

# Supporting Document Agenda Item 5: To elect directors to replace those who retired by rotation

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

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

Name and surname : Mr. Sithichai Chaikriangkrai

Type of Directorship : Director

Age : 55 years

**Holding directorship for (years)**: 8 years 4 months

**Educational qualifications** : Mini MBA, Kasetsart University

Bachelor's degree of Accountant (first class honour)

Thammasat University

Training course for director : Director Certification Program (DCP)

Thai Institute of Directors Association DCP Refresher Course (DCP-Re) Thai Institute of Directors Association

Working experiences:

Sep 2007 - Present Director

Eastern Seaboard Industrial Estate (Rayong) Company Limited

Jul 2007 - Present Director and Executive Director

Univentures Public Company Limited

May 2007 - Present Director and Executive Director

Siam Food Products Public Company Limited

Jan 2006 - Present Director and Executive Director

Oishi Group Public Company Limited

2004 - Present Director and Senior Vice President

Thai Beverage Public Company Limited

2001 - Present Director, Executive Director and Risk Management Committee

Member

Berli Jucker Public Company Limited

1997 - 2004 Director and President

Beer Thai (1991) Public Company Limited

Legal Disputation: NoneShareholding portion: None

Acting as directors / Executives in other Companies

• Listed company : Total of 3 companies

Director and Executive Director

Univentures Public Company Limited

Director and Executive Director

Siam Food Products Public Company Limited

Director and Executive Director

Oishi Group Public Company Limited

• Non - listed company : Total of 3 companies

Director

Eastern Seaboard Industrial Estate (Rayong) Company Limited



Director and President

Beer Thai (1991) Public Company Limited

Director and Senior Vice President

Thai Beverage Public Company Limited

• Other businesses may cause : the conflict of interest

None

Criteria and nomination

procedure

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Sithichai Chaikriangkrai's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a

director.

**Meeting attendance in 2009** : Board of Directors: 6 out of a total of 6 meetings.

Executive Committee: 6 out of a total of 6 meetings.



Name and surname : Mr. Prasert Maekwatana

Type of Directorship : Director

Age : 63 years

**Holding directorship for (years)**: 2 years 3 months

**Educational qualifications** : Bachelor, California State University, San Diego, U.S.A.

International Marketing Institute, Tuft University, U.S.A.

Program for Management Development,

Harvard Business School, U.S.A.

**Training course for director**: Director Certification Program (DCP)

Thai Institute of Directors Association Director Accreditation Program (DAP) Thai Institute of Directors Association

Working experiences :

Jan 2009 - Present President

Plantheon Company Limited

Jan 2008 - Present Director, Vice Chairman of The Executive Board and

Risk Management Committee Member Berli Jucker Public Company Limited

2007 - Present Director and Vice Chairman of The Executive Board

Siam Food Products Public Company Limited

2007 Senior Executive Vice President

Berli Jucker Public Company Limited

2007 Vice Chairman

Thai Glass Industries Public Company Limited

1992 - 2006 Managing Director

Thai Glass Industries Public Company Limited

Legal Disputation: NoneShareholding portion: None

Acting as directors / Executives in other Companies

• Listed company : Total of 1 company

Director and Vice Chairman

Siam Food Products Public Company Limited

• Non - listed company : Total of 1 company

President

Plantheon Company Limited

• Other businesses may cause :

the conflict of interest

None



Criteria and nomination

procedure

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Prasert Maekwatana's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a

director.

**Meeting attendance in 2009** : Board of Directors: 6 out of a total of 6 meetings.

Executive Committee: 6 out of a total of 6 meetings.



Name and surname : Mr. Thapana Sirivadhanabhakdi

Type of Directorship : Director

Age : 34 years

**Holding directorship for (years)**: 8 years 4 months

**Educational qualifications**: Master of Science Administration in Financial Economics

Boston University, USA.

Training course for director : Director Accreditation Program (DAP)

Thai Institute of Directors Association

Working experiences :

2008 - Present President and CEO

Thai Beverage Public Company Limited

2004 - Present Vice Chairman

Red Bull Distillery (1988) Co., Ltd.

