



Christiani & Nielsen (Thai) Public Company Limited

Attachment for consideration in Agenda Item No. 5
of The Annual General Meeting of Shareholders No. 91 to be held on Wednesday, 24th April 2024
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 91

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 10 directors whose names are registered with Commercial Registration Department, Ministry of Commerce are as follows:

- | | |
|----------------------------|------------------------------|
| 1. Mr. Kasemsit Pathomsak | 2. Mr. Kirit Shah |
| 3. Mr. Suriyon Tuchinda | 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. Ms. Renuka Diwali Sharma |


At the Annual General Meeting No. 91 to be held on Wednesday, 24 April 2024, 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. Kirit Shah | Director and Vice Chairman of the Board of Directors
Executive Committee Member
Remuneration Committee Member
Nomination Committee Member |
| 2. Mr. Kasemsit Pathomsak | Independent Director and Chairman of the Board of Directors
Chairman of Audit & Corporate Governance
Committee Chairman of Remuneration Committee
Chairman of Nomination Committee |
| 3. Mr. Ishaan Shah | Director and Executive Committee Member |
| 4. Mr. Kris Thirakaosal | Independent Director
Audit & Corporate Governance Committee Member
Remuneration Committee Member
Nomination Committee Member |

Information of Director Nominee in Agenda Item No. 5

MR. KIRIT SHAH

Position	Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member	
Date of appointment on the board	11 November 2011	
Age	70 years	
Education	Bachelor's Degree in Commerce from H.R. College of Commerce, Bombay, India	
Training	<p>• 2005 Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP), Class 57/2005</p>	
Work Experience	<p>• Aug, 2014 - Present Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member</p> <p>• 2011 - Aug, 2014 Vice Chairman Director Nomination Committee Member and Remuneration Committee Member Christiani & Nielsen (Thai) Public Company Limited Director, Christiani & Nielsen Energy Solutions Company Limited</p> <p>• Sep, 2023 - Present Director, CNES D1 Co., Ltd.</p> <p>• Sep, 2023 - Present Director, Gammon Engineering and Contractors Private Limited, India</p> <p>• 2018 - Present Director, Maxwin Apartment Limited</p> <p>• Mar, 2014 - Present Director and Remuneration Committee Member</p> <p>• 2007 - Present Director, Precious Shipping Public Company Limited</p> <p>• 1989 - 2002 Director, Thai Stick Company Limited</p> <p>• Present Director, Alva Aluminium Limited</p> <p>• Present Director, Caesar Events Asia Limited</p> <p>• Present Director, MJets Limited</p> <p>• Present Director, Maxwin Builders Ltd.</p> <p>• Present Director, Mega Lifesciences Public Company Limited</p> <p>• Present Director, Globex Corporation Limited</p> <p>• Present Director, Unistretch Limited</p> <p>• Present Director, Maestro Controls Limited</p> <p>• Present Executive Director, Graintrade Limited</p> <p>• Present Director, Premthai International Limited</p> <p>• 2011 - 2019 Director, International Seaports (Haldia) Private Limited, India</p> <p>• 1999 - 2003 Vice Chairman and Executive Director, Phoenix Pulp and Paper PCL</p> <p>• 1980 - 2003 Managing Director, G. Premjee Limited</p>	
Occupation	Company Director	

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 7. Director, Maxwin Apartment Limited* 8. Director, Caesar Events Asia Limited* 9. Director, Alva Aluminium Limited* 10. Director, Thai Stick Company Limited*
Non-Connected Companies	Listed Companies : Director, Mega Lifesciences Public Company Limited
	Non-Listed Companies : 1. Executive Director, Graintrade Limited 2. Director, Premthai International Limited
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen Energy Solutions Company Limited* 2. Director, CNES D1 Co., Ltd.
Other Organizations	Nil

***Note:** Please refer to “CONNECTED TRANSACTIONS” on page 173 -175. of this Annual Report.

No. of Shares held (shares) as of year ended 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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.



