

**Biographies of independent directors who will be the proxy to attend the meeting  
on behalf of shareholders**



**Name :** Mr. Adul Vinaiphat  
**Position :** Independent Director  
 Chairman of the Audit Committee  
 Chairman of the Corporate Governance Committee  
**Age: (Years)** 75  
**Education :**  
 - Master of Arts in Economics, University of Texas at Austin, USA  
 - Bachelor of Economics, Thammasat University  
**Training :**  
 - National Defense College of Thailand, Class 388  
 - Senior Administrator Course, Office of the Civil Service Commission  
 - Capital Market Academy Leadership Program, CMA 14  
 - Director Certification Program (DCP) 25/2002 : IOD  
 - Audit Committee Program (ACP) 7/2005 : IOD  
 - Role of the Compensation Committee (RCC) 2/2007 : IOD  
 - Financial Institutions Governance Program (FGP)1/2010 : IOD  
 - Information Security Awareness Training 2021: LH Bank  
**Number of Direct Holding of Shares :** - None  
**Number of Spouse and Minor Child Holding of Shares :** - None  
**Relationship with Executives :** - None

**Work Experiences in the Past 5 Years**

❖ **Current Position in 3 Listed Companies on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Oct. 2019 - Present	Chairman of the Nomination and Remuneration Committee	Quality Houses PLC
Apr. 2018 - Present	Independent Director and Member of the Audit Committee	
May 2015 - Apr. 2017	Consultant	
Aug. 2017 - Present	Chairman of the Audit Committee	LH Financial Group PLC
Feb. 2013 - Present	Chairman of the Corporate Governance Committee	
Apr. 2009 - Present	Independent Director	
Jul. 2018 - Sep. 2018	Member of the Nomination and Remuneration Committee	
Apr. 2009 - Jul. 2018	Chairman of the Nomination and Remuneration Committee	
Apr. 2009 - Aug. 2017	Member of the Audit Committee	
May 2010 - Present	Director	The Thai Packaging and Printing PLC

❖ **Current Position in 3 Non-Listed Companies on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Jul. 2016 - Present	Independent Director Chairman of the Audit Committee	Land and Houses Fund Management Co., Ltd
Apr. 2009 - Present	Director and Chairman of the Executive Committee	Evergreen Plus Co., Ltd.
2007 - Present	Director	I.G.S. PLC
2002 - Present	Director	The Thai Tapioca Development Institute Foundation (TTDI)
Feb. 2013 - Feb. 2018	Member of the Corporate Governance Committee	Land and Houses Bank PLC
Dec. 2005 - Feb. 2018	Independent Director and Member of the Audit Committee	
Dec. 2005 - Feb. 2018	Chairman of the Nomination and Remuneration Committee	
Oct. 2014 - Jun. 2016	Independent Director Chairman of the Audit Committee	Land and Houses Securities PLC

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- Holding the positions in other companies that may cause conflicts of interest or may have a business competition with the company
- None

- Conflicts of interest

Having no special conflicts of interest in all agenda items to be proposed at the 2022 Annual General Meeting of Shareholders

- Being a stakeholder with the company/parent company/subsidiaries/joint ventures or juristic persons having some conflicts in the past 2 years in the following aspects:

1. Not being a director engaging in the management, staff, employee or advisor who receive fixed salary
2. Not being a professional service provider such as auditor, legal advisor
3. No significant business engagements that may cause independence in performing duties

- Term and years of service as director

Taking a position of director for 4 terms or 12 years from 2009 to present.

The reason to nominate the director who has been consuming the directorship for 9 consecutive years is he has suitable qualifications with sound knowledge, experiences and understanding in banking, economy, law, etc. by taking into account the need of organization and good corporate governance. In addition, the company also determines the number of term of independent directors not over 9 years to comply with the regulation of the Bank of Thailand stipulating that any independent director who has already completed 9 years of service can consume directorship up to 2022.

