

Audit Committee Charter

The Board of Directors of Land and Houses Plc. is aware of the significant roles of shareholders, all stakeholders and, most importantly, customers, who have confidence and trust in us all along. To achieve the Company's corporate governance objective, the Company has focused on establishing systematic working standards on good corporate governance.

One of the guidelines on good corporate governance is the establishment of the Audit Committee to help the Board of Directors monitor, follow up on and review operations in various areas to ensure accurate and transparent working standards. A credible financial reporting system is also an integral part of achieving the goal and creating utmost benefits for investors and all related parties. To comply with the Stock Exchange of Thailand's policies, the Board of Director deemed it appropriate to promulgate the Charter of the Audit Committee as the operating guideline, the details of which are as follows:

Chapter 1

Definitions

“Company” means Land and Houses Plc., a listed company.

“Board” means the Board of Directors of Land and Houses Plc.

“Independent directors” refers to the directors of Land and Houses Plc. with the following qualifications:

- (1) Holds shares not more than 1% of all voting shares of the Company, its subsidiaries or affiliated companies
- (2) Have no role in management and are not temporary or permanent employees, or consultants with fixed salaries of the Company. They must also not be auditing professionals, lawyers or other specialists whose professions may impede their independent expression of opinions for the Company, its subsidiaries or affiliated companies. They must not have the authority to control the Company, its subsidiaries or affiliated companies. They must not be persons with potential conflicts of interest and must have relinquished the status or positions with such potential conflicts of interest for two years or more.
- (3) Have no business relations of the nature that may restrict their independence in performing the duty as directors, or with a significant amount or value in proportion to the Company's revenue according to criteria. They must also have no benefits or interest, whether directly or indirectly, in the finances and management of the Company, its subsidiaries or affiliated companies, or persons with potential conflicts of interest in a manner that will compromise their independence.
- (4) Are not close relatives of high-ranking executives of the Company, its subsidiaries or affiliated companies, or of persons with potential conflicts of interest. They also must not be appointees to protect the interests of directors or major shareholders.
- (5) Are not appointees to protect the interests of the Company's directors, major shareholders or other shareholders related to the Company's major shareholders

(6) Able to perform their duties and to independently express opinions or report performances as assigned by the Company's directors without being under the influence of the executives or major shareholders of the Company, including their related persons or close relatives

"SET" refers to "The Stock Exchange of Thailand".

"Independence" means free expression of opinions within the scope of duties assigned by the directors, without being under the influence of a person or a group of persons when performing the duties, or without being forced by any circumstance that may prevent them from performing their duties or express opinions or report as required of them.

"Executives" mean managing director, managers, employees from the vice-president level onward, or persons holding equivalent positions under other names who have the managing authority of the Company, its subsidiaries or affiliated companies. They include persons contracted by the Company or its subsidiaries to have powers, in all or in part, to manage the Company or its subsidiaries.

"Related party" refers to a person or partnership under Section 258 (1) to (7) of the Act on Securities and Stock Exchange B.E. 2535.

"Close relative" refers to a person related by blood, marriage or legal adoption, such as father, mother, spouse, children, siblings, uncles, aunts, including their spouses.

Chapter 2

Appointment

1. The Board appoints the Audit Committee comprising at least three directors.
2. The Audit Committee chooses one member among themselves to be its chairman.
3. The Audit Committee appoints the chief executive of the Company's Internal Audit its secretary. The secretary to the Audit Committee is responsible for preparing and holding Audit Committee meetings and coordinating for reporting to the Board, investors, shareholders and the SET. The secretary to the Audit Committee must attend the meetings but has no right to vote.

Chapter 3

Qualifications and Prohibitions

1. The Board shall consider appointing the Audit Committee from at least three of its members who are not involved in management or are independent from the Company's management. They must have the following qualifications:
 - 1.1 Be independent directors
 - 1.2 Be able to dedicate adequate time for the operation of the Audit Committee
 - 1.3 Be qualified and not prohibited by the SET's stipulations
2. In each appointment, at least one must have accounting or financial knowledge or experience.