CHRISTIANI & NIELSEN

Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Executive Director	9/9 times
Nomination Committee	2/2 times
Remuneration Committee	2/2 times
Annual General Meeting	1/1 times
Extra ordinary general Meeting	1/1 times


No. of shares held as of 31 December 2023	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 Item No. 5

MR. KASEMSIT PATHOMSAK

Position	Independent Director Chairman of the Board of Directors* Chairman of Audit and Corporate Governance Committee** Chairman of Nomination Committee Chairman of Remuneration Committee	
Date of appointment on the board	10 April 2012	
Age	53 years	
Education	Master of Science in Finance from Bentley College, MA, USA Bachelor of Science in Business Administration Northeastern University, Massachusetts, USA	
Training	<p>Graduate member of Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none">.2016 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 (DAP) Class 48/2005.2003 Director Certification Program (DCP) Class 175/2003 <p>Capital Market Academy (CMA), The Stock Exchange of Thailand Capital Market Leader Program (Class 9)</p> <p>Commerce Academy, University of Thai Chamber of Commerce Top Executive Program in Commerce and Trade (TEPCoT) Class 7</p> <p>Tourism Authority of Thailand Tourism Management for Executives Class 1</p> <p>Institute of Metropolitan Development Navamindradhiraj University Urban Development Executive Program Class 1</p> <p>National Defense College National Defense Program Class 63</p>	
Work Experience		
• Apr, 2023 - Present	Independent Director Chairman of the Board of Directors* Chairman of Audit and Corporate Governance Committee** Chairman of Nomination Committee Chairman of Remuneration Committee	
• Feb, 2013 - Apr, 2023	Independent Director Chairman of Audit and Corporate Governance Committee Chairman of Nomination Committee Chairman of Remuneration Committee	



CHRISTIANI & NIELSEN

• Apr, 2012 - Feb, 2013	Independent Director Chairman of Audit Committee Christiani & Nielsen (Thai) Public Company Limited
• Dec, 2023 - Present	Independent Director Vice Chairman of the Audit Committee Eastern Water Resources Development and Management Public Company Limited
• Sep, 2022 - Present	Director, Starr International Insurance (Thailand) Public Company Limited
• Feb, 2022 - Present	Independent Director, A.J. Plast Public Company Limited
• May, 2021 - Present	Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee, Asian Alliance International 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	Vice Chairman, Board of Trade of Thailand
• 2005 - Present	Executive Chairman Merchant Partners Securities Public Company Limited
• Dec, 2021 - Oct, 2023	Independent Director Audit Committee Member of the Nomination and Remuneration Committee, CMO Public Company Limited
• Oct, 2019 - 2022	Member of the Board of Governor, The Civil Aviation Authority of Thailand
• Oct, 2019 - 2021	Sub-Committee on International Relation and Strategy, Parliament House
• 2010 - 2020	Director, UOB Kay Hian Securities (Thailand) Public Company Limited
Occupation	Executive Chairman Merchant Partners Securities Public Company Limited Merchant Partners Asset Management Limited



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: 1. Director, WP Energy Public Company Limited 2. Independent Director, A.J. Plast Public Company Limited 3. Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee, Asian Alliance International Public Company Limited 4. Independent Director Vice Chairman of the Audit Committee, Eastern Water Resources Development and Management 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 4. Independent Director Audit Committee Starr International Insurance (Thailand) 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 ended 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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.

Note : *Appointed as the Chairman of the Board of Directors with effect from 21 April 2023

**Audit Committee Member who has adequate expertise and experience to review creditability of the financial statement.



CHRISTIANI & NIELSEN


Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Audit & CG Committee	5/5 times
Nomination Committee	2/2 times
Remuneration Committee	2/2 times
Annual General Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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

