

For Agenda 5 To elect directors to replace those who are retired by rotation

1. Profiles of the candidates for the positions of the directors

1.1 Mr. Sirisak Tirawattanangkul

Type of Directors : Director/Chairman
for Appointment

Age : 64 years old

Nationality : Thai

Education Degree : Bachelor of Science, Chulalongkorn University

Training : Director Accreditation Program (DAP)

Role of the Chairman Program (RCP)

by Thai Institute of Directors (IOD)



MFEC share ownership : 10,026,013 shares or 2.27% of shares eligible for voting.

Number of years for the position of director: 10 years; and combined with the proposed term: 13 years

Work Experience in Five (5) Years

1. Director of MFEC and its subsidiaries

MFEC Group	Term	Position	No. of Meetings Attended
MFEC PCL.	26 Feb 2016 – Present	Chairman, Board of Directors	7/7

2. Positions in other listed companies/other important enterprises/other enterprises competing/related to MFEC's businesses

Other Listed Companies		Non-Listed Enterprises (Important)		Other Enterprises Competing/Related to MFEC's Businesses	
No.	Position	No.	Position	No.	Position
-	-None-	-	-None-	-	-None-

Performance in 2024:

Board of Directors
1. Govern business operations to follow legal requirements, the company's objectives, Articles of Association and the shareholders' meeting resolutions as well as responsibilities to the society, communities and environment.
2. Set vision, direction, strategies, major business plans, and estimate risks for the management, and monitor the plan implementation.
3. Promote business operations, based on the corporate governance.

Criminal Records in 10 Years

	Qualification	
1. Being ruled out for criminal wrongdoing or in the filing process of a criminal case.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being ruled out as a bankrupt or be put under absolute receivership by a court order.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being an executive or a controlling person in a company and a partnership which is ruled out as a bankrupt or put under absolute receivership by a court order.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Note: The person nominated this time has been considered according to the process set by the company. and have qualifications in accordance with relevant regulations and suitable for the company's business operations Through the filtering process and carefully considered and carefully passed the Nomination and Remuneration Committee meeting No. 2/2025 and presented to the Board of Directors meeting No. 1/2025 on February 25, 2025.



12 Mr. Kiyotaka Nakamura

Type of Directors : : Director/Vice Chairman/
for Appointment Nomination and Remuneration Director
Age : 56 years old
Nationality : Japanese
Education Degree : Bachelor of Engineering, Osaka University, Japan
Training : Director Accreditation Program (DAP)
by Thai Institute of Directors (IOD)

MFEC share ownership : 0 shares or 0.0% of shares eligible for voting.

Number of years for the position of director: 10years; and combined with the proposed term: 13 years

Work Experience in Five (5) Years

1. Director of MFEC and its subsidiaries

MFEC Group	Term	Position	No. of Meetings Attended
MFEC PCL.	12 May 2016 – Present	Vice Chairman	7/7
	13 Aug. 2019 - Present	Nomination and Remuneration Director	4/4

2. Positions in other listed companies/other important enterprises/other enterprises competing/related to MFEC's businesses

Other Listed Companies		Non-Listed Enterprises (Important)		Other Enterprises Competing/Related to MFEC's Businesses	
No.	Position	No.	Position	No.	Position
-	-None-	3	Senior Managing Executive Officer - TIS Inc.	-	-None-
			Chairman - Promptnow Co., Ltd.		
			Director - Nihon ICS Co., Ltd.		

Performance in 2024:

Board of Directors
<ol style="list-style-type: none"> 1. Govern business operations to follow legal requirements, the company's objectives, Articles of Association and the shareholders' meeting resolutions as well as responsibilities to the society, communities and environment. 2. Set vision, direction, strategies, major business plans, and estimate risks for the management, and monitor the plan implementation. 3. Promote business operations, based on the corporate governance.
Nomination & Remuneration Committee
<ol style="list-style-type: none"> 1. Establish guidelines for evaluating the Board of Directors, subcommittees, and the Chief Executive Officer to determine annual compensation. 2. Promote, support, and encourage minority shareholders to participate in corporate governance by proposing agenda items and nominating candidates to replace directors whose terms are expiring in advance. 3. Recruit and select individuals from diverse professional backgrounds who meet the required qualifications under applicable laws and regulations. The selection process considers the necessary skills that are lacking and analyzes suitable qualifications aligned with the company's business to strengthen the Board's performance.

