

## Supporting Document

### Agenda Item 6: To elect directors for the replacement of the directors retiring by rotation.

Information about the three directors proposed for re-election is as follows:

#### Profile of the director proposed for re-election



<b>Name and surname</b>	<b>Mr. Banterng Tantivit</b>
<b>Type of Directorship</b>	Non-Executive Director
<b>Current position (s)</b>	Chairman
<b>Age</b>	65 years
<b>Nationality</b>	Thai
<b>Educational qualifications</b>	<ul style="list-style-type: none"> <li>- Master of Science (Finance), Massachusetts Institute of Technology, USA</li> <li>- Bachelor of Science in Electrical Engineering, Massachusetts Institute of Technology, USA</li> </ul>
<b>Training courses attended</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP), Class 25/2004, Thai Institute of Directors Association</li> </ul>
<b>Holding directorship for (years)*/</b>	30 years
<b>Position(s) in other listed companies</b>	<ul style="list-style-type: none"> <li>- Chairman and Chairman of the Executive Committee, MBK Public Company Limited</li> <li>- Advisor, Dusit Thani Public Company Limited</li> <li>- Advisor, Patum Rice Mill and Granary Public Company Limited</li> </ul>
<b>Position(s) in other companies</b>	<ul style="list-style-type: none"> <li>- Director, Arsom Silp Institution of the Arts</li> <li>- Director, Siam Piwat Holding Company Limited</li> <li>- Director, Siam Piwat Company Limited</li> <li>- Director, B.V. Holding Company Limited</li> <li>- Director, Deebuk Company Limited</li> <li>- Director, Thai Farming Company Limited</li> </ul>
<b>Position(s) in companies whose business is related to the Company's business</b>	<ul style="list-style-type: none"> <li>- Vice Chairman, Thanachart Insurance Company Limited</li> <li>- Chairman, Thanachart Life Assurance Company Limited</li> <li>- Chairman, MBK Resort Public Company Limited</li> <li>- Chairman, Plan Estate Company Limited</li> <li>- Chairman, Thanachart Bank Public Company Limited</li> </ul>
<b>Position(s) in competitor(s)</b>	-
<b>Work experience</b>	<ul style="list-style-type: none"> <li>- Chairman, Associate of Finance Companies</li> <li>- Director, the Stock Exchange of Thailand</li> <li>- Director, Second Mortgage Corporation</li> </ul>

- Director, Property Loan Management Organization
- Managing Director, Tisco Finance and Securities Plc.

**Legal Disputation**

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**Shareholding in the Company (shares)**

Common shares 2,060,000 shares

**Shareholding as compared to the total number of voting rights (percent)**

0.154%

**Meeting attendance in 2009**

Board of Directors: 13 out of a total of 13 meetings.

**Criteria for nominating Director**

The Board of Directors considered and approved in line with the recommendation by the Nominating Committee to propose Mr. Banterng Tantivit, who has appropriate qualifications and complied with the related laws and Article of Associations, to shareholders for approval to serve as director for another term.

**Profile of the director proposed for re-election**

<b>Name and surname</b>	<b>Mr. Phimol Ratapat</b>
<b>Type of Directorship</b>	Non-Executive Director
<b>Current position (s)</b>	Director
<b>Age</b>	74 years
<b>Nationality</b>	Thai
<b>Educational qualifications</b>	- Barrister at Law, Barrister Association of Thailand - Bachelor of Law, Thammasat University
<b>Training courses attended</b>	- Director Accreditation Program (DAP), Class 2/2003, Thai Institute of Directors Association - Finance for Non-Finance Director (FN), Class 3/2003, Thai Institute of Directors Association - Role of The Chairman Program (RCP), Class 9/2003, Thai Institute of Directors Association
<b>Holding directorship for (years)</b>	9 years and 11 months
<b>Position(s) in other listed companies</b>	- Director, President Bakery Public Company Limited
<b>Position(s) in other companies</b>	- Chairman, NL Development Public Company Limited
<b>Position(s) in companies whose business is related to the Company's business</b>	-
<b>Position(s) in competitor(s)</b>	-
<b>Work experience</b>	- Chairman, Office of The Attorney General - Deputy Attorney General, Office of The Attorney General - Director General, Advisor, Office of The Attorney General - Director General, Phra Nakorn Civil Case, Office of The Attorney General - Director General, Tax Duties Case, Office of The Attorney General
<b>Legal Disputation</b>	-
<b>Shareholding in the Company (shares)</b>	-
<b>Shareholding as compared to the total number of voting rights (percent)</b>	-
<b>Meeting attendance in 2009</b>	Board of Directors: 13 out of a total of 13 meetings.
<b>Criteria for nominating Director</b>	The Board of Directors considered and approved in line with the recommendation by the Nominating Committee to propose Mr. Phimol Ratapat, who has appropriate qualifications and complied with the related laws and Article of Associations, to shareholders for approval to serve as director for another term.

