

Risk Management Committee Charter

1. Objectives

The Risk Management Committee is tasked with executing policies or duties delegated by the Board of Directors. This includes establishing policies, management strategies, and risk management frameworks for presentation to the Board of Directors. Additionally, the committee is responsible for monitoring to ensure the assessment of risks and impacts, ensuring that the Company's corporate risk management is sufficient, appropriate, and timely.

2. Composition

The Risk Management Committee comprises a minimum of three members, with at least one-third being independent directors. Committee members are not necessarily required to be company directors. The Risk Management Committee is required to select a member to act as the Chairman of the Risk Management Committee and appoint a Secretary. The Secretary is responsible for facilitating committee operations, including scheduling meetings, preparing agendas, distributing meeting documents, and recording meeting minutes.

3. Qualifications

3.1 Possessing knowledge, capabilities, integrity in business conduct, and having the necessary time to commit knowledge and abilities in fulfilling duties for the Company.

3.2 Possessing comprehensive qualifications and not exhibiting prohibited characteristics in accordance with relevant laws.

3.3 Not operating a business with the same nature as and which is in competition with the Company. They shall also not be a partner or a director in another juristic person with a business of similar nature and which is in competition with the Company, whether for his personal benefits or the benefits of others, except whereby prior notification to the Board of Directors' Meeting before an appointment resolution is passed.

4. Term of Office

The Board of Directors is responsible for appointing individuals who meet all the qualifications defined in Clause 3 to serve on the Risk Management Committee. The term of office for the Risk Management Committee is three years and aligns with the tenure of the Company's directors (in cases where the Risk Management Committee also holds a position as a company director). Members of the Risk Management Committee who conclude their terms may be reappointed for additional terms.



In the event that a member of the Risk Management Committee completes their term of office or is unable to serve until the end of their term, resulting in the number of committee members falling below three, the Board of Directors shall appoint a new member to restore the committee to its full complement immediately or, at the latest, within three months from the date the committee falls below the required number to ensure continuity in fulfilling the duties of the Risk Management Committee.

5. Duties and Responsibilities

5.1 Evaluating and reviewing the nature of risks that the Company is currently facing or will arise in the future and affect the Company (risk identification) and establishing the risk appetite for the Company.

5.2 Deliberating on the formulation of risk management policies to be applied both externally and internally and consistent with the overall business strategy and direction. The policy should encompass a minimum of five risk categories, including:

- (a) Strategic Risk
- (b) Financial Risk
- (c) Operation Risk
- (d) Fraud and corruption Risk
- (e) Business continuity Risk

5.3 Deliberating on the formulation of risk management strategies and guidelines consistent with the risk management policy that are capable of assessment, monitoring, and supervision to ensure that risks remain within the risk appetite.

5.4 Deliberating on the creation of a framework and the appointment of supplementary risk management working groups to assess and track the results of risk management efforts.

5.5 Deliberating on the planning of budgets and approaches for addressing both existing and potential risks to the Company for use as operational guidelines tailored to each type of risk scenario and presenting them to the Company's Board of Directors for approval.

5.6 Reviewing the appropriateness and sufficiency of the Company's risk management policies, strategies, and practices to align them with the Company's overall strategies and business objectives, ensuring they effectively maintain risks within the risk appetite.

5.7 Reporting the Board of Directors of risks and risk management.

5.8 Conducting any other actions tasked by the Board of Directors or as per the policies determined by the Board of Directors.

6. Meeting

6.1 Meetings of the Risk Management Committee shall be scheduled as deemed necessary, but at a minimum of four times per year. The Risk Management Committee Chairman or the designated person shall convene a meeting by sending the meeting notice, agenda, and relevant documents to each committee member of the Risk Management Committee at least seven days before the scheduled meeting. This timeframe allows sufficient time for committee members to review the information. In cases of urgent necessity to safeguard the rights or benefits of the Company, alternative notification methods may be used, or an earlier meeting date may be arranged.

6.2 At the meeting of the Risk Management Committee, no fewer than half of the members of the Risk Management Committee must be present to constitute a quorum. In the case that the Chairman of the Risk Management Committee is not present at the meeting or cannot perform his duties, the members of the Risk Management Committee present at the meeting shall appoint one of the members of the Risk Management Committee as the chairman of such meeting.

5.3 The resolution of the Risk Management Committee shall be contingent on the majority vote of the directors present which constitutes a quorum. In the case of the votes resulting in a draw, the chairman of the meeting shall give the last additional vote as the casting vote.

7. Performance Evaluation

The Nomination and Remuneration Committee has the duty to evaluate their own performance and report to the Board of Directors on a yearly basis.

8. Remuneration

The criteria and form of remuneration payment to the directors shall be decided with consideration to the appropriateness and responsibilities of each director based on their experience, duties, circumstances, economic landscapes, in tandem and comparable with other companies in the same industry. This remuneration shall be approved at the shareholders' meeting on a yearly basis.

This Risk Management Committee Charter is an effective from April 29, 2024, onward.