



Supporting Documents

Charter of Audit Committee

Document Code: GN-CSO-001

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Unique Plastic Industry Company Limited (“The Company”) recognizes the importance of a Corporate Good Governance system and has therefore considered the establishment of the Company’s Audit Committee. The Audit Committee is tasked with overseeing and monitoring the Company’s internal management and internal control systems to ensure efficiency and compliance with applicable laws. It is also responsible for supervising the preparation of financial reports to ensure transparency and reliability, as well as ensuring that the Company operates in accordance with relevant laws and regulations. Accordingly, the Board of Directors has established the Audit Committee Charter to serve as a guideline for the Audit Committee’s operations and to provide the Board of Directors and management with a clearer understanding of the Audit Committee’s scope of work.

1. Objective

The Audit Committee Charter is established to define the qualifications, scope, duties, and responsibilities in performing functions that support the Board of Directors in overseeing and monitoring the organization’s operations, internal control, risk management, and internal audit. It also covers the preparation of financial reports in accordance with accounting policies, compliance with relevant laws, and the prevention of conflicts of interest.

2.1 Components

- (1) The Company’s Audit Committee shall consist of no fewer than three independent directors of the Company (one Chairman of the Audit Committee and two Audit Committee members). At least one member must possess sufficient knowledge and experience to be able to review the reliability of the Company’s financial statements. Such Audit Committee members must meet specific qualifications, not have any prohibited characteristics, and maintain independence from any conflicts of interest in accordance with the Public Limited Companies Act, the Securities and Exchange Act, as well as announcements, rules, and/or regulations of the Securities and Exchange Commission (“SEC”), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (“SET”).

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- (2) Audit Committee shall select one of its members to serve as the Chairman of the Audit Committee. The Company’s internal auditor, or the Internal Audit Department, shall be appointed as the Secretary of the Audit Committee to assist in the Committee’s operations, including scheduling meetings, preparing agendas, distributing meeting materials, recording minutes, and coordinating with relevant departments, in order to ensure the Audit Committee performs its duties effectively.

The Secretary of the Audit Committee shall attend Audit Committee meetings but shall have no right to vote.

2.2 Appointment, Term of Office, and Remuneration

- (1) The Audit Committee shall be appointed by the Board of Directors and the Shareholders’ Meeting, based on the nominations proposed by the Nomination and Remuneration Committee. All Audit Committee members must be directors of the Company and must be independent directors only.
- (2) Audit Committee members shall have a term of office of three (3) years. The term of office of Audit Committee members shall correspond with their term as Company directors. Upon completion of a term, an Audit Committee member may be considered for reappointment as deemed appropriate by the Board of Directors and the Shareholders’ Meeting. However, an Audit Committee member may serve for no more than three (3) consecutive terms, unless the Board of Directors determines that the individual should continue to serve as an Audit Committee member in the best interests of the Company. Any service beyond the prescribed term must not compromise the independence of the Audit Committee member.
- (3) In the event that a vacancy occurs in the position of an Audit Committee member for reasons other than the expiration of the term, the Board of Directors shall have the authority

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to appoint a qualified individual to fill the vacancy within three (3) months from the date the number of Audit Committee members becomes incomplete, in order to ensure the continuity of the Audit Committee's operations. The appointed replacement shall hold office only for the remaining term of the Audit Committee member being replaced.

- (4) The Board of Directors shall establish a policy that an Audit Committee member who is an independent director shall serve for a maximum consecutive term of nine (9) years from the date of first appointment as an independent director. In the event that reappointment of such independent director is considered, the Board of Directors shall reasonably assess the necessity of such reappointment.

- (5) The Nomination and Remuneration Committee shall be responsible for determining the remuneration of the Audit Committee members, taking into account the workload, responsibilities, and the size of the Company's business, and by comparing with other companies in the same industry. The proposed remuneration shall be submitted to the Board of Directors for consideration before being presented to the Shareholders' Meeting for approval.

