



## **Board Charter**

**Rev.: 02**

**Effective Date: May 17, 2022**

**Approved by:**

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## Definition

The Company	means	Right Tunnelling Public Company Limited
The Board of Directors	means	The Board of Directors of Right Tunnelling Public Company Limited
Chairman of the Board of Directors	means	Chairman of the Board of Directors of Right Tunnelling Public Company Limited
Directors	means	Directors of Right Tunnelling Public Company Limited
Executive Committee	means	Executive Committee of Right Tunnelling Public Company Limited
Audit Committee	means	Audit Committee of Right Tunnelling Public Company Limited
Nomination and Remuneration Committee	means	Nomination and Remuneration Committee of Right Tunnelling Public Company Limited
Executives	means	Chairman of the Board of Directors to Deputy Managing Directors Right Tunnelling Public Company Limited
Managing Director	means	Managing Director of Right Tunnelling Public Company Limited
Company Secretary	means	Company Secretary of Right Tunnelling Public Company Limited

## Board Structure

The structure of Board of Directors consists of the Board Directors, and other 4 subcommittees such as Audit Committee, Executive Committee, Nomination and Remuneration Committee, Corporate Governance and Risk Management Committee including Executives. Their scope of duties and responsibilities are as follows:

### 1. The Board of Directors

As of April 25, 2022, the Board of Directors consists of 12 members as follows:

- |                                   |  |
|-----------------------------------|--|
| 1. Dr. Songpope Polachan          | Chairman of the Board of Directors/<br>Independent Director                                |
| 2. Dr. Boonthep Nanegrungsunk     | Chairman of the Audit Committee/<br>Independent Director                                   |
| 3. Mr. Thanapat Papat             | Auditing Director/Independent Director   |
| 4. Mr. Chaiwut Jumnongsutasathien | Auditing Director/Independent Director   |
| 5. Mr. Jumpot Kanjanapanyakom     | Independent Director   |
| 6. Mr. Visit Coothongkul          | Chairman of Corporate Governance and<br>Risk Management Committee/<br>Independent Director |
| 7. Mr. Chawalit Tanomtin          | Director/Chief Executive Officer   |
| 8. Mr. Surasak Seekhiew           | Director/Managing Director   |
| 9. Mr. Chaiya Wonglappanich       | Director   |
| 10. Mr. Koson Kongdang            | Director   |
| 11. Dr. Krayim Santrakul          | Director   |
| 12. Mr. Thanawut Sirinawin        | Director   |

In addition, Mrs. Pornthip Kongsangbhat is a Company Secretary and Secretary to the Board of Directors.

### Composition of the Board of Directors

- The Company's Board of Directors must consist of no less than 5 directors. No less than half of the number of directors must reside in the Kingdom of Thailand. The Company's directors must have the qualifications as required by laws. The Company's directors must or must not be the shareholders of the Company.
- The Company's Board of Directors consists of Executive Director, Non-Executive Director, and Independent Director by which the Independent Director must be at least 1 in 3 and must be no less than 3 persons. The qualifications of the Independent Director must be in accordance with the Announcement of the Office of SEC.
- The Company's Board of Directors selects a director as Chairman.

### **Qualifications of Board of Directors**

- Qualified in accordance with Public Limited Companies Act and Securities and Exchange Act.
- The Company's Board of Directors must have knowledge, abilities, skills, various expertise, leadership, and experiences that are beneficial to the business with intention, business ethics and the independence in the revision of Company's operation.
- The minimum quorum for board decisions shall be of at least two-thirds (2/3) of the total board members.

In addition, the Extraordinary General Meeting of shareholders No. 1/2020 on June 10, 2020, approved authorities, duties, and responsibilities of the Board of Directors as follows:

