



CHRISTIANI & NIELSEN

Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda 5

of The Annual General Meeting of Shareholders No. 86 to be held on 22 April 2019,
integral part of Invitation letter to the Annual General Meeting of Shareholders No. 86

Agenda 5 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. Kirit Shah |
| 3. Mr. Kasemsit Pathomsak | 4. Mr. Kris Thirakaosal |
| 5. Mrs. Nampung Wongsmith | 6. Mr. Khushroo Kali Wadia |
| 7. Mr. Ishaan Shah | 8. Mr. Surasak Osathanugraha |
| 9. Mr. Vites Ratanakorn | 10. Mr. John Scott Heinecke |
| 11. Mr. Suphon Tubtimcharoon | 12. Mr. Maxwell Federbush |

At the Annual General Meeting No. 86 to be held on 22 April 2019, 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. Khushroo Kali Wadia | Director Executive Director Risk Management Committee Member Managing Director |
| 2. Mr. John Scott Heinecke | Director |
| 3. Mrs. Nampung Wongsmith | Independent Director Audit & Corporate Governance Committee Member Chairperson of Risk Management Committee |
| 4. Mr. Maxwell William Federbush* | Director |

Note* : Mr. Maxwell William Federbush II has excused himself from re-nomination for another term due to personal reasons. Therefore, only Mr. Khushroo Kali Wadia, Mr. John Scott Heinecke and Mrs. Nampung Wongsmith are hereby nominated for re-election.



CHRISTIANI & NIELSEN

Information of Director Nominee in Agenda

MR.KHUSHROO KALI WADIA



Position	Director, Executive Director, Risk Management Committee Member, Managing Director
Date of appointment on the board	11 November 2011
Age	56 years
Education	Bachelor of Statistic, Mathematic and Economic CPA from India. Chartered Accountant, Institute of Chartered Accountants of India.

Training

- 2005

Thai Institute of Directors (IOD)

Directors Certificate Program (DCP) Class 64/2005

Experience

- Nov 2013 - Present
- 2011 - Nov 2013
- Apr 2018 - Present
- 1999 - Present
- Present
- Present
- 1994 - 1999
- 1997 - 1998
- 1990 - 1994
- 1988 - 1990

Director, Executive Director, Risk Management Committee Member, Managing Director
Christiani & Nielsen (Thai) Public Company Limited
Director, Christiani & Nielsen (Thai) Public Company Limited
Director, Gammon Engineers and Contractors Private Limited (GECPL), India
Director (Finance), Precious Shipping Public Company Limited
Director, Maxwin Builders Ltd.
Director, The Atrium Hotel Ltd.
Director (Finance & Accounts), Maxwin Group of Companies
Vice President (Finance & Administration), Suretex Limited
Financial Controller, Maxwin Group of Companies
Assistant Manager, A.F. Ferguson & Co

Occupation

Managing Director
Christiani & Nielsen (Thai) Public Company Limited
Director (Finance), Precious Shipping Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies: Nil
	Non-Listed Companies: Director, Maxwin Builders Ltd.
Non-Connected Companies	Listed Companies: Director (Finance), Precious Shipping Public Company Limited
	Non-Listed Companies: Director, The Atrium Hotel Ltd.
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies: Nil
	Non-Listed Companies: 1. Director, CNT Holdings Limited 2. Managing Director, Christiani & Nielsen (Myanmar) Limited 3. Chairman of Director, Christiani & Nielsen (Cambodia) Limited
Other Organizations	Nil



CHRISTIANI & NIELSEN

No. of Shares held (shares) as of year end 2018

Description	As of 1 January 2018	Acquisition in 2018	Disposal in 2018	Increase (Decrease) in 2018	As of 31 December 2018
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 2018	Meeting Attendance in 2018
The Board of Directors	6/6 times
The Executive Board of Directors	4/4 times
The Risk Management Committee	4/4 times
The AGM of Shareholders	1/1 time

No. of shares held as of 31 December 2018	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil



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Information of Director Nominee in Agenda 5



MR. JOHN SCOTT HEINECKE

Position	Director
Date of appointment on the board	10 April 2013
Age	47 years
Education	BBA International Business, Washington State University, Pullman, USA BBA Marketing, Washington State University, Pullman, USA