2001 - Present Director and Executive Director

Berli Jucker Public Company Limited

Present Director and Chairman of Executive Board

Univentures Public Company Limited

Director

Beer Chang Co., Ltd.

Director

Thai Beverage Brands Co., Ltd.

Chairman

Charun Business 52 Co., Ltd.

Chairman

Thai Cooperage Co., Ltd.

Vice Chairman and Chairman of Executive Board

Dhospaak Co., Ltd. Chairman and President

Thai Beverage Marketing Co., Ltd.

Chairman

Thai Molasses Co., Ltd.

Chairman

Dhanasindhi Co., Ltd.

Vice Chairman Natheechai Co., Ltd.

Chairman

Thai Beverage Recycle Co., Ltd.

Chairman

Thai Beverage Energy Co., Ltd.

Chairman

Thai Drinks Co., Ltd.

Chairman

Pan International (Thailand) Co., Ltd.

Vice Chairman

Wrangyer Beverage (2008) Co., Ltd.



Present

Vice Chairman

United Winery and Distillery Co., Ltd.

Vice Chairman and Chairman of Executive Board

Thai Beverage Logistics Co., Ltd.

Vice Chairman

Simathurakij Co., Ltd.

Director and Vice Chairman

Beer Thai (1991) Public Company Limited

Vice Chairman

Cosmos Brewery (Thailand) Co., Ltd.

Vice Chairman

Luckchai Liquor Trading Co., Ltd.

Chairman

Feed Addition Co., Ltd.

Director

International Beverage Holdings Limited

Director

InterBev (Singapore) Limited

Director

InterBev Malaysia Sdn. Bhd.

Director

T.C.C.Technology Company Limited

Director

Chula United Company Limited

Vice Chairman and Vice Chairman of Executive Board

Oishi Group Public Company Limited

Director

Oishi Trading Co., Ltd.

Director

Oishi Ramen Co., Ltd.

Director

Phisetkij Company Limited

Director

Adelfos Company Limited

Director

Pathombhakdi Company Limited

Vice Chairman

Siam Food Products Public Company Limited

Director

The Southeast Insurance Company Limited

Director

The Southeast Life Insurance Company Limited

Director

Southeast Capital Company Limited

Director

M.M. Capital Company Limited

Director

Blairmhor Limited

Director

Blairmhor Distillers Limited

Director

Inver House Distillers Limited

Director

International Beverage Holdings (UK) Limited



Present Vice Chairman

International Beverage Holdings (China) Limited

2003 - 2007 Director and Executive Vice President

Thai Beverage Public Company Limited

Legal Disputation: NoneShareholding portion: None

Acting as directors / Executives in other Companies

• Listed company : Total of 3 companies

Director and Chairman of Executive Board Univentures Public Company Limited

Vice Chairman and Vice Chairman of Executive Board

Oishi Group Public Company Limited

Vice Chairman

Siam Food Products Public Company Limited

• Non - listed company : Total of 42 companies

President and CEO

Thai Beverage Public Company Limited

Vice Chairman

Red Bull Distillery (1988) Co., Ltd.

Director

Beer Chang Co., Ltd.

Director

Thai Beverage Brands Co., Ltd.

Chairman

Charun Business 52 Co., Ltd.

Chairman

Thai Cooperage Co., Ltd.

Vice Chairman and Chairman of Executive Board

Dhospaak Co., Ltd. Chairman and President

Thai Beverage Marketing Co., Ltd.

Chairman

Thai Molasses Co., Ltd.

Chairman

Dhanasindhi Co., Ltd.

Vice Chairman

Natheechai Co., Ltd.

Chairman

Thai Beverage Recycle Co., Ltd.

Chairman

Thai Beverage Energy Co., Ltd.

Chairman

Thai Drinks Co., Ltd.

Chairman

Pan International (Thailand) Co., Ltd.

Vice Chairman

Wrangyer Beverage (2008) Co., Ltd.

