


Information on directors retiring by rotation and being nominated for re-election1. Profile of the proposed person

Name - Surname	:	Mr. Sompop Sahawat	
Age	:	70 years	
Nationality	:	Thai	
Positions in VNG	:	Chairman Authorized Director	
Date appointed as a director	:	1 November 1994	
Tenure	:	27 years 6 months	
Amount of shares held	:	None	
Education	:	Diploma mechanical, Fachhochschule Dortmund, Germany	
Director training program	:	DAP/2004, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years			
2019 - Present	:	Chairman Vanachai Logistics Co., Ltd.	
2017 - Present	:	Chairman Vanachai Woodsmith Co., Ltd.	
2015 - Present	:	Chairman Vanachai Energy Industries Co., Ltd.	
2014 - Present	:	Director PV Wood Co., Ltd.	
2005 - Present	:	Chairman Vanachai Group Plc. Chairman Vanachai Panel Industries Co., Ltd. Chairman Vanachai Chemical Industries Co., Ltd. Chairman Woodtek International Co., Ltd. Chairman Particle Planner Co., Ltd.	
2005 - 2 July 2020	:	Chairman The Vanachai Group of Companies Co., Ltd.	
1994 - 2005	:	Director Vanachai Group Plc.	
The Attendance at the year 2021	:	Board of Directors meeting 10/10 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	

Forbidden Qualifications

1. Never dishonestly committed and offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.

Information on directors retiring by rotation and being nominated for re-election


Name - Surname	:	Police General Soontorn Saikwan	
Age	:	78 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director	
Date appointed as a director	:	19 April 2005	
Tenure (Including the period of holding office until completion of this term)	:	20 years	
Amount of shares held	:	None	
Education	:	Master Degree of Political Science, Ramkhamhaeng University	
Director training program	:	(MFM, MIA, MIR, MFR)/2013, ACP/2013, DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
2013 - Present	:	Vice Chairman Millcon Steel Plc. Independent Director Audit Committee	
2012 - Present	:	Chairman PTG Energy Plc. Independent Director	
2005 - Present	:	Independent Director Vanachai Group Plc.	
The Attendance at the year 2021	:	Board of Directors meeting 10/10 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year	



Information on directors retiring by rotation and being nominated for re-election


Name - Surname	:	Mr. Kraithip Krairiksh	
Age	:	68 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director Audit Committee	
Date appointed as a director	:	12 December 2008	
Tenure (Including the period of holding office until completion of this term)	:	16 years 5 months	
Amount of shares held	:	None	
Education	:	Master of Economics, Tufts University, USA.	
Director training program	:	CGI/2015, DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
2017 - Present	:	Independent Director Major Cineplex Group Plc. Audit Committee	
2013 - Present	:	Chairman Pace Development corporation Plc. Independent Director	
2009 - Present	:	Independent Director Samitivej Plc. Audit Committee	
2009 - Present	:	Chairman KT ZMICO Securities Co., Ltd. Independent Director	
2008 - Present	:	Independent Director Vanachai Group Plc. Audit Committee	
The Attendance at the year 2021	:	Board of Directors meeting 10/10 times Audit Committee meeting 5/5 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property.	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.	

Information on directors retiring by rotation and being nominated for re-election

Name - Surname	:	Ms. Yupaporn Boongate	
Age	:	68 years	
Nationality	:	Thai	
Positions in VNG	:	Vice Chairman Authorized Director Director of Executive Committee	
Date appointed as a director	:	4 January 1995	
Tenure	:	27 years 4 months	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	Maetee Chunnawan Wittayalai School	
Director training program	:	DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years			
2019 - Present	:	Director Vanachai Logistics Co., Ltd.	
2017 - Present	:	Director Vanachai Woodsmith Co., Ltd.	
2015 - Present	:	Director Vanachai Energy Industries Co., Ltd.	
2005 - Present	:	Vice Chairman Vanachai Group Plc. Director Particle Planner Co., Ltd. Director Vanachai Chemical Industries Co., Ltd. Director Vanachai Panel Industries Co., Ltd. Director Woodtek International Co., Ltd.	
1991 - 2 July 2020	:	Director The Vanachai Group of Companies Co., Ltd.	
1995 - 2005	:	Director Vanachai Group Plc.	
The Attendance at the year 2021	:	Board of Directors meeting 9/10 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property.	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.	



Information on directors retiring by rotation and being nominated for re-election

Name - Surname	:	Ms. Phattra Sahawat	
Age	:	48 years	
Nationality	:	Thai	
Positions in VNG	:	Director Authorized Director Director of Executive Committee	
Date appointed as a director	:	24 April 2002	
Tenure	:	20 years	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	MSA. Multinational Commerce, Boston University, USA.	
Director training program	:	DAP/2004, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years	:		
2021 - Present	:	Director Vanachai Logistics Enterprise Co., Ltd.	
2019 - Present	:	Director Vanachai Logistics Co., Ltd.	
2017 - Present	:	Director Vanachai Woodsmith Co., Ltd.	
2015 - Present	:	Director Vanachai Energy Industries Co., Ltd.	
2014 - Present	:	Director PV Wood Co., Ltd.	
2012 - Present	:	Director Particle Planner Co., Ltd. Director Vanachai Chemical Industries Co., Ltd. Director Vanachai Panel Industries Co., Ltd. Director Woodtek International Co., Ltd.	
2005 - 2 July 2020	:	Director The Vanachai Group of Companies Co., Ltd.	
2002 - Present	:	Director Vanachai Group Plc.	
The Attendance at the year 2021	:	Board of Directors meeting 9/10 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications	:		
		1. Never dishonestly committed and offence against property.	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.	

