



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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	1 / 11

Page

1. Definitions	2
2. Objectives	3
3. Components, Appointment and Qualification	3
4. Term of Office and Removal from the Post	4
5. Scope of Authority, Duties and Responsibilities	5
6. Meeting	7
7. Reporting	8
8. Performance Assessment	9
9. Remuneration	9
10. Orientation and Training	9
Provisional Clause	10


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		No.	7.0
		Page	2 / 11

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.
“Executive Committee”	Executive Committee of Gunkul Engineering Public Co., Ltd.
“Member of Executive Committee”	Member of Executive 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 Co., Ltd. (Public) and its corporate group
“Related Transaction”	The transactions between the listed company or subsidiary company and related persons of the listed company such as directors, executives, major shareholders or those with power to control the listed company, including the juristic person that such person is the major shareholder or has the control power.
“Related Person”	The person who is able to influence the director or the executive of the company with conflict of interest to make a decision with consideration either on personal interest or the maximum interest of the company.
“Person with possible conflict of interest”	The following persons: <ul style="list-style-type: none"> a. Director or the executive of the securities issuer b. The major shareholder of the securities issuer c. The person having control power over the securities issuer d. The person with lineage or marital relationship or legal registration with the person in (a), (b) or (c) which is the father, mother, spouse, brother and sister, children or spouse of the children e. Any juristic person that is controlled by or of which any interest or the shares are significantly held directly or indirectly by the person in (a), (b) or (c)

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	3 / 11

2. Objectives

The board of directors of the company has deemed suitable to arrange the “Executive Committee Charter” as a framework and guideline to perform the work as assigned by the board of directors of the company and the executive committee is required to support the work of the board of directors of the company to manage and control the business of the company to ensure an overall concrete outcome of the company 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.

This charter is prepared to ensure understanding of the executive committee in its role, duty and responsibility and to provide a guideline on the duty performed.

3. Components, Appointment and Qualification


3.1 Components and appointment

- 3.1.1 The board of directors of the company will appoint the executive board by selecting the directors and/or the executives of the company for a certain number and/or the qualified persons but not to be the audit committee.
- 3.1.2 There are at least 5 executive committee members in the executive committee.
- 3.1.3 The board of directors of the company is require to appoint the chairman of the executive committee.
- 3.1.4 The company will propose its employee to be the secretary of the executive committee with approval from the executive committee.

3.2 Qualification

- 3.2.1 The chairman of the executive committee is required not to be the chairman of the board of directors of the company.
- 3.2.2 The executive committee member is required to be knowledgeable, competent and experienced in the work beneficial to the business of the company with integrity, objectivity and business ethics.
- 3.2.3 The executive committee is required not to be the director, executive or business operator in the enterprise undertaking the business similar to that of the company unless such enterprise is the subsidiary company, ventured company or joint trading enterprise of the company.
- 3.2.4 The good corporate governance committee member 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
- 3.2.5 To devote sufficient and appropriate time to perform the duty

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	4 / 11

4. Term of Office and Removal from the Post


4.1 Term in Office

- 4.1.1 The executive committee is allowed to stay in his office for 3 years while the executive committee who is leaving his office at the expiry of his term may be appointed by the board of director to stay in the office for another term.
- 4.1.2 When the office of the executive committee is vacant for any reason except the expiry of his term in accordance with Clause 4.1.1., the board of directors will appoint the person with complete qualification to be an executive 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.
- 4.1.3 To appoint the new executive committee to make a complete number as prescribed, it is required to be undertaken rapidly to ensure continuity in the operation of the executive committee.

4.2 Removal from the Post

- 4.2.1 The executive committee is required to leave his office in the following cases.
1. Expiry of the term
 2. Death
 3. Resignation
 4. Lack of qualification to be the executive committee member
 5. Resolution of the board of directors passed with majority vote on removal
 6. Being a bankrupt person, quasi-incompetent person or incompetent person
 7. Being imprisoned or sentenced to be imprisoned by the court in the final court procedure unless it is miscellaneous wrongdoing or act of negligence
- 4.2.2 The executive 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

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


	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	5 / 11

5. Scope of Authority, Duties and Responsibilities

The board of directors of the company has determined the scope of authority, duties and responsibilities of the executive committee as follows.


- 5.1 To perform duties within the scope of the law, the objectives and regulations of the Company; as well as, the board resolution and the resolution of the shareholders' meeting with honesty, careful including having responsibility and ethical by taking into account the benefits of all shareholders equally.
- 5.2 To determine policies, guidelines, framework, target, business plan, management structure, rules and regulations, authority, duty, approval authority and budget, including supervision, examination, monitoring and review of the operation of the company in accordance with vision, mission, strategy and policy of the board of directors and in compliance with the laws on securities and stock exchange, requirements of the stock exchange or laws related to the business conducted by the company, requirements of the company, including anti-corruption measures and guidelines.
- 5.3 To determine regulations, policies and guidelines on corporate social responsibility to look after the society, community and environment.
- 5.4 To screen, approve or agree with the key business conducted in a normal course of business and management of the company within the scope of authority provided.
- 5.5 To determine the working regulations of the employees of the company without any conflict with related regulations and laws.
- 5.6 To approve the structure of the office and salary and other benefits of the employees and to approve the management structure of the division level or lower.
- 5.7 To screen, consent or approve the annual budget plan, to supervise and monitor the operation in accordance with the policy, target and budget plan approved.
- 5.8 To ensure that the internal control system of the company is suitable and proper.
- 5.9 To screen, consent or approve the investment and/or participation in the bidding contest of new projects and to undertake the project as deemed suitable and to enter into a juristic act related to such matter until its completion within the scope of authority provided.

