

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**



1. Name - Surname	Ms. Orapin Chartabsorn	
Present Position	Independent Director	
Age	77 years	
Education	B.A., Bachelor Degree of Accountancy(Hons.) Chulalongkorn University MBA (The Gothenburg School of Economic and Business Administration, Sweden) MS (Accounting), MBA (International Business) University of Wisconsin (Madison)	
Directorship training program	Audit Committee and Continuing Development Program (ACP) Class 43/2013, Thai institute of Directors (IOD) Director Accreditation Program – DAP Class 91/2011, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2013-Present	President of Audit Committee, Thitikorn Plc.
	2010-Present	Independent Director, Thitikorn Plc.
Non-Listed Company and other organization	2007-2009	Director, Government Saving Bank for Society Foundation, Government Saving Bank
	2003-2005	Director, Government Saving Bank
	2001-Present	Director, MMP Corporation
	1965-2001	Member of Faculty of Commerce and Accountancy, Chulalongkorn University
Type of director	Independent Director	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Ms.Orapin Chartabsorn</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.	
Shareholding	-None-	

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Date of appointment 20 April 2010

No.years on the board 8 years (8+3=11 years)

Rationales for recommendation: Ms. Orapin Chartabsorn is qualified in terms of extensive experience and knowledge especially in accounting and accounting principles. She currently is a professor at Faculty of Commerce and Accountancy, Chulalongkorn University. As an Independent Director, she has been always admired for given advice and useful suggestions considered beneficial to the Company regarding internal control system, training and protecting the interests of the shareholders.

Positions in other listed/non listed companies

Name	listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Ms.Orapin Chartabsorn	-None-	-	1	-None-

Meeting Attendance 5 of 5 Board of Directors meeting, 4 of 4 Audit Committee meeting in 2017

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<b>2. Name - Surname</b>	<b>Ms. Prathama Phornprapha</b>	
Present Position	Managing Director	
Age	48 years	
Education	M.B.A., Babson College, MA., U.S.A. B.A., Faculty of Commerce and Accountacy, Chulalongkorn University	
Directorship training program	Advanced Certificate Course in Public Economics Management for Executives Class 13/2558, King Prajadhipok's Institute TLCA Leadership Development Program (LDP) Class 1/2556 Thai Listed Companies Association (TLCA) Thailand Insurance Leadership Class 3/2013, Office of Insurance Commission Top Executive Program in Commerce and Trade (TEPCoT 5), Commerce Academy TLCA Executive Development Program (EDP3) Class 3/2009 Thai Listed Companies Association (TLCA) Capital Market Academy Leadership Program (CMA 7) Director Certification Program - DCP Class 50/2004, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2003-Present	Director, Managing Director, Thitikorn Plc.
	2003-Present	President of the Executive Board, Thitikorn Plc.
Non-Listed Company and other organization	2017-Present	Director, Sing Khon Palm Oil Plantation Co., Ltd
	2015-Present	Director, TK Ngern Tan Jai Co.,Ltd
	2014-Present	Director, Suosdey Finance PLC
	2014-Present	Director, Sabaidee Leasing Co.,Ltd
	2011- Present	Director, TK Debt Services Co., Ltd.
	2001-Present	Director, Managing Director, C.V.A. Co., Ltd.
	2001- Present	Director, Chayapak Co., Ltd.
	2011-Present	Director, S.P. Building Co., Ltd.
	2011-Present	Director, Toyota Patumthani Toyota's Dealer Co., Ltd.
	2007-Present	Director, Lexus Bangkok Co., Ltd.
	2002-2010	Director, Thai Suzuki Motor Co., Ltd.
	1997- Present	Executive Director, S.P. International Co., Ltd.