2. VNG Shareholdings of Nominates

Nominates		Shares (amount)	% of total shares of right vote
1. Mr. Sompop	Sahawat	None	-
2. Police General Soontorn	Saikwan	None	-
3. Mr. Kraithip	Krairiksh	None	-
4. Ms. Yupaporn	Boongate	36,000,000	2.075
5. Ms. Phattra	Sahawat	36,000,000	2.075

3. Information directors or executives in listed companies and other companies/other businesses

Nominates		Listed Company		Other Incorporations (none-listed company)	Other Rival Incorporations /Any relating business with VNG
		Amount	Type of Director		
1. Mr. Sompop	Sahawat	None	-	None	None
2. Police General Soontorn	Saikwan	2	- Vice Chairman Independent Director Audit Committee, Millcon Steel Plc. - Chairman Independent Director PTG Energy Plc.	None	None
3. Mr. Kraithip	Krairiksh	3	- Independent Director Audit Committee, Major Cineplex Group Plc. - Chairman Independent Director, Pace Development corporation Plc. - Independent Director Audit Committee, Samitivej Plc.	1	None
4. Ms. Yupaporn	Boongate	None	-	2	None
5. Ms. Phattra	Sahawat	None	-	2	None



Independent Director's Qualification

1. Hold 1% or lesser of total shares in suffrage of the company, parent company, subsidiary company, incorporated company or juristic person who may be in conflict of interest, including shares held by those concerned persons (referred to as ordinary person under Clause 258 of The Security Exchange Act.)
2. Avoid managerial involvement (referred to executive director, executive-like committee, and duly authorized committees), personal, employee, regular consultant, controlling person whose involvement have concerned with parent company, subsidiary company, incorporated company, subsidiaries at same sequences (referred to 2 subsidiaries or up subjected to the same holding company), juristic person who may be in conflict of interest (presently or 2 years period prior to appointment)
3. Having neither blood relationship nor registering as parents, spouse, brother and sister, and the children' partner in relation with executive, major shareholder, or controlling person, or nominated person to be executive or controller for company and subsidiaries.
4. Business relationship with company
 - (A) Details of Relationship
 - Relationship as professional service provider
 - Relationship : Auditor, other professional service providers such as legal consultant, financial consultant, evaluator, etc.
 - Significant level irrelevant to dependent position
 - Auditor is prohibited in any case.
 - Other professional service providers : Value of transaction must exceed 2 million baht yearly.
 - Business Relationship (congruently with requirement on linked transaction of the Stock Exchange)
 - Relationship : Cover all business types - including normal transaction, real estate lease/rent, assets/service transaction, financial assistance transaction.
 - Significant level irrelevant to dependent position : transaction value \geq 20 million baht or \geq 3% of company's NTA, upon the case may be of which amount is lower. In consideration of transaction, the previous 6 month transaction shall be included.
 - (B) Relationship (A) relationship with juristic person shall be regarded dependent position which are major shareholder, directors (except for independent director/auditing director), and executive or juristic person's partner.
 - (C) Subjected to sub-clause (A) and (B) such relationship above mentioned must not occur in present or previous 2 year period prior to appointment.
 - (D) Exception : In case of reasonable necessity which the event has not occurred continuously and constantly, the independent/auditing director may develop the relationship to the extent which it is beyond the significant level assigned in the office, it shall be approved by the Board of Directors, and the resolution must be unanimous. Additionally, such relationship shall be disclosed by the company for respective director on the Public Offering (Filling Form), Annual Business Data (Form 56-1) and Annual Report (Form 56-2) of the company. If subsequently it's required by the company to submit the independent / auditing director such transaction to assume the next term of office, the company shall disclose the data relevant to the said relationship on the letter of meeting appointment in period of director nomination.

5. Not being a nominated committee as company's representative, major shareholders or shareholders relevant to company's major shareholder.
6. There are no qualifications that preclude assuming role as independent opinion.
7. Independent director with qualification stated in section 1-6 shall be assigned by the Board of Directors to make decision in relation to the operation undertaken by parent company, subsidiaries, incorporated company, and subsidiaries at the same sequence or entities that may conflict with the decision to form collective decision.

The shareholding restrictions of an independent director follow the minimum requirements of the SEC or SET, in which an independent director must hold no more than 1.0 percent of the total issued share of the company. The following table confirms that all proposed individuals meet the qualifications of an independent director.

Relationship Characteristics of Nominees Qualified as an Independent Director

Relationship Characteristics	Name of nominees qualified as an Independent Director	
	Police General Soontorn Saikwan	Mr. Kraithip Krairiksh
Holding of VNG's ordinary share		
- Amount	None	None
- The ratio of voting rights	None	None
Close relatives to management or major shareholders of company and its subsidiaries	None	None
Having relationship in any of these characteristics to company, parent company, subsidiaries company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years		
(1) being director who is involved in management, being staff, employee or consultant who receives monthly salary.	None	None
(2) being a professional service provider (such as Auditor or Legal Consultant).	None	None
(3) having business relationship (such as buy/sell raw material, goods giving financial support such as borrowing or lending).	None	None

