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AgriPure Holdings Public Company Limited

Charter for Internal Audit Committee

Purpose

Audit Committee is appointed by Board of Director to be an independent unit that provide the support the work represented on behalf of Board of Director in according to enhance good business control, management audit, and the effectiveness of an internal audit.

Components and Term

- Board of Director appointed Audit Committee from independent director who is not management member. Whereas, Audit Committee shall consist of at least 3 persons who qualified by The Office of the Securities and Exchange Commission requirements.
- Chairman of Audit Committee appointed by Board of Directors.
- Each term for Audit Committee is 3 (three) years. The Audit Committee can be re appointed for the position again after completed their term.

Audit Committee Qualification

Audit Committee shall be an independent director who qualified as bellowing list

- Holding share not more than 1(one) percent of whole share right of the main, subsidiary company, or any person who have conflict with company. By the way, shareholder of any related person with this independent director shall be counted.

- Not a management involved person, not employed or provide consultancy service which obtain regular payment from company. Not an authorized person who have controlling power to main, subsidiary company or being a conflict affected to the company unless the person completed their term already 2(two) years as a minimum.
- Do not have business relation, conflict of interest in the business either direct or indirect in financial part of main, or subsidiary company or any conflict person.
- Not related or being a closed relative with management or major shareholder of main, or subsidiary company or any conflict person.
- At least 1(one) person out of all Audit Committee shall have adequate knowledge and experiences in accounting and financial field which is sufficiency to review financial report reliability.
- Audit Committee shall be able to provide comment and recommendation concluded in internal audit report prepared by internal audit team.

Scope of Audit Committee Potency, Duty and Responsibility

Audit Committee is an independent unit that provide the support the work represented on behalf of Board of Director in according to enhance good business control. So that, having their potency, duty and responsibility as following list.

- Review an adequate and good financial report.
- Review an appropriated and effectiveness Internal Control system. Take consideration the independency of internal audit unit and appoint, allocate, retire head of internal audit team or any other related person response to the audit.

- Review that company working and system compliance with related law and The Office of the Securities and Exchange Commission requirements.
- Consider, select and nominate an independent person to be an auditor and offer payment rate to the person. Audit Committee participate the auditor meeting without management team to receive comment and recommendation at least once a year.
- Consider related issue or any issue may cause conflict of interest to prepare solution and keep it align with The Office of the Securities and Exchange Commission requirements. This is to ensure mentioned issue become reasonable and highest benefit to company.
- Review Management's Discussion and Analysis report (MD&A) which will declare in Annual report with management team.
- Review and consider an internal audit plan and internal auditor qualification.
- Provide an Internal Audit report by place it in Annual report. This report must be signed approved by Chairman of Audit Committee and at least consist of these following information.
 - Comment on accuracy, completion, reliability of Financial report
 - Comment on the adequacy of internal controlling system
 - Comment on the compliance of working procedure with related law and The Office of the Securities and Exchange Commission requirements.

- Comment on the internal auditor appropriateness
 - Comment on subject matter which may be conflict of interest
 - ♣ Auditor meeting frequency and each auditor participation
 - Comment or an observation after perform their responsibility under Audit Committee charter
 - Other matter that shareholder and common investors should be informed, so that under scope and responsibility appointed by Board of Director.
- Consider, review, and update Charter for Audit Committee to be appropriated with an organization environment.
 - Implement any other assigned by Board of Director by agreed of Audit Committee such as financial management policy, Risk management, or other important topic that will be review together with management.

Meeting Agenda

Audit Committee conduct the meeting at least 4(four) times per year, and call extra meeting if necessary. Management and experts may be invited if there are related agenda in the meeting.

Reporting

- Audit Committee report their result to Board of Director in company Board of Director meeting.
- If there any report or discover the following happening, as a result significantly affect financial status or company business during audit committee working period, Audit

Committee shall report to Board of Director in order to solve the problem in a proper time considered by Audit Committee.

- Conflict of Interest matter
- Corruption, any abnormal or an important defect in an internal quality control.
- Break through The Office of the Securities and Exchange Commission requirements or related law.

If Board of Director or management are not perform any correction to those happening in a proper time mentioned above, Audit Committee representative may report to The Office of the Securities and Exchange Commission or The Stock Exchange.

This charter have passed the first reviewing and announced its execution and effective from November 13, 2013 onward.

Signature

Signature

(Mr.Suredpon Jungrungrangkit)
Dr.Thammasak Pongpichayamart)

(Prof.

Chairman of the Board
Committee

Chairman of Audit