

Supporting Document

Agenda Item 6.1: To consider and elect the Directors who are retired by rotation.

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

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



Name and surname	Mr. Suphadej Poonpipat
Type of Directorship	Executive Director
Current position(s)	Vice Chairman, Chairman of the Executive Committee, and Chief Executive Officer
Age	63 years
Nationality	Thai
Educational qualifications	<ul style="list-style-type: none"> - Master of Science, University of Wisconsin, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University
Directorship and Executive Training Program (s)	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Role of the Compensation Committee (RCC), Class 15/2012 - Certificate, Role of Chairman Program (RCP), Class 28/2012 - Certificate, Financial Institutions Governance Program (FGP), Class 4/2012 - Certificate, Director Accreditation Program (DAP), Class 8/2004 <p><u>Capital Market Academy, the Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, Capital Market Academy Leadership Program, class 8/2009
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, Patum Ricemill and Granary Public Company Limited - Director, Royal Orchid Hotel (Thailand) Public Company Limited - Director, MBK Resort Public Company Limited

	- Vice Chairman, Member of the Compensation and the Nomination Committee, and Vice Chairman of the Executive Committee, MBK Public Company Limited
Position(s) in other companies	- Director, DMS Property Investment Private Limited - Director, Thai Royal Orchid Real Estate Company Limited - Director, Siam Piwat Holding Company Limited - Director, Plan Estate Company Limited - Director, Siam Piwat Company Limited
Position(s) in companies whose business is related to the Company's business	- Vice Chairman and Chairman of the Executive Committee, Thanachart Bank Public Company Limited - Vice Chairman and Chairman of the Executive Committee, Thanachart Insurance Public Company Limited
Position(s) in competitor(s)	None
Working experience(s)	- Vice Chairman, Patum Ricemill and Granary Public Company Limited - Vice Chairman, Siam City Bank Public Company Limited - Chief Executive Officer, Thanachart Bank Public Company Limited - Director and Chairman of the Executive Committee, Thanachart Life Assurance Public Company Limited - Advisor, Patum Ricemill and Granary Public Company Limited - Director, Advanced Info Service 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 2013	Board of Directors: 12 out of 12 meetings Executive Committee: 13 out of 13 meetings Risk Management Committee: 2 out of 2 meetings

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



Name and surname	Mrs. Siripen Sitasuwan
Type of Directorship	Independent Director
Current position(s)	Chairperson of the Audit Committee, Member of the Nomination Committee, and Member of the Remuneration Committee
Age	65 years
Nationality	Thai
Educational qualifications	<ul style="list-style-type: none"> - Master of Business Administration, Wichita State University, Kansas, USA - Bachelor of Art (Commerce), Chulalongkorn University
Directorship and Executive Training Program (s)	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Audit Committee Program (ACP), Class 32/2010 - Certificate, Role of the Compensation Committee (RCC), Class 4/2007 - Certificate, Director Certification Program (DCP), Class 33/2003
Holding directorship for (years)	13 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"> - Member of the Audit Committee, Sermsuk Public Company Limited
Position(s) in other companies	<ul style="list-style-type: none"> - Chairperson of the Audit Committee, Member of the Nomination Committee, and Member of the Remuneration Committee, Fraser and Neave, Limited (Singapore) - Chairperson of the Audit Committee, Thai Solar Energy Company Limited - Chairperson, Solaris Asset Management Company Limited
Position(s) in companies whose business is related to the Company's business	None
Position(s) in competitor(s)	None
Working experience(s)	<ul style="list-style-type: none"> - Director, Shin Satellite Public Company Limited - Director, Thanachart Insurance Public Company Limited - President, Shin Corporation Public Company Limited - Director, Advanced Info Service 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 2013	<table border="0"> <tr> <td>Board of Directors:</td> <td>12 out of 12 meetings</td> </tr> <tr> <td>Audit Committee:</td> <td>17 out of 17 meetings</td> </tr> <tr> <td>Nomination Committee:</td> <td>4 out of 4 meetings</td> </tr> <tr> <td>Remuneration Committee:</td> <td>3 out of 3 meetings</td> </tr> </table>	Board of Directors:	12 out of 12 meetings	Audit Committee:	17 out of 17 meetings	Nomination Committee:	4 out of 4 meetings	Remuneration Committee:	3 out of 3 meetings
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Audit Committee:	17 out of 17 meetings								
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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 Bank of Thailand'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 and 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.