

## Candidates Nominated for Election as the Company's Directors

### Director

#### Nomination Criteria and Procedure for Director

The Nomination and Remuneration Committee (**NRC**) is responsible for selecting and nominating candidates to replace directors and committee members whose terms will expire by rotation or otherwise. This includes increasing or reducing the number of directors to ensure adequate, proper, and diverse.

#### Resources for Director Nomination

- Each year, the Company provides the opportunity for shareholders to nominate candidates with appropriate knowledge, capability, and qualifications for election as directors of the Company between November and January of the following year;
- Director pool; and
- The Nomination and Remuneration Committee's database.

#### Nomination Criteria for Director

The NRC shall select qualified candidates from the resources through a screening process with thoroughness and care. The selection process shall also take into consideration a candidate's diverse skills, knowledge, and capability that are beneficial to the Company, regardless of gender and age, and work experience that reflects the Company's business strategy, with leadership and vision, integrity, ethical values, and clean professional records. The candidate shall exercise independence when making professional decisions. They shall possess qualifications prescribed by the laws, the Company's Articles of Association, and the Board of Directors Charter and are suitable for the Company's business operations.

#### Procedures for Nominating Candidates

The NRC proposes the name(s) of qualified and suitable candidates based on the Nomination Criteria to the Board of Directors to consider selecting as directors to replace the director who vacates the office other than by rotation or proposal to shareholders for election, as the case may be.

Rules and procedures governing the election of directors are as follows.


1. Each shareholder has one vote for one share they hold;
2. To vote for a director, one can either vote for each individual director or for a group of directors each time, as the shareholders' meeting deems appropriate. Each shareholder must exercise all their existing votes. Votes by each shareholder may not be split between directors or groups of directors; and
3. A director shall be elected by majority votes. In case of a tie, the Chairman of the Meeting shall have the casting vote.

The process for nominating independent directors is the same as that of directors.

## Profile of candidate nominated for election to replace the retired director

<b>Name</b>	<b>Mrs. Linda Lisahapanya</b>	
<b>Age</b>	72	
<b>Type of Director</b>	Managing Director Member of Investment Committee	
<b>Tenure</b>	42 years (45 years upon completion of this tenure)	
<b>Education</b>	Master's Degree in Finance, University of Illinois, USA Bachelor's Degree in Finance, University of Illinois, USA	
<b>Directors' Training Courses</b> (Thai Institute of Directors)	Director Certification Program, class 78/2006 Director Accreditation Program, class 173/2020	
<b>Experience</b>	Managing Director, Bumrungrad Hospital PLC	
<b>Director / Management position in other companies</b>		
Position in other listed companies	None	
Position in non-listed companies	None	
<b>Positions in other companies which may result in conflict of interest</b>	None	
<b>BH shareholding</b>	57,000 shares, equaling 0.0072% of the total issued and voting shares (as of 31 December 2023). This includes both preferred and ordinary shares and shares held by spouse and minors.	
<b>Disputes in criminal cases related to dishonesty</b>	None	
<b>Meeting attendance</b>	Board of Directors (4/4) Investment Committee (2/2)	

## Profile of candidate nominated for election as a director

Name	Miss Chanida Sophonpanich		
Age	52		
Type of Director	Non-executive Director		
Tenure	0 year (3 years upon completion of this tenure)		
Education	Master of Business Administration, Massachusetts Institute of Technology, USA		
Directors' Training Courses	Director Accreditation Program (DAP) 51/2006 Corporate Governance for Capital Market Intermediaries (CGI) 16/2016 (Thai Institute of Directors)		
Experience	2001 - Present	Director, Bualuang Securities Public Company Limited	
	2009 - Present	Risk Management Committee Member, Bualuang Securities Public Company Limited	
	2022 - Present	Nomination and Remuneration Committee Member, Bualuang Securities Public Company Limited	
	2014 - Present	Risk Management Committee Member, Bangkok Capital Asset Management Company Limited	
	2020 - Present	Director, Wabisabi Consulting Co., Ltd.	
	2006 - Present	Director, Kao Thang Na Tang Company Limited	
	1998 - 2000	Investment Banking Officer, Bangkok Bank Public Company Limited	
	1994 - 1995	Investment Banking Analyst, Morgan Stanley Singapore	
Director / Management position in other companies			
Position in other listed companies	None		
Position in non-listed companies	Director, Bualuang Securities Public Company Limited Director, Wabisabi Consulting Co., Ltd. Director, Kao Thang Na Tang Company Limited		
Positions in other companies which may result in conflict of interest	None		
BH shareholding	3,130,150 shares, equaling 0.3902% of the total issued and voting shares (as of 31 December 2023). This includes both preferred and ordinary shares and shares held by spouse and minors.		

