

P.C.S. Machine Group Holding Public Company Limited  
Policy, Criteria, and Procedures for Selecting the Directors

Policy

The Board of Directors foresee the significance and benefits of Board Diversity in respect of professional skills, specialization, age, and gender which would enhance efficiency in the policy formulation and decision-making of the Board of Directors. Therefore, the Nomination and Remuneration Committee was assigned to take charge of considering and determining the criteria and procedures for selecting the directors with the aim of ensuring components and structure of the Board of Directors appropriate with the business direction of the Company and proper qualifications of the directors according to the good corporate governance principle and also prepare director orientation to new director to understand the business overview and criteria of directors.

Criteria and Procedures for Selecting the Directors

1. The Nomination and Remuneration Committee shall consider and select the directors from the following sources:
  - 1.1 Those who are recommended by the Board of Directors.
  - 1.2 The shareholders who hold shares and have combined voting rights of not less than 5% of the total amount of shares holding and entitled to vote.
  - 1.3 The external consulting firm.
  - 1.4 The Director Pool of Thai Institute of Directors.
2. Consider the appropriateness in terms of knowledge and experiences in business or industrial activities currently operated by the Company, specialization beneficial to the Company or as required by the Company, and diversity in various aspects, such as independence, professional skills, age, gender, etc. by creating the Board Skill Matrix.
3. Inspect whether the qualifications of persons to be nominated comply with laws and criteria of regulators, such as Public Limited Companies Act, B.E. 2535 (as amended), Securities and Exchange Act, B.E. 2535 (as amended), including related announcements, rules, and/or regulations.
4. In case of existing directors who shall take the directorship for another term, the Nomination Committee may consider the dedication and performance of such directors while taking the directorship, as well as the number of listed companies in which such directors take the directorship that the total number should not be more than 3 listed companies.
5. In case of the appointment of independent directors, the Nomination Committee shall consider the independence of persons to be nominated as independent directors pursuant to the criteria of the Securities and Exchange Commission and the Company. In the case that the existing independent director shall take the directorship for another term, the duration of the directorship from the first date of appointment as an independent director should not be more than 9 years in a row.

6. The Nomination and Remuneration Committee shall select and prepare the list of most suitable person for the Board of Directors to propose to the Shareholders' Meeting for approval of appointment, or the appointment shall be made by the Board of Directors in the case that the position of the director is vacant for other reasons apart from retire by rotation.
  
7. Approach any person whose qualifications meet the criteria so as to ensure that such person is willing to assume a position of the Company's director if being appointed by the Board of Directors or shareholders.

Director Orientation

To specify the Company secretary prepares the orientation to new director before the first time attendance of the Board of Directors meeting related to new director orientation checklist.

Effective date

The effective date is from February 27, 2015 following the approval by the Board of Directors Meeting No. 2/2015 held on February 26, 2015.

Board Matrix Worksheet

	Weight	Current Directors										Prospective Directors		
		1	2	3	4	5	6	7	8	9	10	A	B	C
Age														
Under 35														
35 – 50														
51 – 65														
Over 65														
Gender														
Male														
Female														
Qualities														
Leadership skills/motivator														
Full availability for work														
Relevance to the organization's mission														
Ethics														
No ethical misconduct														
Transparency														
Personal Style														
Consensus builder														
Good communicator														
Visionary														
Entrepreneurship														
Corporate social responsibility awareness														
Professional certification (i.e., DCP)														
Diverse connections														
Knowledge in Accountancy														
Experience in the Company's business														

Checklist for Orientation of New Directors

Name of Director: .....

Date: .....

Item 1: Introduction to the organization

- Information about the organization / Organizational structure
- Operating activities
- Other .....

Item 2: Explanation and discussion with the directors

- Meeting attendance – Both the entire Board of Directors and Sub Committees
- Work assignments for Sub Committees
- Roles of Board of Directors and relationships with executives
- Other .....

Item 3: Factory tour

- Board meeting room
- Factory and production line

Item 4: New directors' introduction to

- Chairman of Board of Directors
- Chairman of Sub Committees
- Employees
- Other .....

Item 5: Information submission to the directors

- Mission of the organization
- Regulations

- Copy of minutes of previous meeting
- Last 3-year Annual Report and Auditor's Report
- Budget and other financial reports
- Operating plan
- Annual target
- List of directors including address / phone number
- List of working team supporting Board of Directors
- List of other Board Committees and Chairman of Sub Committees
- Annual meeting calendar
- Copy of previous year's newsletter
- Other .....

Item 6: Collection of information

- Address
- Phone – Home and office
- Convenient contact time
- Convenient meeting schedule