Chapter 4

Scope of Duties and Responsibilities

1. The Audit Committee shall review and supervise the Company's operations to ensure management integrity and accountability to the Company's shareholders of the Board members or executives. It shall take action to ensure the executive directors and executives of the Company have managed the business in line with the Board's policies accurately, comprehensively and in line with the standards.
2. The Audit Committee has the duty and responsibility to complete the following missions assigned by Board:
 - 2.1 Review to ensure accuracies and adequate disclosure of the Company's financial reports
 - 2.2 Review to ensure appropriateness and effectiveness of the Company's internal control and internal audit
 - 2.3 Review the Company's actions so they are in compliance with the laws on securities and the stock exchange, the SET's requirements or laws related to the Company's businesses
 - 2.4 Endorse the appointments, transfer and employment termination of the chief internal audit executive
 - 2.5 Screen and nominate the Company's auditors and consider their compensation
 - 2.6 Consider disclosures on connected transactions and transactions which may constitute potential conflicts of interest to ensure accuracies and comprehensiveness in line with related regulations
 - 2.7 Consider and review the operation reports of the Internal Audit Department and approve the annual internal audit plan
 - 2.8 Supervise to ensure auditors and the Internal Control unit perform their duties independently
 - 2.9 Hold meetings with auditors without management at least once a year
 - 2.10 Identify key risks of the Company and propose preventive measures or inform the Board to find preventive measures to mitigate the risks
 - 2.11 Conduct a report on the Audit Committee's activities to be disclosed in the Company's annual report and signed by the Audit Committee's chairman
 - 2.12 Perform other duties as assigned by the Board and approved by the Audit Committee

Chapter 5

Meetings

1. The Audit Committee shall meet at least four times a year.
2. In calling an Audit Committee meeting, its chairman or secretary, by the order of the chairman, shall send an invitation letter to all Audit Committee members not less than seven days ahead of the meeting date. The exception is when the meeting is an emergency one, where the invitation can be made through other means or the meeting date can be set earlier than that.

Chapter 6

Reporting

1. The Audit Committee shall regularly report to the Board the results of its meetings or other issues it deems the Board should be aware of.
2. The Audit Committee shall report to the Board its findings or suspicion of the following transactions or acts, which may significantly impact the Company's financial position or operating results, so that they can be rectified within the timeframes the Audit Committee deems appropriate:
 - (1) Transactions with conflicts of interests
 - (2) Corruption, irregularities or significant flaws in the internal control system
 - (3) Violation of laws on securities and the SET, the regulations of the SET or laws related to the Company's businesses

If the Board or the executives do not promptly proceed to rectify the situations, an Audit Committee member shall report the existence of such transactions or actions to the office of the Securities and Exchange Commission or the SET.

3. The Audit Committee shall report the result of an initial review to the office of the Securities and Exchange Commission and the SET, as well as the auditors, within thirty days from the date it is informed by the auditors of a suspicious behavior of a director, manager or person responsible for the juristic person operation who may have violated the laws.

Chapter 7

Terms and compensation

1. Each Audit Committee member shall hold office in parallel with their term of the Company's directorship.

In case that director who retired by rotation and be re-elected (one third of the directors shall retire by rotation each year), such director shall retain the position of Acting member of Audit Committee until the Board of directors resolves to appoint member of Audit Committee

2. Apart from completing his term, an Audit Committee member shall be relieved from duty when he:
 - 2.1 Dies
 - 2.2 Resign
 - 2.3 The Board has resolved to remove him from the position
 - 2.4 becomes disqualified based on the qualifications specified in this Charter or the criteria of the SET
3. An Audit Committee member may resign before completing his term. A resignation must be submitted to the Chairman not less than 30 days in advance and the Company's directors shall consider approving it. The Board shall subsequently name a new Audit Committee member to fill the vacant seat within ninety days from the date that Audit Committee member has resigned.

4. In the event the Audit Committee vacates office en masse, the members shall continue to perform their duties until the new Audit Committee takes office.
5. In the event an Audit Committee position is vacated for reasons other than term completion, the Board shall appoint a fully qualified person to take the seat and fill the required number set forth by the Board. The substitute member shall serve the remaining term of the member he has replaced.
6. The compensation of the Audit Committee, if there is any in addition to the director compensation, shall be considered and set at the annual general shareholders' meeting each year. The Company shall disclose it in the Annual Report.

Chapter 8

Quorum

1. At each Audit Committee meeting, not less than half of the members appointed by the Company's Board constitute a complete quorum.
2. In a case where the Audit Committee chairman is not present, or cannot perform the duty, the Audit Committee members present shall choose one among themselves to serve as the chairman of the meeting.
3. The final decision or ruling of the Audit Committee is done by a majority vote.
4. Each Audit Committee member is entitled to one vote but if a member has conflicts of interest on an issue, he may not vote on it.
5. The chairman of the meeting shall have an additional vote as the deciding vote if a voting result is tied.
6. Voting by the Audit Committee can be done without a meeting and the results shall have full effect as if the meeting was held when the resolutions are endorsed and signed by all of the members.

Chapter 9

Miscellaneous

1. The stipulation, guidelines or prohibitions specified in this Charter are subject to the Company's regulations and laws.
2. The Charter can be amended by a Board meeting.

The previous Charter of the Audit Committee promulgated on February 27, 2014 was abrogated by the promulgation of the revised Charter of the Audit Committee approved by the Board of Directors at the No.6 meeting of 2017 on December 18, 2017.

This charter took effect on December 18, 2017.