


**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>	Mr. Chaisawasdt Kittipornpaiboon	
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
<b>Age (years)</b>	70	
<b>Nationality</b>	Thai	
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> </ul>	
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> </ul>	
<b>First appointment date of director</b>	11 November 2015	
<b>Tenure (as of 30 April 2018)</b>	2 years 5 months	
<b>First appointment date of Independent director</b>	25 February 2016	
<b>Tenure (as of 30 April 2018)</b>	2 years 2 months	
<b>Highest degree</b>	Bachelor of Engineering, Chulalongkorn University	
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Certification Program (DCP) Class 77/2006	
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 30 December 2017</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>	-None-	

<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	October 2008	Retirement	
	2006 - 2008	Permanent Secretary	Ministry of Transport
	2005 - 2006	Director General	Department of Highways
	2003 - 2005	Deputy Director General	Department of Highways
	2001 - 2003	Director	Office of Highways 11 (Bangkok)
	2000 - 2001	Director	Inter City Motorway Division

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

**Meeting Attendance in the year  
2017** The Board of Directors Meeting was 5 times out of the total of 5 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. Sunee Pongpud		
<b>Contact at</b>	1168/52 (Lumpini Tower 19 <sup>th</sup> Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
<b>Age (years)</b>	64		
<b>Nationality</b>	Thai		
<b>Type of appointment</b>	<ul style="list-style-type: none"> <li>• Director</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>• Member of the Audit Committee</li> <li>• Independent Director</li> </ul>		
<b>First appointment date of director</b>	26 February 2014		
<b>Tenure (as of 30 April 2018)</b>	4 years 2 months		
<b>First appointment date of Independent director</b>	26 February 2014		
<b>Tenure (as of 30 April 2018)</b>	4 years 2 months		
<b>Highest degree</b>	M.B.A.(Finance) South East Asia University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP) Class 111/2014		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017</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	Account – Finance Manager (Main job)	Brighton Development Co., Ltd.
	Present	Account – Finance Manager (Main job)	Villa Della Co., Ltd.
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2009 - 2012	Office Manager (Finance)	Thai Rung Union Cars PLC.
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		



**Meeting Attendance in the year 2017**

- The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%
- The Audit Committee Meeting was 5 times out of the total of 5times, 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**
- **Professional Advisor (Auditor or Legal Advisor)**
- **Business Relationship that may interfere with independence**

-None-

-None-

-None-

<b>Name and Surname</b>	Mr. Vallop Tiasiri		
<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>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Independent Director</li> </ul>		
<b>Current positions</b>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Nomination, Compensation and Corporate Governance Committee</li> <li>• Independent Director</li> </ul>		
<b>First appointment date of director</b>	6 August 2014		
<b>Tenure (as of 30 April 2018)</b>	3 years 8 months		
<b>First appointment date of Independent director</b>	25 February 2016		
<b>Tenure (as of 30 April 2018)</b>	2 years 2 months		
<b>Highest degree</b>	Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University		
<b>Training by Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP) Class 113/2014		
<b>Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017</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>	-None-		
<b>Past Professional Experience</b>	<b>Period</b>	<b>Position</b>	<b>Companies/Other entities</b>
	2000 - 2012	Director	Industrial Development Foundation for Thailand Automotive Institute
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>	-None-		



**Meeting Attendance in the year 2017**

- The Board of Directors Meeting was 5 times out of the total of 5 times, equivalent to 100%
- The Nomination, Compensation and Corporate Governance Committee Meeting was 2 times out of the total of 2 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**
- **Professional Advisor (Auditor or Legal Advisor)**
- **Business Relationship that may interfere with independence**

-None-

-None-

-None-

**Name and Surname** Mr. Pongthep Leungsuwan

**Contact at** 1168/52 (Lumpini Tower 19<sup>th</sup> Floor)  
Rama IV Road, Thungmahamek,  
Sathorn, Bangkok 10120

**Age (years)** 35

**Nationality** Thai

**Type of appointment** Director

**Current positions**

- Director
- Member of the Executive Committee
- Executive Director
- Authorized Director
- Chief Administrative Officer
- (Acting) Director of Human Resources
- (Acting) Director of Legal Affairs



**First appointment date of director** 9 February 2012

**Tenure (as of 30 April 2018)** 6 years 2 month

**Highest degree** Bachelor of Law (LL.B.) Assumption University

**Training by Thai Institute of Directors Association (IOD)**

- IT-Governance (ITG) Class 4/2017
- Anti-Corruption : The practical Guide (ACPG) Class 28/2016
- Director Accreditation Program (DAP) Class 84/2010

**Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2017** 0 share or equivalent to 0.00%

**Legal offense record in the past 5 years** -None-

**Family Relations among directors and management** Son of Dr. Theparak Leungsuwan

**Other present positions in Listed Companies** -None-

Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Director	Port Development and Service Co., Ltd.
	Present	Director	Sapphire Ro-Ro (Thailand) Limited
	Present	Director	Laemchabang International Ro-Ro Terminal Limited
	Present	Director	Tsingtao Marketing (Thailand) Co., Ltd.

Past Professional Experience	Period	Position	Companies/Other entities
	2012 - 2015	Director	Port Development and Service Co., Ltd.
	2012 - 2015	Director	PTP Energy Co., Ltd.

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

**Meeting Attendance in the year 2017** The Board of Directors Meeting was 3 times out of the total of 5 times, equivalent to 60%

### 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.