



Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Good Corporate Governance and Sustainable Development Committee Charter	Doc. No.	POL-BOD_65-005
		Effective Date	10 NOV 2022
	Approved by the Resolution of the Board of Directors Meeting No. 11/2022 dated 10 November 2022	No.	9.0
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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”	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Good Corporate Governance and Sustainable Development Committee”	Good Corporate Governance and Sustainable Development Committee of Gunkul Engineering Public Co., Ltd.
“Member of Good Corporate Governance and Sustainable Development Committee”	Member of the Good Corporate Governance and Sustainable Development Committee of Gunkul Engineering Public Co., Ltd.
“Independent Director”	Non-Executive Director with qualification of independence in accordance with the requirements of the notification of the Capital market Supervision Committee No. Thor Jor 28/2551
“Executive”	The person who takes the office of the deputy supervisor or upper of Gunkul Engineering Public Co., Ltd. and its corporate group

2. Objectives

The Board of Directors has deemed suitable to arrange the “Good Corporate Governance and Sustainable Development Committee Charter” as a framework and guideline to perform the work as assigned by the Board of Directors and the Good Corporate Governance and Sustainable Development Committee is required to support the work of the Board of Directors to determine the good corporate governance policy and guidelines of the company to accommodate the international good corporate governance concept to be practiced by the listed company to ensure an overall concrete outcome of the organization in accordance with the good corporate governance concept to enhance the Company to grow in a sustainable manner and to manage its business in an ethical, transparent and verifiable manner. That will enhance confidence of the shareholders, investors, stakeholders and all related parties.

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3. Components, Appointment and Qualification

3.1 Components and appointment

- 3.1.1 The Board of Directors will appoint the Good Corporate Governance and Sustainable Development Committee by selecting the directors and/or the executives of the company for a certain number and/or the qualified persons.
- 3.1.2 There are at least 3 committee members in the Good Corporate Governance and Sustainable Development Committee and half of them are required not to be the executives of the Company.
- 3.1.3 The Board of Directors is required to appoint the Chairman of the Good Corporate Governance and Sustainable Development Committee.
- 3.1.4 The Company will propose its employee to be the Secretary of the Good Corporate Governance and Sustainable Development Committee with approval from the Good Corporate Governance and Sustainable Development Committee.


3.2 Qualification

- 3.2.1 The Chairman of the Good Corporate Governance and Sustainable Development Committee is required not to be the Chairman of the Board of Directors.
- 3.2.2 The Good Corporate Governance and Sustainable Development Committee member is required to be knowledgeable in good corporate governance and competent and experienced in the work as the Good Corporate Governance and Sustainable Development Committee to accomplish the objectives of the Company.
- 3.2.3 Member of the Good Corporate Governance and Sustainable Development Committee is required not to be the person possessing the qualification forbidden by the law on public limited company, the law on securities and stock exchange and other related laws.
- 3.2.4 To devote sufficient and appropriate time to perform the duty.

4. Term of Office and Removal from the Post

4.1 Term in Office

- 4.1.1 The Good Corporate Governance and Sustainable Development Committee is allowed to stay in his office for 3 years while the Good Corporate Governance and Sustainable Development Committee retired by rotation may be appointed by the Board of Directors to stay in the office for another term.
- 4.1.2 When the office of the Good Corporate Governance and Sustainable Development Committee is vacant for any reason except retire by rotation in accordance with Clause 4.1.1., the Board of Directors will appoint the person with complete qualification to be a Good Corporate Governance and Sustainable Development Committee to make complete number as indicated by the Board of Directors in this charter and the person appointed to be in the office is allowed to stay in the office for remaining term only.

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4.1.3 To appoint the new member of the Good Corporate Governance and Sustainable Development Committee to make a complete number as prescribed, it is required to be undertaken rapidly to ensure continuity in the operation of the Good Corporate Governance and Sustainable Development Committee.

4.2 Removal from the Post

4.2.1 The Good Corporate Governance and Sustainable Development Committee is required to leave his office in the following cases.

