



TEKA Construction Public Company Limited

Company Secretary Charter

Translation

Company Secretary Charter

The Company Secretary of TEKA Construction Public Company Limited ("**the Company**") is responsible for supporting the Board of Directors in performing their duties efficiently, under the law and the good corporate governance guidelines. However, the Company Secretary must perform duties stipulated in Section 89/15 and Section 89/16 of the Securities and Exchange Act B.E. 2535 (including as amended) with responsibility, caution, and honesty as well as in compliance with the law, objectives, company regulations, the Board resolutions, and shareholders meeting's resolution.

1. Recruitment and Qualifications of the Company Secretary

The Board of Directors appoints the Company Secretary, wherein the Company Secretary shall act as the Secretary of the Board of Directors unless otherwise assigned by the Board of Directors. In considering the appointment of the Company Secretary, the Board of Directors will consider the following qualifications:

- (1) Has basic knowledge in business, accounting, law and related regulations or through training courses related to the duties of the Company Secretary.
- (2) Has knowledge and understanding of good corporate governance principles and good practices of corporate governance.
- (3) Is independent and direct in their performance of duties, both in terms of providing recommendations and opinions.
- (4) Has experience of being a committee secretary or other qualifications that help make being a company secretary more effective.

If the Company Secretary retires or is unable to perform duties, the Nomination and Remuneration Committee will nominate and select a new person to be the Company Secretary and present to the Board of Directors for consideration and to appointing the Company Secretary within 90 days of selection. The former person vacates office or may not perform duties, and the Board of Directors has the power to assign among the directors of the Company any one of them to perform the duties on their behalf during that period. Allow the Company's Chairman to notify the name of the Company Secretary to the Securities and Exchange Commission ("SEC") within 14 days from the date of appointing the responsible person for the position.

2. Duties and Responsibilities of the Company Secretary

- 2.1 Create and archive the following documents
 - a) Registration of the Company's directors

- b) Notice of the Board of Directors' meeting, Minutes of the Board of Directors Meeting, and the Company's annual report.
 - c) Invitation letter of shareholders general meeting and minutes of such meeting.
- 2.2 Archive file reports of vested interests related with management and the Company's business reported by the Company's directors or executive and submit a copy of the report of stake holding under Section 89/14 of the Securities and Exchange Act B.E. 2535 (including any amendments) to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 working days from the date the company received that report.
- 2.3 Supervise the Board of Directors' activities. Provide advice and preliminary recommendations to the Board of Directors and sub-committees on legal issues, the Company's regulations, and rules of conduct concerning corporate governance that the Board of Directors wants to know and follow up to ensure that they are properly complied with regularly. This also includes reports on changes in regulations and/or laws that are significant to the Company's business operations to the Board of Directors for acknowledgment.
- 2.4 Hold a shareholder meeting, the Board of Directors Meeting as per the law, Articles of Association of the Company, Charter of the Board of Directors, and best practices.
- 2.5 Notify the resolutions and policies of the Board of Directors and the shareholders' meeting to the relevant executives for acknowledgment and follow-up on the implementation of the resolutions and policies.
- 2.6 Take note of the minutes of the Shareholders' meeting and the Board of Directors' meeting, including follow-up to ensure compliance with the resolutions of the Shareholders' meeting and the Board of Directors' meeting.
- 2.7 Coordinate with regulatory agencies such as the SEC and the Stock Exchange of Thailand, etc. Supervise the disclosure of information and information reporting on the regulatory agency's part under laws, regulations, and disclosure of the Company's information policies.
- 2.8 Provide recommendations and advice on taking the position of the Company's newly appointed director.
- 2.9 Provide knowledge and understanding about corporate governance, provide information, and push the Board of Directors to comply, including having an audit of the results of compliance with the requirements of the aforementioned principles.
- 2.10 Make arrangements to evaluate the performance of the Board of Directors and report the evaluation results to the Board of Directors.
- 2.11 Coordinate between the Board of Directors and the Management of the company.
- 2.12 Undertake additional tasks as prescribed by the law, as assigned by the Board of Directors, or as announced by the Capital Market Supervisory Board.

This Company Secretary Charter was approved by the resolution of the Board of Directors Meeting No. 4/2019 on 9 August 2019 which will be effective on 9 August 2019 onwards.

Signature

(Mr. Vithool Jearkjirm)

Chairman of the Board

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