

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

## **Duty and Responsibilities of Company**

### **Secretary**

Approved by the Board of Directors Meeting No. 1/2020 held on 8 September 2020.

## **Winnergy Medical Public Company Limited**

### **Duty and Responsibilities of Company Secretary**

In order to comply with the Securities and Exchange Act B.E. 2535, which stipulated in Section 89/25 that the Board of Directors must appoint a company secretary to be responsible for performing various actions on behalf of the company or the Board of Directors, depending on the case.

Therefore, the Board of Directors have resolved to determine the duties and responsibilities of the Company Secretary so that the individual holding the duty of the company secretary acknowledges the roles, duties, and responsibilities of carrying out various tasks in accordance with their duties correctly and completely. Therefore, the duties and responsibilities of the Company Secretary have been defined as follows:

1. Advise on rules, regulations, laws, practices, as well as other business-related criteria that the Board of Directors should be aware of.
2. Perform duties responsibly with caution and honesty, including having to comply with the law, objectives, regulations of the Company, the Board's resolution, as well as resolutions of the shareholders' meeting, while coordinating the implementation of the resolutions of the Board of Directors and resolutions of the shareholders' meeting.
3. Supervise and organize the meeting of the Board of Directors, meetings of various sub-committees, including the meetings of shareholders.
4. Prepare and record the following documents-
  - (a) Register of Directors
  - (b) Notice of Board Meetings, Board Meeting Minutes, and annual reports of the Company
  - (c) Invitation letter for the meeting of shareholders and the corresponding meeting minutes.
5. Prepare and maintain reports on interests reported by the Board of Directors or executives.
6. Submit a copy of the report on interest under Section 89/14 to the Chairman and Chairman of the Audit Committee within 7 (seven) working days from the date the company received the report.
7. Manage information disclosure and complete information reporting to relevant agencies to comply with the law.
8. Coordinate with relevant regulatory agencies such as the Stock Exchange of Thailand, Securities and Exchange Commission, Thailand Securities Depository Center, etc.
9. Organize Board Orientation for new members of the Board of Directors so that new directors of the Company are informed of the Company's information, rules and regulations, corporate governance policy, and business ethics to perform perfectly and efficiently.

10. Provide information and advice to the Board of Directors regarding development and succession plans.
11. Supervise and provide recommendations to the Board of Directors for the development and improvement of self-assessment guidelines of the Board of Directors to comply with and be suitable for nature and business conditions of the Company.
12. Encourage directors, executives, and employees of the Company and its subsidiaries to follow the principles of good corporate governance.
13. Perform other actions as specified in the notification of the Capital Market Supervisory Board.
14. Perform any other tasks as assigned by the Board of Directors.

This charter is effective from 8 September 2020 onwards.

(Asst. Prof. Dr. Terdsak Rojsurakitti)

Chairman, Board of Directors

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