

Criteria for selecting directors and definition of independent directors of the company.

(As part for consideration of Agenda 4)

Criteria and methods for selecting directors.

The Board of Directors has assigned the Nomination and Remuneration Committee. Is the person who selects and considers Select persons with appropriate qualifications according to the Securities and Exchange Act B.E. 1992 (including additional amendments) including other related laws. and consistent with the qualifications specified by the company and propose to the board of directors meeting and/or

The shareholder meeting considered the appointment. (As the case may be) according to the company's regulations.

In selecting persons with appropriate qualifications, The Nomination and Remuneration Committee will consider the following channels:

1. List of qualified persons who have been recommended by executives, directors, and reliable third parties. Including names from the director database of the Thai Institute of Directors Association.
2. Have an outside consulting company help screen qualified applicants.
3. Give each director the opportunity to nominate a person who they consider to be an appropriate person.

In addition, the Nomination and Remuneration Committee will review the skills and characteristics of directors and the overall composition of the Board of Directors. To be consistent with the strategy and direction of the company's business operations. We also consider the diversity in terms of knowledge, abilities and experiences that are beneficial to the company without considering differences in gender, age, religion, race, nationality, and origin. It is a restriction on the qualifications of directors.

1. In the case where the position of director is vacant due to retirement from office at the end of the term.

In the case where the position of director is vacant due to having to leave the office at the end of the term. The Nomination and Remuneration Committee will consider nominating and selecting qualified experts who have appropriate qualifications to be directors. To present opinions to the Board of Directors' meeting and propose to the Annual General Meeting of Shareholders to consider further elections.

In the case where the original director is proposed to return to the office for another term. The Nomination and Compensation Committee considers various factors, including performance. History of attendance and participation in meetings and support the activities of Board of Directors If they are independent directors, they will consider expressing their opinions in meetings and performing their duties independently.

The election of directors shall be in accordance with the Company's regulations and the requirements of relevant laws. which must have transparent and clear the criteria and methods for electing directors at shareholder meetings are as follows:

- 1) In voting to elect directors It is considered that each shareholder has votes equal to the number of shares he or she holds. with one vote per share

2) In voting to elect directors Vote to elect directors individually. By allowing shareholders to cast all the votes they must select individuals nominated as directors individually.

3) The resolution to select persons as directors must be based on a majority vote of the shareholders who attend the meeting and cast their votes.

4) Persons who receive the highest number of votes in descending order are elected as directors equal to the number of directors that will or will be elected at that time. If the persons elected in descending order have the same number of votes, exceeding the number of directors that should be or will be elected at that time The chairman of the meeting shall have the deciding vote.

2. In the case where the position of director is vacant due to reasons other than retirement from the office upon completion of term.

The Nomination and Remuneration Committee will select qualified experts who are qualified and consistent with the Company's business strategy and direction. Considering the necessary skills that are still lacking in the board of directors. To propose to the Board of Directors' meeting to consider appointing them as directors to fill vacant positions at the next Board of Directors' meeting. And the person who becomes a replacement director will hold the position of director only for the remaining term of the director he or she replaces. However, the resolution to appoint the person to be the replacement director must receive a vote of not less than three-fourths of the number of the remaining directors. live Except that the term of the director who vacates the position is less than 2 months, which must be presented to the general meeting of shareholders to consider appointing a director to fill the vacant position.

3. Increasing the number of directors and appointing new directors

According to Section 75, subject to Section 83 of the Public Limited Companies Act B.E. 2535 (including amendments) and Section 25 of the Company's regulations. The power of the Board of Directors to select people to become directors is given only in one case, that is, in the case where a director resigns and has more than 2 months remaining in his or her term. Therefore, increasing the number of directors of the Company is not under the power of the Board of Directors. and needs to be approved by the company's shareholder meeting. The resolution to increase the number of directors and appoint new directors must receive a majority vote of the shareholders who attend the meeting and cast their votes.

Definition of independent director

Independent directors must have all the qualifications as specified by the Capital Market Supervisory Board and must be able to ensure the interests of all shareholders are equal and there is no conflict of interest. In addition, they must be able to participate in committee meetings and express opinions independently. The company has determined that independent directors must have the following qualifications:

1. Hold shares not exceeding 1 percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or controlling person of the company, including shares held by related persons of the company. that independent director as well

2. Not being or having ever been a director who takes part in management, an employee, a staff member, or an advisor who receives a regular salary, or persons with controlling authority of the company, parent company, subsidiaries, associated companies, same level subsidiaries Major shareholders or of the controlling person of the company, unless it has been free from having the aforementioned characteristics for not less than 2 years.

3. Not a person related by blood or legal registration as father or mother, spouses, siblings, and children, including children's spouses of other directors, executives, major shareholders controlling person or a person who will be nominated to be a director, executive, or person with controlling authority of the company or subsidiary company.

4. Do not have or have ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the company in a manner that may impede the exercise of one's independent judgment Including not being or having been a significant shareholder or controlling person of a person who has business relationships with the company, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the company Unless the person has been free from such characteristics for not less than 2 years, the business relationship under paragraph one includes commercial transactions that are normally carried out for business operations. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance by receiving or granting loans, guarantees, giving assets as collateral for debts. including other similar circumstances as a result, the company or the contracting party has a debt obligation to pay to the other party from 3 percent of the net tangible assets of the company or from 20 million baht or more, whichever is lower. The calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria for conducting connected transactions, mutatis mutandis. But in considering such debt obligations, debt obligations incurred during the period of 1 year before the date of having a business relationship with the same person.

5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the company and not being a significant shareholder controlling person or partner of the audit firm which includes the auditors of the company, parent company, subsidiaries, associated companies, and major shareholders or the controlling person of the company affiliated, Unless it has been free from having the characteristics for not less than 2 years.

6. Must not be or have ever been a professional service provider, including services as a legal advisor or financial advisor, who receives service fees of more than 2 million baht per year from the company, parent company, subsidiaries, associated companies, Holding major shares or the controlling person of the company and not being a significant shareholder controlling person or a partner of that professional service provider as well, unless it has been free from having the aforementioned characteristics for not less than 2 years.

7. Not being a director appointed to represent the company's directors, major shareholders or shareholders who are related to the major shareholders.

8. Do not operate a business that has the same nature and is in significant competition with the company's business. or subsidiary company or not being a significant partner in the partnership or being a director who participates in management, an employee, staff, consultant who receives a regular salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company. which operates a business with the same conditions and is in significant competition with the business of the Company or its subsidiaries.

9. Not having any other characteristics that prevent him from giving independent opinions about the company's operations.