1. Death
2. Resignation
3. Lack of qualification to be the risk management committee member or possession of the forbidden qualifications in accordance with the law on public limited company, laws and/or notification on securities and exchange and related laws and/or notification
4. Resolution of the board of directors passed with majority vote on removal
5. Expiry of the term


4.2.2 The Good Corporate Governance and Sustainable Development Committee who has desired to resign from his office, he is required to inform the Company in writing at least one month in advance unless there is force majeure with proper justification.

5. Scope of Authority, Duties and Responsibilities

The Board of Directors has determined the scope of authority, duties and responsibilities of the Good Corporate Governance and Sustainable Development Committee as follows

5.1 Corporate Governance

- 5.1.1 To determine policies, guidelines on good corporate and sustainable development, business ethics and anti-corruption measures and guideline and also, to propose the establishment of the Compliance Unit to the Board of Directors and the management of the Company.
- 5.1.2 To supervise and monitor to ensure that directors, executives, employees and stakeholders have complied with the policies and guidelines provided and with related organization assigned by law having authorize to oversee the corporate governance such the Securities and Exchange Committee, the Stock Exchange of Thailand and etc. and with the laws or requirements related to good corporate governance principles with continued appropriate development.
- 5.1.3 To review the guidelines in accordance with good corporate governance principles of the Company in comparison with the international standard guidelines and to provide recommendations on appropriate improvement to the Board of Directors.
- 5.1.4 To encourage and promote the Company to distribute the good corporate governance and business ethics to the directors, the Company's executive and employees at all level to be acknowledge, understand and follow accordingly.

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5.1.5 To promote and support the Company to participate in the assessment or ranking contest on good corporate governance to develop and upgrade the good corporate governance standard of Company continuously.

5.2 Sustainable Development / Drive for Sustainable Business

5.2.1 To determine policies and guideline on sustainable development cover on ESG (Environment, Social and Governance) to be inline with the standard guideline targeted for both national / international and to be proposed to the Board of Directors and management.

5.2.2 To determine and comment on sustainability management framework in order to be comply with the international standard also, to review, monitor and examine guideline operation/plan for the Company in long term based on current situation and the changes of the environmental factors as follows:

- Consider and provide opinions on sustainability materiality
- Determine timeline for operation, specify responsible person for each sustainability materiality

5.2.3 To determine the responsibility on social, environment and stakeholders and to oversee the Company's communication channels to create the trustworthy with the shareholders and stakeholders appropriately.

5.2.4 To oversee, monitor, assess and disclose the Company's sustainability matters and Sustainable Development Report which reflect the operation the lead to the value and benefit of the Company, stakeholders sustainably.

5.3 Others


5.3.1 To perform any other task on sustainable development assigned by the Board of Directors.

5.3.2 To review the charter of the Good Corporate Governance and Sustainable Development Committee annually.

5.3.3 To assess performance of the Good Corporate Governance and Sustainable Development Committee, to provide recommendations on development and improvement to the Board of Directors for acknowledgment and information to determine the policy on continued development of the organization.

5.3.4 To prepare an activity report of the Good Corporate Governance and Sustainable Development Committee for disclosure in the annual registration statement (Form 56-1 One Report) of the Company and such report will be signed by the Chairman of the Good Corporate Governance and Sustainable Development Committee

1. Overall comments or remarks that the Good Corporate Governance and Sustainable Development Committee has learned from the duty performed in accordance with the charter
2. Other reports that the Good Corporate Governance and Sustainable Development Committee has viewed as matter that the shareholders, investors

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and stakeholders should know within the scope of authority and responsibility assigned by the Board of Directors

3. Number of meetings of the Good Corporate Governance and Sustainable Development Committee and attendance to the meeting by each Good Corporate Governance and Sustainable Development Committee, including conference and yearly remuneration received by each Good Corporate Governance and Sustainable Development Committee member

