

**Notes to Agenda No. 7: To consider and approve the appointment of directors to replace The ones who are due to retire by rotation**

**The Biography of Directors Recommended for Reelection**

**1. Mr. Sadawut Taechaubol, 68 Years Old (Authorized Director)**

**Position** Director  
Executive Committee Chairman  
Nomination & Remuneration Committee Member

**Education**

- Honorable Degree (Business Administration), Kensington University, California, USA
- Commerce Diploma, Davis School, Brighton, UK
- B.A. (Political Science), Ramkhamhaeng University, 2002

**Training at Thai Institute of Directors Association**

- Corporate Governance for Capital Market Intermediaries (CGI), Class 14/2016
- Director Accreditation Program (DAP), Class 66/2007

**Other Training**

- Advanced Master of Management Program, AMM, NIDA, Class 3/2019
- Global Business Leader Program (GBL), Class 2/2017, Lead Business Institute
- Energy Literacy for the World Program, Class 7 (TEA 7), 2016, Thailand Energy Academy
- Capital Market Academy, Class 12, 2011, The Stock Exchange of Thailand

**Current Position in Listed Company**

- Nov 2019 – Present Nomination & Remuneration Committee Member  
Padaeng Industry Public Company Limited
- 2015 – Present Director/Executive Committee Chairman,  
Padaeng Industry Public Company Limited
- 2014 – Present Chairperson/Chairperson of the Executive Board of Directors,  
Country Group Holdings Public Company Limited
- 2012 – Present Director/Chairperson of the Executive Board of Directors,  
MFC Asset Management Public Company Limited

**Other Current Position**

- Oct 2019 – Present Honorary Adviser attached to the committee,  
The Senate Standing Committee on Labour
- 2015 – Present Director, EDP Enterprise Company Limited
- 2015 – Present Director, Asia Zone Ventures Company Limited
- 2015 – Present Director, BBT Enterprise Company Limited
- 2013 – Present Executive Directors, China Overseas Exchange Association
- 2010 – Present Chairperson, Thai Chamber of Commerce & Industry
- 2010 – Present Chairperson, Sing Sian Yee Pao Company Limited
- 2006 – Present Director of Baan Rai Taechaubol Company Limited
- 1994 – Present Chairperson, Country Group Company Limited

**Working Experience**

- Dec 2019 – Feb 2021 Acting President,  
MFC Asset Management Public Company Limited
- Dec 2018 – Nov 2019 Acting Managing Director,  
Padaeng Industry Public Company Limited
- 2010 – Sep 2017 Vice Chairman of Country Group Development Public Company Limited
- 2009 – Jan 2017 Director/Chairman of the Executive Board of Directors,  
Country Group Securities Public Company Limited
- 2004 – 2013 Director of Landmark Development Group Company Limited
- 2009 – 2012 Director/Executive Director,  
MFC Asset Management Public Company Limited



- 2007 – 2009 Chief Executive Officer/President,  
Country Group Securities Public Company Limited
- Securities holding in the Company as of February 23, 2021
  - Ordinary shares: None
  - PDI-W1: None
- Family Relation among the Managers: Mr. Tommy Taechaubol's father
- Date of the First Appointment: November 10, 2015
- Appointed as director of Padaeng Industry Public Company Limited for 5 years 5 months from 2015 to present.
- During the Year 2020 he participated in the Board of Directors Meeting and Sub Committee Meeting as follows:
  - The Board of Directors Meeting, 6/6 times.
  - The Executive Committee Meeting, 11/11 times
  - The Nomination and Remuneration Committee Meeting, 2/2 times

**5. Mr. Wuttipong Jittungsakul, 52 Years Old**

**Position** Director

**Education**

- Master's Degree, Development Economics,  
National Institute of Development Administration (NIDA)
- Bachelor's Degree, Accounting, Thammasat University
- Communication Arts, SukhothaiThammathirat Open University

**Training at Thai Institute of Directors Association**

- Director Certification Program (DCP), Class 298/2020
- Director Accreditation Program (DAP), Class 172/2020

**Current Position in Listed Company**

- Nov 12, 2019 – Present Director,  
Padaeng Industry Public Company Limited

**Other Current Position**

- 2020 - Present Fiscal Policy Advisor, Fiscal Policy Office

**Working Experience**

- 2019 – 2020 Deputy Director-General of Fiscal Policy Office, Ministry of Finance
- 2017 – 2019 Executive Director of the Savings and Investment Policy Bureau,  
Fiscal Policy Office
- 2016 – 2017 Executive Director of the Macroeconomic Policy Bureau,  
Fiscal Policy Office
- 2015 – 2016 Executive Director of the Financial System and Financial Institutions  
Policy Bureau, Fiscal Policy Office
- 2013 – 2015 Senior Expert on Local Public Finance Policy Development,  
Bureau of Fiscal Policy, Fiscal Policy Office



- Securities holding in the Company as of February 23, 2021
  - Ordinary shares: None
  - PDI-W1: None
- Family Relation among the Managers: None
- Date of the First Appointment: November 12, 2019
- Appointed as director of Padaeng Industry Public Company Limited for 1 year 5 months from 2019 to present.
- During the Year 2020 he participated in the Board of Directors Meeting as follows:
  - The Board of Directors Meeting, 6/6 times.

