

## For Consideration on Agenda no. 5

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

**1. Mr. Kanit Patsaman : Independent Director**

Member of the Board of Directors / Member of the Audit Committee

Member of the Nomination and Remuneration Committee

Member of the Risk Management Committee

Age 57 yearEducational Qualifications/Training

Bachelor of Economics, Ramkamhaeng University

MBA, National Institute of Development Administration

Percentage of Shareholding in the Company - None -Family Relationship among Directors and Executives - None -Work Experience

2017 – present	Member of the Board of Directors, Chairman of Audit Committee and Member of Risk Management Praram 9 Hospital
2016 - present	Member of the Board of Directors / Member of Audit Committee, Member of Nomination and Remuneration, Member of Risk Management Committee, Carabao Group Public Company Limited
2014 – 2016	Member of the Board of Directors, Carabao Group Public Company Limited
2013 – 2014	Member of the Board of Directors, Bank for Agriculture and Agricultural Co-operatives.

Director / Executive Position in Other Business

Listed Company	None
Non-Listed Company	1
Competitors / Related Businesses	None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2018	2019
Board of director meeting	5 / 5	5 / 5
Nomination and Remuneration Committee	3 / 3	3 / 3
Audit Committee	5 / 5	6 / 6
Risk Management Committee	4 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1



**2. Mr. Siripong Wongskhunti : Independent Director**

Member of the Board of Directors

Age 58 year

Education

Military Academy (Class 20)

Bachelor of Science, Chulachomkhalo Royal Military Academy (Class 31)

Generic Technology Course, DSTO, Australia 1994

Master of Political Science, Thammasat University, 2003

Percentage of Shareholding in the Company - None -

Family Relationship among Directors and Executives - None -

Experience

2018 - Present Director – General the War Veterans Organization of Thailand

2015 – 2017 Director – General, Defense Energy Department, Defense Industry and Energy Centre

2013 - 2014 Deputy Director – General, Defense Energy Department, Defense Industry and Energy Centre

2013 Expert, Office of the Permanent Secretary of Defense

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	
	2018	2019
Board of director meeting	5 / 5	5 / 5
Annual General Shareholders' meeting	1 / 1	1 / 1



**3. Miss Urawee Ngowroongrueng : Independent Director**

Member of the Board of Director / Member of the Audit Committee

Age 60 year

Education

Master's degree of Political Science (Public Administration) Thammasat University

Master of Intellectual Property, Franklin Pierce Law Center USA.

Master's degree of Law (Business Law) Thammasat University

Thai Bar Association Institute of Legal Education of the Thai Bar

Bachelor's degree of Law Thammasat University

Percentage of Shareholding in the Company - None -

Family Relationship among Directors and Executives - None -

Experience

Present - Legal Advisor, Ministry of Commerce

Past - Deputy Permanent Secretary (Management), Ministry of Commerce

- Legal Advisor, Ministry of Commerce

- Deputy Director General, Department of Business Development, Ministry of Commerce

- Deputy Director General, Department of Intellectual Property, Ministry of Commerce

- Associate judge Central Intellectual Property and International Trade Court

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	
	2018	2019
Board of director meeting	-	2 / 2
Audit Committee	-	2 / 2
Annual General Shareholders' meeting	-	-

## 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 6, 2019 until February 6, 2020 before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2020.

In 2020, 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.