

For Consideration on Agenda no. 5

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



1. Mrs. Saowanee Kamolbutr



2. Mr. Nha-kran Laohawilai



3. Mr. Kamoldist Smuthkochorn



4. Mr. Romtham Sathientham



5. Miss Nutchanok Vongswat

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

Age 70  
The date of appointment 18 March 2014  
Number of years in the position of director 8 years (2014 – present)  
Number of years in office until the end of term 11 years  
Percentage of Shareholding in the Company None  
Family Relationship among Directors and Executives None

Educational Qualifications/Training

- Master of Arts in Political Science (Public Administration) (M.Pol.Sc.), Thammasat University
- Bachelor of Arts in Political Science (Public Administration), Thammasat University

Training History

- Financial Statement for Director (FSD) Class 45/2022, Thai Institute of Directors (IOD)
- Director Leadership Certificate Program (DLCP) Class 4/2022, Thai Institute of Directors (IOD)
- IT Governance and Cyber Resilience Program (ITG) Class 15/2020, Thai Institute of Directors (IOD)
- Boards that make a difference (BMD) Class 9/2019 Thai Institute of Directors (IOD)
- Advance Audit Committee Program (ACP) Class 17/2014, Thai Institute of Directors (IOD)
- Role of the Chairman Program (RCP) Class 23/2010, Thai Institute of Directors (IOD)
- Financial Institutions Governance Program (FGP) Class 1/2010, Thai Institute of Directors (IOD)
- Role of the Compensation Committee (RCC) Class 8/2009, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 69/2006, Thai Institute of Directors (IOD)
- National Defense College Class 2005 (NDC)
- Certificate, Top Management Program, Capital Market Academy (CMA), Class 7
- Senior Executive Program (Kellogg – Sasin)
- The Management Development Program, Wharton School
- Advanced Security Management Program Alumni (ASMA.) Class.4, The Association National Defense College of Thailand under the Royal Patronage of His Majesty the King

Work Experience the past 5 years

Position in Carabao Group Public Company Limited

2021 – Present Member of the Board of Directors / Chairman of the Audit Committee / Vice Chairman of the  
Nomination and Remuneration Committee / Member of the Risk Management Committee

**Public**

2014 – 2021 Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Vice Chairman of the Nomination and Remuneration Committee

**Position in Other Listed Company**

2021 – Present Independent Director / Member of Audit Committee, Thitikorn PCL.

2016 – Present Independent Director / Member of Audit Committee / Chairman of Good Corporate Governance Committee / Member of Risk Management Committee, FN Factory Outlet PCL.

2012 – Present Independent Director and Chairman of Corporate Governance Committee, T.K.S. Technology PCL.

2020 – 2023 Independent Director / Chairman of the Audit Committee, Global Power Synergy Public PCL.

2017 – 2018 Independent Director / Member of Audit Committee Pacific Pipe PCL.

2016 – 2020 Independent Director / Member of Audit Committee: Glow Energy PCL.

2009 – 2013 Chairman of the Board of Directors, TMB Bank PCL.

2009 – 2013 Director, Don Muang Tollway PCL.

**Position in Non-Listed Company**

2021 – Present Chairman of Board of Directors, AIRA Asset Management Co., Ltd.

2019 – 2022 Honorary Directors, Southeast Bangkok College

2014 – 2020 Director and Chairman, Small and Medium Enterprise Development Bank of Thailand (SME Bank)

2014 – 2019 Advisor, The Committee on Economics, Monetary Affairs and Finance, The Committee of the National Legislative Assembly

2014 – 2018 Honorary Director, Rajapark Institute

2012 – 2013 Chairman of the Executive Director, Retail Business Unit, Thai Yarnyon Co.,Ltd

2009 – 2012 Deputy Permanent Secretary, Ministry of Finance

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2021	2022
Board of director meeting	6 / 6	6 / 6
Nomination and Remuneration Committee	4 / 4	2 / 2
Risk Management Committee	4 / 4	3 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

2. Mr. Nha-karn Laohawilai: Member of the Board of Directors / Independent Directors / Member of the Audit Committee / Member of the Sustainability Development Committee

Age 57  
The date of appointment 22 June 2020  
Number of years in the position of director 2 years (2020 – present)  
Number of years in office until the end of term 5 years  
Percentage of Shareholding in the Company None  
Family Relationship among Directors and Executives None

Education

- Master of Science, Computer, Rungsit University
- Bachelor of Arts, Major of newspaper, Chulalongkorn University

Training History

- Director Accreditation Program (DAP) #174/2022, Thai Institute of Directors (IOD)

Work Experience in the past 5 years

Position in Carabao Group Public Company Limited

2022 – Present Member of the Sustainable Development Committee  
 2020 – Present Member of the Board of Directors / Member of the Audit Committee

Position in Non-Listed Company

2022 – Present Individual Director / Member of the Nomination and Remuneration Committee, Thitikorn PCL.  
 2018 - 2019 Editor in Chief, Bangkok Post Publishing PCL.  
 2016 - 2018 Deputy Chief Operating Officer, Post Publishing PCL.  
 2013 – 2016 Deputy Editor, Post Publishing PCL.

