

For consideration of Agenda 5: To consider and approve the re-election of the directors who are due to retire by rotation

Profile of the proposed Directors to replace those who are due to retire by rotation and the definition of the Independent Directors

Name and Surname	Professor Sakorn Suksriwong, DBA
Age (years)	47
Nationality	Thai
Type of appointment	<ul style="list-style-type: none"> Chairman of the Board of Directors Chairman of the Audit Committee Independent Director
Current positions	<ul style="list-style-type: none"> Chairman of the Board of Directors Chairman of the Audit Committee Independent Director



First appointment date	14 September 2011
Tenure	4 years 7 months
Highest degree	D.B.A. (International Business), University of South Australia, Australia

Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> Audit Committee Program (ACP), class 38 /2012 Director Certification Program (DCP), class 51/2004 Director Accreditation Program (DAP), class 1/2003
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Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015. 0 share or equivalent to 0.00 %

Legal record in the past 5 years -None-
Family Relations among directors and management -None-

Other present positions in Listed Companies

Period	Position	Companies/Other entities
Feb 2015 - Present	Chairman of the Board of Directors	Bangkok First Investment & Trust PLC.
2011 - Present	Director	General Engineering PLC.
2005 - Present	Chief Executive Officer	Bangkok First Investment & Trust PLC.

Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2015 - Present	Director	Phunamfah Co., Ltd.
2015 - Present	Director	Khaokorthani Co., Ltd.
2015 - Present	Director	Hin Rong kla Thani Co., Ltd.
2013 - Present	Director	Veranda Beach Pattaya Co., Ltd.
2013 - Present	Director	Chulalongkorn University Intellectual Property Institute Foundation
2012 - Present	Director	C&C International Venture Co., Ltd.
2012 - Present	Director	AIMS Co., Ltd.
2012 - Present	Director	AIMS Phayatai Co., Ltd.
2011 - Present	Director	PPTC Co., Ltd.
2011 - Present	Director	Suksriwong Co., Ltd.

Past Professional Experience	2011 - Present	Director	OakTree Co., Ltd.
	2011 - Present	Director	Chulalongkorn University
	2011 - Present	Director	Chiang Rai Rajabhat University
	2010 - Present	Director	The association of Distinguished Contributors to Buddhism of Thailand
	2010 - Present	Secretary	The association of Distinguished Contributors to Buddhism of Thailand
	2010 - Present	Director	World Buddhist Park Foundation
	2010 - Present	Treasurer	World Buddhist Park Foundation
	2008 - Present	Director	Chamchuri Innovation Products Co., Ltd.
	2007 - Present	Chairman of the Board of Directors	SABS Holding Co., Ltd.
	2006 - Present	Director	Tawana Hotel Co., Ltd.
	2006 - Present	Director	Chamchuri Innovation Co., Ltd.
	2005 - Present	Director	Luangphor Viriyang Sirintharo Foundation
	2003 - Present	Director	Rakthai College of Business administration Co., Ltd.
	2001 - Present	Director	Phufa Shop
	2001 - Present	ผู้จัดการทั่วไป	Phufa Shop
	2000 - Present	Director	Chumphon Bay Hill Co., Ltd.
	1997 - Present	Director	Prida Pramote Co., Ltd.
	1995 - Present	Director	Excel Link Co., Ltd.
	Period	Position	Companies/Other entities
	2011 - 2013	Advisor	Religious Ethics Commission Art and Culture (Senate)
	2011 - 2013	Honorary Advisor	Committee on Finance, Banking and Financial Institutions (The House of Representatives)
	2008 - 2013	Director	Ecron Acunova Co., Ltd.
	2008 - 2013	Honorary Advisor	The Board of Investment of Thailand
	2005 - 2015	Vice Chairman	Bangkok First Investment & Trust PLC
	2004 - 2012	Director	Beijing Huamao Surapan Hotel Development
	2003 - 2012	Director	Surapanthavanij Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2015	<ul style="list-style-type: none"> The Board of Directors Meeting was 5 times out of the total of 5 times The Audit Committee was 4 times out of the total of 4 times 		

Other Information for consideration of independent Directors' appointment

Relationship with Management and Major Shareholders of the Company and Subsidiaries

-None-

Relationship with the Company / Subsidiaries / Associated or Juristic Persons which may have conflict of interest in the past 2 years

- **Executive management, employee, or advisor earning salary** -None-
- **Professional Advisor (Auditor or Legal Advisor)** -None-
- **Business Relationship that may interfere with independence** -None-

Name and Surname	Dr. Theparak Leungsuwan		
Age (years)	64		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Chairman of the Executive Committee • Executive Director • Authorized Director • Chief Executive Officer 		
First appointment date	19 March 2002		
Tenure	14 years 1 month		
Highest degree	D.B.A., Business Administration, Chiangrai Rajabhat University		
Training by Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) Class 151/2011		
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	66,854,900 shares or equivalent to 10.78%		
Legal record in the past 5 years	-None-		
Family Relations among directors and management	Older brother of Mr. Dhananant Leungsuwan, Ms. Pensri Leungsuwan, Ms. Pimkam Leungsuwan and father Mr. Pongthep Leungsuwan		
Other present positions in Listed Companies	-None-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2012 - Present	Chairman of the Board of Directors	Sapphire Ro-Ro (Thailand) Limited
	2012 - Present	Director	Beer Tsingtao (Thailand) Co., Ltd.
	2011 - Present	Director	Panmarine Shipping Co., Ltd.
	2011 - Present	Director	TCI TV Co., Ltd.
	2010 - Present	Chairman of the Board of Directors	Namyong Maritime Co., Ltd.
	2010 - Present	Executive Director	Namyong Maritime Co., Ltd.
	2001 - Present	Director	Tri-Med (Thailand) Co., Ltd.
	1999 - Present	Chairman of the Board of Directors	Tsingtao Marketing (Thailand)
	1999 - Present	Executive Director	Tsingtao Marketing (Thailand) Co., Ltd.
	1998- Present	Executive Director	Gold ship Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1993 - Present	Executive Director	Cosnam shipping Co., Ltd.
	1993 - Present	Managing Director	Cosnam shipping Co., Ltd.
	1991 - Present	Executive Director	Cosiam Transport Co., Ltd.
	1991 - Present	Managing Director	Cosiam Transport Co., Ltd.
	1990 - Present	Director	March Shipping Co., Ltd.
	1990 - Present	Director	Dear Power Co., Ltd. (Former name: Panalai Associates Co., Ltd.)



	1987 - Present	Executive Director	Cots shipping (Thailand) Co., Ltd.
	1986 - Present	Executive Director	Vescon Tugboat and Marine Service Co., Ltd.
	1983 - Present	Executive Director	Nam Yuen Yong Shipping Co., Ltd.
	1983 - Present	Chief Executive Officer	Nam Yuen Yong Shipping Co., Ltd.
	1982 - Present	Director	T.Con. Co., Ltd.
	1972 - Present	Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Executive Director	Sahamit Hotel Co., Ltd
	1971 - Present	Executive Director	The Leung Suwan Estate Co., Ltd.
Past Professional Experience	Period	Position	Companies/Other entities
	1998 - 2015	Vice Chairman	China Shipping (Bangkok) Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2015	<ul style="list-style-type: none"> The Board of Directors Meeting was 5 times out of the total of 5 times 		

Name and Surname	Ms. Pimkarn Leungsuwan		
Age (years)	55		
Nationality	Thai		
Type of appointment	Director		
Current positions	<ul style="list-style-type: none"> • Director • Member of the Executive Committee • Executive Director • Authorized Director • Chief Financial Officer 		
First appointment date	19 March 2002		
Tenure	14 years 1 month		
Highest degree	M.B.A. (Executive), Sasin Graduate Institute of Business Administration, Chulalongkorn University		
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Audit Committee Program (ACP), class 37/2011 • Director Certification Program (DCP) , class 136/ 2010 		
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	9,625,100 shares or equivalent to 1.55 %		
Legal record in the past 5 years	-None-		
Family Relations among directors and management	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan, Ms. Pensri Leungsuwan		
Other present positions in Listed Companies	-None-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2015 - Present	Director	Maharaj Home for Boys Foundation
	2014 - Present	Mediator	The Central Intellectual Property and International Trade Court
	2012 - Present	Director	Sapphire Ro-Ro (Thailand) Limited
	2012 - Present	Director	Beer Tsingtao (Thailand) Co., Ltd.
	2011 - Present	Director	Meechai-Khunying Amporn Ruchupan Foundation
	2011 - Present	Director	Panmarine Shipping Co., Ltd.
	2009 - Present	Director	Dhamma-Narai Co., Ltd.
	2008 - Present	Director	DCC Co., Ltd.
	2004 - Present	Director	N. Y. Intergroup Co., Ltd.
	2002 - Present	Director	Dear Power Co., Ltd. (Former name: Panalai Associates Co., Ltd.)
	2002 - Present	Director	Sahamit Hotel Co., Ltd.
	1998 - Present	Director	Gold Ship Co., Ltd.
	1996 - Present	Director	N & B Cranage Co., Ltd.
	1995 - Present	Director	The Leung Suwan Estate Co., Ltd.
	1994 - Present	Director	Cosnam shipping Co., Ltd.
	1991 - Present	Director	Cosiam Transport Co., Ltd.
	1988 - Present	Director	Namyong Maritime Co., Ltd.



