

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 : 58 years
Holding directorship for (years) : 12 years 4 months
Educational qualifications : Mini MBA, Kasetsart University



Bachelor's degree of Accounting (first class honour)
Thammasat University

Diploma in Computer Management
Chulalongkorn 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:

Dec 2012 - Present	Director Golden Land Property Development Public Company Limited
Oct 2011 - Present	Director and Vice Chairman of the Executive Board Sermasuk Public Company Limited
May 2010 - Present	Director and Executive Vice President, Finance Thai Beverage Public Company Limited
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
2003 - 2010	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 Senior Vice President Beer Thai (1991) Public Company Limited

Legal Disputation : None

Shareholding portion : None

Acting as directors / Executives in other Companies

- Listed company : Total of 6 companies
 - Director and Executive Vice President, Finance
Thai Beverage Public Company Limited
 - Director
Golden Land Property Development Public Company Limited
 - Director and Vice Chairman of the Executive Board
Sermasuk Public Company Limited
 - 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 1 company
 - Director
Eastern Seaboard Industrial Estate (Rayong) 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 2012** : Board of Directors: 7 out of a total of 7 meetings.
Executive Committee: 7 out of a total of 7 meetings.

Profile of the director proposed for re-election

Name and surname	:	Mr. Thapana Sirivadhanabhakdi
Type of Directorship	:	Director
Age	:	38 years
Holding directorship for (years)	:	12 years 4 months
Educational qualifications	:	Honorary Degree of Doctor of Philosophy in Department of General Management, Ramkhamhaeng University Master of Science Administration in Financial Economics Boston University, USA. Bachelor of Business Administration (Finance) Boston University, USA
Training course for director	:	Director Accreditation Program (DAP) Thai Institute of Directors Association
Working experiences	:	
2011-Present		Vice Chairman No. 4 of the Board of Directors and Vice Chairman No. 1 of the Executive Board Serm Suk Public Company Limited
2008 - Present		President and CEO, Corporate Services Thai Beverage Public Company Limited
2008 - Present		Vice Chairman South East Group of Companies
2007 - Present		Vice Chairman Siam Food Products Public Company Limited
2007 - Present		Director and Chairman of the Executive Board Univentures Public Company Limited
2006 - Present		Vice Chairman and Chairman of the Executive Board Oishi Group Public Company Limited
2004 - Present		Director and Vice Chairman of the Executive Board Beer Thai (1991) Public Company Limited
2004 - Present		Vice Chairman Red Bull Distillery Group of Companies
2004 - Present		Vice Chairman Dhospaak Co., Ltd.
2003 - 2008		Director and Executive Vice President Thai Beverage Public Company Limited
2001 - Present		Director Berli Jucker Public Company Limited
Present		Vice Chairman Cosmos Brewery (Thailand) Co., Ltd.
Present		Chairman and Managing Director Thai Beverage Marketing Co., Ltd.



Present	Vice Chairman of the Board of Directors and Chairman of the Executive Board Thai Beverage Logistics Co., Ltd.
Present	Vice Chairman Wranger Beverage (2008) Co., Ltd.
Present	Chairman Thai Drinks Co., Ltd.
Present	Vice Chairman No. 1 and Chief Executive Officer International Beverage Holdings Limited
Legal Disputation	: None
Shareholding portion	: None
Acting as directors / Executives in other Companies	
• Listed company	: Total of 5 companies President and CEO, Corporate Services Thai Beverage Public Company Limited Vice Chairman of the Board of Directors and Chairman of the Executive Board Oishi Group Public Company Limited Vice Chairman No. 4 and Vice Chairman No. 1 of the Executive Board Serm Suk Public Company Limited Vice Chairman Siam Food Products Public Company Limited Director and Chairman of the Executive Board Univentures Public Company Limited
• Non - listed company	: Total of 10 companies Vice Chairman South East Group of Companies Director and Vice Chairman of the Executive Board Beer Thai (1991) Public Company Limited Vice Chairman Red Bull Distillery Group of Companies Vice Chairman Dhospaak Co., Ltd. Vice Chairman Cosmos Brewery (Thailand) Co., Ltd. Chairman and Managing Director Thai Beverage Marketing Co., Ltd. Vice Chairman of the Board of Directors and Chairman of the Executive Board Thai Beverage Logistics Co., Ltd. Vice Chairman Wranger Beverage (2008) Co., Ltd.

Chairman
Thai Drinks Co., Ltd.

Vice Chairman No. 1 and Chief Executive Officer
International Beverage Holdings Limited


- Other businesses may cause : None
the conflict of interest

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 2012 : Board of Directors: 1 out of a total of 7 meetings.
Executive Committee: 0 out of a total of 2 meetings*.

