

For Consideration on Agenda no. 5

Directors who retire by rotation and being proposed to be re-appointed as Directors



1. Mrs. Saowanee Kamolbutr : Chairman of the Audit Committee / Independent Director / Vice Chairman of the Nomination and Remuneration Committee / Chairman of Risk Management

Age 65

Educational Qualifications/Training

- Bachelor of Arts in Political Science (Public Administration), Thammasat University
- Master of Arts Political Science (Public Administration) (M.Pol.Sci.), Thammasat University, Bangkok
- National Defense College (NDC 2015)
- Certificate (Class 7), Top Management Program, Capital Market Academy (CMA)
- Senior Executive Program (Kellogg – Sasin)
- The Management Development Program, Wharton School
- Director Certification Program (DCP), Institute of Directors (IOD), Class 69
- Advance Audit Committee Program (ACP), Institute of Directors (IOD)
- Role of the Compensation Committee (RCC), Institute of Directors (IOD)
- Role of the Chairman Program (RCP), Institute of Directors (IOD)
- Financial Institutions Governance Program (FGP), Institute of Directors (IOD)
- Advanced Security Management Program Alumni (ASMA.) Class No.4, The Association National Defense College of Thailand under the Royal Patronage of His Majesty the King

Percentage of Shareholding in the Company - None -

Family Relationship among Directors and Executives - None -

Work Experience

- | | |
|----------------|---|
| 2017 - Present | Independent Director / Member of Audit Committee Pacific Pipe Public Company Limited |
| 2016 - Present | Independent Director / Member of Audit Committee : Glow Energy Public Company Limited |
| 2016 - Present | Independent Director / Member of Audit Committee / Chairman of Good Corporate Governance Committee / Member of Risk Management Committee : FN Factory Outlet Public Company Limited |

Aug.2014 - Present	Honorary Director, Rajapark Institute
Aug.2014 – Present	Director, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
July 2014 - Present	Advisor, The Committee on Economics, Monetary Affairs and Finance, The Committee of the National Legislative Assembly
Apr.2014 – Present	Independent Director, Chairman of the Audit Committee and Vice Chairman of the Nomination and Remuneration Committee Carabao Group Public Company Limited
Apr.2013 – Present	Independent Director, and member of the Audit Committee Interlink Communication Co., Ltd
Nov.2012 – Present	Independent Director and Chairman of the Audit Committee T.K.S. Technology Public Company Limited

Director / Executive Position in Other Business

Listed Company	4 companies
Non-Listed Company	3 companies
Competitors / Related Businesses	None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2017	2018
Board of director meeting	5 / 5	7 / 8
Audit Committee	5 / 5	7 / 7
Nomination and Remuneration Committee	3 / 3	2 / 2
Risk Management	4 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1



2. Mr. Kamoldist Smuthkochorn / Director, Member of Risk Management

Age 58

Education

Bachelor of Technology (Hons.), Computing Studies, University of Bradford

Percentage of Shareholding in the Company - none -

Family Relationship among Directors and Executives Spouse of Mrs. Wongdao Thanombooncharoen

Experience

2015 - Present Director Carabao Group Public Company Limited

2015 - Present Director Carabao Tawandang Co., Ltd.

2015 - Present Director Asia Pacific Glass Co., Ltd.
 2015 - Present Director Tawandang DCM Co., Ltd.
 2014 – Present Member of the Executive Committee / Member of the Risk Management Committee and Deputy Managing Director / Marketing Carabao Group Public Company Limited
 2014 – Present Deputy Managing Director, Marketing Asia Pacific Glass Co., Ltd.
 2014 – Present Deputy Managing Director, Marketing Tawandang DCM Co., Ltd.
 2002 – 2013 Director, Marketing Carabao Tawandang Co., Ltd.

