

Audit Committee

The Audit Committee was constituted by the Board in its meeting held on January 17, 2013 and approved by the EGM 01/2013 held on February 01, 2013. The Audit Committee comprises of three members, all of whom are Independent Directors. The Chairman and Members have the required qualifications and experience to discharge the functions of an Audit Committee. Each person forming a part of the Committee fulfills the requirements as set out in the notifications and regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Board of Governors of the Stock Exchange of Thailand, and the Stock Exchange of Thailand.

The Committee has conducted self-assessment during the year based on the Principles recommended by the Stock Exchange of Thailand.

The Committee has conducted a review of the Company's Corporate Governance policy and Practice.

The Committee members meet from time to time without inviting the Management team.

The main responsibilities of the Audit Committee include:

- Appoint External Auditors based on the selection criteria decided by the Audit Committee
- Appoint Internal Auditor and discuss as well as decide with the Internal Auditor the scope and nature of engagement adopting a risk based approach
- Review and approve the financial statements and propose to Board of Directors.
- Review significant accounting and reporting issues including complex or unusual transactions and highly judgmental areas.
- Discuss with Mega's management and external auditor regarding to the audit results, relevant risks and management action to decrease the identified risks.
- Review the effectiveness of internal control over the financial reporting process.
- Review whether management is setting appropriate internal control practices and processes are in place.
- Review whether management has implemented recommendations on internal control from internal and external auditors.
- Review and approve the internal audit charter, annual audit plan, staffing and resources required of internal audit.
- Review the activities of the internal audit, ensuring independence from Mega's management, and that no unjustified restrictions or limitations are made.
- Review and approve the compliance charter, annual plan, staffing and resources required of compliance and control function.
- Obtain regular updates from the audit and compliance group regarding all compliance matters affecting Mega's operations.

- Review the non-compliance issues raised by regulatory agencies and the rectification of those issues. The audit committee shall report these non-compliance issues to the board of directors.
- Review the effectiveness of the system for monitoring compliance with laws and regulations (Legal Compliance and checklist) and the results of follow-up of any instances of non-compliance. The audit committee shall report these non-compliance issues to the board of directors.
- Review the adequacy of Mega's risk management process and policies
- Review the effectiveness of the implementation of Mega's risk management systems.
- Ensure that the Code of Conduct and conflict of interest policy is in writing and arrangements are made for all management and employee to be aware of it.
- Promote the compliance with the code of conduct and conflicts of interest policy.
- To prepare and to disclose in the company's annual report, the Audit Committee report which must be signed by the Chairman of the Audit Committee
- Perform other assignments as requested by the Board of Directors.
- Review and assess the adequacy of the audit committee charter on regular basis, requesting board of director's approval for proposed changes.
- Perform self-assessment at least annually and present results to the board of directors
- Review the internal control manuals and fraud prevention measures by the Management.
- Review the Corporate Governance policy and practice of the company