



Berli Jucker Public Company Limited

(Translation)

**Supporting Document for Agenda No. 5
Information for election of directors to replace the directors who retire by rotation**

Information about directors proposed for re-election is as follows:

Agenda 5.1 To consider and approve the re-election of Mr. Charoen Sirivadhanabhakdi as the Director

Name and Surname: Mr. Charoen Sirivadhanabhakdi

Type of Directorship Proposed: Chairman of the Board of Directors

Age: 79 years

Holding directorship for:

21 years 4 Months (Date of First Director's Appointment 19 December 2001)



Educational qualifications:

- Honorary Doctoral Degree in Social Science (Social Work), Mahamakut Buddhist University
- Honorary Doctoral Degree in Marketing, Rajamangala University of Technology Isan
- Honorary Doctoral Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Honorary Doctoral Degree in Hospitality Industry and Tourism, Christian University of Thailand
- Honorary Doctoral Degree in Sciences and Food Technology, Rajamangala University of Technology Lanna
- Honorary Doctoral Degree in International Business Administration, University of the Thai Chamber of Commerce
- Honorary Doctoral Degree in Management, Rajamangala University of Technology Suvarnabhumi
- Honorary Doctor of Philosophy in Business Administration, Mae Fah Luang University
- Honorary Doctoral Degree in Business Administration, Eastern Asia University
- Honorary Doctoral Degree in Management, Huachiew Chalermprakiet University
- Honorary Doctoral Degree in Industrial Technology, Chandrakasem Rajabhat University
- Honorary Doctoral Degree in Agricultural Business Administration, Maejo Institute of Agricultural Technology

Training course for director from Thai Institute of Directors Association (IOD):

- Director Accreditation Program (DAP) - BJC / 2004



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Work experiences:

Sep 2018 - Present	Chairman, Asset World Corp Public Company Limited
Sep 2018 - Present	Chairman, Thai Group Holdings Public Company Limited
Mar 2018 – Present	Chairman, Sura Bangyikhan Group of Companies
Feb 2017 – Present	Chairman, TCC Asset World Corporation Limited
Oct 2013 – Present	Chairman of the Board of Directors, Frasers Centrepoint Limited
Nov 2008 – Present	Chairman, TCC Corporation Limited
Nov 2006 – Present	Chairman, Siriwana Co., Ltd.
Dec 2005 – Present	Chairman, TCC Land Co., Ltd.
2003 – Present	Chairman of the Board of Directors and Chairman of the Executive Board, Thai Beverage Public Company Limited
2001 – Present	Chairman, Beer Thai (1991) Public Company Limited
Dec 2001 – Present	Chairman of the Board of Directors and Chairman of the Executive Board, Berli Jucker Public Company Limited
Present	Chairman, TCC Corporation Limited
2004 – Jun 2018	Chairman, Red Bull Distillery Group of Companies
Mar 2016 – Jan 2018	Chairman of the Board, Big C Supercenter Public Company Limited

Acting as directors / Executives in other Companies

• Listed Companies: Total of 4 Companies

- 1) Chairman, Asset World Corp Public Company Limited
- 2) Chairman, Thai Group Holdings Public Company Limited
- 3) Chairman of the Board of Directors and Chairman of the Executive Board, Thai Beverage Public Company Limited
- 4) Chairman, Beer Thai (1991) Public Company Limited

• Non-listed Company: Total of 7 Companies

- 1) Chairman, Sura Bangyikhan Group of Companies
- 2) Chairman, TCC Asset World Corporation Limited
- 3) Chairman of the Board of Directors, Frasers Centrepoint Limited
- 4) Chairman, TCC Corporation Limited
- 5) Chairman, Siriwana Co., Ltd.

• Other businesses may cause the conflict of interest: None

% Shareholding in the Company(Direct and indirect): None

Other conflicts of interest directly and indirectly: None



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Family relationship with executive or major shareholders of the company:

- Spouse of Khunying Wanna Sirivadhanabhakdi
- Father of Mrs. Thapanee Techajareonvikul

Area of expertise: Business Management

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Charoen Sirivadhanabhakdi's qualification fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director for another term.

