



Enclosure 7

## The information of Director (Proxy for Shareholder)



### Mr. Wanchai Lawattanatrakul

Independent Director<sup>(1)</sup>

Chairperson of Audit Committee

Chairperson of the Nomination, Remuneration and Corporate Governance Committee

**Age** 63 years.

**Nationality** Thai

**Address**

- 99/80 Moo 8, Bang Khu Wat, Amphoe Mueang Pathum Thani, Pathum Thani Province 12000

**Proportion of Total Shares Held (%)**

- Self : None<sup>(2)</sup>
- Spouse : None
- Minor : None
- Total : None

**Conflict of special interest in the proposed agenda**

- Non-interested in agenda 1-4 and agenda 7-9
- Special interested in agenda 5 and agenda 6 as follow:  
Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2020  
Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2019.

### Remarks:

<sup>(1)</sup> The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

<sup>(2)</sup> Information on the date of the list of shareholder's right to receive the interim dividend shall be determined in accordance with the record date on August 28, 2019.



## The information of Director (Proxy for Shareholder)



### Dr. Art-ong Jumsai Na Ayudhya

Independent Director <sup>(1)</sup>

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

<b>Age</b>	79 years.
<b>Nationality</b>	Thai
<b>Address</b>	<ul style="list-style-type: none"><li>• 99 Moo 2, Tambon Lam Narai, Amphoe Chai Badan, Lopburi province 15130</li></ul>
<b>Proportion of Total Shares Held (%)</b>	<ul style="list-style-type: none"><li>• Self : None <sup>(2)</sup></li><li>• Spouse : None</li><li>• Minor : None</li><li>• Total : None</li></ul>
<b>Conflict of special interest in the proposed agenda</b>	<ul style="list-style-type: none"><li>• Non-interested in agenda 1-4 and agenda 8-9</li><li>• Special interested in agenda 5, agenda 6 and agenda 7 as follow: Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2020 Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2019. Agenda 7: To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2020.</li></ul>

#### Remarks:

<sup>(1)</sup> The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

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## The information of Director (Proxy for Shareholder)



### Mr. Apichat Limsethanuwat

Independent Director <sup>(1)</sup>

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

<b>Age</b>	<ul style="list-style-type: none"><li>• 55 years</li></ul>
<b>Nationality</b>	<ul style="list-style-type: none"><li>• Thai</li></ul>
<b>Address</b>	<ul style="list-style-type: none"><li>• 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha, Chonburi province 20110</li></ul>
<b>Proportion of Total Shares Held (%)</b>	<ul style="list-style-type: none"><li>• Self : None <sup>(2)</sup></li><li>• Spouse : None</li><li>• Minor : None</li><li>• Total : None</li></ul>
<b>Conflict of special interest in the proposed agenda</b>	<ul style="list-style-type: none"><li>• Non-interested in agenda 1-4 and agenda 8-9</li><li>• Special interested in agenda 5, agenda 6 and agenda 7 as follow: Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2020 Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2019. Agenda 7: To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2020.</li></ul>

#### Remarks:

<sup>(1)</sup> The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

<sup>(2)</sup> Information on the date of the list of shareholder's right to receive the interim dividend shall be determined in accordance with the record date on August 28, 2019.



- **Authority and Responsibility of the Board of Director, the Audit Committee, the Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer**

### The Board of Director

The Board of Directors has the authority and responsibility to manage the company to be in accordance with the law, objectives and regulations of the company as well as the shareholders' meeting resolution with integrity, cautions and to protect the company's interest as follow:

1. Set the Company's goal, guideline, policies, framework and budget; control and govern administration and management of the Executive Board to be in line with the assigned policies effectively
2. Supervise the company to comply with the Securities and Exchange law, the set of the main market requirements such as transactions connected and purchase or sale of significant assets in accordance with the set or applicable laws of the company's business.
3. Arrange shareholders' meeting as annual ordinary meeting within 4 months commencing from the end of company's accounting period.
4. To provide the company's corporate governance policy in writing and agree to the policy and to review the policies and procedures regularly at least once a year.
5. To provide code of business ethics in writing to all directors, executives and employees understand the ethical standards that the company uses to conduct their business and support them with serious compliance with such code.
6. Consider the conflict of interest carefully. The consideration of transactions that may have conflicts of interest should have a clear and beneficial approach to the company's interests and overall shareholders. The stakeholders should not participate in the decision-making and supervise compliance with the process requirements, procedures, and disclosure of the transactions that may contain conflicts of interest.
7. Provide operational control system, Financial reporting and compliance rules and policies include providing individuals or entities that are independent of the duties responsible for monitoring such control systems and reviewing important systems at least once a year and disclosed in the annual report.
8. To determine the risk management policy that covers the entire organization and review the system or assess the effectiveness of risk management at least once a year and to be disclosed in the annual report.
9. The Board of Directors or the Audit Committee shall review the adequacy of the internal control system and risk management in the annual report.



10. Provide clear guidelines to those who wish to notify the clues through the website or the report directly to the company. By the way the notification of a clue may be prescribed through an independent director or audit committee of the company in order to verify the information in accordance with the process prescribed by the Company and report to the Board of Directors

11. The Board of Directors shall provide authority to one or more directors or any other person to perform any action on behalf of the Board. Under the control of the Board of Directors or to be authorized to provide such persons with the power of the Board of Directors and within the period that the Board deems appropriate. The Board of Directors may revoke, change or amend the authorized person or authority when appropriate. The Board of directors may provide the management with the authority to perform operations with details of the jurisdiction of the management's duties, which shall not be a delegation under the authority of management with a conflict of interest in the company or its subsidiaries.

12. To ensure the company's subsidiaries to maintain the benefits of the company's investments by considering the suitability of the persons to be submitted as a director of the subsidiary to control the management of the company's policies and transactions according to the laws and regulations of the Securities and Exchange Act and the announcement of the SET.

13. To appoint the company secretary under Securities and Exchange law in order to create and retain documents, to conduct various activities of the Board of Directors, including the Board of Directors ' meeting, shareholders ' meeting, and other legal and regulatory counsel to the company's board of directors. The company secretary should be trained and continually updated on the knowledge of the law, accounting and other duties of the company secretary.

### **The Audit Committee**

1. Review and ensure that the company has correct and sufficient financial report.
2. Review and ensure that the company has appropriate and effective internal control and internal audit and to consider the independent of internal audit sector as well as approve on the appoint, transfer, lay off the head of internal audit or other divisions that are responsible for internal audit.
3. Review and ensure that the company practices according to Securities and Exchange of Thailand laws, regulations of Stock Exchange of Thailand and other laws related to the Company's business.
4. Consider, select and propose to appoint independent individual to stand in the Company's auditor and propose remuneration of the said person, including attend a meeting at least once a year with the auditor and without the presence of the management team.



5. Review related transactions or transaction that may have conflict of interest, to be in line with the laws and regulations of Stock Exchange of Thailand. This is to ensure that the aforementioned transactions are reasonable and is for the Company's highest interest.

6. Prepare audit committee reports by disclosure in the Company's annual report. The aforementioned reports must be signed by the Chairperson of the Audit Committee and must at least consist of the following information.

6.1. Opinion regarding correctness, completeness and reliable of the Company's financial reports.

6.2. Opinion regarding adequacy of the Company's internal control.

6.3. Opinion regarding practices in accordance to the Securities and Exchange of Thailand laws, Stock Exchange of Thailand regulations or laws that are related to the Company's business.

6.4. Opinion regarding the appropriateness of auditors.

6.5. Opinion regarding transactions that may have conflict of interest.

6.6. The frequency of the audit committee meetings and the attendance of each audit committee members.

6.7. Overall opinion or notable points that the audit committee received from performing their duties in accordance to the charter.

6.8. Other matters that shareholders and general investors should acknowledge under the scope of duties and responsibilities that were assigned by the Board of Director.

