


Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election and definition of independent director

Name-Surname	: Pol.Gen. Somchai Vanichsenee	
Type of nominated directorship	: Chairman of the Board of Director (Independent Director)	
Current Position	: <ul style="list-style-type: none"> • Chairman of the Board of Director • Chairman of the Audit Committee 	
Age	: 74 years	
Nationality	: Thai	
Education	: Master of Public Administration Chulalongkorn University Bachelor of Public Administration Royal Police Cadet Academy	
Thai Institute of Directors Association Program	: Director Certification Program (DCP) Class 40/2004 Director Accreditation Program (DAP) Class 6/2005	
Securities holding in the Company	: 1,050,000 shares (0.03%)	
Tenure of Directorship	: 3 years (2013 – present)	
Experience	: Chairman of the Board of Director Plan B Media PCL.	
Relationship with the executives or major shareholders of the Company or subsidiaries	: None	
Directorship or management position in other listed companies	: Director and Vice Chairman of the Board NEP Realty and Industry Pcl. Director and Vice Chairman of the Board Nava Nakorn Pcl.	
Directorship or management position in non-listed companies	: Independent Director and Audit Committee Phuket Fantasy Pcl. Independent Director and Chair of Audit Committee Security Country Group Pcl Director Nava Nakorn Electricity Generating Co., Ltd.	
Directorship or management position in other enterprise which	: None	

shall cause the conflict of interest


Meeting Attendance in 2015 : • The Board of Directors' Meeting : 12/12
• The Meeting of the Audit Committee : 5/5

Being / not being the executive directors, employee or advisor on the payroll(s) of the Company or subsidiaries : No

Being / not Being a provider of professional service of the Company or subsidiaries : No

Have / do not have significant business relationship which may inhibit independence : None

Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election and definition of independent director

Name-Surname	: Mrs. Pennapha Dhanasarnsilp	
Type of nominated directorship	: Director (Independent Director)	
Current Position	: • Director • Member of the Audit Committee	
Age	: 62 years	
Nationality	: Thai	
Education	: PhD of Business Administration Nova University, USA Master of Business Administration Thammasat University Bachelor of Economics Chulalongkorn University	
Thai Institute of Directors Association Program	: Director Certification Program (DCP) Class 58/2005 Director Accreditation Program (DCP) Class 3/2003	
Securities holding in the Company	: None	
Tenure of Directorship	: 2013 – present (3 years)	
Experience	: Director Plan B Media PCL.	
Relationship with the executives or major shareholders of the Company or subsidiaries	: None	
Directorship or management position in other listed companies	: Executive Director I.C.C. International PCL. Director Pioneer Motor PCL.	
Directorship or management position in non-listed companies	: Director and Chief Executive Officer Pens Marketing & Distribution Co., Ltd. Director Ngamsiri Co., Ltd. Director Thai Boonka Fashion Co., Ltd Director Chitthana Co., Ltd. Director Jurisiri Co., Ltd. Director Train Time Test Co., Ltd.	

Director	Thai-Myanmar Success Venture Co., Ltd.
Director	Thai Reliance Products Co., Ltd.
Director	Nithasiri Co., Ltd.
Director	Pens Intertrading (Myanmar) Co., Ltd.

Directorship or management position in other enterprise which shall cause the conflict of interest : None


Meeting Attendance in 2015 : • The Board of Directors' Meeting : 12/12
• The Meeting of the Audit Committee : 5/5

Being / not being the executive directors, employee or advisor on the payroll(s) of the Company or subsidiaries : No

Being / not Being a provider of professional service of the Company or subsidiaries : No

Have / do not have significant business relationship which may inhibit independence : None

Profiles of the directors who will retired by rotation and the nominated directors being proposed for re-election and definition of independent director

Name-Surname	:	Mrs. Monluedee Sookpantararat	
Type of nominated directorship	:	Director (Independent Director)	
Current Position	:	<ul style="list-style-type: none"> • Director • Member of the Audit Committee 	
Age	:	50 years	
Nationality	:	Thai	
Education	:	Master of Accounting Thammasat University Bachelor of Accounting Thammasat University (Honor)	
Thai Institute of Directors Association Program	:	Director Certification Program (DCP) Class 31/2003 Director Accreditation Program (DAP) Class 34/2005	
Securities holding in the Company	:	1,050,000 shares (0.03%)	
Tenure of Directorship	:	3 years (2013 – present)	
Experience	:	Director Plan B Media PCL.	
Relationship with the executives or major shareholders of the Company or subsidiaries	:	None	
Directorship or management position in other listed companies	:	Deputy Managing Director Nava Nakorn Pcl. Independent Director and Audit Committee Asiasoft Corporation Pcl. Independent Director and Chairman of Audit Committee ASN Broker PCL.	
Directorship or management position in non-listed companies	:	Deputy Managing Director in Accounting and Finance Nava Nakorn Electricity Generating Co., Ltd. Special Director Thammasat University Special Director Bangkok University	
Directorship or	:	None	

management position in other enterprise which shall cause the conflict of interest

Meeting Attendance in 2015 : • The Board of Directors' Meeting : 12/12
• The Meeting of the Audit Committee : 5/5

Being / not being the executive directors, employee or advisor on the payroll(s) of the Company or subsidiaries : No

Being / not Being a provider of professional service of the Company or subsidiaries : No

Have / do not have significant business relationship which may inhibit independence : None

Definition of Independent Directors

Directors mentioned above possess the qualifications of the Independent Director and qualify to be Independent Directors of the Company as prescribed in the definition of the Independent Directors, which in accordance with the regulation of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (as amended) as following details:

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, subsidiaries in the same level, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years prior to the date that such director has been appointed as Independent Director. In this regards, such characteristic shall not include the case that the Independent Director used to be a government officer or advisor of a government sector which is the major shareholder or controlling person of the Company.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as director, executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years prior to the date that such Independent Director has been appointed as Independent Director.

In this regard, the definition of the terms “business relationship” shall be the same as the definition prescribed in the relevant regulations of the Office of the Securities and Exchange Commission.

5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years prior to the date that such Independent Director has been appointed as Independent Director.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years prior to the date that such Independent Director has been appointed as Independent Director.

7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of opinion on the Company's operation.

Remark:

Definition of Independent Directors of the Company is equal to the definition prescribed in the regulation of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (as amended)