### **Scope of Duties and Responsibilities of the Board of Directors**

- To perform duties with responsibility, caution and honesty in accordance with the laws, the Company's objectives and Articles of Association as well as the resolution of the Shareholders' Meeting.
- To consider and approve the appointment of a person who possesses the required qualifications and does not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (1992) and laws relevant to Securities and Stock Exchange of Thailand,
- including the related notifications, regulations and/or rules to hold the director position in case of vacancy due to causes other than retirement by rotation.
- To consider the appointment of independent director by taking into consideration the required qualifications and prohibited characteristics as per laws relevant to Securities and Stock Exchange of Thailand, Notifications of the Capital Market Supervisory Board, including relevant notifications, regulations and/or rules of The Stock Exchange of Thailand (SET); or propose to the Shareholders' Meeting to consider the appointment as the independent director of the Company accordingly.
- To determine and change the names of the authorized directors in signing to bind the Company.
- To appoint any other persons to operate the Company's business under supervision of the Board of Directors or may authorize such persons to have power and/or within the time period as deemed appropriate by the Board of Directors. The Board of Directors may withdraw or change such power.
- To consider the approval on performing transactions relating to acquisition or disposition of assets, except where such transactions require approval from the Shareholders' Meeting. Such approval must comply with the Notification of the Capital Market Supervisory Board and/or relevant notifications, regulations and/or rules of the Stock Exchange of Thailand (SET).
- To consider the approval of performing connected transactions, except where such transactions require approval from a Shareholders' Meeting. Such approval must comply with the Notification of the Capital Market Supervisory Board and/or

relevant notifications, regulations and/or rules of the Stock Exchange of Thailand (SET).

- To consider the approval of interim dividend payment among the shareholders upon consideration that the Company has adequate profits to do so; and report such dividend payment to the following Shareholders' Meeting for acknowledgement.
- To evaluate the performance and the remuneration structure of the Board of Directors to propose to the Annual General Meeting of Shareholders
- To evaluate the performance of Chief Executive Officer (CEO) Managing Director (MD) and Deputy Managing Director for Management and Finance (CFO) and consider salaries and annual bonuses.

## 2. Audit Committee

As of April 25, 2022, the Audit Committee consists of 3 members as follow:

- |                                   |  |
|-----------------------------------|--|
| 1. Dr. Boonthep Nanegrungsunk     | Chairman of the Audit Committee/<br>Independent Director |
| 2. Mr. Thanapat Papat             | Auditing Director/Independent Director                   |
| 3. Mr. Chaiwut Jumnongsutasathien | Auditing Director/Independent Director                   |

**Remarks:** A well-experienced Auditing Director who can review the reliability of financial statement is Mr. Chaiwut Jumnongsutasathien, with Master's Degree in Business Administration, Kasetsart University, and Bachelor Degree in Accounting, Thammasart University with work experiences as follows:

- |                  |   |
|------------------|---|
| - 2019 – present | Director and Auditing Director at<br>Right Tunnelling Public Company Limited                    |
| - 2019 – present | Director and Auditing Director at<br>NSL Foods Public Company Limited                           |
| - 2018 – present | Audit Partner at AST Master Co., Ltd.   |
| - 2016 – present | Director SM Lertpipat Co., Ltd.   |
| - 2012 – present | Subcommittee for the Ethics Code Setting,<br>the Federation of Accounting Professions           |
| - 1999 – 2017    | Executive Director of Audit Partner at DELOITTE TOUCHE<br>TOHMATSU JAIYOS AUDIT COMPANY LIMITED |

Mrs. Pornthip Kongsangbhat was appointed as the Secretary to the Audit Committee by Audit Committee's resolution No. 1/2020 (after the conversion to Public Company) on June 17, 2020.

## Composition and Qualifications

The Board of Directors will initially consider qualifications of the person to undertake Independent Directors as per qualifications and prohibited characteristics of directors of the Public Company Act, the law of securities and stock exchange, notification of the Capital Market Supervisory Board (CMSB) including notification, regulation and/or related rules. In addition, the Board of directors will select the member of the Independent Directors from a person with competent knowledge, experience and other factors, and propose to the shareholders' meeting for consideration and appointment. the Company has the policy to appoint the Independent Directors at least one-third of total directors, and must not be less than 3 persons to fill the board.

