

For consideration of Agenda 5: To consider and approve the election of directors to replace those who must retire by rotation including brief information and profile of each director who must retire but have been nominated for re-election as the director for another term

Pursuant to the applicable laws and the Articles of Association of the Company, one-third of the directors must retire from office at every Annual General Meeting of Shareholders. The names of the directors who will retire by rotation this year are as follows:

	Name	Position
1.	Mr. Bandhoon Supakavanich	Chairman of Board of Directors, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee, Independent Director
2.	Mr. Jiraphant Asvatanakul	Member of Audit Committee, Member of Nomination and Remuneration Committee and Independent Director
3.	Mrs. Supaluck Tiasevanakul	Director, Member of Risk Management Committee and Deputy Executive Officer of Accounting Department, Finance Department and Office Department

The criteria for the Nomination and Remuneration Committee used for consideration are as follows:

1. Qualifications;
2. Working experience, knowledge and skills;
3. Section 68 of the Public Limited Companies Act, B.E. 2535 (1992) (and as amended);
4. The qualifications of independent director according to the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 are as follows:
 - a) Holds no more than 1% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, Associated Company and a Major Shareholder or Controlling Person of the Company. (This is inclusive of shares held by connected persons of such independent director.)
 - b) Not being or having been an executive director, employee, staff, consultant with regular monthly salary or Controlling Person of the Company, Parent Company, Subsidiary, Associated Company, same-level Subsidiary, Major Shareholder or Controlling Person of the Company, unless the foregoing status has ended for at least two years (excluding 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).
 - c) Has no connection by blood or legal registration as father, mother, spouse, siblings, or son/daughter including spouse of son/daughter of another Director, Executive, Major Shareholder, Controlling Person or person to be nominated as Director, Executive or Controlling Person of the Company or its Subsidiary.
 - d) Has no or has not had business relationship with the Company, Parent Company, Subsidiary, Associated Company, Major Shareholder or Controlling Person of the Company in such a manner that may obstruct his/her exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or Controlling Person of a person with business relationship with the Company, Parent Company, Subsidiary, Associated Company, Major Shareholder or Controlling

Person of the Company unless such foregoing relationships have ended for at least two years. (Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of immovable property; a transaction involving assets or services or a provision or an acceptance of financial assistance through receiving or extending loan, a guarantee, a use of an asset as collateral against debt; and other similar actions, which result in the Company or the party to the contract having a debt to be repaid to the other party in the amount starting from 3% of net tangible assets (NTA) of the Company or from Baht 20 million, whichever is lower.)

- e) Not being or having been an auditor of the Company, Parent Company, Subsidiary, Associated Company, Major Shareholder or Controlling Person of the Company, and not being a Significant Shareholder, Controlling Person or a partner to an audit firm which employs the auditors of the Company, Parent Company, Subsidiary, Associated Company, Major Shareholder or Controlling Person of the Company, unless the foregoing relationship has ended for not less than two years.
 - f) Not being or having been a person rendering any professional service including being legal or financial consultant who is paid service fee of more than Baht 2 million per annum by the Company, Parent Company, Subsidiary, Associated Company, Major Shareholder or Controlling Person of the Company, and not being a Significant Shareholder or Controlling Person or a partner to such professional service provider, unless the foregoing relationship has ended for not less than two years.
 - g) Not being a Director who is appointed to be a representative of a Director of the Company, Major Shareholder or shareholder who is a connected person of Major Shareholder.
 - h) Not engaging in a business of the same nature as and which is significantly competitive to that of the Company or Subsidiary; not being a significant partner in a partnership or an Executive Director, employee, staff, consultant with regular monthly salary or who holds more than 1% of all shares with voting rights of another company which is engaging in a business of the same nature as and which is significantly competitive to that of the Company or Subsidiary.
 - i) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company;
5. The minimum requirements of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board
 6. Company's Rules and/or Regulations

Having considered the above criteria, the matter was then proposed to the Board of Directors and the Board of Directors has considered and viewed that all directors to be retired by rotation have performed their duties well for the Company's benefits. Thus, it was deemed appropriate to propose to the shareholders' meeting to consider re-appointing all retired directors as the Company's directors for another term.

