



CHRISTIANI & NIELSEN

Information of a New Director Nominee in Agenda 5

MS. RENUKA SHARMA



Age 41 year
Type of Director Proposed Independent Director
Education LLM Oil and Gas Training Course, Chulalongkorn University
 LLM Banking and Finance Law, Kings College London
 Bar Vocational Course, Inns of Court School of Law
 Law and Russian, University of Surrey

Training

2021

Thai Institute of Directors Association
 Director Accreditation Program (DAP)
 Class 183/2021 (English)

Work Experience

Jan. 2020 – Present

Head of Legal, APAC
BayWa r.e. APAC

Jan. 2016 – Jan. 2020

Regional Legal Counsel and Head of Compliance Greater China
Brookfield Greater China/TerraForm Global Inc.

May 2011 – Jan. 2016

Legal Counsel Thailand and Head of Compliance APAC
SunEdison Asia

Aug. 2006 – May 2011

Senior Associate
Chandler & Thong-Ek Law Offices

OCCUPATION

Head of Legal, APAC
BayWa r.e. APAC

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : NIL
	Non-Listed Companies : NIL
Non-Connected Companies	Listed Companies: NIL
	Non-Listed Companies: Director - BayWa r.e. Vietnam Co. Ltd. Head of Legal, APAC – BayWa r.e. APAC
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Nil



CHRISTIANI & NIELSEN

No. of Shares held (shares) as of year ended 2021

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By herself	-	-	-	-	-
By her 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 2021	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 differ 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

Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda 6

of The Annual General Meeting of Shareholders No. 89 to be held on 21 April 2022,
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 89

Agenda 6 To consider and approve the reappointment of 3 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. Mr. Khushroo Kali Wadia | 6. Mr. Ishaan Shah |
| 7. Mr. Surasak Osathanugra | 8. Mr. Vites Ratanakorn |
| 9. Mr. John Scott Heinecke | 10. Mr. Suphon Tubtimch |
| 11. Mr. Suriyon Tuchinda | |

At the Annual General Meeting No. 89 to be held on 21 April 2022, 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. In this Annual General Meeting, there are four Directors are due to retire by rotation, since Ms. Nampung Wongsmith, who will also retire by rotation, has resigned from the position of an Independent Director, Audit and Corporate Governance Committee Member and Chairperson of Risk Management Committee of the Company with effect on February 1, 2022 onwards (the Company received the letter on January 4, 2022). Therefore, the remaining three Directors are due to retire by rotation and are nominated for re-election as below:

- | | |
|----------------------------|--|
| 1. Mr. Khushroo Kali Wadia | Managing Director
Risk Management Committee Member
Executive Director (Executive Committee Member) |
| 2. Mr. John Scott Heinecke | Director |
| 3. Mr. Suriyon Tuchinda | Independent Director
Audit and Corporate Governance Committee Member |



CHRISTIANI & NIELSEN

Information of Director Nominee in Agenda 6

MR. KHUSHROO KALI WADIA



Position Managing Director
Risk Management Committee Member
Executive Director (Executive Committee Member)

Date of appointment on the board 11 November 2011

Age 59 years

Education Bachelor of Science (Statistics, Mathematics and Economics), University of Bombay
Chartered Accountant, Institute of Chartered Accountants of India

Training

- 2005

Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 64/2005

Work Experience

- Nov. 2013 – Present
- Nov. 2011 – Nov. 2013
- Sep. 2020 – Present
- Jan. 2019 – Present
- Apr. 2019 – Present
- 1999 – Apr. 2019
- 2018 – Present
- 2017 – Present
- 2016 – Present
- 1994 – Present
- 1997 – 1998
- 1994 – 1999
- 1990 – 1994
- 1998 – 1990

Managing Director
Risk Management Committee Member
Executive Director (Executive Committee Member)
Director,
Christiani & Nielsen (Thai) Public Company Limited
Director, **CNES D1 Co., Ltd.**
Director, **Christiani & Nielsen Energy Solutions Company Limited**
Director, **Precious Shipping Public Company Limited**
Director (Finance) and Executive Director,
Precious Shipping Public Company Limited
Director, **Gammon Engineering and Contractors Private Limited, India**
Chairman of the Board of Directors, **Christiani & Nielsen (Cambodia) Co., Ltd.**
Managing Director, **Christiani & Nielsen (Myanmar) Limited**
Executive Director and Director, **Maxwin Builders Ltd.**
Vice President (Finance & Administration), **Suretex Limited**
Director (Finance and Accounts), **Maxwin Group of Companies**
Financial Controller, **Maxwin Group of Companies**
Assistant Manager, **A.F. Ferguson & Co.**

Occupation

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



CHRISTIANI & NIELSEN

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies: Director, Precious Shipping Public Company Limited*
	Non-Listed Companies: 1. Executive Director and Director, Maxwin Builders Ltd.* 2. Director, The Atrium Hotel Ltd.
Non-Connected Companies	Listed Companies: Nil
	Non-Listed Companies: Nil
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 the Board of Directors, Christiani & Nielsen (Cambodia) Co., Ltd. 4. Director, Gammon Engineering and Contractors Private Limited, India 5. Director, Christiani & Nielsen Energy Solutions Company Limited* 6. Director, CNES D1 Company Limited
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page 167 - 171 of this Annual Report.

