



Charter of the Audit Committee

MK Restaurant Group Public Company Limited

1. Purpose

The purposes of the establishment of the Audit Committee are to help the Board of Directors to review the accuracy of the financial reports, ensure the compliance regarding the laws and regulations related to the Company's business, review the efficiency of the internal control and internal audit, appoint the independent and qualified persons as the auditors and perform the Audit Committee Report to disclose in the Company's annual report.

2. Composition and Qualifications

The Audit Committee shall comprise of at least 3 members and each member shall be an independent director and has the qualifications in accordance with the Notification of the Securities and Exchange Commission (SEC). In addition, at least 1 member shall have the sufficient knowledge and experience in order to review the reliability of the financial statements.

The Audit Committee shall be appointed by the Board of Directors and one of the members shall be appointed as the Chairman of the Audit Committee. In addition, the Board of Directors shall appoint an officer who has proper qualifications as the secretary of the Audit Committee.

3. Term of Office

The Audit Committee has the same term of office as the Board of Directors. The term of office of the Audit Committee and the Board will end at the Annual General Meeting of Shareholders.

The Audit Committee's member who retires by rotation is eligible for re-appointment but not an automatic re-appointment.

The Audit Committee's member who retires by rotation shall remain in office to perform his duties until the new member is appointed for the replacement except in the case that the term of office of the Company's director ends but the director is not re-elected as the director of the Company.

In case of a vacancy in the Audit Committee, the Board of Directors shall appoint the director who has the qualifications in accordance with the Notification of the Securities and Exchange Commission (SEC) to replace the vacancy. The substitute member shall hold office only for the remaining term of the member whom he replaces.

4. Meetings

The Audit Committee shall have the meeting at least 4 times per year or more when necessary. To constitute a quorum, not less than half of the members shall attend the meeting. The resolution is required the majority votes and if there is any objection from the member, the objection shall be recorded in the minutes of meeting.

The Audit Committee may invite the management or the related persons to attend the meeting and provide the relevant information. The meeting agenda and supporting documents must be prepared and sent

to the Audit Committee before the meeting. The secretary of the Audit Committee is responsible for recording the minutes of the meeting.

5. Roles and Responsibilities

The Audit Committee has the roles and the responsibilities as follows:

1. To verify that the Company has accurately and adequately reported its financial position.
2. To verify that the Company has proper and effective internal control and internal audit systems and to review the independence of internal audit function of the Company; to approve the appointment, transfer and termination of head of the internal audit function or any other functions responsible for internal auditing.
3. To verify the Company's compliance with the laws on securities and exchange, the SET's regulations and laws relating to the Company's business.
4. To review and discuss the Company's major risk with the management and to discuss measures the management has put in place to monitor and control the risk.
5. To review, select and nominate independent person as the Company's auditor and to propose his/her remunerations; to attend the meeting with the auditor without the management's presence at least once a year.
6. To review connected transactions or those with potential conflict of interest that they comply with the laws and the SET's requirements to ensure that the transactions are reasonable and carried out for the best interest of the Company.
7. Review the accuracy of the anti-corruption's reference documents and the self-assessment of the Company according to the Thailand's Private Sector Collective Action Coalition against Corruption.
8. To prepare the Audit Committee's report and submit it to the Board of Directors after each meeting of the Audit Committee.
9. To prepare the Audit Committee's report for disclosure in the annual report. This report must be signed by Chairman of the Audit Committee and must consist of the following information to the least:
 - a. Opinion on the accuracy, completion and reliability of the Company's financial statements
 - b. Opinion on the adequacy of the Company's internal control system
 - c. Opinion on legal compliance with the laws on securities and exchange, the SET's regulations or laws relating to the Company's business
 - d. Opinion regarding the soundness of the auditor
 - e. Opinion regarding transactions with potential conflict of interest
 - f. Number of meetings organized by the Audit Committee and an attendance record of each member
 - g. Opinion or observation in general that the Audit Committee receives from its performance under the Charter
 - h. Other items that the Audit Committee feels that shareholders and investors should know within its scopes of roles and responsibilities designated by the Board.
10. To do other things as designated by the Board upon the Audit Committee's approval.

11. During its performance, if the Audit Committee finds or is suspicious of the following action which could materially affect the Company's financial position and performance, it must report the incident to the Board for remedy purpose within a deadline deemed appropriate by the Audit Committee
 - a. Transactions that could lead to conflict of interest
 - b. Corruption or unusual or material defects in the internal control system
 - c. Violation against the laws on securities and exchange, the SET's regulations or laws relating to the Company's business. If the Board or the executives fail to amend it within the timeframe, any Audit Committee's member may report such findings to the SEC or the SET.
12. During its performance, the Audit Committee may seek advice from third-party independent advisor or expert in relevant profession if considered necessary and appropriate at the Company's expense.

When performing its duties mentioned above, the Audit Committee is directly liable to the Board of Directors who shall remain responsible for the Company's operation to the third party.