MR. ISHAAN SHAH

Position	Director Executive Committee Member	
Date of appointment on the board	10 April 2012	
Age	35 years	
Education	Bachelor of Science in Business Administration, Concentration in Finance and Law, University of Southern California, Los Angeles, USA	
Training	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP)	
Work Experience		
• Aug, 2014 - Present	Director Executive Committee Member	
• Apr, 2012 - Aug, 2014	Director, Christiani & Nielsen (Thai) Public Company Limited	
• Feb, 2023 - Present	Director, Christiani & Nielsen DCM Co., Ltd.	
• Sep, 2020 - Present	Director, CNES D1 Co., Ltd.	
• 2019 - Present	Director, International Seaports (Haldia) Private Limited, India	
• 2016 - Present	Director, Christiani & Nielsen (Myanmar) Limited	
• Mar, 2014 - Present	Director, Maxwin Apartment Limited	
• 2011 - Present	Director, Precious Shipping Public Company Limited	
• 2008 - Present	Director, Globex Corporation Limited	
• Present	Director, Maxwin Builders Limited	
• Present	Director, Ambika Tour Agency Limited	
• Present	Director, Thai Stick Company Limited	
• Present	Director, Alva Aluminium Limited	
• Present	Director, Caesar Events Asia Limited	
• Present	Director, Mega Lifesciences Public Company Limited	
• Present	Director, Geepee Air Service Limited	
• Present	Director, Graintrade Limited	
• Present	Director, Unistretch Limited	
• Present	Director, Maestro Controls Limited	
• Present	Director, InsurExcellence Life Insurance Brokers Limited	
• Present	Director, InsurExcellence Insurance Brokers Limited	
• Present	Director, CE Lime (Thailand) Limited	
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, Globex Corporation Limited 2. Director, Unistretch Limited 3. Director, Maxwin Builders Limited* 4. Director, Ambika Tour Agency Limited 5. Director, Maestro Controls Limited* 6. Director, CE Lime (Thailand) Limited* 7. Director, Maxwin Apartment Limited* 8. Director, Caesar Events Asia Limited* 9. Director, Alva Aluminium Limited* 10. Director, Thai Stick Company Limited*
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 4. Director, International Seaports (Haldia) Private Limited, India
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen (Myanmar) Limited 2. Director, CNES D1 Co., Ltd. 3. Director, Christiani & Nielsen DCM Co., Ltd.*
Other Organizations	Nil

*Note: Please refer to "CONNECTED TRANSACTIONS" on page 173 - 175 of this Annual Report.

No. of Shares held (shares) as of year ended 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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.



CHRISTIANI & NIELSEN

Meeting in 2023	Meeting Attendance in 2023
Company Board of Directors	6/7 times
Executive Director	9/9 times
Annual General Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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

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	47 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	Graduate member of Thai Institute of Directors (IOD) • 2018 Investment for Creating Sustainable Wealth • 2013 Director Certification Program (DCP) Class 168/2013 • 2012 Chula Unisearch, Chulalongkorn University Bhumipalung Phandin for Top Executives, Chulalongkorn University • 2012 Commerce Academy, University of the Thai Chamber of Commerce Top Executive Program in Commerce and Trade (TEPCoT)	
Work Experience		
• Feb, 2013 - Present	Independent Director Audit and Corporate Governance Committee Member Nomination Committee Member Remuneration Committee Member	
• 2012 - Feb, 2013	Independent Director Audit Committee Christiani & Nielsen (Thai) Public Company Limited	
• 2023 - Present	Executive Director	
• 2008 - 2014	Managing Director Thai-Australian Resources Co., Ltd.	
• 2019 - 2022	Managing Director Golden Triangle Group Co., Ltd.	
• 2018 - 2020	Independent Director Audit Committee Member Chairman of Nomination and Remuneration Committee, Raimon Land Public Company Limited	
• 2018 - 2019	Chief Business Development Officer BCPR Company Limited	
• 2014 - 2020	Commercial Director, NIDO Petroleum Limited	
• 2010 - 2014	Chairman, Inova Co., Ltd.	
• 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	Executive Director, Thai-Australian Resources Co., Ltd.	



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 : Nil
	Non-Listed Companies : Executive Director, Thai-Australian Resources Co., Ltd.
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 2023

Description	As of 1 January 2023	Acquisition in 2023	Disposal in 2023	Increase (Decrease) in 2023	As of 31 December 2023
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 2023	Meeting Attendance in 2023
Company Board of Directors	7/7 times
Audit & CG Committee	5/5 times
Nomination Committee	2/2 times
Remuneration Committee	2/2 times
Annual Generation Meeting	1/1 times
Extra ordinary general Meeting	1/1 times

No. of shares held as of 31 December 2023	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 a 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 ant 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.