

For consideration of Agenda 5: To consider and approve the election of directors to replace those who must retire by rotation including brief information and profile of each director who must retire but have been nominated for re-election as directors for another term

Pursuant to the applicable law and the Articles of Association of the Company, one-third of the directors must retire from office at every Annual General Meeting of Shareholders. The directors who will retire by rotation this year are as follows:

	Name	Position
1.	Mr. Voravith Chavananand	Vice-President
2.	Mr. Vatchara Chavananand	Director
3.	Mr. Rachada Singalavanija	Independent Director and Audit Committee

The Nomination and Remuneration Committee had considered according to the following criteria:

1. Qualifications
2. Working experience, knowledge and skills;
3. Section 68 of the Public Limited Companies Act, B.E. 2535 (1992)(as amended);
4. The qualifications of independent director according to the Notification of Capital Market Supervisory Board No. TorJor. 39/2559 as follows:
 - a) holding shares not exceeding 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person (including shares held by related persons of such independent director);
 - b) neither being nor used to be an executive director, employees, staff, advisor who receives salary or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person of the Company, unless the foregoing status has ended not less than 2 years ago (excluding the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company);
 - c) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child or of other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company;
 - d) neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years ago (the term of 'business relationship' shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and 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 3% or more of the net tangible assets of the Company or Baht 20,000,000 or more, whichever is lower);

- e) neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years ago;
 - f) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2,000,000 per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years ago;
 - g) not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
 - h) not undertaking any business of the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business of the same nature and in competition to the business of the Company or its subsidiary company; and
 - i) not having any other characteristics which cause give rise to the inability to express independent opinions with regard to the Company's business operations.
5. The minimum requirements of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board; and
 6. Company's Articles of Association and/or Rules and Regulations.

According to the above criterions, the Board of Directors' Meeting, after consideration, agreed that all directors who are to retire have good performance. For the Company's benefit, it is appropriate to propose the shareholders' meeting to consider and re-appoint such directors for another term.

Brief information and profiles of the aforementioned directors are as follows:

**Brief information and profiles of the nominated directors
in the position of Vice-President**



Name Mr. Voravith Chavananand
 Age 62years old
 Nationality Thai
 Address 2048Phetburi Extension Road, Bangkabi Sub-District,
 Huai Kwang District, Bangkok Metropolis
 Position Vice-President
 Amount of shares 0.32%
 Number of year as Director 30 years
 Education - Bachelor Degree of Accountancy, Bangkok University
 Training Programs by Thai Institute of Directors (IOD) and others
 - Directors Accreditation Program (DAP) 54/2006
 Experiences and current position in other company
 Listed Company
 - None -
 Non-listed Company
 2003-Present: Managing Director / Vichitbhan Construction Co., Ltd.
 1996-Present: Director / Chavananand Holding Co., Ltd.
 1994-Present: President / C.V.N. Development Co., Ltd.
 1992-Present: Vice-President / Vichitbhan Real Estate Co., Ltd.
 1985-Present: Vice-President/ Vichitbhan Plantation Co., Ltd.
 Director / Executive of other business that might conflict with the company's interest
 - None -
 Meeting Attendance (in the year 2017)
 - Attending the Board of Directors' Meeting 5 times out of 5 times

**Brief information and profiles of the nominated directors
in the position of Director**



Name Mr. Vatchara Chavananand
Age 54 years old
Nationality Thai
Address 2048 Phetburi Extension Road, Bangkabi Sub-District,
Huai Kwang District, Bangkok Metropolis
Position Director and Deputy Executive Officer of Oil Palm Plantation
Department
Amount of shares 4.26%
Number of year as Director 30 years
Education - Senior High School
Training Programs by Thai Institute of Directors (IOD) and others
- Director Accreditation Program (DAP) 54/2006
Experiences and current position in other company
Listed Company
- None -
Non-listed Company
2012-Present: Executive Director / Vichitbhan Logistics Co., Ltd.
2008-Present: Director / VG Energy Co., Ltd.
1996-Present: Director / Chavananand Holding Co., Ltd.
1992-Present: Managing Director / Vichitbhan Real Estate Co., Ltd.
1985-Present: Deputy Managing Director / Vichitbhan Plantation Co., Ltd.
Director / Executive of other business that might conflict with the company's interest
- None -
Meeting Attendance (in the year 2017)
- Attending the Board of Directors' Meeting 4 times out of 5 times

**Brief information and profiles of the nominated directors
in the position of Independent Director and Audit Committee**



Name Mr. Rachada Singalavanija
 Age 68 years old
 Nationality Thai
 Address 999/237 Kesinee Village, Pracha Uthit Road, Samsennok Sub-District, Huai Kwang District, Bangkok Metropolis
 Position Independent Director and Audit Committee
 Amount of shares None
 Number of year as Director 2 years
 Education - Master Degree of M.S.E. (Industrial), West Virginia University, USA
 - Bachelor Degree of Engineering (Industrial Engineering), Chulalongkorn University, Thailand
 - Bachelor Degree of Law, Ramkhamhaeng University
 Training Programs by Thai Institute of Directors (IOD) and others
 - Director Accreditation Program (DAP) 67/2007
 Experiences and current position in other company
 Listed Company
 - None -
 Non-listed Company
 2009-Retired: Deputy Permanent Secretary / Ministry of Industrial
 2006-2009: Director General Department of Industrial Works / Department of Industrial Works
 2004-2006: Deputy Permanent Secretary / Ministry of Industry
 2003-2004: Chief of Inspector General / Ministry of Industry
 2001-2003: Inspector General / Ministry of Industry
 1998-2001: Deputy Director General, Department of Industrial Works / Ministry of Industry
 1998: Director Industrial Pollution Management Bureau Technology / Department of Industrial
 Relationship with the Company, subsidiaries or entities that might have conflict of interests during the last 2 years:
 • Being a director, executive, employee, staff or advisor who receives salary: None
 • Rendering professional services such as auditor and legal consultant: None
 • Having a significant business relationship with the Company that may obstruct the exercise of independent discretion such as trading with the Company and providing loan or take on a loan: None
 Meeting Attendance (in the year 2017)
 - Attending the Board of Directors' Meeting 5 times out of 5 times