

**Appendix for Agenda No.5.1 To appoint directors replacing those retired by rotation**

1. Name - Surname	<b>Mr. Surin Dhammanives</b>	
Present Position	Independent Director and Audit Committee	
Age	73 years	
Education	DBA (Honorary) Chiang Mai University BA (Economics) Chiang Mai University	
Directorship training program	None	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2015- Present	Independent Director and Audit Committee, Thitikorn Plc
Non-Listed Company and other organization	2008- Present	Director, H&R Development Co., Ltd.
	2005-2011	Director, S.P.Suzuki Plc.
	1994-2004	Director, Siam Motor Co.,Ltd.
	1994-2004	Director, Siam Nissan Automobile Co.,Ltd.
Type of director	Independent Director and Audit Committee	
Selection methodology	Board of Directors has reviewed the proposed independence directors were considered as not having any constraint that would affect the performance of giving independent judgement and meeting the related criteria. The Company and Nomination and Remuneration Committee has nominated <b>Mr. Surin Dhammanives</b> , as a qualified candidate with industry knowledge and expertise, to be director of the Company	
Shareholding	-None-	
Date of appointment	8 May 2015	
No.years on the board	4 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		
Mr. Surin Dhammanives	-None-	-	1	-None-

Meeting Attendance -2 of 4 Board of Directors meeting, - of 4 Audit Committee meeting in 2018

Remark : Mr. Surin Dhammanives faced brain health problem that needs recuperation. Therefore, he was not able to attend Annual General Meeting of Shareholders and most of Board of Directors Meetings in 2018 due to health reason.

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<b>2. Name - Surname</b>	<b>Mr. Wiboon Perm-Arayawong</b>	
Present Position	Director/ Nomination and Remuneration Committee	
Age	61 years	
Education	Master of Business Administration (MBA), The University of Chicago Graduate School of Business Mater of Business Administration (MBA), Thammasat University Bachelor of Engineering (B. Sc.), Chulalongkorn University Degree, Thai National Deference College, Public-Private Sector, 17 Class, Thailand National Defense College, National Defense Institute	
Training Program	Diploma, Advanced Executive Course on Judicial Process, Judicial Training Institute Capital Market Academy Leadership Program (CMA 3) Director Certification Program - DCP Class 1/1999, Thai institute of Directors (IOD) The Role of the Chairman Program (RCP 2000), Thai institute of Directors (IOD) Certificate (Chartered Director Course), Thai institute of Directors (IOD) Chartered Financial Planner (CFP), Thai Financial Planners Association	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2013- Present	Independent Director and Nomination and Remuneration Committee, Thitikorn Plc
Non-Listed Company and other organization	2015-Present	Executive Director, Thai Composites Co., Ltd.
	Present	Director, Executive Director, Treasurer, The Sirindhorn International Environmental Park
	Past	Director, Chairman of Business Development, Wastewater Management Authority (WMA)
	Past	Director and General Manager, Thai Credit Guarantee Corporation (TCG)
	Past	Deputy Chairman of the Board, Executive Director, Audit Committee, Stock Exchange of Thailand
	Past	President and Chief Executive Officer, ACL Securities Co., Ltd.

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Type of director	Director/ Nomination and Remuneration Committee
Selection methodology	Board of Directors has reviewed the proposed independence directors were considered as not having any constraint that would affect the performance of giving independent judgement and meeting the related criteria. The Company and Nomination and Remuneration Committee has nominated <b>Mr. Wiboon Perm-Arayawong</b> , as a qualified candidate with industry knowledge and expertise, to be director of the Company
Shareholding	-None-
Date of appointment	23 April 2013
No.years on the board	6 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		
Mr. Wiboon Perm-Arayawong	-None-	-	2	-None-

Meeting Attendance	4 of 4 Board of Directors meeting and 1 of 1 Nomination and Remuneration Committee meeting in 2018
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**3. Name - Surname** Mr. Raksanit Phornprapha

Present Position Director/ Executive Director

Age 72 years

Education B.A., California College of Commerce, CA., U.S.A.

Directorship training program Director Accreditation Program – DAP Class 67/2007, Thai institute of Directors (IOD)

Training Program attended in the previous year None

Experience:

Listed Company 2003-Present Director, Thitikorn Plc.  
2003-Present Executive Director, Thitikorn Plc.

Non-Listed Company and other organization 1987-Present Director, SPSU Plc.  
1979-Present Director, S.P. International Co., Ltd.  
1979-2010 Director, Zinphol Co., Ltd.

Type of director Director/ Executive Director

Selection methodology The Company and Nomination and Remuneration Committee has nominated **Mr. Raksanit Phornprapha**, as a qualified candidate with industry knowledge and expertise, to be director of the Company.

Shareholding 9,450,000 shares or 1.89% of the total number of Voting shares

Date of appointment 6 June 2003

No.years on the board 16 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		
Mr. Raksanit Phornprapha	-None-	-	2	-None-

Meeting Attendance 4 of 4 Board of Directors meeting in 2018

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<b>4. Name - Surname</b>	<b>Mr. Prapol Phornprapha</b>	
Present Position	Director/ Deputy Managing Director/ Executive Director	
Age	45 years	
Education	B.S., Babson College, MA., U.S.A.	
Directorship training program	TLCA Leadership Development Program (LDP) Class 1/2556 Thai Listed Companies Association (TLCA) Top Executive Program in Commerce and Trade (TEPCoT 7), Commerce Academy “Energy Literacy for a Sustainable Future” TEA Class 2 Thailand Energy Academy Director Accreditation Program – DAP Class 54/2006, Thai institute of Directors (IOD) TLCA Executive Development Program (EDP1) Class 1/2008 Thai Listed Companies Association (TLCA)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2003-Present	Director, Deputy Managing Director Thitikorn Plc.
	2003-Present	Executive Director, Thitikorn Plc.
Non-Listed Company and other organization	2017-Present	Director, Mingalaba Thitikorn Microfinance Co., Ltd
	2017-Present	Managing 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, S.P. Building Co., Ltd.
	2011-Present	Director, Toyota Patumthani Toyota’s Dealer Co., Ltd.
	2007-Present	Director, Lexus Bangkok Co., Ltd.
	2001-Present	Director, Deputy Managing Director, C.V.A. Co., Ltd.
	2001-Present	Director, Chayapak Co., Ltd.
	2011- 2018	Director, TK Debt Services Co., Ltd.
	1997- 2001	Analyst, JP Morgan

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Type of director	Director/ Deputy Managing Director/ Executive Director
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <b>Mr. Prapol Phornprapha</b> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.
Shareholding	25,566,667 shares or 5.11% of the total number of Voting shares
Date of appointment	6 June 2003
No.years on the board	16 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		
Mr. Prapol Phornprapha	-None-	-	7	-None-

Meeting Attendance 4 of 4 Board of Directors meeting in 2018

**Appendix for Agenda No.5.1 To appoint directors replacing those retired by rotation****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 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 have 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 have 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 whichever is 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 performed by juristic person, should include 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.

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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 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	Proposed Independent Directors
	Mr. Surin Dhammanives	Mr. Wiboon Perm-Arayawong
The Company share - Number of shares - Percentage of voting shares	None	None
Relative of management/major shareholders of the Company/ affiliated company	None	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	None	None
(1) Director with management responsible , employees or advisors with regular salary	None	None
(2) Provided expert advice services ( such as auditor or legal advisor)	None	None
(3) Business relation (such as buy or sell raw material/goods/services or lending/borrowing money) with specify amount of transaction		