

For Consideration on Agenda no. 5

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



1. Mr. Sathien Setthasit :

Chairman of the Board of Directors / Chairman of the Executive Committee / Chairman of the Nomination and Remuneration Committee / Chief Executive Officer

Age 64 year

Educational Qualifications/Training

B.A. (Political Science), Sukhothai Thammathirat Open University

Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Percentage of Shareholding in the Company 34.37 (Included Sathientham Holding and Northend Investment Ltd.

Family Relationship among Directors and Executives - None -

Work Experience

2014 – Present	Chairman of the Board of Directors Chairman of the Executive Committee Chairman of the Nomination and Remuneration Committee Chief Executive Officer Carabao Group Public Company Limited
2018 – Present	Director Tawandang Logistic Co.,Ltd. TD Tawandang Co.,Ltd. Express Med Co.,Ltd
2014 – Present	Chairman of the Board of Directors Asia Pacific Glass Co., Ltd.
2012 – Present	Chairman of the Board of Directors Tawandang DCM Co., Ltd.
2013 – Present	Chairman of the Board of Directors Carabao Group Public Company Limited
2002 – Present	Chairman of the Board of Directors Carabao Tawandang Co., Ltd.

Director / Executive Position in Other Business

Listed Company	None
Non-Listed Company	11 companies
Competitors / Related Businesses	None

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



2. Mr. Yuenyong Opakul

Member of the Board of Director/ Senior Deputy Managing Director

Age 64 year

Education

-Honorary Doctorate (Liberal Arts), Bangkok Thonburi University

-Honorary Doctorate (Thai Popular Music), Ramkhamhaeng University

-Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Percentage of Shareholding in the Company 14.21

Family Relationship among Directors and Executives Spouse of Mrs. Linjong Opakul

Experience

2014 – Present Senior Deputy Managing Director Carabao Group Public Company Limited

2014 – Present Member of the Board of Directors Asia Pacific Glass Co., Ltd.

2014 – Present Member of the Board of Directors Tawandang DCM Co., Ltd.

2013 – Present Member of the Board of Directors Carabao Group Public Company Limited

2002 – Present Member of the Board of Directors / Senior Deputy Managing Director Carabao Tawandang Co., Ltd.

Director / Executive Position in Other Business

Listed Company	None
Non-Listed Company	2 companies
Competitors / Related Businesses	None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2017	2018
Board of director meeting	8 / 8	4 / 5
Annual General Shareholders' meeting	1 / 1	1 / 1



3. Miss Nutchamai Thanombooncharoen :

Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee /
Member of the Nomination and Remuneration Committee / Vice Chairman of the Risk
Management Committee / Managing Director

Age 56 year

Education

- B.A. (Social Sciences), Silpakorn University
- M.A. (Commerce and Accountancy), Thammasat University
- Director Certification Program (DCP), Thai Institute of Directors (IOD)
- Financial Statements for Directors (FSD) , Thai Institute of Directors (IOD)
- Risk Management Committee Program (RMP) , Thai Institute of Directors (IOD)
- Transformative HR System, Panyapiwat Institute of Management (PIM)
- Top Management Program, Capital Market Academy (CMA)
- Top Executive Program in Commerce and Trade (TEPCot)

Percentage of Shareholding in the Company 22.82

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

Experience

- 2014 – Present Vice Chairman of the Board of Directors / Vice Chairman of the
Executive Committee / Vice Chairman of the Risk Management
Committee / Member of the Nomination and Remuneration Committee
and Managing Director Carabao Group Public Company Limited
- 2017 – Present Member of the Board of Directors / Member of the Executive Committee
of Tawandang F&B Co.,Ltd.
- 2015 – Present Member of the Board of Directors and Member of the Executive
Committee of Tawandang Brewery 1999 Co.,Ltd.
- 2014 – Present Vice Chairman of the Board of Directors Asia Pacific Glass Co., Ltd.
- 2013 – Present Vice Chairman of the Board of Directors Carabao Group Public
Company Limited
- 2013 – Present Managing Director Carabao Tawandang Co., Ltd.
- 2012 – Present Managing Director Tawandang DCM Co., Ltd.

Director / Executive Position in Other Business

Listed Company	None
Non-Listed Company	6 Companies
Competitors / Related Businesses	None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2017	2018
Board of director meeting	8 / 8	5 / 5
Nomination and Remuneration Committee	2 / 2	3 / 3
Risk Management Committee	4 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	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 October 22, 2018 until January 21, 2019 before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2019.

In 2019, 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 considered 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.