

Details of Independent Directors Nominated by Company to Shareholders for Appointment of Proxy**Qualifications of the Independent Director**

The Company defined the qualifications of the Independent Director in a way that is more than stringent the criteria of the Securities Exchange Commission;

1. Not holding more than 0.5 percent of total shares which are entitled to vote of the company, subsidiary company, affiliated company or juristic persons with conflict of interests, which shall be inclusive of the shares held by his/her related persons.
2. Not being a director or having been a director with participation in the management, not being a staff member, employee or advisor receiving regular salary from the company, not having the controlling powers of the company, subsidiary company, associated company or juristic persons with conflict of interests at present or during the period of two years before being appointed.
3. Not having blood ties or by way of legal registration in the manner of father, mother, spouse, sibling, or offspring including spouse of offspring of an executive, major shareholder, those who have controlling powers or those who are to be nominated as executives or those who have controlling power of the company, subsidiary company and associated company.
4. Not having or used to have a business relationship with the Company, subsidiary company, associated company, major shareholders of the Company or authorized person of the Company in the manner that may obstruct the independent exercise of discretion and not being or has been a significant shareholder or authorized person of the person with business relation with the Company, subsidiary company, associated company, major shareholders of the Company or authorized person of the Company, except relieved from aforesaid characteristics at not less than two years.

The business relation in paragraph one includes trade transactions in normal business, rent or lease on items related to asset or service or in giving or receiving financial assistance through acceptance or lending, guarantee, granting asset as debt security including similar behavior resulting in the Company or contract party with debt burden to be settled with another party from three per cent of net tangible asset of the Company or from twenty million baht up, as which amount is lower. However, the debt burden calculation shall be in value calculation on related items as announced by the Securities Exchange Commission on Rules of Related Items, by mutatis mutandis. But the consideration of such debt burden shall include debt burdens incurred at one pervious year before the date of business relation with the same person.

5. Not being or used to be auditor of the Company, subsidiary company, associated company, major shareholders or authorized person of the Company and shall not be significant shareholder, authorized person or partner of auditing office with the auditor of the Company, subsidiary company, associated company, major shareholders or authorized person of the Company in attachment, except relieved from such characteristics at not less than two years.

6. Not being or used to be any professional provider which includes legal consulting or financial consulting with service fee over two million baht from the Company, subsidiary company, associated company, major shareholders or authorized person of the Company and not being a significant shareholder, authorized person or partner of the professional provider, except relieved from such characteristics at not less than two years.
7. Not being a director appointed to be representative of the director of the Company, major shareholder or shareholders with relation with the major shareholder.
8. Not operating similar or significant competitive business to the business of the Company, subsidiary company or not being significant partner in the partnership or directorship with management participation on employees, staff, consultant with regular salary or holding shares over one percent of the total shares with voting right in other company operating business similar or competing with business of the Company or subsidiary company.
9. Shall be able to attend the Board of Directors' Meeting of the Company and make independent judgment.
10. Not having any other characteristics that limit his/her ability to express independent opinions regarding the Company's operations.
11. Shall be able to look after the interests of all shareholders equally.
12. Shall be able to prevent conflict of interest.
13. Shall not have been convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud or corruption.
14. If qualified according to all items 1-13 specified above, the independent director may be assigned by the Board of Directors to make decisions relating to business operations or the Company, subsidiary company, associated company, same-tier subsidiary or any juristic person with a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

Profile of Independent Directors Nominated by Company to Shareholders for Appointment of Proxy

Name	Mr. Vudhiphol Suriyabhivadh
Age	73 years
Position	Director, Chairman of Audit Committee, Chairman of Nomination, Remuneration and Good Corporate Governance Committee and Independent Director
Education	<ul style="list-style-type: none"> - Bachelor of Commerce (Accountancy), University of New South Wales, Australia - LL.B., Sukhothai Thammathirat University - Diploma, Management Course, IMD, Lausanne, Switzerland
Training	<ul style="list-style-type: none"> - Director Certification Program (DCP 36/2003), - Audit Committee Program (ACP 7/2005) and - Director Certification Program Update (DCPU 3/2015) from the Thai Institute of Directors Association (IOD)
Current the order Position	<ul style="list-style-type: none"> - Chairman of Audit Committee, Nomination and Remuneration Committee Member and Independent Director, Thai Wah Public Co., Ltd. - Chairman of Audit and Risk Management Committee, Nomination and Remuneration Committee Member and Independent Director, Laguna Resort and Hotel Public Co., Ltd. - Chairman of Audit Committee, Nomination and Remuneration Committee Member and Independent Director, Bangkok Ranch Public Co., Ltd.
Proportion of shares Held in the Company	1,447,000 shares (Including spouse) or 0.10% of the total of shares. (As of 24 th February 2017: XD)
Stakeholding in the Proposed agendas	<ul style="list-style-type: none"> - <u>Not a stakeholder in Agenda 5 :</u> To consider the appointment of directors in place of those who are to retire by rotation - <u>And a stakeholder in Agenda 6 :</u> To consider the remuneration for the Board of Directors and subcommittees