**3. Mr. Tommy Taechaubol, 37 Years Old (Authorized Director)**

**Position** Director  
Managing Director  
Executive Committee Member  
Risk Management Committee Member



**Education**

- Master of Business Administration (MBA) (with distinction), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Commerce, Finance Major (with distinction), The University of New South Wales, Australia
- Bachelor of Laws, The University of New South Wales, Australia

**Training at Thai Institute of Directors Association**

- Corporate Governance for Capital Market Intermediaries (CGI), Class 13/2016
- Director Accreditation Program (DAP), Class 88/2011

**Other Training**

- Real Estate Development RE-CU, Class 40, The Real Estate Executive Association of Chulalongkorn University

**Current Position in Listed Company**

- Feb 2020 – Present Risk Management Committee Member, Padaeng Industry Public Company Limited
- Nov 2019 – Present Managing Director, Padaeng Industry Public Company Limited
- 2015 – Present Director/Executive Committee Member, Padaeng Industry Public Company Limited
- 2014 – Present Director/Investment Committee Member/Chief Executive Officer, Country Group Holdings Public Company Limited

**Other Current Position**

- 2006 – Present Director, Bann Rai Taechaubol Company Limited
- 2005 – Present Director, Country Group Company Limited

**Working Experience**

- 2015 – Nov 2019 Nomination and Remuneration Committee Member, Padaeng Industry Public Company Limited
- 2014 – 2019 Advisor to the Executive Committee, MFC Asset Management Public Company Limited
- 2010 – 2017 Chairman of Executive Committee, Sing Sian Yer Pao Company Limited
- 2012 – Jan 2017 Director, Country Group Securities Public Company Limited
- 2011 – 2014 First Executive Vice President (Business Development Division), MFC Asset Management Public Company Limited
- 2006 – 2011 Director, Country State Company Limited

- Securities holding in the Company as of February 23, 2021
  - Ordinary shares: None
  - PDI-W1: None
- Family Relation among the Managers: Mr. Sadawut Taechaubol's son
- Date of the First Appointment: May 7, 2015
- Appointed as director of Padaeng Industry Public Company Limited for 6 years from 2015 to present.
- During the Year 2020 he participated in the Board of Directors Meeting and Sub Committee Meeting as follows:
  - The Board of Directors Meeting, 6/6 times.
  - The Executive Committee Meeting, 11/11 times.
  - The Risk Management Committee Meeting, 4/4 times.

**4. Ms. Prapa Puranachote, 66 Years Old (Authorized Director)**

**Position** Director  
Executive Committee Member

**Education**

- Master of Business Administration (MBA),  
The National Institute of Development Administration (NIDA)
- Bachelor of Arts, Journalism and Mass Communication Program,  
Thammasat University

**Training at Thai Institute of Directors Association**

- Director Certification Program (DCP), Class 148/2011

**Other Training**

- Advanced Master of Management Program, AMM, NIDA
- Global Business Leader Program (GBL), 2017, Lead Business Institute
- Energy Literacy for the World Program, Class 6 (TEA 6), Thailand Energy Academy
- Thammasat Leadership Program (TLP 2), Thammasat University Alumni Relations Office
- Chief Executive Program, Class 14 (CMA 14), Capital Market Academy
- Advanced Certificate Course in Public Economics Management for Executives, Class 7,  
King Prajadhipok's Institute

**Current Position in Listed Company**

- Apr 2020 – Present Director, Asian Sea Corporation Public Company Limited
- Jun 2020 – Present Advisor, MFC Asset Management Public Company Limited
- 2015 – Present Director/Executive Committee Member,  
Padaeng Industry Public Company Limited

**Working Experience**

- 2011 – 2019 Director/Executive Director/Member of the Risk Management Committee/  
Member of the Good Corporate Governance Committee/President,  
MFC Asset Management Public Company Limited
- 2015 – 2018 Independent Director/Audit Committee,  
Ratchaburi Electricity Generating Holding Public Company Limited
- 2004 – 2011 Senior Executive Vice President/Chief of Provident Fund Division,  
Krung Thai Asset Management Public Company Limited
- 2002 – 2004 Senior Executive Vice President/Chief of Business Development &  
Marketing Division, Krung Thai Asset Management Public Company Limited

