

Criteria for Nomination and Appointment of Director and Chief Executive

**Wyncoast Industrial Park Public Company Limited
and its subsidiaries**

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1. Nomination and Appointment of Director and Independent Director

The nomination and appointment of the Company's director must be scrutinized by the Board of Director, nomination, remuneration and corporate governance committee prior to submission to the Board of Director for consideration. The qualification of the nominated director must be appropriated and harmonized to the business strategy as follows:

1.1 Criteria for the nomination of director

- 1) Being an acknowledgeable person and experienced in business, educated specialized skills from good educational background and proper age.
- 2) Being a visionary leadership, widespread as well as having good ethical value, good perspective towards the organization and could devote enough time for the benefit of Company's business.
- 3) Being without a bad background or consisting of prohibited characteristic as prescribed by the Notification of the Securities and Exchange Commission.
- 4) Considering other qualifications that are appropriate and consistent with the business situation, strategic plans and structure of the Board of Director.
- 5) Independent director must have qualifications according to the qualification criteria of the independent director by the Company.

1.2 Nomination and Appointment of Director and Independent Director

The Company's director must be a person who is qualified according to criteria for nomination of the director as aforementioned and the Company has specified criteria for the selection of independent director as must be qualified upon criteria for nomination of the Company's director including the qualification of independent director as will be stricter than the regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

Qualification of Independent Director

(1) Holding shares not more than 0.5% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control over the Company. This shall include the shareholding of related person of such independent director as well.

(2) Not being or used to be a director who takes part in the administration of employee or an advisor who receives a regular salary; or controlling person of the Company, parent company, subsidiary company, associated company, same level subsidiary company, major shareholder or controlling person of the Company unless the aforementioned nature has been refrained for not less than 2 years.

(3) Not being a person who has a blood relationship or by legal registration subject to father, mother, spouse, siblings and children as well as other directors' children spouse, executive, major shareholder, authorized person or a person who will be nominated to be a director, executive or person with control over the Company or subsidiary company.

(4) None and never had business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company in a manner that may impede the exercise of one's independent judgment including not being or used to be a significant shareholder or authorized person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control the company unless the aforementioned nature has been refrained for not less than 2 years.

(5) Not being or used to be an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control the Company and being not a significant shareholder, controller or a partner of the audit firm which is the Company's auditor, parent company, subsidiary company, associated company, major shareholder or the person having the authority to control the company has affiliated with, unless the foregoing relationship has been terminated for not less than 2 years.

(6) Not being or having been a professional service provider and provision of legal advisory services or financial advisor which receives annual service fees of more than Baht 2 million from the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control the Company and is not a significant shareholder, controller or a partner of that professional service provider unless the aforementioned nature has been refrained for not less than 2 years.

(7) Not being a director who has been appointed as a representative of the Company's directors, major shareholder or shareholder who relates to major shareholder.

(8) Not operating a business with the same nature and in significant competition with the business of Company and subsidiary company or not being a significant partner in the partnership or being a director who takes part in the management, employee, or a consultant who receives a regular salary or holding more than 1% of the total number of shares with voting right of other companies that operating the same business nature in significant competition with the business of Company or its subsidiaries.

(9) Not consisted of any other characteristics to prevent from expressing independent opinions on the Company's operations.

However, after being appointed as independent director of the Company which may be assigned by the Board of Director to make decision regarding the operations of the Company, parent company, subsidiary company, associated company, same level of subsidiary company, major shareholder or the person who has the authority to control the Company by form of a collective decision-making, which the independent director will not be considered as a director who participates in the management.

1.3 Nomination and Appointment of the Board of Director

In the process of appointing Company's director, the Nomination, Remuneration and Corporate Governance Committee is responsible for considering, selecting and screening the qualified person according to the Company criteria for nomination of director, With regards to the Company's regulation the person who nominates the qualified director candidates with knowledge, abilities, and experiences that are beneficial to the Company based on the structure, size and composition of the Board of Director to have a proper amount and variety for the best benefits of the Company. This must be approved by the Board of Director before proposing the list to the shareholder's meeting for approval except in the case where the position of the director becomes vacant for reasons other than the expiration of the office term The Board of Director can appoint a qualified person as a replacement director. The person who is appointed as a replacement director will remain in the position of director for the remaining term of the replaced director.

In addition, the Company provides shareholder with an opportunity to participate in nomination of directors who are qualified in accordance with the criteria for nomination of directors of the Company and the Company's Articles of Association including considering from the Director Pool database.by allowing shareholder to cast all votes to select each person who is nominated as a director.

Nomination and Appointment of Chief Executive Officer

The Board of Director has appointed the Nomination, Remuneration and Corporate Governance Committee to consider the criteria and methods of nominating qualified persons to take position as high-level executive. As nomination process for considering, screening and selecting qualified persons with educational background, abilities and experiences that are beneficial to the Company's operation, good understanding of the Company's business and able to manage the work to achieve the objective set by the Board of Director after nominated the appropriated person. The Nomination, Remuneration and Corporate Governance Committee will nominate such person to the Board of Director's meeting for consideration and appointment, respectively.

Chief Executive Officer

1. Must be a person with knowledge, competence, skills and experience in company management and experience in operating in accordance with the business. In addition, must be a specific expertise that beneficial and related to the Company's business strategy without discrimination of sex, age, race, and religion.

2. Consist of leadership including broad vision, ethical value, good attitude towards the organization and able to devote sufficient time to benefit the Company's operations.

3. Having transparent working history and not consisted of any prohibited characteristics as prescribed by the Notification of the Securities and Exchange Commission, Thailand, as well as not consist of any characteristics prohibited by law.

Preparation succession plan for Chief Executive Officer of the organization

The Board of Director implements Chief Executive Officer’s succession plan and development plan for high-level executive to ensure the continuity of business operation and development of personnel to be ready for succession of important positions. The guidelines are as follows.

1. Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer are co-planning succession for senior executive as an important position in the organization with a criteria for education, ability and potential of the person who will be the successor.

2. The Chief Executive Officer supervises training and developing the knowledge and abilities of successor through various methods such as training, special assignment, job rotation in order to build essential skill and preparation for manager in succession process.

3. The Chief Executive Officer is responsible for reporting on the succession plan of senior management and development report to the Nomination, Remuneration and Corporate Governance Committee for consideration at least once a year or when there are a significant change.

Nomination, Remuneration and Corporate Governance Committee report a summary of the performance of operation regarding the succession plan of senior management to the Board of Director at least once a year or when there is a significant change.

Announced on 20 January B.E. 2022



Mr. Jak Chamikorn
Chairman of the Board

Wyncoast Industrial Park Public Company Limited

Criteria for selecting and appointing directors and top executives in this edition

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It was approved by the Board of Directors Meeting No. 1/2022 on January 20, 2022.