



Attachment for consideration in Agenda 6
of The Annual General Meeting of Shareholders No. 81 to be held on 22 April 2014,
integral part of Invitation letter to the Annual General Meeting of Shareholders No. 81

Agenda 6 To consider the approval of the appointment of directors to replace the directors due to be retired by rotation.

The Company's Articles of Association Article 16, which is in accordance with the Public Limited Companies Act B.E. 2535, state that

"At every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired directors may be re-elected."

Present nine directors whose names are registered with Commercial Registration Department, Ministry of Commerce are as follows:

- | | |
|------------------------------|--------------------------------|
| 1. Mr. Santi Grachangnetara | 2. Mr. Somchai Jongsirilerd |
| 3. Mr. Surasak Osathanugraha | 4. Mr. Kirit Shah |
| 5. Mr. Khushroo Kali Wadia | 6. Mr. Kasemsit Pathomsak |
| 7. Mr. Ishaan Shah | 8. Mr. Kris Thirakaosal |
| 9. Mr. John Scott Heinecke | 10. Mr. Paniti Junhasavasdikul |
| 11. Mr. Jirayut Rungsrithong | |

At the Annual General Meeting No. 81 to be held on 22 April 2014, the Board of Directors will propose the election of directors to replace the directors who are due to be retired by rotation and approve their remuneration as stated in Article 71 and Article 90 of the Public Limited Companies Act B.E. 2535.

The three directors who are due to be retired by rotation are as follows:

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|------------------------------|---|
| 1. Mr. Santi Grachangnetara | Chairman of the Board of Directors / Executive Chairman |
| 2. Mr. Somchai Jongsirilerd | Director |
| 3. Mr. Surasak Osathanugraha | Assistant Managing Director/ Director and Company Secretary/Risk Management Committee / Member of the Executive Board |

Information of Director Nominee in Agenda 6



Working Experiences

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|---------------------|---|
| Sep. 2012 – Present | : Director and Chairman of the Board of Directors / Executive Chairman Christiani & Nielsen (Thai) Public Company Limited |
| 2008 – 2012 | : Director and Chairman of the Board of Directors Christiani & Nielsen (Thai) Public Company Limited |
| 2001 – 2007 | : Director and Chairman of the Board of Directors / Chief Executive Officer Christiani & Nielsen (Thai) Public Company Limited |
| 1999 – 2001 | : Director and Chief Executive Officer Christiani & Nielsen (Thai) Public Company Limited |

1993 – 1997 : Managing Director
One Holding PCL. & Subsidiary Companies

Legal Violation Record in the Past 10 Years : None



CHRISTIANI & NIELSEN

Information of Director Nominee in Agenda 6



Name-Surname : Mr. Somchai Jongsirilerd
Position : Director
Age : 59 years
Education : Bachelor of Engineering, Chulalongkorn University
 Master of Business Administration, Detroit University, USA
Director Training : Thai Institute of Directors Association
 Directors Accreditation Program (DAP), 2004

Working Experiences

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|---------------------|---|--|
| Nov 2013 - Present | : | Director - Christiani & Nielsen (Thai) Public Company Limited |
| Sep 2012 – Nov 2013 | : | Director / Managing Director / Risk Management Committee / Member of the Executive Board Christiani & Nielsen (Thai) Public Company Limited |
| May 2009 - Aug 2012 | : | Director / Chief Executive Officer and Managing Director – Construction Christiani & Nielsen (Thai) Public Company Limited |
| Dec 2008 - May 2009 | : | Director and Managing Director – Construction Christiani & Nielsen (Thai) Public Company Limited |
| Apr 2008 - Dec 2008 | : | Independent Director Christiani & Nielsen (Thai) Public Company Limited |
| Present | : | Director, Thai Metal Drum Manufacturing PCL. |
| Past | : | Managing Director, Dynasty Ceramic PCL. |
| Past | : | Assistant to Managing Director, One Holding PCL. |
| Past | : | Managing Director / Director / Risk Management Committee Christiani & Nielsen (Thai) Public Company Limited |

Present
Present

Others (Non Listed Companies)

: Director - The Pet Company Limited.
 : Director – Songkhal Metal Drum Company Limited.

