


**For consideration of Agenda 5: To consider and approve the 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**

<b>Name and Surname</b>	Dr. Borwornsak Uwanno, Professor Emeritus	
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
<b>Age (years)</b>	62	
<b>Nationality</b>	Thai	
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors</li> <li>Independent Director</li> </ul>	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors</li> <li>Independent Director</li> </ul>	
<b>First appointment date of director</b>	25 February 2016	
<b>Tenure (as of 30 April 2017)</b>	1 year 2 months	
<b>First appointment date of Independent director</b>	25 February 2016	
<b>Tenure (as of 30 April 2017)</b>	1 year 2 months	
<b>Highest degree</b>	Doctorate Degree in Public Law, Université de Paris X (Nanterre (mention tres bien))	
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP), (2004)	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 30 December 2016</b>	668,000 shares or equivalent to 0.11 %	
<b>Legal offense record in the past 5 years</b>	-None-	
<b>Family Relations among directors and management</b>	-None-	

<b>Other present positions in Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	Present	Chairman of the Board of Directors	General Engineering PLC.
	Present	Chairman of the Board of Directors	Eternal Energy PLC.
	Present	Independent Director	Eternal Energy PLC.
	Present	Independent Director	Glow Energy PLC.
<b>Positions in Non-Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	Present	Member	King Prajadhipok's Institute Council
	Present	Member	Royal Institute of Thailand
	Present	The chairperson of the 13 <sup>th</sup> law committee	Office of the Council of State
	Present	Member of Law Reform Commission	Office of the Council of State
	Present	Member	The Thailand Research Fund
	Present	Member	Council of Silpakorn University
	Present	Member	Chiang Mai University Council

<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2014 – 2015	First Vice Chairman of the National Reform Council	The National Reform Council Royal
	2014 – 2015	Chairman of the Constitution Drafting Committee	
	2006 - 2014	Secretary General	King Prajadhipok's Institute
	2003 - 2005	Secretaries General of the Cabinet	
	2003 - 2014	Member	Bank of Thailand

**Position in Rival Companies/ Connected Business that may cause conflict of interest** -None-

**Meeting Attendance in the year 2016** • The Board of Directors Meeting was 4 times out of the total of 4 times, equivalent to 100%

**Other information for consideration of Independent Directors' appointment**

**Family 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 who receives salary** -None-
- **Professional Advisor (Auditor or Legal Advisor)** -None-
- **Business Relationship that may interfere with independence** -None-

<b>Name and Surname</b>	Mrs. Benchawan Srangnitra		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	66		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Member of the Audit Committee</li> <li>• Independent Director</li> </ul>		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Member of the Audit Committee</li> <li>• Independent Director</li> </ul>		
<b>First appointment date of director</b>	13 September 2011		
<b>Tenure (as of 30 April 2017)</b>	5 years 7 months		
<b>First appointment date of Independent director</b>	13 September 2011		
<b>Tenure (as of 30 April 2017)</b>	5 years 7 months		
<b>Highest degree</b>	Doctor of Public Administration, Bangkokthonburi University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Audit Committee Program (ACP) Class 37/2011</li> <li>• Successful Formulation &amp; Execution of Strategy Program (SFE) Class 12/2011</li> <li>• Director Certification Program (DCP) Class 136/2010</li> </ul>		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016</b>	0 share or equivalent to 0.00%		
<b>Legal offense record in the past 5 years</b>	-None-		
<b>Family Relations among directors and management</b>	-None-		
<b>Other present positions in Listed Companies</b>	-None-		
<b>Positions in Non-Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	Present	Member of National Reform Steering Assembly	The House of Representatives
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2009 - 2010	Secretary	Office of the civil service commission
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		



**Meeting Attendance in the year 2016**

- The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%
- The Audit Committee Meeting was 4 times out of the total of 4 times, equivalent to 100%
- The Nomination, Compensation and Corporate Governance Committee Meeting (Former name is the Nomination and Remuneration Committee) was 3 times out of the total of 3 times, equivalent to 100%

