



Gunkul Engineering Public Co., Ltd. and GUNKUL's Group

	Risk Management Committee Charter	Doc. No.	OMD 2560/07
		Effective Date	25 Dec. 2017
	Approved by the Resolution of the Board of Directors Meeting No. 9/2560 dated 18 December 2017	No.	4.0
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1. Definitions

“Company”	Gunkul Engineering Public Co., Ltd.
“Corporate Group”	Subsidiary and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	The board of directors of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee”	The risk management committee of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee Member”	The risk management committee member of Gunkul Engineering Public Co., Ltd.
“Independent Director”	Non-executive director with qualification of independence in accordance with the requirements of the notification of the Capital market Supervision Committee No. Thor Jor 28/2551
“Executive”	The person who takes the office of the deputy supervisor or upper of Gunkul Engineering Public Co., Ltd. and its corporate group

2. Objectives

The board of directors of the company has deemed suitable to arrange the “Risk management committee charter” as a framework and guideline to perform the work as assigned by the board of directors of the company and the risk management committee is required to support the work of the board of directors of the company to determine the risk management policy and guideline, prepare the risk management plan. Assess the risk, propose the preventive and corrective measures and monitor compliance with the measures provided to ensure that the management process is undertaken systematically and the risk management has covered the overall organization so the impact on the business operation will be reduced and it will enhance compliance with criteria, requirements and laws provided by various supervision agencies.

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3. Components, Appointment and Qualification

3.1 Components and Appointment

- 3.1.1 The board of directors of the company will appoint the risk management committee by selecting the directors and/or the executives of the company for a certain number and/or the qualified persons.
- 3.1.2 There are at least 3 committee members in the risk management committee and half of them are required not to be the executives of the company.
- 3.1.3 The board of directors of the company is required to appoint the chairman of the risk management committee.
- 3.1.4 The company will propose its employee to be the secretary of the risk management committee with approval from the risk management committee.

3.2 Qualification

- 3.2.1 The chairman of the risk management committee is required not to be the chairman of the board of directors of the company.
- 3.2.2 The risk management committee member is required to be competent and understand the business of the company with knowledge and experience in risk management, investment management or special proficiency in the key factor essential to the recommendations on the business undertaken by the company to accomplish the objectives of the company
- 3.2.3 The risk management committee member is required not to be the director, executive or business operator of the company undertaking the business similar to that of the company
- 3.2.4 The risk management committee member is required not to be the person possessing the qualification forbidden by the law on public limited company, the law on securities and stock exchange and other related laws
- 3.2.5 To devote sufficient and appropriate time to perform the duty

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4. Term of Office and Removal from the Post

4.1 Term in Office

- 4.1.1 The risk management committee is allowed to stay in his office for 3 years while the risk management committee who is leaving his office at the expiry of his term may be appointed by the board of director to stay in the office for another term.
- 4.1.2 When the office of the risk management committee is vacant for any reason except the expiry of his term in accordance with Clause 4.1.1., the board of directors will appoint the person with complete qualification to be a risk management committee to make complete number as indicated by the board of directors in this charter and the person appointed to be in the office is allowed to stay in the office for remaining term only.
- 4.1.3 To appoint the new risk management committee to make a complete number as prescribed, it is required to be undertaken rapidly to ensure continuity in the operation of the risk management committee.

4.2 Removal from the Post


- 4.2.1 The risk management committee is required to leave his office in the following cases.
1. Expiry of the term
 2. Death
 3. Resignation
 4. Lack of qualification to be the risk management committee member
 5. Resolution of the board of directors passed with majority vote on removal
 6. Being a bankrupt person, quasi-incompetent person or incompetent person
 7. Being imprisoned or sentenced to be imprisoned by the court in the final court procedure unless it is miscellaneous wrongdoing or act of negligence
- 4.2.2 The risk management committee who has desired to resign from his office, he is required to inform the company in writing at least one month in advance unless there is force majeure with proper justification

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5. Scope of Authority, Duties and Responsibilities

The board of directors of the company has determined the scope of authority, duties and responsibilities of the risk management committee as follows.

- 5.1 To determine policies, guidelines and framework on risk management of the company as a guideline to undertake the business in accordance with the law on securities and stock exchange, requirements of the stock exchange or the laws related to the business conducted by the company, including anti-corruption measures and practice.
- 5.2 To supervise, monitor and support the organization and the project to accomplish the success in risk management with consideration on each risk to support the assessment, analysis and decision to ensure that the risk management process has covered every step of the business undertaken.
- 5.3 To review the guidelines and framework on risk management in comparison with the international practice and to provide recommendations on correction and improvement as deemed suitable to the board of directors of the company.
- 5.4 To assess performance of the risk management committee, to provide recommendations on development and improvement to the board of directors for acknowledgment and information to determine the policy on continued development of the organization.
- 5.5 To review the charter of the risk management committee annually.
- 5.6 To prepare an activity report of the risk management committee for disclosure in the annual report of the company and such report will be signed by the chairman of the risk management committee.
 - (1) Overall comments or remarks that the risk management committee has learned from the duty performed in accordance with the charter
 - (2) Other reports that the risk management committee has viewed that the shareholders and the investors should know within the scope of authority and responsibility assigned by the board of directors of the company
 - (3) Number of meetings of the risk management committee and attendance to the meeting by each risk management committee, including remuneration received by each risk management committee
- 5.7 To perform the duty, the risk management committee may ask for independent opinion from the other professional consultant as deemed necessary at the expense of the company
- 5.8 To perform any other task assigned by the board of directors of the company

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6. Meeting

6.1 Number of Meeting

- 6.1.1 The risk management committee is required to arrange a meeting at least four times a year and the additional meeting may be arranged as deemed suitable to the chairman of the risk management committee.
- 6.1.2 The chairman of the risk management committee may call for a meeting in a special case as deemed necessary or if requested by the risk management committee member or the chairman of the board of directors of the company to examine the agenda required to be jointly discussed in particular in addition to the regular meeting.
- 6.1.3 Details of number of meeting and attendance to the meeting of each risk management committee member shall be disclosed in the annual report and the annual information sheet.