- Securities holding in the Company as of February 23, 2021
  - Ordinary shares: None
  - PDI-W1: None
- Family Relation among the Managers: None
- Date of the First Appointment: June 29, 2015
- Appointed as director of Padaeng Industry Public Company Limited for 5 years 10 months from 2015 to present.
- During the Year 2020 he participated in the Board of Directors Meeting and Sub Committee Meeting as follows:
  - The Board of Directors Meeting, 6/6 times.
  - The Executive Committee Meeting, 10/11 times



**Padaeng Industry Public Company Limited Shareholdings of Directors Proposed for Re-Election**

Names	Shares	% of Issued Shares
1. Mr. Sadawut Taechaubol	None	-
2. Mr. Wuttipong Jittungsakul	None	-
3. Mr. Tommy Taechaubol	None	-
4. Ms. Prapa Puranachote	None	-

**Director's position in other listed/rival/related Companies of the Directors Proposed for Election**

Names	Listed Company in Thailand		Other Incorporations (non-listed company)	Other Rival Incorporations /Any relating business with the Company
	Directorship	Type of Director		
1. Mr. Sadawut Taechaubol	2	1. Country Group Holdings PCL. <ul style="list-style-type: none"> <li>• Chairperson</li> <li>• Chairperson of the Executive Board of Directors</li> </ul> 2. MFC Asset Management PCL. <ul style="list-style-type: none"> <li>• Director</li> <li>• Chairperson of the Executive Board of Directors</li> </ul>	8	None
2. Mr. Wuttipong Jittungsakul	-	None	-	None
3. Mr. Tommy Taechaubol	1	1. Country Group Holdings PCL. <ul style="list-style-type: none"> <li>• Director</li> <li>• Investment Committee Member</li> <li>• Chief Executive Officer</li> </ul>	2	None
4. Ms. Prapa Puranachote	1	1. Asian Sea Corporation PCL. <ul style="list-style-type: none"> <li>• Director</li> </ul>	-	None



## **The Selection and the Appointment of Company Directors**

### **1. Independent Director**

The Nomination and Remuneration Committee will consider from the list of candidates and nominate persons with proper qualification and experiences that can be beneficial to the Company.

#### **The Definition of Independent Director of the Company**

(Same as the requirement of SEC and SET)

1. Holding shares not exceeding five percent of the paid-up capital of the Company, affiliated company, associated company or related company, inclusive of the shares held by any related persons.
2. Not taking part in the management of the Company, affiliated company, associated company, related company or majority shareholders of the Company. Not being an employee, staff member or advisor who receives a regular salary from the Company, affiliated company, associated company, related company or majority shareholders of the Company.
3. Having no direct or indirect benefit or interest in finance and management of the Company, affiliated company, associated company or majority shareholders of the Company. Having no benefit or interest of the said nature during the period of one year before his appointment as a director except where the Board of Directors has carefully considered that such previous benefit or interest does not affect the performance of duties and the giving of independent opinions.
4. Not being a related person or close relative of any management member or majority shareholder of the Company.
5. Not being appointed as a representative to safeguard the interests of the Company's directors, majority shareholders of the Company or those who are related to the Company's majority shareholders.
6. Being capable of performing duties, giving opinions, or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the management or the majority shareholders of the Company, including related persons or close relatives of the said persons.

### **2. The Selection of Company Directors**

#### **Nomination and Appointment of the Board Nomination Criteria**

In selecting and considering an appropriate Director candidate, The Company invited minor and major shareholders to nominate a candidate, The Directors must be fully qualified with the Public Company Limited Act and in compliance with PDI's regulations, in which PDI will not bring diversity factors such as gender, race, ethnicity, country of origin or nationality as Directors' qualification restrictions. PDI also values independence of the Directors, their conflict of interest, and their expertise. PDI developed Board Skill Matrix in accordance with the Board Diversity Policy to create a wide range of expertise in line with PDI's strategic directions. PDI also searched and selected qualified Directors the IOD Chartered Directors. They must be considered by Nomination and Remuneration Committee and approved by the Board of Directors.

The Selection of Directors by the Annual General Shareholders' Meeting

The appointment of a director requires a majority vote from the eligible voting shareholders present at the annual general shareholders' meeting. Voting shall be casted according to the following guidelines:

1. Each shareholder shall have one vote for each share.
2. Each shareholder must exercise all the votes he has under item (1) to elect one or several persons to be directors, but cannot divide his votes to any person particularly.
3. The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be elected as directors equivalent to the number of directors who are to be elected.
4. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding Chairman shall have an additional casting vote.

In the case of a vacancy on the Board of Directors prior to the expiration of the term of office due to death, resignation, or for reasons other than by rotation, the Board of Directors shall elect any person who is qualified and not subject to the prohibitive characteristics under the law as the substitute director at the subsequent Board of Directors meeting, unless the remaining term of office of the said director is less than two (2) months.

The aforesaid substitute director shall retain his office only for the remaining term of office of the director whom he replaces. The resolution of the Board on this matter must receive no less than three-quarters (3/4) of the votes from the remaining directors.