



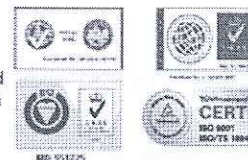
SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang, Pathumtani 12000, Thailand
Phone : (662) 1050456 Fax : (662) 1050464-5 Email : office@svi.co.th Website : http://www.svi.co.th

Branch

33/10 Moo 4, Chaeng Wattana Rd., Pakkred, Nonthaburi 11120, Thailand



Audit Committee Charter SVI Public Company Limited

The Board of Directors deemed appropriate to revise the Audit Committee Charter (revised edition on 27th February 2014) in order to be in line with the Securities and Exchange Act B.E. 2535 amended by the Securities and Exchange Act (No.4) B.E. 2551, regulations and notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand.

Therefore, The Board of Directors revised and formulated the Audit Committee Charter in written which are as follows :

Clause 1 This Charter shall be called the "SVI's Audit Committee Charter".

Clause 2 This Charter shall be enforced as from the executed date of the Chairman of the Board of Directors.

Clause 3 Compositions and Qualifications of the Audit Committee

- 3.1 The Audit Committee appointed by the Board of Directors.
- 3.2 The Chairman of the Audit Committee and members shall be independent directors who have qualifications stipulated in the "Board of Directors Manual SVI Public Company Limited"
- 3.3 The Audit Committee shall consist of at least three directors with at least one possesses adequate knowledge and experience in accounting or finance to be able to review the reliability of financial statement and developed knowledge in accounting and finance ongoing to assess the impact on the reliability of financial statement, which will affect the operation of the Audit Committee more effective.
- 3.4 The Audit Committee shall elect one director to be the Chairman of the Audit Committee.
- 3.5 Should not be a director more than five listed companies as may affect the performance of the duties of director.
- 3.6 Not being a director appointed by the Board of Directors to decision on the operation of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority.



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- 3.7 Not being a director of the Parent Company, a Subsidiary company only a listed company.
- 3.8 There are knowledgeable and experienced enough to act as the Audit Committee on mission assignments as well as must be able to devote adequate time to the operation of the Audit Committee.
- 3.9 Training and enhancing the knowledge constantly and consistently in matters related to the operation of the Audit Committee in order to keep pace with the changes that might occur and to increase knowledge about the operations of the company continued in order to increase the effectiveness of the Audit Committee.
- 3.10 The Manager of the Internal Audit Department shall be the Secretary of the Audit Committee, which arrange meeting, prepare meeting agendas, submit documents for the meeting, and record the minutes of meeting.

Clause 4 Terms of Office and Retirement

- 4.1 The committee members shall serve a term of office of two years as from the date on which they are appointed from the Board of Directors, nevertheless, the committee members who retired by their rotation are eligible for re-election.
- 4.2 The committee members may vacate office by reason of ceasing to be a director, or the full term of the Audit Committee as required, or resignation, or impeachment.
- 4.3 The committee member who wishes to resign before the expiration of his term of office shall give a notice thereof to the Board of Directors at least 1 month in advance with specify the reason. The Board of Directors will appoint another director who is a qualified substitute individuals resigned. The Company must be give a notice of resignation along with submit a copy of the resignation letter to the Stock Exchange of Thailand. The committee member who resigned may explain the reason to the Stock Exchange of Thailand as well.
- 4.4 In the case of the committee member had been relieved before the expiration of term of office. The company shall give a notice with cause to the Stock Exchange of Thailand. The committee member who relieved has an eligible to explain the reason to the Stock Exchange of Thailand as well.



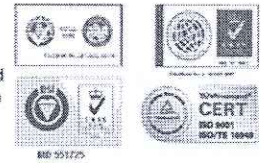
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In the case of the committee member resigned or being relieved before the end of term.
The company must submit information to the SEC to update the database in the list of directors and management to comply with reality.