Remark* Mr. Thapana Sirivadhanabhakdi has resigned from the position of the Executive Director, effective on 2 May 2012 onwards.

Profile of the director proposed for re-election

Name and surname	:	Mr. Aswin Techajareonvikul	
Type of Directorship	:	Director	
Age	:	37 years	
Holding directorship for (years)	:	6 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	:	The Programme for Senior Executive on Justice Administration Batch 16 National Justice Academy Office of Judiciary Capital Market Academy Leader Program 6 (CMA 6) Capital Market Academy (CMA) 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	:		
Oct 2012 - Present		Director TCC Holding Company Limited	
Aug 2012 - Present		Chief Executive Officer Berli Jucker Public Company Limited	
April 2012 - Present		Chairman of the Board of Directors BJC Danone Dairy Company Limited	
2010 - Present		Chairman TBC- Ball Beverage Can Holding Limited	
May 2008 - Present		Chairman BJC-OI Glass PTE Limited	
May 2008 - Present		Director Bang Pa-In Paper Mill Industry Company Limited	
Jan 2008 - Present		Executive Director Malaya Glass Products Sdn. Bhd.	
Jan 2008 - Present		President, Executive Director and Chairman of Risk Management Committee Berli Jucker Public Company Limited	
Jan 2008 - Present		Director T.C.C. Technology 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 - 2010	Director T.C.C. International Company Limited
Aug 2007 - Dec 2007	Director and Chief Financial Officer Berli Jucker Public Company Limited
Apr 2007 - Aug 2007	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	: None
Shareholding 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 7 companies Director TCC Holding Company Limited Director T.C.C. Technology Company Limited Chairman of the Board of Directors BJC Danone Dairy Company Limited Chairman TBC- Ball Beverage Can Holding Limited Executive Director Malaya Glass Products Sdn. Bhd. Chairman BJC-OI Glass PTE Limited Director Bang Pa-In Paper Mill Industry 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 2012 : Board of Directors: 7 out of a total of 7 meetings.
Executive Committee: 7 out of a total of 7 meetings.

Profile of the director proposed for re-election

Name and surname	:	Mr. Prasert Maekwatana	
Type of Directorship	:	Director	
Age	:	66 years	
Holding directorship for (years)	:	5 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	:		
Aug 2012 - Present		Senior Executive Vice President of Special Affairs TCC Holding Company Limited	
Nov 2011 - Present		Vice Chairman of the Executive Board Plantheon Company Limited	
Oct 2011 - Present		Director and Chairman of the Executive Board Terrago Bio-Tech Company Limited	
Mar 2011 - Nov 2011		(Acting) Senior Executive Vice President of International Business Group and (Acting) Senior Executive Vice President of Plantheon Company Limited	
2010 - Present		Director Quality Pine Apple Products Company Limited	
Jun 2009 - Present		Director and Chairman of the Executive Board Terrago Fertilizer Company Limited	
Jan 2009 - Mar 2011		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	:	None	

Shareholding portion : None

Acting as directors / Executives in other Companies

- Listed company : Total of 1 company
Director and Vice Chairman of the Executive Board
Siam Food Products Public Company Limited
- Non - listed company : Total of 5 companies
Senior Executive Vice President of Special Affairs
TCC Holding Company Limited
Vice Chairman of the Executive Board
Plantheon Company Limited
Director and Chairman of the Executive Board
Terrago Bio-Tech Company Limited
Director
Quality Pine Apple Products Company Limited
Director and Chairman of the Executive Board
Terrago Fertilizer 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 2012** : Board of Directors: 7 out of a total of 7 meetings.
Executive Committee: 7 out of a total of 7 meetings.

Profile of the director proposed for re-election



Name and surname : **Mr. Weerawong Chittmittrapap**
Type of Directorship : Independent Director
Age : 55 years
Holding directorship for : 12 years 4 months
Educational qualifications : LLM, University of Pennsylvania, USA
 Bachelor of Law, Chulalongkorn University
Training course for director : Capital Market Academy Leader Program 12 (CMA 12)
 Capital Market Academy (CMA)
 Director Certification Program (DCP)
 Thai Institute of Directors Association
Working experiences :
 Dec 2012 - Present Director and Audit Committee Member
 Golden Land Property Development Public Company Limited
 2011 - Present Director and Audit Committee Member
 SCB Life Assurance Public Company Limited
 2011 - Present Director
 Minor International Public Company Limited
 2009 - Present Director and Audit Committee Member
 Thai Airways International Public Company Limited
 2009 - Present President
 Weerawong, Chinnawat & Peangpanor Limited Company
 2009 - Jan 2012 Director
 Nok Airlines Company Limited
 2008 - Present Director
 National Power Supply Company Limited
 2007 - Jun 2011 Director and Audit Committee Member
 Siam Food Products Public Company Limited
 2006 - Present Director and Audit Committee Member
 GMM Grammy Public Company Limited
 2001 - Present Director and Audit Committee Member
 Berli Jucker Public Company Limited
Legal Disputation : None
Shareholding portion : None

