 Jaymart GROUP	Charter of the Corporate Secretary	
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Charter of the Corporate Secretary



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Introduction

The Board of Directors of Jaymart Group Holdings Public Company Limited has appointed a Company Secretary to support various activities of the Board of Directors, ensuring that both the Board and the Company perform their duties in compliance with legal requirements and in alignment with the principles of good corporate governance.

Qualifications and Operations

1. The Board of Directors shall select the person to serve as the Company Secretary from individuals who possess the following qualifications:

- 1.1. Basic knowledge of the principles and regulations of relevant supervisory authorities concerning the Public Limited Companies Act and the Securities and Exchange Act.
- 1.2. Knowledge and understanding of good corporate governance principles and best practices in corporate governance.
- 1.3. Knowledge of the Company's business and strong communication skills.

The Company Secretary may also serve concurrently as the Secretary to the Board of Directors.


2. In the event that the Company Secretary vacates the position or is unable to perform their duties:

- 2.1. The Board of Directors shall appoint a new Company Secretary within 90 days from the date the former Company Secretary vacates the position or is unable to perform their duties.
- 2.2. The Board of Directors shall have the authority to assign any one of its members to temporarily perform the duties of the Company Secretary during the period in which the position is vacant or the Company Secretary is unable to perform their duties.

Once the Company has been listed on the Stock Exchange of Thailand, the Chairman of the Board shall notify the Office of the Securities and Exchange Commission (SEC) of the name of the Company Secretary within 14 days from the date of the appointment of the responsible person for such position.

3. Scope of Authority, Duties, and Responsibilities

- 3.1. Prepare and maintain the register of the Company's directors, notices of Board of Directors' meetings, minutes of Board of Directors' meetings, the Company's annual reports, notices of shareholders' meetings, and minutes of shareholders' meetings.
- 3.2. Establish a system for storing documents and evidence related to the disclosure of the following information, and ensure that such documents or evidence are maintained accurately, completely, and in a manner that can be inspected for a period of no less than 5 years from the date of their creation:
 - 3.2.1. Information supporting the resolutions of shareholders' meetings.

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- 3.2.2. Financial statements and reports on the Company's financial position and operating results, or any other reports required to be disclosed under the Securities and Exchange Act.
- 3.2.3. The Company's opinion regarding a tender offer for the Company's shares made to all shareholders.
- 3.2.4. Any other information or reports about the Company's business prepared for dissemination to shareholders or the general public, as prescribed by the Capital Market Supervisory Board.
- 3.2.5. Maintain records of conflict-of-interest reports submitted by directors or executives, and deliver copies of such reports to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the Company receives the reports.
- 3.2.6. Provide preliminary advice on relevant laws, rules, and regulations as required by the Board of Directors, and report any significant changes to laws and regulations to the Board of Directors.
- 3.2.7. Organize shareholders' meetings and Board of Directors' meetings in compliance with applicable laws, the Company's Articles of Association, and relevant best practices.
- 3.2.8. Record minutes of shareholders' meetings and Board of Directors' meetings, and monitor the implementation of resolutions passed at such meetings.
- 3.2.9. Oversee the disclosure of information and reports under the Company Secretary's responsibility to relevant regulatory bodies.
- 3.2.10. Oversee the activities of the Board of Directors and ensure compliance with laws, and/or the requirements of the Capital Market Supervisory Board, and/or any assignments from the Board of Directors.
- 3.2.11. Perform any other duties as prescribed by the Capital Market Supervisory Board.

The retention of the aforementioned documents and evidence shall include retention in a computer system or any other system that allows retrieval without alteration of the content.

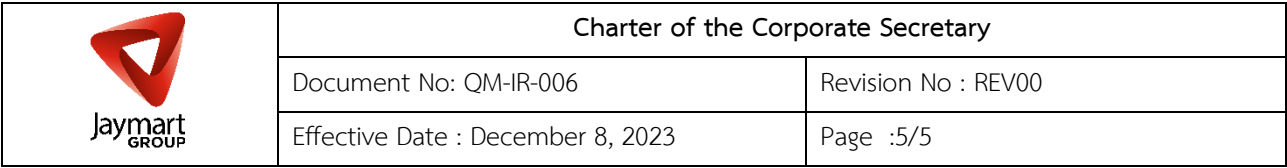
This Company Secretary Charter shall be reviewed at least once a year to ensure that it remains appropriate, relevant to current circumstances, and up to date.

This policy shall be effective from December 8, 2023, onwards.



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Approving Authority of the Company Secretary Charter
Mr. Pisnu Pong-Acha
Chairman of the Board of Directors



Revision History

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