

## Details of the Nominated Director due to Retire by Rotation Proposed for Re-election

### Biodata of the Nominee



Proposed Position : Independent Director

Name-Surname : Dr. Pongsak Semson  
(Proposed to hold office for another term)

Age : 72 years

Nationality : Thai

Year of Service as Director : 8 years (First appointment was on February 6, 2015)

Current Position in the Company : Independent Director  
Chairman of the Board of Directors  
Chairman of the Audit Committee

Securities Holding in the Company : Self : None (0.00% of total shares)  
Associated person\* : Nil

Family relationship with director and management : Nil

Position in other company under same competition : No position of director/executive held in such business

Position in other company that may cause conflicts of interest : No position of director/executive held in such business

Education:

- Ph. D. in Political Science, Chulalongkorn University
- Master of Political Science on Government and Politics: Thammasat University
- Master of Management Business Administration, National Institute of Development Administration (NIDA)
- Bachelor of Political Science: Chiang Mai University
- Certificate, Public-Private Joint Defense Curriculum, The National Defense College of Thailand
- MANCHESTER UNIVERSITY ENGLAND: Graduate Certificate in Senior Management
- Institute for Tax Administration, U.S.A.: Certificate in Public Budgeting and Finance Management
- Corporate Governance in State Enterprises and Public Organization (King Prajadhipok's Institute)
- Advanced Certificate in Politics and Governance in Democratic Systems for the Executive Authority Class, 20), King Prajadhipok's Institute
- Institute of Administration Development, Administration for Senior Executives (Class 34)

- Political and Electoral Development (Class 3), Office of the Election Commission of Thailand
- Constitutional Court, Rule of Law Program for Democracy
- Central Intellectual Property and International Trade Court, IP Bar 2021
- Mahidol University, Diploma, Wellness & Healthcare Business Opportunity For Executive

**Director Accreditation Programs: Thai Institute of Directors Association (IOD)**

- Audit Committee Program (ACP), Class of 2008/22
- Director Accreditation Program (DAP), Class of 2009/79
- Director Certification Program (DCP), Class of 2009/122
- Driving Company Success with IT Governance, Class of 2016/1
- Board Matter and Trends, Class of 2017/3

**Other trainings / seminars**

- Knowledge Network Institute of Thailand, Ministry of University Affairs, University Governance Program (UGP.2)
- Office of the National Broadcasting and Telecommunications Commission (NBTC), Public Policy Administration and Governance Executive
- Capital Market Academy, Advanced Executive Program (CMA 9)
- Thai Chamber of Commerce, Top Executive Program in Commerce and Trade (TEPCoT 4)
- Thailand Energy Academy (TEA), The Executive Program in Energy Literacy for a Sustainable Future, (TEA 3)
- The National Defense College of Thailand under Royal Patronage, Advanced Security Management Program, Class 1
- Institute for Good Governance Promotion, Office of the Public Sector Development Commission (OPD), Top Executive in Good Governance for Sustainable Development Program (OPD 1)
- The National Electronics and Computer Technology Center (NECTEC), Chief Information Officer Program (CIO 11)
- Industrial of Business and Industrial Development (IBID), Top Executive on Industrial and Investment Business Development Program (IBID 4)

**Working experiences**

**Positions held in the Company:**

- Feb. 2015 - Present
- Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee

**Position held in other listed company:** Nil

**Positions held in other organizations or non-listed companies:**

- 2017 - Present • Committee of National Reform on Public Administration, Office of the National Economics and Social Development Council
- 2017 - Present • Qualified Member of University Council, Nawamindradhiraj University
- 2009 - Present • Vice President, The National Defense College of Thailand under Royal Patronage
- 2009 - Present • Advisor, V.M. Land Smile Company Limited

**Backdated (important) working experiences**

**Government entities and state enterprises**

- 2014 - 2017 • Accredited Chairman, Ministry of Social Development and Human Security
- 2006 - 2010 • Permanent Secretary of Bangkok Metropolitan Administration
- 2010 - 2012 • Advisory Chairman of Political Party Registrar, Office of the Election Commission of Thailand
- Oct. 2006 - Jul. 2010 • Director, Mass Rapid Transit Authority of Thailand
- Nov. 2006 - Jul. 2010 • Director, Metropolitan Electricity Authority (MEA)
- Mar. 2008 - Jul. 2014 • Director, Airports of Thailand Public Company Limited
- Mar. 2009 - Jul. 2010 • Director, The Market Organization under the Ministry of the Interior
- Aug. 2013 - May 2014 • Director, Bangkok Aviation Fuel Services Public Company Limited (BAFS)