7. Act on issues that were assigned by the Board of Director upon approval of the Audit Committee

### **The Nomination, Remuneration and Corporate Governance Committee**

#### **Nomination**

1. Select and recruit individual that is suitable to be proposed to the director with principles by which the individual that was proposed must have knowledge, competence, independence, perform director's duties with carefulness, faithfulness, able to fully dedicate their time, have appropriate age, healthy, able to attend directors' meeting regularly. This is also to consider from other name list which the shareholders propose as candidate to be nominated as the company's director.

2. Prepare in advance the name list of suitable individuals to be directors and/or in the case where there's vacant in the director or chief executive officer position.



3. Asking for opinions from Board of Director and/or other committees to include in the consideration of recruiting before proposing to the committee or shareholders meeting, depending on the case to consider and appoint.

4. Evaluate performance of committee, subcommittee and chief executive officer according to the operating performance of each year.

5. Considers the qualifications of the Top Executive to suit the business management of the company and its subsidiaries, covering education, experience, knowledge, and expertise.

6. Supervises to ensure that the Company arranges orientation programs to the newly appointed director(s) to perform the roles and responsibilities.

7. Perform other duties as assigned by the Board of Directors.

#### Remuneration

1. Consider remuneration for committee and subcommittee, which also includes monthly allowance, meeting allowance, yearly bonus and other benefits, both monetary and non-monetary with principles and structure that are fair and reasonable to propose to the board of directors and shareholders meeting for approval.

2. Consider remuneration for the chief executive officer which includes wages, yearly bonus and other benefits, both monetary and non-monetary with principles or method and structure that are fair and reasonable.

3. Reconsider remuneration for committee, subcommittee and chief executive officer by considering from performance and Company's operating result as well as regulations in industry and top listed companies in Stock Exchange of Thailand and scope of responsibilities.

4. Disclose the remuneration policy and available options and comments from the Nomination, Remuneration and Corporate Governance Committee in the Annual Report.

5. Perform other duties as assigned by the Board of Directors.

#### Corporate Governance

1. Define corporate governance policies, practices, and related operations including sustainability management and corporate social responsibility aspects to conform with principles, standards, and requirements as stipulated by the Stock Exchange of Thailand, the Securities and Exchange Commission, and other recognized institutions domestically and internationally.

2. Define guidelines, as well as supervise and monitor process, to ensure that the Company's operations are in compliance with established policies and practices.

3. To be regulator, consult, evaluation, and reviewer of policies based on the principle of good governance and good ethics to develop the good governance of the Company.



4. To prepare and report the performance of the Nomination, Remuneration and Corporate Governance Committee to the Board of Directors and disclose in the Annual Report which is signed by the Chairperson of the Nomination, Remuneration and Corporate Governance Committee

5. Perform other duties as assigned by the Board of Directors.

#### **Chief Executive Officer**

1. Manage Company business and daily operation and administration in accordance with the business policies, plans and strategies that the Board of Director approved.

2. Has the authority to approve in doing any transaction in Company's general business operating including compile proposal in entering into procurement contract or in accordance with the authorization regulations which the Board of Director had set periodically.

3. Assign duties and responsibilities in Company's managing and operating to the management team and company's staff in line with the organization structure that the Board of Director had approved; to conform the law and regulations of the company.

4. Have the authorities to authorize a substituted agent and/or assigned other individual to perform one or many tasks instead of the Chief Executive Officer under the scope of authorities that the Chief Executive Officer was assigned to and in accordance with the regulations and laws. In authorizing a substituted agent, must be in accordance with the Company's laws and regulations, order or resolution of the Board of Director and/or what the Company had specified.

5. Have the authority to hire, appoint, transfer, lay-off and set salary for employees that are lower than the executives position, along with appoint employer representative in the Company's provident fund committee

6. Has the authority to instruct on the regulations, announcement and records regarding employees operations to be in accordance with the company's policies and to protect the company's interest as well as maintain discipline within the organization.

7. Perform duties on matters assigned by the Board of Director.

Regardless, the scope and operations of the chief executive officer is under the regulations of the board of directors' governance so as to be in line with the company's policy set forth by the board and act within the laws and regulations of the company. The chief executive officer must accept policies set forth by the board and act on them accordingly. As well as set up annual reports of all operations to the board.