**Profile of the director proposed for re-election**

<b>Name and surname</b>	<b>Mr. Somkiat Sukdheva</b>
<b>Type of Directorship</b>	Independent Director
<b>Current position (s)</b>	Audit Committee, Chairman of the Nomination Committee, and Chairman of the Remuneration Committee
<b>Age</b>	65 years
<b>Nationality</b>	Thai
<b>Educational qualifications</b>	<ul style="list-style-type: none"> <li>- Master of Management, Sasn Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Economics, Thammasat University</li> </ul>
<b>Training courses attended</b>	<ul style="list-style-type: none"> <li>- Senior Executive Program (SEP) Sloan School MIT, USA</li> <li>- Director Accreditation Program (DAP), Class 6/2003, Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP), Class 40/2004, Thai Institute of Directors Association</li> <li>- Audit Committee Program (ACP), Class 3/2004, Thai Institute of Directors Association</li> <li>- Finance for Non-Finance Director(FN), Class 8/2004, Thai Institute of Directors Association</li> <li>- Role of The Compensation Committee (RCC), Class 6/2008, Thai Institute of Directors Association</li> <li>- IT Governance: A Strategic Path Forward Board and Performance Evaluation, Thai Institute of Directors Association</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE), Class 3/2009, Thai Institute of Directors Association</li> </ul>
<b>Holding directorship for (years)</b>	9 years and 11 months
<b>Position(s) in other listed companies</b>	-
<b>Position(s) in other companies</b>	<ul style="list-style-type: none"> <li>- Chairman, Korvac (Thailand) Company Limited</li> <li>- Partner, P.T and S Car Care Partnership Limited</li> </ul>
<b>Position(s) in companies whose business is related to the Company's business</b>	-
<b>Position(s) in competitor(s)</b>	-
<b>Work experience</b>	<ul style="list-style-type: none"> <li>- Director and Executive Director, Siam City Bank Public Company Limited</li> <li>- Director, Government Pharmaceutical Organization Merieux Biological Products Co., Ltd.</li> </ul>
<b>Legal Disputation</b>	-
<b>Shareholding in the Company (shares)</b>	-
<b>Shareholding as compared to the total number of voting rights (percent)</b>	-

<b>Meeting attendance in 2009</b>	Board of Directors: 13 out of a total of 13 meetings
	Audit Committee: 8 out of a total of 8 meetings
	Nomination Committee: 4 out of a total of 4 meetings
	Remuneration Committee: 2 out of a total of 2 meetings

<b>Criteria for nominating Director</b>	The Board of Directors considered and approved in line with the recommendation by the Nominating Committee to propose Mr. Mr. Somkiat Sukdheva, who has appropriate qualifications and complied with the related laws and Article of Associations, to shareholders for approval to serve as independent director for another term.
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- **Nature of relationship of Independent Director**

1. No relationship with management/major shareholder of the Company / subsidiary company
2. Relationship in the following with the Company/ parent company/ affiliated and associated companies or juristic persons with potential conflict of interest at present or during the past 2 years:
  - 2.1 Not being an executive director, employee, staff or advisor who receives remuneration in form of regular salary;
  - 2.2 Not being a provider of professional services;
  - 2.3 Not having any significant business relationship that may impede the independent performance of duties and responsibilities.

- **Qualifications of Independent Director**

The independent directors must not have any business or participate in the management or does not have any benefit related to financial institutions, which may have impact on their independent decision making. The Company's criteria related to the qualifications of the independent director are stricter than those indicated in the Notification of the Capital Market Supervisory Board No. Tor. Jor. 28/2009 regarding the application for and approval of offer for sale of newly issued shares dated 15 December 2008, which can be summarized as follows;

- (1) Holding shares not more than 0.5 percent of all outstanding shares with voting rights of the Company, affiliated company, associated company, subsidiary or related company, including shares held by persons related to the independent director.
- (2) Not taking part in the management of or being an employee, staff, or advisor who receives a regular salary from the Company, affiliated company, associated company, subsidiary or related company or being a person who has authority controlling a juristic person that may have a conflict of interest (at present and during the past two years).
- (3) Not having any business relationship with the Company, affiliated company, subsidiary, associated company or juristic person that may have a conflict of interest that obstructs their independent opinion.
- (4) Not being a person related by blood or registration under laws, such as father, mother, sibling, child, and spouse of children of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company, affiliated company, associated company or related company.

(5) Neither having a relationship with the Company in form of its professional service provider such as auditor and financial advisor nor having a business relationship with the Company, which has cash or value in such a material amount as stipulated (at present or during the past two years before appointment).

(6) Not being a representative of any member of the Company's Board of Directors or any major shareholder nor being a shareholder related to the major shareholders.

(7) Not being simultaneously an audit committee member of any listed company of the Group, associated company or subsidiary.

(8) Not having any prohibited characteristic that undermines independence in carrying out his or her duties as director.