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Company Secretary Charter

Asset Five Group Public Company Limited

The Board of Directors Meeting No. 5/2023 resolved to appoint Ms. Sasiprapha Saengchai as the Company Secretary, effective from 13 November 2023. Ms. Sasiprapha has served in the capacity of Company Secretary since 2012 and completed the Company Secretary professional development and training programs organized by the Thai Listed Companies Association (Thai LCA) in 2022, together with other relevant continuing education programs. Such training supports the enhancement of knowledge, understanding, and effectiveness in performing the duties of a Company Secretary in accordance with the principles of Good Corporate Governance and the requirements of relevant regulatory authorities. The appointment of the Company Secretary is in compliance with Sections 89/15 and 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008), which require the Board of Directors to appoint a Company Secretary to provide advice to the Board regarding applicable laws, regulations of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and the Company's Articles of Association, as well as to oversee and facilitate the Board's operations in accordance with the principles of Good Corporate Governance in an appropriate, transparent, and effective manner.

1. Qualifications, Appointment, Removal, and Term of Office

Qualifications

1. The Company Secretary shall not possess any prohibited characteristics as prescribed by applicable laws and regulatory authorities.

2. The Company Secretary shall possess knowledge, competence, and experience in law, accounting, finance, corporate governance, or related fields, or have completed recognized professional training programs such as the Company Secretary Program (CSP), Company Secretary Refresher Program (CSR), or other relevant courses organized by the Thai Institute of Directors Association (IOD), the professional development programs of the Thai Listed Companies Association (Thai LCA), or other institutions accredited by regulatory authorities.

3. The Company Secretary shall be able to devote sufficient time and effort to the performance of duties and responsibilities and shall continuously keep abreast of new laws, regulations, and best practices relating to corporate governance.

4. The Company Secretary shall not possess any prohibited characteristics under the Public Limited Companies Act or any other applicable laws and regulations and shall have no history of fraudulent conduct or any behavior that may adversely affect the credibility or reputation of the Company.

5. The Company Secretary shall perform duties with integrity, due care, and professionalism, while adhering to applicable professional ethics and taking into consideration the best interests of the Company, its shareholders, and all stakeholder groups.

Appointment and Removal

To comply with the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), the Company shall prepare and submit the required documentation relating to the appointment of the Company Secretary as follows:

1. Prepare a copy of the Board of Directors' meeting minutes containing the resolution approving the appointment of the Company Secretary, together with the notification form for the appointment or change of the Company Secretary (Form 89/15-2) duly signed by the Chairman of the Board and attach the profile of the Company Secretary. Such documents shall be submitted within three (3) business days from the date of the Board resolution or the effective date of the appointment/change, whichever occurs first.

2. The Company Secretary shall vacate office or be replaced with the occurrence of any of the following events:

(a) Resignation;

(b) Death;

(c) Removal by a resolution of the Board of Directors. Such resolution must be approved by not less than three-fourths (3/4) of the directors attending the meeting and having voting rights.

In the event of any change or termination of the Company Secretary's appointment, the Company shall submit a report of such change to the SEC within three (3) business days from the date of the Board resolution or the effective date of the change, whichever occurs first.

3. Announce the appointment or change of the Company Secretary through the SETLink system within three (3) business days from the date of the Board resolution or the effective date of the change, whichever occurs first, together with the reasons for such appointment or change.

4. Disclose information relating to the appointment or change of the Company Secretary in the Annual Report and the Annual Registration Statement (Form 56-1 One Report), and/or publish such information on the Company's website to enable shareholders and stakeholders to review the information in a transparent manner.

5. Any appointment or change of the Company Secretary must be approved by the Board of Directors, and evidence of the submission of reports to the relevant regulatory authorities shall be maintained for internal verification and audit purposes.

Term of Office

The Company Secretary shall remain in office for as long as the Board of Directors deems appropriate. If the position of Company Secretary becomes vacant, the Board of Directors shall appoint a qualified person as the new Company Secretary within ninety (90) days from the date on which the former Company Secretary resigns, vacates office, or is otherwise unable to perform his or her duties.

During the recruitment and appointment process, the Board of Directors shall designate a director, an executive, or another suitably qualified individual to perform the duties of the Company Secretary on an interim basis until a new Company Secretary is appointed.

2. Duties and Responsibilities

The Company Secretary's primary responsibility is to support the Board of Directors in ensuring that the Company's operations are conducted in compliance with applicable laws, the Company's Articles of Association, and the principles of Good Corporate Governance. The scope of duties and responsibilities is as follows:

1. Board and Shareholders' Meetings

1.1 Prepare meeting schedules, agendas, and supporting documents for meetings of the Board of Directors, Board Committees, and shareholders' meetings, ensuring that such documents are accurate, complete, and distributed within the timeframe prescribed by law.