Meeting attendance in 2022 (Number of attended meeting(s) / Total number of meeting(s)):

- | | | |
|--------------------------|-----|-------|
| - Annual General Meeting | 1/1 | Time |
| - Board of Directors | 4/4 | Times |
| - Executive Board | 7/7 | Times |



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Agenda 5.2 To consider and approve the re-election of Mr. Tevin Vongvanich as the Director

Name and Surname: Mr. Tevin Vongvanich

Type of Directorship Proposed: Vice Chairman of the Board of Directors

Age: 65 years

Holding directorship for:

3 Years 11 Months (Date of First Director's Appointment 14 November 2019)

Educational Qualifications:

- Honorary Doctorate Degree, Faculty of Engineering, Chulalongkorn University
- Honorary Doctorate of Philosophy, Civil Engineering Department, Faculty of Industry and Technology, Rajamangala University of Technology
- M.S. (Petroleum Eng.), University of Houston, USA
- M.S. (Chemical Eng.), Rice University, USA
- B. Eng. (Chemical Eng.) - 1st Honors, Chulalongkorn University, Thailand

Training course for director from Thai Institute of Directors Association (IOD):

- Directors Certificate Program (DCP) Class 21/2002
- Financial Statements of Directors (FSD) Class 6/2009
- Role of the Compensation Committee (RCC) Class 13/2011
- Anti-corruption for Executive Program (ACEP) Class 15/2015
- Ethical Leadership Program (ELP) Class 15/2017
- Senior Executive Program (S.E.P.), SASIN/Kellogg/Wharton, Thailand
- Program for Global Leadership
 - Program for Global Leader (PGL3), Harvard Business School, USA
 - Democratic Politics and Governance for High-Level Administrators Program, Class 10, King Prajadhipok's Institute
 - Capital Market Academy Programs, Class 6, Stock Exchange of Thailand
 - Diploma, National Defence College, The Joint State-Private Sector Course, Class 22
 - Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations, Class 7, Public Director Institute (PDI), King Prajadhipok's Institute
 - Certificate in Top Executives Program in Energy Literacy for a Sustainable Future (Class 3/2013), Thailand Energy Academy (TEA)



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Work experience:

Oct 2022 - Present	A qualified member of the University Council, King Mongkut's University of Technology Thonburi
Nov 2019 - Present	Vice Chairman of the Board and Chairman of the Nomination and Remuneration Committee, Berli Jucker Public Company Limited
Apr 2019 - Present	Independent Director, Chairman of Risk Management Committee and Member of the Corporate Governance Committee, Amata Corporation Public Company Limited
Apr 2019 - Present	Independent Director, Member of Audit Committee, Member of the Sustainability and Risk Management Committee, Indorama Ventures Public Company Limited
Nov 2019 - Present	Chairman of the Board, InnoSpace (Thailand) Co.Ltd.
2020 - Present	Committee, BCG Economy Committee
2020 – Present	Committee, Chulalongkorn University Council
2020 - Present	Committee and Chairman of State, State Enterprise Policy Office
2019 - Present	Enterprise Development Planning Council Committee and Chairman of Sub-Committee on National Competitiveness (Main Occupation), National Economic and Social Development Council
2019 - Present	Chairman of Sub-committee on Capital Market Competitiveness Development, The Securities and Exchange Commission
2019 – Present	Chairman of Committee for Fund Management in National, The National Higher Education, Science, Research and Innovation Policy Council
2014 - Present	Director to the Board Trustees, Thailand Management Association (TMA)
2011 - Present	Qualified Director, Thai Institute of Directors (IOD)
2019 – 2020	Committee Member, Public Organization Development and Promotion Committee
2019 – 2020	Chairman of the council, Vidyasirimedhi Institute of Science and Technology
2017 – 2018	Director, Thai Listed Companies Association
2017 – 2018	Qualified Director, National Economic Reform Commission
2016 – 2018	Board Member, Office of the Public Sector Development Commission
2015 – 2018	Board Member, National Science and Technology Development Agency



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2015 – 2018	President, Chulalongkorn University Alumni Association under the Royal Patronage of His Majesty the King (CUAA)
2015 – 2017	President & CEO, PTT PLC
2015 – 2018	Chairman of the Board of RPC PCL
2014 – 2018	Director on National Competitiveness, National Economic and Social Development Council
2014 – 2019	Director Chairman, Center for the Competitiveness Association (TMA)

Acting as directors / Executives in other Companies

- **Listed company:** Total of 2 Companies
 - 1) Independent Director, Chairman of Risk Management Committee and Member of the Corporate Governance Committee, Amata Corporation Public Company Limited
 - 2) Independent Director, Member of Audit Committee, Member of the Sustainability and Risk Management Committee, Indorama Ventures Public Company Limited
- **Non-listed company:** Total of 1 Company
 - 1) Chairman of the Board, InnoSpace (Thailand) Co.Ltd.
- **Other businesses may cause the conflict of interest:** None