Clause 5 Duties and Responsibilities of the Audit Committee

The Audit Committee is responsible to the Board of Directors based on the scope of duties and responsibilities assigned by the Board of Directors with the following details :

- 5.1 To review the Company's financial reporting process to ensure that it is accurate and adequate.
- 5.2 To review the Company's internal control system and internal audit system to ensure that they are appropriate and efficient, to determine an internal audit department's independence, as well as to approve the appointment, transfer and dismissal of the Manager of an Internal Audit Department.
- 5.3 To ensure that the Company has duly complied with the laws on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
- 5.4 To consider, select, nominate, remuneration and dismissal of the external auditor who is independent and qualified to be accepted to act as auditor of the company. The auditor has been approved by the SEC, as well as to attend a non-management meeting with an auditor at least once a year.
- 5.5 To review the connected transaction, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company.
- 5.6 To prepare, and to disclose the Company's annual report, an audit committee's report which must be signed by the Chairman of the Audit Committee and consist of at least the following information :
 - 5.6.1 An opinion on the accuracy, completeness and creditability of the Company's financial report,
 - 5.6.2 An opinion on the adequacy of the Company's internal control system,
 - 5.6.3 An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - 5.6.4 An opinion on the suitability of an auditor,



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- 5.6.5 An opinion on the transactions that may lead to conflicts of interests,
- 5.6.6 The number of the audit committee meeting, and the attendance of such meetings by each committee member,
- 5.6.7 An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
- 5.6.8 Other transactions which according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors.
- 5.7 To audit cases informed by the Company's auditor when he/she discovers any suspicious circumstance that the director, manager or any person responsible for the Company's operational commits an offence, which is specified under the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No.4) B.E. 2551 and report the result of preliminary inspection to the Securities and Exchange Commission and the auditor within thirty days.
- 5.8 To express opinions regarding the operation plan and operational results, budgeting and manpower of the Internal Audit Department.
- 5.9 To revise the Audit Committee Charter at least once a year.
- 5.10 To invite executive officers or supervisors to attend its meeting for clarification purpose or to submit relevant documents based on the scopes of its authority.
- 5.11 To obtain appropriate consultations from the independent specialist relating to its scope of duties and responsibilities with the Company's expenses.
- 5.12 To review and approve the Internal Audit Charter.
- 5.13 The Chairman of the Audit Committee shall attend the Annual General Meeting.
- 5.14 To perform any other tasks as assigned by the Board of Directors upon the Audit Committee's consent.

The Audit Committee is responsible to the Board of Directors and the Board of Directors continues to have responsibility directly to shareholders, stakeholders and other outsiders.

Clause 6 Meeting

- 6.1 The Audit Committee shall meet, at least quarterly. The quorum not less than one-half of committee members shall be required, for the vote, one person per one voice. Committee members who has an interests in the matter being considered do not share



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the opinions on the matter and in the voting if it turns out that there is a tie, the Chairman of the meeting shall have a casting vote.

- 6.2 The Audit Committee may invite directors or company executives or the Company's auditors in attendance with certain matters is to enable, such as assessing the adequacy of the internal control system, audit plan etc., in order to received enough information to consider the opinion in such matters.
- 6.3 The Chairman of the Audit Committee may call a meeting as it is deemed appropriate, with authority to convene additional meetings, as circumstances require if requested by the Audit Committee, the internal auditor, the Company's auditor or the Chairman of the Board to consider issues that need to be discussed.
- 6.4 The Audit Committee shall attend a non-management meeting with the Company's auditor at least once a year.
- 6.5 Meeting agendas and supporting documents will be prepared and provided in advance for the Audit Committee. The Secretary of the Audit Committee shall record the minutes of meetings.

Clause 7 Report

- 7.1 The Audit Committee shall report its performance to the Board of Directors in the Board of Directors Meetings.
- 7.2 The Audit Committee shall report on its activities carried out during the year according to the duties and responsibilities assigned by the Board of Directors, which shall be signed by the Chairman of the Audit Committee and disclosed in an annual report of the Company.
- 7.3 In performing its duties, the Audit Committee should immediately report to the Board of Directors if it finds any transactions or activities which may have material impact on the Company's financial condition and performance in order to cure such impact within a period of time as the Audit Committee deems appropriate, as follows :
 - 7.3.1 Conflicts of interests transactions,
 - 7.3.2 Fraud or irregularity or material defect in the internal control system,
 - 7.3.3 Infringement of the laws governing securities and exchange, any regulations of the Stock Exchange of Thailand or the laws relating to the Company's business.

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In addition, in case of such mentioned transactions have not taken action to remedy by the Board of Directors or management within the period of time, any member of the Audit Committee may report such transactions or activities to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

This Charter effective since November 12th, 2015

Notified on 12th November 2015

(Dr. Suvarn Valaisathien)

Chairman of the Board