Training

- 2005

Thai Institute of Directors (IOD)

Director Certification Program (DCP),

Experience

- 2013 - Present Director Christiani & Nielsen (Thai) Public Company Limited
- 2015 - Present Chief Operating Officer-Hot Chain, Minor Food Group PCL.
- 2012 - Present Director, S&P Syndicate PCL.
- 2010 - Present Executive Director, S&P Syndicate PCL.
- 2010 - Present Director, Minor Food Group PCL.
- 2009 - 2015 Vice President, Minor Food Group PCL.
- 2006 - Present Director, Minor Corporation PCL.
- 2011 - Present Board of Trustees, International School Bangkok
- 2007 - 2009 General Manager, Minor Food Group PCL.
- 2006 - 2006 Director of Global Sourcing, The Minor Food Group PCL.
- 2004 - 2005 General Manager, Burger (Thailand) Ltd.
- 2002 - 2003 Operations Manager, Burger (Thailand) Ltd.
- 2000 - 2002 Business Development Manager, Fountain Division of Coca-Cola North America, USA
- 1998 - 2000 Account Executive, The Coca-Cola Company, USA

Occupation

Management, Minor Food Group PCL.

Directorship and positions held in other companies and other organizations

Connected Companies	Nil
Non-Connected Companies	Listed Companies: 1. Member of the Board of Directors, S&P Syndicate PCL. 2. Executive Director, S&P Syndicate PCL. Non - Listed Companies: 1. Member of the Board of Directors, Minor Food Group PCL 2. Chief Operating Officer-Hot Chain, Minor Food Group PCL. 3. Director of the Board, Minor Corporation PCL.
Other related Companies (Subsidiaries/Associated Companies)	Nil
Other Organizations	Board Trustee, International School Bangkok

No. of Shares held (shares) as of year ended 2018

Description	As of 1 January 2018	Acquisition In 2018	Disposal in 2018	Increase (Decrease) in 2018	As of 31 December 2018
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.



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Meeting in 2018	Meeting Attendance in 2018
The Board of Directors	6/6 times
The AGM of Shareholders	1/1 time

No. of shares held as of 31 December 2018	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil



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Information of Director Nominee in Agenda 5

**MS. NAMPUNG WONGSMITH**

Position	Independent Director, Audit and Corporate Governance Committee Member, Chairperson of Risk Management Committee
Date of appointment on the board	8 August 2014
Age	61 years
Education	M.B.A. Finance Oklahoma State University, USA. Bachelor of International Economics, Chulalongkorn University

Trainings

- 2018 **Thai Institution of Directors, Thailand**
Role of Chairman Program-RCP
- 2017 **King Prajadhipok's Institute**
Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (No.17)
- 2016 **Thai Institution of Directors, Thailand**
Advanced Audit Committee Program (AAP)
- 2008 **Capital Market Academy (CMA)**
Leadership Program
- 2007 **Thai Institute of Directors (IOD)**
Directors Certification Program (DCP)

Experience

- 2014 - Present Independent Director
Christiani & Nielsen (Thai) Public Company Limited
- Feb,2018 - Present Independent Director
CP All Public Company Limited
- 2017 - Present Independent Director
Bank for Agriculture and Agricultural Cooperatives
- 2017 - Jan, 2018 Independent Director
The Transport Co., Ltd
- 2015 – Dec, 2017 Risk Management Committee
Sukhumvit Asset Management Co., Ltd.
- 2005 – 2012 President
Sukhumvit Asset Management Co., Ltd
- 2003 – 2004 Chief Executive Officer
Central Credit Information Co., Ltd
(Currently, the name has been changed to National Credit Bureau)
- 2002 – 2003 Deputy Management
Financial Institutions Development Fund (FIDF), Bank of Thailand
- 1997 – 2001 First Vice President, Export Credit Insurance and Foreign Investment Department
Export-Import Bank of Thailand (EXIM Bank)
- 1994 - 1997 Vice President, Banking Department
Export-Import Bank of Thailand (EXIM Bank)
- 1994 Manager, Banking Department
Export-Import Bank of Thailand (EXIM Bank)