1.2 Ensure that meetings are conducted in compliance with the Public Limited Companies Act B.E. 2535 (1992), the Company's Articles of Association, and the regulations of the Securities and Exchange Commission (SEC).

1.3 Record minutes of Board of Directors' meetings and shareholders' meetings accurately and completely and maintain such records and related documents in a manner that allows for future reference and verification.

1.4 Follow up on the implementation of resolutions passed by the Board of Directors and shareholders to ensure that such resolutions are carried out completely and on a continuous basis.

2. Preparation and Maintenance of Important Corporate Documents

2.1 Prepare and maintain the Company's important documents, including:

- Register of Directors
- Notices and minutes of Board of Directors' meetings
- Notices and minutes of shareholders' meetings
- Reports on securities holdings of directors and executives
- Annual Report and Annual Registration Statement (Form 56-1 One Report) / Sustainability Report (SD Report)
- Reports on interests of directors and executives
- Other important documents as required by law

2.2 Ensure that the Company Secretary Office serves as the central repository of corporate information, including the Company Affidavit, Memorandum of Association, Articles of Association, shareholders' register, and other important corporate documents.

3. Legal and Corporate Governance Advisory

3.1 Provide advice and recommendations to the Board of Directors and Board Committees regarding applicable laws, the Company's Articles of Association, the Code of Business Conduct, and Good Corporate Governance practices.

3.2 Inform the Board of Directors of any significant changes in laws, regulations, or new regulatory requirements that may have a material impact on the Company.

3.3 Monitor and ensure that directors and executives make disclosures in accordance with the requirements of the Securities and Exchange Commission (SEC), including reports on changes in securities holdings and derivatives positions of directors and executives (Form 59), the Annual Report and Annual Registration Statement (Form 56-1 One Report), and other relevant disclosure reports and regulatory filings.

4. Coordination with Regulatory Authorities and Shareholders

4.1 Coordinate with the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and other relevant regulatory authorities to ensure that the Company complies fully with applicable laws, regulations, and requirements.

4.2 Submit required reports and filings, including the Annual Report and Annual Registration Statement (Form 56-1 One Report), meeting reports, and significant resolutions, to the relevant authorities within the prescribed timeframes.

4.3 Oversee the disclosure of the Company's information to ensure that it is transparent, accurate, complete, and timely, and in compliance with all applicable disclosure requirements and regulations.

4.4 Communicate with shareholders and facilitate the exercise of their rights, including the submission of agenda items in advance of shareholders' meetings, the nomination of candidates for election as directors, and inquiries regarding the Company's business and operations.

5. Support for the Board of Directors and Board Committees

5.1 Coordinate with the Chairman of the Board and all directors to ensure that the Board of Directors performs its duties effectively and efficiently.

5.2 Communicate resolutions of the Board of Directors and shareholders' meetings to the relevant management and business units for implementation and further action.

5.3 Monitor and facilitate the implementation of resolutions in accordance with the principles of Good Corporate Governance and periodically report progress to the Board of Directors.

6. Administration and Other Duties

6.1 Coordinate and arrange orientation programs for newly appointed directors (Director Orientation), including providing guidance on their roles, duties, responsibilities, and rights as directors.

6.2 Oversee Board activities to ensure compliance with applicable laws and regulations and perform other duties as required by the Board of Directors or prescribed by the Capital Market Supervisory Board.

6.3 Perform such other duties as may be assigned by the Board of Directors in order to promote the best interests of the Company and its shareholders.

6.4 Promote ESG and sustainability governance by supporting the Board of Directors in integrating ESG principles into the Company's strategic planning and corporate policies.

7. Succession and Replacement in the Event of Vacancy

If the Company Secretary vacates office or is unable to perform his or her duties, the Board of Directors shall appoint a new Company Secretary within ninety (90) days from the date the position becomes vacant to ensure the continuity and effectiveness of the Company Secretary function.

3. Communication and Disclosure to Shareholders

The Company Secretary serves as the central communication channel between the Board of Directors, shareholders, and regulatory authorities to ensure that the Company's disclosures are transparent, accurate, and equitable. The key responsibilities include the following:

- Oversee the disclosure of information in the Annual Report and Annual Registration Statement (Form 56-1 One Report), corporate announcements, and the Company's website to ensure that such information is complete, accurate, timely, and verifiable, thereby enabling shareholders and stakeholders to access information on an equitable basis.
- Facilitate and support shareholders in fully exercising their rights, including making inquiries, proposing agenda items for shareholders' meetings, nominating candidates for election as directors, and expressing opinions regarding the Company's operations, in accordance with the principles of fairness and equitable treatment (Fair Treatment).
- Review and verify the accuracy of disclosed information to ensure compliance with applicable laws, regulations, and regulatory guidelines in terms of completeness, accuracy, and timeliness, thereby strengthening confidence in the Company's corporate governance standards.

