



Biography of proposed directors to act and represent as proxy of the shareholders at the Meeting

Independent directors that shareholders could grant proxy

		
Name	Mrs. Rachadaporn Rajchataewindra	Association. Prof. Kamjorn Tatiyakavee, M. D
Age	64 years	67 years
Position	Independent Director, Chairman of Audit Committee, Remuneration and Nomination Committee, Corporate Governance Committee and Risk Management Committee	Independent Director, Chairman of Risk Management Committee, Audit Committee and Chairman of Remuneration and Nomination Committee
Address	No.8 Soi Sukhapiban 5 soi 32, Tha Raeng, Bang Khen District Bangkok 10220, Thailand	No.8 Soi Sukhapiban 5 soi 32, Tha Raeng, Bang Khen District Bangkok 10220, Thailand
Conflict of interest of the 2023 AGM's Agenda	Agenda 6	Agenda 6
Conflict of special interest of the 2023 AGM's Agenda	-None-	-None-
Shareholding in TRC as at 31 December 2022		
- Number of shares	-None-	-None-
- Voting rights	-None-	-None-
Family Relationship among Executives	-None-	-None-
Two proposed directors have no any conflicts of interest with the Company, its subsidiaries, associate and connected persons both at present and for the past two years as below:		
- Not taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
- Not being professional services provider, e.g., auditor, legal advisor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
- Not having business relation that is material and could be barrier to independent judgement.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
- Not having kin relationship between the Director Member.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Definition of Independent Director

● **Nomination Process of the Independent Directors**

The Remuneration and Nomination Committee shall preliminarily consider suitable persons whose qualifications are in accordance with the regulations of the Securities Exchange Commission and the Stock Exchange of Thailand. Also, the candidates shall have useful knowledge and capability that are useful for the Company. The suitable candidates will be proposed to the Board of Directors and the Shareholders' Meeting for approval, respectively. (Only the increase of the number of directors and the election of directors in replacement of directors who retired by rotation shall be approved by the Shareholders' Meeting.)

● **Qualifications of the Independent Director**

The qualifications of the independent director are set out in accordance with the regulations of the Securities Exchange Commission as follows:

1. Not hold shares exceeding 0.75 percent* of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person including shares held by related persons of the independent director.

2. Not be nor have been an executive director, officer, employee, controlling person or advisor who receives a salary, of the Company, its parent company, subsidiary, same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two (2) years prior to the date of appointment. This restriction shall not apply to an independent director who has been a government officer or an advisor to a government authority that is a major shareholder or controlling person of the Company.

3. Not be a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries.

4. Not have nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in a manner which may interfere with his or her independent judgment, and neither being nor having been a substantial shareholder or controlling person of any entity having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person who may have a conflict of interest unless the foregoing status ended not less than two (2) years prior to the date of appointment.

5. Neither nor have been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor be a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two (2) years from the date of appointment.

6. Neither nor have been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two (2) million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither nor have been a substantial shareholder, controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two (2) years from the date of appointment.

* Note: This requirement was previously be set not exceeding 1%; however, to be in accordance with the good corporate governance practice, the 3/2012 Board of Directors Meeting held on 19 March 2012 resolved to amend the percentage of shareholding to not exceeding 0.75%.