

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

**Name** : Mr. Chai Jroongtanapibarn

**Position in the Company** : Independent Director and Chairman of Audit Committee

**Age** : 56 years

**Education** - Master of Accounting, Thammasart University  
- Bachelor Degree of Accounting, Chulalongkorn University

**Training Course from Thailand Institute of Director Association (IOD)** - DCP - Director Certification Program (29/2546)  
- ACP - Audit Committee Program (2548)

**Working Experience**

- 2550 – Present	Audit Committee	Siam Food Public Company Limited
- 2549 – Present	Audit Committee	Oishi Public Company Limited
- 2547 – Present	Independent Director, Chairman of Audit Committee and Chairman of Remuneration Committee	Thai Metal Trade Public Company Limited
- 2546 – Present	Independent Director	Siam Future Development PLC.
- 2545 – Present	Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee	Major Cineplex Group Public Company Limited
- 2543 – Present	Chairman of Audit Committee	Team Precision PLC.

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

**Method of Nomination** - Nominated by Nomination and Remuneration Committee

**Current Position**

- In other listed companies : 5 companies
- In business which is not a listed companies : - none -
- In business which competes against/ : - none -

Relates to the Company's business

**No. year on the board** : 8 years

**Meeting Attendance in 2010** : The Board of Directors' Meeting : attending 4/4

**Relationship with Company**

- Shareholding percentage in the Company : 672,500 shares or 0.076%
- 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** : 54 years

**Education** - Master Degree, Business Administration  
United State International University, USA.

- Bachelor Degree, Business Administration, Bangkok University

**Training Course from Thailand Institute of Director Association (IOD)** - DAP – Directors Accreditation Program

**Working Experience** - 2538 – Present Director/ Chief of Film Business  
Major Cineplex Group Public Company Limited

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

**Method of Nomination** - Nominated by Nomination and Remuneration Committee

**Current Position**

- In other listed companies : - none -
- In business which is not a listed companies : 15 Companies (subsidiary of Major Cineplex Group PLC)
- In business which competes against/ : - none -

Relates to the Company's business

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

**Meeting Attendance in 2010** : The Board of Directors' Meeting : attending 4/4

**Relationship with Company**

- Shareholding percentage in the Company : 1,216,124 shares or 0.14%
- 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. Naruenart Ratanakanok

**Position in the Company** : Independent Director and Audit Committee

**Age** : 55 years

**Education** - Bachelor Degree, Business Administration, Major Economic  
Detroit University, USA

**Training Course from** - DAP - Directors Accreditation Program (62/2550)

**Thailand Institute of** - FSP – Financial Statement Program (1/2551)  
- DCP – Director Certificate Program (104/2551)  
- ACP – Audit Committee Program (25/2552)

**Director Association (IOD)**

**Working Experience**

- 2553 – Present      Audit Committee  
Krungthai Bank Public Company Limited
- 2549 – Present      Audit Committee and Nomination and Remuneration Committee  
Major Cineplex Group Public Company Limited
- Present              Executive Director, Livesmart Company Limited
- 2530 – 2540          Managing Director, GF Capital Fund Public Company Limited

**Type of Director to be proposed** - Independent Director and Audit Committee

**for appointment**

**Method of Nomination** - Nominated by Nomination and Remuneration Committee

**Current Position**

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

Relates to the Company's business

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

**Meeting Attendance in 2010** : The Board of Directors' Meeting : attending 4/4

**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** : 68 years

**Education**

- Doctor of Public Administration, Ramkhamhaeng University,
- Master of Public Administration, Kent State University, U.S.A
- Bachelor Degree of Law, Thammasart University

**Training Course from** - DAP - Director Accreditation Program 7/04

**Thailand Institute of**

**Director Association (IOD)**

**Working Experience**

- Present Chairman of Board of Director Master Ad Public Company Limited
- Present Chairman of Board of Director A Plus Entertainment PLC.
- Present Independent Director and Audit Committee  
Preecha Group Public Company Limited
- Present Independent Director Kanyong Electric Public Comp
- Present Independent Director Major Cineplex Group PLC.

**Type of Director to be proposed** - Independent Director

**for appointment**

**Method of Nomination** - Nominated by Nomination and Remuneration Committee

**Current Position**

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

Relates to the Company's business

**No. year on the board** : 2 years

**Meeting Attendance in 2010** : The Board of Directors' Meeting : attending 4/4

**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



**Definition of Independent Directors**

Major Cineplex Group Public Company Limited (the “Company”) has defined Independent Director as any director who does not take part in the management of the Company, subsidiary companies or an associated companies or juristic person with conflict of interest. The Independent Director is independent from management and from controlling shareholders. The qualifications of the Company’s Independent Directors, which have been defined more restrictive than the criteria set by the Capital Market Supervisory Board, are as follows:

1. Holding not more than 0.5 percent of the Company’s shares with voting rights, or those of any subsidiary company, associated company or juristic person with conflict of interest, which shall be inclusive of the shares held by related persons.

2. Not being a director who is involved in the Company management, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Company, subsidiary company, associated company or juristic person with conflict of interest

3. Not holding a business relationship with the Company, subsidiary company, associated company or juristic person, which may have conflict of interest in such a way that prevents the use of independent discretion. Nor is one a major shareholder, a non-independent director, or an executive of a business holding a relationship with the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest.

4. Not being a person related by blood or registration under law, (as father, mother, spouse, sibling, or child, including the spouse of a child), to executives, major shareholders, controlling persons or those who will be nominated as an executive or a controlling person of the Company subsidiary companies, associated companies, or juristic persons with conflict of interest.

5. Not being a representative director appointed by the Company’s directors, major shareholders, or shareholders related to major shareholders.

6. Not being an auditor of the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest, and not being a major shareholder, non-independent director, executive or managing partner of the audit firm, in which there are auditors of the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest.

7. Not being a professional service provider such as a legal or financial adviser receiving service fees in excess of Baht 2 Million a year, from the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest. In cases where the adviser is a juristic person, it shall include the major shareholder, non-independent director, executive or managing partner of the above service provider.

8. Not holding other characteristics that prohibit the expression of independent opinion towards the Company's business undertakings.

The previous directorial records as an independent director to be brought up for consideration include: a new independent director, not subject to reelection as an independent director, must not be the person as in Items 2, 3, 6, and 7, during the last two years before appointment as an independent director; an independent director, subject to reelection as an independent director, must not be the person as in Items 3, 6, and 7, in the previous term before appointment as an independent director in the present term, except having been granted an exemption under notification of the Capital Market Supervisory Board.