


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

	Good Corporate Governance Committee Charter	Doc. No.	POL-BOD_64-030
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021 dated 10 November 2021	No.	8.0
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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 Committee”	Good Corporate Governance Committee of Gunkul Engineering Public Co., Ltd.
“Member of Good Corporate Governance Committee”	Member of the Good Corporate Governance 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 of the company has deemed suitable to arrange the “Good Corporate Governance Committee Charter” as a framework and guideline to perform the work as assigned by the board of directors of the company and the good corporate governance committee is required to support the work of the board of directors of the company 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 of the company will appoint the Good Corporate Governance 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 Committee and half of them are required not to be the executives of the company.
- 3.1.3 The Board of Directors of the company is required to appoint the Chairman of the Good Corporate Governance Committee.
- 3.1.4 The company will propose its employee to be the Secretary of the Good Corporate Governance Committee with approval from the Good Corporate Governance Committee.

#### 3.2 Qualification

- 3.2.1 The Chairman of the Good Corporate Governance Committee is required not to be the chairman of the Board of Directors of the company.
- 3.2.2 The Good Corporate Governance Committee member is required to be knowledgeable in good corporate governance and competent and experienced in the work as the Good Corporate Governance Committee to accomplish the objectives of the company
- 3.2.3 Member of the Good Corporate Governance 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

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#### 4. Term of Office and Removal from the Post

##### 4.1 Term in Office

- 4.1.1 The Good Corporate Governance Committee is allowed to stay in his office for 3 years while the Good Corporate Governance 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 Good Corporate Governance 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 a Good Corporate Governance 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 member of the Good Corporate Governance 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 Committee.

##### 4.2 Removal from the Post

- 4.2.1 The Good Corporate Governance 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 risk management 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 Good Corporate Governance 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

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## 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 Good Corporate Governance Committee as follows.

- 5.1 To determine policies, guidelines and framework on good corporate governance of the company, including other work undertaken and related to good corporate governance such as sustainable management, social responsibility, anti-corruption measures including establishing a Compliance Unit and guidelines to the Board of Directors of the company
- 5.2 To supervise and monitor to ensure that the company, corporate group, committee, executives, employees and stakeholders have complied with the policies and guidelines provided and with the laws or requirements related to good corporate governance principles, anti-corruption measures and guidelines, business conducts and ethics through continued appropriate development
- 5.3 To review the guidelines in accordance with good corporate governance principles of the company in comparison with the international guidelines and to provide recommendations on appropriate improvement to the board of directors of the company
- 5.4 To propose the board of directors of the company, sub-committee and the management with rules and criteria on good corporate governance, business conducts and ethics, and proper business practices
- 5.5 To encourage and support the company to distribute the good corporate governance principles, including information on related matters consistently so the sub-committee, the executives and every level of employees will acknowledge and understand.
- 5.6 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.
- 5.7 To assess performance of the good corporate governance 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.
- 5.8 To review the charter of the good corporate governance committee annually.
- 5.9 To prepare an activity report of the good corporate governance 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 committee.
  1. Overall comments or remarks that the good corporate governance committee has learned from the duty performed in accordance with the charter
  2. Other reports that the good corporate governance 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 good corporate governance committee and attendance to the meeting by each good corporate governance committee, including remuneration received by each good corporate governance committee
- 5.10 To perform the duty, the good corporate governance committee may ask for independent opinion from the other professional consultant as deemed necessary at the expense of the company
- 5.11 To perform any other task assigned by the Board of Directors of the company

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## 6. Meeting

### 6.1 Number of Meeting

- 6.1.1 The Good Corporate Governance 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 Committee.
- 6.1.2 The Chairman of the Good Corporate Governance Committee may call for a meeting in a special case as deemed necessary or if requested by the member of the Good Corporate Governance Committee 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 member of the Good Corporate Governance 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 Committee, at least half of the member of the Good Corporate Governance Committee members are required to attend the meeting to make a quorum of the meeting and the Chairman of the Good Corporate Governance Committee will chair the meeting.
- 6.2.2 If the Chairman of the Good Corporate Governance Committee is not in the meeting or is unable to undertake his duty, the Good Corporate Governance Committee is required to elect one of the Good Corporate Governance Committee to be the chairman of the meeting.
- 6.2.3 The meeting of the Good Corporate Governance 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 Good Corporate Governance 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 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 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.

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## 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 Committee attending the meeting and voting and each member of the Good Corporate Governance 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 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 Committee or the person assigned is required to prepare the minutes of the meeting and submit the minutes to the Good Corporate Governance Committee without delay.
- 6.5.2 The Secretary of the Good Corporate Governance 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 Good Corporate Governance 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 Good Corporate Governance Committee is required to report to the Board of Directors of the company within a suitable period.
- 7.3 The Chairman of the Good Corporate Governance Committee is required to disclose the process and criteria on performance assessment of the Good Corporate Governance Committee, the number of the meetings, attendance of each member of the Good Corporate Governance Committee member and remuneration of each member of the Good Corporate Governance Committee member in the annual report and the annual information sheet.

## 8. Performance Assessment

- 8.1 The Good Corporate Governance 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 Committee will be disclosed in the annual registration statement (form 56-1 one report).

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## 9. Remuneration

- 9.1 The Annual General Meeting of Shareholders will determine the remuneration of the Good Corporate Governance Committee.
- 9.2 Remunerations paid in the past year to each member of the Good Corporate Governance 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 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 Committee to attend the training course to enhance knowledge and competence under the good governance supervision plan continuously.

## Transitory Provisions

The person appointed to take the office of the Good Corporate Governance Committee before the date that this Good Corporate Governance Committee Charter is in effect will have the authority and duty as the Good Corporate Governance 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 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 Committee may apply the original rules and regulations for the time being.

Any person appointed by the Good Corporate Governance Committee to assume any office before this charter is 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 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	-