


**Agenda 5** To appoint directors replacing those retired by rotation

<b>1. Name - Surname</b>	<b>Mrs. Saowanee Kamolbutr</b>	
Type of director	Independent Director, Audit Committee	
Age	73 years	
Address	339/50 Village Grand Canal Don Muang Cherdwudthakas Road, Si Kan Subdistrict, Don Mueang District, Bangkok 10210	
Nationality	Thai	
Education:	- Master of Political Science (Public Administration) Thammasat University - Bachelor of Political Science (Public Administration) Thammasat University	
Training Program	- Director Certification Program (DCP) Class 69/2006, Thai Institute of Directors (IOD) - Role of the Compensation Committee (RCC) Class 8/2009, 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) - Advance Audit Committee Program (AAP) Class 17/2014, Thai institute of Directors (IOD) - Boards that make a difference (BMD) Class 9/ 2019, Thai Institute of Directors (IOD) - IT Governance and Cyber Resilience Program (ITG) Class15/2020, Thai Institute of Directors (IOD) - Director Leadership Certificate Program (DLCP) Class 4/2022, Thai Institute of Directors (IOD) - Financial Statement for Director (FSD) Class 45/2022, Thai Institute of Directors (IOD) - National Defense College of Thailand (NCD) 2005 - Capital Market Academy (CMA) Class 7 - Senior Executive Program (Kellogg-Sasin) - The Management Development Program (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, Audit Committee, Thitikorn Plc.	

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	2021 - Present	- Independent Director, President of Audit Committee, Risk Management Committee, Vice Chairman of the Nomination and Remuneration Committee, Carabao Group Plc.
	2016 - Present	- Vice Chairman of the Board of Director, Independent Director, President of Audit Committee, Risk Management Committee, Chairman of the Nomination Remuneration and Good Corporate Governance Committee, FN Factory Outlet Plc.
	2012 - Present	- Independent Director, Chairman of Corporate Governance Committee, T.K.S. Technologies Plc.
	2020 - 2022	- Independent Director, President of Audit Committee, Global Power Synergy Plc.
	2014 - 2021	- President of the Risk Management Committee, Carabao Group Plc.
Non-Listed Company and other organization	2021- Present	- Chairman of Board of Directors, AIRA Asset Management Co., Ltd.
	2019 - 2022	- Honorary Director, The Council of Southeast Bangkok College
	2017 - 2020	- Qualified Accounting and Finance, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
	2016 - 2020	- Independent Director, President of Audit Committee, Nomination and Remuneration Committee, Glow Energy Plc.
	2014 - 2020	- Director, President of the Executive Board, 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
Type of director	Independent Director, Audit Committee	
Selection methodology	<p>The Board of Directors has examined whether the nominated independent directors have qualifications regarding relevant laws and regulations.</p> <p>The Company has considered, with the opinions of the Nomination and Remuneration Committee, that <b>Mrs. Saowanee Kamolbutr</b> has passed the assessment process set by the company, has qualifications regarding relevant rules, and is suitable for carrying out the business. Therefore, it is considered appropriate for her to be appointed as a director of the company.</p>	

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Shareholding -None-  
 Date of appointment 23 February 2021  
 No.years on the board 4 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		
Mrs. Saowanee Kamolbutr	3	1) Vice Chairman of the Board of Director, Independent Director, President of Audit Committee, Risk Management Committee, Chairman of the Nomination Remuneration and Good Corporate Governance Committee, FN Factory Outlet Plc. 2) Independent Director, President of Audit Committee, Risk Management Committee, Vice Chairman Nomination and Remuneration Committee, Carabao Group Plc. 3) Independent Director, Chairman of Corporate Governance Committee, T.K.S. Technologies Plc.	1	-None-

Meeting Attendance 3 of 4 Board of Directors meeting, 4 of 4 Audit Committee meeting in 2024

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<b>2. Name - Surname</b>	<b>Mr. Nha-Kran Loahavilai</b>	
Type of director	Independent Director, Nomination and Remuneration Committee	
Age	60 years	
Address	77/844, Cholada Village, Sai Mai Subdistrict, Sai Mai District, Bangkok 10220	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- Master of Science, Computer, Rungsit University</li> <li>- Bachelor of Arts, Major of newspaper, Chulalongkorn University</li> </ul>	
training program	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) Class 174/2020, Thai Institute of Director (IOD)</li> <li>- Thai-Chinese Leadership Studies Program, Class 1 (TLC-1)</li> <li>- Thailand Energy Academy Class 3</li> <li>- Politics and Governance in Democratic Systems for Executives, Class 16</li> <li>- Advanced Retail Management Class 12</li> <li>- Thailand Insurance Leadership Class 2, Office of Insurance Commission</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT 2)</li> <li>- Capital Market Academy Leadership Program (CMA 7)</li> </ul>	
Training Program attended in the previous year	-None-	
Experience		
Listed Company	2023 - Present	- Independent Director, Namyong Terminal Plc.
	2022 - Present	- Independent Director, Nomination and Remuneration Committee, Thitikorn Plc.
	2022 - Present	- Member of Sustainable Development Committee, Carabao Group Plc.
	2020 - Present	- Independent Director, Audit Committee, Carabao Group Plc.
	2018 - 2019	- Editor in Chief, Bangkok Post Publishing Plc.
	2016 - 2018	- Deputy Chief Operating Officer, Post Publishing Plc.
	2013 - 2016	- Deputy Editor, Post Publishing Plc.
Non-Listed Company and other organization	2020 - 2021	- Vice President-NEWS, BEC MULTIMEDIA CO., LTD.
	2019 - 2020	- Managing Editor, Business Today