**Legislation**

- 2016 - Jul. 2017 • Committee on study and preparation of draft national reform plans and procedures act
- 2016- Jul. 2017 • Chairman of sub-committee on preparation of study report to define national reform plans and procedures
- 2016- Jul. 2017 • Chairman of working group on preparation of content of draft national reform act on public administration
- 2015 - Jul. 2017 • Member of National Reform Steering Assemble (NRSA)
- Oct. 2015 - Jul. 2017 • Steering Committee on Reformation of Public Administration
- 2015 - Jul. 201 • Steering Sub-committee on Reformation of Public Finance and Budgeting
- 2015 - Jul. 2017 • Steering Sub-committee on Cultural Reformation
- Oct. 2006 - Mar. 2008 • Member of National Legislative Assemble

**Social**

- Class President, National Defense College (NDC 4212)
- Class President, Advanced Security Management Program, The Association National Defence College of Thailand Under The Royal Patronage of His Majesty The King (ANDCT)
- Vice Chairman, Council Organization of National Buddhism
- Director, Association Officer and Employee of Bangkok Metropolitan Administration
- Fund raising and revenue development committee of Chiangmai University
- Committee, Thammasat Association
- Committee, NIDA Business School Alumni Association, National Institute of Development Administration (NIDA)
- Central committee, Chulalongkorn University Alumni Association under the Royal Patronage
- Committee, The National Identity Foundation
- Consultant, Society of the Volunteer Education Support and Selection Outstanding Father of the Year (S.V.S.F.)

**Academic**

- Special lecturer, Bangkok University
- Special lecturer, Sukhothai Thammathirat Open University
- Special lecturer, Ramkhamhaeng University, Public Administration Program (Master Degree)
- Special lecturer, Chulalongkorn University, Property Law Program (Master Degree)
- Special lecturer, Kasem Bundit University, Public Policy and Administration Course (Doctor of Philosophy Degree)
- Regent, Thongsuk College
- Regent, Ratchapruerk University
- Regent, Southeast Asia University
- Director, The National Higher Education

**Meeting attendance in the past year**

- Board of Directors' Meeting 5/5 Times
- Audit Committee's Meeting 5/5 Times
- Shareholder's meeting 1/1 time

**Forbidden qualification**

- No criminal record offence in crimes against property, which was done in bad faith.
- Never enter into transaction that may cause conflict of interest against the Company during the past year.

Remark \* Associated person means:

- (1) Spouse or person lives and cohabits together as husband and wife.
- (2) Minor child
- (3) A juristic person in which director, management and person under (1), and (2) collectively hold shares in an amount exceeding 30 percent of the total number of voting rights of such juristic person, and such collective shareholding is the largest proportion in that juristic person.

## Details of of the Nominated Director due to Retire by Rotation Proposed for Re-election

### Biodata of the Nominee

Proposed position : Independent director

Name-Surname : Miss Jirayong Anuman-rajadhon  
(Proposed to hold office for another term)

Age : 54 years

Nationality : Thai

Year of service as director : - years (First appointment was on March 1, 2023)

Current position in the Company : Independent Director  
Member of the Audit Committee

Securities holding in the Company : Self : Nil (0.00% of total shares)  
Associated person\* : Nil

Family relationship with director and management : Nil

Position in other company under same competition : No position of director/executive held in such business

Position in other company that may cause conflicts of interest : No position of director/executive held in such business



**Education**

- Master Degree in Finance, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor Degree in Business Administration (Finance), Faculty of Commerce and Accountancy, Thammasat University
- Postgraduate Diploma in Business Administration (Fashion), London College of Fashion, University of the Arts London

#### **Director accreditation programs: Thai Institute of Directors Association (IOD)**

- Advanced Audit Committee Program (AACP), Class 19/2015
- Directors Certification Program (DCP), Class 160/2012

**Other trainings / seminars**

- Thailand Insurance Super Leadership Program, Office of Insurance Commission (OIC)
- Wellness & Healthcare Business Opportunity Program for Executives (WHB 2), Mahidol University
- Advanced Master of Management AMM 5, National Institute of Development Administration (NIDA)
- Thailand Insurance Leadership Program, Office of Insurance Commission (OIC)
- (CMA 24), Capital Market Academy

- Bhumipalung Phandin (BPP 4), Chulalongkorn University
- Executive Development Program (EDP 8), Thai Listed Companies Association

### Working experiences

#### Position held in the Company:

- Mar. 2023 - Present      • Independent Director and Member of the Audit Committee

#### Position held in other listed companies

- 2019 - Present      • Director and Chairman of the Risk Management Committee, CPANEL Public Company Limited
- 2015 – Present      • Independent Director, Chairman of the Audit Committee, Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee, Pioneer Motor Public Company Limited

