



Sammakorn Public Company Limited

Company Secretary Charter

Approved by the Board of Directors Meeting No. 7/2024

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Sammakorn Public Company Limited

Company Secretary Charter

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1. Objectives

Sammakorn Public Company Limited's Board of Directors has appointed the Company Secretary to support the performance of the Board of Directors and to supervise the Company and its directors to comply with the rules, regulations, and relevant laws, or it may be a part of coordinating with relevant parties in preventing and deterring cases that may cause adverse events to the Company, which is a violation or circumvention of the rules, regulations, and related laws, corporate governance guidelines, and a liaison with regulatory agencies and regularly monitor the correct compliance.

The Board of Directors has determined the scope, authority, duties, and responsibilities of the Company Secretary in a manner similar to that of the Company's directors and executives under their respective roles and responsibilities in order for them to effectively perform their duties as assigned by the Board of Directors.

2. Qualifications

- 2.1 The Company Secretary must graduate in law or accounting studies and/or complete training in courses related to the performance of duties of a company secretary.
- 2.2 The Company Secretary must have knowledge, abilities, and experience that are useful for the performance of duties to promote the Board of Directors' performance in accordance with the principles of good corporate governance.
- 2.3 The Company Secretary must continue to enhance his or her knowledge by disclosing knowledge development information on a yearly basis.
- 2.4 The Company Secretary must have an understanding of the policies and operations of listed companies, including having relevant knowledge and experience to regularly support the Board of Directors' work, such as knowledge or experience related to the business operations of listed companies, etc.
- 2.5 The Company Secretary must have knowledge of laws related to the business operation and performance of duties of a listed company, including the Securities and Exchange Act, the Public Limited Companies Act B.E. 2535 (1992), and related rules, such as the rules related to the transaction of acquisition or disposal of assets with significant value ("MT"), rules on related party transactions ("RPT"), rules on disclosure and reports, rules on maintaining the status of listed companies, as well as practices of the SEC and the Stock Exchange of Thailand, etc.

- 2.6 The Company Secretary must be aware of the interests and impacts on all stakeholders involved, including communication ability and coordination between companies, the Board of Directors, and related regulatory agencies.

However, if the Company Secretary holds other positions within the listed company, such as a director, an executive, or Chief Executive Officer in Accounting and Finance, the Board of Directors must ensure that the Company Secretary can devote his or her time to performing his or her duties effectively, with no characteristics that may fall under the category of conflict of interest, so that the listed company can achieve its objectives under good corporate governance and the business code of conduct.

3. Appointment, Term of Office, and Retirement

- 3.1 The Board of Directors appoints the Company Secretary. The Company Secretary may be the same person as the Secretary of the Board of Directors.
- 3.2 Resignation of the Company Secretary shall be terminated when:
- (a) Death;
 - (b) Resignation; or
 - (c) Resolution of the Board of Directors to remove from office.

According to Section 89/15 of the Securities and Exchange Act, the Board of Directors has the following duties:

The Securities and Exchange Commission (SEC) emphasizes that the Board of Directors shall strictly comply with Section 89/15 of the Securities and Exchange Act. In addition to arranging for a company secretary to undertake duties, the Board of Directors has the following responsibilities:

- 3.2.1 In the event that the Company Secretary is removed from office or is unable to perform his or her duties, the Board of Directors shall appoint a new secretary within 90 days from the date on which the previous Company Secretary resigns or is unable to perform his or her duties, and the Board of Directors shall have the authority to assign one of the directors to perform the Company Secretary's duties in his or her place during such period.
- 3.2.2 The Chairman of the Board of Directors shall notify the SEC of the Company Secretary's name within 14 days from the date of the appointment of a person responsible for the said position and the document storage location pursuant to Clause (4.2) as well.

4. Scope, Roles, Authority, Duties, and Responsibilities of the Company Secretary

With respect to the Company Secretary's roles, duties, and responsibilities, the Company Secretary must fulfill his or her duties with responsibility, prudence, and integrity according to the Securities and Exchange Act B.E. 2535 (1992) (including amendments) ("Securities and Exchange Act"). In addition to the roles and duties outlined in Sections 89/15 and 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008), when the Company Secretary is appointed by the Board of Directors, he or she will have the following duties and responsibilities as prescribed by the Board of Directors:

- 4.1 The Company Secretary must perform his or her duties with responsibility, prudence, and integrity, including in compliance with laws, objectives, the Company's articles of association, directors' resolutions, as well as the resolution of the shareholders' meeting.
- 4.2 The following documents must be prepared on duty:
 - (a) Register of Directors

- (b) Notice of the Board of Directors' meetings, minutes of the Board of Directors' meeting, and the Company's annual report
- (c) Notice of shareholders' meetings and minutes of shareholders' meetings

In preparing the documents under (b) and (c), the Company Secretary must coordinate with the management in preparing the notice of meeting to have sufficient and appropriate information and supporting documents for the consideration of the Board of Directors or shareholders, as the case may be. Moreover, the Company Secretary should follow up on important matters as required by law or matters that may affect the business operations of the listed company and are included in the agenda.