Director / Executive Position in Other Business

Listed Company None
 Non-Listed Company None
 Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2017	2017
Board of director meeting	5 / 5	7 / 8
Risk Management	4 / 4	3 / 4
Annual General Shareholders' meeting	1 / 1	- / 1



3. Mr. Romtham Setthasit / Director, Member of Risk Management

Age 33

Education

-Bachelor of Marketing, University of Wollongong, NSW, Australia
 Master of International Business, University of Queensland, QLD, Australia

Percentage of Shareholding in the Company - none -

Family Relationship among Directors and Executives Mr. Sathien Setthasit's son

Experience

- 2017 – Present Director / Member of Executive Committee / Member of Risk Management
 -2016 – 2017 Director / Assistant Managing Director CEO's Office, Carabao Group Public Company Limited
 -2014 – 2015 Department Director, CJ Express Group Company Limited
 2012 – 2013 Department Director, Tawandang Singapore Company Limited

Director / Executive Position in Other Business

Listed Company	None
Non-Listed Company	None
Competitors / Related Businesses	None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2017	2017
Board of director meeting	-	7 / 8
Annual General Shareholders' meeting	-	1 / 1

The nomination and appointment of director

Director Nomination

The nomination and remuneration have a duty to consider rules and qualification of directors and the qualifications of nominated persons as directors

Sources of nominated persons

The Company has provided the opportunity for its directors, management or advisors to participate in the nomination of qualified directors. In addition, the Company also allows the shareholders to nominate persons to be directors. Since November 9, 2017 until February 9, 2018 before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2018.

In 2018, there were no shareholders nominate the names.

Process of selection

The company focuses on the diversity of the board structure, professional skills, specialize experiences, by consideration of Board Experience for the fit of the structure, size and composition of the board and to improve the performance of the board.

Rules and Procedures for Appointment of Directors

In case of the director retired by rotation, the appointment of directors will be consider by Annual General Shareholders meeting.

1. For electing the director, each shareholder shall have votes equal to the number of shares held by them.
2. Electing the director will be vote one by one, shareholder have to elect the nominated person with all right to vote director individually.

In case of vacant positions due to reasons other than the expiration of the term of the director. The Director shall appoint a qualified person. And no legal prohibitions. To be a replacement for the next meeting. A person who is a replacement may only serve as the director for the remaining term of the director whom he replaces. The resolution of the appointment of such person must be approved by not less than three-fourths of the remaining directors.

Qualifications of Independent Directors

The nomination and remuneration committee will consider the qualifications of the persons appointed as independent directors by considering the qualifications and prohibited characteristics prescribed in the PLCA, the SEC Act, notifications of the Capital Market Supervisory Board, and other relevant notifications, regulations and/or rules. Furthermore, the board of directors will consider selecting persons with qualifications experience and suitability to be the Company's independent directors and propose them to the shareholders meeting for consideration and appointment as Company's directors. It is the Company's policy to ensure that the number of independent directors shall constitute at least one-third of the Company's board of directors and not fewer than three members. The board of directors has specified the qualifications of an independent director, which is equal to the minimum requirements of SEC., and stricter than the requirements of the SET as follows:

(a) an independent director must not hold shares exceeding one percent of the total shares with voting rights of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company. Such percentage shall include shares held by related persons of such independent director;

(b) an independent director shall not be or have been an executive director, employee, staff and consultant who receives a regular salary or a controlling person of the Company, the parent company, the subsidiaries, the associate companies, the same-level subsidiaries, major shareholders, or controlling persons of the Company, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(c) an independent director shall not be related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of another director, executive, major shareholder, controlling person to be nominated as an executive director or controlling person of the Company or the subsidiaries;

(d) an independent director shall not have or have had a business relationship with the Company, the parent company, the subsidiaries, the associate companies, major shareholders or controlling persons of the Company in the manner that may prevent free judgment, and shall not be or have been a significant shareholder or controlling person of a person related to the business of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, unless such relationship ended at least two years before the date of submission of the application to the Office of the SEC;

(e) an independent director shall not be or have been an auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person of or a partner in the auditing office in which the auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company works, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(f) an independent director shall not be or have been a provider of any professional service, including legal advisory or financial advisory service receiving more than Baht two million of service charges per year from the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and

shall not be a significant shareholder, controlling person or a partner of the service provider, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(g) an independent director shall not be a director appointed as the agent of the directors of the Company, major shareholders, or shareholders related to a major shareholder;

(h) an independent director shall not operate a business of the same nature with and in competition with the business of the Company or the subsidiaries and shall not be a significant partner in a partnership, or be an executive director, employee, staff and consultant who receives a regular salary, or hold shares exceeding one percent of the total shares with voting rights, of another company operating a business of the same nature with and in competition with the business of the Company or the subsidiaries.

(i) an independent director shall not possess any other characteristics that prevent them from freely giving an opinion regarding the Company's operation.