




Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	1 / 18

	Page
1. Definitions	2
2. Objectives	4
3. Components, Appointment and Qualification	4
4. Term of Office and Removal from Office	8
5. Scope or Authority, Duty and Responsibility	9
6. Meeting	12
7. Reporting	14
8. Performance Assessment	14
9. Remuneration	15
10. Orientation and Training	15
 Transitory Provisions	 16

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	2 / 18

1. Definitions

“Company”	Gunkul Engineering Co., 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.
“Director”	The director of Gunkul Engineering Public Co., Ltd.
“Independent Director”	The director who is not the executive and has the qualifications and independence in accordance with the requirements of the Notification of the Capital Market Supervision Committee No. Thor Jor 29/2551
“Executive Director”	The director who has assumed the executive management of the company
“Non-Executive Director”	The director who has not related to the management of the routine work of the company
“Sub-Committee”	The sub-committee of Gunkul Engineering Public Co., Ltd.
“Executive”	The person appointed to take the post of the deputy line supervisor or higher of Gunkul Engineering Public Co., Ltd. and the corporate group
“Executive in accordance with the definition of the Securities and Exchange Commission Office (SEC)”	The Chief Executive Officer and lower who have taken the post equivalent to those taking fourth executive level and include those taking the management post in accounting or finance which is the division manager or higher or equivalent
“Related Transaction”	The transaction of the listed company or the subsidiary company with the person related to the listed company such as director, executive, major shareholder or the person with control power on the listed company including the juristic person that such person is a major shareholder or has the control power
“Person with possible conflict of interest”	The following persons: <ul style="list-style-type: none"> a. Director or executive of the securities issuer b. Major shareholder of the securities issuer c. Person with control power of the securities issuer d. Person with lineage or marital relationship or relationship legally registered with the person in (a), (b) or (c) which is father, mother, spouse, brother and sister, child or spouse of the child e. Any juristic person that the person in (a), (b) or (c) has significantly held shares or control power or any interest whether directly or indirectly

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	3 / 18

“Related Person”

The person or partnership with relationship with any person of the following natures.

- a. Spouse of such person
- b. Child under the legal age of such person
- c. Ordinary partnership of such person or the person in (a) or (b) is the partner
- d. Limited partnership that such person or the person in (a) or (b) is the partner with unlimited liability or is the partner with limited liability over thirty percent of the total shares of the limited partnership
- e. Limited company or public limited company that such person or the person in (a) or (b) or the partnership in (c) or (d) has shares over thirty percent of the total outstanding shares of such company or
- f. Limited company or public limited company that such person or the person in (a) or (b) or the partnership in (c) or (d) or the company in (e) has jointly held shares over thirty percent of the total outstanding shares of such company or
- g. The juristic person that such person has power to manage as the representative of the juristic person

“Significant Shareholder”


The shareholder of any enterprise over ten percent of the total shares with voting right of such enterprise and such shareholding includes the shares held by the related persons.

“Major Shareholder”

The shareholder of any company over ten percent of the total shares with voting right of such company and such shareholding includes the shares held by the related persons.

“Person with Control Power”

The shareholder or any person who in fact has influence on determination of policy, management or operation of the company significantly whether such influence is resulted from shareholding or power assigned under the agreement or any matter, particularly, such person has satisfied one of the following characters.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	4 / 18

- a. The person is eligible to cast a vote whether directly or indirectly over twenty five percent of the total number of shares with voting rights of the company.
- b. The person who is in fact able to control the appointment or removal of the director of the company.
- c. The person who is in fact able to control the person responsible for arrangement of the policy, management or operation of the company to follow his instruction to determine the policy, management or operation of the company.
- d. The person who is in fact able to undertake the operation in the company or is responsible for the operation of the company like the director or executive, including the person whose post has the authority and duty similar to such person of the company.

2. Objectives

The Board of Directors Charter is prepared to be a framework and guideline on practice and to keep every director aware of his duty and responsibility to perform his duty correctly and completely.


As the board of directors is the representative of the shareholders, the board of directors is required to perform its duty with integrity, honesty, transparency and care for the maximum benefit of the shareholders and company and fairness towards all related parties in accordance with the good governance principle.

