


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

Profile of the proposed directors to replace those who are due to retire by rotation

Name and Surname	Dr. Theparak Leungsuwan	
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120	
Age (years)	67	
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 of director	19 March 2002	
Tenure (as of 30 April 2019)	17 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 including the number of shares held by spouse and minor children, as of 30 December 2018	133,649,800 shares or equivalent to 10.78%	
Legal offense record in the past 5 years	-None-	
Family Relations among directors and management	Older brother of Mr. Dhananant Leungsuwan, Ms. Pensri Leungsuwan, Ms. Pimkarn Leungsuwan and father of Mr. Pongthep Leungsuwan	
Other present positions in Listed Companies	-None-	
Positions in Non-Listed Companies	-None-	

Past Professional Experience	Period	Position	Companies/Other entities
	2018 - Present	Director	Thaihow wellness and Travel Group Co.,Ltd
	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.
	1998- Present	Executive Director	Gold ship Co., Ltd.
	1996 - Present	Executive Director	N & B Cranage Co., Ltd.
	1993 - Present	Executive Director	COSCO SHIPPING Lines (Thailand) Co., Ltd.
	1993 - Present	Managing Director	COSCO SHIPPING Lines (Thailand) 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.
	1987 - Present	Executive Director	Cots shipping 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
	2012 - 2018	Chairman of the Board of Directors	Sapphire Ro-Ro (Thailand) Co., Ltd.
	1999 - 2018	Chairman of the Board of Directors	Tsingtao Marketing (Thailand) Co., Ltd.
	1999 - 2018	Executive Director	Tsingtao Marketing (Thailand) Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2018	The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%		

Name and Surname	Ms. Pimkarn Leungsuwan		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	58		
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 of director	19 March 2002		
Tenure (as of 30 April 2019)	17 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"> • Anti – Corruption the Practical Guide (ACPG), class 25/2016 • Audit Committee Program (ACP), class 37/2011 • Director Certification Program (DCP), class 136/ 2010 		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2018	19,450,200 shares or equivalent to 1.57%		
Legal offense record in the past 5 years	-None-		
Family Relations among directors and management	Younger sister of Dr. Theparak Leungsuwan, Mr. Dhananant Leungsuwan and Ms. Pensri Leungsuwan		
Other present positions in Listed Companies	-None-		
Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	2018 - Present	Director	Sumit and Malee Co., Ltd.
	2018 - Present	Director	Sumittaya sabmai Co., Ltd.
	2018 - Present	Director	Sabholding and Land Co., Ltd.
	2018 - Present	Director	Leungkosin Co., Ltd.
	2018 - Present	Director	Klinbua Co., Ltd.
	2018 - Present	Director	Sumittaya sakorn asset Co., Ltd
	2017 - Present	Associate Justice	The Central Intellectual Property and International Trade Court
	2015 - Present	Director	Maharaj Home for Boys Foundation
	2013 - Present	Director	Verted plus Co. , Ltd
	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.
	2002 - Present	Director	Dear Power 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	COSCO SHIPPING Lines (Thailand) 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	Period	Position	Companies/Other entities
	2014 - 2018	Mediator	The Central Intellectual Property and International Trade Court
	2012 - 2018	Chairman of the Board of Directors	Sapphire Ro-Ro (Thailand) Co., Ltd.
	2004 - 2018	Director	N. Y. Intergroup Co., Ltd.
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2018	The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%		

Name and Surname	Dr. Sunee Sornchaitanasuk		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	56		
Nationality	Thai		
Type of appointment	<ul style="list-style-type: none"> • Director • Chairman of the Audit Committee • Independent Director 		
Current positions	<ul style="list-style-type: none"> • Director • Member of the Nomination, Compensation and Corporate Governance Committee • Independent Director 		
First appointment date of director	23 August 2016		
Tenure (as of 30 April 2019)	2 years 8 months		
First appointment date of Independent director	23 August 2016		
Tenure (as of 30 April 2019)	2 years 8 months		
Highest degree	Doctor, Communication Management Program, Suan Dusit University		
Training by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> • Role of the Chairman Program (RCP), class 18/2008 • Monitoring the Internal Audit Function (MIA), class 2/2008 • Monitoring the System of Internal Control and Risk Management (MIR), class 3/2008 • Improving the Quality of Financial Reporting (QFR), class 5/2007 • Director Certification Program (DCP), class 53/2005 • Audit Committee Program (ACP), class 5/2005 • Director Accreditation Program (DAP), class 28/2004 		
Percent of shares held in the Company including the number of shares held by spouse and minor children as of 30 December 2018	0 share or equivalent to 0.00%		
Legal offense 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
	Present	Chairman of the Audit Committee	Siam City Cement PLC.
	Present	Independent Director	Siam City Cement PLC.
	Present	Member of the Audit Committee	B.Grimm Power PLC.
	Present	Independent Director	B.Grimm Power PLC.