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Type of director	Director
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Ms. Prathama Phornprapha</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.
Shareholding	27,566,667 shares or 5.51% of the total number of Voting shares
Date of appointment	6 June 2003
No.years on the board	15 years

Positions in other listed/non listed companies

Name	listed companies		Positions in non-listed companies	Positions in rival companies/related companies
	Amount	Type of director		
Ms. Prathama Phornprapha	-None-	-	11	-None-

Meeting Attendance 5 of 5 Board of Directors meeting in 2017

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<b>3. Name - Surname</b>	<b>Mrs. Buskorn Liaummukda</b>	
Present Position	Director	
Age	58 years	
Education	B.A., Thammasat University	
Directorship training program	Director Accreditation Program – DAP Class 17 / 2004, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2011-Present	Nomination and Remuneration Committee, Thitikorn Plc.
	2003-Present	Director, Thitikorn Plc.
	2003-Present	Executive Director, Thitikorn Plc.
	2010-Present	President of the Risk Management Committee, Thitikorn Plc.
	1994-2017	Accounting Manager, Thitikorn Plc.
Non-Listed Company and other organization	2015-Present	Director, TK Ngern Tan Jai Co.,Ltd
	2014-Present	Director, Suosdey Finance PLC
	2014-Present	Director, Sabaidee Leasing Co.,Ltd
	2011- Present	Director, TK Debt Services Co., Ltd.
	2010-Present	Director, Chayapak Co., Ltd.
	2002-Present	Director, C.V.A. Co., Ltd.
Type of director	Director	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Mrs. Buskorn Liaummukda</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company	
Shareholding	-None-	

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Date of appointment 6 June 2003

No.years on the board 15 years

Positions in other listed/non listed companies

Name	listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mrs. Buskorn Liaummukda	-None-	-	6	-None-

Meeting Attendance 5 of 5 Board of Directors meeting and

1 of 1 Nomination and Remuneration Committee meeting in 2017

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**Qualification and Criteria for Selection of the Independent Director**

1. Shall not hold more than 1% of voting shares of the Company, affiliated company, associate company or juristic person who may cause conflict of interest (including shareholding of related person).
2. Shall not take part in the in the management of the Company, not being an employee, staff member, advisor who receives a regular salary from the Company or a person with authority of the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Independent Directorship.
3. Shall not has blood relation or related by any certificate in accordance to laws such as parent, spouse, sibling and child including child's spouse of management, major shareholder, a person with authority or a person who will be nominated as management or a person with authority of the Company or affiliated company.
4. Shall not has business relation with the Company, affiliated company, associate company or juristic person who may cause conflict of interest that may interfere with an independent judgment and shall not be a major shareholder. Director who is not independent director, management or a person with business relation with the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Directorship. Business relation including trade transaction as normal business transaction, renting or letting real estate, transaction regarding assets or services or financial assistance with transaction size from 3% of net tangible assets or more than 20 million Baht which ever the lower amount.
5. Shall not be auditor of the Company, affiliated company, associate company or juristic person who may cause conflict of interest and shall not be major shareholder. Director who is not independent director, management or partner of auditing firm which conduct auditing of the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Directorship.
6. Shall not perform any services including legal advisor or financial advisor which receives fee more than 2 million Baht annually from the Company, affiliated company, associate company or juristic person who may cause conflict of interest. In case of services perform by juristic person, should included a major shareholder, director who is not independent director, management or partner of the service provider at present or 2 years prior of taking Directorship.
7. Shall not become independent director by representing the Company director, major shareholder, or shareholder who related to major shareholder of the Company.
8. Shall be able to give an independent opinion with regard to the Company operation.

The Company has specified qualification and criteria for its independent director on par with Stock Exchange Commission or Stock Exchange of Thailand specification with regard to share holding of the Company. Independent

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director shall not hold more than 1 percent of voting shares of the Company, and the proposed independent director has the following relationships:

Relationship	Proposed Independent Directors
	Ms. Orapin Chartabsorn
The Company share - Number of shares - Percentage of voting shares	None
Relative of management/major shareholders of the Company/ affiliated company	None
Relationship with the Company/affiliated company/associate company or juristic person that may cause conflict of interest presently or over the last two years  (1) Director with management responsible , employees or advisors with regular salary  (2) Provided expert advice services ( such as auditor or legal advisor)  (3) Business relation (such as buy or sell raw material/goods/services or lending/borrowing money) with specify amount of transaction	None  None  None