Vice Chairman

United Winery and Distillery Co., Ltd.

Vice Chairman and Chairman of Executive Board

Thai Beverage Logistics Co., Ltd.



Vice Chairman

Simathurakij Co., Ltd.

Director and Vice Chairman of Executive Board

Beer Thai (1991) Public Company Limited

Vice Chairman

Cosmos Brewery (Thailand) Co., Ltd.

Vice Chairman

Luckchai Liquor Trading Co., Ltd.

Chairman

Feed Addition Co., Ltd.

Director

International Beverage Holdings Limited

Director

InterBev (Singapore) Limited

Director

InterBev Malaysia Sdn. Bhd.

Director

T.C.C.Technology Company Limited

Director

Chula United Company Limited

Director

Oishi Trading Co., Ltd.

Director

Oishi Ramen Co., Ltd.

Director

Phisetkij Company Limited

Director

**Adelfos Company Limited** 

Director

Pathombhakdi Company Limited

Director

The Southeast Insurance Company Limited

Director

The Southeast Life Insurance Company Limited

Director

Southeast Capital Company Limited

Director

M.M. Capital Company Limited

Director

**Blairmhor Limited** 

Director

**Blairmhor Distillers Limited** 

Director

**Inver House Distillers Limited** 

Director

International Beverage Holdings (UK) Limited

Vice Chairman

International Beverage Holdings (China) Limited

• Other businesses may cause : the conflict of interest

None



Criteria and nomination

procedure

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Thapana Sirivadhanabhakdi's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as

a director.

**Meeting attendance in 2009** : Board of Directors: 6 out of a total of 6 meetings.

Executive Committee: 4 out of a total of 6 meetings.



Name and surname : Mr. Aswin Techajareonvikul

Type of Directorship : Director

Age : 33 years

Holding directorship for (years) : 3 years

**Educational qualifications** : Master in Public Administration

Harvard University, U.S.A.

Master of Business Administration

Massachusetts Institute of Technology, U.S.A.

Bachelor of Engineering Chulalongkorn University

Training course for director : Director Diploma Examination

Australian Institute of Company Directors

Role of the Chairman Program (RCP)
Thai Institute of Directors Association
Director Certification Program (DCP)
Thai Institute of Directors Association

Working experiences

Apr 2007 - Aug 2007

Jan 2008 - Present President and Chairman of Risk Management Committee

Berli Jucker Public Company Limited

Jan 2008 - Present Director

T.C.C. Technology Company Limited

May2008 - Present Director

Bang Pa-In Paper Mill Industry Company Limited

Apr 2007 - Present Director and Executive Director

Berli Jucker Public Company Limited

Apr 2007 - Present Director and Executive Director

Siam Food Products Public Company Limited

2006 - Present Director

T.C.C. International Company Limited

Aug 2007 - Dec 2007 Director and Chief Financial Officer
Berli Jucker Public Company Limited

Director and Executive Vice President - Business Development

Berli Jucker Public Company Limited

Mar 2007 - Apr 2007 Executive Vice President - Business Development

Berli Jucker Public Company Limited

Oct 2006 - Dec 2006 Associate Director - Investment Banking

UBS AG, Hong Kong

Jan 2004 - Aug 2005 Corporate Finance Consultant - Investment Banking

Morgan Stanley Dean Witter, Thailand

Legal Disputation: NoneShareholding portion: None



## Acting as directors / Executives in other Companies

• Listed company : Total of 1 company

Director and Executive Director

Siam Food Products Public Company Limited

• Non - listed company : Total of 3 companies

Director

T.C.C. Technology Company Limited

Director

Bang Pa - In Paper Mill Industry Company Limited

Director

T.C.C. International Company Limited

• Other businesses may cause :

the conflict of interest

None

Criteria and nomination

procedure

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Aswin Techajareonvikul's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a

director.

**Meeting attendance in 2009** : Board of Directors: 6 out of a total of 6 meetings.

Executive Committee: 6 out of a total of 6 meetings.