The main duty of the board of directors is to make a decision and support the operation of the management to determine the vision, mission, strategy and policy of the company and to monitor the operation of the executive and to take responsibility for the operating results of the company towards the shareholders and to promote the company to grow sustainability with ethical, transparent and accountable management which will enhance confidence of shareholders, investors, stakeholders and all related parties.

3. Components, Appointment and Qualification

3.1 Components and Appointment

- 3.1.1 The Board of Directors shall consist of at least 5 persons and not more than 12 persons while at least one-third of the directors are required to be an independent director and at least half of the directors of the company are required to have their domicile in Thailand.
- 3.1.2 The component of the board of directors of the company is required to have the directors with variety of skills and competences suitable to the businesses and there are checks and balances within the Board of Directors of the company.


Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	5 / 18

- 3.1.3 The shareholders will consider and vote the director of the company through selection of the qualified and independent persons and/or the qualified persons who are not the executive and/or the executives of the company with approval from the recruitment and remuneration committee before it is proposed to the meeting of the board of directors of the company and/or the meeting of shareholders for consideration.
- 3.1.4 The election of director of the company the meeting of shareholders shall be made with the majority votes based on the criteria and methods as follows.
1. A shareholder has one vote for one share.
 2. The shareholder casts his vote to elect the director of the company on an individual basis.
 3. The person with the highest vote arranged in order will be elected the directors of the company at the number of the directors to be made or elected in such election. If the persons elected in respective order have the same votes in excess of the number of directors to be made, the chairman of the meeting will cast a decisive vote.
- 3.1.5 The Board of Directors will appoint the chairman of the Board of Directors of the company.
- 3.1.6 The company proposes the person to be the Secretary of the Board of Directors and the secretary of the company to the Board of Directors for approval.

3.2 Qualifications

3.2.1 Directors of the Company

1. The Chairman of the Board of Directors of the company shall not the executive director.
2. The directors of the company shall possess qualifications and no forbidden character prescribed in the Public Company Limited law and not to possess the character not suitable to reliability entrusted to manage the business of which the shares are publicly held in accordance with the notifications of the Securities and Exchange Commission.
3. The directors of the company shall possess vision, reliability, knowledge, competence, experience, proficiency; as well as, being a person with qualifications in accordance with the company's business strategy and the corporate group both professional skills, specialization and understanding in the nature of the business and the corporate group which is beneficial to the business undertaken including business ethics.
4. The directors of the company shall not undertake any business or become a partner or director of the company or juristic person of which the nature and the business undertaken is in competition with the business of the company.


Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	6 / 18

5. The independent director shall possess independence as provided by the company and shall be able to look after the interest of every shareholder fairly and is able to express his opinion independently.
6. The director of the company is able to devote his time sufficiently and suitably for the work.
7. To ensure efficiency of the work performed by the board of directors of the company, the board of directors may determine the policy on restriction of the listed company that each director is allowed to take the directorship in such companies not over 5 companies.
8. The director of the company is allowed not to become the executive of the listed companies outside the group not over two companies.

3.2.2 Independent Director


The independent director who is the director of the company shall possess the following additional qualifications.

1. To hold shares not over 0.75 percent of the total shares with voting right of the company, parent company, subsidiary company, affiliated company, major shareholder or the person with power to control the company, including the shares of related persons of such independent director.
2. Not to be or used to be the director participating in the management, employee, officer, advisor with monthly salary or the person with power to control the company, parent company, subsidiary company, affiliated company, subsidiary company in the same level, major shareholder or the person with power to control the company unless it has not satisfied such conditions at least two years or more before the date of appointment as the independent director. Such forbidden character does not include the case that the independent director used to be the government officer or the consultant of the government agency which is the major shareholder or the person with power to control the company.
3. Not to be person with lineage relationship or through legal registration like father, mother, spouse, brother and sister and child, including spouse of the child of the other directors, executives, major shareholders, the person with control power or the person proposed to be appointed as the director, executive or the person with power to control the company or the subsidiary company.
4. Not to have or used to have business relationship with the company, parent company, subsidiary company, affiliated company, major shareholder or the person with power to control the company of which the nature may obstruct his independent decision including not to be or used to be the passive shareholder or the person with control power of the person having business relationship with the company, parent company, subsidiary company, affiliated company, major shareholder or the person with power to control unless it has not satisfied such conditions at least two years or more before the date of appointment as the independent director.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	7 / 18

