



Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Policy Re: Nomination and Appointment of Directors and Executives	Document No.	OMD 2560/16
		Effective on	25 December 2017
	Approved by: Resolution of the Board of Directors Meeting No. 9/2560 dated 18 December 2017	Issue No.	2.0
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Message from the Chairman of the Directors

The Company's Directors are aware of the significance of the operation to comply with the good governance. Therefore, they are determined to operate the business with justice, transparency and accountability under the responsibility to all stakeholders. To administrate the operations, it is necessary to set up the qualified Directors of different fields to provide consultation and advices to the Company in compliance with the principle of good governance.

To determine the remuneration of the Directors with transparency and operational principles, the Company has made "Nomination and appointment of Directors and Executives" to be a framework and guideline in nomination of all committees and proposal for the consideration. It shall be reported to the supervising agency for teir acknowledgement of the principle,

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1. Definition

“Company”	Gunkul Engineering Public Co., Ltd.
“Subsidiaries affiliates”	Subsidiaries and affiliates of Gunkul Engineering Public Co., Ltd.
“Directors”	Directors of Gunkul Engineering Public Co., Ltd.
“Audit Committee”	Audit Committee of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee”	Risk Management Committee of Gunkul Engineering Public Co., Ltd.
“Nomination and Remuneration Committee”	Nomination and Remuneration Committee of Gunkul Engineering Public Co., Ltd.
“Good Governance Committee”	Good Governance Committee of Gunkul Engineering Public Co., Ltd.
“Administration Committee”	Administration Committee of Gunkul Engineering Public Co., Ltd.
“Nomination”	The filtering and selection process to find the qualified and competent persons suitable to serve as a committee and high-ranked executive of the organization.
“Appointment”	The assignment of role, authority and responsibility to a person upon his assuming of the committee position. The authority scope shall be in accordance with the prescribed charter of each committee. This shall include the high-ranked executives of the organization, and the authority scope shall be in accordance with the policy on the prescribed authority and responsibility of the high-ranked executives.

2. Objectives

The policy of “Nomination and appointment of Directors and Executives” is prepared to serve as a framework and guideline in nomination of the qualified and competent Directors and executives suitable to the Company’s demands in compliance with the Good Governance. In addition, the policy shall promote the effective management to lead the Company to the sustainable progress and development.

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3. Organizational Directors Structure

The Director structure comprises;

- 3.1 Board of Directors
- 3.2 Audit Committee
- 3.3 Risk Management Committee
- 3.4 Nomination and Remuneration Committee
- 3.5 Good Governance Committee
- 3.6 Administration Committee
- 3.7 Other committee (if any)


4. Principles on Nomination and Appointment

4.1 Qualification of Directors and committees

The qualification of Directors and committees shall be in accordance with each committee's charter, the laws, the requirements of the relevant supervising agency and the Company's association.

4.2 Qualification of Executives

- 4.2.1 The executives shall have knowledge, capability, experience and specialized qualification necessary and beneficial to the organization's business operation.
- 4.2.2 The executives have leadership and intuitive vision.
- 4.2.3 The executives shall be capable in preparation of strategy and organization management.
- 4.2.4 The executives shall obtain the recognition from the relevant business organizations.

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5. Nomination and Appointment Process

The Board of Directors sets up the nomination and appointment process to comply with the principle of good governance based on transparency and accountability. The consideration process shall be as follows;

- 5.1 The Nomination and Remuneration Committee considers and nominates the committees and/or the high-ranked executives of the organization in accordance with the principle in item 4.
- 5.2 The Nomination and Remuneration Committee proposes the personal data and qualification of the committee to the Board of Directors for the approval.
- 5.3 The Board of Directors approves the appointment of the committee.
- 5.4 In case of the nomination of the Director retired by rotation or the nomination of the Director in replacement of the retired Director whose term is less than 2 months to propose to the shareholders' meeting for the appointment.

According to the Company's policy, the Company allows the minor shareholders to propose the qualified person to serve as the Director in the Ordinary General Meeting of Shareholders. In this regard, the Company shall notify of the proposal through the system of the Stock Exchange of Thailand, so that the shareholders are notified thereof in advance of the meeting day.


6 Report

The Directors are responsible for disclosure of the following issues in the annual report and the annual information declaration.

- 6.1 Policy and criteria on the nomination and appointment of all committees.
- 6.2 Personal data of all committees and executives of the organization with the name, surname, position, age, educational background, the shareholding proportion, the family relation with the executives, the last 5 years of working experience and the record of trainings in the past year. It shall be indicated whether he is an independent committee or authorized committee whose signature can legally bind the Company in accordance with the regulations of the supervising agency.

7 Policy Review

This policy shall be yearly reviewed.

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Revision Record

Document No.	Issue No. /Revision No.	Date	Revised part	Reason of revision	Date of Cancellation
OMD 2559/10	1.0	29 December 2016	Rewritten	To comply with the principles of the supervising agency and the current operations	25 December 2017
OMD 2560/16	2.0	25 December 2017	Reviewed	To comply with the principles of the supervising agency and the current operations	-