Name and surname : Mr. Weerawong Chittmittrapap

Type of Directorship : Independent Director and

Audit Committee Member

**Age** : 51 years

Holding directorship for (years): 8 years 4 months

**Educational qualifications** : LLM, University of Pennsylvania, U.S.A.

Bachelor of Law, Chulalongkorn University

Training course for director : Director Certification Program (DCP)

Thai Institute of Directors Association

Working experiences :

2001 - Present

2009 - Present Director and Audit Committee Member

Thai Airways International Public Company Limited

2009 - Present Director

Nok Airlines Company Limited

2008 - Present Director

National Power Supply Company Limited

2008 - Present Director

National Power Company Limited

2007 - Present Director and Audit Committee Member

Siam Food Products Public Company Limited Director and Audit Committee Member

2006 - Present Director and Audit Committee Member
GMM Grammy Public Company Limited

Director and Audit Committee Member

Berli Jucker Public Company Limited

Legal Disputation: NoneShareholding portion: None

Acting as directors / Executives in other Companies

• Listed company : Total of 3 companies

Director and Audit Committee Member

Thai Airways International Public Company Limited

Director and Audit Committee Member

Siam Food Products Public Company Limited

Director and Audit Committee Member GMM Grammy Public Company Limited

Non - listed company : Total of 3 companies

Director

**Nok Airlines Company Limited** 

Director

**National Power Supply Company Limited** 

Director

National Power Company Limited

• Other businesses may cause :

the conflict of interest

None



Criteria and nomination procedure

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Weerawong Chittmittrapap's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a

director.

**Meeting attendance in 2009**: Board of Directors: 6 out of a total of 6 meetings.

Audit Committee: 4 out of a total of 6 meetings.

Relationship with the Company/parent company / Subsidiaries / associated companies or any juristic persons which may have a conflict of interest at present or during the past two years:

1. No family relationship with executives or major shareholders of the Company and subsidiaries.

- 2. No relationship with the Company / parent company / subsidiaries / associated companies or any juristic persons which may have a conflict of interest at present or during the past two years:
  - Not being an executive director, employee, staff or advisor who receives remuneration in form of regular salary.
  - Being a law consultant.
  - Any significant business relationship that may impede the independent performance of duties and responsibilities, being a partner of Weerawong, Chinnavat & Peangpanor Limited a law consultant service provider. In 2009, Weerawong, Chinnavat & Peangpanor Limited received the remuneration as law service fee from the Company at the amount of Baht 2,545,243.89.



### Definition of Independent Director of the Company

# Definition of Independent Director is in line with the minimum requirements of the Securities and Exchange Committee Office and the Stock Exchange of Thailand

Independent directors are those not under the influence of major shareholders or groups of major shareholders, and command the following qualifications:

- 1. Their shareholdings must not exceed 1 % of all shares entitled to voting rights of the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company. In this regard, the shares owned by persons related to them shall be counted as theirs.
- 2. They must not now be nor ever have been involved as executives, employees, hired workers, salaried consultants, or anyone with controlling authority of the Company, i.e. the parent company, its subsidiaries, its joint ventures, associated subsidiaries, or juristic entities in potential conflict with the Company, unless such association ended no less than 2 years before.
- 3. They are not related by blood or registered as being parents, spouses, siblings, or spouses of the children of the executives, major shareholders, persons with controlling authority, or persons to be nominated as executives or persons of controlling authority in the Company or its subsidiaries.
- 4. They have no business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company in ways that might impair their independent judgment. They must also not be nor have been major shareholders, directors other than independent directors, or executives of entities having business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company, unless such association ended no less than 2 years before.
- 5. They are not and have not been an auditor of the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or of any of the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, or the Company's parent company, subsidiary, or major shareholder, or the person having power to control the Company is working, unless such an independent director has not been a person referred to above for at least two years.
- 6. They are not and have not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or from the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.
- 7. They are not directors appointed as representatives of directors of companies that are major shareholders or of shareholders related to the major shareholders of the Company.
- 8. They have no other attributes that obstruct them from forming independent opinions.