Position in Other Listed Company

2020 – 2021 Vice President News, BEC Multimedia Co., Ltd.

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2021	2022
Board of director meeting	6 / 6	6 / 6
Audit Committee	1 / 5	5 / 5
Sustainability Development Committee	-	3 / 3
Annual General Shareholders' meeting	1 / 1	1 / 1

3. Mr.Kamoldist Smuthkochorn: Member of the Board of Director / Member of the Risk Management Committee

Age 63

The date of appointment 7 August 2015

Number of years in the position of director 8 years (2015 – present)

Number of years in office until the end of term 11 years

Percentage of Shareholding in the Company None

Family Relationship among Directors and Executives None

Education

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

Training History

- Director Accreditation Program (DAP) #198/2022, Thai Institute of Directors (IOD)

Work Experience (in the past 5 years)

Position in Carabao Group Public Company Limited

2015 - Present Member of the Board of Directors

2014 – Present Member of the Executive Committee / Member of the Risk Management Committee and Deputy Managing Director

Position in Other Listed Company

-None-

Position in Non-Listed Company

2022 – Present Member of the Board of Directors, A Woody Drink Co., Ltd.

2020 – Present Member of the Board of Directors, Asia Packaging Manufacturing Co., Ltd., Asia Carabao Venture Co., Ltd.

2017 – Present Member of the Board of Directors, Asia Can Manufacturing Co., Ltd.

2015 - Present Member of the Board of Directors, Carabao Tawandang Co., Ltd.

2015 - Present Member of the Board of Directors, Asia Pacific Glass Co., Ltd

2015 - Present Member of the Board of Directors, Tawandang DCM Co., Ltd.

2014 – Present Deputy Managing Director - Marketing, Tawandang DCM Co., Ltd.

2014 – Present Deputy Managing Director- Marketing, Carabao Tawandang Co., Ltd.

2002 – 2013 Director of Marketing, Carabao Tawandang Co., Ltd.

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2021	2022
Board of director meeting	6 / 6	6 / 6
Risk Management Committee	4 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

4. Mr. Romtham Sathientham: Member of the Board of Director / Member of the Risk Management Committee

Age 38

The date of appointment 21 December 2016

Number of years in the position of director 6 Years (2016 – present)

Number of years in office until the end of term 9 years

Percentage of Shareholding in the Company None

Family Relationship among Directors and Executives Son of Mr. Sathien Sathientham

Education

- Bachelor of Marketing, University of Wollongong, NSW, Australia

- Master of International Business, University of Queensland, QLD, Australia

Training History

- Director Accreditation Program (DAP) #174/2020, Thai Institute of Directors (IOD)

Work Experience in the past 5 years

Position in Carabao Group Public Company Limited

2023 – Present Managing Director

2017 – Present Board of Directors / Member of Executive Committee / Member of Risk Management Committee

2016 – Present Member of the Board of Directors / Member of Executive

2018 – 2022 Deputy Managing Director

2016 – 2018 Director of CEO's Office

Position in Other Listed Company

-None-

Position in Non-Listed Company

2014 – 2015 Department Director, CJ Express Group Co., Ltd.

2012 – 2013 Department Director, Tawandang Singapore Co., Ltd.

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2021	2022
Board of director meeting	6 / 6	6 / 6
Risk Management Committee	4 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

5. Miss. Nutchanok Vongswat: Member of the Board of Directors / Member of the Risk Management Committee

Age 34

The date of appointment 22 June 2020

Number of years in the position of director 2 years (2020 – present)

Number of years in office until the end of term 5 years

Percentage of Shareholding in the Company None

Family Relationship among Directors and Executives Daughter of Miss. Nutchamai Thanombooncharoen

Education

- Master of Business Administrative (Financial Management), Graduate Institute of Business Administration Sasin of Chulalongkorn University

- Academy of Arts University, San Francisco, CA, USA

Training History

- Director Accreditation Program (DAP) #174/2020, Thai Institute of Directors (IOD)

Work Experience the past 5 years.

Position in Carabao Group Public Company Limited

2019 – Present Member of the Board of Director / Member of the Risk Management Committee

Position in Other Listed Company

-None-

Position in Non-Listed Company

2016 – Present Member of the board of director, Sahamit Products Co., Ltd.

2018 – 2019 Assistant Managing Director, Carabao Tawandang Co., Ltd.

2015 – 2016 Manager, Tawandang DCM Co., Ltd.

2014 – 2015 Investor Relation, Carabao Tawandang Co., Ltd.

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2021	2022
Board of director meeting	6 / 6	6 / 6
Member of the Risk Management	3 / 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, 2022 – December 31, 2022, before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2023.

In 2023, 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 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.