

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

**1. Profile of the proposed person**

Name - Surname	:	Police General Visanu Prasattongosoth	
Age	:	64 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director Audit Committee	
Date appointed as a director	:	7 November 2023	
Tenure	:	2 years 6 months	
Amount of shares held	:	None	
Education	:	Master of Business Administration, University of San Francisco, USA. Master of Political Sciences, Sukhothai Thammathirat Open University Bachelor of Arts (Economics), Vanderbilt University, USA.	
Director training program	:	DAP 11/2004, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
29 Nov. 2023 - 24 Jan. 2025	:	Chairman of the Board of Directors	Airports of Thailand PCL.
7 Nov. 2023 - Present	:	Independent Director Audit Committee	Vanachai Group PCL.
2022 - Present	:	Independent Director	BCPG PCL.
23 Mar. 2022 - Present	:	Independent Director Chairman of Audit Committee	Finansia X PCL.
2020 - 2023	:	Senior Inspector General	Royal Thai Police
2018 - 13 Aug. 2024	:	Independent Director	Chewathai PCL.
2009 - Present	:	Independent Director Chairman of Audit Committee	Finansia Syrus Securities PCL.
2000 - 7 Sep. 2023	:	Director	Bangkok Airway PCL.
The Attendance at the year 2025	:	Board of Directors meeting 6/6 times Audit Committee meeting 4/4 times Meeting of Shareholders 0/1 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. Praphan Anaman	
Age	:	75 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director Audit Committee Chairman of the Risk Management and Governance Committee	
Date appointed as a director	:	7 November 2023	
Tenure	:	2 years 6 months	
Amount of shares held	:	None	
Education	:	Thai Barrister at Law, Institute of Legal Education of The Thai Bar Bachelor of Laws, Thammasat University	
Director training program	:	DAP 328/2022, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years	:		
7 Nov. 2023 - Present	:	Independent Director Audit Committee	Vanachai Group PCL.
2022 - Present	:	Independent Director	King Pac Industrial Co., Ltd.
2018 - 2021	:	Senior Justice of the Court of Appeal	The Court of Appeal
The Attendance at the year 2025	:	Board of Directors meeting 6/6 times Audit Committee meeting 4/4 times Risk Management and Governance Committee 2/2 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 Jaroennawat	
Age	:	66 years	
Nationality	:	Thai	
Positions in VNG	:	Director Authorized Director	
Date appointed as a director	:	1 November 1994	
Tenure	:	31 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	
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 PCL.
	:	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 2025	:	Board of Directors meeting 6/6 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	:	54 years	
Nationality	:	Thai	
Positions in VNG	:	Director Authorized Director Nomination and Remuneration Committee	
Date appointed as a director	:	25 April 2001	
Tenure	:	25 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 PCL.
	:	Director	Vanachai Panel Industries Co., Ltd.
	:	Director	Vanachai Chemical Industries Co., Ltd.
	:	Director	Particle Planner Co., Ltd.
The Attendance at the year 2025	:	Board of Directors meeting 6/6 times Nomination and Remuneration Committee 2/2 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. Surapong Dumrisilp	
Age	:	69 years	
Nationality	:	Thai	
Positions in VNG	:	Director	
Date appointed as a director	:	6 March 2015	
Tenure	:	11 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 - 2024	:	Assistant Managing Director Vanachai Group Plc.	
2002 - 2010	:	Assistant Deputy Managing Director Vanachai Group Plc.	
The Attendance at the year 2025	:	Board of Directors meeting 6/6 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. Pol. Gen. Visanu	Prasattongosoth	None	-
2. Mr. Praphan	Anaman	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

Nominates		Listed Company		Other Incorporations (none-listed company)	Other Rival Incorporations /Any relating business with VNG
		Amount	Type of Director		
1. Pol. Gen. Visanu	Prasattongosoth	3	- Independent Director, BCPG Plc. - Independent Director, Chairman of the Audit Committee, Finansia X Plc. - Independent Director, Chairman of the Audit Committee, Finansia Syrus Plc.	None	None
2. Mr. Praphan	Anaman	None	-	1	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
      - 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 months 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 Nominates Qualified as an Independent Director

Relationship Characteristics	Name of nominates qualified as an Independent Director	
	Pol. Gen. Visanu Prasattongsoth	Mr. Praphan Anaman
<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

