

Supporting Document

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

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

Profile of the retiring director proposed to shareholders for re-election



Name and surname	Mr. Banterng Tantivit
Type of Directorship	Non-Executive Director
Current position(s)	Chairman
Age	68 years
Nationality	Thai
Educational qualifications	<ul style="list-style-type: none"> - Master of Science (Finance) in Management, Massachusetts Institute of Technology, USA - Bachelor of Science in Electrical Engineering, Massachusetts Institute of Technology, USA
Directorship and Executive Training Program (s)	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 25/2004
Holding directorship for (years)	20 years (counting from 1993 in which the Company registered as a public company)
Position(s) in other listed companies	<ul style="list-style-type: none"> - Chairman and Chairman of the Executive Committee, MBK Public Company Limited - Advisor, Dusit Thani Public Company Limited - Advisor, Pathum Ricemill & Granary Public Company Limited
Position(s) in other companies	<ul style="list-style-type: none"> - Director, Siam Piwat Holding Company Limited - Director, Siam Piwat Company Limited - Director, B.V. Holding Company Limited - Director, Deebuk Company Limited - Director, Thai Farming Company Limited
Position(s) in companies whose business is related to the Company's business	<ul style="list-style-type: none"> - Chairman, Thanachart Bank Public Company Limited - Chairman, Thanachart Insurance Public Company Limited - Chairman, Thanachart Life Assurance Public Company Limited - Chairman, MBK Resort Public Company Limited - Chairman, Plan Estate Company Limited

Position(s) in competitor(s)	None
Work experience(s) in the past 5 years	- Chairman, Siam City Bank Public Company Limited (Currently named as Scib Public Company Limited) - Director, Arsom Silp Institution of the Arts Council
Current Legal Disputation	Having lawsuit which the case is not finished. He is still fully qualified to take the positions of director and executive in compliance with the related laws and regulations.
Shareholding in the Company (shares)	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2012	Board of Directors: 12 out of a total of 12 meetings

Profile of the retiring director proposed to shareholders for re-election

Name and surname Mr. Somkiat Sukdheva

Type of Directorship Independent Director

Current position(s) Chairman of the Nomination Committee, Chairman of the Remuneration Committee, and Member of the Audit Committee

Age 68 years

Nationality Thai

Educational qualifications

- Master of Management , Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Economics, Thammasat University

Directorship and Executive Training Program (s)

Sloan School M.I.T., USA

- Senior Executive Program (SEP)

Thai Institute of Directors Association

- Thai Directors Compensation Survey 2012
- New Change in Board Responsibility Practices: A Step Forward to Value and Sustainability
- Anti-Corruption Seminar
- Certificate, Advance Audit Committee Program (AACP), Class 7/2012
- Certificate, Monitoring the System of Internal Control and Risk Management (MIR), Class 12/2012
- Certificate, Role of the Nomination and Governance Committee (RNG), Class 1/2011
- Certificate, Financial Institutions Governance Committee (FGP), Class 3/2011
- Certificate, Monitoring Fraud Risk Management (MFM), Class 6/2011
- Certificate, Monitoring the Internal Audit Function (MIA), Class 11/2011
- Certificate, Monitoring the Quality of Financial Reporting (MFR), Class 13/2011
- Certificate, Role of the Chairman Program (RCP), Class 25/2011
- Certificate, Role of the Compensation Committee (RCC), Class 6/2008
- Certificate, Audit Committee Program (ACP), Class 3/2004
- Certificate, Director Certification Program (DCP), Class 40/2004

