

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 to select and evaluate individuals with the appropriate qualifications in accordance with the Securities and Exchange Act B.E. 1992 (including amendments) and other relevant laws. The nominees are also assessed based on the qualifications specified by the Company. The committee then proposes the selected candidates to the Board of Directors for approval and, if necessary, to the shareholders' meeting, in accordance with the Company's regulations.

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

1. A list of qualified individuals recommended by executives, directors, and reliable third parties, including names from the director database of the Thai Institute of Directors Association.
2. The use of an external consulting company to assist in screening qualified candidates.
3. Allowing each director the opportunity to nominate individuals they consider to be suitable for the role.

Additionally, the Nomination and Remuneration Committee will review the skills and attributes of directors, as well as the overall composition of the Board of Directors, to ensure alignment with the Company's strategy and business direction. The committee will also consider diversity in terms of knowledge, skills, and experience that can contribute to the Company's success, without restricting qualifications based on gender, age, religion, race, nationality, or origin.

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

In the event that a director's position becomes vacant due to the end of their term, the Nomination and Remuneration Committee will consider nominating and selecting qualified experts with the appropriate qualifications to serve as directors. These recommendations will be presented to the Board of Directors and proposed to the Annual General Meeting of Shareholders for further election.

If the current director is proposed for re-election for another term, the Nomination and Remuneration Committee will evaluate various factors, including performance, attendance, participation in meetings, and support for Board activities. For independent directors, the committee will also assess their ability to express opinions and perform duties independently during meetings.

The election of directors will be conducted in accordance with the Company's regulations and the applicable laws, ensuring a transparent and clear process. The criteria and methods for electing directors at the shareholder meetings are as follows:

1. Voting for Director Election: Each shareholder will have votes equal to the number of shares they hold, with one vote per share.

2. Individual Voting: Shareholders will vote to elect directors individually, casting votes for each nominee separately.
3. Majority Vote Requirement: A director will be elected based on a majority vote from the shareholders attending the meeting and casting their votes.
4. Election of Directors: The individuals who receive the highest number of votes in descending order will be elected as directors, up to the number of directors to be elected. In the event of a tie between candidates with the same number of votes that exceeds the number of directors to be elected, the chairman of the meeting will have the casting 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 identify and select qualified experts whose skills align with the Company's business strategy and direction, addressing any skill gaps within the Board of Directors. The selected candidates will be proposed to the Board of Directors for consideration and appointment to fill vacant positions at the next Board meeting.

A replacement director will serve only for the remaining term of the director they are replacing. However, the appointment must be approved by a vote of no less than three-fourths of the remaining directors. If the remaining term of the vacating director is less than two months, the appointment must instead be presented to the General Meeting of Shareholders for approval.

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 Board of Directors has the authority to appoint a new director only in cases where a director resigns with more than two months remaining in their term.

Therefore, any increase in the number of directors is beyond the authority of the Board and must be approved by the shareholders at a General Meeting. The resolution to increase the number of directors and appoint new directors requires a majority vote of the shareholders present and voting at the meeting.

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.