

Director who is proposed to be new director

Type of nominated directorship: Independent Director / Audit Committee

Mrs. Saowanee Kamolbutr

Age 71 years

**Position (proposed)**

- Independent Director
 - Audit Committee Member
- Delta Electronics (Thailand) Pcl

Tenure of Directorship : None**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 no.69/2006 , Thai institute of Directors (IOD)
- Role of the Compensation Committee (RCC) Class no. 8/2009, Thai institute of Directors (IOD)
- Role of the Chairman Program (RCP) Class no. 23/2010, Thai institute of Directors (IOD)
- Financial Institutions Governance Program (FGP) Class no. 1/2010, Thai institute of Directors (IOD)
- Advance Audit Committee Program (AACP) Class no. 17/2014, Thai institute of Directors (IOD)
- Boards that make a difference (BMD) Class no. 9/2019, Thai institute of Directors (IOD)
- IT Governance and Cyber Resilience Program (ITG) Class no. 15/2020, Thai institute of Directors (IOD)
- National Defense College of Thailand (NDC) 2005
- Capital Market Academy (CMA) Class No.7
- Senior Executive Program (Kellogg – Sasin)
- The Management Development Program (Wharton School)
- Advanced Security Management Program Alumni (ASMA.) Class No.4
- Disseminating the study results of the Value of Audit The Securities and Exchange Commission, Thailand

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

2021-Present	:	Independent Director and Audit Committee, Thitikorn Pcl.
2016-Present	:	Independent Director, Chairman of the Audit Committee and Chairman of the Nomination Remuneration and Good Corporate Governance Committee, FN Factory Outlet Pcl.
2014-Present	:	Independent Director, Chairman of the Audit Committee, Member of the Risk Management Committee, Vice Chairman of the Nomination and Remuneration Committee, Carabao Group Pcl.
2012-Present	:	Independent Director, Chairman of the Corporate Governance and sustainability Committee, T.K.S. Technologies Pcl.
2020-2023	:	Independent Director and President of Audit Committee, Global Power Synergy Pcl.

2016-2020	:	Independent Director, President of Audit Committee, Nomination and Remuneration Committee, Glow Energy Pcl.
2017-2019	:	Independent Director Chairman, Pacific Pipe Pcl.

Non-Listed Company

2021-Present	:	Chairman of the Board of Directors, Aira Asset Management Co., Ltd.
2018-Present	:	Director, The Council of Southeast Bangkok College
2017-2020	:	Qualified Accounting and Finance, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
2014-2019	:	Advisor, The Committee on Economics, Monetary Affairs and Finance, The Committee of the National Legislative Assembly

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

the Company

(as of 30 April 2024)

Prohibitions :

- No criminal record of an offence against property
- No record of any conflict of interest against the Company during the year

Management positions and/or directorships in other listed companies : - 4 companies -

- Independent Director and Audit Committee, Thitikorn Pcl.
- Independent Director, Chairman of the Audit Committee and Chairman of the Nomination Remuneration and Good Corporate Governance Committee, FN Factory Outlet Pcl.
- Independent Director, Chairman of the Audit Committee, Member of the Risk Management Committee, Vice Chairman of the Nomination and Remuneration Committee, Carabao Group Pcl.
- Independent Director, Chairman of the Corporate Governance and sustainability Committee, T.K.S. Technologies Pcl.

Management positions and/or directorships in other non-listed companies (excl. subsidiaries) : - 2 companies -

- Chairman of the Board of Directors, Aira Asset Management Co., Ltd.
- Director, The Council of Southeast Bangkok College

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**
(as of 30 April 2024) : - None - (0.00% of the voting rights)
- Interests in EGM No.1/2024** : - None -
- 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**
(as of 30 April 2024) : - None - (0.00% of the voting rights)
- Interests in EGM No.1/2024** : - None -
- Major conflicts** : - None -