#### Positions held in other organizations or non-listed companies:

- 2022 - Present      • Facilitator, Thai Institute of Directors Association (IOD), Director Certification Program (DCP) and Financial Statements for Directors (FSD)
- 2020 - Present      • Director, Association of Capital Market Academy (ACMA)
- 2019 - 2022      • Director, AUA Language Center
- 2018 - Present      • Director, EDP Foundation
- 2016 - Present      • Director and Managing Director, Brand and Business Venture Company Limited
- 2006 - Present      • Director and Managing Director, Jay Capital Advisory Company Limited
- 2000 - Present      • Director, Second Opinion Company Limited

#### Backdated (material) working experiences

- 2015-2021      • Director and Chairman of the Audit Committee, Primo Service Solutions Company Limited
- 2004 - 2006      • VP – Investment Banking, Asia Plus Securities PCL
- 2002 - 2004      • VP – Investment Banking, Turnaround Limited
- 2001 - 2002      • VP – Business Development, Grammy Entertainment PCL

Meeting attendance in the past year : -

- Forbidden qualifications:**
- No criminal record offence in crimes against property, which was done in bad faith
  - Never enter into transaction that may cause conflict of interest against the Company during the past year

Remark \* Associated person means:

- (1) Spouse or person lives and cohabits together as husband and wife.
- (2) Minor child
- (3) A juristic person in which director, management and person under (1), and (2) collectively hold shares in an amount exceeding 30 percent of the total number of voting rights of such juristic person, and such collective shareholding is the largest proportion in that juristic person.

## Qualifications of Independent Director and Audit Committee

For agenda on appointment of the Directors, the Company has proposed two Directors to be the Independent Directors, namely Dr. Pongsak Semson and Miss Jirayong Anuman-rajadhon, who are qualified pursuant to the regulations of the Office of Securities and Exchange Commission and pursuant to the qualifications of the Independent Director, specified by the Company and they do not have any other relevant relationship.

### Qualifications of Independent Director and Audit Committee

1. Holding shares not exceeding 1.00 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of such independent director.
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment. However, such prohibited characteristics exclude the case where such Independent Director used to be the government official or the advisor of the government entity who is the major shareholder or the controlling person of the Company.
3. Not being a person related by blood or registration under laws i.e. father, mother, spouse, sibling, and child, including spouse of the children; of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director executive or controlling persons of the Company or its subsidiary.
4. Not having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and neither being nor having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty 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 value of connected transactions under the

Notification of the Securities and Exchange Commission concerning rules on connected transactions, mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of True, and not being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company unless the foregoing relationship has ended not less than two years from the date of appointment.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, and neither being nor having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of appointment.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the major shareholder;
8. Not operate any business which has the same nature as and is in significant competition with the business of the Company or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares not exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of True or subsidiary;
9. Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs;

After having been appointed as independent director with qualifications complying with the criteria under the above (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of True on the condition that such decision must be a collective one.

Provisions in (2) (4) (5) and (6) above on determination of qualifications of the Independent Director of the Company during the past 2 years before submission the permit application to the Office shall be applied with the permit application submitted to the Office from 1<sup>st</sup> July 2010 onwards.

In case of any person either having or having had a business relationship or professional service exceeding the amount under the above (4) or (6), such person shall be waived from the prohibition concerning neither

having nor having had a business relationship or professional service by the Board of Directors' approval only if True provides the opinion of the Board of Directors which perform duty under Section 89/7 of the Securities and Exchange Act B.E. 2535 that the appointment of such person does not impact his or her independent judgment and True shall disclose the information required by the Capital Market Supervisory Board in the notice of shareholders' meeting in the agenda for election of such Independent Director.

- a. Business relationship characteristics or provision of professional services which shall make qualification of such person do not comply with the prescribed criteria.
- b. Rationale and necessity to maintain or appoint such person to be the Independent Director.
- c. Opinion of the Board of Directors of the Company on appointment of such person to be the Independent Director.

For benefits of (5) and (6), the term "partner" means the person who is appointed by the audit firm or the professional service provider to be the signatory in the audit report or report on provision of professional service, as the case may be, on behalf of such juristic person.

Relationship Characteristic of the Nominees who have Qualifications of being the Independent Director and the Audit Committee

| Relationship Characteristics  | Nominees who have qualifications of being Independent Director |                               |
|---|--|-------------------------------|
|   | Dr. Pongsak Semson   | Miss Jirayong Anuman-rajadhon |
| <b>Ownership in securities issued by the Company</b><br>- Number of shares held<br>- Ratio of number of shares with voting rights   | No<br>No   | No<br>No                      |
| <b>Having close relationship with other directors / management / major shareholders / controlling persons / or persons to be nominated as director / management or controlling persons of the Company / its subsidiaries</b>  | No   | No                            |
| <b>Having the following relationship with the Company / subsidiary company / associated company or any legal entity that may have the conflict of interests during the past 1 year</b><br>- Being an executive director, an employee or an advisor who receives regular salary<br>- Providing any professional services (i.e. auditor or legal advisor) | No<br>No   | No<br>No                      |

