



CHRISTIANI &amp; NIELSEN

**Christiani & Nielsen (Thai) Public Company Limited**

Attachment for consideration in Agenda 5  
of The Annual General Meeting of Shareholders No. 88 to be held on 21 April 2021,  
integral part of Invitation letter to the Annual General Meeting of Shareholders No. 88

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**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. 88 to be held on 21 April 2021, 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. Kirit Shah         | Vice Chairman   Director   Executive Director   Nomination Committee Member and Remuneration Committee Member                                       |
| 2. Mr. Kasemsit Pathomsak | Independent Director   Chairman of Audit and Corporate Governance Committee   Chairman of Nomination Committee   Chairman of Remuneration Committee |
| 3. Mr. Kris Thirakaosal   | Independent Director   Audit and Corporate Governance Committee Member   Nomination Committee Member   Remuneration Committee Member                |
| 4. Mr. Ishaan Shah        | Director   Executive Director   |



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### Information of Director Nominee in Agenda 5



#### MR. KIRIT SHAH

##### Position

Vice Chairman | Director | Executive Director |  
Nomination Committee Member and Remuneration  
Committee Member

##### Date of appointment on the board

11 November 2011

##### Age

67 years

##### Education

Bachelor's Degree in Commerce from H.R. College of  
Commerce, Bombay, India

#### Training

- 2005

##### Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP), Class 57/2005

#### Work Experience

- Aug, 2014 - Present

Vice Chairman | Director | Executive Director | Nomination Committee Member  
and Remuneration Committee Member

- 2011 - Aug, 2014

Vice Chairman | Director | Nomination Committee Member and  
Remuneration Committee Member

##### Christiani & Nielsen (Thai) Public Company Limited

Director, **Gammon Engineering and Contractors Private Limited, India**

Director and Remuneration Committee Member

Director, **Precious Shipping Public Company Limited**

Director, **MJets Limited**

Director, **Maxwin Builders Ltd.**

Director, **Mega Lifesciences Public Company Limited**

Director, **Globex Corporation Limited**

Director, **Unistretch Limited**

Director, **Maestro Controls Limited**

Executive Director, **Graintrade Limited**

Director, **Premthai International Limited**

Director, **Southern LPG Limited, India**

Director, **International Seaports (Haldia) Private Limited, India**

- 1999 - 2003

Vice Chairman and Executive Director, **Phoenix Pulp and Paper PCL**

- 1980 - 2003

Managing Director, **G. Premjee Limited**

#### Occupation

Company Executive



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**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies: Director and Remuneration Committee Member Precious Shipping Public Company Limited
	Non-Listed Companies: 1. Director, Globex Corporation Limited 2. Director, Unistretch Limited 3. Director, MJets Limited 4. Director, Maxwin Builders Ltd. 5. Director, Maestro Controls Limited 6. Director, Gammon Engineering and Contractors Private Limited, India
Non-Connected Companies	Listed Companies: 1. Director, Mega Lifesciences Public Company Limited
	Non-Listed Companies: 1. Executive Director, Graintrade Limited 2. Director, Premthai International Limited 3. Director, Southern LPG Limited, India 4. Director, International Seaports (Haldia) Private Limited, India
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies: Nil
	Non-Listed Companies: Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2020**

Description	As of 1 January 2020	Acquisition in 2020	Disposal in 2020	Increase (Decrease) in 2020	As of 31 December 2020
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

Mr. Kirit Shah is the father of Mr. Ishaan Shah and Ms. Nichita Shah but has no family relationship with any of the other Directors or any of the Management Team.



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Meeting in 2020	Meeting Attendance in 2020
The Board of Directors	7/7 times
The Executive Director	8/8 times
The Nomination Committee	2/2 times
The Remuneration Committee	2/2 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2020</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - 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. KASEMSIT PATHOMSAK

<b>Position</b>	Independent Director   Chairman of Audit and Corporate Governance Committee   Chairman of Nomination Committee   Chairman of Remuneration Committee
<b>Date of appointment on the board</b>	10 April, 2012
<b>Age</b>	50 years
<b>Education</b>	Master of Science in Finance from Bentley College, MA, USA Bachelor of Science in Business Administration Northeastern University, Massachusetts, USA

