

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. Krisada Chavananand	Managing Director, and Chairman of Risk Management Committee
2.	Mr. Bandhoo Supakavanich	Chairman of the Board of Directors, Chairman of Audit Committee, Chairman of the Nomination and Remuneration and Independent Director
3.	Mr. Rachada Singalavanija	Member of Audit Committee, Member of Risk Management Committee and Independent Director

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 (and as amended) 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 prior to the date of appointment (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 prior to the date of appointment (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 prior to the date of appointment.
 - 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 prior to the date of appointment.
 - 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 Articles of Association 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 Managing Director and Chairman of Risk Management
Committee**



Name	Mr. Krisada Chavananand
Age	63 years old
Nationality	Thai
Address	No. 2048 Phetburi Extension Road, Bangkabi Sub-District, Huai Kwang District, Bangkok Metropolis
Position	Managing Director, and Chairman of Risk Management Committee
Shareholding in Company	39.99%
Number of year as Director	36 years
Education	- Certificate (Class 26), Certificate of the National Defense College of Thailand - Master of Computer Science, the Trustees of Columbia University, USA. - Bachelor of Science in Computer Science, Sam Houston State University, USA.

Experiences and current position in other company

Listed Companies:

2002 – Present	: Managing Director / Vichitbhan Palmoil Public Co., Ltd.
1987 – 2002	: Deputy Managing Director/ Vichitbhan Palmoil Public Co., Ltd

Non-listed Companies:

2018 – Present	: Chairman / the Palm Oil Industry Group FTI
2016 – Present	: Director / Palm Oil Crushing Mill Association
2012 – Present	: Executive Director / Vichitbhan Logistics Co., Ltd.
2011 – Present	: Director / Chavananand Holding Co., Ltd.
2008 – Present	: Director / National Palm Oil Policy Committee
2008 – Present	: Executive Director / VG Energy Co., Ltd.
1991 – Present	: Deputy Managing Director / Vichitbhan Plantation Co., Ltd.
1994 – Present	: Board of Director / C.V.N. Development Co., Ltd.
1992 – Present	: Board of Director / Vichitbhan Real Estate Co., Ltd.

Director/Executive of other business that might conflict with the Company's interest

- None -

Meeting Attendance (in the year 2023)

- Attending the Board of Directors' Meeting 5 times out of 5 times
- Attending the Risk Management Committee Meeting 4 times out of 4 times

**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. Bandhoo Supakavanich
Age	75 years old
Nationality	Thai
Address	No. 7/348 Soi Vibhavadi 36 Chatuchak Subdistrict, Chatuchak District, Bangkok Metropolis
Position	Chairman of the Board of Directors, Chairman of Audit Committee, Chairman of the Nomination and Remuneration Committee, and Independent Director
Shareholding in Company	-
Number of year as Director	10 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
Experiences and current position in other company	
Listed Companies:	
2013 – present	: Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the Nomination and Remuneration Committee and Independent Director / Vichitbhan Palm oil Public Co., Ltd.
Non-listed Companies:	
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 2023)

- Attending the Board of Directors' Meeting 5 times out of 5 times
- Attending the Audit Committee Meeting 4 times out of 4 times
- Attending the Nomination and Remuneration Committee Meeting 1 time out of 1 time

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



Name Mr. Rachada Singalavanija
 Age 74 years old
 Nationality Thai
 Address No. 999/237 Kesinee Ville Pracha Uthit Road, Samsen Nok Subdistrict, Huai Khwang District Bangkok Metropolis
 Position Audit Committee, Risk Management Committee and Independent Director
 Shareholding in Company -
 Number of year as Director 7 years
 Education - M.S.E. (Industrial), West Virginia University, U.S.A.
 - Bachelor of Engineering (Industrial Engineering), Chulalongkorn University, Thailand
 - Bachelor of Law, Ramkhamhaeng University, Thailand
 Experiences and current position in other company
 Listed Company:
 2016 – present : Audit Committee, Risk Management Committee and Independent Director / Vichitbhan Palmoil PCL
 Non-listed Company:
 2009 – Retired : Deputy Permanent Secretary / Ministry of Industry
 2006 – 2009 : Director General Department of Industrial Works / Department of Industrial Works
 2004 – 2006 : Deputy Permanent Secretary / Ministry of Industry
 2003 – 2004 : Chief of Inspector General / Ministry of Industry
 2001 – 2003 : Inspector General / Ministry of Industry
 1998 – 2001 : Deputy Director-General, Department of Industrial Works / Ministry of Industry
 1998 : Director Industrial Pollution Management Bureau Technology / Department of Industrial
 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 2023)

- Attending the Board of Directors' Meeting 5 times out of 5 times
- Attending the Risk Management Committee Meeting 4 times out of 4 times
- Attending the Audit Committee Meeting 4 times out of 4 times