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Golden Lime Public Company Limited

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Risk Management and Sustainable Development Committee Charter		Scan the QR to download EN version

The Risk Management and Sustainable Development Committee (the "Committee") is established by resolution of the Board of Directors of Golden Lime Public Company Limited (the "Company") to assist the Board in overseeing enterprise risk management, crisis management, business continuity and sustainable development across economic, social and environmental dimensions. Through integrated oversight, the Committee ensures that material risks, opportunities, impacts and sustainability considerations are incorporated into the Company's strategy, governance, decision-making and operations.

1. OBJECTIVE

This Charter defines the Committee's composition, qualifications, appointment, term of office, authority, duties and responsibilities in overseeing the Company's enterprise risk management and sustainable development. It establishes an integrated framework for overseeing material risks, opportunities and impacts; recommending policies, strategies, objectives and targets across economic, social and environmental dimensions; and embedding risk and sustainability considerations in the Company's strategy, governance, decision-making and operations. The Committee shall perform its duties fairly, effectively and transparently, in accordance with good corporate governance principles, to support business continuity, create sustainable value and strengthen stakeholder confidence. It shall also perform any other duties assigned by the Board of Directors or, where applicable, the shareholders' meeting.

2. COMPOSITION AND QUALIFICATIONS

2.1 The Committee shall comprise at least three (3) members appointed by the Board of Directors. At least one (1) member shall be a director of the Company. The other members may include members of the Executive Committee or senior management with relevant responsibilities or expertise.

2.2 The Board of Directors shall appoint one director member to serve as Chairperson. The Committee may appoint a secretary and establish working teams comprising management, supervisors or employees from relevant functions to support its work.

2.3 Collectively, the Committee shall possess appropriate knowledge and experience in enterprise risk management, strategy, finance, operations, sustainability, environmental and social matters, governance and the Company's business. Members shall exercise independent judgment in performing their duties.

3. APPOINTMENT AND TERM OF OFFICE

3.1 The term of office of a director member shall be concurrent with his or her term as a director. Upon expiration, the member may be reappointed at the discretion of the Board of Directors.

3.2 The term of office of a non-director member shall be determined by the Board of Directors and specified in the appointment resolution. A non-director member shall automatically vacate office upon cessation of employment with the Company unless otherwise determined by the Board.

3.3 A Committee member shall vacate office upon:

- death;
- resignation;
- disqualification from serving as a Committee member;
- cessation of the relevant directorship, employment or appointment; or
- removal by resolution of the Board of Directors.

3.4 A member wishing to resign shall submit written notice to the Chairperson of the Board of Directors. The resignation shall take effect on the date the notice is received, unless a later date is specified.

3.5 If all members vacate office, the outgoing members shall continue to perform necessary duties until new members are appointed, to the extent permitted by applicable law.

3.6 If a vacancy arises for a reason other than expiry of term, the Board of Directors shall appoint a qualified replacement. The replacement shall hold office for the remainder of the replaced member's term, where applicable.

4. DUTIES AND RESPONSIBILITIES

4.1 Enterprise Risk Management

- Establish, review and recommend to the Board the enterprise risk management policy, framework and guidelines.
- Oversee the implementation of risk identification, assessment, treatment, monitoring and reporting processes, including the identification of emerging risks.
- Review the Company's risk appetite and risk tolerance at least annually, or whenever there is a significant change in strategy, business environment or risk profile, and recommend them to the Board for approval.
- Monitor material risk exposures against the approved risk appetite and risk tolerance, and require management to prepare corrective or mitigation measures where an exposure exceeds, or is expected to exceed, an approved threshold.
- Oversee the adequacy and effectiveness of enterprise risk management and related internal controls, including the management of material strategic, financial, operational, compliance, ESG and sustainability risks.
- Review significant risk exposures and management's prevention, control, response and mitigation plans, and monitor progress and effectiveness.
- Promote an enterprise-wide risk culture and support effective risk management practices at all levels of the organization.

