



**Appendix for Agenda No.5 To appoint directors replacing those retired by rotation**

1. Name - Surname	Dr. Chumpol Phornprapha		
Present Position	Chairman		
Age	78 years		
Education	Honorary Doctor's Degree in Business Administration, Chiangmai University Honorary Doctor's Degree in Education, Juniata College, Pennsylvania, U.S.A. Honorary Doctor's Degree in Business Administration, National Institute of Development Administration Honorary Doctor's Degree in Quality Management, Rajabhat Suan Sunanta Institute National Defence College, Class 1		
Directorship training program	The Role of the Chairman Program (RCP 13/2006) Thai institute of Directors (IOD)		
Training Program attended in the previous year	None		
Experience			
Listed Company	1972-Present	Chairman, Thitikorn Plc.	
Non-Listed Company and other organization	2019-Present	Director, Peace & Living Plc.	
	2003-Present	Director, Zin Thonglor Co., Ltd.	
	1992-Present	Chairman, Lexus Bangkok Co., Ltd	
	1988-Present	Chairman, SPSU Plc.	
	1980-Present	Chairman, S.P. International Co., Ltd.	
	1971-2010	Director, Thai Suzuki Motor Co., Ltd.	
Type of director	Chairman		
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Dr. Chumpol Phornprapha</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.		
Shareholding	-None-		
Date of appointment	6 June 2003		
No.years on the board	17 years		

Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Dr. Chumpol Phornprapha	-None-	-	5	-None-

Meeting Attendance

4 of 4 Board of Directors meeting in 2019

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<b>2. Name – Surname</b>	<b>Mr. Kanich Punyashthiti</b>	
Present Position	Independent Director/ Audit Committee and President of Nomination and Remuneration Committee	
Age	50 years	
Education:	LL.B. (Hons), Chulalongkorn University LL.M., Harvard LL.M., Michigan LL.M. (cum laude), KU Leuven, Belgium	
Training Program	Director Accreditation Program – DAP Class 164/2019, Thai institute of Directors (IOD)	
Training Program attended in the previous year	Director Accreditation Program – DAP Class 164/2019, Thai institute of Directors (IOD)	
Date of appointment	25 April 2019	
Experience:		
Listed Company	2019-Present	Independent Director, President of Nomination and Remuneration Committee and Audit Committee
	2020-Present	Independent Director and Audit Committee, Thai President Foods Plc
Non-Listed Company and other organization	Present	Assistant Professor of Law, Chulalongkorn University
	Present	Legal Advisor, Siam Piwat Co.,Ltd.
	Present	Legal Advisor, S.Napa (Thailand) Co.,Ltd.
	Present	Legal Advisor, Global Utility Services Co.,Ltd.
	Present	College Council, Chitralada Technology College
	Present	Board Member, Centre for European Studies, Chulalongkorn University
	Present	Sub-Committee on Provincial and Provincial Cluster Integrated Policy - Planning and Budgeting, Office of the Public Sector Development Commission
	Present	Director, Chitralada School Foundation
	Present	Director, Rajprachasamasai School Foundation
	Present	Director, Maha Chakri Sirindhorn Foundation
	Present	Director, Prince Mahidol Foundation
	Present	Director, The National Identity Foundation

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	Present	Director, Bangkok Observation Tower Foundation
	Past	Director, Siam Tyre Public Company Limited
	Past	Director, Master of Law - Business Law (International Programme), Faculty of Law, Chulalongkorn University
	Past	Director, Land Policy Center, Faculty of Law, Chulalongkorn University
	Past	Head of Civil Law Department, Faculty of Law, Chulalongkorn University
Teaching		Property Law, LL.B. Programme, Chulalongkorn University Business Law, BA in Accounting Programme, Chulalongkorn University Business Law, EMBA and MBA Programme, SASIN School of Management European Union Law, LL.B. and LL.M. Programme, Chulalongkorn University European Union Law, MA in European Studies, Chulalongkorn University
Type of director		Independent Director/ Audit Committee and President of Nomination and Remuneration Committee
Selection methodology		Board of Directors has reviewed the proposed independence directors were considered as not having any constraint that would affect the performance of giving independent judgement and meeting the related criteria. The Company and Nomination and Remuneration Committee has nominated <b><u>Mr. Kanich Punyashthiti</u></b> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.
Shareholding		-None-
Date of appointment		25 April 2019
No.years on the board		1 year

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Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mr. Kanich Punyashthiti	1	- Independent Director and Audit committee, Thai President Foods Plc	13	-None-

Meeting Attendance

3 of 3 Board of Directors meeting, 3 of 3 Audit Committee meeting and 1 of 1 Nomination and Remuneration Committee meeting in 2019.