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	6 / 11

- 5.10 To screen, consent or approve the joint venture with the person, juristic person and/or group of persons in any form to undertake the business in accordance with the objectives of the company, including to enter into the juristic act related to such matter until its completion within the scope of authority provided.
- 5.11 To screen, consent or approve the appointment or employment of the advisor, including the expert outside the organization to provide opinions and undertake any act related to the business conducted by the company.
- 5.12 The executive committee may assign its authority and appoint a special working group, group of persons, executive or any person to undertake any work within the duty and responsibility as deemed suitable to the executive committee.
- 5.13 To authorize the management, special working group, group of persons, executive or any person as a substitute to undertake any act but not the approval on the related transaction or the transaction with possible conflict of interest or the transaction with conflict of interest as indicated in the regulations of the company, policy, rules and regulations and notifications of the Capital Supervision Commission as the approval on the transaction of such nature is required to be submitted to the meeting of the board of directors and/or the shareholders to examine and approve such transaction in accordance with the regulations of the company or the related laws unless it is an approval on the transaction of which the nature is a normal course of business of the company and in accordance with the policy and criteria approved by the board of directors.
- 5.14 To assess performance of the executive 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.
- 5.15 To review the charter of the executive committee annually.
- 5.16 To prepare an activity report of the executive committee for disclosure in the annual report of the company and such report will be signed by the chairman of the executive committee.
 - 1. Overall comments or remarks that the executive committee has learned from the duty performed in accordance with the charter
 - 2. Other reports that the executive committee has viewed that the shareholders and the investors should know within the scope of authority and responsibility assigned by the board of directors of the company
 - 3. Number of meetings of the executive committee and attendance to the meeting by each executive committee, including remuneration received by each executive committee
- 5.17 To perform the duty, the executive committee may ask for independent opinion from the other professional consultant as deemed necessary at the expense of the company
- 5.18 To perform any other task assigned by the board of directors of the company

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	7 / 11

6. Meeting

6.1 Number of Meeting

- 6.1.1 The executive committee is required to arrange a meeting at least once a month and the additional meeting may be arranged as deemed suitable to the chairman of the executive committee.
- 6.1.2 The chairman of the executive committee may call for a meeting in a special case as deemed necessary or if requested by the executive committee member or the chairman of the board of directors of the company 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 executive committee member shall be disclosed in the annual report and the annual information sheet.


6.2 Attendants of the Meeting

- 6.2.1 In the meeting of the executive committee, at least half of the executive committee members are required to attend the meeting to make a quorum of the meeting and the chairman of the executive committee will chair the meeting.
- 6.2.2 If the chairman of the executive committee is not in the meeting or is unable to undertake his duty, the executive committee is required to elect one of the executive committee to be the chairman of the meeting.
- 6.2.3 The meeting of the executive committee may invite the director or executive of the company or the person related to the agenda to attend the meeting for related information.
- 6.2.4 The secretary of the executive 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 executive 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

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	8 / 11

6.3.2 Supporting documents of the meeting are required to be submitted to the executive committee and attendants for a suitable period in advance of the meeting date so there is sufficient time to study the information and to request for additional information.

6.4 Voting

6.4.1 The resolution of the meeting is required to be passed with the majority vote of the executive committee attending the meeting and voting and each executive committee member 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 executive 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 executive committee or the person assigned is required to prepare the minutes of the meeting and submit the minutes to the executive committee without delay.

6.5.2 The secretary of the executive 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.

7. Reporting


7.1 The executive committee is required to report to the board of directors of the company to acknowledge the outcome of the meeting regularly or the other matters that the board of directors of the company 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 executive committee is required to report to the board of directors of the company within a suitable period.

7.3 The chairman of the executive committee is required to disclose the process and criteria on performance assessment of the executive committee, the number of the meetings, attendance of each executive committee member and remuneration or each executive committee member in the annual report and the annual information sheet.

8. Performance assessment

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	9 / 11

- 8.1 The executive 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 executive committee will be disclosed in the annual report and the annual information sheet.

9. Remuneration

- 9.1 The annual general meeting of shareholders will determine the remuneration of the executive committee.
- 9.2 Remunerations paid in the past year to each executive committee member is required to be disclosed in the annual report and the annual information sheet.

10. Orientation and Training


10.1 Orientation

Every new executive committee member 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 executive committee to attend the training course to enhance knowledge and competence under the good governance supervision plan continuously.

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


	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	10 / 11

Provisional Clause

The person appointed to take the office of the executive committee on the date that this executive committee charter is in effect will have the authority and duty as the executive 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 executive 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 executive committee may apply the original rules and regulations for the time being.

Any person appointed by the executive committee to assume any office before this charter in in effect, including the secretary of the executive 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.

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

	Executive Committee Charter	Doc. No.	POL-BOD_64-007
		Effective Date	1 MAR 2021
	Approved by the resolution of the meeting of the Board of Directors No. 1/2021 dated 24 February 2021	No.	7.0
		Page	11 / 11

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 the executive committee charter)	To determine and separate the charter of each committee	25 DEC 2017
OMD2560/10	4.0	25 DEC 2017	Reviewed	To comply with the concept of the supervision agency and the current operation	25 FEB 2019
OMD2562/04	5.0	25 FEB 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	8 NOV 2019
OMD2562/15	6.0	8 NOV 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	1 MAR 2021
POL-BOD 64-007	7.0	1 MAR 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	-