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Type of director	Independent Director, Nomination and Remuneration Committee
Selection methodology	The Board of Directors has examined whether the nominated independent directors have qualifications regarding relevant laws and regulations.  The Company has considered, with the opinions of the Nomination and Remuneration Committee, that <b>Mr. Nha-Kran Loahavilai</b> has passed the assessment process set by the company, has qualifications regarding relevant rules, and is suitable for carrying out the business. Therefore, it is considered appropriate for him to be appointed as a director of the company.
Shareholding	-None-
Date of appointment	25 April 2022
No.years on the board	3 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		
<b>Mr. Nha-Kran Loahavilai</b>	2	1) Independent Director, Audit Committee, Member of Sustainable Development Committee, Carabao Group Plc. 2) Independent Director, Namyong Terminal Plc.	-None-	-None-

Meeting Attendance	4 of 4 Board of Directors meeting, 1 of 1 Nomination and Remuneration Committee meeting in 2024.
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3. Name - Surname	Mr. Raksanit Phornprapha	
Type of director	Director, Executive Director	
Age	79 years	
Address	69 Ramkhamhaeng Road, Huamark Subdistrict, Bangkapi District, Bangkok 10240	
Nationality	Thai	
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, 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 has considered, with the opinions of the Nomination and Remuneration Committee, that <b>Mr. Raksanit Phornprapha</b> Has passed the assessment process set by the company, has qualifications regarding relevant rules, and is suitable for carrying out the business. Therefore, it is considered appropriate for him to be appointed as a director of the company.	
Shareholding	9,520,000 shares or 1.90% of the total number of Voting shares Date of	
Date of appointment	6 June 2003	
No.years on the board	22 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. Raksanit Phornprapha	-None-	-	2	-None-

Meeting Attendance 4 of 4 Board of Directors meeting in 2024.

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<b>3. Name - Surname</b>	<b>Mr. Prapol Phornprapha</b>		
Type of director	Director, Deputy Managing Director, Executive Director, Risk Management Committee		
Age	52 years		
Address	69 Ramkhamhaeng Road, Huamark Subdistrict, Bangkok District, Bangkok 10240		
Nationality	Thai		
Education	- B.S., Babson College, MA., U.S.A.		
Training Program	- 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) - “Energy Literacy for a Sustainable Future” TEA Class 2/2013 Thailand Energy Academy - Top Executive Program in Commerce and Trade (TEPCoT 7/2014), Commerce Academy - TLCA Leadership Development Program (LDP) Class 3/2015 Thai Listed Companies Association (TLCA) - The training course for senior executives in metropolitan development (MahaNakhon 7/2019) - The summary course of the essential usage and change of TFSR for PEAs in 2021 (SET)		
Training Program attended in the previous year	-None-		
Experience			
Listed Company	2023 - Present	- Risk Management Committee, Thitikorn Plc	
	2003 - Present	- Director, Deputy Managing Director, 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.	
	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.	

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2001 - Present - Director, Chayapak Co., Ltd.  
 2014 - 2024 - Director, Sabaidee Leasing Co., Ltd.  
 2011 - 2018 - Director, TK Debt Services Co., Ltd.  
 1997 - 2001 - Analyst, JP Morgan

Type of director Director, Deputy Managing Director, Executive Director, Risk Management Committee

Selection methodology The Company has considered, with the opinions of the Nomination and Remuneration Committee, that **Mr. Prapol Phornprapha** Has passed the assessment process set by the company, has qualifications regarding relevant rules, and is suitable for carrying out the business. Therefore, it is considered appropriate for him to be appointed as a director of the company.

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

Date of appointment 6 June 2003

No.years on the board 22 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. Prapol Phornprapha	-None-	-	9	-None-

Meeting Attendance 4 of 4 Board of Directors meeting, 5 of 5 Risk Management Committee meeting in 2024.



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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 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 have 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 have 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 is 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 performed by juristic person, should include 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.

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:

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Relationship	Proposed Independent Directors	
	Mrs. Saowanee Kamolbutr	Mr. Nha-Kran Loahavilai
The Company share - Number of shares - Percentage of voting shares	None	None
Relative of management/major shareholders of the Company/ affiliated company	None	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	None
(2) Provided expert advice services (such as auditor or legal advisor)	None	None
(3) Business relation (such as buy or sell raw material/goods/services or lending/borrowing money) with specify amount of transaction	None	None