

Board of Directors

The Board of Directors consisted of executive and non-executive directors, detailed as follows;

No.	Name	Position
1	Mr. Somchainuk Engtrakul	Chairman
2	Mr. Sima Simananta	Independent Director
3	Mrs. Pankanitta Boonkrong	Independent Director
4	Mr. Yuttana Yimgarund	Independent Director
5	Mr. Nattachak Pattamasingh Na Ayuthaya	Independent Director
6	General Somchai Dhanarajata	Director
7	Mr. Vitai Ratanakorn	Director
8	Ms. Panida Makaphol	Director
9	Ms. Jaroonsri Wankertphon	Director
10	General Tienchai Rubporn	Director
11	Mrs. Thida Pattatham	Director
12	Somporn Suebthawilkul, Ph.D.	Executive Director
13	Mrs. Nonglux Iamchote	Company Secretary and Secretary to the Board of Directors

Qualifications of Independent Directors

The Company provides the definition of an independent director as follows:

- a. holding shares not exceeding 1 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of the independent director.
- b. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent Company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment; however, the prohibition excludes independent director who was government officer or advisor of the government agencies that are major shareholder or controlling government agencies of the Company.
- c. not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiary.
- d. not having a business relationship with the Company, its parent Company, subsidiary, affiliate, major shareholder or controlling person of the Company, in the manner which may interfere with his independent judgment, and neither being nor having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent Company, subsidiary, affiliate, major shareholder or controlling person of the Company unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is the lower.

- e. neither being nor having been an auditor of the Company, its parent Company, subsidiary, affiliate, major shareholder or controlling person of the Company, and not being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent Company, subsidiary, affiliate, major shareholders or controlling person of the Company unless the foregoing relationship has ended not less than two years from the date of appointment.
- f. neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent Company, subsidiary, affiliate, major shareholders or controlling person of the Company, and neither being nor having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of appointment.
- g. not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the major shareholder;
- h. not operate any business which has the same nature as and is in significant competition with the business of the Company or its subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares exceeding one percent of the total number of voting rights of any other Company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary.
- i. not having other any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (a) to (i) of paragraph one, the independent director may be assigned by the board of directors to take part in the business decision of the Company, its parent Company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company on the condition that such decision must be on a collective basis.

Scope of Duties and Responsibilities of the Board of Directors

1. To define the Good Corporate Governance Policy for implementation by the Management, evaluate and review the results thereof for improvement, and report the results in the annual report.
2. To define the Anti-corruption Policy for implementation by the Management for the maximum benefit, evaluate and review the results thereof for improvement.
3. To consider the appropriateness of, giving advices, and approve the vision, strategy, target, and the business goal and policy for the Company's business operations, proposed by the Management, as well as to regulate, control, supervise the management and the operations to ensure that they are carried out efficiently and effectively in line with the policy, plan, and the set goals in the interests of all stakeholders.
4. To ensure that the Company's accounting and financial report system risk, management, audit system, internal control are adequate, sufficient, and reliable in order that the business operations and information disclosure are accurate, transparent, and in compliance with the relevant laws.
5. To ensure that the Company's investment performance and other businesses are monitored by reviewing the risk appetite and identifying risks associated with investment; that the Company has in place an internal control that is sufficient in order that the Company's investment and other businesses are in line with the investment policies and the relevant laws.
6. To ensure that the Company has in place an effective nomination process and succession plan for its directors and senior executives. The Board of Directors has the duty to appoint the Managing Director to be the chief of the senior executives to be responsible for the Company's business operations under the supervision of the Board of Directors
7. To oversee and supervise the information technology function to ensure that it accommodates the Company's strategies in the business operations and risk management, as well as mitigate cybersecurity treats.
8. To ensure that the Company has in place the Code of Business Conduct and Ethics for its business operations and the Code of Practices of Directors and Employees, and ensure that they are communicated to the concerned parties.
9. To consider and appoint subcommittees and define their roles and responsibilities.
10. To consider and approve the establishment or the dissolution of branch offices, as proposed by the Management.
11. To convene an annual general meeting of shareholders within four months after the end of the accounting period.
12. To undertake any act to comply with the relevant laws, regulations, and resolutions of meetings of shareholders.