% Shareholding in the Company (Direct and Indirect): None**Other conflict of interest directly and indirectly:** None**Family relationship with executive or major shareholders of the Company:****Area of expertise:** Business Management**Criteria and nomination procedure :**

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Tevin Vongvanich's qualifications fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2022 (Number of attended meeting(s) / Total number of meeting(s)) :

- Annual General Meeting	1/1	Time
- Board of Directors Meeting	4/4	Times
- Executive Board Meeting	7/7	Times
- Nomination and Remuneration Committee	3/3	Times





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Agenda 5.3 To consider and approve the re-election of Mr. Prasit Kovilaikool as the Director

Name and Surname: Mr. Prasit Kovilaikool

Type of Directorship Proposed: Independent Director

Age: 79 years

Holding directorship for:

13 years 2 Months (Date of First Director's Appointment 23 February 2010)



Educational qualifications:

- Honorable Doctorate of Law Degree, Eastern Asia university
- Honorable Doctorate of Law Degree, Chulalongkorn University
- LLM, Columbia University, New York, U.S.A.
- Barrister-at-Law (Thai Bar)
- Bachelor of Laws (Second Class Honor), Chulalongkorn University
- Certificate in Human Rights Teaching, University of Strasbourg, France
- Certificate in Real Estate Assessment, Institute of Land Readjustment (Taiwan) and Lincoln Land Institute Massachusetts, U.S.A

Training course for director from Thai Institute of Directors Association (IOD):

- Improving the Quality of Financial Reporting (QFR) Class 1/2006
- Director Accreditation Program (DAP) Class 41/2005
- Finance for Non-Finance Directors (FND) Class 11/2004

Work experiences:

2018 – Present	Independent Director and Chairman of the Audit Committee Asset World Corp Public Company Limited
Feb 2017 – Present	Sustainability Development Committee Member, Berli Jucker Public Company Limited
Apr 2014 – Present	Chairman of the Board of Directors, Oishi Group Public Company Limited
Apr 2012 – Present	Independent Director and Chairman of the Audit Committee, Thai Beverage Public Company Limited
Feb 2012 – Present	Chairman of the Audit Committee, Berli Jucker Public Company Limited
Apr 2010 – Present	Independent Director, Oishi Group Public Company Limited



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Apr 2010 – Present	Independent Director and Chairman of the Audit Committee, Siam Food Products Public Company Limited
Feb 2010 – Present	Independent Director, Berli Jucker Public Company Limited
2010 – 2018	Chairman of the Board of Directors of Research and Law, Development Centre, Faculty of Law, Chulalongkorn University
2008 – Present	Head of Curriculum Development Faculty of Law, Huachiew Chalernprekiet University
1999 – Present	Advisor of Property Management Committee, The Thai Red Cross Society
1989 – Present	Councillor of the Council of State, Office of the Council of State
1992 – 2019	Lecturer, Legal Education Institute of Thai BAR, Thai Bar Association

Acting as directors / Executives in other Companies

- **Listed Companies:** Total of 5 companies

- 1) Independent Director and Chairman of the Audit Committee Asset World Corp Public Company Limited
- 2) Chairman of the Board of Directors, Oishi Group Public Company Limited
- 3) Independent Director and Chairman of the Audit Committee, Thai Beverage Public Company Limited
- 4) Independent Director, Oishi Group Public Company Limited
- 5) Independent Director and Chairman of the Audit Committee, Siam Food Products Public Company Limited

- **Non-listed Company:** None

- **Other businesses may cause the conflict of interest:** None

% Shareholding in the Company(Direct and indirect): None

Other conflicts of interest directly and indirectly: None

Family relationship with executive or major shareholders of the company: None

Area of expertise: Management, Law (Business, Land Law, Real Estate, Building Law) Legal Education and Development

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr.Prasit Kovilaikool's qualifications fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to re-elect him as a director for another term.