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- 1991 – 1993 Assistant Vice President, International Banking Department
Thai Farmers Bank, Public Company Limited
- 1989 – 1991 Manager, Overseas Branch Administration Division (OBA), International
Banking Department
Thai Farmers Bank, Public Company Limited
- 1988 – 1989 Division Manager, OBA, International Banking Department
Thai Farmers Bank, Public Company Limited
- 1986 – 1988 Assistant Manager, OBA, International Banking Department
Thai Farmers Bank, Public Company Limited
- 1984 – 1985 Senior Clerk, OBA, International Banking Department
Thai Farmers Bank, Public Company Limited
- 1981 – 1982 Checker, Export Documentary Division, International Banking Department
Thai Farmers Bank, Public Company Limited
- 1980 – 1981 Clerk, International Credit Card Division, International Banking Department
Thai Farmers Bank, Public Company Limited

Occupation Independent Director /Audit and Corporate Governance Committee Member,
Chairperson of Risk Management Committee
Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Nil
Non-Connected Companies	Listed Companies : Independent Director ,CP All Public Company Limited Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Nil
Other Organizations	Independent Director, Bank for Agriculture and Agricultural Cooperatives

No. of Shares held (shares) as of year end 2018

Description	As of 1 January 2018	Acquisition In 2018	Disposal in 2018	Increase (Decrease) in 2018	As of 31 December 2018
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 2018	Meeting Attendance in 2018
The Board of Directors	5/6 times
The Audit and Corporate Governance Committee	4/5 times
The Risk Management Committee	4/4 times
The AGM of Shareholders	1/1 time



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No. of shares held as of 31 December 2018	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil



CHRISTIANI & NIELSEN

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.



CHRISTIANI & NIELSEN

Information of a New Director Nominee in Agenda 6

MR. SURIYON TUCHINDA**AGE**

61 year

TYPE OF DIRECTOR PROPOSED

Independent Director

EDUCATION

- University of Hartford, Connecticut USA, Public Administration
- University of Massachusetts, Lowell Massachusetts USA, MS Computer Science

TRAINING

- 2004
- 2001

Thai Institute of Directors Association
Directors Certification Program (DCP)
University of Pennsylvania
Management Development Program

EXPERIENCE

- 2019 – Present
- 2018 – 2019
- 2013 – 2018
- 2009 – 2013
- 2005 - 2009

Advisor, Office of the President, SCG Cement Building-Material

Head of Steel, Starch & Home and Living Product Division, SCG Trading

Executive Director, Eastern Economic Corridor Office (EECO)

Head of Steel & Home Improvement Product Division, SCG Trading

Head of Oil & Gas Division, SCG Trading

SCG Distribution : Special Assignment at The Thai Chamber of Commerce & The Board of Trade of Thailand

Assistant to the Chairman of Thai Chamber of Commerce and Board of Trade of Thailand

Energy Committee, The Thai Chamber of Commerce

East Asia Committee, JSCCIB

Project Reviewing Committee, BOI

- 2002 – 2005

SCG Distribution : Special Assignment at Thailand Management Association

CEO Thailand Management Association (TMA)

Director of Japanese Management Association Consulting (JMAC)

- 2001 – 2002

Senior Manager, Overseas office, SCG Trading

- 1999 – 2001

Siam Cement : Special Assignment at The Thai Chamber of Commerce & The Board of Trade of Thailand

Director of Joint Standing Committee on Commerce Industry and Banking

Director of WTO Committee

Managing Director of International Chamber of Commerce, Thailand



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- 1995 – 1999 Deputy Corporate Treasurer, Corporate Treasurer office, Siam Cement
- 1992 – 1995 TQM manager, Cement TQM office, Siam Cement
- 1990 – 1992 Training Officer, Marketing Training Department, Siam Cement
- 1988 – 1990 Coordinator, Customer Service Center, Siam Cement
- 1987 – 1988 Coordinator, Central District Sales & Marketing, Siam Cement

OCCUPATION Advisor

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 ended 2018

Description	As of 1 January 2018	Acquisition in 2018	Disposal in 2018	Increase (Decrease) in 2018	As of 31 December 2018
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

No. of shares held as of 31 December 2018	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil