



**Central Plaza Hotel Public Company Limited**

**Charter of Risk Management and Corporate Governance Committee**  
**(Review Year 2024)**

Approved by Board of Directors Meeting NO. 1/2024  
on 26 February 2024

Prepared by Risk Management Department

## **Charter of Risk Management and Corporate Governance Committee (Review Year 2024)**

### **Central Plaza Hotel Public Company Limited**

#### **1. Purpose**

The charter of Risk Management and Corporate Governance Committee is designed to define the scope of the company's risk management activities, governance activities, and sustainable activities. This includes defining the roles, authorities, duties, and responsibilities of the Risk Management and Corporate Governance Committee. The charter aims to enable the company to conduct business successfully according to its objectives and goals, aligning with the principles of integrated corporate risk management. It seeks to control risks, reduce the impact of risks, establish preventive measures, and monitor compliance with these measures appropriately. The Risk Management and Corporate Governance Committee oversees the systematic management of risks, governance, and sustainable development to instill confidence among stakeholders in achieving the company's objectives and goals.

#### **2. Composition**

2.1 The Risk Management and Corporate Governance Committee shall be appointed by the Board of Directors. To oversee risk management, governance, and sustainable development to ensure that the management, who is responsible for the work, has adopted a risk management system, sustainable governance, and development to implement effectively.

2.2 The Risk Management and Corporate Governance Committee consist of:

- 1) Independent Director(s)
- 2) Executive Director(s)
- 3) any one or more persons holding position as executives of the company or outsider

2.3 Chairman of the Risk Management and Governance Committee must be from independent directors and was appointed by the Board of Directors.

2.4 The Risk Management and Corporate Governance Committee is assigned to appoint a secretary to the Risk Management and Corporate Governance Committee to assist in performing duties during the operations and meetings of the Risk Management and Corporate Governance Committee.

### 3. Qualification

3.1 Be fully qualified and not exhibit characteristics that are prohibited by Public Limited Companies Act, Securities and Exchange Act, and any other laws related to the company's business operations.

3.2 Be knowledgeable and have experiences that are beneficial to business operations, ethical, honest, and have sufficient time to dedicate their knowledge and capabilities and perform their duties for the Company.

### 4. Terms

4.1 The members of the Risk Management and Corporate Governance Committee shall serve for a period of three years and are eligible for re-election through the approval of the Board of Directors.

4.2 In addition to the termination of office as mentioned above, membership of the Risk Management and Corporate Governance Committee shall vacate office upon:

- 1) Deceased.
- 2) Resigned.
- 3) Lack qualifications or exhibit characteristics prohibited by Public Limited Companies Act, Securities and Exchange Act, and any other laws related to the company's business operations.
- 4) The Board of Directors passes a resolution for removal.
- 5) A court issues an order for removal.
- 6) Ceased to be a director or executive of the company.

4.3 The members of the Risk Management and Corporate Governance Committee who wish to resign from their position must submit a written resignation letter to the company. The resignation shall take effect from the date the resignation letter is submitted to the company.

4.4 In the event that the members of the Risk Management and Corporate Governance Committee vacate their positions collectively, the departing committee members must remain in office to carry out their duties until the new set of Risk Management and Corporate Governance Committee assumes their responsibilities.

### 5. Meetings Quorum and Voting

5.1 The Risk Management and Corporate Governance Committee will normally have meeting at least once a quarter.

5.2 In order to call the Risk Management and Corporate Governance Committee, the Chairperson of the Risk Management and Corporate Governance Committee or designated the secretary to the Risk Management and Corporate Governance Committee shall send the meeting notice along with items and relevant documents to all members of the Risk Management and Corporate Governance Committee no less than three (3) days prior to the meeting documents. Except in an urgent case to preserve the rights or benefits of the company to be able to notify the meeting by electronic method or any other method, and the meeting may be called at shorter notice.

5.3 The meeting of the Risk Management and Corporate Governance Committee shall be held at the locality where the head office or branch of the company is located or nearby provinces or electronic conferencing.

5.4 The quorum of the Risk Management and Corporate Governance Committees must consist of no less than half of the Risk Management and Corporate Governance Committee member. However, attendance of the meetings of the Risk Management and Corporate Governance Committee shall include in-person attendance and electronic attendance.

5.5 In case the Chairperson of the Risk Management and Corporate Governance Committee is not present at the meeting or unable to perform his/her duty, the Risk Management and Corporate Governance Committee members present at the meeting are required to select one member to become the Chairperson of the meeting.

#### 5.6 Voting

- Each member has one (1) vote. Any member who has a conflict of interest in any matter for consideration has no right to vote on such matter. If there are equal votes, the Chairperson of the meeting has a casting vote.
- The resolution of the meeting shall be passed by majority votes of the members present at the meeting.

## 6. Duties and Responsibilities

The Risk Management and Corporate Governance Committee is directly responsible to the Board of Directors and has the authorities, duties, and responsibilities as assigned by the Board of Directors as follows:

### 6.1 Risk Management Activities

- 1) To consider the Risk Management Policy and guidelines of the organization in accordance with the objective, goals, strategies, and acceptable risk levels (Risk Appetite) in accordance with the risk management framework approved by the

Board of Directors, to be used as a framework for risk management for all levels of employees.

- 2) To ensure that the Company has identified risks by considering both external and internal factors that may impede the Company from achieving its specified objective which consists of various important risks such as strategic risk, operational risk, financial risk, compliance risk, cyber risk, environment, and climate risk, and emerging risk. This includes proposing preventive measures and risk management methods to maintain the risk at an acceptable level.
- 3) To ensure that the Company has assessed the impact and likelihood of the identified risks for prioritization and has proper risk management.
- 4) Regularly monitor and evaluate the Risk Management Policy as well as review the appropriateness and adequacy of the Risk Management Policy, strategy and direction and can control the risk level within the risk appetite.
- 5) To provide advice and support to the Board of Directors on the Risk Management Policy as well as encourage the continuous and regular improvement and development of the risk management system.
- 6) Perform any other duties as assigned by the company's board of directors.

## 6.2 Governance Activities

Define as well as review relevant policies, guidelines, and operating procedures to conform to the principles and practices of good corporate governance. Hold meetings to monitor the progress made with regard to planned good corporate governance practices; together giving necessary support, as required, to the corporate governance working group, as well as reviewing and evaluating internal activities based on the principles of good governance so that recommendation for improvements to specific issues can be made.

## 6.3 Sustainable Development Activities

Determining the policies, objectives and goals relating sustainable development of the company's businesses. Drive the establishment and implementation of various policies and activities relating to Corporate Social Responsibility (CSR) with regards to the economy, society, and environment, including health and safety standards internally throughout the Company. Overseeing and ensuring that information disclosures on sustainable development made to all Stakeholders groups are accurate, correct, and comprehensive.

## 7. Authorities

7.1 The Risk Management and Corporate Governance Committee has the authority to appoint a secretary to assist in the operation of the Risk Management and Corporate Governance Committee.

7.2 The Risk Management and Corporate Governance Committee has the authority to request information from various departments of the company and its subsidiaries for further consideration on various matters.

## 8. Performance Evaluation

The Risk Management and Corporate Governance Committee shall evaluate their own performance at least once a year and report the evaluation to the Board of Directors for acknowledging. To use the assessment results to improve the efficiency and achieve the objectives.

## 9. Review

To review and update the appropriateness of the Risk Management and Corporate Governance Committee Charter annually and propose to the Board of Directors for further consideration and approval.

The charter of the Risk Management and Corporate Governance Committee Review Year 2024 was approved by Board of Directors Meeting NO. 1/2024 on 26 February 2024 and has been in effect since the approval date.

Mr. Suthikiati Chirathivat  
Chairman of the Board  
Central Plaza Hotel Public Company Limited