4. Reporting to the Board of Directors

The Company Secretary shall prepare and submit a report on the performance of duties and responsibilities under his or her supervision to the Board of Directors at least once annually, to keep the Board informed of:

- Progress in implementing the Company's Good Corporate Governance framework and initiatives;
- Performance and developments relating to the Code of Business Conduct, Anti-Corruption Policy, and governance-related risk management activities;
- Key issues, challenges, recommendations, and concrete improvement measures.

Such reports shall be maintained and retained as supporting documentation for:

- The performance evaluation of the Company Secretary (Secretary Performance Evaluation);
- The evaluation of Board effectiveness (Board Effectiveness Evaluation);
- Supporting the preparation of the Corporate Governance Report (CGR Report), the Annual Report, and the Annual Registration Statement (Form 56-1 One Report).

In addition, the Company Secretary shall promptly report to the Board of Directors any identified violations of laws, regulations, the Company's Articles of Association, or corporate governance policies, so that the Board may consider appropriate corrective actions and exercise timely oversight.

5. Development and Training of the Company Secretary

The Company recognizes the importance of continuously developing the knowledge, competencies, and capabilities of the Company Secretary to ensure the effective performance of duties in accordance with the principles of Good Corporate Governance and professional standards. Accordingly, the Company encourages and supports the Company Secretary in attending training programs and professional development activities organized by regulatory authorities, professional organizations, or accredited institutions, both domestically and internationally.

The Company Secretary should participate in training programs at least once a year or engage in Continuous Professional Development (CPD) activities in order to maintain the qualifications required by the Stock Exchange of Thailand and to enhance knowledge in relevant areas, including capital market and securities laws, Good Corporate Governance, Risk Management, ESG and Sustainability (Environmental, Social, and Governance), and Data Governance and Digital Transformation.

The Company also encourages the Company Secretary to attend professional programs organized by the Thai Institute of Directors Association (IOD), such as the Company Secretary Program (CSP), Corporate Governance Program (CGP), or other equivalent programs recognized by regulatory authorities, in order to enhance professional standards and strengthen the ability to provide effective advice and support to the Board of Directors.

6. Protection and Support for the Performance of Duties

The Company recognizes the important role of the Company Secretary in ensuring that the Board of Directors and management comply with the principles of Good Corporate Governance, applicable laws, and regulatory requirements. Accordingly, the Company has established measures to provide support and protection for the Company Secretary in the performance of his or her duties as follows:

Operational Support

The Company shall support the Company Secretary in performing duties independently and shall provide access to information, documents, and relevant personnel involved in the Company's business operations, enabling the Company Secretary to provide accurate and complete advice and reports to the Board of Directors.

Protection of Independence and Integrity

The Company Secretary shall be protected from retaliation, undue influence, interference, harassment, or disciplinary action arising from the good-faith performance of duties carried out transparently and in the best interests of the Company and its shareholders. The Company shall respect and uphold the principle of the Independence of the Company Secretary in accordance with the standards and best practices of the Stock Exchange of Thailand.

Resource Support

The Company shall allocate adequate budget, tools, and technological resources to the Company Secretary to enable the effective performance of corporate governance, meeting administration, and disclosure-related responsibilities.

7. Role Review and Performance Evaluation

The Board of Directors shall review the role, scope of duties, and responsibilities of the Company Secretary at least once a year to ensure that such role remains appropriate, up to date, and aligned with applicable laws, regulations, and the corporate governance principles of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC), as amended from time to time.

The Company Secretary shall be subject to an annual performance evaluation based on criteria covering operational effectiveness, accuracy and timeliness of communication, ability to provide advice to the Board of Directors, and support for the Company's good corporate governance practices.

The results of such evaluation shall be used as information for the continuous development of the Company Secretary's capabilities and shall be disclosed in the Annual Report and Annual Registration Statement (Form 56-1 One Report) under the corporate governance section to ensure transparency and accountability.

8. Reporting and Public Disclosure

The Company Secretary shall regularly report on the performance of duties and relevant information to the Board of Directors and shall ensure transparent public disclosure so that shareholders, investors, and all stakeholder groups can access information on an equitable and verifiable basis.

The Company Secretary shall ensure that information is disclosed in the Annual Report and Annual Registration Statement (Form 56-1 One Report) under the corporate governance section, and that material information is published on the Company's website in an accurate, complete, and up-to-date manner in accordance with the requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC). Such disclosure is intended to promote transparency, accountability, and the confidence of shareholders and stakeholders in the Company's good corporate governance system.

9. Charter Review

The Company Secretary shall review this Charter at least once a year or whenever there are changes to the Company's organizational structure or applicable laws and regulations.

This revised Company Secretary Charter for the year B.E. 2569 (2026) was approved by the resolution of the Board of Directors Meeting No. 5/2568 held on 12 November 2025 and shall become effective from 12 November 2025 onwards.

Announced on 12 November 2025

- Manop Bongsadadt -

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(Assoc. Prof. Manop Bongsadadt)

Chairman of the Board of Directors

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