

## Supporting Document for Agenda 4

### Definition Independent directors:

Independent Directors are fully qualified to meet the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand (According to the Notification of the Capital Market Supervisory Board No. Thor Jor 28/2551).

Qualification of independent directors as follows:

1. Hold not exceeding 1% of the total voting shares of the Company, its subsidiaries, affiliates or other juristic persons with possible conflict of interest, including the shares held by their related persons (under Section 258 of Securities and Exchange Act).
2. Neither involving in management, non-controlling nor being authorized signatory person, nor being the Company's executive/employees, salaried consultant, competent authorized person to control the Company, its subsidiaries, affiliates or other juristic person with possible conflict of interest at present and in the last 2 year before appointment.
3. Is not a person who has a blood relationship or is legally registered in the manner of a parent, spouse, sibling and child, and spouse of a child Major Shareholders Controlling Authority or the person to be nominated as executive or controlling person of the Company or its subsidiaries.
4. Is not a person who has or has had a business relationship with the Company, its subsidiaries, affiliated companies, major shareholders or controlling authority In the nature of professional services And commercial business This is in line with the SET's regulations on connected transactions. Except for the above characteristics, for at least 2 years.
5. Not being or being the auditor of the Company, its subsidiaries, affiliated companies, major shareholders or controlling authority And not a shareholder Except for the above characteristics, for at least 2 years.
6. Is not or has ever been a professional service provider. This includes serving as a legal advisor or financial advisor. Which receives more than 2 million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or the controlling authority of the company And not a significant shareholder. Controlling Authority or the partner of that professional service provider. Except for the above characteristics, not less than 2 years.
7. Not being a person appointed to represent the Company's director. Major Shareholders or shareholders who are related to major shareholders.
8. Not having the same business and being a significant competitor to the business of the Company or its subsidiaries. Is not a partner in a partnership or a director who is involved in

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the management of employees, employees, consultants, receive regular salaries or hold shares exceeding 1% of the number of eligible shares. All other companies It operates the same business and is a significant competitor to the Company's business or subsidiaries.

9. There are no other characteristics that cannot be independently expressed.
10. It can equally protect the interests of all shareholders. And to ensure that there is no conflict of interest between the Company and related parties. They can also attend the Board of Directors' meetings to make decisions on important activities of the Company.

### Criteria in selecting independent directors:

The Company has the criteria for selection of independent directors by recruiting talented people who have experience, understand the business related to the company's business. They are also visionary and have enough time to perform their duties. Include qualification as announced. Regulatory requirements related to official, and invite them to become independent directors of the Company. The independent director has a term of office of not more than 9 years from the date of his appointment as the first independent director. Unless the appointment of an independent director continues, the Board of Directors will reasonably consider such necessity.

### The Selection of Directors:

#### **(1) The selection of the directors**

When the Company's director positions are vacant, the Nomination and Remuneration Committee are responsible for selecting and nominating the persons to take these positions. The Nomination and Remuneration Committee shall consider person with knowledge, capability, experience and required specialization that are crucial to the Company's operation. The Nomination and Remuneration Committees shall consider the following qualifications:

1. Qualifications as per Clause 68 of the Public Company Limited Act B.E. 2535 (1992), and announcement or rules and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) and the Company's regulations.
2. The candidates' knowledge, capability, experience and specializations that would contribute to the Company's operational efficiency.
3. The candidates' qualifications shall support good corporate governance practices, such as ethics, independence, assertiveness, creativity, careful and integrity as well as ability to dedicate their time for the Company.

#### **(2) The nomination of directors (at the end of terms as required by law)**

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Election of directors replacing those retired by rotation must be approved by the Annual General Meeting of Shareholders. With the majority votes of the shareholders attending the meeting and having the right to vote. The criteria and methods for election of the following directors:

1. A shareholder has one vote for one share. (100 preference shares equal to 1 vote)
2. Each shareholder must exercise all of the votes in item 1 to elect one person. Or many are directors. But I cannot divide the votes into any less.
3. The persons receiving the highest number of votes in descending order shall be elected as directors, equal to the number of directors to be elected or be elected at that time. In cases where the persons elected in the descending order have the same number of votes in excess of the number of directors or will be elected at that time. The Chairman is the casting vote.

In addition, the election of directors to fill vacancies in other cases that are not due to the expiration of the legal term must be approved by the Board of Directors with no less than two-thirds (2/3) of the remaining directors. The person who becomes a director instead of the term of office shall be the same as the remaining one.

In case the director resigned, the Company's regulations determined the Board of Directors is authorized to appoint a director.

### **The Nomination and Remuneration Committee Opinion:**

The Nomination and Remuneration Committee has considered the matter. The reason is that the 4 directors and independent directors who are elected by the Company are knowledgeable, capable and experienced in the business related to the Company's business. They are also a visionary and have enough time to perform his duties, including qualification as announced, regulatory requirements related to official. In addition, the nominated independent directors have the qualifications appropriate to the business of the Company. It can be freely expressed and according to the relevant rules.