The brief profiles and information of the nominated directors are as follows:

**The brief information and profile of the nominated director
for the position of Chairman of the Board of Directors / Chairman of Audit
Committee / Chairman of the Nomination and Remuneration Committee and
Independent Director**



Name	Mr. Bandhoon Supakavanich
Age	73 years old
Nationality	Thai
Address	No. 7/348, Soi Vibhavadi 36, Chatuchak Sub-district, Chatichak District, Bangkok
Position	Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the Nomination and Remuneration Committee and Independent Director
Shareholding in Company	None
Number of year as Director	8 years
Education	- Master of Public Administration, Eastern Kentucky University, USA - Bachelor of Science in Forestry, Kasetsart University - Bachelor of Political Science in Politics and Government, Ramkhamhaeng University
Training Programs by Thai Institute of Directors (IOD) and others	- Directors Certification Program (DCP) DCP 94/2007 - Audit Committee Program (ACP) ACP 94/2007
Experiences and current position in other company	
Listed Company	- None -
Non-listed Company	2011 – 2012: Secretary General / The Secretariat of the Prime Minister Government House 2011: Member of the House of Representatives / Pheu Thai Party 2010 – 2011: Commissioner / National Broadcasting and Telecommunication Commission 2008 – 2009: Budget Director / Bureau of the Budget, Office of the Prime Minister Director / Executive of other business that might conflict with the company’s interest – None –

Relationship with the Company, subsidiaries or entities that might have conflict of interests during the last 2 years:

- being director, executive, employee, staff or consultant with regular monthly salary: None
- Rendering professional services such as auditor and legal consultant: None
- Having a business relationship with the company that may obstruct the exercise of independent discretion such as trading with the Company and providing loan or take on a loan: None

Meeting Attendance (in the year 2021)

- Attending the Board of Directors' Meeting 5 times out of 5 times

**Brief information and profile of the nominated director
for the position of Independent Director, Member of Nomination and Remuneration
Committee and Member of Audit Committee**



Name	Mr. Jiraphant Asvatanakul
Age	62 years old
Nationality	Thai
Address	No. 89/70 Moo 2, Tambol Wang Sala, Amphur ThaMuang, Kanchanaburi Province 71110
Position	Independent Director, Member of Nomination and Remuneration Committee and Member of Audit Committee
Shareholding in Company	0.00021%
Number of year as Director	4 years
Education	-Master of Professional Accounting, University of Texas at Austin, U.S.A. - Bachelor Degree of Economics, Thammasat University
Training Programs by Thai Institute of Directors (IOD) and others	- Director Accreditation Program (DAP) -Certificate of Advanced Insurance Course, Class 1 - OIC Advanced Insurance Institute - Diploma, Senior Executive, Capital Market Academy (Class 22), Capital Market Academy
Experiences and current position in other company	
Listed Company	1987 – Present: Chief Executive Officer and President / Thaivivat Insurance PCL 2014 – 2016: Director / Thai Reinsurance PCL
Non-listed Company	2017 – Present: President / Thai General Insurance Association 2017 – Present: Director, Thai General Insurance Fund 2017 – Present: Secretary General / Thai Chamber of Commerce & Board of Trade of Thailand 2016 – Present: President / Thai-Iran Business Council 2015 – Present: Board Treasurer / Thai-Chinese Business Council 2014 – 2017: Board Treasurer /Thai Chamber of Commerce & Board of Trade of Thailand 2013 – Present: Director / Thai Association of Insurance

2009 – Present: Director / T.I.I. Co., Ltd. (Thailand -Insurance Institute)

2001 – Present: Director and Investment Committee / Road Accident Victims Protection Co., Ltd.

2009 – 2013: President of Thai General Insurance Association

2008 – 2013: President / Thai General Insurance Fund

Relationship with the Company, subsidiaries or entities that might have conflict of interests during the last 2 years:

- Being a director, executive, employee, staff or advisor who receives regular salary: None
- Rendering professional services such as auditor and legal consultant: None
- Having a significant business relationship with the Company that may obstruct the exercise of independent discretion such as trading with the Company and providing loan or take on a loan: None

Meeting Attendance (in the year 2021)

- Attending the Board of Directors' Meeting 5 times out of 5 times

**Brief information and profile of the nominated director
for the position of Director and Deputy Executive Officer
of Accounting, Finance and Office Department**



Name	Mrs. Supaluck Tiasevanakul
Age	59 years old
Nationality	Thai
Address	No. 2048 Phetburi Extension Road, Bangkabi Sub-District, Huai Kwang District, Bangkok Metropolis
Position	Director and Deputy Executive Officer of Accounting, Finance and Office Department
Shareholding in Company	7.66%
Number of year as Director	22 years
Education	- Master of Business Administration, University of New Haven, USA - Bachelor of Economics, Chulalongkorn University
Training Programs by Thai Institute of Directors (IOD) and others	- Director Accreditation Program (DAP) 105/2013
Experiences and current position in other company	
Listed Company	- None -
Non-listed Company	2008 – Present: Director / VG Energy Co., Ltd. 1998 – Present: Director/ CholPattana Co., Ltd. 1988 – Present: Managing Director / Vichitbhan Farm Co., Ltd. 1987 – Present: Deputy Executive Officer / VichitbhanPalmoil PCL 1985 – Present: Deputy Managing Director / Vichitbhan Plantation Co., Ltd.
Director/Executive of other business that might conflict with the company's interest	- None –
Meeting Attendance (in the year 2021)	- Attending the Board of Directors' Meeting 5 times out of 5 times