- 5.3.5 To perform the duty, the Good Corporate Governance and Sustainable Development Committee member may ask for independent opinion from the other professional consultant as deemed necessary at the expense of the Company or may appoint working team deemed necessary and appropriate


6. Meeting

6.1 Number of Meeting

- 6.1.1 The Good Corporate Governance and Sustainable Development Committee is required to arrange a meeting at least four times a year and the additional meeting may be arranged as deemed suitable to the Chairman of the Good Corporate Governance and Sustainable Development Committee.
- 6.1.2 The Chairman of the Good Corporate Governance and Sustainable Development Committee may call for a meeting in a special case as deemed necessary or if requested by the member of the Good Corporate Governance and Sustainable Development Committee or the Chairman of the Board of Directors to examine the agenda required to be jointly discussed in particular in addition to the regular meeting.
- 6.1.3 Details of number of meeting and attendance to the meeting of each member of the Good Corporate Governance and Sustainable Development Committee member shall be disclosed in the annual registration statement (Form 56-1 One Report).

6.2 Attendants of the Meeting

- 6.2.1 In the meeting of the Good Corporate Governance and Sustainable Development Committee, at least half of the member of the Good Corporate Governance and Sustainable Development Committee members are required to attend the meeting to make a quorum of the meeting and the Chairman of the Good Corporate Governance and Sustainable Development Committee will chair the meeting.
- 6.2.2 If the Chairman of the Good Corporate Governance and Sustainable Development Committee is not in the meeting or is unable to undertake his duty, the Good Corporate Governance and Sustainable Development Committee is required to elect one of the Good Corporate Governance and Sustainable Development Committee to be the chairman of the meeting.
- 6.2.3 The meeting of the Good Corporate Governance and Sustainable Development Committee may invite the director or executive of the Company or the person related to the agenda to attend the meeting for related information.

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6.2.4 The Secretary of the Good Corporate Governance and Sustainable Development Committee is required to attend the meeting every time and if there is any necessity that attendance is not possible, the Company may assign any person to attend the meeting on his behalf.

6.3 Agenda of the Meeting

6.3.1 The Good Corporate Governance and Sustainable Development Committee should set the agenda of the meeting in advance which should include the following agenda.

1. Matters to be informed to the meeting by the chairman
2. Approval on the preceding minutes of the meeting
3. Review of the matters continued from the previous meeting
4. Matters to be discussed
5. Matters to be informed
6. Other matters

6.3.2 Supporting documents of the meeting are required to be submitted to the Good Corporate Governance and Sustainable Development Committee and attendants at least 7 days prior the meeting date so there is sufficient time to study the information and to request for additional information unless it is an urgent case to look after the right or interest of the Company, the appointment of the meeting may be arrange by other methods and the meeting date may be set earlier than that.

6.4 Voting


6.4.1 The resolution of the meeting is required to be passed with the majority vote of the Good Corporate Governance and Sustainable Development Committee attending the meeting and voting and each member off the Good Corporate Governance and Sustainable Development Committee has one vote to cast. If the votes are on par, the chairman of the meeting shall cast a decisive vote.

6.4.2 The Good Corporate Governance and Sustainable Development Committee member who has a conflict of interest in the matter discussed is required to suspend his vote on such matter.

6.5 Minutes of the Meeting

6.5.1 The Secretary of the Good Corporate Governance and Sustainable Development Committee or the person assigned is required to prepare the minutes of the meeting and submit the minutes to the Good Corporate Governance and Sustainable Development Committee without delay.

6.5.2 The Secretary of the Good Corporate Governance and Sustainable Development Committee or the person assigned is required to submit the minutes and plan (if any) to the related agency to acknowledge and to have a guideline on the work in compliance with the policy and the guideline provided.

