

Biography of Directors to be elected as Directors to replace those retiring by rotation

Name: Mrs. Paradee Poolvaraluk
(Being nominated to be re-appointed for another term)

Position(s) in the Company: Director/Executive Director

Age: 62 years old



Education:

- Master Degree of Business Administration, United States International University of San Diego, USA
- Bachelor Degree of Business Administration, Chulalongkorn University

Training Course from Thailand Institute of Director Association (IOD):

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Working Experience:

- 2013 – Present Director, Major Holding International Co.,Ltd.
- 1998 – Present Director and Executive Director, Major Cineplex Group Public Company Limited

Type of Director to be proposed for appointment : Director/Executive Director

Nomination Criteria and Procedure : The Nomination and Remuneration Committee has considered

Current Position :

In other listed companies	none
In business which is not a listed companies	1 Companies : 2013 – Present Director, Major Holding International Co.,Ltd.
In business which competes against/ Relates to the Company's business	none

No. of year on the board : 22 years (Date of First Appointment: February 23, 2002)

Meeting Attendance in 2023 :

- The Board of Directors' Meeting : attending 6 out of 6 meetings
- The Executive Committee' Meeting : attending 12 out of 12 meetings

Relationship with Company

- Shareholding percentage in the Company : 18,345,536 Shares or 2.05% (as at 31st January 2024)
- A close relative to the Executive/ Major shareholder of the Company/ Subsidiary of the Company/ : Chief Executive Officer's spouse

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Biography of Directors to be elected as Directors to replace those retiring by rotation

Name: Mr. Pawatt Ongvasith
(Being nominated to be re-appointed for another term)

Position(s) in the Company: Vice Chairman of the Executive Committee/Nomination and Remuneration Committee/Risk Management Committee/ Investment Committee

Age: 53 years old



Education:

- Master Degree of Business Administration, Boston University, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Training Course from Thailand Institute of Director Association (IOD):

- Director Accreditation Program (DAP) Class 22/2004

Working Experience:

- 2022 – Present Member of Investment Committee, Major Cineplex Group Plc.
- 2019 – Present Member of Risk Management Committee, Major Cineplex Group Plc.
- 2004 – Present Present Chief Executive Officer, Veranda Resort Plc.
- 2002 – Present Present Director/ Executive Director/Member of Nomination and Remuneration Committee/ Deputy Chief Executive Officer, Major Cineplex Group Plc.
- 2019 – Present Present Director, PDS Holding Company Limited.
- 2018 – Present Present Director, HANGJEW HOLDING PTE.LTD.
- 2018 – Present Present Director, Vivat Investment LTD.
- 2016 – Present Present Director, VBK Consultant Company Limited.
- 2015 – Present Present Director, Veranda Cuisine Company Limited.
- 2015 – Present Present Director, The isa Resort Company Limited.
- 2013 – Present Present Director, Veranda Beach Pattaya Company Limited.
- 2012 – Present Present Director, Ajis Thailand Company Limited.
- 2006 – Present Present Director, Oak Tree Company Limited.
- 2005 – Present Present Director, BLP Holding Company Limited.
- 2005 – Present Present Director, VC Land Company Limited.
- 2005 – Present Present Director, Subvivat Construction Company Limited.
- 2003 – 2021 Present Director, Siam Future Development Plc.

Type of Director to be proposed for appointment : Director/Executive Director/ Member of Nomination and Remuneration Committee/ Member of Risk Management Committee /Member of Investment Committee

Nomination Criteria and Procedure : The Nomination and Remuneration Committee has considered
Current Position :

In other listed companies	1 Company : 2004 – Present Chief Executive Officer, Veranda Resort Plc.
In business which is not a listed companies	12 Companies : 2019 – Present Director, PDS Holding Company Limited. 2018 – Present Director, HANGJEW HOLDING PTE.LTD. 2018 – Present Director, Vivat Investment LTD. 2016 – Present Director, VBK Consultant Company Limited. 2015 – Present Director, Veranda Cuisine Company Limited. 2015 – Present Director, The isa Resort Company Limited. 2013 – Present Director, Veranda Beach Pattaya Company Limited. 2012 – Present Director, Ajis Thailand Company Limited. 2006 – Present Director, Oak Tree Company Limited. 2005 – Present Director, BLP Holding Company Limited.

