

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

### Director

#### Election Rules and Regulations for Directors

The Nomination and Remuneration Committee has the responsibility to select and nominate candidates to replace directors and committee members whose terms have expired or for any other reasons, including considering candidates proposed by shareholders, and proposing whether to approve the appointment or to recommend it to a shareholders' meeting for election. The Nomination and Remuneration Committee is responsible for considering the qualifications of candidates, taking into account their knowledge, abilities, experience, and performance which will be beneficial to the Company, leadership skills, visions, ethical values, and independence in making professional decisions, and to ensure that the candidates possess qualifications as prescribed in law and the Board of Directors' Charter.

The process for electing directors in a shareholders' meeting is in accordance with the following rules and principles:

1. Each shareholder has one vote for one share;
2. The election of directors may be either by voting for each individual director, or by voting for a group of directors, whichever way the shareholders' meeting deems appropriate. For each resolution, each shareholder must exercise all of their votes for one individual director or for one group of directors. Votes by each shareholder may not be split between any directors or any groups of directors; and
3. The election passes with the majority of the votes. If the number of votes is equal, the Chairman of the meeting has the final vote.

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

Given that no shareholder proposed candidates for election as the Company's directors, the proposed candidates, through the cautiously and carefully screening process of the Board of Directors, are considered being beneficial to the Company's operation, and the number of candidates is appropriate.

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

<b>Name</b>	<b>Mrs. Linda Lisahapanya</b>	
<b>Age</b>	69	
<b>Type of Director</b>	Managing Director Member of Investment Committee	
<b>Tenure</b>	39 years (42 years upon completion of this tenure)	
<b>Education</b>	Master Degree in Finance, University of Illinois, USA Bachelor 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 to 0.0072% of the total issued and voting shares (as of 31 December 2020). 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 (7/7) Investment Committee (3/3)	

## Independent director


### Definition of Independent Director

“Independent Director” (this meaning is as strong as or stronger 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 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, management, major shareholders, controlling parties, or persons in the process of nomination to be a director, management, 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 2 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, advisor who receives salary of a competitor, nor holding more than 1% of the total shares with voting right of such a competitor or its subsidiaries.
- not otherwise which being unable to have an independent opinion regarding the business operation of the Company.

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


The Board of Directors has considered that the proposed candidate to be the Independent Director shall give an opinion independently and be in line with the related rules and regulations.

<b>Name</b>	<b>Mr. Prin Chirathivat</b>		
<b>Age</b>	58		
<b>Type of Director</b>	Independent Director Member of Audit Committee		
<b>Tenure</b>	9 years (12 years upon completion of this tenure)		
<b>Reason for appointment as the Independent Director</b>	Being an expert, and the only candidate		
<b>Education</b>	Master of Business Administration, SASIN Graduate Institute of Business Administration, Chulalongkorn University B.S. (Accounting), Skidmore College, New York, USA		
<b>Directors' Training Courses</b> (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		
<b>Experience</b>	2006 – present	Executive Director, Robinson Department Store PLC	
	2003 – present	Executive Director, Central Plaza Hotel PLC	
	2002 – present	Executive Director, Central Group of Companies	
	1996 – present	Executive Director, Central Retail Corp Ltd.	
	1994 – present	Executive Director, Central Pattana PLC	
<b>Director / Management position in other companies</b>			
Position in other listed companies	Executive Director, Robinson Department Store PLC Executive Director, Central Plaza Hotel PLC Executive Director, Central Pattana PLC		

<b>Name</b>	<b>Mr. Prin Chirathivat</b>
Position in non-listed companies	Executive Director, Central Group of Companies Executive Director, Central Retail Corp Ltd.
<b>Positions in other companies which may result in conflict of interest</b>	None
<b>BH shareholding</b>	18,750 shares equaling to 0.0024% of the total issued and voting shares (as of 31 December 2020). 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 (7/7) Audit Committee (4/4)

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

The Board of Directors has considered that the proposed candidate to be the Independent Director shall give an opinion independently and be in line with the related rules and regulations.

<b>Name</b>	<b>Mr. Mark Elliott Schatten</b>		
<b>Age</b>	72		
<b>Type of Director</b>	N/A		
<b>Tenure</b>	3 years upon completion of this tenure		
<b>Education</b>	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		
<b>Directors' Training Courses</b>	None		
<b>Experience</b>	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.	
	2020 – present	Founding Partner and Consultant, Far East Capital Ltd., Hong Kong	
	2016 – present	Advisor, Shane Wilding Golf Co., Ltd.	
<b>Director / Management position in other companies</b>			
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>Positions in other companies which may result in conflict of interest</b>	None		


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<b>Name</b>	<b>Mr. Mark Elliott Schatten</b>
<b>BH shareholding</b>	None (as of 31 December 2020). 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>	N/A

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

The Board of Directors has considered that the proposed candidates to be the Independent Director shall give an opinion independently and be in line with the related rules and regulations.

<b>Name</b>	<b>Mr. Chanond Sophonpanich</b>		
<b>Age</b>	27		
<b>Type of Director</b>	N/A		
<b>Tenure</b>	3 years upon completion of this tenure		
<b>Education</b>	M.Sc. in Operations Research, Columbia University, New York, USA		
<b>Directors' Training Courses</b>	None		
<b>Experience</b>	2021 – present	Credit Manager, Bangkok Bank PLC	
	2018 – 2020	Specialist, Bangkok Bank PLC	
	2020 – present	Director, City Realty Co., Ltd.	
	2019 – present	Executive Director, HMC Polymers Co., Ltd.	
	2019 – present	Director, Siam Yamaha Motor Robotics Co., Ltd.	
<b>Director / Management position in other companies</b>			
Position in other listed companies	None		
Position in non-listed companies	Director, City Realty Co., Ltd. Director, Siam Yamaha Motor Robotics Co., Ltd.		
<b>Positions in other companies which may result in conflict of interest</b>	None		
<b>BH shareholding</b>	400,000 shares equaling to 0.0503% of the total issued and voting shares (as of 31 December 2020). 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>	N/A		