

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

**Name** : Mrs. Paradee Poolvaraluk  
**Position in the Company** : Director / Executive Director  
**Age** : 57 years old  
**Education** - Master Degree of Business Administration,  
 United States International University of San Diego, USA  
 - Bachelor Degree of Business Administration,  
 Chulalongkorn University  
**Training Course from Thailand Institute of Director Association (IOD)** -



**Working Experience** - 1998 - Present Director and Executive Director,  
 Major Cineplex Group Public Company Limited

**Type of Director to be proposed for appointment** - Director / Executive Director

#### Current Position

- In other listed companies : - none -
- 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** : 19 years

**Meeting Attendance in 2017** : The Board of Directors' Meeting: attending 3 out of 4 meetings

#### Relationship with Company

- Shareholding percentage in the Company : - 18,345,536 Shares or 2.05% -
- A close relative to the Executive/ : Chief Executive Officer's spouse

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.Verawat Ongvasith  
**Position in the Company** : Vice President / Executive Director  
**Age** : 48 years old  
**Education** : - Master Degree of Business Administration,  
 Boston University USA  
 - Bachelor Degree of Business Administration,  
 Chulalongkorn University  
**Training Course from** : DAP - Directors Accreditation Program (22/2004)  
**Thailand Institute of**  
**Director Association (IOD)**  
**Working Experience** : - 2002 - Present Vice Chairman and Executive Director,  
 Major Cineplex Group Public Company Limited  
 - 2003 - Present Director,  
 Siam Future Development Public Company Limited  
 - 2011 - Present Presedent, Oaktree Company Limited  
 - 2004 - Present Presedent, Veranda Resort and Spa Company Limited  
 - 1996 - Present Presedent, Vivat Construction Company Limited  
**Type of Director to be proposed** : Vice President / Executive Director

#### for appointment

#### Current Position

- In other listed companies : 1 Place
- In business which is not a listed companies : 3 Places
- In business which competes against/ : - none -

Relates to the Company's business

**No. of year on the board** : 15 years

**Meeting Attendance in 2017** : The Board of Directors' Meeting: attending 4 out of 4 meetings

#### Relationship with Company

- Shareholding percentage in the Company : - 1,020,000 Shares or 0.11% -
  - A close relative to the Executive/ : Brother of Chief Executive Officer's spouse
- 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

<b>Name</b>	: Mr.Vallop Tangtrongchitr
<b>Position in the Company</b>	: Independent Director & Audit Committee
<b>Age</b>	: 67 years old
<b>Education</b>	- Master Degree of Business Administration, Chapman University, USA - Bachelor Degree of Business Administration, San Diego University, USA
<b>Training Course from</b>	- FSD - Financial Statement for Director (2/2008)
<b>Thailand Institute of</b>	- DCP - Director Certificate Program (104/2008)
<b>Director Association (IOD)</b>	FDN - Finance for Non-Finance Directors (16/2005) - DAP - Director Accreditation Program (27/2004)



<b>Working Experience</b>	-	2002 - Present	Independent Director & Audit Committee, Major Cineplex Group Public Company Limited
	-	2003 - Present	Director, Potara Company Limited
	-	1995 - 1997	Co-Ordinator, Regency Company Limited
	-	1983 - 1995	Manager, Wellcom Company Limited
	-	1978 - 1983	Project Co-Ordinator, Viwat Construction Limited
<b>Type of Director to be proposed</b>	-		Independent Director & Audit Committee

**Type of Director to be proposed for appointment** - Independent Director & Audit Committee

## Current Position

- In other listed companies : - none -
- In business which is not a listed companies : 1 Places
- In business which competes against/ : - none -

Relates to the Company's business

**No. of year on the board** : 15 years

**Meeting Attendance in 2017** : The Board of Directors' Meeting: attending 4 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. Satian Pooprasert  
**Position in the Company** : Independent Director  
**Age** : 66 years old  
**Education** - Bachelor's degree in Medicine,  
 Mahidol University, Thailand (1974-1977)  
 - Diplomate American Board of Internal Medicine (1979-1982)  
 - Diplomate American Board of Rheumatology (1982-1984)  
**Training Course from Thailand Institute of Director Association (IOD)** - DAP - Directors Accreditation Program (82/2006)



**Working Experience** - 2013 - Present Independent Director,  
 Major Cineplex Group Public Company Limited  
 - 2015 - Present Director, Pioneer Motor Company Limited  
 - 1995 - Present Director, Rely (Thailand) Company Limited  
 - 1993 - Present Director, Praram 9 Hospital Company Limited  
 - 2011 - 2013 Member Board of The Foundation of International  
 Education (FIE), NIST International School  
 - 2004 - 2006 Board Member of Metropolitan Electricity Authority  
**Type of Director to be proposed for appointment** - Independent Director

#### Current Position

- In other listed companies : - none -
  - In business which is not a listed companies : 3 Places
  - In business which competes against/ : - none -
- Relates to the Company's business

**No. of year on the board** : 5 years

**Meeting Attendance in 2017** : The Board of Directors' Meeting: attending 4 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

### **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.