## Qualifications of Independent Directors

1. Does not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an Executive Director, employee, staff, advisor who receives salary, nor holds shares exceeding 1% of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.
2. Holds shares not exceeding one percent of total voting shares of the Company, its parent company, subsidiaries, associates, or a juristic person of the person who may have a conflict of interest, provided that shares held by related parties of an independent director shall be included.
3. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, or a juristic person that may have a conflict unless the position has been terminated for over two years prior submitting application to the SEC.
4. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, sibling, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.
5. Does not have or never had business relationship with the Company, its parent company, subsidiaries, associates, or a juristic person that may be in conflict which may harm an independent decision-making, including not being or never been a significant shareholder, non-independent director or executive of the person who has business relation with the Company, unless having exempted from the aforementioned nature for not less than 2 years before the date of submitting the application to the SEC.
6. Is not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, non-independent director, executive or managing partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or a juristic person that may have a conflict unless having exempted from the aforementioned nature for not less than 2 years before the date of submitting the application to the SEC.
7. Is not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than THB 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or a juristic person that may have a conflict or in case professional service provider is a juristic person, this shall include the major shareholder, non-independent director, executives or managing partner or such professional service provider, unless the position has been terminated for at least two years prior to submission of the application to the SEC.

8. Is not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
9. Does not have any quality causing the disability to give an independent opinion regarding the business operation of the Company.

### **Qualifications of Auditing Directors**

The members of the Audit Committee must have characteristics and qualifications as follows:

1. Is appointed by the Board of Directors
2. Have the duties and responsibilities according to the law of securities and stock exchange, notification of the Capital Market Supervisory Board (CMSB) including notification, regulation and/or related rules.
3. Have sufficient knowledge and experience to be able to perform duties as the audit committee; at least one Audit Committee member must have sufficient knowledge and experience to review the credibility of the financial statements.
4. Auditing Director must be independent director and have the qualifications as follows:
  - Holds shares not exceeding one percent of total voting shares of the Company, its parent company, subsidiaries, associates, or a juristic person of the person who may have a conflict of interest, provided that shares held by related parties of an independent director shall be included.
  - Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, or a juristic person that may have a conflict unless the position has been terminated for over two years prior submitting application to the SEC.
  - Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, sibling, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.
  - Does not have or never had business relationship with the Company, its parent company, subsidiaries, associates, or a juristic person that may be in conflict which may harm an independent decision-making, including not being or never been a significant shareholder, non-independent director or executive of the person who has business relation with the Company, unless having exempted from the aforementioned nature for not less than 2 years before the date of submitting the application to the SEC.
  - Is not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, non-independent director, executive or managing partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or a juristic person that may have a conflict unless having



exempted from the aforementioned nature for not less than 2 years before the date of submitting the application to the SEC.

- Is not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than THB 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or a juristic person that may have a conflict or in case professional service provider is a juristic person, this shall include the major shareholder, non-independent director, executives or managing partner or such professional service provider, unless the position has been terminated for at least two years prior to submission of the application to the SEC.
  - Is not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
  - Does not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an Executive Director, employee, staff, advisor who receives salary, nor holds shares exceeding 1% of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.
  - Does not have any quality causing the disability to give an independent opinion regarding the business operation of the Company.
5. Is able to perform and express independently regardless of the influence of executives or major shareholders of the Company including their related parties
  6. Is credible and generally-accepted
  7. Is able devote adequate time to perform the duties of Auditing Director

Moreover, the Board of Directors' Meeting No. 4/2022 on May 17, 2022 has approved the scope of duties and responsibilities of Audit Committee as follows:

#### **Scope of Duties and Responsibilities of Audit Committee**

1. To review the Company to ensure that it has accurate and sufficient financial reporting in accordance with financial reporting standards by coordinating with external auditors and management responsible for preparing quarterly and annual financial reports.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the head of Internal Audit or any other unit in charge of Internal Audit.
3. To review the Company is compliance with the Securities and Exchange Act, SET and the Capital Market Supervisory Board requirements, and/or laws related to the Company's business and subsidiaries. As well as to review the subsidiaries and associates to ensure they comply with the rules and regulations, and management of subsidiaries that operate core businesses and associates that operate core businesses.

