



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

	Company Secretary Charter	Doc. No.	POL-BOD_65-008
		Effective Date	10 NOV 2022
	Approved by the Resolution of the Board of Directors Meeting No. 11/2022 dated 10 November 2022	No.	4.0
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### 1. Definitions

“Company”	Gunkul Engineering Public Co., Ltd.
“GUNKUL's Group”	Subsidiary and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	The Board of Directors of Gunkul Engineering Public Co., Ltd.
“Company Secretary”	Company Secretary of Gunkul Engineering Public Co., Ltd.
“Executive”	The person holding position from the level of Assistant Director of division and above of Gunkul Engineering Public Co., Ltd. and GUNKUL's Group

### 2. Objectives

The Board of Directors deems it appropriate to formulate the “Company Secretary Charter” as a framework and guideline to perform work as assigned by the Board of Directors. The Company Secretary is required to support the Board of Directors in the meetings of the Board of Directors, shareholders' meeting and various activities to assist the Board of Directors and the Company to adhere to laws and related regulations; as well as, support the Company's corporate governance to be in accordance with good corporate governance standards.


### 3. Appointment and Qualification

#### 3.1 Appointment

- 3.1.1 The Board of Directors shall consider appointing the Company Secretary.
- 3.1.2 In case that the Company Secretary is resigned or unable to perform the duty, the Board of Directors shall consider appointing the new person within 90 days starting from the resignation date or the date that the former Company Secretary is unable to perform the duty, and during the vacancy the Board of Directors are able to assign any directors performing instead. In addition, the Chairman of the Board of Directors shall inform the Securities Exchange and Commission and the Stock Exchange of Thailand regarding the new Company Secretary within 14 days from the appointment date.

#### 3.2 Qualification

- 3.2.1 The Company Secretary is required to have knowledge and understanding of the Company and the Group's businesses.
- 3.2.2 The Company Secretary is required to understand the role of the Company Secretary.

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- 3.2.3 The Company Secretary is required to have knowledge and understanding of laws, rules, and regulations of the Securities and Exchange Commission, Thailand and the Stock Exchange of Thailand, including other relevant regulatory agencies.
- 3.2.4 The Company Secretary is required to have knowledge and understanding of good corporate governance principles and good practices regarding corporate governance.
- 3.2.5 The Company Secretary shall not aiming or seeking personal benefits from business opportunities of the Company and the Group, or for family or friends, in an unlawful way. As well as maintaining confidentiality of the Company and the Group's information and and internal documents without disclosure to outsiders.

#### **4. Scope of Authority, Duties and Responsibilities**

The Board of Directors determines the scope of authority, duties and responsibilities of Company Secretary as follows.

- 4.1 To coordinate and arrange the Board of Directors' meeting and the shareholders' meeting according to principles of good corporate governance, rules and regulations of the Company, and related laws, including monitoring practices to be in accordance with resolutions of the Board of Directors and the shareholders' meeting.
- 4.2 To prepare and keep relevant important documents such as the registration of directors, the notice and minutes of the Board of Directors' meeting, the notice and minutes of the shareholders' meeting, including the Company's annual report, the Securities Holding Report of directors and executives of the Company, and Report on the interest reported by directors and executives.
- 4.3 To ensure that information disclosure is in accordance with regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, and other relevant regulatory agencies; as well as, principles of good corporate governance.
- 4.4 To report changes in Securities Holding of directors or executives to the Board of Directors' meeting on a quarterly basis and keep duplicates of those reports.
- 4.5 To provide advice to the Board of Directors in respect of laws, rules and regulations related to good corporate governance, maintenance of listing status on the Stock Exchange of Thailand, laws and regulations regarding the Company's business operations and follow up to ensure that it is properly followed consistently, including following updates on rules related to the Company.
- 4.6 To contact and communicate with shareholders and stakeholders to be informed of the Company news and various rights of shareholders and stakeholders.

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- 4.7 To ensure that the Company Secretary department is the center of corporate records, such as company registration, Memorandum Of Association, Article of Association, shareholder register, etc.
- 4.8 To coordinate and arrange orientation, as well as, providing advice to the newly appointed directors.
- 4.9 To supervise the Board of Directors' activities and perform other tasks as required by law, or as assigned by the Board of Directors, or as required by notifications of the Capital Market Supervisory Board.

### 5. Performance Evaluation

- 5.1 The Board of Directors shall evaluate the Company Secretary's performance every year.
- 5.2 The process and criteria for evaluating the Company Secretary's performance will be disclosed in the Annual Report and the annual registration statement (56-1 One Report).

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**Revision Record**

Document No.	Issue No. /Revision No.	Date	Revised Part	Reason of Revision	Date of Cancellation
OMD 2562/16	1.0	8 NOV 2019	Rewritten	To comply with the principles of the supervising agency and the current operations	1 MAR 2021
POL-BOD 64-008	2.0	1 MAR 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	12 NOV 2021
POL-BOD 64-032	3.0	12 NOV 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	10 NOV 2022
POL-BOD 65-008	4.0	10 NOV 2022	Reviewed	To comply with the principles of the supervising agency and the current operations	-