6.2 Attendants of the Meeting

- 6.2.1 In the meeting of the risk management committee, at least half of the risk management committee member are required to attend the meeting to make a quorum of the meeting and the chairman of the risk management committee will chair the meeting.
- 6.2.2 If the chairman of the risk management committee is not in the meeting or is unable to undertake his duty, the risk management committee is required to elect one of the risk management committee to be the chairman of the meeting.
- 6.2.3 The meeting of the risk management committee may invite the director or executive of the company or the person related to the agenda to attend the meeting for related information.
- 6.2.4 The secretary of the risk management committee is required to attend the meeting every time and if there is any necessity that attendance is not possible, the company may assign any person to attend the meeting on his behalf.

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6.3 Agenda of the Meeting


- 6.3.1 The risk management committee should set the agenda of the meeting in advance which should include the following agenda.
1. Matters to be informed to the meeting by the chairman
 2. Approval on the preceding minutes of the meeting
 3. Review of the matters continued from the previous meeting
 4. Matters to be discussed
 5. Matters to be informed
 6. Other matters
- 6.3.2 Supporting documents of the meeting are required to be submitted to the risk management committee and attendants for a suitable period in advance of the meeting date so there is sufficient time to study the information and to request for additional information.

6.4 Voting

- 6.4.1 The resolution of the meeting is required to be passed with the majority vote of the risk management committee attending the meeting and voting and each risk management committee member has one vote to cast. If the votes are on par, the chairman of the meeting shall cast a decisive vote.
- 6.4.2 The risk management committee member who has a conflict of interest in the matter discussed is required to suspend his vote on such matter.

6.5 Minutes of the Meeting

- 6.5.1 The secretary of the risk management committee or the person assigned is required to prepare the minutes of the meeting and submit the minutes to the risk management committee without delay.
- 6.5.2 The secretary of the risk management committee or the person assigned is required to submit the minutes and plan (if any) to the related agency to acknowledge and to have a guideline on the work in compliance with the policy and the guideline provided.

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7. Reporting


- 7.1 The risk management committee is required to report to the board of directors of the company to acknowledge the outcome of the meeting regularly or the other matters that the board of directors of the company should learn together with comments on the guideline and recommendations as deemed suitable
- 7.2 If there is any critical act or matter which may significantly affect the operation of the company or the guideline on supervision on good governance, conducts and business ethics, the risk management committee is required to report to the board of directors of the company within a suitable period.
- 7.3 The chairman of the risk management committee is required to disclose the process and criteria on performance assessment of the risk management committee, the number of the meetings, attendance of each risk management committee member and remuneration or each risk management committee member in the annual report and the annual information sheet.

8. Performance Assessment

- 8.1 The risk management committee has a duty to assess its performance every year through self-assessment and the assessment report will be submitted to the board of directors of the company for acknowledgement.
- 8.2 The performance assessment process and criteria of the entire risk management committee will be disclosed in the annual report and the annual information sheet.

9. Remuneration

- 9.1 The annual general meeting of shareholders will determine the remuneration of the risk management committee.
- 9.2 Remunerations paid in the past year to each risk management committee member are required to be disclosed in the annual report and the annual information sheet.

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10. Orientation and Training

10.1 Orientation

Every new risk management committee member is required to attend the "Orientation for New Director" as provided by the company.

10.2 Training


The policy of the company is to encourage the risk management committee to attend the training course to enhance knowledge and competence under the good governance supervision plan continuously.

Provisional Clause

The person appointed to take the office of the risk management committee on the date that this risk management committee charter is in effect will have the authority and duty as the risk management committee completely until the expiry of the term or the other person is appointed to make the replacement. This charter will have no effect on any act undertaken before the effective date of this charter. Any act undertaken before this charter is in effect shall be proceeded until its completion. In addition, if the risk management committee has viewed that the enforcement of this charter on any matter that is made immediately will have an impact on the operation of the company, the risk management committee may apply the original rules and regulations for the time being.

Any person appointed by the risk management committee to assume any office before this charter in effect, including the secretary of the risk management committee, will have the authority and duty of such post until the expiry of the term or the other person is appointed to make the replacement.

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Record of the Amendments

Document No.	Amendment No.	Date	Amended provision	Justification	Cancellation date
OMD2551/07	1.0	27 Oct 2008	Charter introduced (Initially called : Authority and duty of the board of directors and sub-committee)	To comply with the concept of the supervision and operation units at present	9 Nov. 2012
OMD2555/01	2.0	9 Nov. 2012	Improvement made to the entire charter (Initially called : Authority and duty of the board of directors and sub-committee)	Coverage extended to authority, duty and responsibility to appoint additional sub- committee	22 Nov. 2016
OMD2559/03	3.0	22 Nov. 2016	Improvement made to the entire charter (Changed to Charter of the risk management committee)	To determine and separate the charter of each committee	25 Dec. 2017
OMD2560/07	4.0	25 Dec. 2017	Reconsider	To comply with the principles of the current supervisory and operational departments.	-