4. Identify and nominate individuals with the required skills, knowledge, expertise, and experience who meet the qualifications for independent directors to serve as members of the Audit Committee.

Criminal Records for 10 Years

	Qualification	
1. Being ruled out for criminal wrongdoing or in the filing process of a criminal case.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being ruled out as a bankrupt or be put under absolute receivership by a court order.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being an executive or a controlling person in a company and a partnership which is ruled out as a bankrupt or put under absolute receivership by a court order.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Note: The person nominated this time has been considered according to the process set by the company. and have qualifications in accordance with relevant regulations and suitable for the company's business operations Through the filtering process and carefully considered and carefully passed the Nomination and Remuneration Committee meeting No. 2/2025 and presented to the Board of Directors meeting No. 1/2025 on February 25, 2025.



13 Ass.Prof.Dr. Kamales Santivejkul

Type of Directors : Independent Director/Audit Director/
for Appointment Risk Management, Corporate Governance
and Sustainability Committee Director

Age : 73 years old

Nationality : Thai

Education Degree : Ph.D. Business Administration, Oklahoma State University, U.S.A

Master's Degree, Major of Monetary and Fiscal,
National Institute of Development Administration
BA, Civil Engineering, Songklha Nakarin University

Training : Director Certification Program (DCP)
by Thai Institute of Directors (IOD)

MFEC share ownership : 0 shares or 0.0% of shares eligible for voting

Number of years for the position of director: 8 years; and combined with the proposed term: 11 years

Work Experience in Five (5) Years

1. Director of MFEC and its subsidiaries

MFEC Group	Term	Position	No. of Meetings Attended
MFEC PCL.	25 April 2016 – present	Independent Director	7/7
		Audit Director	4/4
		Risk Management & Corporate Governance Chairman	4/4
		Nomination and Remuneration Director	2/2
*Term expiration on August 14, 2024.			

2. Positions in other listed companies/other important enterprises/other enterprises competing/related to MFEC's businesses

Other Listed Companies		Non-Listed Enterprises (Important)		Other Enterprises Competing/Related to MFEC's Businesses	
No.	Position	No.	Position	No.	Position
2	Independent Director/Chairman – Audit Committee, Seafresh Industry PCL.	3	Director, C&C International Venture Co., Ltd	-	-None-
	Director/Chairman – CG, Nonthavej Hospital PCL.		Director, Jamjuree Innovation Product Co., Ltd.		
			Advisor, Computer Center, Faculty of Commerce and Accountancy, Chulalongkorn University		

Performance in 2024:

Board of Directors
<p>1. Govern business operations to follow legal requirements, the company's objectives, Articles of Association and the shareholders' meeting resolutions as well as responsibilities to society, communities and environment.</p> <p>2. Set vision, direction, strategies, major business plans, and estimate risks for the management, and monitor the plan implementation.</p> <p>3. Promote business operations, based on corporate governance.</p>

Audit Committee
<ol style="list-style-type: none"> 1. To review the quarterly and annual financial company's reports together with the management and auditors, giving approval to financial reports in the preparation of the correctness as seen in the essence of the generally accepted accounting principles, accounting standards and significant changes in accounting policies 2. To ensure that there is a risk management system in order to have a systematic, efficient and effective risk management process, being informed the risk management report in the previous year and giving suggestions for improvement 3. To supervise internal audits to comply with professional standards by using the risk assessment method and the internal control system in accordance with the COSO standard, as well as to consider and approve the annual audit plan 4. To consider, select and nominate an auditor in the previous year
Risk Management, Corporate Governance and Sustainability Committee
<u>Risk Management</u> <ol style="list-style-type: none"> 1. Consider the risk management framework and screen risks with impacts to the company and its subsidiaries' strategic goal achievement. 2. Consider, screen, assess factors and give opinions on risks which may affect the company and its subsidiaries' goal achievement. 3. Acknowledge the risk management reports and monitor progress of risk management as well as focus on planning risk prevention of the company and its subsidiaries in the future. <u>Corporate Governance</u> <ol style="list-style-type: none"> 1. Improve the corporate governance policy and its sub policies. 2. Give advice on corporate governance principles. 3. Promote the employees to be trained and propose the board for membership application for CAC. <u>Sustainability</u> <ol style="list-style-type: none"> 1. Provide advice and recommendations on operating dimensions in environmental, social, governmental, and economic aspects for sustainable long-term business operations. 2. Monitor progress against various indicators and provide advice on sustainability-related reporting. 3. Provide guidance on developing or reviewing policies and practices related to organizational sustainability.

