



**บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)**  
**TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED**

**กฎบัตรเลขานุการบริษัท**  
**Company Secretary Charter**  
**P-BOD-019**





## 1. Objective

Turnkey Communication Services Public Company Limited (the “Company”), through its Board of Directors, has appointed a Company Secretary. The Company Secretary plays a crucial role in supporting the operations of the Board of Directors and ensuring that the Company and its directors comply with laws, regulations, the Company's articles of association, and corporate governance practices. The Board of Directors has defined the scope of authority, duties, and responsibilities of the Company Secretary to ensure effective performance of their duties as assigned by the Board of Director.

## 2. Qualifications

- (1) The Company Secretary must have a degree in law or accounting and/or have completed training in courses related to the duties of a Company Secretary.
- (2) The Company Secretary must be a person with the knowledge, skills, and experience beneficial to the performance of their duties, to promote the operations of the Board of Directors based on good corporate governance principles.

## 3. Appointment, Term of Office, and Termination of Position

### (1) Appointment

- (1) The Company Secretary must be appointed by the Board of Directors.

### (2) Term of Office

- (1) The term of office for the Company Secretary is one (1) year from the date of the resolution of appointment. Upon the expiration of the term, the Company Secretary shall continue to perform their duties until the Board of Directors resolves to appoint a new Company Secretary.
- (2) If the position of Company Secretary becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a qualified individual as the new Company Secretary within ninety (90) days from the date the previous Company Secretary vacated the position or became unable to perform their duties. The Board of Directors may delegate any director to perform the duties during this period.

### (3) Termination

The Company Secretary shall vacate their position upon:

- (a) Expiration of the term,
- (b) Death,
- (c) Resignation,
- (d) A resolution by the Board of Directors for removal.



#### 4. Powers, Duties, and Responsibilities

- (1) The Company Secretary must perform their duties with responsibility, caution, and integrity, and must comply with the law, the Company's objectives, articles of association, resolutions of the Board of Directors, and resolutions of the shareholders' meetings, using the criteria related to directors under Section 89/23 of the Securities and Exchange Act.
- (2) Organize meetings of the Board of Directors and shareholders in accordance with the law, the Company's articles of association, relevant company regulations, charters, and best practices.
- (3) Record and prepare meeting minutes, ensuring they are complete within the legally specified timeframe.
- (4) Communicate the resolutions and policies of the Board of Directors and shareholders to the relevant executives and monitor compliance with these resolutions and policies, as well as coordinate and follow up on the implementation of the resolutions of the Board of Directors and shareholders' meetings.
- (5) Prepare and maintain the register of directors, meeting notices, and minutes of the Board of Directors' meetings, shareholders' meeting notices and minutes, and the Company's annual report, ensuring a good document storage system for easy retrieval and confidentiality.
- (6) Ensure the disclosure of information and reporting of various information in accordance with the regulations, announcements, and requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission, and other relevant regulatory bodies, as well as good corporate governance principles.
- (7) Maintain records of conflicts of interest and independence certificates reported by directors or executives and send copies of these reports and certificates to the Chairperson of the Board and the Chairperson of the Audit Committee within seven (7) business days from the date the Company receives the report.
- (8) Maintain copies of reports on changes in the securities holdings of directors or executives.
- (9) Provide information and advice to directors on compliance with laws related to the Company's business operations, company regulations, rules, and articles of association, including good corporate governance policies, maintaining the status of a listed company on the Stock Exchange of Thailand, and reporting significant changes in legal requirements to directors and executives.
- (10) Ensure that the Company Secretary's office serves as the central repository of corporate records, such as the corporate registration certificate, memorandum of association, articles of association, etc.
- (11) Perform other duties as required by law and/or as assigned by the Board of Directors and/or as specified by the Capital Market Supervisory Board.



**5. Reporting**

The Company Secretary reports directly to the Board of Directors.

**6. Principles of Conduct for the Company Secretary**

The Company Secretary must perform their duties with responsibility, caution, and integrity, and must comply with the law, the Company's objectives, articles of association, resolutions of the Board of Directors, and resolutions of the shareholders by:

- (1) Acting in good faith for the best interests of the Company.
- (2) Not exploiting confidential company information, unless it is publicly disclosed, or using the Company's assets or business opportunities in a manner that violates the rules or general practices as prescribed by the Securities and Exchange Commission, the Stock Exchange of Thailand, and relevant laws.

This Charter of the Company Secretary was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

.....

(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors