

## Supporting Document

**Agenda Item 6: To consider the election of directors replacing those retiring by rotation.**

### The remuneration guideline

To consider the appropriate structure and overall components of the Board of Directors as well as the qualifications in compliance with the related laws and regulations and suitable competency in order to govern the business operation of the Company in line with the nomination process.

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

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



Name and surname	Mr. Banterng Tantivit
Type of directorship	Non-executive Director
Current position	Chairman
Age	71 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> <li>- Master of Science (Finance) in Management, Massachusetts Institute of Technology, USA</li> <li>- Bachelor of Science in Electrical Engineering, Massachusetts Institute of Technology, USA</li> </ul>
Directorship and executive training program	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> <li>- Certificate, Director Accreditation Program (DAP), Class 25/2004</li> </ul>
Date of holding directorship	30 October 1980
No. of year holding directorship	35 Years 3 Months
Position in other listed company	<ul style="list-style-type: none"> <li>- Director, Dusit Thani Public Company Limited</li> <li>- Chairman and Chairman of the Executive Committee, MBK Public Company Limited</li> </ul>
Position in other non-listed company	<ul style="list-style-type: none"> <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> <li>- Chairman, MBK Resort Public Company Limited</li> </ul>

Position in company whose business is related to the Company's business	- Chairman, Thanachart Bank Public Company Limited
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	<ul style="list-style-type: none"> <li>- Chairman, Thanachart Insurance Public Company Limited</li> <li>- Chairman, Siam City Bank Public Company Limited</li> <li>- Chairman, Thanachart Life Assurance Public Company Limited</li> <li>- Chairman, Plan Estate Company Limited</li> <li>- Advisor, Dusit Thani Public Company Limited</li> <li>- Advisor, Patum Ricemill and Granary Public Company Limited</li> <li>- Director, Arsom Silp Institution of the Arts Council</li> </ul>
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2015	Board of Directors: 12 out of 12 meetings

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



Name and surname	Mr. Vichit Yanamorn
Type of directorship	Non-executive Director
Current position	Member of the Nomination and Remuneration Committee and Member of the Risk Management Committee
Age	69 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> <li>- Master of Science (Computer Science), University of Iowa, USA</li> <li>- Bachelor of Commerce and Accountancy (Statistics), Second Class Honor, Chulalongkorn University</li> </ul>
Directorship and executive training program	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> <li>- Certificate, Role of the Nomination and Governance Committee (RNG), Class 7/2015</li> <li>- Certificate, Role of the Compensation Committee (RCC), Class 20/2015</li> <li>- Certificate, Audit Committee Program (ACP), Class 18/2007</li> </ul>

	- Certificate, Director Accreditation Program (DAP), Class 34/2005
<b>Date of holding directorship</b>	25 February 2015
<b>No. of year holding directorship</b>	1 Year 2 Months
<b>Position in other listed company</b>	- Information Technology Advisor, MBK Public Company Limited - Member of the Audit Committee, IT City Public Company Limited
<b>Position in other non-listed company</b>	- Member of the Audit Committee, Netbay Public Company Limited - Director, The Grand UB Company Limited - Director, New Continent Company Limited - Sub-Committee, Public Sector Audit Evaluation Sub-Committee of Social Development and Human Security - Director, Acerts Company Limited
<b>Position in company whose business is related to the Company's business</b>	- Information Technology Advisor, Thanachart Insurance Public Company Limited
<b>Position in competitor business in relation to the Company that may cause a conflict of interest</b>	None
<b>Work experience</b>	- Information Technology Advisor, Thanachart Bank Public Company Limited - Director, Thai Feed Mills Public Company Limited
<b>No. of TCAP share held</b>	70,000 Share
<b>Shareholding as compared to the total number of voting rights (percent)</b>	0.00548 Percent
<b>Meeting attendance in 2015</b>	Board of Directors: 10 out of 12 meetings Member of the Nomination and Remuneration Committee 2 out of 4 meetings Member of the Risk Management Committee 10 out of 12 meetings

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



<b>Name and surname</b>	Mr. Somkiat Sukdheva
<b>Type of directorship</b>	Independent Director
<b>Current position</b>	Member of the Audit Committee and Member of the Risk Management Committee
<b>Age</b>	71 Years
<b>Nationality</b>	Thai
<b>Educational qualification</b>	- Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Economics, Thammasart University
<b>Directorship and executive training program</b>	<u>Sloan School M.I.T., USA</u> Senior Executive Program (SEP)  <u>Thai Institute of Directors Association</u> - Special Seminar 2/2013 “Risk Resilience: How the company’s directors should deal with the issues of Enterprise Risk Management?” - Thai Directors Compensation Survey 2012 - New Change in Board Responsibility Practices: A Step Forward to Value and Sustainability 2012 - Anti-Corruption Seminar 2012 - Certificate, Advanced 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 Program (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, Successful Formulation & Execution of Strategy (SFE) , Class 3/2009 - 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
	- Certificate, Finance for Non-Finance Director (FND), Class 8/2004
	<u>Capital Market Academy, The Stock Exchange of Thailand</u>
	- Certificate, Capital Market Academy Leadership Program, Class 6/2008
Date of holding directorship	23 May 2000
No. of year holding directorship	15 Years 4 Months
Position in other listed company	- Chairman of the Audit Committee, Energy Earth Public Company Limited
Position in other non-listed company	- Chairman, Eco Energy Group Corporation Company Limited - Director and Advisor, Thaimart Corporation Company Limited - Chairman, Korvac (Thailand) Company Limited
Position in company whose business is related to the Company's business	None
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	- Chairman of the Remuneration Committee and Chairman of the Nomination Committee, Thanachart Capital Public Company Limited - Chairman and Chairman of the Executive Committee, Thaimart Corporation Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2015	Board of Directors: 12 out of 12 meetings Member of the Nomination and Remuneration Committee 16 out of 16 meetings Member of the Risk Management Committee 12 out of 12 meetings

## ● Qualifications of the Independent Director

The independent director must not have any business or participate in the management or does not have any benefit related to the Company, 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 of any director, 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 has 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. Not 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.