The Board of Directors resolved to appoint 4 directors and independent directors to replace the vacant positions by rotation.

### **Board of Directors Opinion:**

The Board of Directors Meeting No. 8/2020 held on 25 December 2020 has resolved that the appointment of 4 directors and independent directors to replace the vacant positions rotation by the Nomination and Remuneration Committee.

In addition, the Board of Directors is of the opinion that the independent director proposed qualifications appropriate to the business of the company. It can be freely expressed and according to the relevant rules.

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The Company has open opportunity and the right of shareholders to nominate persons to be elected as directors at the Annual General Meeting of Shareholders for the year 2021 via [www.patkol.com](http://www.patkol.com) from November 13, 2020 until December 31, 2020 the Company would like to inform that the proposal period is ended and there is no shareholder to propose additional agenda.

The Company would like to propose the Annual General Meeting of Shareholders for the year 2020 to consider the appointment of directors and independent directors. The details of the directors and independent directors are as follows:

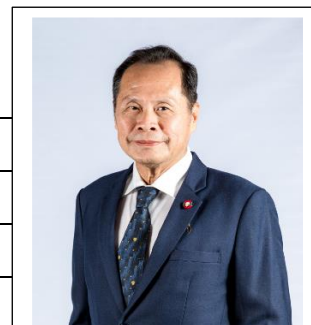
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The profile of the directors nominated as "Director"	
Name	Mr. Paradorn Chulajata
Position in the Company	<ul style="list-style-type: none"> <li>- Director</li> <li>- Audit Committee Consultant</li> <li>- Risk Management Committee Member</li> <li>- Nomination and Remuneration Committee Member</li> </ul>
Age	57
Proposed Position	Director
Date appointed	28 June 1993
Number of year as director	28 Year
Educational Background	Master's Degree in Business Administration, Faculty of Finance, Eastern Michigan University, USA.
Training courses from IOD	<ul style="list-style-type: none"> <li>- Directors Accreditation Program (DAP 2/2003)</li> <li>- Directors Certification Program (DCP 38/2003)</li> <li>- Refresher Course DCP (DCP Re 4/2007)</li> <li>- Advance Audit Committee Program (AACP 21/2015)</li> <li>- Risk Management Program (RCL14/2018)</li> </ul>
Work Experiences (Present)	Managing Director, Prepack Thailand Co., Ltd.
Shareholding in the Company	11,080,500 shares or 2.67%
Director / Executive position in other business	<ul style="list-style-type: none"> <li>- In other listed companies : -None-</li> <li>- In business which is not a listed company: 1</li> <li>- In business which competes against/relates to the Company's business: -None-</li> </ul>
Legal disputes over the past 10 years	- None -
Attendance in meeting last year	<ul style="list-style-type: none"> <li>- Board of Director Meeting: attending 8 out of 8 meetings (100%)</li> <li>- Audit Committee Meeting: attending 5 out of 5 meetings (100%)</li> <li>- Risk Management Meeting: attending 4 out of 4 meetings (100%)</li> <li>- Nomination and Remuneration Committee Meeting : attending 1 out of 1 meetings (100%)</li> <li>- AGM: attending 1 out of 1 meetings (100%)</li> </ul>
Independent as follow definition of Independent Director	Non- Independent because he is shareholder hold share over than 1 percent



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The profile of the directors nominated as "Director"	
Name	Mr. Pajoj Sanyadechakul
Position in the Company	<ul style="list-style-type: none"> <li>- Chairman of the Audit Committee</li> <li>- Chairman of the Risk Management</li> <li>- Independent Director</li> </ul>
Age	72
Proposed Position	Independent Director
Date appointed	26 April 2018
Number of year as director	3 Year
Educational Background	- Bachelor of Engineering Program, Chulalongkorn University
Training courses from IOD	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP258/2018)</li> <li>- Advanced Audit Committee Program (AAP30/2018)</li> </ul>
Work Experiences (Present)	<ul style="list-style-type: none"> <li>- Director, Foundation for Industrial Development</li> <li>- Director, Foundation for Thailand Productivity</li> <li>- Chairman of the Board, Electrical and Electronics Institute</li> <li>- Independent Director, Audit Committee, NEP Realty And industry Plc.</li> </ul>
Shareholding in the Company	- None -
Director / Executive position in other business	<ul style="list-style-type: none"> <li>- In other listed companies: 1</li> <li>- In business which is not a listed company: -None-</li> <li>- In business which competes against/relates to the Company's business: -None-</li> </ul>
Legal disputes over the past 10 years	- None -
Attendance in meeting last year	<ul style="list-style-type: none"> <li>- Board of Director Meeting: attending 8 out of 8 meetings (100%)</li> <li>- Audit Committee Meeting: attending 5 out of 5 meetings (100%)</li> <li>- Risk Management Meeting: attending 4 out of 4 meetings (100%)</li> <li>- AGM: attending 1 out of 1 meetings (100%)</li> </ul>
In case of election of independent director Relationship with the Company / Company / Subsidiary / Associated Company / or a juristic person that may have a conflict of interest or the past 2 years.	<ul style="list-style-type: none"> <li>- Director in charge of management, employees, workers or paid advisors : -None-</li> <li>- Provider of professional service (Auditor, Legal Advisor) : -None-</li> <li>- Significant business relationships that may result in inability to function Independent Director : - None -</li> </ul>



