



Appointment Procedure for PLC Directors

Composition of the PLC Board	Appointment and Eligibility	Shareholders may requisition a resolution for the appointment of a director as follows:
<ul style="list-style-type: none"> ■ The Company shall have a Board of Directors to carry out its business operations. The Board of Directors shall consist of at least five (5) directors. At least half (1/2) of the directors shall reside in Thailand. A director may or may not be a shareholder of the Company. (STGT Articles of Association - Article 15) ■ The Board of Directors shall comprise an appropriate combination of executive and non-executive directors to demonstrate appropriate balance of powers where independent directors are in the number and are qualified in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and can perform duties with all other members of the Board of Directors with efficiency and independence. (Thai CG Code B.E.2560 by SEC and STGT CG Policy Principle 3.1) 	<p>Directors are appointed by:</p> <ul style="list-style-type: none"> ■ At every annual general meeting, one-third (1/3) of directors, or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office. A retiring director can be re-elected as a director. (STGT Articles of Association - Article 17) ■ The directors to retire in the first and the second years following the registration of the Company's incorporation shall draw lots. In subsequent years, the directors who have been in office the longest shall retire by rotation. (STGT Articles of Association - Article 17) ■ The shareholders' meeting may resolve to remove any director from office before the expiration of their term of office by rotation with a vote of not less than three-quarters (3/4) of the shareholders attending the meeting and entitled to vote, and the shares counted is not less than one-half (1/2) of the shares held by the shareholders attending the meeting and entitled to vote. (STGT Articles of Association - Article 20) ■ In the case of a vacancy on the Board of Directors (other than due to a retirement by rotation), the Board of Directors 	<ul style="list-style-type: none"> ■ One (1) shareholder or more shareholders holding not less than ten (10) percent of the total sold shares may request the Board of Directors in writing to convene an Extraordinary General Meeting at any time, in which case they shall specify the reasons for such request in the notice. (STGT Articles of Association - Article 31) ■ Minority shareholders (holding in aggregate at least five percent of total voting rights of the Company) have the right to nominate persons to be appointed to the Board of Directors by submitting a name list of nominated persons to the Nomination Committee including background details of the nominated persons for the consideration regarding their qualifications and consents. In case such minority shareholders propose the additional agenda on appointment of director, the Board of Directors will facilitate such minority shareholders and will consider whether to include the proposal in the agenda items. Any

<ul style="list-style-type: none"> ■ Chairman of the Board of Directors and the Chief Executive Officer shall have different duties and responsibilities. The Board of Directors will determine a clear scope of powers and duties for Chairman and the Chief Executive Officer to prevent cases where anyone of these two positions to have unlimited power. The Company will have different persons hold the positions of Chairman and Chief Executive Officer. <i>(Thai CG Code B.E.2560 by SEC and STGT CG Policy Principle 3.2)</i> 	<p>shall elect a person who is qualified and does not possess prohibited characteristics prescribed as by public limited company laws and the securities and exchange laws to fill the vacancy at the next Board of Directors' meeting except in the case that the remaining term of the former director is less than two (2) months. The replacement director shall remain in office only for the remaining period for which the former director was entitled to. The resolution of the Board of Directors under the above paragraph shall be supported by the votes of three-quarters (3/4) of the remaining directors. <i>(STGT Articles of Association - Article 21)</i></p> <p>Persons shall be eligible for election as Directors of PLC only upon:</p> <ul style="list-style-type: none"> ■ A resolution approving the appointment by the Shareholders' Meeting; or ■ A resolution approving the appointment by the Board of Directors' Meeting in the event of a vacancy on the Board of Directors other than a retirement by rotation. 	<p>refusal to include the proposal in the agenda item shall be accompanied by justifications to the general meetings of shareholders. <i>(STGT Code of Conduct : 1 . Responsibilities towards shareholders)</i></p> <ul style="list-style-type: none"> ■ Shareholders have the right to appoint an individual candidate for directorship and to remove directors in accordance with the requirements of the law. <i>(STGT Code of Conduct : 1 . Responsibilities towards shareholders)</i>
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