The business relationship in the first paragraph includes the business transaction undertaken regularly to conduct the business, lease or leasing out the movables, transaction related to assets or services or financial assistance rendered or accepted through lending or borrowing, guarantee, property provided as collateral of liability, including behavior of the same nature that has created more liability to the company or the contracting party to pay the other contracting party at three percent of the net tangible assets of the company or twenty million baht or more, whichever the lower. The computation of such liability will be in accordance with the method to calculate the value of related transaction in accordance with the Notification of the Capital Market Supervision Committee on Implicit Criteria on related transaction undertaken; however, to determine such liability, the liability incurred during the year before the date that the business relationship has been made with the same person will be included.

5. Not to be or used to be the auditor of the company, parent company, subsidiary company, affiliated company, major shareholder or the person with power to control the company and not to be the passive shareholder, the person with control power or the partner of the audit firm which has the auditor of the parent company, subsidiary company, affiliated company, major shareholder or the person with power to control the company under its supervision unless such condition has not been satisfied for at least two years before the date of appointment as the independent director.
6. Not to be or used to be the person rendering any professional service, including the service of the legal consultant or financial consultant with service charge over two million baht per year from the company, parent company, subsidiary company, affiliated company, major shareholder or the person with power to control the company and not to be the passive shareholder, the person with power to control or the partner of the person rendering such professional service unless such condition has not been satisfied for at least two years before the date of appointment as the independent director.
7. Not to be the director appointed to be the representative of the director of the company, major shareholder or the shareholder who is related to the major shareholder of the company.
8. Not to undertake the business of which the nature is similar to the business of the company and is in competition with the business of the company or the subsidiary company or not to be the passive partner of the partnership or the director participating in the management, employee, officer, consultant with regular monthly salary or shares held more than one percent of the total shares with voting right of the other company of which the nature of the business is similar to the business of the company or is in competition with the business of the company or the subsidiary company.


Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	8 / 18

9. Not to possess any character which will impede the ability to provide the independent opinion related to the performance of the company after the appointment as the independent director of which the character is in accordance with paragraph one (1) to (9), the independent director may be assigned by the board of directors of the company to make a decision on the business operation of the company, parent company, subsidiary company, affiliated company, subsidiary company of the same level, major shareholder or the person with power to control the company with the collective decision.

4. Term of Office and Removal from Office

4.1 Term of Office

- 4.1.1. The director of the company is allowed to stay in his office for 3 years in each term while the leaving director of the company is required to have the majority vote of the total number of shareholders attending the meeting and having voting right in the appointment of the director of the company by the meeting of shareholders. If the votes are on par, the chairman of the meeting is allowed to cast another vote to make a decisive vote.
- 4.1.2 In the annual general meeting of shareholders, one-third of the current number of directors are required to leave their office. If the number of directors of the company could not be divided by three equally, the closest number to one-third of the directors of the company is required to leave their office. The leaving directors of the company in the first and the second year after registration shall be drawn by the lottery to determine who is required to leave the office while the later years, the directors of the company who have been in the office longest are required to leave their office. The leaving directors may be elected to take the office again.
- 4.1.3 If the directorship is vacant for any reason except the expiry of the term in accordance with Clause 4.1.1. or 4.1.2, the board of directors may appoint the person who has qualifications and not possessed the forbidden characters in accordance with the law on public company limited and the law on securities and stock exchange to become the director of the company in the following meeting of the board of directors unless the term of such director is less than two months (required to be proposed to the meeting of shareholders for appointment) while the person to be appointed the director of the company is allowed to stay in the office for the remaining term of the replaced director of the company and the appointment shall be made by the resolution of the board of directors for at least three-fourths of the votes of the remaining directors of the company.
- 4.1.4 The appointment of the director of the company to fill in the total required number of directors is required to be made urgently to ensure continuity in the operation of the board of directors of the company.
- 4.1.5 Determine the number of years of holding positions for independent directors for not more than 9 years.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	9 / 18

