



Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Company Secretary Charter	Doc. No.	POL-BOD_67-008
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024 dated 28 February 2024	Issue No.	5.0
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1. Definitions

“The Company”	Gunkul Engineering Public Co., Ltd.
“The Group”	Subsidiaries and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Company Secretary”	Company Secretary of Gunkul Engineering Public Co., Ltd.
“Executives”	Persons holding position from Assistant Vice President level and above of Gunkul Engineering Public Co., Ltd. and the Group

2. Objectives

The Board of Directors deemed appropriate to establish “Company Secretary Charter” to serve as a framework and guideline for performing duties and responsibilities as assigned by the Board of Directors. The Company Secretary is responsible for supporting the Board of Directors in the Board of Directors’ meeting, the shareholders’ meeting, and various activities in order to assist the Board of Directors and the Company to adhere to laws and related rules and regulations. Including supporting corporate governance of the organization to be in line with good corporate governance standards.


3. Appointment and Qualifications

3.1 Appointment

- 3.1.1 The Board of Directors is responsible for appointing the Company Secretary.
- 3.1.2 In the event that the Company Secretary leaves position or is unable to perform duties, the Board of Directors shall appoint a new Company Secretary within 90 days from the date the former Company Secretary leaves office or is unable to perform duties, and the Board of Directors shall have the authority to assign any board member to perform duties on behalf. During that time, the Chairman of the Board of Directors shall inform the name of the Company Secretary to the Securities and Exchange Commission (SEC) within 14 days from the date of appointment of the person responsible for the said position.

3.2 Qualifications

- 3.2.1 Have knowledge and understanding of the businesses of the Company and the Group.
- 3.2.2 Understand the Company Secretary's roles and responsibilities.

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3.2.3 Have knowledge and understanding of laws, rules, and regulations of the SEC and the Stock Exchange of Thailand (SET), as well as other relevant supervisory authorities.


3.2.4 Have knowledge and understanding of good corporate governance principles and practices.

3.2.5 Not aim or seek improper benefits from business opportunities of the Company and the Group for own sake or peers, as well as maintaining confidentiality of information and internal documents of the Company and the Group by not disclosing to outsiders.

4. Scope of Authority, Duties and Responsibilities

The Board of Directors has determined the scope of authority, duties and responsibilities of the Company Secretary as follows:


- 4.1 To coordinate and execute various activities to arrange the Board of Directors' meetings and the shareholders' meeting of the Company in accordance with the good corporate governance principles, rules, regulations, the Company's Articles of Association, including other applicable laws, as well as following up to ensure compliance with resolutions of the Board of Directors meetings and the shareholders' meeting.
- 4.2 To prepare and maintain important documents, such as the director register, notices of the Board of Directors meetings, minutes of the Board of Directors meetings, notices of the shareholders' meetings, minutes of the shareholders' meetings, and the Annual Registration Statement (Form 56-1 One Report), including the securities holdings reports of directors and executives, and Conflict of Interest Reports.
- 4.3 To oversee information disclosure to be in accordance with the regulations of the SET, the SEC, and other relevant supervisory authorities, as well as good corporate governance principles.
- 4.4 To report on changes in securities holdings of directors or executives according to the definition of the SEC to the Board of Directors on quarterly basis and retain a copy of such report.
- 4.5 To provide advice for the Board of Directors regarding laws and regulations related to good corporate governance, on maintaining the status as a listed company on the SET, and various laws and regulations related to the Company's business operations. Together with following up to ensure proper and consistent compliance, including following up on new rules and regulations related to the Company.
- 4.6 To communicate with shareholders and stakeholders to be informed of the Company's news and rights of the shareholders and stakeholders.

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- 4.7 To assure that the Company Secretary Department serves as the central repository for corporate records, such as company registration documents, Memorandums of Association, Articles of Association, and shareholder register.
- 4.8 To coordinate to arrange the orientation, as well as providing advice and consultation to the newly appointed director.
- 4.9 To supervise the Board of Directors' activities and carry out other matters as required by law, or as assigned by the Board of Directors, or as specified by the Capital Market Supervisory Board.

5. Performance Assessment

- 5.1 The Board of Directors assesses the performance of the Company Secretary every year.
- 5.2 The process and criteria for assessing the performance of the Company Secretary will be disclosed in the Annual Registration Statements (Form 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	Newly written	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 Added: Appointment and performance assessment of the Company Secretary	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 Added: Appointment and performance assessment of the Company Secretary	10 NOV 2022
POL-BOD 65-019	4.0	10 NOV 2022	Reviewed	To comply with the principles of the supervising agency and the current operations Added: Appointment in the event that the Company Secretary leaves position or is unable to perform duties	28 FEB 2024
POL-BOD 67-008	5.0	28 FEB 2024	Reviewed	To comply with the principles of the supervising agency and the current operations	-