

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

Qualifications of the Independent Director

The qualifications of the Independent Director required by the Office of the Securities and Exchange Commission (SEC) are as follows:

1. Holding shares no more than 1 per cent of paid-up capital of the Company, its affiliates and subsidiaries, or juristic persons with a potential conflict of interest, including shares held by relevant parties.

2. Not being a director who involves in management, or being an employee, staff member or advisor who receives a regular salary, or being an authorized person who controls the Company, its affiliates and subsidiaries, including associated companies or juristic persons with a potential conflict of interest in the past 2 years prior to an appointment.

3. No heredity relationship or by legal registration as parent, spouse, brother, sister or child including spouse of child of the management, major shareholders, controlling person or nominee who will be nominated to be the management or an authorized person of the Company including its affiliates or subsidiaries.

4. Not being a director or a stakeholder (either directly or indirectly) who receives any benefit from the Company, either in a way of providing professional services, having business relations and having particular connection with the management of the Company, its affiliates or subsidiaries or major shareholders.

The aforementioned relationship includes:

(1) Professional service provider

- Being a professional service provider such as auditor or other professional service provider i.e. legal consultant, financial advisor, asset assessor, etc.
- Level of significant which will be determined as non-independent includes:
 - Auditor: not allow in all cases
 - Other professional service provider: receiving compensation for services rendered exceeding THB 2 million per annum

(2) Business Relation

- Business relation covers all types of relevant business transactions i.e. normal business transactions, short-term property rental or lease and/or service transactions and/or financial transactions either a lender or a borrow, guarantor and/or giving assets as guarantee or any similar situation.

- Level of significant which will be determined as non-independent includes:

- Value of transaction \geq THB20 million or \geq 3% of Net Tangible Assets (“NTA”) whichever is lower. This applies to the transactions in the preceding 1 (one) year period.

5. Being a director who has liberty in his/her responsibilities and opinions including providing reports of the tasks assigned by the Board of Directors, without falling under any person’s control or representative of the management, the major shareholder or any parties relevant to the major shareholders of the Company.

6. Not being a director who will be appointed as a representative of the Company, major shareholder or other shareholder who have connection with the company’s majority shareholders.

7. Have no other ability to control the independent director in having freedom to express his/her opinions.

8. An Independent Director, who has qualifications as required in clauses 1-7, may be assigned by the Board of Directors to make decision in business operations of the Company including its affiliates and subsidiaries, associated companies or juristic persons with a potential conflict of interest under collective decision.

**Biography of Independent Directors Nominated by Company to Shareholders
for Appointment of Proxy**

Name	Mr. Vudhipol Suriyabhivadh
Age	68 Years
Position	Director, Audit Committee , Nomination and Remuneration Committee and Independent Director
Education	- Bachelor of Commerce (Accounting) University of New South Wales, Australia - LL.B., Sukhothai Thammathirat University - Diploma, Management Course, IMD, Lausanne, Switzerland
Trainings	- Certification of Completion of Directors Certification Program (DCP 36/2003) and Audit Committee Program (ACP 7/2005) from the Thai Institute of Directors Association
Current Position	- Director, Audit Committee , Nomination and Remuneration Committee and Independent Director, L.P.N. Development Public Co., Ltd. - Audit Committee , Nomination and Remuneration Committee and Independent Director, Thai Wah Food Products Public Co., Ltd. - Chairman of Audit and Risk Management Committee and Independent Director, Laguna Resort and Hotel Public Co., Ltd. - Chairman of Audit Committee and Independent Director, Bangkok Ranch Public Co., Ltd.
Proportion of shares held in the Company (as of 31 December 2011)	0.14%

**Biography of Independent Directors Nominated by Company to Shareholders
for Appointment of Proxy**

Name	Mr. Thep Roongtanapirom
Age	67 years
Position	Director, Audit Committee , Nomination and Remuneration Committee and Independent Director
Education	<ul style="list-style-type: none"> - Master of Business Administration, Finance and Accounting, Columbia University, USA - Bachelor Degree in Accounting (Honour), Thammasat University - Bachelor Degree in Commerce (Honour), Thammasat University
Trainings	<ul style="list-style-type: none"> - Certification of Completion of Directors Certification Program (DCP 20/2002), Audit Committee Program (ACP 8/2005), Monitoring the Internal Audit Function (MIA 1/2007) , Chartered Director Class (CDC03/2008) and Role of Compensation Committee (RCC 9/2009) from the Thai Institute of Directors Association (IOD) - Capital Market Academy (CMA 04/2007)
Current Position	<ul style="list-style-type: none"> - Director, Audit Committee , Nomination and Remuneration Committee and Independent Director, L.P.N. Development Public Co., Ltd. - Audit Committee , RCL Public Co., Ltd.
Proportion of shares held in the Company (as of 31 December 2011)	0.03%