2.3 Cessation of Office

- (1) An Audit Committee member shall cease to hold office when
 - a) Upon completion of the term of office

 - b) Ceases to be a director of the Company

 - c) Be disqualified or possess prohibited characteristics as prescribed by law

 - d) Resigns from the position of Audit Committee member or director of the Company

 - e) Death

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f) The Board of Directors or the Shareholders' Meeting resolves to remove the member from office

g) Dismissed by a court order

h) Sentenced to imprisonment by a final judgment, or legally ordered to imprisonment, except for offenses committed through negligence or minor offenses (petty crimes)

i) Be of unsound mind, quasi-incapacitated, or declared bankrupt

- (2) If an Audit Committee member intends to resign before the completion of their term, they shall submit a resignation letter to the Chairman of the Audit Committee or the Chairman of the Board of Directors at least thirty (30) days in advance, so that the Board of Directors or the Shareholders' Meeting may consider appointing a qualified replacement for the resigning Audit Committee member. The Company shall notify the Stock Exchange of Thailand of the resignation and provide a copy of the resignation letter. The resigning Audit Committee member may also, if deemed appropriate, provide an explanation of the reasons for the resignation to the Stock Exchange of Thailand.

2.4 Qualifications of Audit Committee Members

An Audit Committee member must have the following qualifications:

- (1) Be an independent director and possess qualifications in accordance with the Securities and Exchange Act, as well as the announcements, rules, and/or regulations prescribed by the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (SET), including the following qualifications:



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- a) Holds no more than (1%) of the total voting shares in the Company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the Company. This includes shares held by related parties of the independent director.
- b) Is not, and has never been, an executive director, employee, salaried advisor, or controlling person of the Company, its parent company, subsidiaries, joint ventures, companies of the same tier of subsidiaries, major shareholders, or controlling persons of the Company, unless such relationship ceased for at least two (2) years prior to appointment as an Audit Committee member. This prohibition does not include cases where the independent director was formerly a government official or advisor to a government agency that is a major shareholder or controlling person of the Company.
- c) Has no current or past business relationships with the Company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the Company that may interfere with the independent exercise of judgment. Furthermore, the individual shall not be, nor have been, a significant shareholder or controlling person of any party having such business relationships with the Company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the Company, unless such relationship ceased for at least two (2) years prior to appointment as an Audit Committee member. In addition, the individual shall have no direct or indirect financial or managerial interests in the Company, its affiliates, joint ventures, or any parties that may create a conflict of interest that could compromise independence.

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For the purposes of the business relationship referred to in the preceding paragraph, this includes ordinary commercial transactions conducted in the course of business, leasing or renting of immovable property, transactions relating to assets or services, or the provision or receipt of financial assistance through loans, guarantees, or the use of assets as collateral for liabilities, as well as similar arrangements, which result in the Company or its counterparty having obligations to pay the other party amounting to 3% of the Company's net tangible assets or THB 20,000,000, whichever is lower. The calculation of such obligations shall follow the methods for calculating the value of connected transactions by way of approximation. In determining such obligations, all liabilities incurred within one (1) year prior to the date of entering into a business relationship with the same party shall be included.

- d) Has no familial or legal-registered relationship as a parent, spouse, sibling, or child, including the spouse of a child, with any other director, executive, major shareholder of the Company, controlling person, or any person proposed to be appointed as a director, executive, or controlling person of the Company or its subsidiaries.

- e) Is not appointed as a director to represent the interests of other directors, major shareholders, or shareholders associated with major shareholders. In addition, the individual must be able to express opinions or report independently in the performance of assigned duties, without regard to any interests or restrictions that could compromise the ability to provide independent judgment.

- f) Is not and has never been an auditor of the Company, its parent company, subsidiaries, joint ventures, major shareholders, controlling persons of the

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Company, or any parties that may have a conflict of interest. Furthermore, the individual shall not be a significant shareholder, controlling person, or managing partner of an audit firm that provides auditing services to the Company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the Company, unless such relationship ceased for at least two (2) years prior to appointment as an Audit Committee member.