Meeting attendance in 2022 (Number of attended meeting(s) / Total number of meeting(s)):





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- Annual General Meeting	1/1	Time
- Board of Directors	3/4	Times
- Audit Committee	6/6	Times
- Sustainability Development Committee	4/4	Times



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Agenda 5.4 To consider and approve the re-election of Prof. E. Pirom Kamolratanakul as the Director

Name and Surname: Prof. E. Pirom Kamolratanakul

Type of Directorship Proposed: Independent Director

Age: 74 years

Holding directorship for:

6 years 11 Months (Date of First Director's Appointment 11 May 2016)

Educational qualifications:

- Thai Board in Family Medicine, Medical Council of Thailand
- National Defence Program, National Defence College
- Master of Science (Clinical Epidemiology), The University of Pennsylvania, U.S.A.
- Certificate in the Management Training Program, The University of Toronto, Canada
- Certificate in Clinical Economics, The Wharton School, U.S.A.
- The Thai Board in Preventive Medicine, The Medical Council, Thailand
- Master of Science (Clinical Epidemiology), McMaster University, Hamilton, Ontario, Canada
- The Thai Board in General Practice, The Medical Council, Thailand
- Bachelor of Medicine, Chulalongkorn University
- Bachelor of Science, Chulalongkorn University

Training course for director from Thai Institute of Directors Association (IOD):

- Director Accreditation Program (DAP) Class 144/2018

Work experiences:

22 Oct 2019 – Present	National Communicable Disease Committee
8 Oct 2019 – Present	Advisor to the Board Member of National Vaccine Institute
20 June 2019 - Present	Board Member of Medical Service Cluster, Thai Red Cross Society
21 Sep 2018 – Present	President of Organ Donation Centre, Thai Red Cross Society
Feb 2018 – Present	President, Chulalongkorn University
Dec 2018 – Present	Chairman of the Sustainability Development Committee, Berli Jucker Public Company Limited
Jun 2016 – Present	Audit Committee Member, Berli Jucker Public Company Limited





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May 2016 – Present	Independent Director and Board Member of Nomination and Remuneration Committee, Berli Jucker Public Company Limited
1 Sep 2010 – Present	Board Member, Thai Red Cross Society Board
8 Mar 2016 – Present	Chairman of the subcommittee on Driven and Reform of Public Health Systems in Health and Health Insurance System
8 Aug 2014 – 21 May 2019	Member of the National Legislative Assembly
Apr 2008 – May 2016	President, Chulalongkorn University
Oct 1999 – Sep 2007	Dean, Chulalongkorn University Faculty of Medicine, Chulalongkorn University
Oct 1999 – Sep 2007	Director, King Chulalongkorn Memorial Hospital
2006 – 2009	Advisor, The Minister of Public Health & Deputy Minister of Public Health
2000 – 2002	Board member & Audit Committee Member, The Government Pharmaceutical Organization

Acting as directors / Executives in other Companies

- **Listed Company:** None
- **Non-listed Company:** None
- **Other businesses may cause the conflict of interest:** None
- % Shareholding in the Company(Direct and indirect):** None
- Other conflicts of interest directly and indirectly:** None

Family relationship with executive or major shareholders of the company: None

Area of expertise: Business Management

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Prof. E. Pirom Kamolratanakul, M.D., M.SC.'s qualification fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director for another term.





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Meeting attendance in 2022 (Number of attended meeting(s) / Total number of meeting(s)):

- Annual General Meeting	1/1	Times
- Board of Directors	4/4	Times
- Audit Committee	6/6	Times
- Nomination and Remuneration Committee	3/3	Times
- Sustainability Development Committee	4/4	Times



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Agenda 5.5 To consider and approve the re-election of Police General Krisna Polananta as the Director

Name and Surname: Police General Krisna Polananta

Type of Directorship Proposed: Independent Director

Age: 72 years

Holding directorship for:

11 Years 2 Months (Date of First Director's Appointment 23 February 2012)

Educational Qualifications:

- Master of Public Administration National Institute of Development Administration (NIDA)
- Bachelor of Public Administration Royal Police Cadet Academy (RPCA)

Training course for director from Thai Institute of Directors Association (IOD):

- Director Accreditation Program (DAP) Class 86/2010

Work experience:

Dec 2021 – Present	Director, Millennium Group Corporation (Asia) Public Company Limited
Nov 2015 - Present	Nomination, Remuneration and Corporate Governance Committee Member, Berli Jucker Public Company Limited
Aug 2013 - Present	Independent Director, Siam Food Products Public Company Limited
Feb 2012 - Present	Independent Director and Audit Committee Member, Berli Jucker Public Company Limited
Jan 2014 – Jun 2014	Chairman of Audit Committee, MCOT Public Company Limited
Oct 2013 - Jun 2014	Chairman of Audit Committee, Airport of Thailand Public Company Limited
Apr 2013 - Jun 2014	Independent Director, MCOT Public Company Limited
Feb 2013 - Jun 2014	Independent Director, Airport of Thailand Public Company Limited
2008 - 2010	Secretary General, Narcotics Control Board (NCB), Office of The Narcotics Control Board (NCB)