	2005 – Present Director, VC Land Company Limited.
	2005 – Present Director, Subvivat Construction Company Limited.
In business which competes against/ Relates to the Company's business	none

No. of year on the board : 22 years (Date of First Appointment: February 23, 2002)

Meeting Attendance in 2023 :

- The Board of Directors' Meeting : attending 6 out of 6 meetings
- The Executive Committee' Meeting : attending 12 out of 12 meetings
- The Nomination and Remuneration Committee : attending 2 out of 2 meetings
- The Risk Management Committee : attending 4 out of 4 meetings
- The Investment Committee : attending 4 out of 4 meetings

Relationship with Company

- Shareholding percentage in the Company : 1,020,000 Shares or 0.11%
(as at 31st January 2024)
- A close relative to the Executive/
Major shareholder of the Company/
Subsidiary of the Company/ : Brother of Chief Executive Officer's spouse

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Biography of Directors to be elected as Directors to replace those retiring by rotation

Name: Mr. Satian Pooprasert
(Being nominated to be re-appointed for another term)

Position(s) in the Company: Independent Director/Chairman of Risk Management Committee/Corporate Governance and Sustainability Development Committee

Age: 71 years old



Education:

- Bachelor's degree in Medicine, Mahidol University, Thailand
- Resident in Internal Medicine, Christ's Hospital, Oaklawn
- Diplomate American Board of Internal Medicine
- Fellow in Rheumatology at Loma Linda University, California, U.S.A.
- Diplomate American Board of Rheumatology

Training Course from Thailand Institute of Director Association (IOD):

- DAP - Directors Accreditation Program (82/2006)
- RCP - The Role of Chairman Program (36/2015)
- DAP - Director Accreditation Program (142/2017)

Working Experience:

- 2019 – Present Chairman of Risk management committee/Corporate Governance and Sustainability Development Committee/Major Cineplex Group Public Company Limited
- 2013 – Present Independent Director, Major Cineplex Group Public Company Limited
- 2019 – Present Vice President, Praram 9 Hospital Plc
- 2003 – Present Managing Director, Praram 9 Hospital Plc.
- 1992 – Present Director, Praram 9 Hospital Plc.
- 2015 – Present Chairman of the Board of Directors, Pioneer Motor Plc.
- 2011 – Present Directors of The Foundation of International Education (FIE), NIST International School
- 1995 – Present Executive of Directors, Rely (Thailand) Co., Ltd.

Type of Director to be proposed for appointment : Independent Director/Chairman of Risk Management Committee/Member of Corporate Governance and Sustainability Development Committee

Nomination Criteria and Procedure : The Nomination and Remuneration Committee has considered

Current Position :

In other listed companies	2 Companies : 2019 – Present Vice President, Praram 9 Hospital Plc 2003 – Present Managing Director, Praram 9 Hospital Plc. 1992 – Present Director, Praram 9 Hospital Plc. 2015 – Present Chairman of the Board of Directors, Pioneer Motor Plc.
In business which is not a listed companies	2 Companies : 2011 – Present Directors of The Foundation of International Education (FIE), NIST International School 1995 – Present Executive of Directors, Rely (Thailand) Co., Ltd.
In business which competes against/ Relates to the Company's business	none

No. of year on the board : 11 years (Date of First Appointment: February 15, 2013)

Meeting Attendance in 2023 :

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|--|-------------------------------|
| - The Board of Directors' Meeting : | attending 6 out of 6 meetings |
| - The Risk Management Committee : | attending 4 out of 4 meetings |
| - The Corporate Governance and :
Sustainability Development Committee | attending 4 out of 4 meetings |

Relationship with Company

- Shareholding percentage in the Company : none (as at 31st January 2024)
- A close relative to the Executive/
Major shareholder of the Company/
Subsidiary of the Company/ : none

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Independent director

“Independent director” means fully qualified persons with independence as determined by the Stock Exchange of Thailand as followed;

1. Amount and elements of Independent Director shall have at least 1/3 of the Board of Directors and shall not less than 3 independent Directors
 2. Hold shares not exceed 0.5% of total voting right shares of the Company and also are included of shareholding of related parties.
 3. Within preceded 2 years until present, shall not be participated in business management and controllable
 4. Within preceded 2 years until present, shall not be in business relationship with the persons below;
 - Auditor: Strict prohibition
 - Other Professional Service Provider: Transaction value exceeds of 2 million baht/year
- Exceptions:** Transactions were considered necessary and irregular with unanimous approval of the Board of the Company. The Company shall disclose such transaction in Form 56-1 and Annual Report and Invitation of Shareholders’ Meeting.
5. Do not be bloody relation, legislative relation, agent of executives or major shareholders, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company such as spouse, adopted child, etc.
 6. Do not be director of other listed company in group.
 7. Do not be management team, employee or advisor which regularly receives salary from the company, subsidiaries, or major shareholders.
 8. Do not be benefit person whether directly or indirectly, in aspects of both financial and management of the company and subsidiaries.
 9. There no relation with the executives or major shareholders.
 10. Do not be agent on caring benefit of directors, major shareholders, shareholder which is related to major shareholder.

