

Supporting Documents

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. Chaiyut Pilun-Owad	
Type of Directorship Proposed	: Director	
Age	: 65 years	
Date of First Director's Appointment	: 19 December 2001	
Holding directorship for	: 12 years 4 months	
Education	: Ph. D. Economics and Finance University of New York, USA	
Training course for director	: Director Accreditation Program (DAP) BJC/2004 Thai Institute of Directors Association	
Working experiences	:	
Feb 2012 - Present	Chairman of Nomination and Remuneration Committee Berli Jucker Public Company Limited	
2003 - Present	Vice Chairman The Southeast Life Insurance Public Company Limited The Southeast Insurance Public Company Limited	
2001 - Present	Director, Vice Chairman of the Executive Board of Nomination and Remuneration Committee Berli Jucker Public Company Limited	
Jun 2001 - Present	Vice Chairman of the Executive Board TCC Holding Company Limited Chairman of Management Board Southeast Group Company Limited	
Legal Disputation	: None	
Shareholding portion	: None	
Acting as directors/executives in other companies		
• Listed company	: None	

- Non - listed company : Total of 4 companies
 - Vice Chairman of the Board
The Southeast Life Insurance Public Company Limited
The Southeast Insurance Public Company Limited
 - Vice Chairman of the Executive Board
TCC Holding Company Limited
 - Chairman of Management Board
Southeast Group Company Limited
 - Other businesses may cause the conflict of interest : None
- Criteria and Nomination procedure :** Nomination and Remuneration Committee considered nominated the person with the most appropriate qualifications and proposed to the Board of Directors that Mr. Chaikut Pilun-Owad has full qualifications as required by law and possesses extensive knowledge, competence and experience beneficial to the Company's business operation. Furthermore, he has fully performed his duties with accountability, prudence and integrity and is appropriate to further serve as the Company's Director. Therefore, the Board of Directors considered it is appropriate to propose to the Annual General Meeting of Shareholders to re-elect Mr. Chaikut Pilun-Owad as the Company's Director for another term.
- Meeting attendance in 2013 :**
- Board of Directors: 7 out of a total of 7 meetings.
 - Executive Board: 5 out of a total of 5 meetings.
 - Remuneration and Nomination Committee: 4 out of a total of 4 meetings.

Profile of the director proposed for re-election

Name and surname	: Mr. Thirasakdi Nathikanchanalab	
Type of Directorship Proposed	: Director	
Age	: 67 years	
Date of First Director's Appointment	: 1 August 2002	
Holding directorship for	: 11 years 8 months	
Education	: Advance Management Program Harvard Business School, USA Master of Business Administration Columbia University, New York, USA Bachelor of Economics (Honor) Thammasat University	
Training courses for director	: Director Certification Program (DCP) 41/2004 Thai Institute of Directors Association Director Accreditation Program (DAP) BJC/2004 Thai Institute of Directors Association Capital Market Academy Leader Program 5 Capital Market Academy (CMA 5) Top Executive Program in Commerce and Trade (TEPCoT3) Commerce Academy	
Working experiences	:	
Jan 2008 - Present	Director, Vice Chairman of the Executive Board and Risk Management Committee Berli Jucker Public Company Limited	
Aug 2002 - Dec 2007	President Berli Jucker Public Company Limited	
Jun 2002 - Jul 2002	Senior Executive Vice President Berli Jucker Public Company Limited	
1991 - 2001	Managing Director SCT Company Limited (Siam Cement Group)	
1986 -1991	Finance Manager Siam Cement Company Limited (Siam Cement Group)	
Legal Disputation	: None	
Shareholding portion	: None	
Acting as director/executive in other companies		
• Listed company	: None	
• Non listed company	: None	

- Other businesses may cause the conflict Of interest : None

Criteria and Nomination procedure : Nomination and Remuneration Committee considered nominated the person with the most appropriate qualifications and proposed to the Board of Directors that Mr. Thirasakdi Nathikanchanalab has full qualifications as required by law and possesses extensive knowledge, competence and experience beneficial to the Company's business operation. Furthermore, he has fully performed his duties with accountability, prudence and integrity and is appropriate to further serve as the Company's Director. Therefore, the Board of Directors considered it is appropriate to propose to the Annual General Meeting of Shareholders to re-elect Mr. Thirasakdi Nathikanchanalab as the Company's Director for another term.

