

Supporting Document for Agenda 6

1. Consideration Criteria for Directors due to retire by rotation

Article 16 of the Articles of Association stipulates that at every annual general meeting, one-third of the number of directors must vacate their offices. If the number of directors is not a multiple of three, then the number nearest to one-third must retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director may be re-elected.

2. Nomination Rules and Procedures

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, the rules of the SEC, and the rules of the Stock Exchange of Thailand.
2. Those who have knowledge, capability, and experience in various professional fields are beneficial and value-added to the Company.
3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity, and full-time contribution, etc.
4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full-time contribution will also be taken into account.
5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills for the Board and qualifications in line with the Company's business strategies.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

3. Directors who were due to retire by rotation in the 2024 Annual Ordinary General Meeting of Shareholders

There are 4 directors to retire in the year 2024 whose are

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|------------------------------------|----------------------|
| 1. Mr.Plew Trivisvavet | Director |
| 2. Mr.Phongsarit Tantisuvanitchkul | Director |
| 3. Mr.Somnuk Chaidejsuriya | Independent Director |
| 4. Mr.Suvich Pungchareon | Director |

4. The shareholders are allowed to nominate persons for consideration and appointment as directors


Given the fact that the Company has allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on the Company's website: www.ttwplc.com, during 1 September 2023 to 31 December 2023, no shareholder has nominated any person for consideration and appointment as director.

5. The Board of Directors' Opinion

The Nomination and Remuneration Committee's Meeting, excluding the directors retiring by rotation, considered the matter and deemed it appropriate to propose to the Board of Directors' Meeting to consider and further propose that the 2024 Annual Ordinary General Meeting of Shareholders consider.

Appointment of such four directors due to the retirement by rotation, namely, Mr.Plew Trivisvavet, Mr.Phongsarit Tantisuvanitchkul, Mr.Somnuk Chaidejsuriya, and Mr.Suvich Pungchareon to resume their office as directors for another term since they have knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, play active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to management.

Person Nominated as Director

Name:	Mr.Plew Trivisvavet																					
Type of Directorship:	Vice Chairman of the Board of Director																					
Age:	78 Years																					
Nationality:	Thai																					
Date of appointment as director:	22 May 2008																					
Number of years of Directorship:	15 years 10 months (5 terms)																					
Number of years of Directorship until end of this term (if appointed)	18 years 10 months (6 terms)																					
Shareholding in the Company:	0.0050%																					
Education:	<ul style="list-style-type: none">- Dr.h.c. in Civil Engineering, Kasetsart University- Dr.h.c. in Civil Engineering, Nakhon Phanom University- Dr.h.c. in Civil Engineering, Rajamangala University of Technology Isan- Dr.h.c. in Science (Engineering), Thai-Nichi Institute of Technology- Dr.h.c. in Science, Southeast Bangkok College- M.Sc. (Electrical Engineering), Osaka University, Japan- B.Sc. (Electrical Engineering), Osaka University, Japan																					
Training Program:	<ul style="list-style-type: none">- Director Certification Program (DCP), class 50/2004,- Director Accreditation Program (DAP), class 18/2004,- Finance for Non-Finance Directors (FND), class 13/2004Thai Institute of Directors Association- Capital Market Academy Executive Program (CMA), class 4/2007Capital Market Academy- National Defense Course for the Joint State-Private Sectors, class 366Thai National Defense College- Energy Literacy Leadership Program, class 10/2017Thailand Energy Academy (TEA)																					
Current Positions:	<table><tr><td>2022 – Present</td><td>Chairman of the Board of Directors</td></tr><tr><td>2020 – 2022</td><td>Acting Chairman of the Board of Directors</td></tr><tr><td>2015 – Present</td><td>Chairman of the Executive Committee</td></tr><tr><td></td><td>Nomination and Remuneration Committee member</td></tr><tr><td></td><td>Bangkok Expressway and Metro Public Company Limited</td></tr><tr><td>2012 – Present</td><td>Chairman of the Executive Committee</td></tr><tr><td>2011 – Present</td><td>Director</td></tr><tr><td></td><td>CK Power Public Company Limited</td></tr><tr><td>2007 – Present</td><td>Corporate Governance and Risk Management Committee</td></tr><tr><td>2003 – Present</td><td>Nomination and Remuneration Committee member</td></tr></table>		2022 – Present	Chairman of the Board of Directors	2020 – 2022	Acting Chairman of the Board of Directors	2015 – Present	Chairman of the Executive Committee		Nomination and Remuneration Committee member		Bangkok Expressway and Metro Public Company Limited	2012 – Present	Chairman of the Executive Committee	2011 – Present	Director		CK Power Public Company Limited	2007 – Present	Corporate Governance and Risk Management Committee	2003 – Present	Nomination and Remuneration Committee member
2022 – Present	Chairman of the Board of Directors																					
2020 – 2022	Acting Chairman of the Board of Directors																					
2015 – Present	Chairman of the Executive Committee																					
	Nomination and Remuneration Committee member																					
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2011 – Present	Director																					
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2007 – Present	Corporate Governance and Risk Management Committee																					
2003 – Present	Nomination and Remuneration Committee member																					


	1994 – Present	Chairman of the Executive Board CH.Karnchang Public Company Limited
	2020 – Present	Directors and Chairman of the Executive Board Luang Prabang Power Company Limited
	2010 – Present	Directors and Chairman of the Executive Board Xayaburi Power Company Limited
	2006 – Present	Directors and Chairman of the Executive Board Nam Ngum 2 Power Company Limited
	2004 – Present	Directors and Chairman of the Executive Board Southeast Asia Energy Company Limited
	1996 – Present	Chairman of the Board of Directors Chairman of the Executive Committee Northern Bangkok Expressway Company Limited
	1994 – Present	Director CH.Karnchang Holding Company Limited
	1992 – Present	Director CK Office Tower Company Limited
	1991 – Present	Director and Chairman of the Board of Directors CH.Karnchang Real Estate Company Limited
	1990 – Present	Director Expert Transport Company Limited
	1988 – Present	Director Bang Pa-In Land Company Limited
	1983 – Present	Director Mahasiri Siam Company Limited
	1981 – Present	Director and Chairman of the Executive Committee CH.Karnchang-Tokyu Construction Company Limited
Experience:	1994 – 2015	Chief Executive Officer CH.Karnchang Public Company Limited
	1994 – 2015	Director, Chairman of the Executive Board Nomination and Remuneration Committee member Bangkok Expressway Public Company Limited
	1998 – 2015	Chairman of the Board of Directors Chairman of the Executive Board Nomination and Remuneration Committee member Bangkok Metro Public Company Limited
	2006 – 2008	Chairman of the Board of Directors Thai Tap Water Supply Company Limited

Position in other Listed Companies:	3 companies
Position in Other Non-Listed Companies:	12 companies
Nomination criteria and method:	Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Legal dispute:	- None -
Meeting Attendance in 2023:	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 7/7 (100 percent)
Performance during Directorship:	<ul style="list-style-type: none"> - Performing the duties as the Vice Chairman of the Board of Directors, which has the key role in leading and consulting the Board and high-level executives to jointly determine policies and directions on the Company's operations, as well as supervising and monitoring to ensure the management's compliance with the said policies with efficiency and effectiveness. - Presiding over the Board of Directors' Meetings and the Shareholders' Meetings, supervising and monitoring to ensure that opinions of the participants stay within the topic and continue properly, eliminating conflicts in the meetings, as well as ensuring opinion sharing to form resolutions of the meetings. - Supervising and managing to ensure the Company's operations comply with the laws, objectives and articles of association, as well as resolutions of the Shareholders' Meetings, and protecting the benefits of the Company based on the good corporate governance principles.

Having the following relationship with the Company, Subsidiaries Company, associated company, or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Person Nominated as Director