1987 - Present

Director

Cots shipping (Thailand)
Co., Ltd.

1986 - Present

Director

Vescon Tugboat and
Marine Service Co., Ltd.

**Past Professional Experience
Position in Rival Companies/
Connected Business that may
cause conflict of interest**

-None-

-None-

**Meeting Attendance in the year
2015**

- The Board of Directors Meeting was 5 times out of the total of 5 times

Name and Surname	Dr. Vichya Kreangam
Age (years)	34
Nationality	Thai
Type of appointment	<ul style="list-style-type: none"> • Director • Independent Director • Member of the Audit Committee • Member of the Nomination and Remuneration Committee
Current positions	<ul style="list-style-type: none"> • Director • Independent Director • Member of the Audit Committee • Member of the Nomination and Remuneration Committee
First appointment date	12 November 2014
Tenure	1 year 5 months
Highest degree	Doctor of the Science of Laws (J.S.D.), University of California, Berkeley, School of Law, U.S.A.
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Advanced Audit Committee Program (AACP), class 22/2016 • Director Accreditation Program (DAP), class 116/2015 • Corporate Governance for Capital Market Intermediaries (CGI), class 8/2015
Percent of shares held in the Company which were included number of shares of spouse and minor children as of 30 December 2015.	0 share or equivalent to 0.00 %
Legal record in the past 5 years	-None-
Family Relations among directors and management	-None-



Other present positions in Listed Companies

Period	Position	Companies/Other entities
2014 - Present	Chairman of Corporate Governance Committee	General Engineering PLC.
2014 - Present	Member of the Audit Committee	General Engineering PLC.
2014 - Present	Independent Director	General Engineering PLC.
2014 - Present	Independent Director	Sikarin PLC.
2014 - Present	Director	AEC Securities PLC.
2010 - Present	Corporate Affairs Expert	True Corporation PLC.

Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2015 - Present	Member of the Board	Chulalongkorn Law School Alumni Association
2014 - Present	Chairman of the Board	Youth Prosperity Training Program
2013 - Present	Executive Director	The Badminton Association of Thailand under Royal Patronage of His Majesty the King
2010 - Present	Lecturer, Faculty of Law	Assumption University
2010 - Present	Visiting Lecturer, Faculty of Law	Khon Kaen University

Past Professional Experience	Period	Position	Companies/Other entities
	2013 – 2014	Sub-Committee on ICT and Public Media	The Senate
	2013 – 2014	Advisor to Sub-committee on Research for Regulation, Order and Laws relating to ICT and Telecommunications	The House of Representatives
	2010 – 2014	Visiting Lecturer, School of Law	Bangkok University
	2010 – 2014	Visiting Lecturer, School of Law	Nakhorn Sri hamaat Rajabhat University
	2006 – 2010	Associate Lawyer	White & Case (Thailand) Limited
	2006	Legal Trainee	Tilleke & Gibbins ConsultantsLimited , Vietnam
	2001	Summer Clerk	Baker & McKenzie (Thailand) Limited
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2015	● The Board of Directors Meeting was 5 times out of the total of 5 times		
Other Information for consideration of independent Directors’ appointment			
Relationship with Management and Major Shareholders of the Company and Subsidiaries	-None-		
Relationship with the Company / Subsidiaries / Associated or Juristic Persons which may have conflict of interest in the past 2 years			
Executive management, employee, or advisor earning salary	-None-		
Professional Advisor (Auditor or Legal Advisor)	-None-		
Business Relationship that may interfere with independence	-None-		

Definition of Independent Directors

The Company's has specified the qualification of an independent director in the equivalence of the qualification prescribed by the regulations of the Capital Market Supervisory Board, whereby the member of the Auditor Committee shall be an independent director who comply with the qualification as follows:

1. Holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as management or controlling person of the Company or its subsidiary company;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or THB 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding THB 2 million per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years.
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company; and
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.