	<u>Capital Market Academy, The Stock Exchange of Thailand</u>
	- Certificate, Capital Market Academy Leadership Program, Class 6/2008
Holding directorship for (years)	13 years (counting from 1993 in which the Company registered as a public company)
Position(s) in other listed companies	- Chairman of the Audit Committee, Energy Earth Public Company Limited
Position(s) in other companies	- Chairman, Korvac (Thailand) Company Limited
Position(s) in companies whose business is related to the Company's business	None
Position(s) in competitor(s)	None
Work experience(s) in the past 5 years	- Chairman, Thai Mart Land Company Limited (Currently named as Thai Mart Retail Group Company Limited) - Director, Chairman of the Audit Committee, and Executive Director, Siam City Bank Public Company Limited (Currently named as Scib Public Company Limited)
Current Legal Disputation	None
Shareholding in the Company (shares)	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2012	Board of Directors: 12 out of a total of 12 meetings Audit Committee: 16 out of a total of 16 meetings Nomination Committee: 3 out of a total of 3 meetings Remuneration Committee: 4 out of a total of 4 meetings
Nature of relationship of Independent Director	1. Not being a close relative of any management/major shareholder of the Company/subsidiary company 2. Relationship in the following with the Company/subsidiary company/associated company 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.

Profile of the retiring director proposed to shareholders for re-election



Name and surname	Mr. Veerathai Santiprabhob
Type of Directorship	Independent Director
Current position(s)	-
Age	43 years
Nationality	Thai
Educational qualifications	<ul style="list-style-type: none"> - Ph.D. in Economics, Harvard University, Cambridge, MA, USA - A.M. in Economics, Harvard University, Cambridge, MA, USA - B.A. in Economics, First Class of Honors, Thammasat University
Directorship and Executive Training Program (s)	<u>Sloan School M.I.T., USA</u> <ul style="list-style-type: none"> - Corporate Strategy Executive Education Program <u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 63/2007 <u>Capital Market Academy, The Stock Exchange of Thailand</u> <ul style="list-style-type: none"> - Certificate, Capital Market Academy Leadership Program, Class 4/2007
Holding directorship for (years)	-
Position(s) in other listed companies	None
Position(s) in other companies	None
Position(s) in companies whose business is related to the Company's business	None
Position(s) in competitor(s)	None
Work experience(s) in the past	<ul style="list-style-type: none"> - Executive Vice President and Chief Strategy Officer, The Stock Exchange of Thailand - Executive Vice President and Head of Business Bank-Strategic Planning Division, Siam Commercial Bank Public Company Limited - Senior Vice President and Head of Equity Investment Division, Siam Commercial Bank Public Company Limited - Senior Vice President, Corporate Planning and Information Department, Siam Commercial Bank Company Limited - Co-Director, Policy Research Institute, Fiscal Policy Office, Ministry of Finance - Economist, International Monetary Fund, Washington, DC, USA - Teaching Fellow, Harvard University, Cambridge, MA, USA

Current Legal Disputation	None
Shareholding in the Company (shares)	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2012	-
Nature of relationship of Independent Director	<ol style="list-style-type: none"> 1. Not being a close relative of any management/major shareholder of the Company/subsidiary company 2. Relationship in the following with the Company/subsidiary company/associated company or juristic persons with potential conflict of interest at present or during the past 2 years: <ol style="list-style-type: none"> 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 director 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 his/her 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 and the Amendment, and the BOT's notification, Re: Governance of Financial Institutions, dated 9 July 2009. The criteria can be summarized as follows:

1. Holding shares not more than 0.5 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such independent director. (The Company specifies a more stringent qualification than that of the Capital Market supervisory Board, which specifies at not more than one percent).

2. Is not now and never has been an executive director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which 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 registration under laws such as father, mother, spouse, sibling and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

4. Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any independent director is not now and never have been a

significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

5. Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

6. Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment date.

7. Not being a director appointed as a representative of any director of the Company, any major shareholder or a shareholder related to the major shareholders.

8. Not operating any business that is of the same status and in competition with the Company or subsidiary company. Nor being a significant partner of a partnership or an executive director, employee, staff or advisor who receives a salary or holds more than one percent of total number of shares with voting rights of any other company which operates business in the same status and in competition with the Company or subsidiary company.

9. Not having any business nor being an executive director nor having related benefit that may obstruct the independent opinion. As well, an independent director must not have any prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Every Independent Director is independent to express opinions without interest in benefit in terms of assets or working position; from the pressure of any person or any group of people as well as from any circumstances that could affect their opinion expression.