



CHRISTIANI & NIELSEN

Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda Item No. 5
of The Annual General Meeting of Shareholders No. 90 to be held on 21 April 2023,
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 90

Agenda Item No. 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 twelve 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 Tubtimcharoon |
| 11. Mr. Suriyon Tuchinda | 12. Ms. Renuka Diwali Sharma |

At the Annual General Meeting No. 90 to be held on 21 April 2023, 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 who are due to retire by rotation, as below:

- | | |
|-------------------------------|--|
| (1) Mr. Santi Grachangnetara* | Independent Director
Chairman of the Board of Directors |
| (2) Mr. Surasak Osathanugraha | Director and Company Secretary
Assistant to Managing Director
Executive Director (Finance and Accounting)*
Executive Committee Member
Sustainability and Risk Management Committee** |
| (3) Mr. Suphon Tubtimcharoon* | Independent Director |
| (4) Mr. Vites Rattanakorn | Director
Operations Director
Executive Director Executive Committee Member
Sustainability and Risk Management Committee |

Note* Mr. Santi Grachangnetara and Mr. Suphon Tubtimcharoon have excused themselves from re-nomination for another term due to personal reasons. Therefore, only Mr. Surasak Osathanugraha and Mr. Vites Rattanakorn are hereby nominated for re-election.



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**Information of Director Nominee in Agenda Item No. 5****MR. SURASAK OSATHANUGRAHA**

Nominated to be re-elected as	Director(Executive Director)
Current Position	Director and Company Secretary Assistant to Managing Director Executive Director (Finance and Accounting)* Executive Committee Member Sustainability and Risk Management Committee**
Date of appointment on the board	1 December 2009
Age	54 years
Education	Master of Finance, Chulalongkorn University Bachelor of Laws, Chulalongkorn University Bachelor in Accountancy, Assumption University Certified Public Accountant (CPA) No. 8290

Training

	Graduate member of Thai Institute of Directors (IOD)
• 2022	Hot Issue for Directors - What Directors Need to Know About Digital Assets? Class 3/2022
• 2015	Anti-Corruption: The Practical Guide (ACPG) Class 19/2015
• 2012	Director Certification Program (DCP) Class 157/2012
• 2012	Company Reporting Program (CRP) Class 4/2012
• 2010	Company Secretary Program (CSP) Class 34/2010
• 2022	The Securities and Exchange Commission, Thailand Final Call : PDPA Onboarding

Accounting Training

• 2022	Accounting review techniques for effective preparing financial statements - 5 hrs. Internal Auditing Certificate Program (IACP) Class 22 (Course 12) 3 hrs. Important Accounting transaction on financial statement for accountants 6 hrs.
• 2021	CFO 2022 NYC Management Co., Ltd. Continuing development course in accounting knowledge 18 hours
• 2020	TFRS Course 9 (for Non-Financial Institutions) - 7 hrs. TFRS Course 16 Lease Agreement - 7 hrs. NYC Management Co., Ltd.



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Tax Course for Accountants and Systematic Taxation - 6 hrs.
 Dharmniti Training and Seminar Co., Ltd.
 Basic employee benefit, Class 2/20 - 6 hrs.
 Federation of Accounting Professions
 The Thai Patronage of His Majesty the King

Work Experience

- Nov, 2022 - Present Assistant to Managing Director | Executive Director | Executive Committee Member | Director (Finance and Accounting)* | Sustainability and Risk Management Committee Member* | Company Secretary
- 2009 - Aug. 2012 Assistant to Chief Executive Officer
Christiani & Nielsen (Thai) Public Company Limited
- 2017 - Present Director, **Christiani & Nielsen (Cambodia) Co., Ltd.**
- 2016 - Present Director, **Christiani & Nielsen (Myanmar) Limited**
- 2004 - 2009 Vice President-Internal Audit | **Natural Park PCL**
 Managing Director, **Park Cuisine Co., Ltd. (Natural Park PCL's subsidiary)**
 Managing Director, **Park Gourmet Co., Ltd. (Natural Park PCL's subsidiary)**
- 2000 - 2004 Assistant Vice President (Financial Planning & Budgeting Division)
Bank of Asia (ABN AMRO Member), UOB Bank
- 1994 - 2000 Accounting Manager, Tax Advisor & Attorney-at-law
George & Killeen P.C. Ltd.

Occupation

Assistant to Managing Director (Finance and Accounting)
 Christiani & Nielsen (Thai) Public Company Limited

Note : * The person who takes the highest responsibility of finance and accounting in the Company

** The board resolved to re-designate from Risk Management Committee on 14 November 2022

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 : 1. Director, CNT Holdings Limited* 2. Director, Christiani & Nielsen (Myanmar) Limited 3. Director, Christiani & Nielsen (Cambodia) Co., Ltd.
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page .173-178... of this Annual Report.



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No. of Shares held (shares) as of year ended 2022

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
The Board of Directors	6/6 times
The Executive Directors	8/8 times
The Sustainability and Risk Management Committee	4/4 times
The Annual General Meeting of Shareholders	1/1 times

No. of shares held as of 31 December 2022	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 Item No. 5

MR. VITES RATANAKORN



Nominated to be re-elected as	Director (Executive Director)
Current Position	Director Operations Director Executive Director Executive Committee Member Sustainability and Risk Management Committee
Date of appointment on the board	24 April 2017
Age	57 years
Education	Master of Business Administration, University of Warwick, UK Master of Science, Construction Management, University of Bath, UK Bachelor Engineering (Civil Engineering), Kasetsart University

Training

- 2017

Graduate member of Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 236/2017

Work Experience

- Nov, 2022 - Present
Operations Director | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member
- 2017 - Nov, 2022
Operations Director | Executive Director | Executive Committee Member
- Feb, 2016 - Dec, 2016
Technical, HRD Director and Strategy Director
- Sep, 2012 - Feb, 2016
Assistant to Technical Director
- 2009 - Aug, 2012
Senior Manager, QSHE
(Quality Safety Health Environment & Construction Development)
- 1998 - 2008
Senior Commercial Manager, Senior Manager Construction
Christiani & Nielsen (Thai) Public Company Limited
- 1996 - 1998
Commercial Manager
Christiani & Nielsen (UK) Ltd in England
- 1993 - 1995
Commercial Manager, Fashion Island Project, Bangkok
Christiani & Nielsen (Thai) Public Company Limited
- 2019 - Present
Director, **Christiani & Nielsen Energy Solutions Company Limited**
- 2017 - Present
Director, **Christiani & Nielsen (Cambodia) Co., Ltd.**
- 1993
Cost Engineer
Tara Widnells Ltd. (Australia) Bangkok Branch
- 1989 - 1990
Design Engineer
Waterman Consulting Engineering Partnership in London



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Occupation

Operations Director

Christiani & Nielsen (Thai) 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 : Nil Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen (Cambodia) Co., Ltd. 2. Director, Christiani & Nielsen Energy Solutions Company Limited* 3. Director, CNES D1 Co., Ltd.
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page.. 173-178...of this Annual Report.

No. of Shares held (shares) as of year ended 2022

Description	As of 1 January 2022	Acquisition in 2022	Disposal in 2022	Increase (Decrease) in 2022	As of 31 December 2022
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 2022	Meeting Attendance in 2022
The Board of Directors	6/6 times
The Executive Directors	8/8 times
The Sustainability and Risk Management Committee	1/1 times
The Annual General Meeting of Shareholders	1/1 times



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No. of shares held as of 31 December 2022	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