Acting as directors / Executives in other Companies

- Listed company : Total of 5 companies
 Director and Audit Committee Member
Thai Airways International Public Company Limited
 Director and Audit Committee Member
GMM Grammy Public Company Limited
 Director and Audit Committee Member
SCB Life Assurance Public Company Limited

- Director
Minor International Public Company Limited
- Director and Audit Committee Member
Golden Land Property Development Public Company Limited
- Non - listed company : Total of 2 companies
- President
Weerawong, Chinnawat & Peangpanor Limited Company
- Director
National Power Supply Company Limited
- Other businesses may cause : None
the conflict of interest
- 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 2012** : Board of Directors: 3 out of a total of 7 meetings.
Audit Committee: 5 out of a total of 6 meetings.

Relationship with the Company, Parent Company, Subsidiaries, Associated Companies, Major Shareholder, or the person having power to control the Company

Mr. Weerawong Chittmittrapap who was engaged as a professional advisor to the Company in the year 2012 and received the professional fee in the amount of Baht 4,308,959.55 which was over two million baht a year, may not be in compliance with the requirements of the Notification of the Capital market No. Tor Jor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (which is amended by the Supervisory Board No. Tor Jor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares No.2 and the Notification of Capital Market Supervisory Board No. Tor Jor 15/2554 Application for and Approval of Offer for Sale of Newly Issued Shares No.5, because of such engagement and fee payments. However, the Company believes that Mr. Weerawong Chittmittrapap has an extensive experience and knowledge. He is well-known and respected by his peers, counterparts and clients as a highly qualified legal advisor, knowledgeable in several areas of the law and has had a major role in assisting the Directors in implementing best corporate governance practices and transparency standards for the company's operations in Thailand. Additionally, Mr. Weerawong Chittmittrapap has been carrying out his professional duties with adherence to the principles of disclosure, care and loyalty and has not been involved in any businesses that might cause any conflicts to the Company.

The meeting of the Board of Directors has considered and complied with Section 89/7 the Securities and Exchange Act B.E. 2535 and the majority voted to approve the qualifications and limitations of Mr. Weerawong Chittmittrapap, confident that they would not cause any harm or affect his role as an Independent Director.

Qualifications of the Independent Directors of the Company

The Company had set out the standard qualifications of the Independent Directors to comply with the requirements of the notification of the Securities and Exchange Committee Office No. Tor Chor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares. Additional Amendment by the Notification of Capital Market Supervisory Board No. Tor Chor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (No. 2) and the Notification of Capital Market Supervisory Board No. Tor Chor 15/2554 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (No.5) in which stated that the Independent Directors shall possess the following qualifications:

1. Their percentage of 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. However, the said forbidden attributes do not cover the independent directors who have been the government officials or advisors of governmental sector who are the major shareholders or the persons with controlling authority.
3. They are not related by blood or registered as being parents, spouses, siblings, or spouses of the children of the directors, executives, major shareholders, persons with controlling authority, or persons to be nominated as directors, 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.

The Term “business relationship” mentioned above includes any normal business transactions, rental or lease of immovable properties, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subjected to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness occurring during the course of one year prior to the date on which the business relationship with the person commences.

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 are related to the major shareholders of the Company.
8. Not undertaking a business with similar nature or significant competition with the business of the person applying for permission or a subsidiary companies, or not being a major partner of a partnership, or a director with involvement in management, a hired worker, an employee, an advisor with regular payroll, or owning shares more than 1% of all shares with voting right of to her companies with similar business undertaking or significant competition with the business of the person applying for permission or subsidiary companies.
9. They have no other attributes that obstruct them from forming independent opinions.

After having been appointed as an independent director, with attributes as in the First to Ninth Paragraph, an independent director may be assigned by the Board of Directors to take part in the collective decision making process of the company, principal company, subsidiary companies, affiliated companies, subsidiary company in the same link, major shareowner, or person holding controlling power of the company.

In the case where the person appointed as independent director has or used to have a business relationship or provide professional services exceeding the value specified Clause 4 or Clause 6 of the first paragraph, the Company shall be granted an exemption from such prohibition only it obtains the opinion from the company's board of directors indicating that, by taking into account the provision in Section 89/7, the appointment of such person does not affect performing of duty and expressing of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:

- (a) The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules.
- (b) The reason and necessity for maintaining or appointing such person as independent director.
- (c) The opinion of the applicant's board of directors for proposing the appointment of such person as independent director.

For the purpose of Clause 5 and Clause 6 of the first paragraph, the term "partner" shall mean a person assigned by an audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.