committee's office term, or any event other than retirement by rotation that results in the number of the members below the specified number which is three members, the Board of Directors shall appoint the qualified person to be the member of the Audit Committee in complete number immediately or lately within three months from the date of which the number of the member of the Audit Committee is incomplete to ensure the continuity of the Audit Committee's operation in consistency with the status maintenance criteria of the listed company as prescribed by the SET. The person who is entered to be the said replacing member of the Audit Committee can only be in the office equaling to the remaining term of the member of the Audit Committee who has been replaced by him/her.



Title of Document : Charter of the Audit Committee

Revision No: -

4. Secretary of the Audit Committee

(1) The Secretary of the Audit Committee should be appointed under consent of the Audit Committee to assist the operation of the Audit Committee in making appointment of the meeting, preparing the meeting agenda, and delivering the meeting documentation and minutes of the meeting.

(2) In appointing the Secretary of the Audit Committee, the person who is knowledgeable, competent, and experienced in performing the above works, independent of the duty performance to assist the Audit Committee should be considered, such as the person from the Head of Internal Audit may be considered appointing, etc.

5. Duties and Responsibilities

(1) Verify and approve the Charter of the Internal Audit Office and verify the appropriateness at least once a year.

(2) Verify the Company and its subsidiary to have correct, reliable, and adequate financial reporting in accordance with Thai Financial Reporting Standard, by coordinating with the external auditor and the executive who is in charge of the financial report preparation. The Audit Committee may suggest the auditor to verify or audit any transactions deemed to be important and necessary during audit of the Company and its subsidiary's accounts.

(3) Verify the Company and its subsidiary to have the appropriate and effective Internal Control System and Internal Audit System, and consider the independence of the Internal Audit Unit, as well as approve the consideration on appointment, removal, and dismissal of the Head of Internal Audit or any other work units in charge of internal audit.

(4) Circumspectly, appropriately, and efficiently verify Risk Management System to ensure that Control System is appropriate and adequate for the contingent corruption risk.

(5) Verify the Company's operation to be proper in accordance with the securities and exchange law, the requirement of the SET, and the relevant laws of the Company's business.

(6) Consider, select, and nominate to appoint the independent person to perform the duty of the Company's auditor and propose remuneration of the said person, and attend the meeting with the auditor without meeting attendance of the Management at least once a year.

(7) Consider the related parties transaction or transaction that may have conflict of interests in accordance with laws and requirements of the SET to ensure that the said transaction is reasonable for maximum benefit of the Company.



Title of Document : Charter of the Audit Committee

Revision No: -

(8) Prepare the Report of the Audit Committee by disclosing in the Company's Annual Report. Such Report must be signed by the Chairman of the Audit Committee and at least contain the following information.

- a) Opinion on correctness, completeness and reliability of the financial report of the Company
- b) Opinion on adequacy of the Company's Internal Control System
- c) Opinion on the compliance with the securities and exchange law, the requirement of the SEC, or the relevant laws of the Company's business
- d) Opinion on the suitability of the auditor
- e) Opinion on transaction that may have conflict of interests
- f) Number of the meetings of the Audit Committee and meeting attendances of each member of the Audit Committee
- g) Overall comments or observations obtained by the Audit Committee from the duty performance under the Charter
- h) Other transactions deemed that the shareholders and general shareholders should acknowledge under the scope of duties and responsibilities entrusted by the Board of Directors.

(9) Verify and comment on the internal audit and operational plan of the Internal Audit Office.

(10) In performing works under the scope of authority, the Audit Committee shall have power to access the information of the Company in all levels, and invite the Management, related executives or the staffs of the Company to comment, attend the meeting or deliver documents as deemed related and necessary.



Title of Document : Charter of the Audit Committee

Revision No: -

(11) In duty performance of the Audit Committee, if the following transactions or actions that may have significant impact toward financial position and operating results of the Company are detected or in doubt, the Audit Committee shall report the Board of Directors for improvement and correction within the period deemed appropriate by the Audit Committee.

- 1) Transaction that may have conflict of interests;
- 2) Corruption or abnormality or significant fault in Internal Control System;
- 3) Violation of the securities and exchange law, the requirement of the SET, or the relevant laws of the Company's business.

If the Board of Directors or the executive fails to improve and correct within the aforesaid period, any member of the Audit Committee may report that there are transactions or actions as aforementioned to the Office of the Securities and Exchange Commission or the SET.

(12) Consider, review, and update the Charter of the Audit Committee at least once a year and propose to the Board of Directors for approval consideration.