4.2 Removal of Office

4.2.1 The director of the company will leave its office in the following cases.

1. Expiry of the term
2. Death
3. Resignation
4. Lack of qualifications to be the director of the company or the independent director or Possession of the forbidden characters in accordance with the law on public company limited and the laws and/or notification on securities and stock exchange and the other related laws and/or notifications.
5. The meeting of shareholders has made resolution to make a removal with at least three-fourths of the majority votes of the number of shareholders attending the meeting and having the voting right.
6. The removal made by the order of the court
7. To become the insolvent, incompetent or quasi-incompetent person.
8. To be imprisoned or to be ordered with imprisonment by the order of the court in the final judicial procedure unless it is the miscellaneous wrongdoing or the act of negligence.

4.2.2 The director of the company who has desired to leave his office is required to submit his resignation letter to the company at least one month in advance, unless there is force majeure, together with reasons of resignation. The resignation is in effect on the date that the resignation letter has arrived the company and his resignation may be informed to the registrar of the public company as well.


4.2.3 When the director of the company has resigned, the company is required to inform the Stock Exchange within the specified period together with the reasons for resignation.

4.2.4 When the new director of the company is appointed to replace the resigned director or the expired director, the company is required to inform the Stock Exchange within 3 working days since the date that the company has received the resolution of the board of directors of the company or to inform immediately since the company has received the resolution of the meeting of shareholders (as applicable).


5. Scope of Authority, Duty and Responsibility

The Board of Directors has the authority, duty and responsibility as follows.

- 5.1 To perform the duty in accordance with the laws, objectives, regulations of the company and resolution of the board of directors as well as the resolution of the meeting of shareholders with responsibility, care and integrity as a prudent person who will undertake his business under the same conditions for the maximum benefits of the company.
- 5.2 To determine vision, mission, strategy, business direction, policy, target, direction of the operating plan and budget of the company, to supervise, oversee, monitor and examine compliance with the policy, plan and budget provided and to assess the performance of the management consistently.
- 5.3 To determine the charter and major policy of the company as follows.
 - 5.3.1 Major business policy (business ethics and good corporate governance)
 - 5.3.2 Charter of the board of directors and charter of the subcommittee
 - 5.3.3 Policy, authority, duty and responsibility of the chairman of the board of directors of the company and chief executive officer.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group				
	Board of Directors Charter		Document No.	POL-OMD_64-026
			Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021		No.	9.0
			Page	10 / 18

- 5.3.4 Policy, measure on transaction made with unrelated company/person, measure on transaction made with related company/person and table of authority
- 5.3.5 Financial policy
- 5.3.6 Financing policy
- 5.3.7 Fund management policy
- 5.3.8 Risk management policy
- 5.3.9 Policy on examination and internal control of the company
- 5.3.10 Anti-corruption policy and related policy
- 5.3.11 Other policy related to corporate governance of the company
- 5.4 Decision on the following investments.
 - 5.4.1 Approval/decision on the budget
 - 5.4.2 Approval/decision on the investment project of the company
 - 5.4.3 Supervision of the project in accordance with the plan arranged
- 5.5 To supervise, oversee and monitor the operation of the company
 - 5.5.1 To ensure that the target is achieved or exceeded in accordance with the strategy of the company provided
 - 5.5.2 To determine the corrective measure if there is any problem or difficulty to accomplish or exceed the target provided
 - 5.5.3 To determine measure and practice on good corporate governance to manage sustainability, social responsibility and anti-corruption, including other related measures and practices
 - 5.5.4 To comply with anti-corruption measure and other related measure and to take responsibility on implementation of anti-corruption measure and other related measures
- 5.6 To prepare general information report and financial report of the company to report and disclose to shareholders and stakeholders or general investors correctly, completely, timely and fairly and in accordance with the laws provided
- 5.7 To review whether the financial reporting system, internal control system and risk management system of the company is adequate and suitable or not to ensure confidence in correctness, completeness and reliability of information and to reduce risk of fraud and to prevent any illegal act
- 5.8 To acknowledge the key audit report of the audit committee and the subcommittee, including the internal control division, the auditor and consultants of the company and to determine the improvement and corrective measure if the defect found is significant and to manage and handle the related transaction in accordance with the criteria provided under the laws
- 5.9 To appoint the person with qualifications and without possession of character forbidden by related laws to become the director of the company in case of vacancy of directorship by other reason except expiry of the term
- 5.10 To appoint the subcommittee and its chairman such as the audit committee, the risk management committee, the recruitment and remuneration committee, the good corporate governance committee, the executive board or the other subcommittee and to appoint the secretary of the board of directors and the secretary of the company to support the duty performed by the board of directors
- 5.11 To determine remuneration and to appoint the senior executive of the company and to arrange the process to develop the executive of the company through the succession plan
- 5.12 To appoint any director or directors or any person to undertake any act for the board of directors of the company while such assignment shall not assign the assignee to approve the transaction the such person or the person with possible conflict of interest or possible conflict of business interest in any nature with the company or the subsidiary company.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	11 / 18

