

**ATTACHMENT No. 3 (for Agenda 5)**

**Profiles of directors who are due to retire by rotation and nominated for re-appointment for another term, and the definition of independent director**

**Mr. Chokchai Danggura**

**Propose to be elected as :**

Independent Director / Member of the Audit Committee / Chairman of the Nomination, Remuneration and Corporate Governance Committee

**Mr. Chokchai Danggura / Thai / 67 years**

- Date of Appointment as Director: 20 April 2022
- Period of Directorship for the Company : 2 years as of the date of AGM 2024

**Current Position**

- Independent Director
- Member of Audit Committee
- Chairman of Nomination, Remuneration and Corporate Governance Committee



**Total Share held** (include share held by spouse and minor child)

- Shareholding as of 31 December 2022 : - None -
- Shareholding as of 31 December 2023 : - None -
- Share Increase / (Decrease) during the year : - None -

**Relationship with other Director and Management** : - None -

**Education**

- Bachelor of Business Administration / Management, Suan Dusit Rajabhat University
- Graduate Diploma in Property Valuation/ Faculty of Commerce and Accountancy, Thammasat University

**Training**

**By Thai Institute of Directors (IOD)**

- Director Accreditation Program (DAP) Class 201/2023

**Work Experience during 5 years**

**Position in the Company**

- Aug 2022 - Present Chairman of Nomination, Remuneration and Corporate Governance Committee
- May 2022 - Present Member of Audit Committee
- Apr 2022 - Present Independent Director

**Position in Other Listed Companies:** - None -

**Meeting Attendance in 2023**

- Board of Directors Meeting : 7/7 meetings
- Audit Committee Meetings : 6/6 meetings
- Nomination, Remuneration and Corporate Governance Committee Meetings : 2/2 meetings

**Policy and Procedure for Nomination**

- The Board of Directors (with the proposal of the Nomination, Remuneration and Corporate Governance Committee) has considered and endorsed nominating for the Meeting to re-elect as Director as proposed above for another term.
- The Board of Directors has considered, and it is in the opinion of the Board that all of them are qualified and suitable for the Company's business operations.
- The Board of Directors considered that the person to be nominated as an independent director is qualified by the laws concerning the requirements related to independent directors.

**Mr. Pakapol Petyaem**

**Propose to be elected as:**

Director (Authorized Director)

**Mr. Pakapol Petyaem / Thai / 43 Years**

- Date of Appointment as Director: 30 April 2020
- Period of Directorship for the Company: 3 years 11 months as of the date of AGM 2024

**Current Position**

- Director (Authorized Director)
- Chief Operation Officer



**Total Share held** (include share held by spouse and minor child)

- Shareholding as of 31 December 2022 : 39,000,000 shares (26.00 %)
- Shareholding as of 31 December 2023 : 39,000,000 shares (26.00 %)
- Share Increase / (Decrease) during the year : - None -

**Relationship with other Director and Management** : - None -

**Education**

- Bachelor of Laws (LL.B.) / Laws, Sripatum University
- Graduate Diploma in Property Valuation/ Faculty of Commerce and Accountancy, Thammasat University

**Training**

**By Thai Institute of Directors (IOD)**

- Director Accreditation Program (DAP) Class 201/2566

**Work Experience during 5 years**

**Position in the Company**

- Apr 2020 - Present Director
- Nov 2022 - Present Chief Operation Officer

**Position in Other Listed Companies** : - None -

**Meeting Attendance in 2023**

- Board of Directors Meeting : 7/7 meetings

**Policy and Procedure for Nomination**

- The Board of Directors (with the proposal of the Nomination, Remuneration and Corporate Governance Committee) has considered and endorsed nominating for the Meeting to re-elect as Director as proposed above for another term.
- The Board of Directors has considered, and it is in the opinion of the Board that all of them are qualified and suitable for the Company's business operations.

### **Definition of Independent Director**

The independent directors of the Company must possess the following qualifications regarding independence. (as defined by the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares):

- (a) Hold no more than 1% of the total voting shares of the applicant, parent Company, subsidiary, associate, major shareholder, or controlling person of the applicant, including shares held by related persons of the independent director.
- (b) Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent Company, subsidiary, associate Company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to the date of submitting a request for permission to the Office. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company or its subsidiary.
- (c) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as executive or controlling person of the Company or its subsidiary.
- (d) Not having or having had a business relationship with the Company, its parent Company, subsidiary, associate Company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a major shareholder, director who is not independent director or the executive having a business relationship with the Company, its parent Company, subsidiary, associate Company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to the date of submitting a request for permission to the Office.

The term 'business relationship' includes any normal business transaction for business operation, rental or lease of immovable property, transaction related to assets or services, or granting or receiving financial assistance by way of receiving or extending loans, guaranteeing, providing assets as collateral, and any other similar action that results in the applicant or counterparty being subject to indebtedness payable to the other party in an amount starting from 3% of the net tangible assets of the applicant or from 20 million baht upwards, whichever is lower. This indebtedness calculation shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board governing rules on related party transactions *mutatis mutandis*. Any indebtedness incurred during the period of one year prior to the date of establishing a business relationship with the same person shall also be included.

- (e) Not being or having been an auditor of the Company, its parent Company, subsidiary, associate Company, majority shareholder, or controlling person, and not being a major shareholder, director who is not independent director, executives, or partner of the audit firm which employs the auditor of the Company, its parent Company, subsidiary, associate Company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to the date of submitting a request for permission to the Office.

- (f) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the Company, its parent Company, subsidiary, associated Company, majority shareholder or controlling person. In the event that the provider of professional services is a legal entity, this shall include being a majority shareholder, directors who are not independent directors, executives, or managing partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years prior to the date of submitting a request for permission to the Office.
- (g) Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a majority shareholder of the Company.
- (h) Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than one (1) percent of the voting shares of another Company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.
- (i) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company.
- (j) Being capable of equally protecting the interests of all shareholders and preventing conflicts of interest, as well as being able to attend the Board of Directors meetings and provide independent opinions.