(13) Have power to propose for considering hiring the advisor or third party to comment or give advice in case deemed appropriate to be necessary.

(14) Take any other action as entrusted by the Board of Directors under consent of the Audit Committee.

In the aforesaid duty performance, the Audit Committee is directly responsible for the Board of Directors and the Board of Directors remains being responsible for operation of the Company with the third parties.

The Board of Directors has power to revise and alter definition and qualification of the independent director, and Charter of the Audit Committee, to be consistent with the responsibility of the Audit Committee under the criteria of the Office of the Securities and Exchange Commission, the SET, the Capital Supervisory Board, and/or legal provisions of other relevant laws.

Title of Document : Charter of the Audit Committee

Revision No: -

6. Meeting of the Audit Committee

(1) Number of Times and Period of the Meeting

- 1) The Audit Committee should hold the normal meeting at least four (4) times a year in the period of the financial report preparation.

In calling a Meeting of the Audit Committee, the Chairman of the Audit Committee or the person who is assigned to deliver an invitation letter to the meeting, meeting agenda, and meeting documentation to the director seven days in advance prior to the meeting date so that the director can have time for study in advance prior to meeting attendance, unless in case of urgency, an invitation letter to the meeting and documents can be delivered, and/or the meeting appointment date can be scheduled to be faster than the said period.

- 2) The Chairman of the Audit Committee may specially call an additional Meeting of the Audit Committee in case of request from the Audit Committee, internal auditor, auditor or Chairman of the Board of Directors, for considering the problem issues needed for mutual discussion.
- 3) The Audit Committee should hold the meeting particularly with the auditor of the Company without the meeting attendance of the Management at least once a year. The special meeting may be held in addition to the normal meeting or held with the auditor without the attendance of the Management as one agenda of the Meeting of the Audit Committee that other agenda can also be contained.

(2) Meeting Attendance and Voting

- 1) At least half of all members of the Audit Committee shall attend the Meeting of the Audit Committee to be a quorum. The Chairman of the Audit Committee shall preside over the meeting (in case where the Chairman of the Audit Committee is absent from the meeting or unable to perform the duty, the members of the Audit Committee who attend the meeting shall select one member of the Audit Committee to preside over the meeting).



Title of Document : Charter of the Audit Committee

Revision No: -

- 2) The majority votes of the members of the Audit Committee who attend the meeting shall be adhered in final judgment of the meeting, whereas one member of the Audit Committee shall have one vote. If any member of the Audit Committee has interest in the considering matter, the said member shall not participate in considering commenting in the said matter, and voting. If a tie is apparent, the Chairperson of the Meeting shall vote for an additional vote as casting vote. However, the Secretary of the Audit Committee has no voting right.
 - 3) The Audit Committee may invite the director or executive of the Company or auditor to attend the meeting in some related matters, such as assessment on the adequacy of Internal Control System and audit plan, etc. for the Audit Committee's acquisition of the adequate information as support of the consideration on commenting in the said matter.
 - 4) The Audit Committee should convene the meeting with the Company's lawyer or convene with the external lawyer. If it is deemed necessary and appropriate to essentially discuss the legal problem issues that have or may have significant impact toward financial statements or operation of the Company.
 - 5) The Secretary of the Audit Committee should attend the meeting every time since the Secretary must prepare and propose the information to the Audit Committee for consideration, unless the meeting is held in the matter deemed by the Audit Committee to be sensitive and intended to be a mutual consideration particularly of the persons who are the members of the Audit Committee only.
- (3) Minutes of the Meeting of the Audit Committee
- 1) The Minutes of the Meeting of the Audit Committee should be prepared every time by the Secretary of the Audit Committee to perform the duty as the recorder of the Minutes of the Meeting.
 - 2) The Secretary of the Audit Committee shall verify and monitor the progress of the actions under the Minutes of the Meeting of the Audit Committee, as well as problems and obstacles of the actions based on the opinions or observations of the Audit Committee to be reported to the Audit Committee for acknowledgement in the next meeting.



Title of Document : Charter of the Audit Committee

Revision No: -

7. Performance Assessment

The Audit Committee shall annually conduct self-assessment on working of the whole committee and individual member to consider reviewing its performance, problems, and obstacles in last year, and annually report the assessment result to the Board of Directors.

8. Other Rules

The Charter of the Audit Committee can be revised by the proposal of the Audit Committee to the Board of Directors for consideration to be effective upon approval of the Board of Directors' Meeting.

-Signed-

(Mr. Kledchai Benjaarthornsirikul)

Chairman of the Board of Directors

Kerry Express (Thailand) Public Company Limited