Meeting attendance in 2013 : Board of Directors: 7 out of a total of 7 meetings.
Executive Board: 5 out of a total of 5 meetings.

Profile of the director proposed for re-election

Name and surname	:	Mrs. Thapanee Techajareonvikul	
Type of Directorship Proposed	:	Director	
Age	:	37 years	
Date of First Director's Appointment	:	11 November 2003	
Holding directorship for	:	10 years 5 months	
Education	:	Master of Business Administration Harvard University, USA Bachelor of Sciences in Economics Massachusetts Institute of Technology, USA	
Training courses for director	:	Director Certification Program (DCP) 46/2004 Thai Institute of Directors Association Director Accreditation Program (DAP) 10/2004 Thai Institute of Directors Association Finance for Non-Finance Directors (FND) 10/2004 Thai Institute of Directors Association	
Working experiences	:		
Feb 2012 - Present		Nomination and Remuneration Committee Member Berli Jucker Public Company Limited	
Jan 2008 - Present		Senior Executive Vice President, Secretary to Nomination and Remuneration Committee Berli Jucker Public Company Limited	
Aug 2004 – Present		Director TCC Holding Company Limited	
Nov 2003 - Present		Director and Executive Director Berli Jucker Public Company Limited	
Apr 2007 - Oct 2013		Director and Executive Director Siam Food Products Public Company Limited	
Jan 2008 - Jun 2012		Director and Secretary of Risk Management Committee Berli Jucker Public Company Limited	
May 2008 - Apr 2012		Director Bangpa-In Paper Mill Industry Company Limited	
2006 - 2012		Director Siriwana Company Limited	
May 2005 - Dec 2009		Vice President TCC Capital Land Company Limited	



Apr 2004 - Aug 2009

Director
Sangsom Company Limited
Fuengfuanant Company Limited
Thanapakdi Company Limited
Mongkolsamai Company Limited
Kanchanasingkorn Company Limited

Feb 2004 - Apr 2009

Director
Southeast Group Company Limited

Dec 2005 - Aug 2008

Director
TCC Land Company Limited

Aug 2007 - Dec 2007

Executive Vice President
Berli Jucker Public Company Limited

Feb 2004 - Apr 2007

Director
The Southeast Capital Company Limited

2004 - 2007

Director
The Southeast Insurance Public Company Limited
The Southeast Life Insurance Public Company Limited

Oct 2003 - Mar 2006

Director and Senior Vice President
Thai Beverage Public Company Limited

Legal Disputation : None

Shareholding portion : None

Acting as directors/executives in other companies

- Listed company : None
- Non - listed company : Total of 1 company
- Director
TCC Holding Company Limited
- Other businesses may cause the conflict of interest : None

Criteria and Nomination procedure : Nomination and Remuneration Committee considered nominated the person with the most appropriate qualifications and proposed to the Board of Directors that Mrs. Thapanee Techajareonvikul has full qualifications as required by law and possesses extensive knowledge, competence and experience beneficial to the Company's business operation. Furthermore, she has fully performed her duties with accountability, prudence and integrity and is appropriate to further serve as the Company's Director. Therefore, the Board of Directors considered it is appropriate to propose to the Annual General Meeting of Shareholders to re-elect Mrs. Thapanee Techajareonvikul as the Company's Director for another term.

Meeting attendance in 2013 : Board of Directors: 7 out of a total of 7 meetings.
Executive Board: 5 out of a total of 5 meetings.
Remuneration and Nomination Committee: 4 out of a total of 4 meetings.

