



Ms. Thipawan Uthaisang
Chairman of The Nomination
and Remuneration Committee

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 persons namely, Ms. Thipawan Uthaisang as the Chairman, Mrs. Pismai Boonyakiat and Mr. Jane Wong-isariyakul as members of the committee. In 2020, the committee held 2 meetings to determine the criteria and methods for nominating by considering basic qualifications and qualities that are in accordance with the strategy of the company's business operation. Moreover, the nominated persons must be the person with leadership, vision, morality, ethics, and transparent work experience as well as no characteristics as forbidden by laws and the Articles of Association of the company, together with considering in director's database from Directors' Pool of Thai Institute of Directors.

The company has provided opportunity for shareholders to participate in nominating candidates to be appointed as company directors prior to the Annual General Meeting of shareholders. In 2020, none of the shareholders nominated any candidates to be considered as company directors. The committee considered the qualifications of 3 persons who had been nominated to serve as company directors replacing the directors who retired by rotation, which are Mrs. Pismai Boonyakiat, Mr. Sanan Eksangkul and Ms. Thipawan Uthaisang to resume their position for another term, which was proposed to the Annual General Shareholders Meeting 2020. The committee also considered the remuneration which is appropriate for their responsibilities, the company's performance and factors which may affect the company.

Moreover, the committee held the Board of Directors, the Sub-committee and CEO's performance assessment for the most effective performance to the company, and their remuneration also the management team are disclosed in this annual report as well.

The Nomination and Remuneration Committee

The Board of Directors appointed 3 Independence Directors as the Nomination and Remuneration Committee. All of them are qualified as required by security law and the Stock Exchange of Thailand, with a 3-year term.

As of December 31, 2020 the Nomination and Remuneration Committee consisted of 3 persons as follows;

No.	Name	Position
1.	Miss Thipawan Uthaisang	Chairman of the Nomination and Remuneration Committee
2.	Mrs. Pismai Boonyakiat	The Nomination and Remuneration Committee
3.	Mr. Jane Wongissariyakul	The Nomination and Remuneration Committee

Remark : Ms. Thipawan Uthaisang was appointed as chairman on November 14, 2020

Authority of the Nomination and Remuneration Committee

1. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
2. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

Scope of duties and responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Director with 3 years each term. The scope of duties and responsibilities of the Nomination and Remuneration Committee is assigned by Board of Directors. The Nomination and Remuneration Committee is responsible to perform the following work and to report to Board of Directors.

1. Setting guidelines and policies in nominating Board of Directors by considering what would be the appropriate structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders Meeting as appropriate.
2. Setting guidelines and policies in determining the Board of Directors and other committees' remuneration, and proposing it to the Board of Directors and/or Shareholders Meeting for approval as appropriate.
3. Searching and proposing appropriate persons to assume the position of the company's directors whose terms have expired or became vacant, including newly appointed director.

4. Determining necessary and appropriate monetary and non-monetary remuneration of the Board of Directors each year, by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
5. To ensure the meeting of Nomination and Remuneration Committee once a year minimally
6. Report work progress and findings to Board of Directors once a year minimally.

Qualification of the Nomination and Remuneration Committee

1. Having a stake in the company, subsidiaries, joint-venture companies, or other related companies not exceeding 1% of the paid-up shares, whereas including shares hold by other related persons
2. The Chairman of the Nomination and Remuneration Committee must be independent director for independence in performance truly
3. Not participating in management of the company, subsidiaries, joint-venture companies, or other related companies and not being one of the majorities of the company's shareholders, or the director who is a member of management should be minimal part of the Committee, and the Chairman of the Board of Directors must not be a member of the Nomination and Remuneration Committee.
4. Do not get any direct or indirect benefits from the operation of the company, subsidiaries, joint-venture companies, other related companies, or majority of the company's shareholders.
5. Do not get any direct or indirect benefits as mentioned above within 1 year prior to being appointed to be the Committee. Upon Board of Director's consideration, the above circumstance does not affect the ability to perform the duties of the Nomination and Remuneration Committee.
6. Be able to perform duties, to express opinion, or to report work progress or findings as assigned by the Board of Directors whereas not being under the influence of the company's executives or the majority of shareholders, including any persons related to or being the next of kin to those aforementioned executives or shareholders.