

Appendix for Agenda No.5.1 To appoint directors replacing those retired by rotation



1. Name - Surname	Mrs. Saowanee Kamolbutr	
Present Position	Independent Director / Audit Committee	
Age	68 years	
Education	Master of Political Science (Public Administration) Thammasat University Bachelor of Political Science (Public Administration), Thammasat University	
Directorship training program	Director Certification Program (DCP) Class no.69, 2006 Role of the Compensation Committee (RCC) Class no. 8/2009 Role of the Chairman Program (RCP) Class no. 23/2010 Financial Institutions Governance Program (FGP) Class no. 1/2010 Advance Audit Committee Program (AACP) Class no. 17/2014 Boards that make a difference (BMD) Class no. 9/2019 IT Governance and Cyber Resilience Program (ITG) Class no. 15/2020 National Defense College of Thailand (NDC) 2548 Capital Market Academy (CMA) Class No.7 Senior Executive Program (Kellogg – Sasin) Senior Executive Program (Kellogg – Sasin) (Wharton School) Advanced Security Management Program Alumni (ASMA.) Class No.4	
Training Program attended in the previous year	None	
Experience		
Listed Company	2021- Present	Independent Director and Audit Committee, Thitikorn Plc.
	2020-Present	Independent Director / President of Audit Committee, Global Power Synergy Plc.
	Present	Independent Director / Audit Committee / Risk Management Committee and Chairman of the Corporate Governance Committee, FN Factory Outlet Plc.
	Present	Independent Director / President of Audit Committee /President of the Risk Management Committee and Nomination and Remuneration Committee, Carabao Group Plc.
	Present	Independent Director / Risk Management Committee and President of Audit Committee, T.K.S. Technologies Plc.
	2016-Jan 2020	Independent Director/President of Audit Committee/ Nomination and Remuneration Committee, Glow Energy Plc.
	2017-2019	Independent Director Chairman, Pacific Pipe Plc.
	2013-2017	Independent Director Audit Committee, Interlink Communication plc.
	2009-2013	Chairman, TMB Bank Public Company Limited
	2008-2009	Director, TMB Bank Public Company Limited
Non-Listed Company		

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and other organization

	Present	Director, The Council of Southeast Bangkok College
	2017-2020	Qualified Accounting and Finance, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
	2014-2018	Honorary Director, Rajapark Institute
	2014-2017	Director, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
	2009-2012	Deputy Permanent Secretary, Ministry of Finance
	2007-2008	Performance consultant, The Revenue Department
	2004-2007	Deputy Director, The Revenue Department
Type of director	Independent Director / Audit Committee	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Mrs. Saowanee Kamolbutr</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.	
Shareholding	-None-	
Date of appointment	February 23, 2021	
No.years on the board	1 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		
<u>Mrs. Saowanee Kamolbutr</u>	4	1) Independent Director / President of Audit Committee, Global Power Synergy Plc. 2) Independent Director / Audit Committee / Risk Management Committee and Chairman of the Corporate Governance Committee, FN Factory Outlet Plc. 3) Independent Director / President of Audit Committee /President of the Risk Management Committee and Nomination and Remuneration Committee, Carabao Group Plc. 4) Independent Director / Risk Management Committee and President of Audit Committee, T.K.S. Technologies Plc.	1	-None-

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2. Name – Surname Mr. Raksanit Phornprapha

Present Position Director/ Executive Director

Age 75 years

Education: B.A., California College of Commerce, CA., U.S.A.

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.
2003-Present Executive Director, Thitikorn Plc.

Non-Listed Company and other organization 1987-Present Director, SPSU Plc.
1979-Present Director, S.P. International Co., Ltd.
1979-2010 Director, Zinphol Co., Ltd.

Type of director Director/ Executive Director

Selection methodology The Company and Nomination and Remuneration Committee has nominated **Mr. Raksanit Phornprapha**, as a qualified candidate with industry knowledge and expertise, to be director of the Company.

Shareholding 9,450,000 shares or 1.89% of the total number of Voting shares

Date of appointment 6 June 2003

No.years on the board 19 year

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. Raksanit Phornprapha	-None-	-	2	-None-

Meeting Attendance 4 of 4 Board of Directors meeting in 2021.

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3. Name - Surname	Mr. Prapol Phornprapha	
Present Position	Director/ Deputy Managing Director/ Executive Director	
Age	48 years	
Education	B.S. BABSON COLLEGE, MA., U.S.A	
Directorship training program	TLCA Leadership Development Program (LDP) Class 3/2558 , Thai Listed Companies Association (TLCA) Top Executive Program in Commerce and Trade (TEPCoT 7), Commerce Academy “Energy Literacy for a Sustainable Future”, TEA Class 2 Thailand Energy Academy Director Accreditation Program – DAP Class 54/2006, Thai institute of Directors (IOD) TLCA Executive Development Program (EDP1) Class 1/2008 , Thai Listed Companies Association (TLCA)	
Training Program attended in the previous year	-None-	
Experience		
Listed Company	2003-Present	Director/Deputy Managing Director, Thitikorn Plc.
	2003-Present	Executive Director, Thitikorn Plc.
Non-Listed Company and other organization	2021-Present	Director, TK BROKER Co., Ltd
	2017-Present	Director, Mingalaba Thitikorn Microfinance Co., Ltd
	2015-Present	Director, TK Ngern Tan Jai Co., Ltd
	2014-Present	Director, Suosdey Finance PLC
	2014-Present	Director, Sabaidee Leasing Co., Ltd
	2011-Present	Director, S.P. Building Co., Ltd.
	2011-Present	Director, Toyota Patumthani Toyota’s Dealer Co., Ltd.
	2007-Present	Director, Lexus Bangkok Co., Ltd.
	2001-Present	Director, Deputy Managing Director, C.V.A. Co., Ltd.
	2001- Present	Director, Chayapak Co., Ltd.
	2011- 2018	Director, TK Debt Services Co., Ltd.
	1997- 2001	Analyst, JP Morgan
Type of director	Director/ Deputy Managing Director/ Executive Director	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Mr. Prapol Phornprapha</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.	

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Shareholding 25,566,667 shares or 5.11% of the total number of Voting shares

Date of appointment 6 June 2003

No.years on the board 19 year

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. Prapol Phornprapha	-None-	-	10	-None-

Meeting Attendance 4 of 4 Board of Directors meeting in 2021.

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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
	<u>Mrs. Saowanee Kamolbutr</u>
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