

## 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 Director

Chairman of the Nomination and Remuneration Committee

Age 67

The date of appointment 18 March 2014

Number of years in the position of director 7 years (2014 – present)

Number of years in office until the end of term 10 years

Percentage of Shareholding in the Company 32.1

Family Relationship among Directors and Executives The father of Mr. Romtham Setthasit

Educational Qualifications/Training

- B.A. (Political Science), Sukhothai Thammathirat Open University
- Director Accreditation Program (DAP) #19/2004, Thai Institute of Directors (IOD)

Work Experience the past 5 years

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 PCL.

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 PCL.

2002 – Present Chairman of the Board of Directors Carabao Tawandang Co., Ltd.

Director / Executive Position in Other Business

Listed Company None

Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2020
Board of director meeting	7 / 7	6 / 6
Nomination and Remuneration Committee	2 / 2	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

**2. Mr. Yuenyong Opakul: Member of the Board of Directors**

<u>Age</u>	67
<u>The date of appointment</u>	18 March 2014
<u>Number of years in the position of director</u>	7 years (2014 – present)
<u>Number of years in office until the end of term</u>	10 years
<u>Percentage of Shareholding in the Company</u>	14.2
<u>Family Relationship among Directors and Executives</u>	None



Education

- Honorary Doctorate (Liberal Arts), Bangkok Thonburi University
  - Honorary Doctorate (Thai Popular Music), Ramkhamhaeng University
- Director Accreditation Program (DAP) #112/2014, Thai Institute of Directors (IOD)

Experience

2014 – Present	Senior Deputy Managing Director Carabao Group PCL.
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 PCL.
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
Competitors / Related Businesses	None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	2 / 7	6 / 6
Annual General Shareholders' meeting	1 / 1	1 / 1

**3. Gen Siripong Wongkhunti: Member of the Board of Director / Independent Director**

Age 60  
 The date of appointment 11 November 2016  
 Number of years in the position of director 5 years (2016 – present)  
 Number of years in office until the end of term 8 years  
 Percentage of Shareholding in the Company None  
 Family Relationship among Directors and Executives None



Education

- Military Academy (Class 20)
- Bachelor of Science, Chulachomklao Royal Military Academy (Class 31)
- Command and General Staff Officer Course, Class 71, Command and General Staff College
- Generic Technology Course, DSTO, Australia 1994
- Master of Political Science, Thammasat University, 2003
- The National Defense College Program Class 57, 2015
- Top Management Program in Energy Science Class 7 Institute of Energy Science, 2016
- Top Management Program, Capital Market Academy (CMA) Class 24, 2017
- Director Accreditation Program (DAP) #137/2017, Thai Institute of Directors (IOD)

Experience

2016 – Present Independent Director / Member of the Board of Director, Carabao Group PCL.  
 2018 - 2021 Director – General the War Veterans Organization of Thailand (Retirement)  
 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  
 Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	6 / 7	6 / 6
Annual General Shareholders' meeting	1 / 1	1 / 1

**4. Mr. Sanchai Jullamon: Member of the Board of Director / Independent Director**

Age 61  
The date of appointment 12 November 2021  
Number of years in the position of director 6 months (2021 – present)  
Number of years in office until the end of term 3 years  
Percentage of Shareholding in the Company None  
Family Relationship among Directors and Executives None



Education

- Master of Laws, Ramkhamhaeng University
- Bachelor of Laws, Ramkhamhaeng University
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, #19, King Prajadhipok's Institute
- The program of Senior Executives of Justice Administration, class 18, Office of Courts of Justice
- Director Accreditation Program (DAP) #113/2014, Thai Institute of Directors (IOD)

Experience

- 2021 – Present Independent Director, Carabao Group PCL.
- 2013 – Present Legal Consultant, B & W CASES Co., Ltd. (Subsidiary company of Double A)
- 2002 – Present Partner and Legal Consultant, C & K Law Office
- 2019 - 2021 Senator
- 2016 – 2019 Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee, Carabao Group PCL.
- 2013 – 2018 Legal Consultant, Thai Foods PCL.
- 2014 – 2016 Independent Director, Carabao Group PCL.
- 2012 – 2013 Director General, The Zoological Park Organization under The Royal Patronage of H.M. The King, Ministry of Natural Resources and Environment

Director / Executive Position in Other Business

Listed Company None  
 Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	-	1 / 1
Annual General Shareholders' meeting	-	-

4. Mr. Kanit Patsaman: Member of the Board of Directors / Independent Director  
 Member of the Audit Committee Member of the Nomination and Remuneration  
 Committee Member of the Risk Management Committee

<u>Age</u>	59
<u>The date of appointment</u>	1 October 2014
<u>Number of years in the position of director</u>	7 years (2014 – present)
<u>Number of years in office until the end of term</u>	10 years
<u>Percentage of Shareholding in the Company</u>	None
<u>Family Relationship among Directors and Executives</u>	None



Education

- Bachelor of Economics, Ramkamhaeng University
- MBA, National Institute of Development Administration
- Director Certification Program (DCP) #156/2012, Thai Institute of Directors (IOD)
- Audit Committee Program (ACP) #40/2012, Thai Institute of Director (IOD)
- Corporate Governance for Board of Directors and Top Management of State Enterprise and Public Organization (PDI) #11, King Prajadhipok's Institute
- Driving Company Success with IT Governance (ITG) #5/2017, Thai Institute of Directors (IOD)
- Role of the Chairman Program (RCP) #45/2019, Thai Institute of Directors (IOD)
- Ethical Leadership Program (ELP) #24/2021, Thai Institute of Directors (IOD)

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 PCL.
2014 – 2016	Member of the Board of Directors, Carabao Group PCL.
2013 – 2014	Member of the Board of Directors, Bank for Agriculture and Agricultural Co-operatives
2013	Member of the Board of Directors, Thai Credit Guarantee Corporation
2012 – 2014	Member of the Board of Directors, National Housing Authority
2005 - 2013	Advisor to Liquidation directors and authorized representative of liquidation directors, Thai Asset Management Corporation

Director / Executive Position in Other Business

Listed Company None

Competitors / Related Businesses None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2020	2021
Board of director meeting	7 / 7	6 / 6
Member of the Audit Committee	5 / 5	5 / 5
Member of the Nomination and Remuneration	2 / 2	4 / 4
Member of the Risk Management	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 charter duty to provide advice on the rules and the qualifications of directors and preliminary consideration the qualifications of the nominated directors of the Company

### 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 1, 2021 – December 31, 2021, before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2022.

In 2022, 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 rights 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 prohibitionsto 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.