

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 nominated person for re-election as the directors in the place of those whose terms expired by rotation

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. Bandhoo Supakavanich	Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the Nomination and Remuneration and Independent Director
2.	Mr. Vithaya Chavananand	Vice President and Company Secretary
3.	Mr. Vatchara Chavananand	Director / Risk Management Committee / Deputy Managing Director of Palm Plantation

The criterion for the Nomination and Remuneration Committee

1. Qualifications
2. Working experience, knowledge and skills
3. Section 68 of the Public Limited Companies Act, B.E. 2535 (1992)
4. The qualifications of independent director according to the Stock Exchange of Thailand as follows:
 - a) Holds no more than 1% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, Associated Company and a Major Shareholder or an Entity with Controlling Authority.
(This is inclusive of shares held by anyone who is affiliated with them.)
 - b) Does not involve in the management, employees, staff and consultant with monthly salary or Entities with Controlling Authority over the Company, a Subsidiary, Associated Company and a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior.
 - c) Has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of another Director. Further, an Independent Director has no such connection with an Executive, a Major Shareholder, and an Entity with Controlling Authority or an Individual who will be nominated as Director, Executive or Entity with Controlling Authority over the Company or a Subsidiary.
 - d) Has no business relationship with the Company, a Subsidiary, Associated Company and a Major Shareholder or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, a Subsidiary, Associated Company and a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior.
(Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower.)

- e) Not an auditor of the Company, a Subsidiary, Associated Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, Associated Company and a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior.
 - f) Not a person rendering any professional service or a legal or financial consultant who is paid more than 2 Million Baht in service fee per year by the Company, a Subsidiary, Associated Company and a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior.
 - g) Not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.
 - h) Not engage in a business of the same nature as and which is significantly competitive to that of the Company and a Subsidiary. Furthermore, not a significant partner to a partnership or a Director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
5. The minimum requirements of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board
6. Company's Rules and Regulation

According to the above criteria, the Board of Directors meeting agreed that all retired directors performed with good manners in maintaining the company's benefits. Thus, there was an appropriate reason to re-appoint all retired directors back to the company's directors.

The profiles of the nominated directors are as follows:

**The brief profiles of the nominated directors,
Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the
Nomination and Remuneration and Independent Director**



Name	Mr. Bandhoon Supakavanich
Age	70 years old
Nationality	Thai
Address	7/348 Vibhavadi 36 alley, Chatuchak, Bangkok
Position	Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the Nomination and Remuneration and Independent Director
Stock proportion	0.00
Number of year as Director	6 years

Education - Master of Public Administration, Eastern Kentucky University, USA
- Bachelor of Science in Forestry, Kasetsart University
- Bachelor of Political Science in Politics and Government, Ramkhamhaeng University

Training Programs by Thai Institute of Directors (IOD) and others

- Directors Certification Program (DCP) DCP 94/2007
- Audit Committee Program (ACP) ACP 94/2007

Experiences and current position in other company

Listed Company

- None -

Non-listed Company

2011 – 2012: Secretary General / The Secretariat of the Prime Minister Government House

2011: Member of the House of Representatives / Pheu Thai Party

2010 – 2011: Commissioner / National Broadcasting and Telecommunication Commission

2008 – 2009: Budget Director / Bureau of the Budget, Office of the Prime Minister

Director of other business that might conflict with the company's interest

- None –

Relationship with the company, subsidiaries or entities that might have conflict of interests during the last 2 years:

- Involvement in the management, employees, staff and consultant with monthly salary: None
- Rendering professional services such as auditor and legal consultant: None
- Having a business relationship with the company that may obstruct the exercise of independent discretion such as trading and loan transaction: None

Meeting Attendance (2019)

- 5 times out of 5 times

The brief profiles of the nominated directors, Vice President and Company Secretary



Name	Mr. Vithaya Chavananand
Age	62 years old
Nationality	Thai
Address	2048 Phetburi Extension Road, Bangkabi, Huai kwang, Bangkok
Position	Vice President and Company Secretary
Stock proportion	4.63%
Number of year as Director	33 years
Education	- Master of Business Administration, Webster University, USA

- Bachelor Degree of Political Science Finance, Chulalongkorn University

Training Programs by Thai Institute of Directors (IOD) and others

- Director Accreditation Program (DAP) DAP 52/2006
- Directors Certification Program (DCP) DCP 84/2006
- Audit Committee Program (ACP) ACP 32/2010
- Monitoring Fraud Risk Management (MFM) MFM 4/2010

Experiences and current position in other company

Listed Company

2018 – Present: Independent Director, Audit Committee and Nomination & Remuneration Committee / Grand Canal Land Public Company Limited

2010 – Present: Risk Management Committee / Robinson Department Store PCL

2007 – Present: Nomination & Remuneration Committee / Robinson Department Store PCL

2006 – Present: Director, Independent Director and Audit Committee / Robinson Department Store PCL

Non-listed Company

2012 – Present: Director / Vichitbhan Logistics Co., Ltd.

2011 – Present: Director / Setran Ferry Company Limited

1996 – Present: Board of Director/ Chavananand Holding Co., Ltd.

1994 – 2019: Managing Director / V.C.N. Development Co., Ltd.

1992 – Present: Board of Director / Vichitbhan Real Estate Co. Ltd.

1985 – Present: Director / Vichitbhan Plantation Co., Ltd.

1979 – 2019: Board of Director / Vichitbhan Construction Co., Ltd.

Director of other business that might conflict with the company's interest

- None -

Meeting Attendance (2019)

- 4 times out of 5 times

**The brief profiles of the nominated directors,
Director / Risk Management Committee / Deputy Managing Director of Palm
Plantation**



Name	Mr. Vatchara Chavananand
Age	55 years old
Nationality	Thai
Address	2048 Phetburi Extension Road, Bangkabi, Huai kwang,
Position	Director / Risk Management Committee / Deputy Managing Director of Palm Plantation

Stock proportion 4.26%
Number of year as Director 33 years
Education - High School
Training Programs by Thai Institute of Directors (IOD) and others
- Director Accreditation Program (DAP) DAP 54/2006
Experiences and current position in other company
Listed Company
- None -
Non-listed Company
2012 – Present: Board of Director / Vichitbhan Logistics Co., Ltd.
2008 – Present: Board of Director / VG Energy Co., Ltd.
1996 – Present: Board of Director / Chavananand Holding Co., Ltd.
1992 – Present: Managing Director / Vichitbhan Real Estate Co., Ltd.
1985 – Present: Deputy Managing Director / Vichitbhan Plantation Co., Ltd.
Meeting Attendance (2019)
- 5 times out of 5 times