4. To consider, select, and appoint independent individuals to act as the Company's auditors and propose the remuneration of the said person. To attend meetings with auditors without the attendance of management at least once a year
5. To review the annual audit plan of the Company with the generally-accepted standards and principles.
6. To consider the connected transactions, transaction that may cause conflicts of interest, requirements, cancellation of transactions different from the requirements of the cancellation of transactions which were reviewed before the substantial making of transactions. And to review the acquisition or disposition of the Company and its subsidiaries to ensure that the aforementioned transactions are reasonable and to the highest benefits to the Company.
7. To review to ensure the having suitable and effective Risk Management.
8. Report the Audit Committee's performance to the Board of Directors at least 4 times a year.
9. To provide the report of the Audit Committee publicly printed in the Company's Annual Report signed by the Chairman of Audit Committee consists of the following information:
  - a) Opinions on complete, accurate and trustworthy financial statements of the Company
  - b) Opinions on sufficiency of internal controls of the Company
  - c) Opinions on legal compliance related to securities and exchange regulations and business laws the Company
  - d) Opinions on appropriations of the Auditors
  - e) Opinions on transactions with possible conflicts of interests
  - f) Number of meetings of the Audit Committee and the attendance of each Director
  - g) Opinions or overall observations conducted by the Audit Committee in accordance with the Charter
  - h) Other transactions appropriately reported to the shareholders and investors under the scope of duties and responsibilities assigned by the Board of Directors
10. To give opinions on nomination, recall, and assessment of internal audit.
11. To have the authority to invite concerned executives, management and officers of the Company to express opinions, attend meetings or deliver documents as deemed necessary;
12. In performing their duties and responsibilities assigned, the Audit Committee may engage consultants or experts to provide opinions, advice or work, if necessary;
13. To evaluate the scope of the performance of the Audit Committee on an annual basis;
14. To review the charter annually and propose to the Board of Directors for approval if changes are needed;
15. To perform other duties as assigned by the Board of Directors of the Company with the consent of the Audit Committee.

### **3. Executive Committee**

As of April 25, 2022, the Executive Committee consists of 6 members as follows:

- |                              |                                     |
|------------------------------|-------------------------------------|
| 1. Mr. Chawalit Tanomtin     | Chairman of the Executive Committee |
| 2. Mr. Surasak Seekhiew      | Executive Director                  |
| 3. Mr. Koson Kongdang        | Executive Director                  |
| 4. Mr. Chaia Wonglappanich   | Executive Director                  |
| 5. Mr. Nawin Pongkaew        | Executive Director                  |
| 6. Mrs. Mechaya Kaewduangdee | Executive Director                  |

In addition, Ms. Kanoksorn Sungkhamphan is appointed as Secretary to Executive Committee.

#### **Scope of Duties and Responsibilities of Executive Committee**

1. To consider our business plan and annual budget for presentation to our Board of Directors;
2. To formulate our overall investment and growth strategy;
3. To consider and approve contracts and expenditures in accordance with our policies;
4. To consider and approve financing and financial management in accordance with our policies;
5. To consider and approve exploration activities, mining plans, land acquisition, and applications for licences and legal proceedings;
6. To establish and implement good corporate governance policies for approval by our Board of Directors;
7. To make recommendations to our Board of Directors regarding best practices in governance;
8. To review our corporate governance affairs and recommend improvements to our Board of Directors;
9. To plan our overall corporate social responsibility program;
10. To review and recommend improvements to our corporate social responsibility program;
11. To approve or take note of issues related to our management as necessary or appropriate;
12. To screen issues prior to their submission to our Board of Directors;
13. To cooperate and assist other committees to carry out their duties;
14. To employ, appoint, amend the condition of employment, fix wages, punish, prescribe punishments, warn, terminate employment, dismiss, terminate the

employment agreement of any of our employees, and to do any act relating to the employment of employees, and the power to do such acts as prescribed in work rules or in the code of conduct; and

15. To perform other duties as assigned by our Board of Directors.

#### **Authorized Directors**

“The Authorized Directors consisted of: Mr. Chawalit Tanomtin or Mr. Chaiya Wonglappanich or or Mr. Surasak Seekhiew or Mr. Koson Kongdang, any two of these directors jointly sign with the Company’s seal affixed.”

#### **4. Nomination and Remuneration Committee**

As of June 17, 2020, the Nomination and Remuneration Committee consists of 4 members as follows:

- |                                |  |
|--------------------------------|--|
| 1. Mr. Jumpot Kanjanapunyaikom | Chairman of the Nomination and Remuneration Committee/Independent Director |
| 2. Mr. Thanapat Pupat          | Nomination and Remuneration Director/Independent Director                  |
| 3. Mr. Chawalit Tanomtin       | Nomination and Remuneration Director                                       |

In addition, Mrs. Pornthip Kongsangbhat is appointed as Secretary to Nomination and Remuneration Committee.