4.2 Crisis Management and Business Continuity

- Review and recommend to the Board appropriate crisis management and business continuity policies, frameworks and plans.
- Oversee management's preparedness for and response to material incidents, crises and business disruptions, including lessons learned and improvement actions.
- Ensure that management establishes escalation criteria for material risks, incidents, crises and sustainability matters.

4.3 Sustainability and ESG

- Review the sustainability framework of the major shareholder group, as applicable, and recommend appropriate policies, strategies, objectives, targets and directions for the Company to the Board.
- Guide the Company toward sustainable business growth across economic, social and environmental dimensions, taking into account applicable standards, stakeholder expectations and the Company's sustainability mission.
- Review the process used by management to identify, assess and prioritize material sustainability matters, risks, opportunities and impacts, taking into account the Company's business context and relevant stakeholder perspectives.
- Review and monitor performance against approved sustainability objectives, targets, key performance indicators and action plans, including material deviations, underlying causes and corrective actions.

- Oversee material environmental, social and governance matters relevant to the Company, including, as applicable, climate change, energy and emissions, resource efficiency, environmental management, occupational health and safety, human and labour rights, community impacts, responsible supply-chain practices, business ethics and stakeholder engagement.
- Oversee the identification, assessment and management of material climate-related risks and opportunities, including transition risks, physical risks, resilience, emissions-reduction plans and relevant capital allocation considerations, as applicable to the Company.
- Promote employee participation and cross-functional collaboration in implementing sustainability strategies, managing ESG risks and opportunities, and creating value for stakeholders.
- Oversee management of material sustainability matters and impacts throughout the value chain, including measures to prevent, mitigate and remediate adverse impacts on the business and stakeholders.
- Encourage constructive engagement with relevant stakeholders to support effective risk reduction and sustainable development.

4.4 Integrated Oversight, Reporting and Disclosure

- Ensure that risk management, sustainability and ESG considerations are integrated into corporate strategy, planning, decision-making and relevant management processes.
- Oversee and monitor management's implementation of approved enterprise risk management and sustainability policies, strategies, objectives and action plans, without assuming management's operational responsibilities.
- Review the adequacy, consistency and reliability of material risk and sustainability information submitted to the Board or proposed for public disclosure.
- Oversee occupational health and safety (H&S) risks, policies, management systems, objectives and performance on behalf of the Board of Directors and ensure that H&S is integrated into the Company's enterprise risk management and sustainability governance framework.
- Review quarterly H&S performance reports from Management and report material H&S matters, trends, incidents, corrective actions and recommendations to the Board of Directors.
- Review key H&S performance indicators and targets, including the Lost Time Injury Frequency Rate (LTIFR), fatalities, recordable injuries, high-potential incidents and progress of corrective actions, and escalate any significant H&S risk or incident to the Board of Directors without delay.
- Ensure that matters exceeding the approved risk appetite, or that may materially affect the Company's strategy, operations, financial position, reputation, legal or regulatory compliance, stakeholders or business continuity, are reported to the Board without undue delay.
- Perform any other duties assigned by the Board of Directors or, where applicable, by the shareholders' meeting.

Management remains responsible for identifying, assessing and managing risks and sustainability matters; implementing approved policies and plans; and reporting performance to the Committee. The Committee's role is to provide oversight, review, constructive challenge and recommendations.

5. AUTHORITY AND ACCESS TO INFORMATION

5.1 The Risk Management and Sustainable Development Committee may request any information it considers necessary from management, department heads and employees. It may also require relevant persons to attend meetings, provide explanations or opinions, or submit documents.

5.2 Within the scope of this Charter, the Committee may obtain advice from independent external professional advisers or specialists as deemed necessary, at the Company's expense and in accordance with applicable Company procedures.

5.3 The Committee may delegate specific activities to working teams or management, but such delegation shall not relieve the Committee of its oversight responsibilities.