However, for the transaction that the director or the person with possible conflict of interest or conflict of business interest in any nature with the company or the subsidiary company, the director of the company who has the conflict of interest in such matter is not allowed to vote on such matter unless such following matters have been approved by the meeting of shareholders.

1. The matter that the laws and the regulations of the company have required the resolution of the meeting of shareholders
2. The transaction that the director of the company has the conflict of interest and is indicated by the laws or the requirements of the Stock Exchange that it is required to be approved by the meeting of shareholders

5.13 To arrange the annual performance assessment as follows.

1. Performance of the board of directors
2. Performance of each individual director
3. Performance of every subcommittee
4. Performance of the chief executive officers of the organization


In addition, such assessment will be used to undertake the development and improvement and to be used as data for determination of the policy for continuous development of the organization.

5.14 To review the policy related to good corporate governance and charter of the board of directors, vision, mission or strategy of the company annually.

5.15 To prepare the activity report of the board of directors for disclosure in the annual registration statement (form 56-1 one report) of the company while such report will be signed by the chairman of the board of directors of the company.

1. Overall opinion or comment that the board of directors has learned from the duty performed in accordance with the charter.
2. Other transactions that the board of directors has agreed that the shareholders and the general investors should learn within the scope of authority, duty and responsibility assigned by the shareholders.
3. Number of meetings of the board of directors and attendance to the meetings of the directors of each director, including remuneration received by each director.

5.16 To perform the duty of the board of directors, the independent opinion may be sought from the other independent professional consultant when it is necessary at the expenses of the company.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	12 / 18


6 Meeting

6.1 Number of Meetings

- 6.1.1 The Board of Directors is required to meet at least 6 times a year while every quarter meeting is arranged to examine the financial statements in accordance with the laws and the additional meetings may be arranged as deemed suitable to the chairman of the board of directors.
- 6.1.2 The meeting between the independent directors and the auditor should be arranged for discussion of problems related to management in the organization at least once a year.
- 6.1.3 The directors who is not the executive are required to meet at least once a year without attendance of the executive directors and the executive for discussion and exchange of opinions and comments related to the duty and responsibility. Including discussing various management issues that are important issues and inform to the Chief Executive Officer of the results of the next meeting.
- 6.1.4 The Chairman of the Board of Directors may call for a meeting as a special case when it is deemed necessary or it is requested by at least two directors of the company to examine the agenda necessary for special joint discussion in addition to the regular meetings. If at least two directors have requested for a meeting, the chairman of the board of directors of the company or the director of the company assigned by the chairman of the board of directors of the company is required to determine the meeting date within 14 days since the date of the request.
- 6.1.5 Every director of the company is required to attend the meetings of the board of directors at least 75 percent of the total meetings of the year.
- 6.1.6 To disclose the number of the meeting arranged and attendance of each director during the year in the annual registration statement (form 56-1 one report).

