

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

1. Name - Surname Mr. Raksanit Phornprapha  
 Age 63 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)

## Experience

Times	Position	Company
1972-Present	Director	Thitikom Plc.
1987-Present	Director	S.P. Suzuki Plc.
1981-Present	Director	Thitipol Co., Ltd.
1979-Present	Director	S.P. International Co., Ltd.
1979-Present	Director	Zin Phol Co., Ltd.

Type of director 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 25,450,000 shares or 5.09% of the total number of Voting shares  
 No.years on the board 38 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	1	- Director S.P. Suzuki Plc.	3	-None-

Meeting Attendance 3 of 4 Board of Directors meeting in 2009

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

2. Name - Surname Mr. Prapol Phornprapha  
 Age 36 years  
 Education B.S.BABSON COLLEGE, MA,, U.S.A  
 Directorship training program 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)

Experience

Times	Position	Company
2001-Present	Director, Deputy Managing Director	Thitikorn Plc.
2001-Present	Director, Deputy Managing Director	C.V.A. Co., Ltd.
2001-Present	Director, Deputy Managing Director	Chayapak Co., Ltd.
1997- 2001	Analyst	JP Morgan

Type of director Director  
 Selection methodology The Company and Nomination and Remuneration Committee has nominated Mr. Prapol Phornprapha, as a qualified candidate with industry knowledge and expertise, to be director of the Company.  
 Shareholding -None-  
 No.years on the board 9 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-	-	-None-	-None-

Meeting Attendance 4 of 4 Board of Directors meeting in 2009

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

3. Name - Surname                      Prof. Phisanu Chongstitvathana  
 Age    66 years  
 Education                                      M.A. International Business, UCLA, CA.,U.S.A.  
 Directorship training program              Director Accreditation Program – DAP 2004, Thai institute of  
     Directors (IOD)

Experience

Times	Position	Company
2008-Present	Layman Judge of intellectual property court	Thitikorn Plc.
2007-Present	President of Audit Committee and Independent Director	Thitikorn Plc.
2006-Present	Nomination and Remuneration Committee	Thitikorn Plc.
2003 - 2007	Audit Committee and Independent Director	Thitikorn Plc.
1992-Present	President	A.A. Holding Co., Ltd.

Type of director                              Independent Director  
 Selection methodology                        The Company and Nomination and Remuneration Committee has nominated  
     Mr. Phisanu Chongstitvathana, as a qualified candidate with industry  
     knowledge and expertise, to be director of the Company.  
 Shareholding                                      None  
 No.years on the board                        7 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		
Prof. Phisanu Chongstitvathana	-None-	-	1	-None-

Meeting Attendance                              4 of 4 Board of Directors meeting, 4 of 4 Audit Committee meeting and  
     1 of 1 Nomination and Remuneration Committee meeting in 2009.

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

4. Name - Surname Mr. Pairintr Wongwantanee  
 Age 71 years  
 Education B.C., Thammasat University  
 B.A. Law, Thammasat University  
 Directorship training program Director Accreditation Program – DAP 2003, Thai institute of Directors (IOD)

Experience

Times	Position	Company
2005-Present	Audit Committee and Independent Director	Thitikorn Plc.
2006-Present	President of Nomination and Remuneration Committee	Thitikorn Plc.
1999-Present	Director	Siam Pan (Group) Co. Ltd.

Type of director Independent Director  
 Selection methodology The Company and Nomination and Remuneration Committee has nominated **Mr. Pairintr Wongwantanee**, as a qualified candidate with industry knowledge and expertise, to be director of the Company  
 Shareholding None  
 No.years on the board 5 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. Pairintr Wongwantanee	-None-	-	1	-None-

Meeting Attendance 3 of 4 Board of Directors meeting, 4 of 4 Audit Committee meeting and 1 of 1 Nomination and Remuneration Committee meeting in 2009.

**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 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 whichever 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.

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

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