

Biography of Directors to be elected as Directors to replace those retiring by rotation



Name : Mr. Chai Jroongtanapibarn
Position in the Company : Independent Director & Chairman of Audit Committee
Age : 63 years old
Education :
 - Master Degree of Accounting, Thammasat University
 - Bachelor Degree of Accounting, Chulalongkorn University
Training Course from Thailand Institute of Director Association (IOD) :
 - ACP - Audit Committee Program (24/2005)
 - DCP – Director Certificate Program (29/2003)
Working Experience :
 - 2002 - Present Independent Director & Chairman of Audit Committee, Major Cineplex Group Public Company Limited
 - 2007 - Present Independent Director Audit Committee & Director to The Risk Management Committee, Siam Food Products Public Company Limited
 - 2006 - Present Independent Director Audit Committee & Chairman of the Risk Management Committee, Oishi Group Public Company Limited
 - 2004 - Present Independent Director Chairman & Chairman of Audit Committee, Thai Metal Trade Public Company Limited
 - 2003 - Present Independent Director, Siam Future Development Public Company Limited
 - 2000 - Present Independent Director & Chairman of Audit Committee, Team Precision Public Company Limited
 - 1980 - 1997 Executive Director & Chief Finance Officer, The Minor Group
Type of Director to be proposed for appointment : Independent Director & Chairman of Audit Committee
Current Position
 ■ In other listed companies : 5 Places
 ■ In business which is not a listed companies : - none -
 ■ In business which competes against/ : - none -
 Relates to the Company's business
No. of year on the board : 15 years
Meeting Attendance in 2016 : The Board of Directors' Meeting: attending 4 out of 4 meetings


Relationship with Company

- Shareholding percentage in the Company : - 672,500 Shares or 0.08% -
- A close relative to the Executive/ : - none -
- Major shareholder of the Company/Subsidiary of the Company/

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Biography of Directors to be elected as Directors to replace those retiring by rotation

Name	: Mr. Kraithip Krairiksh	
Position in the Company	: Independent Director and Audit Committee	
Age	: 63 years old	
Education	- Master of Arts in Economics, Northeastern University, USA - Bachelor of Art in Economics, Tufts University, USA	
Training Course from Thailand Institute of Director Association (IOD)	- DAP – Director Accreditation Program (42/2005) - Corporate Governance for Capital Market Intermediaries (3/2015)	
Working Experience	- 2015 – present Independent Director and Audit Committee, Major Cineplex Group Public Company Limited - 2017 - Present Director, ASEAN Potash Chaiphaphum Public Company Limited - 2013 - Present Chairman of the Board, Pace Development Corporation Public Company Limited - 2009 – Present Independent Director and Audit Committee, Samitivej Public Company Limited - 2009 – Present Chairman of the Board, KT ZMICO Securities Company Limited - 2008 – Present Independent Director and Audit Committee, Vanachai Group Public Company Limited - 2004 – Present Director, Capital Market Development Fund Foundation	
Type of Director to be proposed for appointment	- Independent Director and Audit Committee	
Current Position		
▪ In other listed companies	: 3 Places	
▪ In business which is not a listed companies	: 2 Places	
▪ In business which competes against/ Relates to the Company's business	: - none -	
No. of year on the board	: 1 year 9 Months	
Meeting Attendance in 2016	: The Board of Directors' Meeting: attending 3 out of 4 meetings	

Relationship with Company

- Shareholding percentage in the Company : - none -
- A close relative to the Executive/ : - none -
- Major shareholder of the Company/Subsidiary of the Company/

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Biography of Directors to be elected as Directors to replace those retiring by rotation



Name : Pol. Sub Lt. Kriengsak Lohachala
Position in the Company : Independent Director
Age : 75 years old
Education :
 - Doctor of Public Administration, Ramkhamhaeng University
 - Master of Public Administration, Kent State University, U.S.A
 - Bachelor of Laws, Thammasat University
Training Course from Thailand Institute of Director Association (IOD) : DAP – Director Accreditation Program (7/2004)
Working Experience :
 - 2009 - Present Independent Director, Major Cineplex Group Public Company Limited
 - 2014 - Present Chairman of the Bangkok Metropolitan Assembly
 - 2012 - Present Consultant, Major Care Foundation
 - 1995 - Present Independent Director and Audit Committee, Preecha Group Public Company Limited
 - Present Consultant, Bureau of the Crown Property
 - Present Member, Rajaprajanugroh Foundation under The Royal Patronage
 - Present Member, Ruk Muangthai Foundation
 - 2000 - 2002 Permanent Secretary, Bangkok Governor
 - 1990 - 2000 Deputy Permanent Secretary, Bangkok Governor
Type of Director to be proposed for appointment : Independent Director

