

**Director retiring by rotation and being proposed for re-election****Type of director being proposed:** Director of the Board**Mr. Anusorn Muttaraid**

Age 69 years

**Position**

- Director of the Board
  - Nomination & Compensation Committee Chairman
  - Privilege Committee Chairman
  - Corporate Governance Committee member
- Delta Electronics (Thailand) PCL

**Term of Director :** 29 years 7 months (since 22 Aug 1994)**Nationality :** Thai**Education :** B. Sc, Kasetsart University

**Thai Institute of Directors Association Program :**

- Director Certification Program (DCP) Thai Institute of Directors Association, Year 2004
- Capital Market Academy Leader Program # 27, Capital Markey Academy
- Board Nomination and Compensation Program (BNCP), Thai Institute of Directors Association, Year 2023

**Meeting Attendance in 2023 :**

- Board of Directors' Meeting 8/8 times
- Nomination & Compensation Committee's Meeting 5/5 times
- Privilege Committee's Meeting 6/6 times
- Corporate Governance Committee 2/2 time
- Annual General Meeting of Shareholders 1/1 time

**Work Experience over the past 5 years****Listed Company**

Present : • Director of the Board (1994-Present)  
 • Nomination & Compensation Committee Chairman (2020-Present)  
 • Privilege Committee Chairman (2021-Present)  
 • Corporate Governance Committee Member (2018-Present)  
 Delta Electronics (Thailand) PCL

2015-Oct'2020 : Nomination & Compensation Committee Member, Delta Electronics (Thailand) PCI

2015-2019 : Sustainability Development Committee Member, Delta Electronics (Thailand) PCI

2009-2019 : Risk Management Committee Member, Delta Electronics (Thailand) PCL

1999-2019 : Executive Committee Member, Delta Electronics (Thailand) PCL

1993-2019 : Human Resources & Administration/ Public Relations Director, Delta Electronics (Thailand) PCL

**Non-Listed Company**

Present : • Member of sub-committee of Comprehensive Economic Partnership in East Asia (ASEAN + 6), Board of Trade of Thailand (2011-Present)  
 • Managing Partner, Anupong Globalize Limited Partnership (2010-Present)  
 • Chairman of Committee on Indian Affairs, (2009-Present), Board of Trade of Thailand  
 • Chairman of Thailand-India Business Council, (2007-Present), Board of Trade of Thailand  
 • Managing Partner, Anusorn Globalize Limited Partnership (2007-Present)

**Securities holding in the Company** : - None - (0.00% of the voting rights)

(as of 31 Jan 24)

**Prohibitions**

- : • No criminal record of an offence against property conducted with dishonesty
- No record of any conflict of interest against the Company during the year

Management positions and/or directorships in other listed companies : - None -

Management positions and/or directorships in other non-listed companies (excl. subsidiaries) : - None -

Management positions and/or directorships in other companies that may cause a conflict of interest : - None -

Blood relationship with executives or major shareholders of the Company and its subsidiaries : - None -

**Director retiring by rotation and being proposed for re-election****Type of director being proposed:** Director / Independent Director / Audit Committee**Mrs. Tipawan Chayutimand**

Age 63 years

**Position**

- Director/Independent Director
  - Audit Committee Member
  - Nomination & Compensation Committee Member
  - Privilege Committee Member
- Delta Electronics (Thailand) PCL

**Term of Director :** 6 Years (since 2 April 2018)**Nationality:** Thai**Education**

- : • MBA, Kasetsart University
- BA, Thammasat University
- Certified Public Accountant No. 6870
- Tax Auditor No. 000111

**Training**

- : • Senior Executive Program by London Business School
- Anti-Money Laundering Program by US International Revenue Service
- Development of Management Skills and Leaderships Program by National Graduate Institute for Policy Studies (Japan)
- International Taxation Course by The Japanese National Tax Agency (Japan)
- Transfer Pricing and Tax Audit for Multinational Companies Program by Australian Taxation Office
- Director Certification Program (DCP), Thai Institute of Directors Association, Year 2019
- IT Governance and Cyber Resilience Program), Thai Institute of Directors Association, Year 2020

**Meeting Attendance in 2023**

- : • Board of Directors' Meeting 8/8 times
- Audit Committee's Meeting 4/4 times
- Nomination & Compensation Committee's Meeting 4/4 times
- Privilege Committee's Meeting 6/6 times
- Annual General Meeting of Shareholders 1/1 time