## Details of of the Nominated Director due to Retire by Rotation Proposed for Re-election

### Biodata of the Nominee



**Proposed Position** : Director (Executive Director)  
**Name-Surname** : Miss Prapai Pimpa  
(Proposed to hold office for another term)

**Age** : 44 years  
**Nationality** : Thai  
**Year of Service as Director** : 3 years (First appointment was on August 14, 2019)  
**Current Position in the Company** : Director  
Executive Committee  
Member of the Risk Management Committee  
Member of the Corporate Good Governance and Sustainability Committee  
Director, Accounting and Finance

**Securities holding in the Company** : Self : 19,556 shares (0.003% of total shares)  
Associated person\* : Nil

**Family relationship with director and management** : Nil

**Position in other company under same competition** : No position of director/executive held in such business

**Position in other company that may cause conflicts of interest** : No position of director/executive held in such business

**Education**

- Bachelor of Accounting, Tapee University

**Director Accreditation Programs: (IOD) Thai Institute of Directors Association (IOD)**

- The Board's Role in Mergers and Acquisitions (BMA), 2022, Class 2/2022
- Director Certification Program (DCP), 2014, Class 194/2014
- Director Accreditation Program (DAP), 2014, Class SEC/2014
- Advance Audit Committee Program (AACP), 2014, 2014/Class 15
- Financial Statements for Directors (FSD), 2014, Class 25/2014

**Other trainings / seminars**

- Business Change in Digital Era, Employers' Conferation of Thailand
- SOAR Analysis for Strategic Management and OKRs & Goal Setting, arranged by Mind Tools Company Limited
- How to get started with e-tax, arranged by Puripark Company Limited
- Executive Mini MBA, Class of 15, National Institute of Development Administration (NIDA)
- Feasibility Study, Class of 26, Thammasat University

**Working experiences****Positions held in the Company**

- |                     |  |
|---------------------|--|
| Aug. 2019 - Present | <ul style="list-style-type: none"> <li>• Director</li> <li>• Executive Committee</li> </ul>                              |
| May 2019 - Present  | <ul style="list-style-type: none"> <li>• Member of the Corporate Good Governance and Sustainability Committee</li> </ul> |
| 2017 - Present      | <ul style="list-style-type: none"> <li>• Member of the Risk Management Committee</li> </ul>                              |
| 2014 - Present      | <ul style="list-style-type: none"> <li>• Director, Accountant and Finance</li> </ul>                                     |
| 2007 - 2014         | <ul style="list-style-type: none"> <li>• Director, Eastern Technical Engineering Company Limited</li> </ul>              |
| 2004 - 2013         | <ul style="list-style-type: none"> <li>• Procurement Manager, Finance Manager</li> </ul>                                 |

**Position held in other listed company : Nil**

**Positions held in other organizations or non-listed companies:**

- |                    |  |
|--------------------|--|
| Jul 2022 - Present | <ul style="list-style-type: none"> <li>• Director, ETE Management Company Limited</li> <li>• Director, Energy For All Company Limited</li> <li>• Director, ETA Management 1 Company Limited</li> <li>• Director, ETA Management 2 Company Limited</li> <li>• Director, ETA Solutions Company Limited</li> <li>• Director, SYN 168 Company Limited</li> <li>• Director, ETA Entech Company Limited</li> <li>• Director, ETA Professional Company Limited</li> <li>• Director, ETA Energy 1 Company Limited</li> <li>• Director, ETE Energy 5 Company Limited</li> <li>• Director, ETE Energy 6 Company Limited</li> <li>• Director, ETE Energy 7 Company Limited</li> <li>• Director, ETE Energy 9 Company Limited</li> <li>• Director, ETA Woodchip Company Limited</li> <li>• Director, ETA Aqua Company Limited</li> </ul> |
|--------------------|--|

**Meeting attendance in the past year**

- Board of Directors' Meeting 5/5 Times
- Risk Management Committee's Meeting 4/5 Times
- Corporate Good Governance and Sustainability Committee's Meeting 1/2 Times
- Shareholder's meeting 1/1 time

- Forbidden qualification**
- No criminal record offence in crimes against property, which was done in bad faith.
  - Never enter into transaction that may cause conflict of interest against the Company during the past year.

Remark \* Associated person means:

- (1) Spouse or person lives and cohabits together as husband and wife.
- (2) Minor child
- (3) A juristic person in which director, management and person under (1), and (2) collectively hold shares in an amount exceeding 30 percent of the total number of voting rights of such juristic person, and such collective shareholding is the largest proportion in that juristic person.