



SIAMRAJATHANEE PUBLIC COMPANY LIMITED

## Charter of the Company Secretary

Approved by the Board of Directors' Meeting No. 2/2021

Held on 23 February 2021



### Revision Record

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01	14 Aug 18	Edition no. 1	In compliance with SEC and SET regulations	BOD.4/2018
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## Charter of the Company Secretary

The Board of Directors of Siamrajathanee Public Company Limited (the "**Company**") recognizes the importance of roles, duties and responsibilities of the Company Secretary. Therefore, it has appointed the Company Secretary to support various activities of the Board of Directors and assist the Board of Directors in performing its duties in accordance with the laws and good corporate governance principles prescribed by the Stock Exchange of Thailand. Therefore, the Board of Directors views that it is appropriate to prescribe a charter of the Company Secretary as follows:

### 1. Objectives

The Company Secretary has been appointed to support the Board of Directors in performing its duties efficiently and in accordance with the laws and good corporate governance principles.

### 2. Duties and responsibilities of the Company Secretary

The Company Secretary must perform his/her duties responsibly, with due care and honesty according to the Securities and Exchange Act. The roles, duties, and responsibilities of the Company Secretary are as set out below:

#### Duties

- 2.1 To prepare and maintain the following documents:
  - (a) register of directors;
  - (b) notices to the Board of Directors' meetings, minutes of the Board of Directors' meetings, and the annual reports of the Company;
  - (c) notices to shareholders' meetings and minutes of the shareholders' meetings;
- 2.2 To maintain record of transactions with conflict of interest as reported by director or executive;
- 2.3 To submit a copy of conflict of interest report to the Chairman of the Board of Directors and the Chairman of the Audit Committee for acknowledgement within 7 business days from the date on which the Company receives the report. And the Company must have a system in keeping documents or evidence relating to disclosure of information and ensure that they are being kept correctly, complete, and verifiable from the date on which such document or information is prepared.
- 2.4 To perform any other act as announced by the Capital Market Supervisory Board.





- 2.5 To promote the Company's business operation to be accordance with good corporate governance principles.
- 2.6 To provide preliminary advice and recommendations to the Board of Directors and specific committee on issues relating to laws, regulations, Articles of Association of the Company, and good corporate governance practice by monitoring proper compliance on a regularly basis, including reporting significant changes to the Board of Directors.
- 2.7 To provide advice and recommendation in taking the position by the newly appointed director.
- 2.8 To liaise with shareholders in order to inform the rights of shareholders and the Company's news.

#### Responsibilities

The Company Secretary must perform his/her duties responsibly, with due care and honesty and must comply with the laws, objectives, Articles of Association, resolutions of the Board of Directors and resolutions of shareholders' meeting of the Company and according to the Securities and Exchange Act.

### 3. Work practice of the Company Secretary

The Company Secretary must perform his/her duties responsibly, with due care and honesty and must comply with the laws, objectives, Articles of Association, resolutions of the Board of Directors and resolutions of shareholders' meeting of the Company whereas:

- 3.1 Any decision must be made based on, to the best of his/her knowledge, sufficient information.
- 3.2 Any decision must be made without any conflict of interest, whether directly or indirectly, in the matter being decided and in good faith for the best interest of the Company.
- 3.3 Acting with legitimate and appropriate intention and shall not act in material conflict with or in contrary to the interests of the Company.
- 3.4 Not taking advantage by using of the Company's information, unless it is information that has been disclosed to the public or use the Company's assets or business opportunities in a manner that violates general rules or practice as prescribed in the notification of the Capital Market Supervisory Board.





3.5 Not entering into any agreement or contract which may create conflict of interest with the Company or its employee or customer or create conflict of interest in performing his/her duties.

**4. Cessation or inability to perform duties as the Company Secretary**

Set out below are guidelines in the event that the Company Secretary ceases from his/her position or is unable to perform his/her duties as the Company Secretary.

- 4.1 The Board of Directors shall appoint a new company secretary within 90 days from the date on which the former Company Secretary vacates the office or unable to perform his/her duties.
- 4.2 The Board of Directors has the authority to assign any director to act as company secretary while the Company Secretary vacates office or unable to perform his/her duties.
- 4.3 The Chairman of the Board of Directors shall inform the name of the Company Secretary to the Office of the Securities and Exchange Commission within 14 days from the date of appointing of person for such position.
- 4.4 The Office of the Securities and Exchange Commission shall be informed of the place for storage of documents according to Items 2.1 and 2.2.

This Charter of the Company Secretary shall be effective on 23 February 2021.

Announced 23 February 2021

Signed.....

(Mr. Weidt Nuchjalearn)

Chairman of the Board of Directors  
Siamrajathanee Public Company Limited