#### **Composition of Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall consist of at least 3 members with the majority of its members being independent directors. The Chairman of Nomination and Remuneration Committee should be an independent director in order for transparency and independence.

The Board of Directors’ Meeting No. 4/2022 on May 17, 2022 has approved authorities, duties, and responsibilities of Nomination and Remuneration Committee as follows:

#### **Composition of Nomination and Remuneration Committee**

- The Nomination and Remuneration Committee shall consist of at least 3 members with the majority of its members being independent directors. The Chairman of Nomination and Remuneration Committee should be an independent director in order for transparency and independence.

#### **Qualifications of Nomination and Remuneration Committee**

- Having been appointed by the Board of Directors.
- Having knowledge, experience and expertise in business of the Company, laws and others.
- Being mature, able to express different opinions and independent.

#### **Roles of Nomination and Remuneration Committee**

##### Nomination

- Set up the nomination criteria, qualifications and experience for the directors, sub-committee.
- Nominate the directors and propose the Board of Directors for their consideration. The directors may be nominated and reappointed for another term or the directors are proposed by shareholders or the Directors are proposed by each director.
- Nominate the Chief Executive Officer as assigned by the Board of Directors.

#### Remuneration

- Consider the remuneration criteria for the directors, sub-committee and Chief Executive Officer; review the appropriateness of the current remuneration criteria comparing with other companies in the same industry; set up the remuneration criteria in order to compensate productive persons who achieve the Company's target.
- Review methods of remuneration such as compensation, pay for performance and meeting allowance considered from the same industry, performance, size of company, responsibility, knowledge, potentiality, experience of the directors, Chief Executive Director as required by the Company.

#### **5. Corporate Governance and Risk Management Committee**

As of May 17, 2022, the Corporate Governance and Risk Management Committee has total of 4 members as follows:

- |                             |   |
|-----------------------------|---|
| 1. Mr. Visit Coothongkul    | Chairman of the Corporate Governance and Risk Management Committee/Independent Director |
| 2. Mr. Surasak Seekhiew     | Corporate Governance and Risk Management Director                                       |
| 3. Mr. Chaiya Wonglappanich | Corporate Governance and Risk Management Director                                       |

Mrs. Peamlap Kerdthasom is appointed as the Secretary to Corporate Governance and Risk Management Committee

#### **Scope of Duties and Responsibility**

1. To consider and endorse the policies, strategies, goals, guidelines, and plans on the Company's corporate governance before proposing to the Board of Directors for consideration and approval
2. To review the Company's risk management policy and framework, which would cover all the major risks; namely financial risk, investment risk, and corporate reputation risk, before proposing them to the Board of Directors for approval.
3. To formulate risk management strategies and framework in compliance with the Company's risk management policy. The Committee shall assess, monitor and control risk at the appropriate level.
4. To monitor and ensure that risk management activities are in line with the Company's policy and framework approved by the Board of Directors.
5. To set risk measurement criteria and acceptable risk level.
6. To set appropriate risk management measures to cope with different situations

7. To review the adequacy and effectiveness of risk management policy and system as well as the compliance with the established policy.
8. To report regularly to the Board of Directors about the management, operation, risk status, changes and areas of improvement to ensure the compliance with the Company's policy and strategy.
9. To appoint a risk management working group as necessary.
  - To provide the risk management working group with necessary factors, such as personnel, budget and other resources as per the scope of their responsibilities.

