

**Supporting information for Agenda 5: Selection of Directors in place of the retired**  
**Information of persons who are proposed to the position for another term**



**Name** : Professor Chaiyos Hemarajata  
**Position** : Independent Director  
**Age** : 68 years  
**Nationality** : Thai  
**Address** : 42 Soi Pramote, Surawong Road, Bangrak  
 Bangkok

**Education:**

Master of Laws (LL.M.) : Columbia University, USA

: Chulalongkorn University

Bachelor of Laws : Chulalongkorn University

**Training Course for Director:**

Director Accreditation Program (DAP) Year 2006, Thai Institute of Directors

**Relationship with Directors** : Nil

**Proportion of shares** : Nil

**Period of holding the position of Director** : 7 years 4 months

**Holding position of Directors/Administrator in other business:**

Registered company		Other business (Non-registered company)	Holding a position in a competitive business/related to the Company's business.
Amount	Director/Administrator		
	- Nil -	- Nil -	- Nil -

**Work Experience:**

2005 – Present Independent Director

SENA Development Public Company Limited

2008 - Present Member of Royal Institute (Law), Thammasat and Politics Department

1997 - Present Government Official, Chulalongkorn University

2004 Honorary Director, Private Sector Government Official at a University

**Meeting attended in year 2013:** Board of Directors' Meeting 4 times

**Direct or indirect interest in any business affairs in which the Company or associated companies is a party.**

- Nil -



**Name** : Mr. Theerawat Thanyalakphark  
**Position** : Director /  
 Chairman of Executive Committee /  
 Managing Director  
**Age** : 64 years  
**Nationality** : Thai  
**Address** : 52/86 Tower Park Condominium, 16<sup>th</sup> floor,  
 Sukhumvit Soi 3, Sukhumvit Road,  
 Wattana, Bangkok.

**Education:**

Master of Political Science: Ramkhamhaeng University.  
 Bachelor of Political Science: Ramkhamhaeng University.  
 Bachelor of Law: Thammasat University.

**Training Course for Director:**

Director Accreditation Program (DAP) year 2006, Thai Institute of Directors  
 Audit Committee Program (ACP) year 2006, Thai Institute of Directors  
 Director Certification Program (DCP) Class year 2005, Thai Institute of Directors

**Relationship with Directors** : - Father of Ms. Kessara Thanyalakpark and  
 Ms. Umaporn Thanyalakpark

- Brother of Miss Benyalak Thanyalakpark

**Proportion of shares** : 223,676,458 shares (31.30%)

**Period of holding the position of Director** : 7 years 4 months

**Holding position of Directors/Administrator I other business:**

Registered company		Other business (Non-registered company)	Holding a position in a competitive business/related to the Company's business.
Amount	Director/Administrator		
	- Nil -	- Nil -	- Nil -

**Work Experience:**

1999 – Present Director / Chairman of Executive Committee/Managing Director  
 SENa Development Public Company Limited  
 Present Director  
 Solava Co., Ltd.  
 2010 – Present Director and Managing Director  
 Property Gateway Co., Ltd.  
 2006 – Present Director and Managing Director

**Victory Asset Management Co., Ltd.**

2005 – Present	Director and Managing Director S.N. Asset Development Co., Ltd. Baan Ruam Tang Fun Co., Ltd.
1996 – Present	President of Foundation for Support and Development of Disabled Person
1994 – Present	Director and Managing Director T.Treasury Holding Co., Ltd.

**Meeting attended in year 2013:** Board of Directors' Meeting 5 times.

**Direct or indirect interest in any business affairs in which the Company or  
associated companies is a party.**

- Nil -



**Name** : Miss Benyalak Thanyalakpark  
**Position** : Director /  
The Executive Committee  
**Age** : 62 years  
**Nationality** : Thai  
**Address** : 2803 Ladprao Road, Wangthonglang  
Bangkok.

**Education:** Mini – MBA, Chulalongkorn University

**Training Course for Director:**

Director Accreditation Program (DAP) year 2006, Thai Institute of Directors

**Relationship with Directors** : - Aunt of Ms. Kessara Thanyalakpark and  
Ms. Umaporn Thanyalakpark  
- Sister of Mr. Theerawat Thanyalakpark

**Proportion of shares** : 1 share

**Period of holding the position of Director** : 7 years 4 months

**Holding position of Directors/Administrator / other business:**

Registered company		Other business (Non-registered company)	Holding a position in a competitive business/related to the Company's business.
Amount	Director/Administrator		
	- Nil -	- Nil -	- Nil -

**Work Experience:**

2004 – Present Director / Director of Executive /  
Deputy Managing Director in purchase and administration  
department.  
SENA Development Public Company Limited  
2006 – Present Director  
Victory Asset Management Co., Ltd.  
S.N. Asset Development Co., Ltd.  
Property Gateway Co., Ltd.  
T.Treasury Holding Co., Ltd.  
Baan Ruam Tang Fun Co., Ltd.

**Meeting attended in year 2013:** Board of Directors' Meeting 5 times

Direct or indirect interest in any business affairs in which the Company or  
associated companies is a party.

- Nil -

**Principles and procedures of selecting Directors,  
Director of Auditors and Independent Directors**

The Company appointed the Remuneration and Nominations Committee by a resolution of the Board of Directors' Meeting No. 1/2014 held on 26 February 2014. To select Directors of the Company, the Company's Remuneration and Nominations Committee has considered the qualifications of the Directors with regard to experience, professional skill as well as the performance in the past years. The principles and procedures of selecting Directors are consistent with the Articles of Association of the Company, which regulates as follows:

1. The Board of Directors consisting of 5 persons of which at least half (1/2) must have permanent residence in Thailand.
2. The Shareholders' Meeting shall select the Directors by using the following principles and procedures:
  - a. One shareholder has the vote equals to the number of share he/she is holding in order to select one (1) Director.
  - b. Each shareholder shall use the entire vote he/she has as in a. to select one person or several persons as the Directors, but the vote cannot be divided into different proportions.
  - c. The persons received from the highest vote downward will be selected as Directors equals to the number of Directors it should have or should be selected in for the term. In case that the person has orderly been selected has equal votes and exceeding the number of Director that it should have or should be selected, the Chairman shall give an additional one (1) vote as the final vote.
3. Each Director shall have the qualifications as follows:
  - a. Does not do a business or occupation which has the conflict of interest with the Company's line of business.
  - b. Be qualified in accordance with the regulations of the Stock Exchange of Thailand.
4. Shareholders of the Company will select at least 3 Directors who have freedom to perform the duty of Independent Directors. The Board of Directors will consider the qualifications of the person to be the Independent Directors by considering the qualifications and illicit quality of the Directors in accordance with the Public Limited Company Act and the Stock Exchange Law.
5. Selection for Director of Auditors

The Board of Directors will appoint at least 3 persons to be Board of Auditors by considering from the Independent Directors who are qualified under the Stock Exchange Law as well as the announcement, regulations and/or rules of the Stock Exchange of Thailand in regard to the qualifications and scope of duties of the Board of Auditors. However, at least 1 Director should possess the knowledge of accounting and finance.