6.2 Attendants of the Meeting

- 6.2.1 To determine the quorum of the meeting of at least half of the total directors for opening the meeting while the board of directors may make a resolution of the meeting if there are at least two-thirds of the total directors attending the meeting and the Chairman of the Board of Directors is required to chair the meeting.
- 6.2.2 If the Chairman of the Board of Directors is absent or is unable to perform the duty, the directors of the company are required to elect one of the directors to chair the meeting.
- 6.2.3 Every director is allowed to discuss and express his opinion. The director who has significant conflict of interest related to the matter being considered, is required to leave the meeting during the discussion of such matter.
- 6.2.4 The meeting of the Board of Directors of the company may invite the subcommittee or the executive of the company or the person related to the agenda proposed to attend the meeting for related information.
- 6.2.5 The secretary of the Board of Directors of the company and the company secretary are required to attend every meeting and if there is any necessity that attendance is not possible, the company may assign the other person the attend the meeting on his behalf.


Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	13 / 18

6.3 Agenda of the Meeting

- 6.3.1 For the meeting of the Board of Directors of the company, the agenda of the meeting is required to be made in advance and include the following agenda.
1. Matter to be informed to the meeting by the chairman
 2. Approval on the preceding minutes of the meeting
 3. Review of the matter in relation to the preceding meeting
 4. Matters to be considered
 5. Matters to be informed
 6. Other matters
- 6.3.2 For the meeting of the Board of Directors of the company, the agenda of the meeting is required to be clearly indicated with complete and adequate supporting documents and submitted to the Board of Directors of the company at least 7 days in advance so the board of directors of the company has sufficient time to study before attending the meeting and may ask for additional information unless it is an urgent case to look after the rights or interest of the company, the appointment of the meeting may be arranged by the other methods and the meeting date may be set earlier than that.

6.4 Voting

- 6.4.1 To cast a vote, each director has one vote while the resolution of the meeting of the board of directors of the company will be determined in accordance with the voting as follows.
1. In general case, the resolution of the meeting of the board of directors of the company shall consist of the majority vote and if the votes are on par, the chairman of the meeting is allowed to cast an additional vote to make a decisive vote.
 2. To elect the director to fill in the vacancy, the resolution of the board of directors of the company shall consist of at least three-fourths of the remaining directors.
- 6.4.2 The director who has a conflict of interest in the matter being considered is required to suspend his vote on such matter.

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	14 / 18

6.5 Minutes of the meeting


- 6.5.1 The Company Secretary or the person assigned is required to prepare and complete the minutes of the meeting within 14 days since the meeting date and submit such minutes to the Board of Directors of the company without delay.
- 6.5.2 The Company Secretary or the person assigned is required to submit the minutes of the meeting together with the plan (if any) to the related agency for acknowledgement as a guideline to undertake the work in accordance with the policy and practice provided.

7. Reporting

- 7.1 The Board of Directors of the company is responsible for the consolidated financial statements of the company and its subsidiary companies and financial information disclosed in the annual report. Such financial report is prepared in accordance with generally accepted accounting principles in Thailand while the accounting policy is appropriately selected and complied in a consistent manner and the audit committee and the auditor will jointly and regularly review the accounting policy complied to ensure suitability.
- 7.2 The Chairman of the Board of Directors of the company shall disclose the following information in the annual registration statement (form 56-1 one report).
1. Process and criteria on performance assessment of the Board of Directors of the company as a whole basis or an individual basis
 2. Number of the meetings arranged and numbers of attendance to the meeting of each director
 3. Remuneration of each director
 4. Information on development and training of the directors of the company on an individual basis during the year
 5. Report on sale and purchase and holding of securities of the company and changes in holding during the year of the directors of the company and the executives in accordance with the definition of the Office of Securities and Exchange Commission on an individual basis

8. Performance Assessment

- 8.1 The Board of Directors of the company has a duty to make the performance assessment every years with the assessment form proposed by the Stock Exchange of Thailand and to improve and add the questions to cover the duties performed by the Board of Directors of the company in every aspect in accordance with the business undertaken by the company.
- 8.2 The process and criteria on performance assessment of the board of directors of the company as a whole basis or an individual basis will be disclosed in the annual registration statement (form 56-1 one report).

