

**Strategy and Risk Management Committee Charter  
Siamese Asset Public Company Limited**

**1. Purpose**

The Strategy and Risk Management Committee is one of the sub-companies of the board of directors established with the purpose of setting business strategies and direction jointly with Management, monitoring risk factors and managing risks appropriately, supervising the work of the strategy and risk management work group of the company, considering and giving opinions, and providing useful recommendations for setting overall strategies and managing overall risks, including business policies and plans in order to achieve sustainable business development goals.

**2. Composition, Qualifications, Appointments, Term in Office and Removal from Office**

**2.1 Composition**

- (1) The Strategy and Risk Management Committee is composed of directors and/or executives numbering at least 5 persons: 3 independent directors and 2 executive directors.
- (2) The Strategy and Risk Management Committee is to choose one independent director to serve as the Chairman of the Risk Management Committee.
- (3) The Strategy and Risk Management Committee will appoint a secretary of the Strategy and Risk Management Committee to assist in the work of the Strategy and Risk Management Committee related to scheduling meetings, preparing meeting agendas, delivering meeting documents and recording meeting reports.

**2.2 Qualifications of the Strategy and Risk Management Committee**

- (1) The Strategy and Risk Management Committee must be qualified without the prohibitions pursuant to laws governing limited companies and public limited companies, securities and exchange laws, the criteria of the Securities and Exchange Commission (“**SEC Office**”) and the Stock Exchange of Thailand (“**Stock Exchange**”) along with other related laws.
- (2) The Strategy and Risk Management Committee must be made up of persons who violate regulations, rules, announcements, orders, board resolutions, stock registration agreements with the Stock Exchange, along with circular letters issued by the Stock Exchange to specify practices that might harm the benefits or decisions of shareholders or investors or cause changes in stock value.

- (3) The Strategy and Risk Management Committee must be made up of persons possessing knowledge, abilities and experience that are highly beneficial to the company's business operation in addition to having honesty, integrity and business ethics and sufficient time to devote their knowledge and abilities and fully perform their duties for the company.

### **2.3 Appointments and Term in Office**

- (1) The Nomination and Remuneration Committee will recruit and nominate fully qualified persons under Clause 2.2 to become strategy and risk management directors by nominating said persons at a board meeting with consideration based on the education and professional experience of said persons.
- (2) The Strategy and Risk Management Committee will have a term in office consistent with the term for company directors or executives (depending on the case) and may be reappointed to their office as deemed appropriate by a company board meeting.
- (3) In cases where a director position in the Strategy and Risk Management Committee becomes vacant, the Nomination and Remuneration Committee will choose a fully qualified person and nominate him/her to the board of directors for consideration of appointment to become a strategy and risk management director in place of the previous director.

### **2.4 Removal from Office**

- (1) A strategy and risk management director is removed from office in the event of any of the following:
  - (a) Completion of term.
  - (b) Death.
  - (c) Resignation.
  - (d) Lacking in qualifications or possession of legally-prohibited characteristics.
  - (e) A resolution is passed by the board of directors for removal from office.
- (2) Any strategy and risk management director who wishes to resign from his/her position may do so by presenting a resignation form to the Chairman of the Board by at least 1 month in advance.

## **3. Powers, Duties and Responsibilities**

- (1) The Powers of the Strategy and Risk Management Committee
  - (a) Appoint the strategy and risk management work group made up of related personnel.
  - (b) Hold the power to request different work sections of the company to provide explanations in writing or to invite related company executives and personnel to attend meetings to provide explanations or information and to perform duties assigned by the Strategy and Risk Management Committee. It is the duty of related executives and personnel to cooperate with the Strategy and Risk Management Committee.
- (2) Duties and Responsibilities of the Strategy and Risk Management Committee
  - (a) Consider and specify the business direction and strategy along with the policies, guidelines and framework for risk management to propose to the board of directors.
  - (b) Oversee and review the company's strategies and those of other companies in the group every year along with annual business plans to make proposals to the board of directors.
  - (c) Specify risk prevention and reduction guidelines to keep them to remain within acceptable levels and assess and improve risk reduction plans and manage risk appropriately.
  - (d) Promote and support for business plan improvements in line with strategies and improve management systems continuously.
  - (e) Perform other actions as assigned by the board of directors that are not assignments to make decisions concerning the company's business operation.

#### **4. Meetings**

- (1) Strategy and Risk Management Committee will hold at least 1 meeting quarterly.
- (2) In holding meetings of the Strategy and Risk Management Committee, the Chairman of the Strategy and Risk Management Committee or a person assigned by the Chairman of the Strategy and Risk Management Committee is to announcement the Strategy and Risk Management Committee meeting by delivering meeting invitation letters to strategy and risk management directors by at least 7 days ahead of the meeting. However, in necessary or urgent cases, meeting announcements may be made by other means or the meeting can be scheduled to take place sooner.

The Chairman of the Strategy and Risk Management Committee or another person assigned by the Chairman of the Strategy and Risk Management Committee is to set the

date, time and place of each Strategy and Risk Management Committee meeting. The meeting location can be set to a different location from the company main office. If the Chairman of the Strategy and Risk Management Committee or another person assigned by the Chairman of the Strategy and Risk Management Committee did not specify a meeting location, use the company main office as the place to hold the meeting.

- (3) The meeting quorum of the Strategy and Risk Management Committee is to be made up of at least one half of all strategy and risk management directors.
- (4) In cases where the Chairman of the Strategy and Risk Management Committee is unable to attend a meeting due to business obligations, if the Strategy and Risk Management Committee has a vice chairman, the Strategy and Risk Management Committee vice chairman is to chair the meeting. If there is no Strategy and Risk Management Committee vice chairman or there is one but he/she is unable to perform duties, the strategy and risk management directors attending the meeting are to choose a strategy and risk management director to chair the meeting.
- (5) The secretary of the Strategy and Risk Management Committee or a person assigned by the Strategy and Risk Management Committee is to be responsible for preparing Strategy and Risk Management Committee meeting reports.

**5. Performance Assessments of the Strategy and Risk Management Committee**

The Strategy and Risk Management Committee is to perform a performance assessment at least 1 time annually by self-assessment and reporting assessment results to the board of directors for consideration.

**6. Reviews and Improvements of the Charter**

The Strategy and Risk Management Committee is to review this charter annually and make proposals to the board of directors to consider approving revisions (if any).