

Risk Management and Corporate Governance Committee Charter
of
TTW Public Company Limited

1. Introduction

The Board of Directors meeting No. 4/2020 on 30 July 2020 resolved to approve the restructuring of TTW's subcommittee by combining the Risk Management Committee and the Corporate Governance Committee to be the Risk Management and Corporate Governance Committee to make the work of each subcommittee much more compact and cover related work by realizing the significance of the good corporate governance system and internal and external control and therefore resolves to appoint the Risk Management and Corporate Governance Committee to review and monitor risk factors and various effects on the company, and providing suggestions in respect of finance, operations, circumstances and marketing, laws, as well as proposing good corporate governance practices, including regularly reviewing the management system to the Board of Directors.

2. Composition and Qualifications

2.1 The Risk Management and Corporate Governance Committee shall be composed of at least 3 members appointed from the Board of Directors provided that at least one director must be an Independent Director and some director have knowledge and expertise in risk management and/or understanding of good corporate governance principles to comply with the international standard.

2.2 The Risk Management and Corporate Governance Committee members shall elect one member to be the Chairman of the Risk Management and Corporate Governance Committee and one member to be the secretary to the Risk Management and Corporate Governance Committee.

2.3 Holding shares not more than 0.5 percent of all voting shares of the Company, its subsidiaries, affiliated companies, or any legal entities which may have a conflict of interest.

2.4 Being able to independently perform duties and provide opinions or report the results of the performance of duties as assigned by the Board of Directors, without controlling of the management or major shareholder of the company, including any related person or close relative of such person.

3. Term of Office

3.1 The Board of Directors shall appoint the Risk Management and Corporate Governance members who shall hold their offices for a term of three years, and those who retire by rotation may be re-appointed but not automatically renewed.

3.2 Resignation of any Risk Management and Corporate Governance member shall be reported to the Chairman of the Risk Management and Corporate Governance Committee at least 30 days in advance.

4. Scope of Power and Authority

4.1 To set out the risk management policy and the overall framework for risk management of the Company, covering various types of material risks, especially, in respect of finance, circumstances, and marketing, tap water production, and distribution, liquidity, labor market, contract and risks giving rise to impact on reputation, etc.

4.2 To lay down such strategies in line with the risk management policies to be able to assess, monitor, and control the Company's overall risks to stay at an acceptable level.

4.3 To support and encourage cooperation in the Company's overall risk management; and review the sufficiency of the risk management policy and system, as well as the effectiveness of the system and compliance with the policy.

4.4 To recommend the good corporate governance practice to the Board of Directors.

4.5 To oversee the operations of the Board of Directors, Executive Committee, subcommittees, and the management to ensure compliance with the good corporate governance principles, business codes of conduct, and ethics.

4.6 To review the Company's good corporate governance practice by comparing it with the good corporate governance principles of the international standard and of the Stock Exchange of Thailand, and propose the same to the Board of Directors for consideration and regular update.

4.7 To regularly report to the Board of Directors on what need to be improved to comply with the specified policies and strategies.

4.8 The Risk Management and Corporate Governance Committee may engage external advisors for advice, at the Company's expenses, with the approval of the Board of Directors.

4.9 To perform other duties as assigned by the Board of Directors.

5. Meetings

5.1 The Risk Management and Corporate Governance Committee shall convene meetings at least twice a year.

5.2 To constitute a quorum in the Risk Management and Corporate Governance Committee meeting, there shall be not less than three members of the Risk Management and Corporate Governance Committee. In a case where the Chairman is unable to attend the meeting, the members present at the meeting shall elect one member among themselves to preside over the meeting.

5.3 Any Risk Management and Corporate Governance Committee members having a personal interest in any matter or being interested in any matter to be considered at the meeting shall have no right to express any opinion or vote on such matters.

5.4 The Risk Management and Corporate Governance Committee may invite any related parties to attend the meeting and provide the relevant information.

5.5 In the case where a resolution is required, each member shall have one vote. In case of an equality of votes, the Chairman shall apply the proper method for the conclusion.

6. Reporting

6.1 The Risk Management and Corporate Governance Committee shall report the results of the operation to the Board of Directors in the Board of Directors Meeting at least twice a year.

6.2 The Risk Management and Corporate Governance Committee shall prepare minutes of the meeting and other suggestions for proposing to the Board of Directors.

7. Announcement

The Risk Management Committee Charter shall come into effect from December 17, 2020.

Announced as of this on December 18, 2020 onwards.

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(Dr.Thanong Bidaya)

Chairman of the Board of Directors