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	15 / 18

9. Remuneration

- 9.1 In the general annual meeting of shareholders, the remuneration of the board of directors will be determined and approved by the meeting of shareholders.
- 9.2 The director of the company is eligible to receive the remuneration from the company in form of reward, meeting allowance, pension, bonus or other benefit of any nature in accordance with the regulations or the resolution of the meeting of shareholders which may be fixed at a certain amount or arranged as a guideline and may be determined periodically or permanently subject to change. In addition, they will be provided with allowances and welfares in accordance with the regulations of the company and such privileges will not affect the rights of the officers or employees of the company elected to be the director entitled to remunerations and benefits as the officers or employees of the company.
- 9.3 The remunerations of each director in the past year will be disclosed in the annual registration statement (form 56-1 one report).


10. Orientation and training

10.1 Orientation

Every new director is required to attend the "Orientation for new director" as provided by the company.

10.2 Training

1. The director of the company is required to attend the course related to duties performed by the director of the company
2. The policy of the company is to promote the director of the company to attend the training for more competence under the continued good governance plan.
3. Disclosure on training and development of each director will be disclosed individually in the annual registration statement (form 56-1 one report).


Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	16 / 18

Transitory Provisions

The person appointed and undertaking the directorship of the company before the date that the Board of Directors Charter is in effect shall still undertake the post and authority and duties as the director of the company completely until the expiry of the term or the other person is appointed to replace him. This Board of Directors Charter is not affected by any act undertaken before this Board of Directors Charter is in effect. Any act being undertaken before this charter is in effect shall be continued until it is completed. In addition, if the board of directors has viewed that the enforcement of this charter on any matter will affect the operation of the company, the board of directors may implicitly enforce the original rules and regulations in the meantime.

Any person appointed by the Board of Directors before the enforcement of this charter, including the secretary of the Board of Directors and the secretary of the company, shall have the authority and duties of such post until the expiry of his term or the other person is appointed to replace him.


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

	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	17 / 18

Record of Amendment

Document No.	No./Amendment No.	Date	Amended statement	Reason for amendment	Revocation date
OMD 2551/07	1.0	27 OCT 2008	Revision (Name of the original regulations and policies: Authority and duties of the board of directors and the subcommittee)	To comply with the concept of the supervision agency and the current operation	9 NOV 2012
OMD 2555.01	2.0	9 NOV 2012	Improvement made to the entire copy (Name of the original regulations and policies: Authority and duties of the board of directors of the company and the subcommittee)	To expand to include the authority, duties and responsibilities of the subcommittee additionally appointed	22 NOV 2016
OMD 2559/01	3.0	22 NOV 2016	Improvement made to the entire copy (Changed to: Board of directors Charter)	To determine and segregate the charter of the charter of each committee clearly	25 DEC 2017
OMD 2560/04	4.0	25 DEC 2017	Reviewed	To comply with the principles of the current supervisory and operational departments.	23 FEB 2018
OMD 2561/01	5.0	23 FEB 2018	Reviewed	To comply with the principles of the current supervisory and operational departments.	19 NOV 2018
OMD 2561/08	6.0	19 NOV 2018	Reviewed	To comply with the principles of the current supervisory and operational departments.	2 MAR 2020
OMD 2563/01	7.0	2 MAR 2020	Reviewed	To comply with the principles of the current supervisory and operational departments.	1 MAR 2021

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

	Board of Directors Charter	Document No.	POL-OMD_64-026
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021, on 10 November 2021	No.	9.0
		Page	18 / 18

Document No.	No./Amendment No.	Date	Amended statement	Reason for amendment	Revocation date
POL-BOD 64-001	8.0	1 MAR 2021	Reviewed	To comply with the principles of the current supervisory and operational departments.	12 NOV 2021
POL-BOD 64-026	9.0	12 NOV 2021	Reviewed	To comply with the principles of the current supervisory and operational departments.	-