



CHRISTIANI & NIELSEN

Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda 5
of The Annual General Meeting of Shareholders No. 87 to be held on 15 July 2020,
integral part of Invitation letter to the Annual General Meeting of Shareholders No. 87

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. Suriyon Tuchinda |

At the Annual General Meeting No. 87 to be held on 15 July 2020, 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 |
| 2. Mr. Surasak Osathanugraha | Director and Company Secretary I Executive Director I
Risk Management Committee Member I
Assistant to Managing Director |
| 3. Mr. Vites Ratanakorn | Director I Executive Director I Operation Director |
| 4. Mr. Suphon Tubtimcharoon | Independent Director |



CHRISTIANI & NIELSEN

Information of Director Nominee in Agenda 5

**MR. SANTI GRACHANGETARA**

Position	Chairman of the Board of director/Director
Date of appointment on the board	10 April,2008
Age	75 years
Education	Master of Engineering Cambridge University, United Kingdom BachCelor of Engineering Cambridge University, United Kingdom

Training

- 2005

Thai Institute of Directors (IOD)

Directors Accreditation Program (DAP)

Experience

- Apr. 2017 - Present

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

- Sep. 2012 – Apr. 2017

Director and Chairman of the Board of Directors / Executive Chairman

- 2008 - 2012

Director and Chairman of the Board of Directors

- 2001 - 2007

Director and Chairman of the Board of Directors / Chief Executive Officer

- 1999 - 2001

Director and Chief Executive Officer

- 1993 - 1997

Managing Director One Holding PCL. & Subsidiary Companies.

OccupationDirector 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 2019

Description	As of 1 January 2019	Acquisition in 2019	Disposal in 2019	Increase (Decrease) in 2019	As of 31 December 2019
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.



CHRISTIANI & NIELSEN

Meeting in 2019	Meeting Attendance in 2019
The Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 time

No. of shares held as of 31 December 2019	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

Information of Director Nominee in Agenda 5



MR. SURASAK OSATHANUGRAHA

Position	Assistant to Managing Director, Director and Company Secretary, Executive Director, Risk Management Committee Member
Date of appointment on the board	1 December, 2009
Age	51 years
Education	Master of Finance, Chulalongkorn University Bachelor of Laws, Chulalongkorn University Bachelor in Accountancy, Assumption University Certified Public Accountant (CPA) No. 8290

Training

- 2015
- 2012
- 2012
- 2010

Thai Institute of Directors (IOD)

Anti-Corruption :The Practical Guide
Director Certification Program
Company Report Program
Company Secretary Program

Experience

- Sep 2012 - Present

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

Christiani & Nielsen (Thai) Public Company Limited.

- Mar 2010 - Aug 2012
- Dec 2009 - Mar 2010
- 2017 – Present
- 2016 – Present
- 2004 - 2009
- 2000 - 2004
- 1994 - 2000

Director and Company Secretary, Assistant to Chief Executive Officer
Assistant to Chief Executive Officer,

Director, Christiani & Nielsen (Cambodia) Co.Ltd

Director, Christiani & Nielsen Myanmar) Limited.

Managing Director, Vice President-Internal Audit (N-Park's Group),
Natural Park PCL.

Assistant VP (Budgeting Division), Bank of Asia (ABN Amro Member),
UOB Bank.

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

Occupation

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. Director, CNT Holdings Limited. 2. Director, Christiani & Nielsen (Myanmar) Limited. 3. Director, Christiani & Nielsen (Cambodia) Co.Ltd.
Other Organizations	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 2019

Description	As of 1 January 2019	Acquisition in 2019	Disposal in 2019	Increase (Decrease) in 2019	As of 31 December 2019
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 2019	Meeting Attendance in 2019
The Board of Directors	6/6 times
The Executive Board of Directors	6/6 times
The Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 time

No. of shares held as of 31 December 2019	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

Information of a New Director Nominee in Agenda 5



MR. VITES RATANAKORN

AGE	54 years
TYPE OF DIRECTOR PROPOSED	Director, Executive Director, Operation Director
EDUCATION	M.B.A, University of Warwick, UK. M.Sc., Construction Management, University of Bath, UK, 1992. B. Eng., C.E., Kasetsart University, 1988

TRAINING

- 2017

Thai Institute of Directors Association (IOD)

Directors Certification Program (DCP)

EXPERIENCE

- Jul, 2018 – Present
- Jan, 2019 - Present
- Jul, 2017 - Present
- Apr, 2017 - Jun, 2017
- Jan, 2017 - Apr, 2017
- Feb, 2016 - Dec, 2016
- Sep, 2012 - Feb, 2016
- May, 2009 - Aug, 2012
- 1998 - 2008
- 1996 - 1998
- 1993 - 1995
- 1993
- 1991 - 1992
- 1989 - 1990

Director, Executive Director, Operation Director
Christiani & Nielsen (Thai) Public Company Limited.
Director, Christiani & Nielsen Energy Solutions Company Limited
Director, Christiani & Nielsen (Cambodia) Co., Ltd.
Director, Executive Director, Operations Director
Operations Director,
Technical, HRD Director and Strategy Director,
Assistant to Technical Director,
Senior Manager, QSHE
(Quality Safety Health Environment & Construction Development)
at Head Office, Bangna, Bangkok.
Senior Commercial Manager, Senior Manager Construction.
Joined Christiani & Nielsen (UK) Ltd in England as Commercial Manager
Christiani & Nielsen (Thai) Public Company Limited.
Joined Christiani & Nielsen (Thai) Public Company Limited as
Commercial Manager on Fashion Island Project, Bangkok.
Joined Tara Widnells Ltd., in Bangkok, a Q.S. firm which is a subsidiary of
Windells Group, Australia as Cost Engineer.
Studied MSc at University of Bath, UK.
Joined Waterman Consulting Engineering Partnership in London as
Design Engineer.

Occupation

Director, Executive Director, Operation Director, and Acting for
Christiani & Nielsen (Thai) Public Company Limited.



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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. Director, Christiani & Nielsen Energy Solutions Company Limited. 2. Director, Christiani & Nielsen (Cambodia) Co.Ltd.
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 2019

Description	As of 1 January 2019	Acquisition in 2019	Disposal in 2019	Increase (Decrease) in 2019	As of 31 December 2019
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 2019	Meeting Attendance in 2019
The Board of Directors	6/6 times
The Executive Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 time

No. of shares held as of 31 December 2019	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

Information of Director Nominee in Agenda 5



MR. SUPHON TUBTIMCHAROON

Position Independent Director

Date of appointment on the board 8 December, 2015

Age 69 years

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

Training

•2005

Thai Institute of Directors Association (IOD)

Director Certification Program (DCP)

•2009

Capital Market Academy (CMA)

Capital Market Academy Executive Leadership Program Class 9

Experience

▪ Dec 2015-Present
▪ 2012-2013
▪ 2009 -2011

Independent Director Christiani & Nielsen (Thai) Public Company Limited
Director, Bangchak Petroleum Public Company Limited
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
▪2011-2013
▪2009-2012
▪2011-2012

Executive Board Member, ICC Thailand General Council
Director, Thai Paraxylene Company Limited
Director, Independent Power Thailand Company Limited
Director, Thaioil Power Company Limited

▪2009- 2011

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 2019

Description	As of 1 January 2019	Acquisition in 2019	Disposal in 2019	Increase (Decrease) in 2019	As of 31 December 2019
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 2019	Meeting Attendance in 2019
The Board of Directors	5/6 times
The Annual General Meeting of Shareholders	1/1 time

No. of shares held as of 31 December 2019	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.