6. MEETINGS, QUORUM AND VOTING

6.1 The Committee shall meet at least once a year and may convene additional meetings as necessary to discharge its duties and responsibilities. The Chairperson may call an extraordinary meeting when a significant or urgent matter involving risk, crisis, ESG, sustainability or business continuity arises.

6.2 Meeting notices shall be issued by the Chairperson, the Committee Secretary or the Company Secretary at the Chairperson's direction and delivered to each member at least three (3) days before the meeting. In urgent or necessary circumstances, notice may be given by other appropriate means or on shorter notice.

6.3 A quorum shall consist of at least one-half of all Committee members. The Chairperson shall preside at meetings. If the Chairperson is absent or unable to act, the members present shall elect one member to preside over the meeting.

6.4 Resolutions shall be passed by a majority vote of the members present and entitled to vote. In the event of an equality of votes, the presiding person shall have a casting vote.

6.5 A member who has a direct or indirect interest in a matter shall disclose the nature of that interest before the matter is discussed. Unless the Committee determines that the member's participation is necessary solely to provide relevant information, the interested member shall not participate in the discussion or vote and shall not be counted toward the quorum for that agenda item. The disclosure shall be recorded in the minutes.

6.6 A written resolution signed or otherwise formally approved by all Committee members entitled to vote shall have the same effect as a resolution passed at a duly convened meeting, provided that all members have received sufficient information to make an informed decision and the resolution is recorded in the minutes of the next Committee meeting.

6.7 The Committee Secretary or an assigned person shall prepare and maintain meeting minutes and supporting records.

7. REPORTING TO THE BOARD

The Committee shall report to the Board of Directors at least annually on material matters within its remit, including enterprise and sustainability-related risks; occupational health and safety performance; key indicators and targets; significant incidents; emerging risks; corrective actions; matters requiring Board direction or approval; and the Committee's recommendations. Significant or urgent matters shall be reported without undue delay. The Committee shall also prepare an annual report summarizing its composition, meetings, activities and performance for inclusion in the Company's Annual Report or annual registration statement, as applicable. The report shall be signed or endorsed by the Committee Chairperson in accordance with applicable requirements.

8. PERFORMANCE EVALUATION

The Committee shall conduct an annual self-evaluation and report the results to the Board of Directors. The evaluation shall consider the Committee's composition, meeting effectiveness, discharge of responsibilities and contribution to integrated risk and sustainability oversight.

9. REVIEW OF THE CHARTER

The Committee shall review this Charter periodically and whenever significant changes occur in the Company's strategy, risk profile, sustainability context, applicable requirements or governance arrangements. Any amendment shall be submitted to the Board of Directors for consideration and approval.

10. EFFECTIVE DATE AND TRANSITION

10.1 This Charter shall take effect on the date of its approval by the Board of Directors and shall supersede the Risk Management Committee Charter, Document No. CS20200202_Rev.02, and the Sustainable Development Committee Charter, Document No. CS20211104_Rev.02.

This Risk Management and Sustainable Development Committee Charter was approved by the Company's Board of Directors at Meeting No. 5/2026, held on 8 November 2026.



Mr. Sripop Sarasas
Chairman of the Board of Directors

Document issue and revision

Item	Document number	Amendment Date	Approval Date	Board Approval Reference
1	*CS20200202*		25 February 2020	The Board of Directors Meeting no. 1/2020 held 25 February 2020.
2	*CS20200202_Rev.01*	25 March 2024	4 April 2024	The Board of Directors Meeting no. 2/2024
3	*CS20200202_Rev.02*	8 August 2024	8 November 2024	Risk Management Committee Meeting No. 2/2024, held on 8 August 2024 Board of Directors Meeting No. 5/2024, held on 8 November 2024
4	*CS20200202_Rev.02*	7 October 2026	8 November 2026	The Board of Directors Meeting no. 5/2026 The charters of the Risk Management Committee and the Sustainability Development Committee have been merged into a single integrated charter.