### Training

• 2016	<b>Thai Institute of Directors (IOD)</b> Corporate Governance for Capital Market Intermediaries Program 12/2016
• 2010	Audit Committee Program 32/2010
• 2010	Monitoring the System of Internal Control and Risk Management 9/2010
• 2005	Director Accreditation Program 48/2005
• 2003	Director Certification Program 175/2003
	<b>Capital Market Academy (CMA), Stock Exchange of Thailand</b> Leadership Executive Program (Class 9)
	<b>Commerce Academy, University of Thai Chamber of Commerce</b> Top Executive Program in Commerce and Trade (TEPCoT) Class 7 Tourism Management for Executives Class 1,
	<b>Tourism Authority of Thailand</b> Urban Development Executive Program Class 1, <b>Bangkok</b>
	<b>Metropolitan Administration</b> National Defense Program Class 63, <b>National Defense College</b>

### Work Experience

• Feb, 2013 - Present	Independent Director   Chairman of Audit and Corporate Governance Committee   Chairman of Nomination Committee   Chairman of Remuneration Committee
• Apr, 2012 - Feb, 2013	Independent Director, Chairman of Audit and Corporate Governance Committee <b>Christiani &amp; Nielsen (Thai) Public Company Limited</b>
• Oct, 2019 - Present	Sub-Committee on International Relation and Strategy, Parliament House
• Oct, 2019 - Present	Member of the Board of Governor, The Civil Aviation Authority of Thailand



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- 2005 - Present Executive Chairman  
**Merchant Partners Securities Public Company Limited**
- 2018 - Present Director, **WP Energy Public Company Limited**
- 2016 - Present Director, **National Power Supplies Public Company Limited**
- 2014 - Present Executive Chairman, **Merchant Partners Asset Management Limited**
- 2013 - Present Director and Deputy Secretary General, **Board of Trade of Thailand**
- 2016 - 2018 Director and Audit Committee, **Asia Aviation Public Company Limited**
- 2010 - 2020 Director, **UOB Kay Hian Securities (Thailand) Public Company Limited**
- 2003 - 2004 President of **BT Securities Ltd.**
- 1999 - 2003 Country Director, Investment Banking-Thailand  
**CLSA Securities (Thailand) Co., Ltd.**

**Occupation** Executive Chairman, Merchant Partners Securities Public Company Limited

#### Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies: WP Energy Public Company Limited
	Non-Listed Companies: 1. Executive Chairman, Merchant Partners Asset Management Limited 2. Executive Chairman, Merchant Partners Securities Public Company Limited 3. Director, National Power Supplies Public Company Limited
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

#### No. of Shares held (shares) as of year end 2020

Description	As of 1 January 2020	Acquisition in 2020	Disposal in 2020	Increase (Decrease) in 2020	As of 31 December 2020
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 2020	Meeting Attendance in 2020
The Board of Directors	7/7 times
The Audit and Corporate Governance Committee	5/5 times
The Nomination Committee	2/2 times
The Remuneration Committee	2/2 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2020</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - 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. KRIS THIRAKAOSAL

**Position** Independent Director | Audit and Corporate Governance Committee Member | Nomination Committee Member | Remuneration Committee Member

**Date of appointment on the board** 6 December 2012

**Age** 44 years

**Education** Master of science in Electronic Commerce, Claremont Graduate University  
Master of art in Economics, Claremont Graduate University  
Bachelor of Engineering in Industrial Engineering, Thammasat University

#### Training

- 2013 **Thai Institute of Directors (IOD)**  
Director Certification Program (DCP 168/2013)
- 2018 Investment for Creating Sustainable Wealth
- 2012 Bhumipalung Phandin for Top Executives, Chulalongkorn University
- 2012 Top Executive Program in Commerce and Trade (TEPCoT)

#### Work Experience

- 2013 - Present Independent Director | Audit and Corporate Governance Committee Member | Nomination Committee Member | Remuneration Committee Member
- 2012 - 2013 Independent Director | Audit and Corporate Governance Committee Member
- 2019 - Present **Christiani & Nielsen (Thai) Public Company Limited**  
Managing Director
- 2018 - Present **Golden Triangle Group Co., Ltd.**  
Independent Director, Audit and Corporate Governance Committee Member, Chairman of Nomination Committee and Chairman of Remuneration Committee, **Raimon Land., PCL**
- 2014 - Present Commercial Director, **NIDO Petroleum Limited**
- 2018 - 2019 Chief Business Development Officer, **BCPR Company Limited**
- 2010 - 2014 Chairman, **Inova Co, Ltd.**
- 2008 - 2014 Managing Director, Thai-Australian Resources





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- 2007 - 2015 Managing Director, Imail Global (Thailand)
  - 2005 - 2015 Executive Director, General outsourcing
  - 2005 - 2010 Managing Director, **Songnam Co., Ltd.**
  - 2004 - 2005 Associate Director, Ness Consulting
- Occupation**
- Commercial Director, NIDO Petroleum Limited
  - Managing Director, Golden Triangle Group Co., Ltd.