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<b>3. Name - Surname</b>	<b>Mr. Satitphong Phornprapha</b>	
Present Position	Director	
Age	70 years	
Education	Master of Economics, University of Detroit, MI., U.S.A.	
Directorship training program	Director Accreditation Program – DAP Class 67 / 2007, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience		
Listed Company	2003-Present	Director, Thitikorn Plc.
Non-Listed Company and other organization	1997-Present	Managing Director, SPSU Plc.
	2002-2010	Executive Director, Thailand Motorcycle Essembly Association
	1980-2010	Managing Director, Zinphol Co. Ltd.
	1979-Present	Director, S.P. International Co., Ltd.
	1989-2010	Director, Thai Suzuki Motor Co., Ltd.
	1994-2006	Chairman, C.V.A. Co., Ltd.
Type of director	Director	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Mr.Satitphong Phornprapha</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.	
Shareholding	7,000,000 shares or 1.40% of the total number of Voting shares	
Date of appointment	6 June 2003	
No.years on the board	17 years	

Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mr. Satitphong Phornprapha	-None-	-	2	None

Meeting Attendance 4 of 4 Board of Directors meeting in 2019

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Qualification and Criteria for Selection of the Independent Director

1. Shall not hold more than 1% of voting shares of the Company, affiliated company, associate company or juristic person who may cause conflict of interest (including shareholding of related person).
2. Shall not take part in the in the management of the Company, not being an employee, staff member, advisor who receives a regular salary from the Company or a person with authority of the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Independent Directorship.
3. Shall not has blood relation or related by any certificate in accordance to laws such as parent, spouse, sibling and child including child's spouse of management, major shareholder, a person with authority or a person who will be nominated as management or a person with authority of the Company or affiliated company.
4. Shall not has business relation with the Company, affiliated company, associate company or juristic person who may cause conflict of interest that may interfere with an independent judgment and shall not be a major shareholder. Director who is not independent director, management or a person with business relation with the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Directorship. Business relation including trade transaction as normal business transaction, renting or letting real estate, transaction regarding assets or services or financial assistance with transaction size from 3% of net tangible assets or more than 20 million Baht which ever the lower amount.
5. Shall not be auditor of the Company, affiliated company, associate company or juristic person who may cause conflict of interest and shall not be major shareholder. Director who is not independent director, management or partner of auditing firm which conduct auditing of the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Directorship.
6. Shall not perform any services including legal advisor or financial advisor which receives fee more than 2 million Baht annually from the Company, affiliated company, associate company or juristic person who may cause conflict of interest. In case of services perform by juristic person, should included a major shareholder, director who is not independent director, management or partner of the service provider at present or 2 years prior of taking Directorship.
7. Shall not become independent director by representing the Company director, major shareholder, or shareholder who related to major shareholder of the Company.
8. Shall be able to give an independent opinion with regard to the Company operation.

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The Company has specified qualification and criteria for its independent director on par with Stock Exchange Commission or Stock Exchange of Thailand specification with regard to share holding of the Company. Independent director shall not hold more than 1 percent of voting shares of the Company, and the proposed independent director has the following relationships:

Relationship	Proposed Independent Directors
	Mr. Kanich Punyashthiti
The Company share - Number of shares - Percentage of voting shares	None
Relative of management/major shareholders of the Company/ affiliated company	None
Relationship with the Company/affiliated company/associate company or juristic person that may cause conflict of interest presently or over the last two years	
(1) Director with management responsible , employees or advisors with regular salary	None
(2) Provided expert advice services ( such as auditor or legal advisor)	None
(3) Business relation (such as buy or sell raw material/goods/services or lending/borrowing money) with specify amount of transaction	None