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Acting as directors / Executives in other Companies

- **Listed companies:** Total of 2 companies
 - 1) Director, Millennium Group Corporation (Asia) Public Company Limited
 - 2) Independent Director Siam Food Products Public Company Limited
- **Non-listed company:** None
- **Other businesses may cause the conflict of interest:** None

% Shareholding in the Company (Direct and Indirect): None

Other conflicts of interest directly and indirectly: None

Family relationship with executive or major shareholders of the Company: None

Area of expertise: Business Management

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Police General Krisna Polananta's qualification fully conforms to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2022 (Number of attended meeting(s) / Total number of meeting(s)):

- Annual General Meeting	1/1	Time
- Board of Directors	4/4	Times
- Audit Committee	6/6	Times
- Nomination and Remuneration Committee	3/3	Times



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Agenda 5.6 To consider and approve the re-election of Mr. Rungson Sriworasart as the Director

Name - Surname: Mr. Rungson Sriworasart

Proposed Director Type: Independent Director

Age: 76 years

Holding directorship for:

7 years 5 months (Date of First Director's Appointment 11 November 2015)

Educational Qualifications:

- Master of Business Administration, Prince of Songkla University
- Bachelor of Law, Sukhothai Thammathirat Open University
- Bachelor of Accounting, Ramkhamhang University

Training course for director from Thai Institute of Directors Association (IOD):

- Anti-Corruption for Executive Program (ACEP) Class 14/2015
- Financial Institutions Governance Program (FGP) Class 7/2013
- Role of the Chairman Program (RCP) Class 28/2012
- Director Accreditation Program (DAP) Class 86/2010
- Audit Committee Program (ACP) Class 26/2009
- Successful Formulation & Execution the Strategy (SFE) Class 2/2008
- Finance for Non-Finance Director (FND) Class 39/2008
- Refresher Course DCP (DCP re) Class 1/2008
- Director Certification Program (DCP) Class 81/2006

Working Experiences:

May 2020 – Present	Vice Chairman of the Board and Chairman of the Audit Committee, Deestone Corporation Limited
Sep 2018 – Present	Independent Director and Chairman of the Nomination and Remuneration Committee, Asset World Corp Public Company Limited
June 2017 – Present	Independent Director, WP Energy Public Company Limited
Dec 2017 – Present	Independent Director, Chairman of Audit Committee and Member of the Nomination and Remuneration Committee, U CITY Public Company Limited



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Feb 2016 – Present	Independent Director, Chairman of the Audit Committee and Chairman of Corporate Governance and Sustainable Development Committee, Charoen Pokphand Foods Public Company Limited
Nov 2015 – Present	Independent Director, Berli Jucker Public Company Limited
Nov 2014 – Present	Director of Prince Songkla University Council
July 2014 – Sep 2015	Director and Chairman of the Remuneration Committee, PTT Public Company Limited
Apr 2014 – Sep 2015	Director and Chairman of Nomination and Remuneration Committee, Thai Airways International Public Company Limited
Apr 2014 – Jul 2014	Director, National Credit Bureau Co., Ltd.
Oct 2013 – Sep 2015	Permanent Secretary, Ministry of Finance
Oct 2013 – Sep 2015	Chairman, Government Pension Fund
Oct 2013 – Sep 2015	Chairman, Thailand's Student Loan Fund
Oct 2013 – Sep 2015	Chairman, Office of Insurance Commission (OIC)
Oct 2013 – Sep 2015	Director, Committee on Public and Private Sectors Economic Problems
Oct 2013 – Sep 2015	Director, Office of Securities and Exchange Commission
Oct 2013 – Sep 2015	Director, Committee on the National Strategy for the Prevention and Suppression of Corruption in the State Ministry of Justice
June 2013 – June 2018	Chairman of the Board of Directors, TMB Bank Public Company Limited
Feb 2013 – Sep 2015	Director, Office of the Commission for Judicial Service
Aug 2013 – Apr 2014	Director, State Railway of Thailand

Acting as directors / Executive in other Companies:

- **Listed Company:** Total of 5 companies
 - 1) Vice Chairman of the Board and Chairman of the Audit Committee
Deestone Corporation Limited
 - 2) Independent Director and Chairman of the Nomination and Remuneration Committee
Asset World Corp Public Company Limited
 - 3) Independent Director
WP Energy Public Company Limited



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- 4) Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee
U CITY Public Company Limited
- 5) Independent Director, Chairman of the Audit Committee and Chairman of the Corporate
Governance and Sustainable Development Committee
Charoen Pokphand Foods Public Company Limited
- **Non-listed Company:** None
- **Other businesses may cause the conflict of interest:** None
- % Shareholding in the Company(Direct and indirect):** None
- Other conflict of interest directly and indirectly:** None

Family relationship with executive or major shareholders of the company: None

Area of expertise: Business Management and Finance

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Rungson Sriworasart's qualifications fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. She would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2022 (Number of attended meeting(s) / Total number of meeting(s)) :

- Annual General Meeting 1/1 Time(s)
- Board of Directors 4/4 Time(s)





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Qualifications of the Independent Directors

The Company indicated the standard qualifications of the Independent Directors to be complied with the requirements of the notification of the Capital Market Supervisory Board No. TorChor 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) in which stated that **“the Independent Directors”** shall possess the following qualifications:

1. Holding shares not exceeding 1 % of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associated companies, major shareholders, or controlling persons, including shares held by related persons of such independent director.
2. Neither being, nor used to be, an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or controlling persons, unless the foregoing status has ended for not less than two years prior to his or her appointment as the Company’s independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit, which is a major shareholder, or a controlling person of the Company.
3. Not being a person related by blood or legal registration as a father, mother, spouse, sibling and child including spouse of the child of the Company’s directors’ executives or controlling persons of the Company and its subsidiaries.
4. Neither having, nor used to have, business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling person regarding to obstruct their independent judgment, and neither being, nor used to be, a significant shareholder, or controlling person of anyone having a business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling person of the company, unless the foregoing relationship ended for not less than two years.
5. The term “business relationship includes normal business transactions related to rental or lease of immovable property, transactions assets or services or granting or receiving of financial assistance by receiving or extending loans, guarantee, providing assets as collateral and other similar actions, which result in the Company or its counter party being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness occurring during the course of one year prior to the date on which the business relationship with the person commences.



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6. Neither being, nor used to be, an auditor of the Company, parent company, subsidiary companies, associated company, major shareholders, or controlling persons of the company, and not being significant shareholder, controlling person or any of the person or the partner of an audit firm which employs auditors of the Company unless the foregoing relationship has ended for not less than two years.
7. Neither being, nor used to be, a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiary companies, associated company, major shareholder, controlling persons of the company, or not being a significant shareholder or partners of the provider of the professional services, unless the foregoing relationship ended for not less than two years.
8. Not being a director appointed as representatives of directors of the Company, the major shareholders or any shareholders related to the major shareholders of the Company.
9. Not undertaking any business in the same nature and in competition to the business of subsidiaries or significant subsidiaries, or not being significant partner or executive directors, employee, staff, advisor who receives salary or hold shares exceeding one percent of the total number of shares with voting rights of other companies which undertakes the similar business and competition to the Company and subsidiaries.
10. Not having any other manners obstructing incapability to express independent opinions.

After being appointed as an independent director with the qualifications under the Clause 1 to Clause 9, the independent director may be assigned by the Board of Directors to take part in the business decision making process of the company, parent company, subsidiary company, associated companies, same-level subsidiary companies, major shareholders, or controlling persons provided that such decision shall be in the form of a collective decision.

In case of the person being appointed as independent director has or used to have a business relationship or provide professional services exceeding the value specified under Clause 4 or Clause 6, the Company shall be granted an exemption from such prohibition if it obtains the opinion from the Board of Directors indicating that, by taking into account in accordance with the provision in Section 89/7 of Securities and Exchange Act, B.E. 2535 (1992) (as amended), the appointment of such person does not affect performance of duty and expression of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:

- (a) The nature of business relationship or professional service that deems such person to have qualifications not in compliance with the prescribed regulations.
- (b) The reason and necessity for remaining or appointing such person as independent director.





Berli Jucker Public Company Limited

(Translation)

- (c) The opinion of the Company's Board of Directors concerning the proposal to appoint such person as independent director.

For the purpose of Clause 5 and Clause 6, the term "partner" shall mean a person assigned by an audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.



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