



ROYAL PLUS

Royal Plus Public Company Limited

Taxpayer Identification Number 0107564000235

Head Office : No. 84/3-7 Ramall Soi 69, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150 Thailand Tel : (+66) 2416-9209 Fax : (+66) 2416-9209
Manufacturing : No. 129 Moo 6, Phraek Nham Dang, Amphawa, Samut Songkhram 75110 Thailand Tel : (+66) 3471-0910 Fax : (+66) 3471-0914

1. Nomination Policy for Company Directors, Audit Committee Members, Executive Directors and Executives

1.1 Objectives

In order to be in line with the Company's good corporate governance policy and the Stock Exchange of Thailand's good corporate governance principles regarding nomination and consideration of remuneration for the Company's directors to be transparent and fair to all groups of stakeholders as well as being efficient to the organization. Therefore, the Board of Directors is responsible for formulating policy criteria for nomination and consideration of remuneration for the Company's directors and sub-committees, including nominating, selecting and proposing suitable persons to hold positions and considering the remuneration for the Company's directors.

1.2 Criteria and method for nomination of directors and sub-committees

1.2.1 Provide opportunities for minority shareholders to nominate qualified persons to be considered for election as directors and to receive nominations from major shareholders.

1.2.2 Qualifications of those who will be selected must comply with relevant laws and regulations such as the Public Company Limited Act, the Theft and Stock Exchange Act B.E. 2535, the Company's Articles of Association and the Company's good corporate governance principles.

1.2.3 Consider in accordance with the criteria for nomination of directors from the Stock Exchange of Thailand.

1.2.4 Prioritize those who have skills, experience, professions and special qualifications in various fields, which the Board of Directors is still lacking and essential to the Company's business without limitation or discrimination of gender and race or any distinction to ensure that the composition of the Board of Directors is complete and for the best benefit of the Company.

1.2.5 Consider suitability of knowledge, experience, special abilities in the business or core industry in which the Company operates to provide the Board of Directors with elements of business, strategy, law, finance, accounting, economics, international business, information technology to combine knowledge and capabilities that are beneficial to the operations of the Company.

1.2.6 Consider the dedication of the directors' time, if they are the former directors who will be re-elected for another term, their performance during their tenure may be considered as well as consider the number of companies that each director will hold office according to the nature or business conditions of the Company to ensure that the performance will not deteriorate.

1.2.7 In the case of appointment of independent directors, consider the independence of person nominated as independent director in accordance with the rules prescribed by SEC and according to the definition of independent director of the Company, independence qualifications as specified in the Good Corporate Governance Manual and disclosed on the Company's website.



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1.2.8 Performance in the past year (if any).

1.2.9 Provision of helpful comments.

1.3 Directors' remuneration

1.3.1 Remuneration of the Board of Directors shall be based on the duties and responsibilities of the Board of Directors and the performance of the Directors as approved by the shareholders.

1.3.2 Consider the type of remuneration, method of payment of remuneration and amount of directors' remuneration and propose to the Board of Directors for approval and propose to the shareholders' meeting for further approval.

1.3.3 In considering such remuneration, the Board of Directors will consider in accordance with the duties, responsibilities, intentions of the directors, type and size of the Company's business, market and competitors, provided that such remuneration must be at an appropriate level sufficient to motivate and retain qualified directors. The remuneration is the meeting allowance to reflect the performance of the directors and to motivate the directors to perform their duties by attending meetings regularly.