- g) Is not and has never been a provider of any professional services, including legal or financial advisory services, receiving fees exceeding two million baht (THB 2,000,000) per year from the Company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the Company. Furthermore, the individual shall not be a significant shareholder, controlling person, or partner of such professional service provider, unless such relationship ceased for at least two (2) years prior to appointment as an Audit Committee member.

- h) Does not operate a business of the same nature that materially competes with the Company or its subsidiaries, and is not a significant partner in a partnership, nor a director involved in management, employee, salaried advisor, or shareholder exceeding one percent (1%) of the total voting shares of another company operating a business of the same nature that materially competes with the business of the Company or its subsidiaries.

- i) Has no other characteristics that would prevent the individual from providing independent opinions regarding the Company's operations.

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In the case where a person proposed for appointment as an independent director has or has had business relationships or professional service relationships exceeding the thresholds specified in items (c) or (g) above, the Company may consider appointing such person as an independent director. In this regard, the Company must obtain the Board of Directors' opinion confirming that, in accordance with Section 89/7 of the Public Limited Companies Act B.E. 2535 (as amended), the appointment of such person will not affect the performance of duties or the provision of independent opinions. The Company must also disclose the following information in the notice of the shareholders' meeting regarding the agenda for the appointment of the person as an independent director.

- 1) Business or professional service relationships that result in the individual not meeting the prescribed qualifications.
- 2) Reasons and justification for retaining or appointing the individual as an independent director.
- 3) The Board of Directors' view regarding the proposal for the appointment of the aforementioned individual as an independent director.

Any individual appointed as an independent director who meets the qualifications under items (a) to (m), including the exceptions regarding business relationships or the provision of professional services mentioned above, may be assigned by the Board of Directors the authority to make decisions concerning the operations of the company, its subsidiaries, joint ventures, major shareholders, or controlling persons of the company in the form of a collective decision.



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- (2) Possesses sufficient knowledge and experience to perform the duties of an audit committee member as assigned and is able to exercise independent judgment.
- (3) At least one person shall possess sufficient knowledge, expertise, and experience in accounting or financial management to be capable of performing the duties of reviewing the reliability of the financial statements.
- (4) Shall not be a director who has been granted authority by the Board of Directors to make decisions concerning the operations of the company, its major subsidiaries, joint ventures, subsidiaries at the same level, major shareholders, or controlling persons of the company.
- (5) Shall not serve as a director of any major company, subsidiary, or subsidiary at the same level, in cases where such entities are listed companies.

1. Scope, Authority, Duties, and Responsibilities

The Audit Committee shall have the following powers, duties, and responsibilities:

Responsibilities Regarding Financial Reporting and Audit

- (1) To review and ensure that the Company and its subsidiaries prepare quarterly and annual financial reports that are accurate, complete, adequate, reliable, and timely, in accordance with the accounting standards and financial reporting standards as required by law. The Audit Committee shall coordinate and hold meetings with the external auditors and the management responsible for preparing both the quarterly and annual financial reports, ensure sufficient disclosure of information, and present the reports to the Board of Directors and/or the shareholders' meeting (as applicable) for consideration and approval.

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(2) To consider, select, propose the appointment, and dismiss independent individuals to serve as the Company's external auditors, and to propose their remuneration, taking into account their credibility, adequacy of resources, the audit workload of the audit firm, and the experience of personnel assigned to audit the Company, as well as the performance in the previous year. The Audit Committee shall also consider the removal of auditors when necessary. The Audit Committee shall present such recommendations to the Board of Directors for approval, and coordinate with the auditors regarding the objectives, scope, approach, work plan, issues encountered during the audit, and matters deemed significant by the auditors. Furthermore, the Audit Committee shall hold meetings with the auditors, without management present, at least once a year.