- Attendance records of the Board of Directors and the sub-committees in 2021 for consideration

List of Committees	2021		
	Number of Meetings	Number of Attendance	%
Board of Directors	12	12	100
Audit Committee	13	13	100
Corporate Governance Committee	12	12	100

Note: Mr. Adul Vinaiphat has been appointed the director and independent director since April 22, 2009.

Biographies of independent directors who will be the proxy to attend the meeting  
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**Name :** Dr. Supriya Kuandachakupt

**Position :** Independent Director  
Member of the Audit Committee  
Member of the Corporate Governance Committee  
Member of the Nomination and Remuneration Committee

**Age: (Years)** 68

**Education :**

- Doctor of Philosophy in Economics, University of Hawaii, USA
- Master of Arts in Economics (English Program), Thammasat University
- Bachelor of Economics, University of Tasmania, Australia

**Training :**

- Diploma of Tertiary Education, University of New England, Australia
- Certificate of Population Studies, University of Hawaii, USA
- Corporate Governance Program for Directors and Senior Executives of State Enterprises and Public Organizations (Class 7) : Public Director Institute King Prajadhipok's Institute
- Director Accreditation Program (DAP) 56/2006 : IOD
- Director Certification Program (DCP) 97/2007 : IOD
- Financial Statements for Directors (FSD) 10/2010 : IOD
- How to Develop a Risk Management Plan (HRP) 4/2013 : IOD
- Chartered Director Class 9/2015 : IOD
- Corporate Governance for Capital Market Intermediaries Program (CGI) 7/2015 : IOD
- Advanced Audit Committee Program (AACP) 31/2018 : IOD
- Information Security Awareness Training 2020: LH Bank

**Number of Direct Holding of Shares :** - None

**Number of Spouse and Minor Child Holding of Shares :** - None

**Relationship with Executives :** - None

**Work Experiences in the Past 5 ears:**

❖ **Current Position in 2 Listed Companies on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Aug. 2017 - Present	Independent Director Member of the Audit Committee Member of the Corporate Governance Committee Member of the Nomination and Remuneration Committee	LH Financial Group PLC
Sept. 2018 - Oct. 2021	Member of the Risk Oversight Committee	
2006 - Present	Independent Director Member of the Audit Committee	Asia Sermkij Leasing PLC

❖ **Current Position in 1 Non-Listed Companies on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Oct. 2021 - Present	Chairman of the Risk Oversight Committee Member of the Nomination and Remuneration Committee	Land and Houses Bank PLC
Aug. 2017 - Present	Independent Director Member of the Audit Committee Member of the Corporate Governance Committee	
Jul. 2018 - Aug. 2018	Member of the Nomination and Remuneration Committee	
Aug. 2017 - Feb. 2018	Member of the Nomination and Remuneration Committee	
2002 - 2021	Director	P.A.K. Supply Co., Ltd.
2013 - Sep. 2018	Special Senior Fellows, Faculty of Economics	Kasetsart University
1986 - Sep. 2018	Associate Professor, Economics Department Faculty of Economics	

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- Holding the positions in other companies that may cause conflicts of interest or may have a business competition with the company
  - None
- Conflicts of interest
 

Having no special conflicts of interest in all agenda items to be proposed at the 2022 Annual General Meeting of Shareholders
- Being a stakeholder with the company/parent company/subsidiaries/joint ventures or juristic persons having some conflicts in the past 2 years in the following aspects:
  1. Not being a director engaging in the management, staff, employee or advisor who receive fixed salary
  2. Not being a professional service provider such as auditor, legal advisor
  3. No significant business engagements that may cause independence in performing duties
- Term and years of service as director
 

Taking a position of director for 2 terms or 5 years from 2017 to present and retiring by rotation in 2023.
- Attendance records of the Board of Directors and the sub-committees in 2021 for consideration

List of Committees	2021		
	Number of Meetings	Number of Attendance	%
Board of Directors	12	11	91.67
Audit Committee	13	13	100
Corporate Governance Committee	12	12	100
Nomination and Remuneration Committee	6	5	83.33
Risk Oversight Committee *	4	3 (3 of 3)	100

**Note:** Dr. Supriya Kuandachakupt has been appointed the director and independent director since August 1, 2017.

\* Dr. Supriya Kuandachakupt resigned from the member of Risk Oversight Committee since October 25, 2021.