**Work Experience over the past 5 years****Listed Company**

Present

- : • Independent Director/ Audit Committee Member (2018-Present)
- Nomination & Compensation Committee Member (2023-Present)
- Privilege Committee Member (2021-Present)
- Delta Electronics (Thailand) PCL
- Independent Director/Audit Committee (2023-Present)
- Jenkongklai PCL
- Independent Director/Audit Committee (2023-Present)
- Quality Houses PCL

**Non-Listed Company**

Present

- : Independent Director, SREIT Management Co., Ltd. (2019-Present)

**Securities holding in the Company** (as of 31 Jan 2024) : - None - (0.00% of the voting rights)

**Prohibitions** : • No criminal record of an offence against property conducted with dishonesty  
• No record of any conflict of interest with the Company during the year

Management positions and/or directorships in other listed companies - 2 Companies -

- Independent Director/Audit Committee, Jenkongklai PCL
- Independent Director/Audit Committee, Quality Houses PCL

Management positions and/or directorships in other non-listed companies (excl. subsidiaries) - 1 Company -

- SREIT Management Co., Ltd.

Management positions and/or directorships in other companies that may cause a conflict of interest - None -

Blood relationship with executives or major shareholders of the Company and its subsidiaries - None -

Relationship with the Company, its subsidiaries, associates or any business entities that may cause a conflict of interest during the past 2 years

1. Being an executive director, employee or advisor on the payroll(s) - No -
2. Being a specialist (i.e. auditor or legal consultant) - No -
3. Significant business relationship that may inhibit independence - None -

### **Definition of Independent Directors**

Qualifications of independent director have been defined based on the requirement of the Capital Market Supervisory Board and the details are in the 2023 Annual Report (Form 56-1 One Report) under the section of Corporate Governance Report.

### **Selection of Directors and Independent Directors**

Please see details in the 2023 Annual Report (Form 56-1 One Report) under the section of Corporate Governance Report.

### **Method and Process for Director & Independent Directors Selection**

The Board of Directors assigned the Nomination and Compensation Committee to search, select and nominate qualified candidates to be a director or member of any committee. The committee selections are considered on the basis of whether that person is knowledgeable and experienced in areas such as accounting, finance, management, strategy and possess individual skill and expertise in line with the company's business and strategies without restrictions on gender, race or nationality. This is in order to have board diversity and a solid company structure to achieve business objectives under management according to the principles of good corporate governance standards. Currently, the company has provided the opportunity to the shareholder to nominate candidates to be company directors with basic qualifications set forth on the company website. The Board will consider and approve the selected candidate by majority votes of the board meeting. After selection, the Board shall nominate such candidate to the shareholders' meeting for approval.

### **Appointment of Directors**

After the Nomination and Compensation Committee considers and selects a qualified director, they will propose the candidate to the Board of Directors. After that, the Board of Directors will nominate the candidate to the shareholders' meeting for approval. Based on the Article of Association of the company, an appointment of a director is made through a majority of the votes of the shareholders attending the meeting and casting their votes. One share shall count for one vote and each shareholder shall exercise all the votes he has to appoint the nominated person or nominated persons to be a director on a person-by-person basis or en-bloc basis. Shareholders cannot divide votes for any person. The person obtaining the most votes in descending order shall be elected as directors equal to the number of directors required. In the event that persons receiving votes in respective order receive equal votes and the number of position exceed the positions required, the Chairman of the meeting shall have a casting vote.

### Details of Directors for Proxy

1. **Name** : **Dr. Somchai Harnhirun**
- Age** : 66
- Address** : 8/15 Watcharaphol Rd., Klongthanon, Saimai, Bangkok 10220
- Position** : Independent Director/ Audit Committee Member
- Securities holding the Company** : - None - (0.00% of the voting rights)  
(as of 31 January 2024)
- Interests in 2024AGM** : Have conflicts of interests in agenda 5 (the compensation of directors)
- Major conflicts** : - None -
2. **Name** : **Mrs. Tipawan Chayutimand**
- Age** : 66
- Address** : 100/73 Tedsabansongkror Rd., Ladyao, Jatujak, Bangkok 10900
- Position** : Independent Director/ Audit Committee Member
- Securities holding in the Company** : - None - (0.00% of the voting rights)  
(as of 31 January 2024)
- Interests in 2024AGM** : Have conflicts of interests in agenda 4 (appointment of directors to replace the directors retiring by rotation) and agenda 5 (the compensation of directors)
- Major conflicts** : - None -