

Risk Management Committee Charter

WHA Corporation Public Company Limited

Objectives

WHA Corporation Public Company Limited and Subsidiary Companies (“the Company”) realizes the significance of good Corporate Governance which helps supporting the Company’s operation to be effective and to sustainably grow. It leads to the ultimate benefits for every related department; staffs, investors, shareholders and other stakeholders. Therefore, the Board of Directors release this resolution on Risk Management Committee Charter to remind the Directors the completed duties and responsibilities to the Company.

1. Compositions of Executive Committee

- 1.1 The Board shall appoint the Risk Management Committee members; at least 3 members.
- 1.2 The Risk Management Committee shall select one of their members to be the Chairman.

2. Qualifications of Executive Committee

- 2.1 Members of the Risk Management Committee must devote adequate time to perform their duties in order to achieve the Committee’s objectives.

3. Roles and Responsibilities of Executive Committee

- 3.1 Study, review and evaluate risks as well as tendency which may affect organization as well as inside and outside risk of the Company.
- 3.2 Set policy on risk management to be submitted to the Board of Directors.
- 3.3 Review risk, follow up and evaluate sufficiency, efficiency and productivity of overall risk management.
- 3.4 Give advice and approval for the organization’s risk management.

4. Term of Office of Executive Committee

- 4.1 The term of office of each Risk Management Committee member is three (3) years from the date of appointment in accordance with the Board of Directors’ term of office. Members of the Risk Management Committee who retire by rotation are eligible for reappointment.
- 4.2 In case of a vacancy in the Risk Management Committee for reason other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Risk Management Committee so that the number of members of the Risk Management Committee remains in full as the Board of Directors had stipulated, unless the remaining term of office of the vacating director is less than two months. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

5. The Meeting of Risk Management Committee

- 5.1 The Company will have the Risk Management Committee meeting at least twice a year.
- 5.2 At a meeting of the Risk Management Committee at least half the number of the members of the Risk Management Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Risk Management Committee shall appoint a member to perform the duty on behalf of the Chairman.
- 5.3 Decisions in the meeting shall be by a simple majority vote. Each member of the Risk Management Committee is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote. The member of the Risk Management Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.

6. Remuneration

The Risk Management Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

The revised Risk Management Committee Charter is considered and approve from the Board of Directors Meeting No.2/2019 on 22 February 2019.

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(Ms. Jareeporn Jarukornsakul)
Chairman of the Board of Directors