In preparing meeting minutes, the Company Secretary must record meeting minutes correctly, completely, clearly, and factually. Minutes should include details of attendees' important opinions and clarifications, as well as supporting reasons for benefit in the event of issues with the directors' and executives' performance of duties, as well as attachments to additional important documents used to support the meeting.

In addition to the important duties under Clause (4.1) and the preparation of documents under Clause (4.2), the Securities and Exchange Act also stipulates that the Company Secretary is responsible for storing and maintaining such important documents. Although the law does not specify the format for storing important documents, the Company Secretary can store documents in any format, but steps must be taken to ensure that the documents are kept well, stored in categories, easy to find, and facilitate the delivery in the event of a change of company secretary. There should also be restrictions on the rights of those who have access to documents to prevent leakage of inside information of listed companies, such as defining the right to access documents according to the level of secrecy, having document control registration to divide documents into categories and make them easy to follow, having a system to prevent editing, modifying, or destroying documents, and establishing a process to prevent duplication or reproduction and regularly recording document access information, etc.

In the event that such important documents are stored electronically, the Company Secretary must also ensure that the listed company complies with the Electronic Transactions Act B.E. 2544 (2001).

- 4.3 Maintain reports of interest submitted by directors or executives. The Company Secretary should follow up and coordinate with the directors or executives to certify the report completely and regularly update the information to promote transparency in the Company's operations are transparent for the best interests of shareholders.
- 4.4 Send a copy of the report of interest to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven business days from the date the Company receives the report.
- 4.5 Take other actions as announced by the Capital Market Supervisory Board.
- 4.6 Support the Company's management in accordance with the principles of good corporate governance.
- 4.7 Provide basic advice to the Board of Directors on issues related to laws, rules, and the Company's articles of association, and practices regarding corporate governance by regularly monitoring correct compliance, including reporting significant changes to the Board of Directors.
- 4.8 Advise the Board of Directors on business-related rules and laws.
- 4.9 Advise on the guidelines to the subcommittees.
- 4.10 Take care and keep legal information such as a list of shareholders, a report of directors' interest, etc.

- 4.11 Implement to enable the Company to comply correctly with the relevant laws and rules, including capital market practices and rules.

The Company Secretary should be responsible for promoting, supporting, and advising the Company and the Board of Directors to comply with the law, rules, the Company's articles of association, and principles of good corporate governance, including resolutions of the Board of Directors or shareholders' meetings.

In case the Company Secretary is assigned to be responsible for preparing or disclosing company information such as annual information statement forms/annual reports, etc., the Company Secretary should coordinate with management or relevant departments to prepare accurate and complete information and follow up on the delivery of such reports to be in accordance with laws and regulations.

- 4.12 Prepare a summary of matters subject to the decision-making authority of the Board of Directors.
- 4.13 Ensure that insurance is provided for liability from the performance of duties of directors.
- 4.14 Provide information and advice to the Board of Directors in relation to the development and succession plans.
- 4.15 Supervise and provide recommendations to the Board of Directors in developing and improving the self-assessment guidelines of the directors to be consistent with and appropriate to the nature and condition of the Company's business.
- 4.16 Ensure that the Board of Directors regularly takes into account the shareholders' viewpoints.
- 4.17 Provide information on the implementation of good corporate governance of the Board of Directors and the Company to shareholders and investors.
- 4.18 Provide information and advice on social responsibility on important issues that the Board of Directors should monitor.
- 4.19 Ensure that information is disclosed and reported in accordance with the regulations, announcements, and regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, and other related regulatory authorities, as well as principles of good corporate governance.
- 4.20 Organize the Board of Directors and shareholder meetings in accordance with the law, the Company's articles of association, company-related requirements.
- 4.21 Take notes and prepare complete meeting minutes within the period prescribed by law.
- 4.22 The Company Secretary is the first line of scrutiny to present to the Board of Directors for consideration of various agendas. In performing such duties, the Secretary should support the performance of the Board of Directors by considering the completeness of the information prepared by the management to see if it is sufficient for the consideration of the Board of Directors, including inquiring and following up with the management regularly to ensure that important matters requiring consideration by the Board of Directors are included in the meeting agenda, particularly MT and RPT transactions, which require the opinions of the management, the Audit Committee, or experts, such as legal advisors, property appraisers, independent financial advisors, etc., as part of the information for consideration in full, in addition to preparing the above information.

The Company Secretary should also follow up with the management to periodically report the progress of entering into the abovementioned transactions to the Board of Directors and those involved.

4.23 Develop knowledge to promote the performance of the duties of the Company Secretary.

4.24 Suggest and encourage the Company to have a good information management system. Directors and executives are required to report on changes in securities and derivatives holdings in accordance with laws and regulations. The Company Secretary should advise and encourage the Board of Directors to implement a confidential information management system that may affect the price of securities to prevent the leakage of significant information of the Company or the misuse of information that generally exploits investors or causes damage to the listed company. This must be proceeded with the guidelines prepared by the SEC.

5. Reporting

The Company Secretary reports directly to the Board of Directors.

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Remark: This charter was approved by the Board of Directors’ Meeting No. 7/2024 on December 17, 2024 and shall be effective from the date of approval.

(Mr. Bibit Bijaisoradat)
Chairman of the Board of Directors