



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. Suebrakul Soonthornthum	
Age	:	82 years	
Nationality	:	Thai	
Positions in VNG	:	Vice Chairman Independent Director	
Date appointed as a director	:	1 November 1994	
Tenure	:	29 years 6 months	
Amount of shares held	:	None	
Education	:	MBIM, Hon Diitt (Curtin University), Australia PMD (Harvard University), USA.	
Director training	:	DAP/2004, (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years	:		
2020 - Present	:	Vice Chairman Loxley Plc.	
2017 - Present	:	Vice Chairman of the Executive Board Loxley Plc.	
2007 - 2017	:	Senior Executive Vice President Loxley Plc.	
1993 - Present	:	Director Loxley Plc.	
2016 - Present	:	Independent Director Phatra Leasing Plc. Chairman of the Audit Committee	
2004 - Present	:	Independent Director United Overseas Bank (Thai) Plc.	
2000 - Present	:	Chairman Muang Thai Real Estate Plc.	
2005 - Present	:	Vice Chairman Vanachai Group Plc.	
2002 - 2005	:	Audit Committee Vanachai Group Plc.	
1994 - Present	:	Independent Director Vanachai Group Plc.	
2021 - Present	:	Chairman of Advisory Board Muang Thai Life Assurance Plc. of Directors	
1987 - 2021	:	Independent Director Muang Thai Life Assurance Plc.	
The Attendance at the year 2023	:	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	




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

Name - Surname	:	Mr. Suthep Chaipattavanich	
Age	:	61 years	
Nationality	:	Thai	
Positions in VNG	:	Director	
Date appointed as a director	:	1 November 1994	
Tenure	:	29 years 6 months	
Amount of shares held	:	36,000,000 shares of spouse or 2.075 percent of total shares with voting right	
Education	:	BA - Marketing, Assumption University	
Director training	:	DAP/2004, (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.
2005 - 2 July 2020	:	Director	The Vanachai Group of Companies Co., Ltd.
1995 - Present	:	Director	Vanachai Panel Industries Co., Ltd.
1994 - Present	:	Director	Vanachai Group Plc.
	:	Director	Vanachai Chemical Industries Co., Ltd.
1993 - Present	:	Director	Woodtek International Co., Ltd.
	:	Director	Particle Planner Co., Ltd.
The Attendance at the year 2023	:	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.	



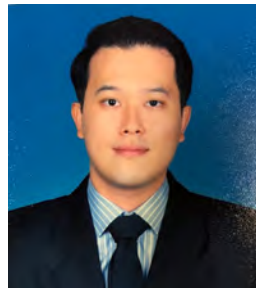
Information on directors retiring by rotation and being nominated for re-election

Name - Surname	:	Mr. Somprasong Sahavat	
Age	:	48 years	
Nationality	:	Thai	
Positions in VNG	:	Director Authorized Director Assistant Managing Director CFO	
Date appointed as a director	:	13 May 2003	
Date of appointment is the highest account ability in the accounting and finance (CFO)	:	12 November 2018	
Tenure	:	21 years	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	MPA/ID, Harvard University, USA CFO Refresher (Class 2, 2021), Thailand Securities Institute (TSI), SET Strategic CFO in Capital Markets Program (Class 3, 2016), SET Capital Market Academy Executive Program (Class 16, 2014), Capital market Academy	
Director training	:	DAP/2004, (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years			
1 Jun. 2022 - Present	:	Managing Director	Vanachai Energy Industries Co., Ltd.
1 Jan. 2022 - Present	:	Managing Director	Vanachai Panel Industries Co., Ltd.
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.
2011 - Present	:	Director	Vanachai Panel Industries Co., Ltd.
2010 - Present	:	Director	Particle Planner Co., Ltd.
	:	Director	Vanachai Chemical Industries Co., Ltd.
	:	Director	Woodtek International Co., Ltd.
2003 - Present	:	Director	Vanachai Group Plc.
2000 - 2 July 2020	:	Director	The Vanachai Group of Companies Co., Ltd.
The Attendance at the year 2023	:	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.



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

Name - Surname	:	Mr. Sittiwat Sahawat	
Age	:	44 years	
Nationality	:	Thai	
Positions in VNG	:	Director Authorized Director	
Date appointed as a director	:	14 May 2019	
Tenure	:	4 years 11 months	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	Business Administrative, San Francisco State University, USA	
Director training	:	DAP/2019, (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.	
	:	Director Vanachai Woodsmith Co., Ltd.	
	:	Director Vanachai Energy Industries Co., Ltd.	
	:	Director Vanachai Panel Industries Co., Ltd.	
	:	Director Particle Planner Co., Ltd.	
	:	Director Vanachai Chemical Industries Co., Ltd.	
	:	Director Woodtek International Co., Ltd.	
	:	Director Vanachai Group Plc.	
The Attendance at the year 2023	:	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.



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

Name - Surname	:	Mr. Vichai Nivespathomwat	
Age	:	78 years	
Nationality	:	Thai	
Positions in VNG	:	Director	
Date appointed as a director	:	24 February 2020	
Tenure	:	4 years 2 months	
Amount of shares held	:	None	
Education	:	Mini MBA. 21/1988, Thammasat University	
Director training	:	DAP/2020, (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years	:		
24 Feb. 2020 - Present	:	Director Vanachai Group Plc.	
1 Jan. 2020 - Present	:	Advisor Woodtek International Co., Ltd.	
2010 - 2019	:	Deputy Managing Director Woodtek International Co., Ltd.	

The Attendance at the year 2023 : 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. Suebtrakul	Soonthornthum	None	0.000
2. Mr. Suthep	Chaipattananavich	36,000,000 of spouse	2.075
3. Mr. Somprasong	Sahavat	36,000,000	2.075
4. Mr. Sittiwat	Sahawat	36,000,000	2.075
5. Mr. Vichai	Nivespathomwat	None	0.000

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. Suebtrakul	Soonthornthum	5	- Vice Chairman, Loxley Plc. - Chairman of the Audit Committee, Independent Director, Phatra Leasing Plc. - Independent Director, United Overseas Bank (Thai) Plc. - Chairman, Muang Thai Real Estate Plc. - Independent Director, Muang Thai Life Assurance Plc.	10	None
2. Mr. Suthep	Chaipattananavich	None	-	None	None
3. Mr. Somprasong	Sahavat	None	-	None	None
4. Mr. Sittiwat	Sahawat	None	-	None	None
5. Mr. Vichai	Nivespathomwat	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 (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 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 Nominates Qualified as an Independent Director

Relationship Characteristics	Name of nominates qualified as an Independent Director
	Mr. Suebrakul Soonthornthum
Holding of VNG's ordinary share - Amount - The ratio of voting rights	None None
Close relatives to management or major shareholders of company and its subsidiaries	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. (2) being a professional service provider (such as Auditor or Legal Consultant). (3) having business relationship (such as buy/sell raw material, goods giving financial support such as borrowing or lending).	None None None