Current Position

- In other listed companies : 1 Place
 - In business which is not a listed companies : - none -
 - In business which competes against/ : - none -
- Relates to the Company's business

No. of year on the board : 8 years

Meeting Attendance in 2016 : The Board of Directors' Meeting: attending 2 out of 4 meetings

Relationship with Company

- Shareholding percentage in the Company : - none -
 - A close relative to the Executive/ : - none -
- Major shareholder of the Company/Subsidiary of the Company/

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
2. Being a professional service provider (i.e., auditor, lawyer) : No
3. Having the significant business relations that may affect the ability to perform independently : No

Biography of Directors to be elected as Directors to replace those retiring by rotation



Name : Mr. Thanakorn Puliwekin
Position in the Company : Director
Age : 61 years old
Education : - Master Degree of Business Administration,
 United States International University of San Diego, USA
 - Bachelor Degree of Business Administration,
 Bangkok University
Training Course from Thailand Institute of Director Association (IOD) : DAP – Director Accreditation Program (22/2004)
Working Experience : - 1995 - Present Director & Chief Film Officer,
 Major Cineplex Group Public Company Limited
 - 2013 - Present Chief Executive Officer,
 M Pictures Entertainment Public Company Limited

Type of Director to be proposed for appointment : Director
Current Position

- In other listed companies : 1 Company
- In business which is not a listed companies : 10 Companies (The Company Subsidiaries of Major Cineplex Group Public Company Limited and M Pictures Entertainment Public Company Limited)
- In business which competes against/
Relates to the Company's business : - none -

No. of year on the board : 22 years

Meeting Attendance in 2016 : The Board of Directors' Meeting: attending 4 out of 4 meetings

Relationship with Company

- Shareholding percentage in the Company : - 460,000 Shares or 0.05% -
 - A close relative to the Executive/ : - none -
- Major shareholder of the Company/Subsidiary of the Company/

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

1. *Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee* : No
2. *Being a professional service provider (i.e., auditor, lawyer)* : No
3. *Having the significant business relations that may affect the ability to perform independently* : No

Independent director

“Independent director” means fully qualified persons with independence as determined by the Stock Exchange of Thailand as followed;

1. Amount and elements of Independent Director shall have at least 1/3 of the Board of Directors and shall not less than 3 independent Directors
2. Hold shares not exceed 0.5% of total voting right shares of the Company and also are included of shareholding of related parties.
3. Within preceded 2 years until present, shall not be participated in business management and controllable
4. Within preceded 2 years until present, shall not be in business relationship with the persons below;
 - Auditor: Strict prohibition
 - Other Professional Service Provider: Transaction value exceeds of 2 million baht/year
- Exceptions:** Transactions were considered necessary and irregular with unanimous approval of the Board of the Company. The Company shall disclose such transaction in Form 56-1 and Annual Report and Invitation of Shareholders’ Meeting.
5. Do not be bloody relation, legislative relation, agent of executives or major shareholders, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company such as spouse, adopted child, etc.
6. Do not be director of other listed company in group.
7. Do not be management team, employee or advisor which regularly receives salary from the company, subsidiaries, or major shareholders.
8. Do not be benefit person whether directly or indirectly, in aspects of both financial and management of the company and subsidiaries.
9. There no relation with the executives or major shareholders.
10. Do not be agent on caring benefit of directors, major shareholders, shareholder which is related to major shareholder.

Real independence of the independent directors indicates good governance of the company, and the appointed independent director performs strictly comply with the foregoing rules. Especially, the independent directors can perform their duties, and give opinions or report operation results on assignment independently, regardless of any benefit concerning their assets and positions, and are forced neither influence of any group nor any pressure in giving opinions.