

Brief profile and relevant information of nominated persons as Company's Directors

1. Brief profile and relevant information of nominated persons as Company's Directors



1.1 Mr. Tat Thongpakdi

Nominated to be elected as : Board of Director,
Executive Committee

Age : 60 years
Nationality : Thai

Educational Profile

- Master of Engineering Administration George Washington University, USA
- Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 100/2013 by Thai Institute of Directors
- Successful Formulation and Execution of strategy (SFE) Class 24/2015 by Thai Institute of Directors
- Seminar Enhancing Thailand Competitiveness

Working Experiences

- 2023 – Present Director of SAPATT Project Company Limited
- 2015 – Present Director of PPS Oneworks Company Limited
- 2013 – Present Board of Director of Project Planning Service Public Company Limited
- 2013 – Present Executive Committee of Project Planning Service Public Company Limited
- 2012 – Present Managing Director of Project Planning Service Public Company Limited

Present Position Managing Director, Executive Committee and Board of Director
of Project Planning Service Public Company Limited

Professional Project Management and Construction Supervision Engineer,
Accounting, Risk Management, Sustainability

Holding a position of Director in Listed Company : 1 company

- 2013 - Present Director of Project Planning Service Public Company Limited

Position in the Company (PPS) Managing Director, Executive Committee and Board of Director

Meeting Attendance in 2023 Board of Directors 5/5 meetings
Executive Committee 12/12 meetings

Directorships in the Company (PPS)

- April 17th, 2013 – April 22th, 2016 Board of Director (First Term)
- April 22nd, 2016 – April 24th, 2019 Board of Director (Second Term)
- April 24th, 2019 – April 24th, 2022 Board of Director (Third Term)
- April 22nd, 2022 – Present Board of Director (Fourth Term)
- Date of Appointment April 22nd, 2022

Number of years as a Company's Director 10 years 8 months

Directorships in other listed company - None -

Directorships in other company

- 2023 – Present Director of SAPATT Project Company Limited
- 2015 – Present Director of PPS Oneworks Company Limited

Other present positions - None -

Criminal history for the past 10 years - None -

Shareholding in the Company

- 15,213,106 Shares (1.769%)¹
- 15,213,106 Shares (1.769%)²

Family Relationship between Company's Director(s) and Executives - None -

Criteria for the Recruitment of Directors

The Board of Directors considered the Nomination and Remuneration Committee's recommendation and determined that Mr. Tat Thongpakdi is qualified, knowledgeable, capable and experienced in the industry and steel business. Currently, he is the Board of Director. He has been actively involved in various developments of the Company. He is also a moral and ethical person. As a result, it is appropriate to propose to the shareholders that Mr. Tat Thongpakdi be elected as a director of the Company. If re-elected for another term, he will serve as a director for a total of 13 years and 8 months.

Note

(1) Held by the Directors includes the spouse, minor children and partnership referred to Section 258.

(2) Held by the Directors



1.2 Mr. Theerathon Tharachai

Nominated to be elected as : Board of Director,

Executive Committee

Age : 48 years

Nationality : Thai

Educational Profile

- Ph.D. in Civil Engineer/Construction Engineering and Project Management / University of Michigan - Ann Arbor
- Master of Science in Civil Engineering and Project Management / University of Michigan - Ann Arbor
- Executive MBA / Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Top Executive Program in Commerce and Trade (TEPCoT) Class 14 by University of the Thai Chamber of Commerce
- Director Certification Program (DCP) Class 101/2008 by Thai Institute of Directors
- Director Accreditation Program (DAP) Class 68/2008 by Thai Institute of Directors
- TLCA Executive Development Program Class 4 (EDP4) by Thai Listed Company Association (TLCA)
- Leadership Succession Program (LSP) Class 4 by Institute of Research and Development for Public Enterprises (IRDPE)
- Strategic CFO in Capital Markets Program (2015) by The Stock Exchange of Thailand (SET)
- Seminar Enhancing Thailand Competitiveness (2015) by Thai Listed Company Association (TLCA)
- Seminar CFO in the new financial world (2015) by The Securities and Exchange Commission, Thailand (SEC)

Working Experiences

- 2022 – Present Independent Director and Audit Committee Member of Index Creative Village Public Company Limited
- 2022 – Present Independent Director, Audit Committee Member and the Nomination and Remuneration Committee Member of Union Auction Public Company Limited
- 2020 – Present Executive Committee of Project Planning Service Public Company Limited
- 2016 – Present Board of Director of Project Planning Service Public Company Limited
- 2016 – Present Director of Ensemble Equity Pte., Ltd.
- 2014 - Present Director of PPS Oneworks Company Limited
- 2010 – Present Director of Ahead Advisory Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited
- 2017 – 2018 Deputy Chairman of the Executive Committee of Project Planning Service Public Company Limited
- 2018 – 2019 Chairman of the Executive Committee Thonburi Wellbeing Company Limited

Present Position Board of Director and Executive Committee of Project Planning Service Public Company Limited

Professional Project Management and Construction Supervision Engineer, Financial Accounting, Marketing, Information Technology

Holding a position of Director in Listed Company : 2 companies

- 2015 - Present Director of Project Planning Service Public Company Limited
- 2022 – Present Independent Director, Audit Committee Member and the Nomination and Remuneration Committee Member of Union Auction Public Company Limited