Profile of Independent Directors Nominated by Company to Shareholders for Appointment of Proxy

Name	Mr. Weerasak Wahawisal
Age	61 years
Position	Director, Audit Committee Member, Nomination, Remuneration and Good Corporate Governance Committee Member and Independent Director
Education	<ul style="list-style-type: none"> - Master of Accounting Sciences, University of Illinois, U.S.A. - Master of Business Administration, Ohio University, U.S.A. - Bachelor of Business Administration (Honors), Thammasat University
Training	<ul style="list-style-type: none"> - Director Accreditation Program (DAP 63/2007), - Director Certification Program (DCP 91/2007), - Role of Compensation Committee (RCC 15/2012), - Audit Committee Program (ACP 45/2013), - Director Certification Program Update (DCPU 1/2014), - Chartered Director Class (CDC 8/2014) and - Advance Audit committee program (AACP 20/2015) from the Thai Institute of Director Association (IOD)
Current the order Position	- Group Accounting Director, Bangkok Ranch Public Co., Ltd.
Proportion of shares Held in the Company	- None - (As of 24 th February 2017: XD)
Stakeholding in the Proposed agendas	<ul style="list-style-type: none"> - <u>Not a stakeholder in Agenda 5</u> : To consider the appointment of directors in place of those who are to retire by rotation - <u>But a stakeholder in Agenda 6</u> : To consider the remuneration for the Board of Directors and subcommittees

Profile of Independent Directors Nominated by Company to Shareholders for Appointment of Proxy

Name	Mr. Khantachai Vichakkhana
Age	69 years
Position	Director, Audit Committee Member, Nomination, Remuneration and Good Corporate Governance Committee Member and Independent Director
Education	<ul style="list-style-type: none"> - Master of Political Science (Public Administration), Thammasat University - LL.B. Thammasat University
Training	<ul style="list-style-type: none"> - Curriculum in Politics and Administration in the Democratic Retime for High-Level Executives, Class 8, King Prajadhipok's Institute - Curriculum in Chief Information Officer - Curriculum in management capacity testing, Office of the Civil Service Commission - Curriculum in Computer for Government Officers, Kasetsart University, in accordance with the resolution of the cabinet - Curriculum in the design of examination to recruit personnel of the Department of Lands, Class 2, Training Division, Department of Lands - Curriculum in Land Relationship Building, Office of Permanent Secretary, Ministry of Interior - Curriculum in Advance Management, Class 30, Institute of Administration Development, Department of Provincial Administration - Curriculum in High-level Land Administrator, Class 3, Department of Lands - Curriculum in Internal Security Operations Command, Royal Thai Army - Curriculum in speaker of Department of Lands, Class 2, Department of Lands - Curriculum in Public Disaster Relief, Fire Police Division, Royal Thai Police - Curriculum in Forensic Science, Class 9, Forensic Science Association of Thailand - Director Accreditation Program (DAP 112/2014) - Role of Compensation Committee (RCC 19/2014) and - Director Certification Program (DCP 119/2015) - from the Thai Institute of Director Association (IOD)
Current the order Position	<ul style="list-style-type: none"> - Director and Independent Director, TPI Polene Power Public Co., Ltd. - Director and Independent Director, TPI Polene Public Co., Ltd.
Proportion of shares Held in the Company	<p>- None -</p> <p>(As of 24th February 2017: XD)</p>
Stakeholding in the Proposed agendas	<ul style="list-style-type: none"> - <u>Not a stakeholder in Agenda 5</u> : To consider the appointment of directors in place of those who are to retire by rotation - <u>But a stakeholder in Agenda 6</u> : To consider the remuneration for the Board of Directors and subcommittees