Name:	Mr.Phongsarit Tantisuvanitchkul	
Type of Directorship:	Director	
Age:	51 Years	
Nationality:	Thai	
Date of appointment as director:	25 February 2016	
Number of years of Directorship:	8 years 1 months (3 terms)	
Number of years of Directorship until end of this term (if appointed)	11 years 1 months (4 terms)	
Shareholding in the Company:	- None -	
Education:	<ul style="list-style-type: none">- Master of Engineering (Construction & Management) University of Michigan Ann Arbor, U.S.A.- Bachelor of Engineering (Mechanical Engineering), Kasetsart University	
Training Program:	<ul style="list-style-type: none">- Director Certification Program (DCP), class 155/2012- Finance for Non-Finance Directors (FND), class 35/2007- Understanding the Fundamental of Financial Statement Program, class 9/2007 Thai Institute of Directors Association	
Current Positions:	<div>Aug 2022 – Present Vice Chairman of the Executive Board</div> <div>Oct 2020 – Present Director</div> <div>2016 – Present Senior Executive Vice President -Operation Group CH.Karnchang Public Company Limited</div> <div>Dec 2015 – Present Director, Executive Director Corporate Governance and Risk Management Committee Bangkok Expressway and Metro Public Company Limited</div> <div>2020 – Present Director and Chairman of the Board of Directors Pathum Thani Water Company Limited</div> <div>2019 – Present Director Asia Era One Company Limited</div> <div>2017 – Present Chairman of the Board of Director Bangkok Metro Networks Company Limited</div> <div>2016 – Present Director and Executive Committee Northern Bangkok Expressway Company Limited</div> <div>2016 – Present Director CH.Karnchang-Tokyu Construction Company Limited</div>	
Experience:	<div>2011 – 2015 Executive Vice President – Business Development CH.Karnchang Public Company Limited</div>	

	2015 – 2015 Director and Executive Director 2009 – 2017 Director Bangkok Metro Public Company Limited Bangkok Metro Networks Company Limited
Position in other Listed Companies:	2 companies
Position in Other Non-Listed Companies:	5 companies
Nomination criteria and method:	Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Legal dispute:	- None -
Meeting Attendance in 2023:	- Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 7/7 (100 percent) - Executive Committee Meeting 5/5 (100 percent) - Nomination and Remuneration Committee Meeting 3/3 (100 percent)
Performance during Directorship:	- Performing the duties as the Chairman of the Executive Committee which plays the key role in supervising performance of management to ensure compliance with the policies of the Board of Directors. - Performing the duties as the Nomination and Remuneration Committee member in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and the Managing Directors. - Performing the duties as the director in providing useful suggestions and advice to the management and considering scrutinizing works proposed to the Board of Directors.

Having the following relationship with the Company, Subsidiaries Company, associated company, or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Person Nominated as Director

Name:	Mr.Somnuk Chaidejsuriya	
Type of Directorship:	Independent Director	
Age:	72 Years	
Nationality:	Thai	
Date of appointment as director:	22 May 2008	
Number of years of Directorship:	15 years 10 months (5 terms)	
Number of years of Directorship until end of this term (if appointed)	18 years 10 months (6 terms)	
Shareholding in the Company:	- None -	
Education:	<ul style="list-style-type: none">- Master of Law, Chulalongkorn University- Bachelor of Law. Chulalongkorn University- The Thai Barrister at Law, Thai Bar Association under the Royal Patronage	
Training Program:	<ul style="list-style-type: none">- Director Certification Program (DCP), class 46/2004- Advanced Audit Committee Program (AAP), class 9/2005 <p>Thai Institute of Directors Association</p> <ul style="list-style-type: none">- Diploma, National Defense Course for the Joint State-Private Sectors, class 11 <p>Thai National Defense College</p>	
Current Positions:	2004 – Present Independent Director Chairman of Risk Management Committee Audit Committee, Nomination and Remuneration Committee Don Muang Tollway Public Company Limited	
Experience:	2008 - 2020 Chairman of the Corporate Governance Committee TTW Public Company Limited 2016 – 2019 Chairman of the Nomination and Remuneration Committee Advance Finance Public Company Limited 2015 – 2018 Chairman of Audit Committee Loxley Wireless Public Company Limited 2012 – 2016 Vice Chancellor Navamindradhiraj University 1999 – 2000 Board member and Executive Director The Marketing Organization for Farmers (MOF) 1997 – 1998 Governor Expressway Authority of Thailand (EXAT)	
Position in other Listed Companies:	1 Company	
Position in Other Non-Listed Companies:	- None -	

Nomination criteria and method:	Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Legal dispute:	- None -
Meeting Attendance in 2023:	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 7/7 (100 percent) - Audit Committee Meeting 5/5 (100 percent) - Nomination and Remuneration Committee Meeting 3/3 (100 percent) - Risk Management and Corporate Governance Committee 4/4 (100 percent)
Performance during Directorship:	<ul style="list-style-type: none"> - Performing the duties as Chairman of the Risk Management and Corporate Governance Committee in providing suggestion, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the company's overall risk management strategies for risk management. - Performing the duties as the Audit Committee member in reviewing the reliability of the Company's financial statement reports prior to submission of the same to the Stock Exchange of Thailand, inspecting the internal control system, as well as considering disclosure of correct and complete information on connected transactions, including provision of independent and useful opinions to the Board of Directors and the Management. - Performing the duties as the Nomination and Remuneration Committee Member in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and Managing Directors. - Performing the duties as the director in providing useful suggestions and advice to the management and considering scrutinizing works proposed to the Board of Directors.