Positions in Non-Listed Companies	Period	Position	Companies/Other entities
	Present	Executive Director	AMC Medical Center (Thailand) Co., Ltd.
	Present	Certified Public Accountant	CPA Associate (Thailand) Co., Ltd.
	Present	Certified Public Accountant	SS Four D Co., Ltd.
	Present	Committee of Experts	Scout Thailand
Past Professional Experience	Period	Position	Companies/Other entities
	2018	Advisor to Board of Directors	JSSR Machinery
	2015	Insist on the physical side, consultants Use of space and the environment	The National Legislative Assembly
	2015	Chairman of the Subcommittee to examine the Education Fund Senior Director of Accounting Education Fund Committee	The Ministry of Finance
	2015	Senior Director of Accounting Education Fund Committee	The Ministry of Finance
	2014	Commissioner, Tourism and Sports	The House of Representatives
	2013	Advisor to the Deputy Minister of Education	Minister of Education
	2011	Association of Parents and Teachers	Mater Dei School
	2011	Director of Program HRH Princess Maha Chakri Sirindhorn Medical Center	Srinakharinwirot University
	2011	Director and Secretary	Maha Chakri Sirindhorn
	2011	Committee of experts on the operating committee HRH Princess Maha Chakri Sirindhorn Medical Center	Srinakharinwirot University
Position in Rival Companies/ Connected Business that may cause conflict of interest	-None-		
Meeting Attendance in the year 2018	<ul style="list-style-type: none"> The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100% The Audit Committee's Meeting: 6 times out of the total of 6 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-

Name and Surname	Dr. Vichya Kreangam		
Contact at	1168/52 (Lumpini Tower 19 th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120		
Age (years)	37		
Nationality	Thai		
Type of appointment	<ul style="list-style-type: none"> • Director • Independent Director • Member of the Audit Committee • Member of the Nomination, Compensation and Corporate Governance Committee 		
Current positions	<ul style="list-style-type: none"> • Director • Independent Director • Member of the Audit Committee • Member of the Nomination, Compensation and Corporate Governance Committee 		
First appointment date of director	12 November 2014		
Tenure (as of 30 April 2019)	4 years 5 month		
First appointment date of Independent director	25 February 2016		
Tenure (as of 30 April 2019)	3 years 2 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"> • Role of Chairman Program (RCP), class 42 / 2018 • Corporate Governance for Executives (CGE), class 6/2016 • 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 including the number of shares held by spouse and minor children as of 30 December 2018	0 share or equivalent to 0.00%		
Legal offense 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
	2016 - Present	Member of the Compensation Committee	Sikarin PLC.
	2014 - Present	Chairman of Corporate Governance Committee	General Engineering PLC.
	2014 - Present	Member of the Audit Committee	General Engineering PLC.



2014 - Present	Member of the Nominating and Remuneration Committee	General Engineering PLC.
2014 - Present	Independent Director	General Engineering PLC.
2014 - Present	Independent Director	Sikarin PLC.
2010 - Present	Head of Legal Counsel (Property / Leasing)/ Business Development Executive	True Corporation PLC.

Positions in Non-Listed Companies

Period	Position	Companies/Other entities
2018 - Present	Sub - Committee	Sub - Committee on scrutinization Laws relating to energy business operations, Energy Regulatory Commission
2018 - Present	Sub - Committee	Sub - Committee on Participation, Follow - up, examination, evaluation Law on the National Reform
2017 - Present	Director	The Office of Law Reform Commission of Thailand
2017 - Present	Chairman of the Sub- Committee	Public Relations and Hearing Sub- Committee
2013 - Present	Executive Director	The Badminton Association of Thailand under Royal Patronage of His Majesty the King Assumption University
2010 - Present	Lecturer, Faculty of Law (Main Job)	
2010 - Present	Visiting Lecturer, Faculty of Law	Khon Kaen University

Past Professional Experience

Period	Position	Companies/Other entities
2016 - 2017	Member of Risk Management Committee	AEC Securities PLC
2016 - 2017	Member of Corporate Governance and Corporate Social Responsibility Committee	AEC Securities PLC
2016 - 2017	Member of Nomination and Compensation Committee	AEC Securities PLC

2016 - 2017	Scholar Committee for the Sports, Arts, Cultures, Religion, Ethics and Morals	National Reform Steering Assembly
2016 - 2017	Advisor of the Subcommittee of the National Reform Steering Assembly	National Reform Steering Assembly
2015 - 2017	Member of the Board	Chulalongkorn Law School Alumni Association
2014 - 2017	Independent Director	AEC Securities PLC
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 Telecommunicatio ns	The House of Representatives
2010 - 2014	Visiting Lecturer, School of Law	Bangkok University
2010 - 2014	Visiting Lecturer, School of Law	Nakhorn Sri Thamarat Rajabhat University
2006 - 2010	Associate Lawyer	White & Case (Thailand) Limited

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

-None-

**Meeting Attendance in the year
2018**

- The Board of Directors' Meeting: 5 times out of the total of 5 times, equivalent to 100%
- The Audit Committee's Meeting: 6 times out of the total of 6 times, equivalent to 100%
- The Nomination, Compensation and Corporate Governance Committee's Meeting: 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** -None-
- **Professional Advisor (Auditor or Legal Advisor)** -None-
- **Business Relationship that may interfere with independence** -None-

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.