

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. Voravith Chavananand	Vice President
2.	Mr. Rachada Singalavanija	Audit Committee, Risk Management Committee and Independent Director
3.	Mr. Krisada Chavananand	Managing Director, and President of Risk Management Committee

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 criterions, 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,
Vice President**



Name	Mr. Voravith Chavananand
Age	65 years old
Nationality	Thai
Address	2048 Phetburi Extension Road, Bangkabi Sub-District, Huai Kwang District, Bangkok Metropolis
Position	Vice President
Amount of shares	0.32%
Number of year as Director	34 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 2020)

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

**The brief profiles of the nominated directors,
Audit Committee, Risk Management Committee and Independent Director**



Name	Mr. Rachada Singalavanija
Age	71 years old
Nationality	Thai
Address	999/237 Kesinee Village, Pracha Uthit Road, Samsennok Sub-District, Huai Kwang District, Bangkok Metropolis
Position	- Audit Committee, Risk Management Committee and Independent Director
Amount of shares	None
Number of year as Director	5 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

1998: of Industry
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 2020)

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

**The brief profiles of the nominated directors,
Managing Director, and President of Risk Management Committee**



Name	Mr. Krisada Chavananand
Age	60 years old
Nationality	Thai
Address	2048 Phetburi Extension Road, Bangkabi, Huai kwang, Bangkok
Position	Director and Managing Director
Stock proportion	38.99%
Number of year as Director	27 years
Education	- Master of Science, the Trustees of 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 FTI 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 FTI 2012 – 2016: Chairman of the Subcommittee on Oil Palm and Palm Oil Act 2008 - 2015: Chairman / the Palm Oil Industry Group FTI

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, Assumption University/ Assumption University

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

- None -

Meeting Attendance (2020)

- 5 times out of 5 times