

Supporting Information for Agenda 8 : To consider reviewing the prescription of prohibitions on acts constituting foreign dominance

To conform with the conditions of M.R.T. Blue Line Concession Agreement, the Company has changed the nature of Commercial Development Business of the M.R.T Blue Line project which include the telecommunication. As a result, the Company required to apply for the Second type of the Telecommunication Business License, a license with self-telecommunications network and received such License on 19 September 2018. The Notification of the National Broadcasting and Telecommunications Commission (NBTC) re: Prescription of Prohibitions of Acts Constituting Foreign Dominance B.E.2555 (2012) (the “Notification”) prescribes that the telecommunications operators shall be required to define or review the prohibition of acts constituting foreign dominance as specified in the list attached to the Notification. Such prohibitions shall be approved by the Shareholder’s Meeting of the Company prior to submit to NBTC within 30 days from the Shareholder’s Meeting date.

The 2021 Annual Ordinary General Meeting of Shareholders on April 28, 2021 resolved to approve the review of the compliance with the requirements relating to prohibitions on acts constituting foreign dominance to submit to The Notification of the National Broadcasting and Telecommunications Commission (NBTC), the requirements relating to a manner of foreign dominance 8 items as follows:

- (1) Business domination through the shareholding by foreigners via nominees, or by authorized persons in other ways, which results in avoidance of the Notification;
- (2) Business domination through the shareholding by foreigners or by the representatives or agents of the foreigners, which such shares have preferential right in voting in the Shareholder’s Meeting more than the proportion of actual shares so held, or have any more preferential rights than the shares held by Thai national;
- (3) Business domination through the participation of the foreigner in the appointment or control of the Board of Directors or senior executives;
- (4) Business domination through any juristic acts with source of investment fund and loan from the foreigner or its subsidiary e.g. loan guarantee, loan with interest rate lower than the market rate, the business risk insurance, or granting credit on special basis;
- (5) Business domination through the arrangement of the intellectual property agreement, franchise agreement, or exclusive agreement with the foreigner or its subsidiary and such agreements cause transfer of expenses and consideration benefit to the foreigner;
- (6) Business domination through the arrangement of the procurement agreement or the management agreement with the foreigner or its subsidiary or the employee of the foreigner or its subsidiary in the manner which causes transfer of expenses and consideration to benefit to the foreigner;
- (7) Business domination through the joint venture with the foreigner or its subsidiary thereby allocating or sharing operation cost in the manner which causes transfer of expenses or consideration to benefit to the foreigner; and
- (8) Business domination through transfer pricing or price fixing with foreigners, or affiliated juristic persons.

In the past year, the Company duly complied with the requirements relating to prohibitions on acts constituting foreign dominance and did not take any act in a manner of foreign dominance.

The Board of Directors’ Meeting No. 1/2022 on February 23, 2022 considered and deemed appropriate to propose the Shareholders’ Meeting to review and consider approving the prohibitions on acts constituting foreign dominance in order to further report the documents to NBTC.

Profile of Independent Director as Proxy

Mr. Vitoon Tejatussanasoontorn

Position: Chairman of the Audit Committee

Age: 82 years

Address: No.238/7 Asoke-Din Daeng Road, Bang Kapi Subdistrict,
Huai Khwang District, Bangkok 10310.



Education/Training:

- | | |
|--|---|
| • B.A. in Commerce and Accountancy | Thammasat University |
| • Director Certification Program (DCP 2/2000) | Thai Institute of Directors Association |
| • IOD Chartered Directors (IOD CDC 1/2007) | Thai Institute of Directors Association |
| • Audit Committee Program (ACP 27/2009) | Thai Institute of Directors Association |
| • Advanced Audit Committee Program (AACP 3/2010) | Thai Institute of Directors Association |
| • Role of the Compensation Committee (RCC 12/2011) | Thai Institute of Directors Association |

Work Experience:

• **Holding Positions in Listed Companies**

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|----------------|--|
| 2015 - Present | - Director, Chairman of the Audit Committee
Nomination and Remuneration Committee Member
Bangkok Expressway and Metro Public Company Limited |
| 2014 - Present | - Chairman of the Nomination and Remuneration Committee
CH. Karnchang Public Company Limited |
| 2007 - Present | - Chairman of the Corporate Governance and Risk Management
Committee CH. Karnchang Public Company Limited |
| 1999 - Present | - Director and Chairman of the Audit Committee
CH. Karnchang Public Company Limited |
| 2007 - 2014 | - Nomination and Remuneration Committee Member
CH. Karnchang Public Company Limited |
| 2005 - 2015 | - Independent Director, Audit Committee Member, and Nomination and
Remuneration Committee Member
Bangkok Metro Public Company Limited |

• **Holding Positions in Other Companies**

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|----------------|--|
| 2021 - Present | - Senior Executive Advisor, AGC Flat Glass (Thailand) Public Company Limited |
| 2004 - Present | - Director, Asahi Glass Foundation of Thailand |
| 1988 - Present | - Director and Executive Director, Kiarti Thaneer Country Club Co., Ltd. |
| 1988 - Present | - Director and Executive Director, Pattaya Estate Co., Ltd. |
| 1987 - Present | - Director, Diachrome Chemicals Limited |
| 2015 - 2018 | - Director and Chairman of the Audit Committee
Thaisri Insurance Public Company Limited |
| 2004 - 2020 | - Deputy Senior Managing Director
AGC Flat Glass (Thailand) Public Company Limited |
| 1991 - 2018 | - Director, Glass Way Co., Ltd. |
| 1988 - 2019 | - Director and Executive Director, Kiarti Land Co., Ltd. |
| 1988 - 2017 | - Director and Executive Director, Sriracha Resort Co., Ltd. |
| 1986 - 2017 | - Director and Executive Director, Sakata-Thai Corporation Ltd. |

Remark : Mr. Vitoon Tejatussanasoontorn is a director who has no special interest which differs from other directors in every agenda item proposed in the Meeting.

Profile of Independent Director as Proxy
Gen. Chetta Thanajaro

Position: Audit Committee Member

Age: 84 years

Address: No.238/7 Asoke-Din Daeng Road, Bang Kapi Subdistrict,
Huai Khwang District, Bangkok 10310.



Education/Training:

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|--|---|
| • Master of Arts (Political Science), | Ramkhamhaeng University |
| • Bachelor of Science, | Chulachomklao Royal Military Academy, Class 9 |
| • Infantry Basic Officer Leadership Course, | United States Army Infantry School |
| • The Royal Thai Army Command and General Staff Course | |
| • National Defence Course for the Joint State Private Sector, Class 6, | National Defence College |
| • Director Certification Program (DCP 33/2003), | Thai Institute of Directors Association |
| • Finance for Non-Finance Directors (FND 7/2003), | Thai Institute of Directors Association |

Work Experience:

• **Holding Positions in Listed Companies**

2015 - Present - Director, Chairman of the Nomination and Remuneration Committee
Audit Committee Member

Bangkok Expressway and Metro Public Company Limited

2005 - 2015 - Independent Director

- Chairman of the Audit Committee

- Chairman of the Nomination and Remuneration Committee

Bangkok Metro Public Company Limited

1999 - 2003 - Audit Committee Member

Bangkok Expressway Public Company Limited

• **Holding Positions in Other Companies**

2005 - Present - Director, Double A (1991) Public Company Limited

2004 - Minister of Defense

2003 - 2004 - Minister of Science and Technology

Remark : Gen. Chetta Thanajaro is a director who has no special interest which differs from other directors in every agenda item proposed in the Meeting.