<b>Name</b>	<b>Miss Chanida Sophonpanich</b>
<b>Disputes in criminal cases related to dishonesty</b>	None
<b>Meeting attendance</b>	None

## Independent director

### Definition of Independent Director

“Independent Director” (this meaning is as intense as or more substantial than the rules indicated by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand) means a director who possesses the following qualifications:

- holding no more than 1% of the total shares with voting rights of the Company or its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included;
- having never been an executive director, employee, staff member, advisor who receives a salary, or controlling party of the Company or its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the appointment;
- not having a relationship by means of descent or legal registration as a father, mother, spouse, brother, sister, or child, or spouse of the daughter or son with the other directors, executives, major shareholders, controlling parties, or persons in the process of nomination to be a director, executive, or a controlling party of the Company or its subsidiary;
- having never had a business relationship with the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties by holding power which may obstruct independent decisions, including having never been the significant shareholder or controlling party of any person having a business relationship with the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties as prescribed by the Office of the Securities and Exchange Commission, unless the foregoing status ended at least two years before the appointment;
- having never been the auditor of the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of the auditing firm which employs the auditor of the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless the foregoing status ended at least two years before the appointment;
- having never been a professional service provider, including but not limited to status as a legal service or financial advisor with a received service fee of more than Baht two million per year for the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of a service firm that meets the above criteria, unless the foregoing status ended at least two years before the appointment, or the prohibition to receive service fee more than such amount was exempt according to law;
- not being nominated as the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders;
- not operating a competitor of the business of the Company or its subsidiaries, and not being a significant partner in a partnership that is a competitor, and not being an executive director, employee, staff member, or advisor who receives the salary of a competitor, nor holding more than 1% of the total shares with voting right of such a competitor or its subsidiaries; and
- not otherwise, which being unable to have an independent opinion regarding the business operation of the Company.

**Profile of candidate nominated for election to replace the retired independent director**


The Board of Directors has considered that the candidate nominated for election as an independent director has the qualifications of an independent director and can give an opinion independently under relevant criteria.

Name	Mr. Mark Elliott Schatten		
Age	75		
Type of Director	Independent Director Member of Audit Committee		
Tenure	3 years (6 years upon completion of this tenure)		
Education	Forest Hills High School, New York CCNY, New York Bernard Baruch School of Business, New York Lee Strasberg Theatre and Film Institute, New York Julliard School of Music, New York		
Directors' Training Courses (Thai Institute of Directors)	Director Certification Program (DCP), class 314/2564 Director Accreditation Program (DAP), class 183/2564 Director Leadership Certification Program (DLCP), class 12/2566		
Experience	1979 – 1990	Director and Founder, Mesurier Ltd., Kong Kong	
	1991 – 1997	Director and Founder, Fashion Asia Ltd., Hong Kong	
	1997 – 2001	Director and Founder, L.A. Marshal Inc.	
	2001 – present	Director and Co-Founder, TTI Global Resources Inc.	
	2001 – present	Director and Co-Founder, TTI Global Resources Shanghai Knitwear Co., Ltd.	
	2016 – present	Advisor, Shane Wilding Golf Co., Ltd.	
Director / Management position in other companies			
Position in other listed companies	None		
Position in non-listed companies	Director and Founder, Mesurier Ltd. Director and Founder, Fashion Asia Ltd. Director and Founder, L.A. Marshal Inc. Director and Co-Founder, TTI Global Resources Inc. Director and Co-Founder, TTI Global Resources Shanghai Knitwear Co., Ltd.		