Real independence of the independent directors indicates good governance of the company, and the appointed independent director performs strictly comply with the foregoing rules. Especially, the independent directors can perform their duties, and give opinions or report operation results on assignment independently, regardless of any benefit concerning their assets and positions, and are forced neither influence of any group nor any pressure in giving opinions.

Biography of Directors to be elected as Directors to replace those retiring by rotation

Name: Ms. Chonticha Chitraporn
(Being nominated to be re-appointed for another term)

Position(s) in the Company: Independent Director/Chairman of Corporate Governance and Sustainability Development Committee/Audit Committee/Risk Management Committee

Age: 66 years old



Education:

- Master Degree in Applied Economics, Faculty of Economics, University of Michigan, USA
- Master Degree in Language and International Trade, Faculty of Economics, Eastern Michigan University, USA
- Bachelor's degree in Accounting, Faculty of Business Administrative, Thammasat University

Training Course from Thailand Institute of Director Association (IOD):

- AACP - Advanced Audit Committee Program (33/2019)
- DAP - Director Accreditation Program (143/2017)

Working Experience:

- 2022 – Present Independent Director/Member of Audit Committee/Chairman of the Risk Management Committee, South East Life Insurance Plc.
- 2022 – Present Investment Consultant, Thai Red Cross Society
- 2020 – Present Director/Independent Director/Chairman of Corporate Governance and Sustainability Development Committee/Audit Committee/Risk Management Committee/Major Cineplex Group Public Company Limited
- 2017 – Present Chairman of Audit Committee/Director/Independent Director/Absolute Clean
- 2022 – 2023 Independent Director and Chairman of Audit Committee, Qualitech Plc.
- 2018 – 2021 Director/Independent Director/Member of the Audit Committee, International Research Corporation Plc.
- 2018 – 2021 Chairman of Risk Management Committee/Director/Independent Director/Advance Life Assurance Public Company Limited
- 2014 – 2020 Risk Management Committee/Dhanarak Asset Development Company Limited

Type of Director to be proposed for appointment : Independent Director/Chairman of Corporate Governance and Sustainability Development Committee/Audit Committee/Risk Management Committee

Nomination Criteria and Procedure : The Nomination and Remuneration Committee has considered

Current Position :

In other listed companies	1 Companies : 2017 – Present Chairman of Audit Committee/Director/Independent Director/Absolute Clean Energy Public Company Limited
In business which is not a listed companies	2 Companies : 2022 – Present Investment Consultant, Thai Red Cross Society 2022 – Present Independent Director/Member of Audit Committee/Chairman of the Risk Management Committee, South East Life Insurance Plc
In business which competes against/Relates to the Company's business	none

No. of year on the board : 3 years (Date of First Appointment: November 12, 2020)

Meeting Attendance in 2023 :

- The Board of Directors' Meeting : attending 6 out of 6 meetings
- The Corporate Governance and Sustainability : attending 4 out of 4 meetings
Development Committee
- The Audit Committee : attending 8 out of 8 meetings
- The Risk Management Committee : attending 4 out of 4 meetings

Relationship with Company

- Shareholding percentage in the Company : none (as at 31st January 2024)
- A close relative to the Executive/
Major shareholder of the Company/
Subsidiary of the Company/ : none

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Independent director

“**Independent director**” means fully qualified persons with independence as determined by the Stock Exchange of Thailand as followed;

11. Amount and elements of Independent Director shall have at least 1/3 of the Board of Directors and shall not less than 3 independent Directors
 12. Hold shares not exceed 0.5% of total voting right shares of the Company and also are included of shareholding of related parties.
 13. Within preceded 2 years until present, shall not be participated in business management and controllable
 14. Within preceded 2 years until present, shall not be in business relationship with the persons below;
 - Auditor: Strict prohibition
 - Other Professional Service Provider: Transaction value exceeds of 2 million baht/year
- Exceptions:** Transactions were considered necessary and irregular with unanimous approval of the Board of the Company. The Company shall disclose such transaction in Form 56-1 and Annual Report and Invitation of Shareholders’ Meeting.
15. Do not be bloody relation, legislative relation, agent of executives or major shareholders, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company such as spouse, adopted child, etc.
 16. Do not be director of other listed company in group.
 17. Do not be management team, employee or advisor which regularly receives salary from the company, subsidiaries, or major shareholders.
 18. Do not be benefit person whether directly or indirectly, in aspects of both financial and management of the company and subsidiaries.
 19. There no relation with the executives or major shareholders.
 20. Do not be agent on caring benefit of directors, major shareholders, shareholder which is related to major shareholder.

Real independence of the independent directors indicates good governance of the company, and the appointed independent director performs strictly comply with the foregoing rules. Especially, the independent directors can perform their duties, and give opinions or report operation results on assignment independently, regardless of any benefit concerning their assets and positions, and are forced neither influence of any group nor any pressure in giving opinions.