Position in the Company (PPS) Executive Committee and Board of Director

Meeting Attendance in 2023 Board of Directors 5/5 meetings
Executive Committee 12/12 meetings

Directorships in the Company (PPS)

- April 24th, 2015 – April 25th, 2018 Board of Director (First Term)
- April 25th, 2018 – April 28th, 2021 Board of Director (Second Term)
- April 28th, 2021 – Present Board of Director (Third Term)
- Date of Appointment April 28th, 2021

Number of years as a Company's Director 8 years 8 months

Directorships in other listed company 1 company

- 2022 – Present Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member of Union Auction Public Company Limited

Directorships in other company

- 2023 – Present Director of SAPATT Project Company Limited
- 2022 – Present Independent Director and Audit Committee Member of Index Creative Village Public Company Limited
- 2016 – Present Director of Ensemble Equity Pte.,Ltd.
- 2014 – Present Director of PPS Innovation Company Limited
- 2010 – Present Director of Ahead Advisory Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited

Other present positions

- 2017 – Present Steering Committee, Director and Public Relations of The Engineering Institute of Thailand Under H.M. The King's Patronage

Criminal history for the past 10 years - None -

Shareholding in the Company

- 108,558,654 Shares (12.625%)¹
- 108,558,654 Shares (12.625%)²

Family Relationship between Company's Director(s) and Executives

Son of Mr. Prasong Tharachai and Younger brother of Mr. Phongthon Tharachai.

Criteria for the Recruitment of Directors

The Board of Directors considered the Nomination and Remuneration Committee's recommendation and determined that Mr. Theerathon Tharachai is qualified, knowledgeable, capable and experienced in the industry and steel business. Currently, he is the Board of Director. He has been actively involved in various developments of the Company. He is also a moral and ethical person. As a result, it is appropriate to propose to the shareholders that Mr. Theerathon Tharachai be elected as a director of the Company. If re-elected for another term, he will serve as a director for a total of 11 years and 8 months.

Note

(1) Held by the Directors includes the spouse, minor children and partnership referred to Section 258.

(2) Held by the Directors

2. Information of Nominated Persons' Shareholding in Project Planning Service Public Company Limited
(As of 31 December 2023)

Nominated Persons	Number of shares	Percentage of total voting right shares
1. Mr. Tat Thongpakdi	15,213,106	1.769
2. Mr. Theerathon Tharachai	108,558,654	12.625

3. Information of holding a directorship in other listed company or other competitor incorporation/any related business with the Company

Nominated Persons	Listed Companies		Other non-listed companies	Other competitor/any related business with the Company
	Number	Type of Director		
1. Mr. Tat Thongpakdi	-	-	2	None
2. Mr. Theerathon Tharachai	-	1	6	None

4. Relationship characteristics of nominated persons qualified as Independent Director

Relationship characteristics	Nominated persons qualified as Independent Director
	None
Holding of the Company's share	
◆ Number of shares	None
◆ Ratio to total of voting right share	None
◆ Being related persons or close relatives to management or major shareholders of the company or its subsidiaries	None

Relationship characteristics	Nominated persons qualified as Independent Director
	None
Being relationship in any of those characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest of the Company during the past 2 years	
◆ Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
◆ Being a professional service provider (such as auditor or legal consultant)	None
◆ Having business relationship with statistical significance, this may affect cannot act independently. (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None

5. Definition (Qualifications) of Independent Director : Project Planning Service Public Company Limited

Project Planning Service Public Co., Ltd. (PPS) has defined the definition of Independent Directors which is concentrate to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand. “Independent Director” of the Company means the director who possesses the following qualifications;

- 1) Holding not more than 1% of total voting right shares of the Company, its subsidiaries or affiliates companies, this shall include shares held by relating persons.
- 2) Not being or used to be a director with participation in management, employee, an advisor who receives a regular salary, or the controlling person of the company, parent company, subsidiaries, associated company, same-level subsidiary company, major shareholder, or those with controllable power of the company. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director. The prohibited condition does not include the case that independent directors used to be a government officer or an advisor to a government organization which is a major shareholder or the controllable person of the company.

- 3) A person who has no blood relationship or by legally endorsed relatives as parents, spouses, brotherhood, child and child's spouse of management persons or major shareholder of the Company, its subsidiaries or affiliates companies.
- 4) No direct or indirect benefit or business relation to the Company, its subsidiaries or affiliates companies, major shareholder or controllable person therefore be able to perform duties, express opinions or report results of performances based on his duties entrusted by the Board of Directors independently. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director.
- 5) A person who is not (or has not been for more than 2 years) the auditor of the Company, any subsidiary company, affiliates or juristic person that may have conflicts. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director.
- 6) A person who is not (or has not been for more than 2 years) any professional service provider who receives the service charge of more than 2 million baht per annum from the Company, any subsidiary company, associated company or juristic person that may have conflicts. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director.
- 7) A director who is not appointed as a representative or nominee to maintain the interests of the Company's directors or major shareholders
- 8) A person who is not the owner, partnership, director, employee or holding more than 1% share on other companies doing any similar businesses which be the Company's competitor.
- 9) A person who has no characteristics which obstruct their expression on opinions independently to the Company's performances.
- 10) Independent director who qualified as the above qualifications may be assigned by the Board of Directors to make decision on the Company's operation including of subsidiary company, associated company, major shareholders by jointly collective decision.