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|--|---|----------|
| Position in the Company Board of Directors | : | Director |
| Board of Directors Meeting Attendance in 2013 | : | 5/6 |
| No. of shares held as of 31 December 2013 | : | - |
| Having any interests in the Company | : | None |
| Family relationship among Directors | : | None |
| Legal Violation Record in the Past 10 Years | : | None |



Information of Director Nominee in Agenda 6



Name-Surname : Mr. Surasak Osathanugraha

Position : Assistant Managing Director/Director and Company Secretary/Risk Management Committee / Member of the Executive Board

Age : 46 years

Education : Bachelor of Laws, Chulalongkorn University Bachelor in Accountancy, Assumption Master of Finance, Chulalongkorn University.

Director Training: Certified Public Accountant (CPA) No. 8290
Thai Institute of Directors

- Director Certification Program 2012 Company
- Secretary Program 2010
- Company Report Program 2012

Working Experiences

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| Listed Companies | |
| Sep. 2012 - Present | : Assistant Managing Director /Director and Company Secretary / Risk Management Committee / Member of the Executive Board Christiani & Nielsen (Thai) Public Company Limited |
| Mar 2010 - Aug 2012 | : Director and Company Secretary / Assistant to Chief Executive Officer Christiani & Nielsen (Thai) Public Company Limited |
| Dec 2009 - Mar 2010 | : Assistant to Chief Executive Officer Christiani & Nielsen (Thai) Public Company Limited |
| 2004 – 2009 | : Managing Director, Vice President-Internal Audit (N-Park's Group), Natural Park PCL. |
| 2000 - 2004 | : Assistant VP (Budgeting Division) Bank of Asia (ABN Amro Member) / UOB Bank |
| Other Organizations (Non Listed Companies) | |
| 1994 - 2000 | : Accounting Manager, Tax Advisor & Attorney-at-law George & Killeen P.C. Ltd. |

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|--|--|
| Position in the Company Board of Directors | : Assistant Managing Director/Director and Company Secretary/Risk Management Committee / Member of the Executive Board |
| Board of Directors Meeting Attendance in 2013 | : 5/6 |
| No. of shares held as of 31 December 2013 | : - |
| Having any interests in the Company | : None |
| Family relationship among Directors | : None |
| Legal Violation Record in the Past 10 Years | : None |



Selective Procedure for Independent Directors

The Nomination Committee is responsible for selecting the Company's independent directors while qualification and independent of the candidates were taking into consideration before proposing the qualified candidates to the Board of Directors.

Qualifications of Independent Directors

- a Holding shares not exceeding 0.80 per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate 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, employee, staff, advisor who receives salary or other kinds of compensation from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling persons or other juristic person may have conflicts of interests (present and during less than 2 years prior to the date of appointment).
- c They must not be a blood relative, legal relative, related person or close relative of any executive director, executive officer, major shareholder or controlling person in/of the Company.
- d Neither having nor used to have a business relationship pursuant to the regulations of the Securities and Exchange Commission and also must be free of any present, direct or indirect, financial or other interest in the management and business of the Company, its subsidiaries, associated companies, or its major shareholders.
- e neither being nor used to be an auditor or a provider of any professional services including those as legal advisor or financial advisor from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person ant not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relations has ended not less than 2 years prior to the date of appointment.
- f They must not be acting as a nominee or representative of any Director, major shareholder or shareholders, who are a relative of any major shareholders of the Company.
- g Not undertaking any business of same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner, or being an executive director, employee, staff, advisor who receives salary or controlling person or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- h They must be able to carry out their duties, exercise their judgement, and report the committee's performances, which are assigned by the Board of Directors without being influenced by Executive Directors or major shareholders of the Company, including related persons or relatives.
- i not having any other characteristics which cause the inability to express independent opinions.
- j Being able to provide equitable protection to benefit of all shareholders, and being able to prevent any conflict of interests might be occurred between the Company and executives, major shareholders, or any other company having similar major shareholders. May be appointed by the Board of Directors to make decision in a group (collective decision) regarding business operation for the Company, subsidiaries, affiliate or juristic person which may have conflicts of interest.

The definition of Independent Directors is compatible with the Rules and Regulations of the Stock Exchange of Thailand.