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7. Reporting

- 7.1 The Good Corporate Governance and Sustainable Development Committee is required to report to the Board of Directors to acknowledge the outcome of the meeting regularly or the other matters that the Board of Directors should learn together with comments on the guideline and recommendations as deemed suitable.
- 7.2 If there is any critical act or matter which may significantly affect the operation of the Company or the guideline on supervision on good governance, conducts and business ethics, the Good Corporate Governance and Sustainable Development Committee is required to report to the Board of Directors within a suitable period.
- 7.3 The Chairman of the Good Corporate Governance and Sustainable Development Committee is required to disclose the process and criteria on performance assessment of the Good Corporate Governance and Sustainable Development Committee, the number of the meetings, attendance of each member of the Good Corporate Governance and Sustainable Development Committee member and remuneration or each member of the Good Corporate Governance and Sustainable Development Committee member in the annual report and the annual information sheet.

8. Performance Assessment

- 8.1 The Good Corporate Governance and Sustainable Development Committee has a duty to assess its performance every year through self-assessment and the assessment report will be submitted to the Board of Directors of the company for acknowledgement.
- 8.2 The performance assessment process and criteria of the entire Good Corporate Governance and Sustainable Development Committee will be disclosed in the annual registration statement (Form 56-1 One Report).

9. Remuneration

- 9.1 The Annual General Meeting of Shareholders will determine the remuneration of the Good Corporate Governance and Sustainable Development Committee.
- 9.2 Remunerations paid in the past year to each member of the Good Corporate Governance and Sustainable Development Committee are required to be disclosed in the annual registration statement (Form 56-1 One Report).


10. Orientation and Training

10.1 Orientation

Every new member of the Good Corporate Governance and Sustainable Development Committee is required to attend the "Orientation for New Director" as provided by the Company.

10.2 Training

The policy of the company is to encourage the Good Corporate Governance and Sustainable Development Committee to attend the training course to enhance knowledge and competence under the good governance supervision plan continuously.


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Transitory Provisions

The person appointed to take the office of the Good Corporate Governance and Sustainable Development Committee before the date that this Good Corporate Governance and Sustainable Development Committee Charter is in effect will have the authority and duty as the Good Corporate Governance and Sustainable Development Committee completely until the expiry of the term or the other person is appointed to make the replacement. This charter will have no effect on any act undertaken before the effective date of this charter. Any act undertaken before this charter is in effect shall be proceeded until its completion. In addition, if the Good Corporate Governance and Sustainable Development Committee has viewed that the enforcement of this charter on any matter that is made immediately will have an impact on the operation of the company, the Good Corporate Governance and Sustainable Development Committee may apply the original rules and regulations for the time being.


Any person appointed by the Good Corporate Governance and Sustainable Development Committee to assume any office before this charter in in effect, including the Secretary of the Risk Management Committee, will have the authority and duty of such post until the expiry of the term or the other person is appointed to make the replacement.

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Record of the Amendments

Document No.	Amendment No.	Date	Amended provision	Justification	Cancellation date
OMD2551/07	1.0	27 OCT 2008	Charter introduced (Initially called: Authority and duty of the board of directors and sub-committee)	To comply with the concept of the supervision and operation units at present	9 NOV 2012
OMD2555/01	2.0	9 NOV 2012	Improvement made to the entire charter (Initially called: Authority and duty of the board of directors and sub-committee)	Coverage extended to authority, duty and responsibility to appoint additional sub-committee	22 NOV 2016
OMD2559/05	3.0	22 NOV 2016	Improvement made to the entire charter (Changed to Charter of the Good Corporate Governance and Sustainable Development Committee)	To determine and separate the charter of each committee	25 DEC 2017
OMD2560/09	4.0	25 DEC 2017	Reviewed	To comply with the concept of the supervision agency and the current operation	19 NOV 2018
OMD2561/09	5.0	19 NOV 2018	Reviewed	To comply with the concept of the supervision agency and the current operation	8 NOV 2019
OMD2562/14	6.0	8 NOV 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	1 MAR 2021
POL-BOD 64-006	7.0	1 MAR 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	12 NOV 2021
POL-BOD 64-030	8.0	12 NOV 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	10 NOV 2022

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POL-BOD 65-005	9.0	10 NOV 2022	Reviewed	To comply with the concept of the supervision agency and the current operation	-