**Other Information for consideration of independent Directors' appointment****Family 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 who receives salary -None-
- Professional Advisor (Auditor or Legal Advisor) -None-
- Business Relationship that may interfere with independence -None-

<b>Name and Surname</b>	Mr. Dhananant Leungsuwan		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	63		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	Director		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Non - Executive Director</li> </ul>		
<b>First appointment date of director</b>	13 September 2011		
<b>Tenure (as of 30 April 2017)</b>	5 years 7 months		
<b>Highest degree</b>	Bachelor Degree in Laws, Ramkhamhaeng University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Anti-Corruption : The practical Guide (ACPG), Class 14/2014</li> <li>• Financial Statements for Directors (FSD), Class 21/2013</li> <li>• Director Accreditation Program (DAP), Class 90/2011</li> <li>• Director Certification Program (DCP), Class 151/ 2011</li> </ul>		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016</b>	9,657,000 shares or equivalent to 1.56 %		
<b>Legal offense record in the past 5 years</b>	-None-		
<b>Family Relations among directors and management</b>	Younger brother of Dr. Theparak Leungsuwan and older brother of Ms. Pensri Leungsuwan and Ms. Pimkam Leungsuwan		
<b>Other present positions in Listed Companies</b>	-None-		
<b>Positions in Non-Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2011 - Present	Director	Panmarine Shipping Co., Ltd.
	2010 - Present	Director	Namyong Maritime Co., Ltd.
	1998 - Present	Director	Gold Ship Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1993 - Present	Executive Director	Cosnam shipping Co., Ltd.
	1993 - Present	Deputy Managing Director (Main job)	Cosnam shipping Co., Ltd.
	1993 - Present	Director	Cosiam Transport Co., Ltd.
	1990 - Present	Director	Dear Power Co., Ltd.
	1983 - Present	Director	Nam Yuen Yong Shipping Co., Ltd.
	1972 - Present	Executive Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Managing Director	Pornchareon Estate Co., Ltd.
	1971 - Present	Director	The Leung Suwan Estate Co., Ltd.
<b>Past Professional Experience</b>	-None-		
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		
<b>Meeting Attendance in the year 2016</b>	<ul style="list-style-type: none"> <li>• The Board of Directors Meeting was 4 times out of the total of 5 times, equivalent to 80%</li> </ul>		



<b>Name and Surname</b>	Ms. Pensri Leungsuwan		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	61		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	Director		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Non - Executive Director</li> <li>• Authorized Director</li> </ul>		
<b>First appointment date of director</b>	19 March 2002		
<b>Tenure (as of 30 April 2017)</b>	15 years 1 month		
<b>Highest degree</b>	E.D.A. (Management), Bangkok Business College		
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP), Class 92/2011		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2016</b>	9,625,100 shares or equivalent to 1.55 %		
<b>Legal offense record in the past 5 years</b>	-None-		
<b>Family Relations among directors and management</b>	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan and older sister of Ms. Pimkarn Leungsuwan		
<b>Other present positions in</b>	-None-		
<b>Listed Companies</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
<b>Positions in Non-Listed Companies</b>	2001 - Present	Executive Director	C.S.B. Transport Co., Ltd.
	1998 - Present	Executive Director	China Shipping (Bangkok) Co., Ltd.
	1998 - Present	Managing Director (Main job)	China Shipping (Bangkok) Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1990 - Present	Director	Dear Power 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	Deputy Managing Director	Nam Yuen Yong Shipping Co., Ltd.
	1982 - Present	Director	T.Con. Co., Ltd.
	1972 - Present	Director	Pornchareon Estate Co., Ltd.
	1972 - Present	Director	Sahamit Hotel Co., Ltd.
	1971 - Present	Director	The Leung Suwan Estate Co., Ltd.
<b>Past Professional Experience</b>	-None-		
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		
<b>Meeting Attendance in the year 2016</b>	<ul style="list-style-type: none"> <li>• The Board of Directors Meeting was 4 times out of the total of 5 times, equivalent to 80%</li> </ul>		



### Definition of Independent Directors

The Company 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 complies 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.