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The profile of the directors nominated as "Director"	
Name	Mr. Panet Chongvatana
Position in the Company	<ul style="list-style-type: none"> <li>- Director</li> <li>- Executive Committee Member</li> <li>- Risk Management Committee Member</li> </ul>
Age	44
Proposed Position	Director
Date appointed	April, 2008
Number of year as director	13 years
Educational Background	<ul style="list-style-type: none"> <li>- Master's Degree of Science in Engineering Management Majoring in Project Management has Jersey Institute of Technology, USA.</li> <li>- Bachelor of Engineering (Mechanical Engineering), King Mongkut's University of Technology Thonburi</li> </ul>
Training courses from IOD	<ul style="list-style-type: none"> <li>- Financial Statement for Director (FSD 2/2008)</li> <li>- Company Secretary Program (CSP 67/2015)</li> <li>- Directors Certification Program (DCP 228/2016)</li> </ul>
Work Experiences (Present):	<p><u>Subsidiaries</u></p> <p>Director</p> <ul style="list-style-type: none"> <li>- Patkol Trading Co., Ltd.</li> <li>- Patkol Manufacturing Co., Ltd.</li> <li>- S Panel Co., Ltd</li> <li>- Heataway Co., Ltd.</li> <li>- Tygienic Co., Ltd.</li> <li>- Patkol Philippines Corperation Co.,Ltd.</li> <li>- PT Indonesia Patkol Service</li> <li>- Patkol Malaysia Co.,Ltd.</li> </ul>
Shareholding in the Company	31,618,586 shares or equivalent 7.62 percent
Director / Executive position in other business	<ul style="list-style-type: none"> <li>- In other listed companies: -None-</li> <li>- In business which is not a listed company : -None-</li> <li>- In business which competes against/relates to the Company's business: -None-</li> </ul>
Legal disputes over the past 10 years	-None-



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Attendance in meeting last year	<ul style="list-style-type: none"> <li>- Executive Committee Meeting: attending 12 out of 12 meetings (100%)</li> <li>- Risk Management Meeting: attending 5 out of 5 meetings (100%)</li> <li>- Board of Directors Meeting: attending 8 out of 7 meetings (87.5%)</li> <li>- AGM: attending 1 out of 1 meetings (100%)</li> </ul>
Independent as follow definition of Independent Director	Non- Independent because he is shareholder hold share over than 1 percent and he is the executive committee member

The profile of the directors nominated as "Director"	
Name	Mr. Sumet Jiambutr
Position in the Company	<ul style="list-style-type: none"> <li>- Director</li> <li>- Executive Committee Member</li> </ul>
Age	66
Proposed Position	Director
Date appointed	April, 2009
Number of year as director	12 years
Educational Background	Bachelor's Degree in Engineering in Mechanical Engineer of King Mongkut's Institute of Technology North Bangkok
Training courses from IOD	-None-
Work Experiences (Present):	<u>Subsidiaries</u> Director <ul style="list-style-type: none"> <li>- Patkol Trading Co., Ltd.</li> <li>- Patkol Manufacturing Co., Ltd.</li> <li>- S Panel Co., Ltd</li> <li>- Heataway Co., Ltd.</li> <li>- Tygienic Co., Ltd.</li> </ul>
Shareholding in the Company	977,442 shares or equivalent 0.25 percent
Director / Executive position in other business	<ul style="list-style-type: none"> <li>- In other listed companies: -None-</li> <li>- In business which is not a listed company : -None-</li> <li>- In business which competes against/relates to the Company's business: -None-</li> </ul>
Legal disputes over the past 10 years	-None-





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Attendance in meeting last year	<ul style="list-style-type: none"><li>- Executive Committee Meeting: attending 12 out of 12 meetings (100%)</li><li>- Board of Directors Meeting: attending 8 out of 8 meetings (100%)</li><li>- AGM: attending 1 out of 1 meetings (100%)</li></ul>
Independent as follow definition of Independent Director	Non- Independent because he is the Executive Committee Member and and advisor of company