



Attachment for consideration in Agenda 6
of The Annual General Meeting of Shareholders No. 84 to be held on 24 April 2017,
integral part of Invitation letter to the Annual General Meeting of Shareholders No. 84

Agenda 6 To consider and approve the reappointment of 4 Directors who retire 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 eleven 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. Mrs. Nampung Wongsmith |
| 11. Mr. Suphon Tubtimcharoon | |

At the Annual General Meeting No. 84 to be held on 24 April 2017, 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 four directors who are due to retire by rotation and are nominated for re-election as follows:

- | | |
|------------------------------|--|
| 1. Mr. Santi Grachangnetara | Chairman of the Board of director / Executive Chairman |
| 2. Mr. Surasak Osathanugraha | Asistant Managing Director /Director and Company Secretary / Risk Management Committee / Member of the Executive Board |
| 3. Mr. Somchai Jongsirilerd | Director |
| 4. Mr. Suphon Tubtimcharoon | Independent Director |



Information of Director Nominee in Agenda 6.1



MR. SANTI GRACHANGETARA

Position	Chairman of the Board of director
Date of appointment on the board	10 April, 2008
Age	72 years
Education	Master of Engineering Cambridge University, United Kingdom Bachelor of Engineering Cambridge University, United Kingdom

Training

▪2005	Thai Institute of Directors Directors Accreditation Program (DAP)
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Experience

▪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

Occupation

Director and Chairman of the Board of Directors / Executive Chairman Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Nil
Non-Connected Companies	Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies: Nil Non-Listed Companies: CNT HOLDINGS LIMITED
Other Organisations	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil

No. of Shares held (shares) as of year end 2016

Description	As of 1 January 2016	Acquisition in 2016	Disposal in 2016	Increase (Decrease) in 2016	As of 31 December 2016
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2016	Meeting Attendance in 2016
The Board of Directors	6/6 times
The Executive Board of Directors	3/4 times
The Annual General Meeting of Shareholders	1/1 times



Information of Director Nominee in Agenda 6.1



MR. SURASAK OSATHANUGRAHA

Position Director and Company Secretary, Executive Director, Risk Management Committee , Assistant to Managing Director

Date of appointment on the board 1 December, 2009

Age 48 years

Education Master of Finance, Chulalongkorn University
Bachelor of Laws, Chulalongkorn University
Bachelor in Accountancy, Assumption University
Certified Public Accountant (CPA) No. 8290

Training

- 2016 Anti-Corruption :The Practical Guide, Thai Institute of Directors
- 2012 Director Certification Program, Thai Institute of Directors
- 2012 Company Report Program, Thai Institute of Directors
- 2010 Company Secretary Program, Thai Institute of Directors

Experience

- Sep 2012 - Present Director and Company Secretary, Executive Director, Risk Management Committee , Assistant to Managing Director 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

Others (Non Listed Companies)

- 1994 - 2000 Accounting Manager,
Tax Advisor & Attorney-at-law George & Killeen P.C. Ltd.

Occupation

Director and Company Secretary, Executive Director, Risk Management Committee , Assistant to Managing Director Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Nil
Non-Connected Companies	Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies: Nil Non-Listed Companies: 1.CNT HOLDINGS LIMITED 2.CHRISTIANI AND NIELSEN (MYANMAR) LIMITED
Other Organisations	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil



CHRISTIANI & NIELSEN

No. of Shares held (shares) as of year end 2016

Description	As of 1 January 2016	Acquisition in 2016	Disposal in 2016	Increase (Decrease) in 2016	As of 31 December 2016
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2016	Meeting Attendance in 2016
The Board of Directors	6/6 times
The Executive Board of Directors	4/4 times
The Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 times



Information of Director Nominee in Agenda 6.1



MR. SUPHON TUBTIMCHAROON

Position Independent Director

Date of appointment on the board 8 December, 2015

Age 66 years

Education BS.CE Mapua Institute of Technology, Philippines
Diploma in Highway Engineering, KMIT

Training

▪2005 Director Certification Program (DCP), Thai Institute of Directors
▪2009 Capital Market Academy (CMA) , Capital Market Academy (CMA)

Experience

▪ Dec 2015-Present Independent Director Christiani & Nielsen (Thai) Public Company Limited
▪ 2012-2013 Director, Bangchak Petroleum Public Company Limited
▪ 2009 -2011 Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited
▪ 2006 - 2009 Executive Vice President, Petrochemicals & Refining Business Unit, Director, PTT Public Company Limited, Senior Executive Vice President, Corporate Planning, IRPC Public Company Limited
▪2011-2014 Executive Board Member, ICC Thailand General Council
▪2011-2013 Director, Thai Paraxylene Company Limited
▪2009-2012 Director, Independent Power Thailand Company Limited
▪2011-2012 Director, Thai Oil Power Company Limited
▪2009- 2011 Director, Thai Oil Energy Solutions Company Limited
Managing Director and Director, Thai Paraxylene Company Limited

Occupation

Independent Director
Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Nil
Non-Connected Companies	Nil
Other related Companies (Subsidiaries/Associated Companies)	Nil
Other Organisations	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil

No. of Shares held (shares) as of year end 2016

Description	As of 1 January 2016	Acquisition in 2016	Disposal in 2016	Increase (Decrease) in 2016	As of 31 December 2016
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2016	Meeting Attendance in 2016
The Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 time



Information of Director Nominee in Agenda 6.2

MR. MAXWELL WILLIAM FEDERBUSH II



TYPE OF DIRECTOR PROPOSED

Director

Age

43 years

Education

Master of Business Administration,
Columbia University, USA
Master of Business Administration,
London Business University, USA
Bachelor of Arts, English ,
University of Pennsylvania, USA

Training

- 2017

Thai Institute of Directors

Directors Certification Program (DCP)235

Experience

- 2007 – Present
- 2002 - Present
- 2001 - 2002
- 2012 - 2014
- 1999 - 2001
- 1997 - 1998

Co-Founder, Managing Partner, Dynasty Investments
Executive Vice President, Varick Realty Corp. New York, USA
Vice President, Express, Verizon, Costo, Dish Networks, DirectTV
Co-Founder, Managing Partner, Arocrest Capital Management
Director of Operations and New Business Development, LA, <kpe>
Director, Strategic Growth, Spark Management, LP New York, USA

Occupation

Co-Founder, Managing Partner, Dynasty Investments
Executive Vice President, Varick Realty Corp.

Directorship and positions held in other companies and other organizations

Connected Companies	Nil
Non-Connected Companies	Nil
Other related Companies (Subsidiaries/Associated Companies)	Nil
Other Organisations	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil

No. of Shares held (shares) as of year end 2016

Description	As of 1 January 2016	Acquisition in 2016	Disposal in 2016	Increase (Decrease) in 2016	As of 31 December 2016
By himself	-	-	-	-	-
By his spouse and minor children (if any)	581,126,256	-	-	-	581,126,256

Relationship Of Directors

: Mr. Maxwell Willam Federbush II is the son in law of Mr. Kirit Shah
and the older brother in law of Mr. Ishaan Shah



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 and 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.