



Enclosure 3

Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation

Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation

Name	: Admiral Nibhon Chagsudulya	
Nationality	: Thai	
Age	: 72 Years old	
Type of the director to be appointed	: Director	
Shareholding	: Own Share: 500,000 shares (0. 0.020 % of total issued shares)	
	Related Person*: None	
	Remarks: * Relationship Persons means (1) spouse or cohabiting couple, (2) minor child, and (3) juristic person wherein directors, executives and the persons in (1) and (2) hold shares at an aggregate amount exceeding thirty percent of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.	
Educations	: Bachelor of Sciences (Royal Thai Navy), Royal Thai Naval Academy	
IOD/others	: Director Leadership Certification Program – (DLCP), Class 6/2022	
	Corporate Governance for Executive (CGE), Class 12/2561	
	Director Certification Program (DCP), Class 104/2551	
First appointment as director	: January 22, 2016	
Being a director of the Company	: 8 years old sing the first appointment	
Position	: Vice Chairman (Authorized Director) / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee	
Work experience and director/executive positions in other organizations		
<u>Other listed companies in the Stock Exchange of Thailand:</u> -None-		
<u>Other organizations:</u> 1 organization		
2006 – Present	Chairman TMN Company Limited	
<u>Last 5 Years Working Experiences:</u> -None-		
Specialist / Skill: Knowledge of company business, management, risk management.		
Other business that may cause a conflict of the interest or business competitive to the Company: None		
Criminal record in the past 10 years: None		
Family Relationship among Directors and Executives: None		
Meeting attendance in 2023		
The Annual General Meeting: 1/1 times	The Nomination and Remuneration Committee Meeting: 6/6 times	
Board of Directors Meeting: 12/12 times	The Risk Management Committee Meeting: 5/5 times	

Profiles of the nominated candidates for election as directors in replacement of those to be retired by rotation

Name	:	Mr. Somchai Kuvijitsuwan	
Nationality	:	Thai	
Age	:	73 years old	
Type of the director to be appointed	:	Independent Director	
Shareholding	:	Owned share: -None- (0.060% of total issued shares) Relationship Persons*: Spouse holds 800,000 shares (0.032% of total issued shares) Remarks: * Relationship Persons means (1) spouse or cohabiting couple, (2) minor child, and (3) juristic person wherein directors, executives and the persons in (1) and (2) hold shares at an aggregate amount exceeding thirty percent of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.	
Educations	:	Master of Public Administration Program in Public Administration, National Institute of Development Administration (NIDA) Thai Barrister-at-law, Class 27, Institute of Legal Education of The Thai Bar Bachelor of Laws in Laws Program, Ramkhamhaeng University, Class 1	
IOD or others	:	The Role of Chairman Program (RCP), Class 28/2012 Training for the Role of the Nomination and Governance Committee, 2012 Director Certification Program (DCP), Class 76/2006 Director Accreditation Program (DAP), Class 56/2006 Understanding the Fundamental of Financial Statement (UFS), Class 3/2006 Director Leadership Certification Program (DLCP), Class 11/2023 Senior Executive in Energy Science Program (TEA 2), Thailand Energy Academy Senior Executive Course (CMA 9), The Capital Market Academy Provincial Chief Public Prosecutor Course, Class 9/1987	
First appointment as director	:	January 22, 2016	
Being a director of the Company	:	8 years old since the first appointment	
Position	:	Independent Director / Member of the Audit Committee / Chairman of Corporate Governance and Sustainable Development Committee	

Work experience and director/executive positions in other organizationsOther listed companies in the Stock Exchange of Thailand: 4 organizations

2023 - Present	Independent Director / Member of the Audit Committee Krungthai Card Public Company Limited
2023 – Present	Independent Director / Member of the Audit Committee Bangchak Sriracha Public Company Limited
2020 – Present	Independent Director / Chairman of the Audit Committee Eastern Power Group Public Company Limited
2016 - Present	Independent Director / Member of the Risk Management Committee WP Energy Public Company Limited

Other organizations: 4 organizations

2023 - Present	Member of State Enterprise Governance Committee
2023 – Present	Advisory Committee to the Minister of Finance
2017 – Present	Advisor to the President, Mahamakut University
2016 - Present	Qualified Members of the Central Property Appraisal Budget Committee (CPABC) of the Sangha Supreme Council

Last 5 Years Working Experiences

2016 - 2018	Independent Director / Chairman of the Audit Committee Eastern Power Group Public Company Limited
2016 - 2018	Chairman AQ Estate Public Company Limited
2015 - 2018	Independent Director / Chairman of the Audit Committee Thonburi Healthcare Hospital Public Company Limited
2015 - 2018	Advisor KT Zmico Public Company Limited
2011 - 2018	Independent Director / Chairman of the Audit Committee PTT Global Chemical Public Company Limited
2016 - 2018	Independent Director / Chairman of the Audit Committee Eastern Power Group Public Company Limited

Specialist / Skill: Knowledge of company business, legal, management, and social environmental and safety development.

Other business that may cause a conflict of the interest or business competitive to the Company: None

Criminal record in the past 10 years: None

Family Relationship among Directors and Executives: None

Additional requirements as an independent director

Any conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities at the present or in the past two years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	-No-
2. Being a professional service provider (i.e., auditor, lawyer)	-No-
3. Having the significant business relations that may affect the ability to perform independently	-None-

Remarks: Definition and qualifications of independent directors are shown in the end of this document.

Meeting attendance in 2023

The Annual General Meeting: 1/1 times	The Nomination and Remuneration Committee Meeting [*] : 4/6 times
Board of Directors Meeting: 12/12 times	The Corporate Governance and Sustainable Development Committee Meeting ^{**} : 2/2 times
The Audit Committee Meeting: 5/5 times	The Independent Director meeting: 2/2 times

Remarks

* On July 20, 2023, the Board of Directors resolved to appoint the Nomination and Remuneration Committee (former named as the Nomination Remuneration Corporate Governance and Sustainable Development Committee), he was the member of Nomination and Remuneration Committee, and attended the meeting 4 times. Furthermore, on July 20, 2023, he was appointed as the chairman of the Corporate Governance and Sustainable Development Committee.

**On July 20, 2023, the Board of Directors resolved to appoint the Corporate Governance and Sustainable Development Committee.

The Definition of Independent Director

The Company's independent directors shall have all the qualifications stipulated by the Notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and other relevant notifications, with details as follow:

1. Holding no more than 1% of total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholder or controlling persons of the Company, including shares held by the connected persons of such independent director;
2. Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to the date of appointment as independent director. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary;
4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to the date of appointment as independent director;

The business relationship under Paragraph 1 shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the applicant or from twenty million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, majority

shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to the date of appointment as independent director;

6. Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the Company, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years prior to the date of appointment as independent director;
7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a majority shareholder;
8. Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the applicant or its subsidiary;
9. Not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company.

After being appointed as an independent director with the characteristics in accordance with item 1 to 9, the independent director may be assigned by the board of directors to make a decision on the business operation of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person in the form of collective decision.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provision of professional services at a value exceeding the specified amount under item 4 or 6 of Paragraph 1, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:

- (a) the nature of the business relationship or professional services that deems such person to have characteristics not in compliance with the specified regulations;
- (b) the reason and necessity for keeping or appointing such person as an independent director;
- (c) the opinion of the board of directors of the Company concerning the proposal to appoint such person as an independent director.