



The profiles of directors who retire by rotation and being proposed to be re-appointed as directors for another term1. Profile of the proposed person

Name - Surname	:	Mr. Nipon Wisityuthasart	
Age	:	84 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director Chairman of the Audit Committee	
Date appointed as a director	:	15 December 1999	
Tenure	:	23 years 4 months	
Amount of shares held	:	None	
Education	:	MA. National Institute of Development Administration (NIDA)	
Director training program	:	DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
2014 - Present	:	Independent Director Chairman of the Audit Committee Nomination and Remuneration Committee	Country Group Holding Plc.
2010 - 13 Sep. 2018	:	Independent Director Chairman of the Audit Committee Nomination and Remuneration Committee	Grand Canal Land Plc.
1999 - Present	:	Independent Director Chairman of the Audit Committee	Vanachai Group Plc.
The Attendance at the year 2022	:	Board of Directors meeting 4/4 times Audit Committee meeting 4/4 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.


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Name - Surname	:	Police General Wichean Potephosree	
Age	:	70 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director Audit Committee	
First date appointed as a director	:	20 April 2004	
Last Date appointed as a director	:	28 April 2014	
Tenure	:	15 years 11 months	
Amount of shares held	:	None	
Education	:	Master Degree of Art (Economic Law), Chulalongkorn University Master Degree of Business Administration, Kasetsart University Master of Public Administration, National Institute of Development Administration (NIDA)	
Director training program	:	RCP/2014, FSD/2014, DCP/2004, DAP/2004, ACP/2004, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
2015 - Present	:	Independent Director Kingsmen C.M.T.I. Plc. Chairman of the Audit Committee	
2014 - Present	:	Independent Director Asian Insulators Plc. Chairman of the Audit Committee Chairman of the Advisory C.P. Land Plc. Independent Director Vanachai Group Plc. Audit Committee	
Feb. - Oct. 2012	:	Independent Director Vanachai Group Plc. Audit Committee	
2004 - 2010	:	Independent Director Vanachai Group Plc.	
The Attendance at the year 2022	:	Board of Directors meeting 4/4 times Audit Committee meeting 4/4 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	


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Name - Surname	:	Mr. Wanthana Jaroennawarat	
Age	:	63 years	
Nationality	:	Thai	
Positions in VNG	:	Director Managing Director Authorized Director	
Date appointed as a director	:	1 November 1994	
Tenure	:	28 years 6 months	
Amount of shares held	:	35,999,999 shares or 2.075 percent of total shares with voting right	
Education	:	Honorary Doctor of philosophy (Industrial Engineering), King Mongkut's University of Technology North Bangkok Honorary Doctoral Degree in Industrial Design, Faculty of Engineering and Architecture, Rajamangala University of Technology Tawan-ok MIE - Industrial Engineering, King Mongkut's University of Technology North Bangkok	
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.
2008 - Present	:	Honorary President	Thai Furniture Association
	:	Honorary Chairman	The Federation of Thai Industries of Thai Panel Products Industry Club
1995 - Present	:	Director	Vanachai Panel Industries Co., Ltd.
1994 - Present	:	Director	Vanachai Group Plc.
	:	Director	Vanachai Chemical Industries Co., Ltd.
1993 - Present	:	Director	Particle Planner Co., Ltd.
1991 - 2 Jul. 2020	:	Director	The Vanachai Group of Companies Co., Ltd.
1989 - Present	:	Director	Woodtek International Co., Ltd.
The Attendance at the year 2022	:	Board of Directors meeting 4/4 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.	

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Name - Surname	:	Mr. Patta Sahawat	
Age	:	51 years	
Nationality	:	Thai	
Positions in VNG	:	Director Deputy Managing Director Authorized Director	
Date appointed as a director	:	25 April 2001	
Tenure	:	22 years	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	Diploma Mount Ida College, Massachusetts (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.
2008 - Present	:	Vice Chairman Honorary of Thai Panel Products Industry Club	The Federation of Thai Industries
2005 - 2 Jul. 2020	:	Director	The Vanachai Group of Companies Co., Ltd.
2002 - Present	:	Director	Woodtek International Co., Ltd.
2001 - Present	:	Director	Vanachai Group Plc.
	:	Director	Vanachai Panel Industries Co., Ltd.
	:	Director	Vanachai Chemical Industries Co., Ltd.
	:	Director	Particle Planner Co., Ltd.
The Attendance at the year 2022	:	Board of Directors meeting 4/4 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.	

The profiles of directors who retire by rotation and being proposed to be re-appointed as directors for another term

Name - Surname	:	Mr. Surapong Dumrisilp		
Age	:	66 years		
Nationality	:	Thai		
Positions in VNG	:	Director		
Date appointed as a director	:	6 March 2015		
Tenure	:	8 years 2 months		
Amount of shares held	:	None		
Education	:	BA-Accounting, Thammasat University		
Director training program	:	DAP/2017, Thai Institution of Directors Association (IOD)		
Type of director to be elected	:	Director		
Work experience in the last 5 years	:			
2015 - Present	:	Director		Vanachai Group Plc.
2010 - Present	:	Assistant Managing Director		Vanachai Group Plc.
2002 - 2010	:	Assistant Deputy Managing Director		Vanachai Group Plc.
The Attendance at the year 2022	:	Board of Directors meeting 4/4 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 Nominees

Nominees		Shares (amount)	% of total shares of right vote
1. Mr. Nipon	Wisityuthasart	None	-
2. Pol. Gen. Wichean	Potephosree	None	-
3. Mr. Wanthana	Jareonnawarat	35,999,999	2.075
4. Mr. Patta	Sahawat	36,000,000	2.075
5. Mr. Surapong	Dumrisilp	None	-

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

Nominees	Listed Company		Other Incorporations (none-listed company)	Other Rival Incorporations / Any relating business with VNG
	Amount	Type of Director		
1. Mr. Nipon Wisityuthasart	1	- Independent Director / Chairman of the Audit Committee, Nomination and Remuneration Committee, Country Group holding Plc.	None	None
2. Pol. Gen. Wichean Potephesre	3	- Independent Director / Chairman of the Audit Committee, Kingsmen C.M.T.I. Plc. - Independent Director / Chairman of the Audit Committee, Asian Insulators Plc. - Chairman of the Advisory, C.P. Land Plc.	None	None
3. Mr. Wanthana Jareonnawarat	None	-	2	None
4. Mr. Patta Sahawat	None	-	2	None
5. Mr. Surapong Dumrisilp	None	-	None	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
      - 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 THB 2 million yearly.
    - Business Relationship (congruently with requirement on linked transaction of the Stock Exchange)
      - 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 THB 20 million or 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 (Filing 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 director.
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.

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	
	Mr. Nipon Wisityuthasart	Pol. Gen. Wichean Potephosree
<b>Holding of VNG's ordinary share</b>		
- Amount	None	None
- The ratio of voting rights	None	None
<b>Close relatives to management or major shareholders of company and its subsidiaries</b>	None	None
<b>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</b>		
(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