Profile of the director proposed for re-election

Name and surname	: Ms. Potjaneer Thanavarani	
Type of Directorship Proposed	: Independent Director	
Age	: 67 years	
Date of First Director's Appointment	: 1 June 2009	
Holding directorship for	: 4 years 10 months	
Education	: Master's degree in Business Administration (M.B.A.) Syracuse University, USA (USAID Scholarship) Bachelor of Accountancy Chulalongkorn University	
Training course for director	: Advanced Audit Committee Program (AACP) 10/2013 Thai Institute of Directors Association Anti-Corruption for Executive Program (ACEP) 7/2013 Thai Institute of Directors Association Financial Institutions Governance Program (FGP) 2/2011 Thai Institute of Directors Association Audit Committee Program (ACP) 32/2010 Thai Institute of Directors Association Role of the Compensation Committee (RCC) 4/2007 Thai Institute of Directors Association Role of the Chairman Program (RCP) 13/2006 Thai Institute of Directors Association Director Certification Program (DCP) 17/2002 Thai Institute of Directors Association Capital Market Academy Leader Program 8 (CMA 8) Capital Market Academy	
Working experiences	:	
Jun 2012 - Present		Nomination and Remuneration Committee Member Thai Reinsurance Public Company Limited
Apr 2012 - Present		Chairman of Audit Committee Bank of Ayudhya Public Company Limited
Apr 2010 - Present		Independent Director and Audit Committee Member Bank of Ayudhya Public Company Limited
Jun 2009 - Present		Independent Director Berli Jucker Public Company Limited



2009 - Present	Independent Director and Audit Committee Member Oishi Group Public Company Limited
2007 - Present	Independent Director Thai Reinsurance Public Company Limited
	Independent Director and Audit Committee Member Bangkok Insurance Public Company Limited
	Chairman of the Board (Independent Director), Audit Committee and Chairman of Compensation and Nominating Committee Univentures Public Company Limited
2007 - Present	Qualified Committee The Federation of Thai Insurance Organization
2006 - Present	Member of Council of State (Group 3 - Monetary Laws) Office of the Council of State
Apr 2010 - Jul 2013	Director BJC Logistics and Warehouse Company Limited
2008 - Mar 2013	Chairperson of the Public Sector Audit and Evaluation Committee Ministry of Commerce
2007 - Jul 2012	Director and Treasurer Bhumirajanagarindra Kidney Institute Foundation
Jun 2001 - Aug 2008	Director of Financial Institutions Policy Committee The Bank of Thailand
Oct 2006 - Mar 2008	Vice Chairman The National Legislative Assembly
Oct 2006 - Feb 2008	Advisor to the Ministry of Commerce Ministry of Commerce (not the political position)
Sep 2006 - Feb 2008	Advisor to the Council of National Security, Economy Area Council of National Security
2001 - 2006	Director-general, Department of Insurance Ministry of Commerce
Legal Disputation	: None
Shareholding portion	: None
Acting as directors / Executives in other Companies	
• Listed company	: Total of 5 companies
	- Independent Director and Nomination and Remuneration Committee Member Thai Reinsurance Public Company Limited
	- Independent Director and Chairman of Audit Committee Bank of Ayudhya Public Company Limited

- Independent Director and Audit Committee Member
Oishi Group Public Company Limited
Bangkok Insurance Public Company Limited

- Chairman of the Board (Independent Director),
 Audit Committee and Chariman of Compensation and
 Nominating Committee
Univentures Public Company Limited

- Non - listed company : None
- Other businesses may cause the conflict of interest : None

Criteria and Nomination procedure : Nomination and Remuneration Committee considered nominated the person with the most appropriate qualifications and proposed to the Board of Directors that Ms. Potjanee Thanavaranit has full qualifications as required by law and possesses extensive knowledge, competence and experience beneficial to the Company's business operation. Furthermore, she has fully performed her duties with accountability, prudence and integrity and is appropriate to further serve as the Company's Director. Therefore, the Board of Directors considered it is appropriate to propose to the Annual General Meeting of Shareholders to re-elect Ms. Potjanee Thanayaranit as the Company's Director for another term.

Meeting attendance in 2013 : Board of Directors: 7 out of a total of 7 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 / 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.
 - Not being a provider of professional services.
 - No any significant business relationship that may impede the independent performance of duties and responsibilities.

