

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



1. Name - Surname	Dr. Chumpol Phornprapha	
Present Position	Chairman	
Age	81 years	
Education	<p>Honorary Doctor's Degree in Business Administration, Chiangmai University</p> <p>Honorary Doctor's Degree in Education, Juniata College, Pennsylvania, U.S.A.</p> <p>Honorary Doctor's Degree in Business Administration, National Institute of Development Administration</p> <p>Honorary Doctor's Degree in Quality Management, Rajabhat Suan Sunanta Institute National Defence College, Class 1</p>	
Directorship training program	<p>The Role of the Chairman Program (RCP 13/2006)</p> <p>Thai institute of Directors (IOD)</p>	
Training Program attended in the previous year	None	
Experience		
Listed Company	1972-Present	Chairman, Thitikorn Plc.
	2019-Present	Director, Peace & Living Plc.
Non-Listed Company and other organization	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	<p>The Company and Nomination and Remuneration Committee has nominated <b><u>Dr. Chumpol Phornprapha</u></b>, as a qualified candidate with industry knowledge and expertise, to be director of the Company.</p>	
Shareholding	-None-	
Date of appointment	6 June 2003	
No.years on the board	19 years	

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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		
Dr. Chumpol Phornprapha	1	Director, Peace & Living Plc.	4	-None-

Meeting Attendance

4 of 4 Board of Directors meeting in 2022

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<b>2. Name – Surname</b>	<b>Mr. Kiatkun Chartprasert</b>		
Present Position	Independent Director/ Audit Committee		
Age	64 years		
Education:	Bachelor of Political Science (International Relations) (First Class Honors), Chulalongkorn University (Class 31) MA (International Relations), The Australian National University, Australia		
Directorship training program	Executive Program : Leaders with Vision and Morality (Class 73, Civil Service Development Institute, Office of the Civil Service Commission, 2011) National Defense College Curriculum (CDC), Class 54, 2011 Senior Justice Administration Program (Class 17, 2012) Capital Market Academy (CMA) Curriculum, Class 18, 2013 Thai -Chinese Leadership Studies (TCL), class 4 (2021)		
Training Program attended in the previous year	The training course for senior executives in metropolitan development (MahaNakhon 10/2022)		
Date of appointment	1 March 2021		
Experience:			
Listed Company	2021 - Present	Independent Director and Audit Committee	
Non-Listed Company and other organization	Mar 2021 - Present	Commander, Wachirawut College	
	Feb 2021 – Present	Director, Egat International Co., Ltd.	
	Apr 2020 – Present	President, Thai-Lao Association for Friendship	
	Nov 2019 - Present	Advisor New Generation Change Management Project Office, The Public Sector Development Commission	
	Oct 2019 - 1 Mar 2021	Sub-Committee on Consideration and Monitoring of International Situations Affecting Thailand , Foreign Affairs Committee of the Senate	
	Mar 2020 - 1 Mar 2021	Qualified Director in the Board, President of Audit Committee, Directors of the Fuel Fund	
	Oct 2019 - Mar 2020	Member of the Nomination Committee of the National Anti- Corruption Commission,2019	
	2018 – 2019	Advisor, Thai-Laos Association for Friendship	
	Mar 2018	Ambassador, Vientiane	
	2014 - 2016	Director and Audit Committee, Tobacco Factory of Thailand	
	2014 - 2015	Director, Asia-Pacific International University Council	
	2013 - 2015	Director, President of Audit Committee Amanah Leasing Plc.	

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2013 - 2014	Director, Islamic Bank of Thailand Board of Directors
2012 – 2015	Qualified Director, National Space Board
2012 - 2015	Director, King Prajadhipok's Institute Executive Committee
2004 - 2007	Director, Tourism Board of Thailand (TAT)
2004 - 2007	Director, International Convention Promotion Committee (TCEB)

Type of director Independent Director/ Audit 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 Mr.Kiatkun Chartprasert, as a qualified candidate with industry knowledge and expertise, to be director of the Company.

Shareholding -None-

Date of appointment 1 March 2021

No.years on the board 2 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. Kiatkun Chartprasert	-None-	-	4	-None-

Meeting Attendance 4 of 4 Board of Directors meeting, 4 of Audit Committee meeting in 2022.

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<b>3. Name - Surname</b>	<b>Mr. Satitphong Phornprapha</b>	
Present Position	Director	
Age	73 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	19 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 2022

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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 whichever 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. Kiatkun Chartprasert
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