

Nomination and Appointment of Company Director

Nomination and appointment of director are important as director plays a critical role in determining strategies and business directions to enable the Company to be able to achieve its objectives and business goals, including promoting the Company to have the management system in accordance with the good corporate governance principles which will bring about fairness, transparency and ability to generate returns and value in the long term for shareholders as well as inspire trust to all stakeholders. All of which will lead the Company towards sustainable growth.

To ensure that the nomination and appointment of Company's director is performed with transparency, clear framework and in line with good corporate governance principles, the Board of Directors assigns the Nomination, Compensation and Corporate Governance Committee to establish criteria and methodology for nomination of directors.

1. Criteria for Nomination and Appointment of Company Director

The Nomination, Compensation and Corporate Governance Committee determined criteria for nomination of director based on the suitability and in accordance with nature of business, strategies, directions to operate business, Good Corporate Governance Policy and Articles of Association of the Company, as well as related laws and regulations. In nominating qualified person(s) to be Company director/independent director, the Nomination, Compensation and Corporate Governance Committee shall consider the needed skill that the Board may currently be lacking and the diversity of the Board in term of knowledge, expertise, experience and other special competencies which are beneficial to the Company regardless of age, gender, nationality, race, religion, country of origin, tradition and cultural background of directors. In this regard, candidate who will be nominated as Company director must completely meet the following qualifications:

Qualifications of Person to Be Nominated and Appointed as Company Director

1. Being individual person.
2. Being 20 years and not being older than 75 years of age at the date that shareholders' meeting or the Board of Directors' Meeting has resolution for appointment.
3. Possessing full qualifications and have no prohibited characteristics or characteristic that indicates the lack of suitability to be trusted to manage a company with public shareholders

as prescribed by the laws of Public Limited Companies, the Securities and Exchange, the operation of telecommunication business and other relevant laws, as well as the Notification of the Securities and Exchange Commission.

4. Having knowledge, ability, expertise and experience that are beneficial to the Company. Be responsible person; possess leadership, far-sight vision; and have good attitude toward the Company.
5. Being able to perform director's duties with fiduciary and willing to perform assigned duties with full capacity. Can devote his/her time to fully perform duties for the Company. Be able to attend the Board of Directors meeting regularly.
6. Having good behaviour and good working record. Be integrity and ethical; and be recognized by the society.
7. Having good physical and mental health. Be mature, emotionally stable and good listener.
8. Being straightforward and able to independently perform duties, raise questions, provide comments, express vision and making judgements with discretion. Be independent to oppose actions of other directors or the management in the event that there is a conflict on a matter affecting the best interests of the Company, its shareholders and stakeholders.
9. Not holding directorship for more than five companies listed on the Stock Exchange of Thailand. For an executive director; he/she must not serve in a director position for more than two companies listed on the Stock Exchange of Thailand.

In this regard, serving director position in other companies must not be a hindrance to performing duties as the Company's directors and must comply with the guidelines prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

10. Not engaging in any business in the same nature and in competition with the business of the Company or its subsidiaries. Not being a partner in a partnership/limited partnership or director with management authority, employee, staff member or advisor who receives salary; or not holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition with the business of the Company or its subsidiaries., for his/her own benefit or for others' benefit, unless it is notified in a meeting prior to the resolution for appointment.
11. Not having conflicts of interest with the Company.

12. Not having been convicted of violating security and exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.

For person to be nominated as Company independent director, in addition to qualification determined under 1., the following qualifications must be considered:

Qualifications of Independent Directors

1. Holding not more than 0.5% of total voting shares of the Company, its parent company, subsidiaries, associates, major shareholder or controlling person. This also includes shares held by related persons of such independent director.
2. Not being or having been director who is involved in the management, worker, employee, consultant who receives salary, or the controlling person of the Company, its parent company, subsidiaries, associates, major shareholder or controlling person, either at the present time or within two years prior to his/her appointment as an independent director
3. Not being a person related by blood or legal registration in the manner of being father, mother, spouse, sibling, or child, including spouse of child, other directors, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.
4. Not having or having had a business relationship with the Company, its parent company, subsidiaries, associates, major shareholder or controlling person in a manner that may interfere with his/her independent judgment, and not being a significant shareholder (*holding more than 10% of all shares with voting rights of the Company, including shares held by related persons*) or controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associates, major shareholder or controlling person, either at the present time or within two years prior to his/her appointment as an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, granting or receiving financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party

in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, either at the present time or within two years prior to his/her appointment as an independent director.
6. Not being or having been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, either at the present time or within two years prior to his/her appointment as an independent director.
7. Not being director appointed as the representative of other directors of the Company, major shareholders, or shareholders related to the Company's major shareholders.
8. Not undertaking any business in the same nature and in competition with the business of the Company or its subsidiaries, or not being a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiaries. This also includes shares held by related persons of such independent director
9. Not having any other characteristic that limits ability to independently express opinions regarding the Company's operations.

2. Methodology of Nomination and Appointment of Directors

When director position becomes vacant with term completion for a given director or for reasons other than the expiration of the director's term of office, the Nomination, Compensation and Corporate Governance shall recruit persons having full qualifications determined under 1. to be nominated as Company director/independent director to replace director/independent director retiring by rotation or retiring under other circumstances. In doing so, the following channels will be considered:

- an opportunity given to shareholders to nominate directors before each annual general meeting of shareholders under the criteria and terms announced on SET website and the company website,
- an opportunity given for member of the Nomination, Compensation and Corporate Governance Committee to nominate qualified persons,
- Persons recommended by director or the Board of Directors,
- Qualified persons recommended by professional search firm, and
- Director Pool's database of Thai Institute of Directors (IOD).

For reappointment of director for another term, the Nomination, Compensation and Corporate Governance shall consider several factors, including his/her past performance, record of meeting attendance, useful comments and suggestions, time dedicated, support and participation in the Board's activities.

Procedures of director nomination in the event that director position becomes vacant with term completion

1. The Nomination, Compensation and Corporate Governance Committee shall propose profiles of qualified candidates to seek an approval from the Board of Directors.
2. The Board of Director shall consider the candidates and shall propose them to shareholders for election at the Annual General Meeting of Shareholders ("**AGM**"). The election of Company directors must conform to the Company's Articles of Association and relevant laws and must be transparent and clear; details of which are as follows:
 - 1) Each shareholder shall have a number of votes equal to number of shares he/she holds, one share per one vote.
 - 2) Each shareholder must exercise all the votes he/she has under 1) to appoint an individual or several persons to be director(s) but shall not split his/her votes among any person or group of persons.

- 3) Person receiving the highest number of votes in descending order shall be appointed as director depending on the requirement of directors set at such time. In the event that a number of persons receive an equal number of votes for the last directorship rendering the number of directors more than which is required, the chairman of the meeting shall have a casting vote.

Procedures of director nomination in the event that director position becomes vacant for other reasons than office term expiration

The Nomination, Compensation and Corporate Governance Committee shall propose profile(s) of qualified candidate(s) to the Board of Directors for appointment as the substitute director at the next Board's meeting. An exception applies if the remaining term of such director is less than two months, in which an approval is needed from the AGM. In such case, the substituted director shall hold office only for the remaining term of office of the director whom he or she replaces. The resolution of the Board of Directors shall be by a vote of not less than three-fourths of the number of the remaining directors.