(3) To review the scope and audit procedures proposed by the auditors, and to consider the reasons for any changes to the audit plan (in case the audit plan is subsequently amended). The Audit Committee may also recommend that the auditors review or examine any items deemed necessary and significant during the audit of the Company and its subsidiaries. Furthermore, the Audit Committee shall review the auditors' reports submitted for management's corrective action and monitor the implementation of such recommendations.

Responsibilities Regarding Internal Control

(1) To review and ensure that the Company and its subsidiaries have internal control systems, risk management, and internal audit systems that are adequate, appropriate, and effective.

(2) To review and ensure that the Company has an appropriate risk management system and risk mitigation measures, and to participate in the review of the Risk Management Working Group's meeting outcomes before submitting them to the Board of Directors on a quarterly basis.

(3) To review the Company's internal processes regarding whistleblowing, complaint handling, and compliance with the anti-corruption policy, relevant regulations, and applicable laws, ensuring that

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such processes adhere to international standards and are rigorous, appropriate, up-to-date, and effective, as prescribed by the Audit Committee.

- (4) To encourage the Company to conduct self-assessments of its anti-corruption measures in accordance with the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). Upon the Company's participation in the program, the Audit Committee shall review the accuracy of the supporting documents and the self-assessment forms.*

Responsibilities Regarding Internal Audit

- (1) To ensure that the Internal Audit Department carries out its work in compliance with recognized internal audit standards.
- (2) To review and approve the internal audit plan in collaboration with the internal auditors, particularly in matters relating to internal control systems and financial management processes. The Audit Committee shall consider, provide opinions, and offer comments on the budget and staffing of the Internal Audit Department for submission to management for approval. The Audit Committee shall also review the audit plan and scope of work of the internal auditors, the Company's external auditors, and any internal audit consultants (if applicable) to ensure alignment and avoid duplication of efforts. In addition, the Audit Committee shall review internal audit reports and monitor the follow-up actions on the issues identified in such reports.
- (3) To consider the independence of the Internal Audit Department and to approve the appointment, transfer, dismissal, and performance evaluation of the Head of Internal Audit or any other unit responsible for internal audit functions.
- (4) To consider and approve the Internal Audit Charter, as well as to review and revise the Audit Committee Charter as deemed necessary and appropriate, and submit the revised version to the Board of Directors for approval.*



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- (5) To consider the adequacy and effectiveness of the coordination between the external auditors and the internal auditors.
- (6) To consider and approve the annual budget, staffing, and necessary resources for the operations of the Internal Audit Department; to approve and evaluate the annual audit plan to ensure its alignment with the Company's risk profile; to consider and approve any revisions to the audit plan; and to oversee the operations of the Internal Audit Department to ensure compliance with the approved annual audit plan and conformity with international standards for the professional practice of internal auditing. The Audit Committee shall also conduct an annual assessment of the quality of internal audit activities and meet with the Chief Audit Executive at least once a year, without management present, to discuss significant matters.

Responsibilities Pertaining to Compliance with Relevant Laws and Regulations

- (1) To review and ensure that the Company and its subsidiaries comply with the Securities and Exchange Act, the rules, notifications, and regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange, as well as other laws relevant to the Company's business. The Audit Committee shall also review and ensure that the Company's subsidiaries adhere to the principles set forth in the Subsidiary Governance Policy, and take any necessary actions to prevent and mitigate potential losses to the Company, particularly by ensuring that any suspicious conduct by directors, executives, or persons responsible for the Company's operations is promptly reported to the SEC upon notification by the external auditors, as required under Section 89/25 of the Securities and Exchange Act B.E. 2535, and in accordance with the Company's Good Corporate Governance Policy.
- (2) To consider related-party transactions or transactions that may present conflicts of interest, ensuring compliance with applicable laws and the regulations of the Stock Exchange, as well as accurate and complete disclosure of such transactions. This also includes overseeing the



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operations of subsidiaries and adherence to the Company's Good Corporate Governance Policy, in order to ensure that such transactions are reasonable and serve the best interests of the Company.