Additional Qualifications of Candidate for Independent Director

(Stakes with MFEC/subsidiaries/associate companies or juristic persons that may have conflicts of interest at the present or in the past two (2) years.)

Relationship	Qualification	
1. Director who participates in management, employee, hired person or adviser with fixed salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Professional service provider (such as auditor, legal adviser, etc.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Significant business relationship which may prevent independent execution of duties (such as trade of raw materials, products, services, borrowing/lending, etc.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Family relationship with Director	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Criminal Records in 10 Years

	Qualification			
1. Being ruled out for criminal wrongdoing or in the filing process of a criminal case.	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
2. Being ruled out as a bankrupt or be put under absolute receivership by a court order.	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
3. Being an executive or a controlling person in a company and a partnership which is ruled out as a bankrupt or put under absolute receivership by a court order.	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No

Note: The committee has considered that the person to be nominated as an independent director has qualifications in accordance with the law regarding the requirements for independent directors. Through the filtering process and careful consideration during the Nomination and Remuneration Committee meeting No. 2/2025, it was proposed to the Board of Directors meeting No. 1/2025 on February 25, 2025. The nominee for the position of independent director should be able to express opinions independently and meet relevant criteria.

2. Qualification of Independent Directors

(Equivalent to the regulatory requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand)

- 2.1 Persons who hold no more than 1% of total shares, eligible for voting, of the company, its subsidiaries, associate companies or juristic persons who may have a conflict of interest. Shares held by related persons shall be included.
- 2.2 Persons who are not or are not used to be executive directors, workers, employees, advisors with regular salary or entities with controlling authority of the company, its subsidiaries, associate companies or juristic persons who may have a conflict of interest, in exception for leaving the said positions no less than two (2) years.
- 2.3 Persons who do not have connection by blood or legal registration as father, mother, spouse, brother/sister, daughter/son, and spouses of daughter/son of management executives, major shareholders, entities with controlling authority, or do not be candidates for management executives or entities with controlling authority of the company and its subsidiaries.
- 2.4 Persons who do not have a business relationship with the company, its subsidiaries, associate companies or juristic persons who may have a conflict of interest in a manner that may hinder them from exercising their independent discretion.
- 2.5 Persons, who are not directors, appointed as representatives of the Board, major shareholders or other shareholders relevant to the major shareholders.
- 2.6 Persons who do not contain other characteristics that may prevent them from expressing their independent opinions regarding the company's operations.

3 . Procedures to Nominate Candidates for the Positions of Directors

- 3.1 Company Secretary informs regulations that allow the shareholders to nominate a candidate (s) to hold a position of a director through the Stock Exchange of Thailand and the company's website ir.mfec.co.th Qualified candidates will be nominated to the Board of Directors' meeting and the shareholders' meeting, respectively, for consideration.
- 3.2 The list of candidates is proposed to the Nomination and Remuneration Committee to select qualified candidates with regard to the committee structure, qualifications, knowledge, capabilities and experience.
- 3.3 The list of qualified candidates is proposed to the Board of Directors' meeting for consideration.
- 3.4 The list of qualified candidates is proposed to the Annual General Meeting of the Shareholders which elects, by a majority of votes, qualified candidates according to the following principles.
 - (1) One shareholder has the number of votes as one share for one vote.
 - (2) The shareholder casts his/her vote on an individual basis.
 - (3) The candidate who gains the highest votes in respective orders will be elected as a director in the number equal to that required in an election. In a case of a tie, Chairman shall cast a final vote.

As of 31 December 2024, the Board of Directors consisted of ten (10) members. (Eight (8) of which had their domiciles in the Kingdom of Thailand. Five (5), or 50% of total, were independent directors. Four (4) of total were those with knowledge in accounting and finance. They were Mr. Anant Leetrakul, Prof. Dr. Uthai Tanlamai, Ass. Prof. Dr. Kamales Santivejkul and Dr. Charn Tharawas.