

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 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	60 years
Nationality	Thai
Educational qualifications	- Master of Science, University of Wisconsin, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University
Training courses attended	Certificate, Director Accreditation Program (DAP), Class 8/2004, Thai Institute of Directors Association
Holding directorship for (years)	31 years
Position(s) in other listed companies	- Vice Chairman, Member of the Compensation and Nomination Committee, and Vice Chairman of the Executive Committee, MBK Public Company Limited - Director, Royal Orchid Hotel (Thailand) Public Company Limited - Advisor, Pathum Rice Mill & Granary Public Company Limited
Position(s) in other companies	- Director, Plan Estate Company Limited - Director, Siam Piwat Company Limited - Director, Siam Piwat Holding Company Limited - Director, MBK Resort Public Company Limited - Director, Thai Royal Orchid Real Estate Company Limited
Position(s) in companies whose business is related to the Company's business	- Vice Chairman, Siam City Bank Public Company Limited - Vice Chairman and Chairman of the Executive Committee, Thanachart Bank Public Company Limited - Director and Chairman of the Executive Committee, Thanachart Insurance Company Limited

	- Director and Chairman of the Executive Committee, Thanachart Life Assurance Company Limited
Position(s) in competitor(s)	None
Work experience(s)	Project Finance, Tisco Finance and Securities Public Company Limited
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)	No shareholding
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2010	Board of Directors: 14 out of a total of 14 meetings Executive Committee: 13 out of a total of 13 meetings
Being stakeholders in any agenda in this Meeting	In agendas regarding the directors' remuneration and the election of directors.
Criteria for nominating Director	The Board of Directors considered and approved in line with the recommendation by the Nomination Committee to propose Mr. Suphadej Poonpipat, 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 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	62 years
Nationality	Thai
Educational qualifications	- Master of Business Administration, Wichita State University, Kansas, USA - Bachelor of Art (Commerce), Chulalongkorn University
Training courses attended	- Certificate, Audit Committee Program (ACP), Class 32/2010 Thai Institute of Directors Association - Certificate, Role of the Compensation Committee (RCC), Class 4/2007 Thai Institute of Directors Association - Certificate, Director Certification Program (DCP), Class 33/2003 Thai Institute of Directors Association
Holding directorship for (years)	10 years and 11 months
Position(s) in other listed companies	None
Position(s) in other companies	Chairperson, Seamico Asset Management 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)	- Director, Shin Satellite Public Company Limited - Director, Thanachart Insurance Public Company Limited - President, Shin Corporation Public Company Limited - Director, Advance Info Service Public Company Limited
Current Legal Disputation	None
Shareholding in the Company (shares)	No shareholding
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2010	Board of Directors: 13 out of a total of 14 meetings Audit Committee: 14 out of a total of 14 meetings Nomination Committee: 4 out of a total of 4 meetings Remuneration Committee: 3 out of a total of 3 meetings

Being stakeholders in any agenda in this Meeting

In agendas regarding the directors' remuneration and the election of directors.

Criteria for nominating Director

The Board of Directors considered and approved in line with the recommendation by the Nomination Committee to propose Mrs. Siripen Sitasuwan, 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.

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/parent company/subsidiary 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.

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

Name and surname	Mrs. Puntip Surathin
Type of Directorship	Independent Director
Current position(s)	Member of Audit Committee, Member of the Nomination Committee, and Member of the Remuneration Committee
Age	62 years
Nationality	Thai
Educational qualifications	<ul style="list-style-type: none"> - Master of Business Administration, Fort Hays Kansas State College, USA - Bachelor of Art (Accounting), Second Class Honor, Chulalongkorn University
Training courses attended	<ul style="list-style-type: none"> - Certificate, Audit Committee Program (ACP), Class 27/2009 Thai Institute of Directors Association - Certificate, Director Certification Program (DCP), Class 5/2001 Thai Institute of Directors Association - Certificate in Senior Executive Program, Capital Market Academy, Class 3 - The National Defense Course, The National Defense College Class 40
Holding directorship for (years)	1 years and 11 months
Position(s) in other listed companies	Director and Member of the Audit Committee, IRPC Public Company Limited
Position(s) in other companies	<ul style="list-style-type: none"> - Advisor to the Board of Directors, TRIS Corporation Limited - Advisor to the Board of Directors, TRIS Rating Limited - Advisor to the Board of Directors, Thailand Convention & Exhibition Bureau (Public Organization) - Director and Member of the Audit Committee, YLG Bullion & Futures Company Limited - Executive Director, The Fiscal Policy Research Institute Foundation
Position(s) in companies whose business is related to the Company's business	None
Position(s) in competitor(s)	None
Work experience(s)	<ul style="list-style-type: none"> - Director General, The Treasury Department - Chairperson, Dhanarak Asset Development Company Limited - Director and Member of the Nomination Committee, PTT Public Company Limited

	<ul style="list-style-type: none"> - Director, Bangkok Insurance Company Limited - Deputy Permanent Secretary, Ministry of Finance - Director, Siam Commercial Bank Public Company Limited - Director, Erawan Hotel Public Company Limited - Vice President, The State Enterprise Policy Office - Director, TMB Bank Public Company Limited
Current Legal Disputation	None
Shareholding in the Company (shares)	No shareholding
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2010	<p>Board of Directors: 14 out of a total of 14 meetings</p> <p>Audit Committee: 14 out of a total of 14 meetings</p> <p>Nomination Committee: 4 out of a total of 4 meetings</p> <p>Remuneration Committee: 3 out of a total of 3 meetings</p>
Being stakeholders in any agenda in this Meeting	In agendas regarding the directors' remuneration and the election of directors.
Criteria for nominating Director	The Board of Directors considered and approved in line with the recommendation by the Nomination Committee to propose Mrs. Puntip Surathin, 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.
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/parent company/subsidiary and associated companies 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, which 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.

(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 2 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 2 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 2 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 2 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 2 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 1 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 prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Every Independent Directors are 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.