Profile of the director proposed for re-election

Name and Surname	:	Police General Krisna Polananta	
Type of Directorship Proposed	:	Independent Director	
Age	:	64 years	
Date of First Director's Appointment	:	23 February 2012	
Holding directorship for	:	2 Year 2 months	
Educational qualifications	:	Master of Public Administration National Institute of Development Administration (NIDA) Bachelor of Public Administration Royal Police Cadet Academy (RPCA)	
Training course for director	:	Director Accreditation Program (DAP) 86/2010 Thai Institute of Directors Association	
Working experiences	:		
Jan 2014 - Present		Chairman of Audit Committee MCOT Public Company Limited	
Aug 2013 - Present		Independent Director Siam Food Products Public Company Limited	
Apr 2013 - Present		Independent Director MCOT Public Company Limited	
Feb 2012 - Present		Independent Director and Audit Committee Member Berli Jucker Public Company Limited	
Oct 2013 - 24 Jan 2014		Chairman of Audit Committee Airport of Thailand Public Company Limited	
Feb 2013 - 24 Jan 2014		Independent Director Airport of Thailand Public Company Limited	
2008 - 2010		Secretary General, Narcotics Control Board (NCB) Office of The Narcotics Control Board (NCB)	
2006 - 2008		Inspectors – General of Prime Minister Office of the Prime Minister	
2004 - 2006		Secretary – General, Narcotics Control Board (NCB) Office of the Narcotics Control; Board (NCB)	
2002 - 2004		Assistant Commissioner – General Royal Thai Police, Kingdom of Thailand	
2000 - 2002		Commissioner Office of Human Resources Royal Thai Police, Kingdom of Thailand	
1996 - 2000		Assistant Commissioner and Deputy Commissioner – Human Bureau, Royal Thai Police, Kingdom of Thailand	

1995 - 1996	Assistant Commissioner – Education, Police Education Bureau, Royal Thai Police, Kingdom of Thailand
1994 - 1995	Commander of General Staff, Central Investigation Bureau, Royal Thai Police, Kingdom of Thailand
1993 - 1995	Commander – The Registrar General Bureau, Royal Thai Police, Kingdom of Thailand

Legal Disputation : None

Shareholding portion : None

Acting as directors / Executives in other Companies

- Listed company : Total of 2 companies
 - Independent Director and Chairman of Audit Committee
MCOT Public Company Limited
 - Independent Director
Siam Food Products Public Company Limited
- Non - listed company : None
- Other businesses may cause the conflict of interest : None

Criteria and Nomination procedure : Nomination and Remuneration Committee considered nominated the person with the most appropriate qualifications and proposed to the Board of Directors that Police General Krisna Polananta has full qualifications as required by law and possesses extensive knowledge, competence and experience beneficial to the Company's business operation. Furthermore, he has fully performed his duties with accountability, prudence and integrity and is appropriate to further serve as the Company's Director. Therefore, the Board of Directors considered it is appropriate to propose to the Annual General Meeting of Shareholders to re-elect Police General Krisna Polananta as the Company's Director for another term.

Meeting attendance in 2013 : Board of Directors : 7 out of a total of 7 meetings.
Audit Committee : 7 out of a total of 7 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 / 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.
 - Not being a provider of professional services.
 - No any significant business relationship that may impede the independent performance of duties and responsibilities.

Definition of Independent Director of 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 Jor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (which is amended by the Securities and Exchange Committee Office No. Tor Jor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares) which specified that the "Independent Directors" shall possess 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.

The term “business relationship” mentioned above includes any normal business transaction, rental or lease of immovable property, 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 subject to indebtedness payable to the other party in the amount of three 3 percent or more of the net tangible assets of the Company or twenty (20) 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 1 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 of shareholders 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 percent of all shares with voting right of other 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 being appointed as independent director with the qualifications under Clause 1 to Clause 9, the independent director may be assigned by the board of directors to take part in the business decision of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

In the case where the person appointed by the applicant as independent director has or used to have a business relationship or provide professional services exceeding the value specified under Clause 4 or Clause 6 of the first paragraph, the applicant shall be granted an exemption from such prohibition only if the applicant has provided the opinion of 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.