



## **Charter of the Risk Management Committee**

### **1. Objective**

The Risk Management Committee was established to help support the Board of Directors in overseeing the overall risk management process to be at an appropriate level as an important tool or mechanism for the Company to have good corporate governance. The objectives for establishing the Risk Management Committee are as follows:

- 1.1 To set measures for reducing significant risks and the impact of such risks on the Company to be at an acceptable level.
- 1.2 To analyze, verify, and ensure that there are necessary measures in place to manage significant risks and to ensure alignment with the good governance guidelines ought to be followed by the Company.
- 1.3 To review and monitor risk factors and their impacts on the Company in various aspects including providing comments or suggestions in terms of finance, operations, environment, marketing, and legal and to provide support that benefits the Company's overall risk management.

### **2. Component**

The Risk Management Committee comprises of at least one Independent Director, one Executive Director, and at least one Company Executive who has knowledge and competency. The Independent Director shall assume the duty of the Chair of the Risk Management Committee.

### **3. Qualifications**

- 3.1 Members of the Risk Management Committee must be a person with knowledge and competency, integrity, business ethics, and must have sufficient time to dedicate their knowledge and competence in performing duties for the Company.
- 3.2 Members of the Risk Management Committee who is the Company Director be qualified and has no prohibited characters according to the Public Company Limited law and other relevant laws.

### **4. Appointment, Term of Office, and Termination**

#### **4.1 Appointment**

- The Board of Directors are responsible for appointing the Risk Management Committee.
- The Risk Management Committee may select suitable personnel of the Company to perform the duty of secretary.



#### 4.2 Term of Office

- The Risk Management Committee who is a director of the Company has a term of office for a term of 3 years from the date of appointment by the Board of Directors or is terminated upon death, resignation, incompetence or not holding a position as a director of the Company.
- Members of the Risk Management Committee who are not Company Directors have a term of office according to the management positions in the Company.
- Members of the Risk Management Committee who retire by rotation may be re-appointed.
- In the event that the position of the Risk Management Committee becomes vacant due to reasons other than retirement by rotation, the Board of Directors shall appoint a qualified person to be a member of the Risk Management Committee so that the Risk Management Committee can reach the number required by the Board of Directors. A person who becomes a member of the Risk Management Committee in lieu will be in office only for the remaining term of the former member of the Risk Management Committee.

#### 5. Duties and Responsibilities

The Risk Management Committee has duties and responsibilities assigned by the Board of Directors as follows:

- 5.1 Determine policies, guidelines and risk management frameworks, including regular verification and reviews at least once every 6 months.
- 5.2 Prepare a risk management plan and present it to the Board of Directors for consideration.
- 5.3 Set up a meeting of the Risk Management Committee regularly every 6 months or when there is an event that is material to the Company's operations or as the Chairman of the Risk Management Committee deems appropriate.
- 5.4 Monitor events that are the cause of significant risk factors to assess the situation and the likelihood of the impact on the Company.
- 5.5 Provide advice and support to the Company's Board of Directors, Management and Operations regarding enterprise risk management and promote and support the improvement and development of risk management systems within the Company continually and consistently.
- 5.6 Supervise, oversee, and monitor various departments to ensure compliance with the specified risk management plan.
- 5.7 Report important corporate risks, including risk status, risk management guidelines, progress and results of risk management to the Board of Directors for acknowledgement every 6 months.
- 5.8 Appoint sub-committees to support risk management processes and activities as appropriate and necessary.



## **6. Meeting Agenda**

- 6.1 The Risk Management Committee must meet together at least once every 6 months to consider whether there are changes in various aspects of risks and to consider additional measures to manage risks.
- 6.2 A meeting of the Risk Management Committee must be attended by not less than half of the total number of Risk Management Committee members in order to constitute a quorum, with the Chairman of the Risk Management Committee presiding over the meeting. The Risk Management Committee may invite the Company's executives, specialists, or related persons to attend the meeting.
- 6.3 The resolution of the meeting of the Risk Management Committee is based on majority votes. One member of the Risk Management Committee has one vote. If the votes are equal, the Chair of the meeting shall have an additional vote as a casting vote. Risks that have any stake in the matter under consideration to abstain from expressing opinions and abstaining from voting on that matter.
- 6.4 The secretary of the Risk Management Committee or an authorized person shall record the minutes of the meeting.

## **7. Remuneration**

The Board of Directors determines the remuneration of the Chair of the Risk Management Committee and members of the Risk Management Committee as appropriate.

## **8. Reporting**

- 8.1 The Risk Management Committee must prepare a risk management plan to present to the Board of Directors at least once a year.
- 8.2 The Risk Management Committee must report to the Board of Directors on important issues and progress related to risk management at least once every 6 months.