<b>Name</b>	<b>Mr. Mark Elliott Schatten</b>
<b>Positions in other companies which may result in conflict of interest</b>	None
<b>BH shareholding</b>	1,900 shares, equaling 0.0002% of the total issued and voting shares (as of 31 December 2023). This includes both preferred and ordinary shares and shares held by spouse and minors.
<b>Disputes in criminal cases related to dishonesty</b>	None
<b>Meeting attendance</b>	Board of Directors (4/4) Audit Committee (4/4)

### Profile of candidate nominated for election to replace the retired independent director

The Board of Directors has considered that the candidate nominated for election as an independent director has the qualifications of an independent director and can give an opinion independently under relevant criteria.


Name	Mr. Prin Chirathivat		
Age	62		
Type of Director	Independent Director Member of Audit Committee		
Tenure	12 years (15 years upon completion of this tenure)		
Reasons for proposing to further elect as an independent director	He is a person with long-standing expertise and cannot be replaced by anyone else.		
Education	Master of Business Administration, SASIN Graduate Institute of Business Administration, Chulalongkorn University B.S. (Accounting), Skidmore College, New York, USA		
Directors' Training Courses (Thai Institute of Directors)	Director Certification Program, DCP 2/2000 Director Accreditation Program, DAP 35/2005 Audit Committee Program, ACP 6/2005 The Role of Chairman Program, RCP 11/2005 Capital Market Academy, CMA 1/2005 Chief Financial Officer (CFO), 2006 Monitoring the Internal Audit Function Program, MIA 1/2007 Monitoring the System of Internal Control and Risk Management Program, MIR 1/2007 Monitoring the Quality of Financial Reporting, MFR 7/2009 Monitoring Fraud Risk Management, MFM 1/2009 Advanced Audit Committee Program, 1/2009 Corporate Governance for Capital Market Intermediaries, CGI 20/2018 Advance Audit Committee Program, AACP 39/2021 Board Nomination and Compensation Program, BNCP 16/2566		
Experience	2003 – present	Director, Central Plaza Hotel PLC	
	2002 – present	Deputy CEO, Central Group of Companies Limited	
	1996 – present	Director, Central Retail Corp PCL	
	1994 – present	Chairman of Executive Director, Central Pattana PLC	



<b>Name</b>	<b>Mr. Prin Chirathivat</b>
<b>Director / Management position in other companies</b>	
Position in other listed companies	Chairman of Executive Director, Central Pattana PLC Director, Central Plaza Hotel PLC Director, Central Retail Corp PCL
Position in non-listed companies	Deputy CEO, Central Group of Companies Limited
<b>Positions in other companies which may result in conflict of interest</b>	None
<b>BH shareholding</b>	32,750 shares equaling 0.0041% of the total issued and voting shares (as of 31 December 2023). This includes both preferred and ordinary shares and shares held by spouse and minors.
<b>Disputes in criminal cases related to dishonesty</b>	None
<b>Meeting attendance</b>	Board of Directors (4/4) Audit Committee (4/4)

**Profile of the candidate nominated for election as independent director**

The Board of Directors has considered that the candidate nominated for election as an independent director has the qualifications of an independent director and can give an opinion independently under relevant criteria.

Name	Mr. Chanond Sophonpanich		
Age	30		
Type of Director	Independent Director Member of Audit Committee		
Tenure	3 years (6 years upon completion of this tenure)		
Education	M.Sc. in Operations Research, Columbia University, New York, USA		
Directors' Training Courses	Director Accreditation Program, DAP 183/2564 (Thai Institute of Directors)		
Experience	2024 – present	Manager, Bangkok Bank PLC	
	2021 – 2024	Credit Manager, Bangkok Bank PLC	
	2018 – 2020	Specialist, Bangkok Bank PLC	
	2019 – present	Director, HMC Polymers Co., Ltd.	
	2020 – present	Director, City Realty Co., Ltd.	
	2019 – present	Director, Siam Yamaha Motor Robotics Co., Ltd.	
Director / Management position in other companies			
Position in other listed companies	None		
Position in non-listed companies	Director, HMC Polymers Co., Ltd. Director, City Realty Co., Ltd. Director, Siam Yamaha Motor Robotics Co., Ltd.		
Positions in other companies which may result in conflict of interest	None		
BH shareholding	400,000 shares equaling 0.0503% of the total issued and voting shares (as of 31 December 2023). This includes both preferred and ordinary shares and shares held by spouse and minors.		
Disputes in criminal cases related to dishonesty	None		
Meeting attendance	Board of Directors (4/4) Audit Committee (4/4)		