## Definition of Independent Directors

“Independent Director” means a director who shall not engage in management roles and has no businesses or benefits related to the company, which may affect his or her independence to express opinions. The company defines the criteria of an independent director in line with the criteria of the Securities and Exchange Commission as follows:

(1) Holding not more than 0.5% of the total number of voting shares of the company, or the parent company, subsidiaries, associated companies, major shareholders, or control person, which shall be inclusive of the shares held by any related persons of such an independent director.

(2) Neither being nor having been a director participating in management roles, or an employee, a staff, an advisor who receives regular salary, or a person having control power, of the company or the parent company, subsidiaries, associated companies, a subsidiary at the same level, major shareholder, or control person, unless the foregoing status has ended at least two years prior to the date on which such an independent director has been appointed.

(3) Not being a person related by blood relationship or relationship through legal registration as a father, mother, spouse, sibling and child including a spouse of a child of other directors, management, major shareholder, control person, or the person being nominated to be a director, management or a control person of the company or its subsidiaries.

(4) Neither holding nor having held any business relationship with the company or the parent company, subsidiaries, associated companies, major shareholders, or control person in the manner in which his/her independent discretion might be affected, and is not and has not been a significant shareholder or a control person of the person that has business relationship with the company, or the parent company, subsidiaries, associated companies, major shareholders, or control person, unless the foregoing status has ended at least two years prior to the date on which such an independent director has been appointed.

A business relationship shall include any trading transaction in the ordinary course of business for any lease taken or lease out of any immovable property, any transaction relating to asset or service, or granting or accepting any financial support by way of either borrowing, lending, guaranteeing, or providing collateral including any other acts in similar manner thereto, that could result in a creation of the company's obligation or the obligation of its counterparty, to repay its debt to the other parties in an amount equal to three percent or more of the net tangible asset value of the company or Baht twenty million or more, whichever is lower. The method for calculation of the value of the connected transaction pursuant to the Notification of the Capital Market Supervisory Board concerning regulations in respect of entering into connected transactions, *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the past one year prior to the date on which such business relationship with such a person exists must also be counted.

### Definition of Independent Directors

(5) Neither being nor having been an auditor of the or the parent company, subsidiaries, associated companies, major shareholders, or control person and is not a significant shareholder, a control person, or a partner of any audit firm or office for which the auditor of the company, or the parent company, subsidiaries, associated companies, major shareholder, or control person is working, unless the foregoing status has ended at least two years prior to the date on which such an independent director has been appointed.

(6) Neither being nor having been any professional service provider, including legal or financial advisor who obtains fee of more than Baht two million per year from the company or the parent company, subsidiaries, associated companies, major shareholder, or control person, and not be a significant shareholder, or a control person, or a partner of any of such professional service provider unless the foregoing status has ended at least two years prior to the date on which such an independent director has been appointed.

(7) Not being a director who has been appointed as a representative of a director of the company, a representative of a major shareholder of the company, or a representative of a shareholder of the company who is a related person of a major shareholder of the company.

(8) Not undertaking any business the nature of which is the same as that of the company or the subsidiaries and which, in any material respect, is competitive with the business of the company or the company's subsidiaries, or not be a significant partner in a partnership, or a director participating in any management role, an employee, an officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the shares with voting rights of other company engaging in any business the nature of which is the same as that of the company or the subsidiaries and which, in any material respect, is competitive with the business of the company or its subsidiaries.

(9) Not having any other characteristics that prevent the exertion of independent opinions concerning the company's business undertaking. After having been appointed, an independent director may be assigned by the board of directors to take part in the collective decision-making process of the company, parent company, subsidiaries, associated companies, subsidiaries in the same level of the company, or major shareholders, or a control person that have a decision-making role in the Collective Decision Form.