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies: Independent Director, Audit and Corporate Governance Committee Member, Chairman of Nomination Committee and Chairman of Remuneration Committee, Raimon Land., PCL
	Non-Listed Companies: Commercial Director, NIDO Petroleum Limited
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil

**No. of Shares held (shares) as of year end 2020**

Description	As of 1 January 2020	Acquisition in 2020	Disposal in 2020	Increase (Decrease) in 2020	As of 31 December 2020
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 2020	Meeting Attendance in 2020
The Board of Directors	6/7 times
The Audit and Corporate Governance Committee	4/5 times
The Nomination Committee	2/2 times
The Remuneration Committee	2/2 times
The Annual General Meeting of Shareholders	1/1 times



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<b>No. of shares held as of 31 December 2020</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - 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. ISHAAN SHAH**

<b>Position</b>	Director   Executive Director
<b>Date of appointment on the board</b>	10 April, 2012
<b>Age</b>	32 years
<b>Education</b>	Bachelor of Science in Business Administration, Concentration in Finance and Law, University of Southern California, Los Angeles, USA

**Training**

- 2011

**Thai Institute of Directors (IOD)**

Director Certification Program (DCP)

**Work Experience**

• Aug, 2014 - Present	Director   Executive Director
• Apr, 2012 - Aug, 2014	Director
	<b>Christiani &amp; Nielsen (Thai) Public Company Limited</b>
• Sep, 2020 - Present	Director, <b>CNES D1 Company Limited</b>
• 2016 - Present	Director, <b>Christiani &amp; Nielsen (Myanmar) Limited</b>
• 2011 - Present	Director, <b>Precious Shipping Public Company Limited</b>
• 2008 - Present	Director, <b>Globlex Corporation Limited</b>
• 2008 - Present	Director, <b>Maxwin Builders Limited</b>
• 2008 - Present	Director, <b>Ambika Tour Agency Limited</b>
• Present	Director, <b>Mega Life sciences Public Company Limited</b>
• Present	Director, <b>Geepee Air Service Limited</b>
• Present	Director, <b>Graintrade Limited</b>
• Present	Director, <b>Unistretch Limited</b>
• Present	Director, <b>Maestro Controls Limited</b>
• Present	Director, <b>InsurExcellence Life Insurance Brokers Limited</b>
• Present	Director, <b>InsurExcellence Insurance Brokers Limited</b>

**Occupation**

Company Director

**Directorship and positions held in other companies and other organizations**

Connected Companies	Listed Companies: Director, Precious Shipping Public Company Limited
	Non-Listed Companies 1. Director, Globlex Corporation Limited 2. Director, Unistretch Limited 3. Director, Maxwin Builders Limited 4. Director, Ambika Tour Agency Limited 5. Director, Maestro Controls Limited



## CHRISTIANI &amp; NIELSEN

Non-Connected Companies	Listed Companies: Director, Mega Lifesciences Public Company Limited
	Non-Listed Companies 1. Director, Geepee Air Service Limited 2. Director, Graintrade Limited 3. Director, InsurExcellence Insurance Brokers Limited
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies: Nil
	Non-Listed Companies: 1. Director, Christiani & Nielsen (Myanmar) Limited 2. Director, CNES D1 Company Limited
Other Organizations	Nil

**No. of Shares held (shares) as of year ended 2020**

Description	As of 1 January 2020	Acquisition in 2020	Disposal in 2020	Increase (Decrease) in 2020	As of 31 December 2020
By himself (Victor Co., Ltd.)	94,372,280	-	-	-	94,372,280
By his spouse and minor children (if any)	-	-	-	-	-

Mr. Ishaan Shah is the son of Mr. Kirit Shah and younger brother of Ms. Nishita Shah but has no family relationship with any of the other Directors or any of the Management Team.

Meeting in 2020	Meeting Attendance in 2020
The Board of Directors	6/7 times
The Executive Director	8/8 times
The Annual General Meeting of Shareholders	1/1 times

<b>No. of shares held as of 31 December 2020</b>	Nil
<b>Legal Disputes</b>	Nil
<b>Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders</b>	Nil, except agenda regarding remuneration of directors
<b>Other special interests which different from other directors.</b>	Nil
<b>Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b>	Nil
<b>Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party</b> - 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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### 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.