(3) To prepare the Audit Committee's report for submission to the Board of Directors, to be disclosed in the Company's annual report (Form 56-1 One Report). The report shall be signed by the Chairman of the Audit Committee and shall contain at least the information required under the notifications of the Securities and Exchange Commission (SEC), including, at a minimum, the following details:

- (a) Opinion on the accuracy, completeness, and reliability of the Company's financial statements.
- (b) Opinion on the adequacy of the internal control system, risk management, and internal audit.
- (c) Opinion on compliance with the Securities and Exchange Act, the regulations of the Stock Exchange, or other laws relevant to the Company's business.
- (d) Opinion on the suitability of the external auditors.
- (e) Opinion on transactions that may present conflicts of interest.
- (f) Number of Audit Committee meetings and the attendance of each Audit Committee member.
- (g) Overall opinions or observations of the Audit Committee arising from the performance of its duties under the Charter.

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(h) Other matters deemed necessary for shareholders and the general investing public to be informed of, within the scope of duties and responsibilities delegated by the Board of Directors.

(4) Regular activity reports to inform the Board of Directors of the Audit Committee's ongoing activities are as follows:

(a) Minutes of Audit Committee meetings, clearly stating the Committee's opinions on various matters.

(b) Reports on opinions regarding the financial statements, internal audit, and risk management.

(c) Other reports deemed necessary for the Board of Directors to be informed of.

(5) In the performance of their duties, if the Audit Committee identifies or suspects any transaction or action that may have a material impact on the Company's financial position or operating results, the Audit Committee shall report to the Board of Directors for appropriate corrective or remedial action within a timeframe deemed appropriate by the Audit Committee, as follows:

(a) Transactions that involve conflicts of interest.

(b) Suspicions or indications of possible fraud, irregularities, or significant deficiencies in the internal control system.

(c) Suspicions of possible violations of the Securities and Exchange Act, the regulations of the Stock Exchange, or other laws relevant to the Company's business.



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If the Audit Committee has reported to the Board of Directors on matters that have a material impact on the Company's financial position and operating results, and has discussed with the Board and management the necessary corrective actions, but upon the expiration of the mutually agreed timeframe finds that such corrective actions have been neglected without reasonable cause, any member of the Audit Committee may report the matter to the Securities and Exchange Commission (SEC) or the Stock Exchange.

Other duties

- (1) Authorized to invite the Company's directors, executives, department heads, or employees to provide information or respond to inquiries from the Audit Committee.
- (2) The Audit Committee shall have the authority to seek independent opinions from other professional advisors, as deemed necessary, at the Company's expense.
- (3) Perform other duties as assigned by the Board of Directors and approved by the Audit Committee, such as reviewing the Company's financial management and risk management policies, reviewing management's compliance with the Code of Business Conduct, and reviewing, together with the Company's management, significant reports required by law to be disclosed to the public, including management reports and analyses, among others.
- (4) The Audit Committee shall review the appropriateness of the Charter on a regular annual basis to ensure that its content aligns with the Company's objectives, operational strategies, and current legal requirements. Any material amendments to the Charter must be approved by the Board of Directors.

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2. Evaluation of the Audit Committee’s Performance

The performance of the Audit Committee shall be evaluated both on an individual basis and as a whole, at least once a year. The results of the evaluation shall be reported to the Board of Directors to serve as a framework for improving the Audit Committee’s performance each year and to enhance its effectiveness. The evaluation results shall also be used as supporting information for the Board of Directors’ recommendation to the shareholders’ meeting regarding the election of Audit Committee members to replace those retiring by rotation.

This Audit Committee Charter was approved by the Board of Directors’ Meeting No. 6/2025 held on 10 November 2025 and shall be effective from 11 November 2025 onwards.

Announced on 11 November 2025

(Mr. Chawalit Tippawanich)

Chairman of Board of Directors

Unique Plastic Industry Public Company Limited