#### **6. Chief Executive Officer**

- Is the Chairman of all executives and is a person who takes the policies of the Board of Directors or the policies of the shareholders into practice.
- Manage the business of the Company according to the objectives, requirements, policies, regulations, provisions, instruction, and resolutions of the Board of Directors' meeting and/or the resolution of the Shareholders' meeting of the Company.
- Prepare the strategic planning and annual budget plan in order to propose to the Board of Directors of the Company for further consideration.
- Proceed according to the plan and budget as approved by the Board of Directors of the Company.
- Make a report, plan, and financial statement of the Company and propose to the Board of Directors in every quarter.
- Practice and operate the business to be in accordance with the policy and the operational direction of the Board of Directors of the Company.
- In case of essential matters or transactions that might affect the Company significantly, propose to the Board of Directors for approval.
- Monitor and operate the work to be in accordance with the plan and the policy as determined.
- Consider, supervise, and control the budget expenditure as approved by the Board of Directors of the Company. In case the expenditure is more than the budget, such expenditure must be approved by the Board of Directors of the Company.
- Make or rescind any contracts or obligations under the scope of approval that the Board of Directors of the Company has determined as well as the authorities to perform any actions that are necessary and as see appropriate to achieve the abovementioned actions.
- Have the authorities to assign the sub-authority and/or assign other individuals to perform specific jobs by which the assignment of sub-authority and/or the said assignment must be under the scope of assignment of authorities according to the power of attorney and/or must be in accordance with the requirements, regulations, provisions, or instructions that the Board of Directors of the Company and/or the Company has determined.

#### **7. Managing Director**

The duties and responsibilities of Managing Director are as follows:

1. To operate and manage the Company's business complying with plan and budget approved by the Board of Directors
2. To operate and manage the company's business entirely complying with the company's Objectives, Policies, Rules, Articles of Association, Orders, Resolutions of Board of Directors' Meetings or Executive Committee's Meetings
3. To have an authority to operate and act as the company's representative for the related business beneficial to the company
4. To have an authority to issue the Announcement, Orders or Memorandum in order to control the operation complying with the company's Policies and benefit and to maintain the disciplines in the organization work
5. To approve the appointment of Staffs and Consultants in any fields necessary for the company's operation
6. To operate as assigned by the Board of Directors or Executive Committee under the company's Rules and Articles of Association

#### **8. Company Secretary**

The Company Secretary must perform the duties as prescribed in Section 89/15 and Section 89/16 of Securities and Exchange Act (No.4) B.E.2551, effective 31 August 2008 with responsibility, carefulness and honesty and must comply with the laws, objectives, Articles of Association, resolution of the Board of Directors as well as resolution of Shareholders. The duties of Company Secretary prescribed by the laws are as follows:

1. Preparing and keeping the following documents
  - a) Register of Directors
  - b) Notice of Board of Directors Meeting, Minutes of Board of Directors Meeting and annual report
  - c) Notice of the Shareholders' Meeting and Minutes of Shareholders' Meeting
2. Keeping reports of interest filed by Directors and Executives and present reports of interest in Section 89/14 to the Chairman of the Board and Chairman of Audit Committee for acknowledge within 7 days from the date received by the Company;
3. Performing any other acts as determined by the Capital Market Supervisory Board. In addition, the Company Secretary has other duties as assigned by the Company as follows:
  - Providing basic advice pertaining to the securities laws and regulations and Articles of Association as well as monitoring compliance on a regular basis and reporting any significant changes to the Board.
  - Arranging Shareholders' Meetings and Board of Directors' meetings in accordance with the laws, regulations and related best practices.
  - Preparing minutes of the Shareholders' Meetings and the Board of Directors' meetings, and monitoring subsequent compliance with the resolutions of those Meetings.

- Preparing and keeping registrations of directors, annual reports, notice of the Shareholders' Meetings, notice of Board of Directors' meetings, Minutes of the Shareholders' Meetings and the Board of Directors' Meetings.
- Keeping reports of interest filed by directors and executives, and presenting such reports as specified by the relevant laws.
- Ensuring statutory compliances across all subsidiaries.
- Ensuring that corporate information disclosures to regulatory agencies are in accordance with the laws and regulations (both Thai and English) \*.
- Timely reporting of all necessary disclosures to SEC and SET.
- Assisting in board activities including provide preliminary advice and recommendations pertaining to legal, regulatory, corporate governance issues and best practices related to the board and committees.
- Support directors to ensure that all directors have sufficient information and knowledge to fulfill their roles and responsibilities effectively and report it on the annual report\*.
- Frequently develop and update the knowledge relating to company secretary duties\*.

\*Additional duties of the Company Secretary in accordance with the Corporate Governance Codes for Listed Companies 2017 issued by The Securities and Exchange Commission were approved by the Board of Directors at their meeting No. 2/2018 held on February 20, 2018.