

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. Krisada Chavananand	Director and Managing Director
2. Mrs. Supaluck Tiasevanakul	Director and Deputy Managing Director of Accounting, Finance and Office
3. Mr. Jiraphant Asvatanakul	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 criteria, 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 Director and Managing Director**



Name Mr. Krisada Chavananand
 Age 58 years old
 Nationality Thai
 Address No. 2048 Phetburi Extension Road, Bangkabi Sub-District,
 HuaiKwang District, Bangkok Metropolis
 Position Director and Managing Director
 Stock proportion 38.99%
 Number of year as Director 24 years
 Education - Master of Science in Computer Science Columbia
 University, USA
 - Bachelor of Science in Computer Science, Sam Houston
 State University, USA.
 Training Programs by Thai Institute of Directors (IOD) and others
 - Directors Accreditation Program (DAP) 105/2013
 Experiences and current position in other company
 Listed Company
 - None -
 Non-listed Company
 2018– Present: Chairman / The Palm Oil Industry Group, The Federation of Thai
 Industries
 2012 – Present: Executive Director / Vichitbhan Logistics Co., Ltd.
 2011 – Present: Director / Chavananand Holding Co., Ltd.
 2008 – Present: Director / National Palm Oil Policy Committee
 2008 – Present: Executive Director / VG Energy Co., Ltd.
 1991 – Present: Deputy Managing Director / Vichitbhan Plantation Co., Ltd.
 2016 – 2018: Vice Chairman / the Palm Oil Industry Group, The Federation of Thai
 Industries
 2012 – 2016: Chairman of the Subcommittee on Oil Palm and Products from Oil Palm
 Act
 2008 - 2015: Chairman / the Palm Oil Industry Group, The Federation of Thai
 Industries
 2008 - 2015: Association President / Oil Mill Association
 2003 – 2015: Association President / Collaboration of Thai Clean Development
 Mechanism Project
 1990 – 1993: Dean of the Faculty of Science and Technology / Assumption University
 1988 – 1990: Lecturer of Assumption University/ Assumption University
 Director/Executive of other business that might conflict with the company’s interest
 - None -
 Meeting Attendance (in the year 2018)
 - 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 and Deputy Managing Director
of Accounting, Finance and Office**



Name Mrs. Supaluck Tiasevanakul
Age 56 years old
Nationality Thai
Address No. 2048 Phetburi Extension Road, Bangkabi Sub-District,
HuaiKwang District, Bangkok Metropolis
Position Director and Deputy Managing Director of Accounting, Finance
and Office
Stock proportion 7.66%
Number of year as Director 21 years
Education - Master of Business Administration, University of New Haven, USA
- Bachelor of Economics, Chulalongkorn University
Training Programs by Thai Institute of Directors (IOD) and others
- Director Accreditation Program (DAP) 105/2013
Experiences and current position in other company
Listed Company
- None -
Non-listed Company
2008 – Present: Director / VG Energy Co., Ltd.
1998 – Present: Director/ CholPattana Co., Ltd.
1988 – Present: Managing Director / Vichitbhan Farm Co., Ltd.
1987 – Present: Deputy Managing Director / VichitbhanPalmoil PCL
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 2018)
- Attending the Board of Directors’ Meeting 5 times out of 5 times

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



Name Mr. Jiraphant Asvatanakul
Age 59years old
Nationality Thai
Address No. 89/70 Moo 2, TambolWang Sala, AmphurThaMuang, Kanchanaburi Province 71110
Position Independent Director and Audit Committee
Stock proportion None
Number of year as Director 2 years
Education -Master of Professional Accounting, University of Texas at Austin, U.S.A.
- Bachelor Degree of Economics, Thammasat University
Training Programs by Thai Institute of Directors (IOD) and others
- Director Accreditation Program (DAP)
- Certificate of Advanced Insurance Course, Class 1 - OIC Advanced Insurance Institute
- Diploma, Senior Executive, Capital Market Academy (Class 22), Capital Market Academy
Experiences and current position in other company
Listed Company
1987 – Present: Chief Executive Officer and President / Thaivivat Insurance PCL
2014 – 2016: Director / Thai Reinsurance PCL
Non-listed Company
2017 – Present: President / Thai General Insurance Association
2017 – Present: Director, Thai General Insurance Fund
2017 – Present: Secretary General / Thai Chamber of Commerce & Board of Trade of Thailand
2016 – Present: President / Thai-Iran Business Council
2015 – Present: Board Treasurer / Thai-Chinese Business Council
2014 – 2017: Board Treasurer / Thai Chamber of Commerce & Board of Trade of Thailand
2013–Present: Director / Thai Association of Insurance
2009 – Present: Director / T.I.I. Co., Ltd. (Thailand -Insurance Institute)
2001 – Present: Director and Investment Committee / Road Accident Victims Protection Co., Ltd.
2009 – 2013: President of Thai General Insurance Association

2008 – 2013: President / Thai General Insurance Fund

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 2018)

- Attending the Board of Directors' Meeting 5 times out of 5 times