No. of Shares held (shares) as of year ended 2021

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
By himself	3,088,200	1,000,000	-	1,000,000	4,088,200
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 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Executive Director	4/4 times
The Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 times



CHRISTIANI & NIELSEN

**Information of Director Nominee in Agenda 6****MR. JOHN SCOTT HEINECKE**

Position	Director
Date of appointment on the board	10 April 2013
Age	50 years
Education	BBA International Business, Washington State University, Pullman, WA, USA BBA Marketing, Washington State University, Pullman, WA, USA

Training

- 2004

Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 47/2004

Work Experience

- Apr, 2013 - Present Director, **Christiani & Nielsen (Thai) Public Company Limited**
- Sep, 2020 - Present Chief Operating Officer International
- Mar, 2010 - Present Director
- Apr, 2015 - Jan, 2020 Chief Operating Officer - Hot Chain
- Jan, 2009 - 2015 Vice President
- Jan, 2007 - Jan, 2009 General Manager
- Jan, 2006 - Dec, 2006 Director of Global Sourcing, **The Minor Food Group PCL**
- Nov, 2013 - Present Director
- Feb, 2020 - Aug, 2020 Chief Sustainability Officer, **Minor International PCL**
- Apr, 2006 - Present Director, **Minor Corporation PCL**
- Jan, 2011 - Present Board of Trustees, **International School Bangkok**
- 2012 - 2019 Director, **S&P Syndicate PCL**
- 2004 - 2005 General Manager
- 2002 - 2003 Operations Manager, **Burger (Thailand) Ltd.**
- 2000 - 2002 Business Development Manager, Fountain Division **Coca-Cola North America, USA**
- 1998 - 2000 Account Executive, **The Coca-Cola Company, USA**

Occupation

Director, Christiani & Nielsen (Thai) Public Company Limited
Director, Minor International PCL



CHRISTIANI & NIELSEN

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Director, Minor International PCL
	Non-Listed Companies : Director, Minor International PCL's subsidiaries
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : Nil
Other Organizations	Board of Trustees, International School Bangkok

No. of Shares held (shares) as of year ended 2021

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
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 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Annual General Meeting of Shareholders	1/1 times



CHRISTIANI & NIELSEN

Information of Director Nominee in Agenda 6



MR. SURIYON TUCHINDA

Position Independent Director | Audit and Corporate Governance Committee Member

Date of appointment on the board 22 April 2019

Age 64 years

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

Training

- 2004
- 2001

Thai Institute of Directors (IOD)

Director Certification Program (DCP)

University of Pennsylvania

Management Development Program

Work Experience

- Feb, 2020 - Present
Audit and Corporate Governance Committee Member
- 2019 - Feb, 2020
Independent Director, **Christiani & Nielsen (Thai) Public Company Limited**
- 2020 - Present
Secretary General and Chairman of Commission on Commercial Law and Practice and Executive Board of **ICC Thailand National Committee**
Vice Chairman Border Trade Sub Committee and Director ASEAN and Logistics Committee, **The Federation of Thai Industries**
- 2019 - Present
Advisor, Office of the President, **SCG Cement Building-Material Co., Ltd.**
- 2017 - 2018
Head of Steel, Starch & Home and Living Product Division,
SCG Trading Executive Director, **Eastern Economic Corridor Office (EECO)**
- 2013 - 2017
Head of Steel & Home Improvement Product Division
- 2009 - 2013
Head of Oil & Gas Division
SCG Trading
- 2005 - 2009
SCG Distribution: Special Assignment at
Thai Chamber of Commerce & Board of Trade of Thailand
- Assistant to the Chairman of **Thai Chamber of Commerce and Board of Trade of Thailand**
- Management Commission, **Senate of Thailand**
- East Asia Committee, **The Joint Standing Committee on Commerce, Industry and Banking (JSCCIB)**
- Project Reviewing Committee, **Board of Investment**



CHRISTIANI & NIELSEN

- 2002 - 2005 **SCG Distribution: Special Assignment at Thailand Management Association**
 - CEO, **Thailand Management Association (TMA)**
 - Director, **Japanese Management Association Consulting (JMAC)**
 - 2001 - 2002 Senior Manager, Overseas office **SCG Trading**
 - 1999 - 2001 **The Siam Cement PCL** Special Assignment at **Thai Chamber of Commerce and The Board of Trade of Thailand**
 - Director, The **Joint Standing Committee on Commerce Industry and Banking**
 - Director, **WTO Committee**
 - Managing Director **International Chamber of Commerce, Thailand**
 - 1995 - 1999 Deputy Corporate Treasurer, Corporate Treasurer office
 - 1992 - 1995 TQM Manager, Cement TQM office
 - 1990 - 1992 Training Officer, Marketing Training Department
 - 1988 - 1990 Coordinator, Customer Service Center
 - 1987 - 1988 Coordinator, Central District Sales & Marketing
- The Siam Cement PCL**

Occupation

Independent Director, Christiani & Nielsen (Thai) Public Company Limited
Advisor, Office of the President, SCG Cement Building-Material 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 : Nil
	Non-Listed Companies: Nil
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 2021

Description	As of 1 January 2021	Acquisition in 2021	Disposal in 2021	Increase (Decrease) in 2021	As of 31 December 2021
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 2021	Meeting Attendance in 2021
The Board of Directors	6/6 times
The Audit and Corporate Governance Committee	5/5 times
The Annual General Meeting of Shareholders	1/1 times

No. of shares held as of 31 December 2021	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 0.50 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.