



Corporate Governance and Risk Management

Committee Charter

CK Power Public Company Limited

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Corporate Governance and Risk Management Committee Charter

1. Objectives

The Board of Directors has deemed it necessary to establish the Corporate Governance and Risk Management Committee Charter to set forth the composition, duties and responsibilities, and practices of the Corporate Governance and Risk Management Committee as prescribed by the Board of Directors in order to enable the Corporate Governance and Risk Management Committee to oversee the compliance of the Company's directors and the management in compliance with the principle of good corporate governance and contribute to successful corporate risk management.

2. Composition

The Corporate Governance and Risk Management Committee shall comprise at least three (3) directors and at least one (1) shall be an independent director.

3. Qualifications

3.1 Members of the Corporate Governance and Risk Management Committee shall be knowledgeable and experienced in areas beneficial to the Company's business, guided by honesty and business ethics, and able to devote sufficient time to their duties and fully use their knowledge and experience for the benefit of the Company.

3.2 Members of the Corporate Governance and Risk Management Committee shall have all required qualifications and shall not possess any prohibited characteristics as stipulated in public limited company laws, securities and exchange laws, and any other relevant laws.

4. Appointment, terms of office, and vacation of office

4.1 The Corporate Governance and Risk Management Committee shall be appointed by the Board of Directors. Members of the Corporate Governance and Risk Management Committee shall serve a term of three years, coinciding with their term of office as the Company's directors. Upon the expiration of their term of office, they may be re-appointed as resolved by the Board of Directors' meeting.

4.2 A member of the Corporate Governance and Risk Management Committee shall vacate the office upon

- expiration of their term of office;
- termination of their directorship of the Company;



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- resignation;
- death;
- removal from office by the resolution of the Board;
- not being qualified or having characteristics prohibited by the law

4.3 Any member of the Corporate Governance and Risk Management Committee wishing to resign shall tender their resignation at least one month in advance. The resignation shall take effect on the date the formal resignation letter is received by the Company.

4.4 In the event that there is a vacancy on the Corporate Governance and Risk Management Committee, the Board of Directors shall appoint a qualified person as a member of the Corporate Governance and Risk Management Committee to fill such vacancy.

5. Meetings

5.1 The Corporate Governance and Risk Management Committee shall convene at least three meetings per year and may invite relevant management officers, executives, employees, or any other individuals who should be present in the opinion of the committee to attend meetings, share opinions, or submit documents and information deemed relevant or necessary.

5.2 In giving notices of the Corporate Governance and Risk Management Committee's meetings, the chairperson of the Corporate Governance and Risk Management Committee or the secretary to the Committee, through the order of the chairperson, shall give a written notice to each member of the Corporate Governance and Risk Management Committee at least 7 days in advance, except in urgent cases, in which notices can be given by other means or the meetings can be convened earlier.

5.3 Each meeting of the Corporate Governance and Risk Management Committee shall consist of at least half of the current committee members to form a quorum.

5.4 Any member of the Corporate Governance and Risk Management Committee who has interest in the matter under consideration shall not express opinions or cast votes on such matter

5.5 The Corporate Governance and Risk Management Committee shall pass a resolution by voting, wherein each member shall have one vote and the decision shall be made by a majority of votes. In case of a tie, the chairperson of the Corporate Governance and Risk Management Committee shall have a casting vote

6. Scope of duties and responsibilities

6.1 Corporate governance

6.1.1 To formulate policies and prescribe the directions of the Company's corporate governance practices as well as code of business conduct, and present them to the Board of Directors for approval and further implementation at all levels

6.1.2 To ensure that the Company's operation and the performance of duties of the Board of Directors, the management, and personnel of the Company are in alignment with Item 6.1.1

6.1.3 To evaluate and review the Company's policies, directions, code of conduct, recommendations, and guidelines related to good corporate governance to ensure that they are in line with international guidelines and suggestions of relevant organizations and propose them to the Board of Directors for approval

6.1.4 To keep abreast of new developments and trends and compare the Company's good corporate governance practices with those of leading companies

6.1.5 To oversee and promote the adoption of the Company's corporate governance policies in a manner that creates consistent impact and is suitable for the Company's business

6.1.6 To give counsel on good corporate governance to the Board of Directors, the management, and working groups

6.1.7 To report on the Company's corporate governance to the Board of Directors on a regular basis and in the event that there arises a significant matter that materially affects the Company, report such matter to the Board of Directors for consideration without delay as well as offer opinions and suggestions for appropriate resolution

6.1.8 To disclose information on the Company's good corporate governance, which shall first be proposed to the Board of Directors for approval, both to relevant parties and in annual reports

6.1.9 To appoint working teams as deemed necessary

6.2 Risk management

6.2.1 To prescribe policies and frameworks for the Company's risk management and offer recommendations on risk management to the Board of Directors and the management

6.2.2 Review annual risk management plans of the Company and its subsidiaries to ensure that both internal and external risks that may affect the Company's operation are identified, and review risk management measures to ensure they correspond with the Company's risk appetite

6.2.3 Oversee and support the Company's risk management to ensure its success, placing greater emphasis on considering risks involved in each factor so as to allow appropriate decision making

6.2.4 Review the Company's key risks that correspond with its business in areas such as investment, finance, security, and laws and regulations, recommend measures to prevent and reduce such risks to acceptable level, as well as monitor, evaluate, and improve operational plans to reduce risks continuously in a manner that suits the business landscape

6.2.5 Report on risk management performance and risk reduction activities to the Board of Directors on a regular basis, and in the event that there arises a significant matter that materially affects the Company, report such matter to the Board of Directors for consideration as soon as possible

6.2.6 To appoint working teams as deemed necessary

7. Reporting

The Corporate Governance and Risk Management Committee shall report the results of its operations to the Board of Director and report its performance through the year to the Company's shareholders in an annual report, disclosing information as follows:

7.1 The number of meetings

7.2 The number of meetings attended by each member of the Corporate Governance and Risk Management Committee

7.3 Results of its performance of duties prescribed by the charter

7.4 Review of the Corporate Governance and Risk Management Committee Charter, which shall be conducted at least once a year to ensure its alignment with the Company's operational plans as well as short-term and long-term strategies

8. Performance Evaluation of the Corporate Governance and Risk Management Committee

The performance evaluation of the Corporate Governance and Risk Management Committee shall be conducted at least once a year. The members of the Corporate Governance and Risk Management Committee shall evaluate the performance of the Corporate Governance and Risk Management Committee as a whole and



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report the results of the annual evaluation to the Board of Directors in order to improve its performance and maximize its effectiveness for the benefit of the Company and its shareholders.

The previous Corporate Governance and Risk Management Committee Charter, issued on January 14, 2013, shall be annulled and replaced by the Revised Corporate Governance and Risk Management Committee Charter (First Revision), approved by the Board of Director Meeting No.5/2018 on August 28, 2018. This charter will become effective from August 28, 2018 onwards.

Please be informed and comply accordingly.

(Dr. Thanong Bidaya)

Chairman of the Board of Directors