Having the following relationship with the Company, Subsidiaries Company, associated company, or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Person Nominated as Director

Name:	Mr.Suvich Pungchareon	
Type of Directorship:	Director	
Age:	77 Years	
Nationality:	Thai	
Date of appointment as director:	22 May 2008	
Number of years of Directorship:	15 years 10 months (5 terms)	
Number of years of Directorship until end of this term (if appointed)	18 years 10 months (6 terms)	
Shareholding in the Company:	- None -	
Education:	<ul style="list-style-type: none">- Master of Political Science, Sukhothai Thammathirat University- Bachelor of Electrical Engineering, Tohoku University, Japan- Mini MBA, Berkeley University, U.S.A.	
Training Program:	<ul style="list-style-type: none">- Director Certification Program (DCP) 37/2003 Thai Institute of Directors Association- Diploma Program on Politics and Governance in Democratic Systems, class 8/2004- Diploma Program on Public Economy Management, class 1/2003 King Prajadhipok's Institute	
Current Positions:	Present	Advisor Bangkok Expressway and Metro Public Company Limited
Experience:	2003 – 2006	Managing Director Bangkok Expressway Public Company Limited
	1996 – 2003	Managing Director Northern Bangkok Expressway Company Limited
	1989 – 1994	General Manager Bangkok Expressway Public Company Limited
Position in other Listed Companies:	1 company	
Position in Other Non-Listed Companies:	- None -	
Nomination criteria and method:	Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.	

Legal dispute:	- None -
Meeting Attendance in 2023:	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 7/7 (100 percent) - Executive Committee Meeting 5/5 (100 percent)
Performance during Directorship:	- Performing the duties as the director in providing useful suggestions and advice to the management and considering scrutinizing works proposed to the Board of Directors.

Having the following relationship with the Company, Subsidiaries Company, associated company, or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Definition and qualifications of independent directors

“Independent director” means a person who possesses the qualifications and requirements for independence stipulated in the Company’s corporate governance policy (as established by the Board), and satisfies the criteria set out by the Capital Market Supervisory Board. The following conditions apply:

1. Shall hold shares not exceeding 0.5% of the total number of voting shares of the Company, subsidiary, associate or juristic person that may be conflict.
2. Shall not be related to the management of the company, its subsidiaries and its associated companies, Moreover, shall not be a major shareholder, a temporary or full-time employees and an advisor regularly earning salaries from the company, its subsidiaries, its associated companies and its major shareholders.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child, of an executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary.
4. Shall not have any direct or indirect conflicts of interest against the management of the company and its subsidiaries, and its associated companies for the period of not less than one year prior to nomination except the Board of Directors was attentively considered that such conflict of interest not affecting the operation and have independent decision-making of independent directors.
5. Shall not be a director who has been appointed as representative of the company’s director, major shareholder, or shareholders who are related to the major shareholder.
6. Shall be independently perform the duties and give the opinion or report on the result of duties as assigned by the Board of Directors, uncontrolled by the management or major shareholders and related person or relative of such person.
7. Shall be able to attend meetings of the Board of Directors and make an independent judgment.
8. Shall not operate any business which has the same nature as and is in significant competition with the business of the company or its subsidiaries or not be a principal partner in any partnership, or not be an executive director, employee, staff, or advisor regularly earning the salaries; or holding shares not exceeding 0.5 percent of the total number of voting right of any other company operating business which has the same as and is in significant competition with the business of the company or its subsidiaries.
9. Shall not have any characteristics which make him/her incapable of expressing independent opinion regarding the company’s business affairs.
10. Shall be able to look after the interests of all shareholders equally.
11. Shall be able to prevent conflicts of interest.
12. Shall not have been convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws, or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.

Remark - This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent