



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

	Company Secretary Charter	Doc. No.	POL-BOD_64-032
		Effective Date	12 NOV 2021
	Approved by the Resolution of the Board of Directors Meeting No. 9/2021 dated 10 November 2021	No.	3.0
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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”	The Board of Directors of Gunkul Engineering Public Co., Ltd.
“Company Secretary”	Corporate Secretary of Gunkul Engineering Public Co., Ltd.
“Executive”	The executive of Gunkul Engineering Public Co., Ltd.

### 2. Objectives

The Board of Directors of the Company has deemed suitable to arrange the “Company Secretary Charter” as a framework and guideline to perform the work as assigned by the board of directors of the Company and the Company Secretary is required to support the work of the board of directors of the company in the meetings of the Board of Directors, shareholders' meetings and various activities of the Board of Directors in order to help the Board of Directors and the Company to comply with the law and the related rules and regulations; as well as, support for corporate governance to be in accordance with good corporate governance standards.

### 3. Appointment and Qualification

#### 3.1 Appointment

The Board of Directors shall consider appointing the Company Secretary.


#### 3.2 Qualification

3.2.1 The Company Secretary is required to have a knowledge and understanding of the Company's business and the Corporate Group.

3.2.2 The Company Secretary is required to understand the role of the company secretary.

3.2.3 The Company Secretary is required to have a knowledge and understanding of laws, rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, including other relevant regulatory agencies.

3.2.4 The Company Secretary is required to have a knowledge and understanding of good corporate governance principles and good practices regarding corporate governance.

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3.2.5 The Company Secretary is required not to aim or seek for benefits from the business opportunities of the Company and the Corporate Group for themselves, the family or friends in a wrong way, including confidentiality, data and internal documents of the Company and the Corporate Group without disclosure to outsiders.

#### 4. Scope of Authority, Duties and Responsibilities

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

- 4.1 To coordinate and carry out various activities for arranging the meeting of the Board of Directors and the shareholders' meeting of the Company in accordance with the principles of good corporate governance, rules, regulations of the Company and other relevant laws, including monitoring to comply with the resolutions of the Board of Directors and shareholders' meetings.
- 4.2 To prepare and maintain relevant important documents such as the register of directors, the notice of the meeting of the board of directors, the minutes of the board of directors, the notice of the shareholders' meeting, the minutes of the shareholders' meeting and the Company's annual report, securities holding of directors and executives of the Company report and report of interest reported by directors and executives etc.
- 4.3 To ensure the disclosure of various information in accordance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission and other relevant regulatory agencies; as well as, good corporate governance principles.
- 4.4 To report changes in securities holding of directors or executives to the Board of Directors meeting on a quarterly basis and keep copies of those reports.
- 4.5 To provide advice to the Board of Directors regarding laws and regulations related to good corporate governance. To maintain the status of being a listed company on the Stock Exchange of Thailand and various laws and regulations regarding business operations of the Company and monitor to follow correctly and consistently, including the duty to monitor new rules related to the Company.
- 4.6 To communicate with shareholders and stakeholders in order to be informed of the Company news and various rights of shareholders and interested parties.

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4.7 To ensure that the Corporate Secretary department is the center of corporate records, such as corporate registration documents, memorandum of association, regulations, shareholder registration, etc.

4.8 To coordinate an orientation arrangement and advice on the appointment of the newly appointed company directors.


4.9 To supervise the activities of the Board of Directors and carry out other matters that required by law or as assigned by the Board of Directors or as specified by the Capital Market Supervisory Board

### 5. Performance Evaluation

5.1 The Board of Directors shall assess the performance of the Company Secretary every year.

5.2 The process and criteria for evaluating the performance of the Company Secretary will be disclosed in the annual report and the annual registration statement (form 56-1 one report).

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**Revision Record**

<b>Document No.</b>	<b>Issue No. /Revision No.</b>	<b>Date</b>	<b>Revised Part</b>	<b>Reason of Revision</b>	<b>Date of Cancellation</b>
OMD 2562/16	1.0	8 NOV 2019	Rewritten	To comply with the principles of the supervising agency and the current operations	1 MAR 2021
POL-BOD 64-008	2.0	1 MAR 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	12 NOV 2021
POL-BOD 64-032	3.0	12 NOV 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	-