



Supporting Document

Agenda Item 5: To elect directors to replace those who retired by rotation

Information about the five directors proposed for re-election is as follows:

Profile of the director proposed for re-election

Name and Surname	:	Mr. Charoen Sirivadhanabhakdi	
Type of Directorship Proposed	:	Director	
Age	:	71 years	
Date of First Director's Appointment	:	19 December 2001	
Holding directorship for	:	13 years 4 months	
Education	:	Doctor of Philosophy (honorary degree) Food Science and Technology, Rajamangala University of Technology Lanna. Doctor of Philosophy (honorary degree) Administration, Mae Fah Luang University Doctor of Arts (honorary degree) Administration, Eastern Asia University Doctor of Arts (honorary degree) Management, Huachiew chalermprakiet University Doctor of Philosophy (honorary degree) Industrial Technology Administration, Chandrakasem Rajabhat University Doctor of Philosophy (honorary degree) Agricultural Administration, Maejo University Doctor of Philosophy (honorary degree) Management, Rajamangala University of Technology Suvarnabhumi. Doctor of Philosophy (honorary degree) International Business Management, University of the Thai Chamber of Commerce. Doctor of Arts (honorary degree) Tourism Industry and Hospitality, Christian University of Thailand.	
Training course for director	:	Directors Accreditation Program (DAP) BJC/2004 Thai Institute of Directors (IOD)	
Working experiences	:	2011 – Present Chairman TCC Trade & Convention Center Company Limited 2006 – Present Chairman Siritwana Company Limited Chairman Planteon Company Limited	



	Chairman Cristalla Company Limited
2003 – Present	Chairman Thai Beverage Public Company Limited
2002 – Present	Chairman North Park Golf and Sports Club Company Limited
	Chairman TCC Land Company Limited
2001 – Present	Chairman and Chairman of Executive Board Berli Jucker Public Company Limited
	Chairman Beer Thai (1991) Public Company Limited
1988 – Present	Chairman Southeast Group
1972 – Present	Chairman of Executive Board TCC Holding Group
2003 – 2009	Chairman TCC Capital Land Company Limited
Legal dispute	: None
Shareholding portion	: None
Acting as directors/Executives in other Companies	
• Listed company	: Total of 1 company - Chairman Thai Beverage Public Company Limited
• Non – listed company	: Total of 9 companies - Chairman TCC Trade & Convention Center Company Limited Siriwana Company Limited Planteon Company Limited Cristalla Company Limited North Park Golf and Sports Club Company Limited TCC Land Company Limited Beer Thai (1991) Public Company Limited Southeast Group - Chairman of Executive Board TCC Holdings Group
• Other businesses may cause the conflict of interest	: None



Criteria and Nomination procedure

: The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Charoen Sirivadhanabhakdi's qualification fully conforms to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a director.

Meeting attendance in 2014

: Board of Directors : 8 out of total 12 meetings
Executive Board : 5 out of total 5 meetings



Profile of the director proposed for re-election

Name – Surname	:	Khunying Wanna Sirivadhabhakdi	
Type of Directorship Proposed	:	Vice Chairman	
Age	:	72 years	
Date of First Director's Appointment	:	19 December 2001	
Holding directorship for	:	13 years 4 months	
Education	:	Doctor of Philosophy (honorary degree), Social Science, Mae Fah Luang University Doctor of Philosophy (honorary degree), Business Administration, Chiang Mai University Doctor of Philosophy (honorary degree), Biotechnology, Ramkhamhaeng University Doctor of Philosophy (honorary degree), Agricultural Administration, Maejo University Doctor of Philosophy (honorary degree) Management, Rajamangala University of Technology Tawan-ok.	
Training course for director	:	Directors Accreditation Program (DAP) BJC/2004 Thai Institute of Directors (IOD)	
Working experiences	:	2011 – Present Vice Chairman of Executive Board TCC Trade & Convention Center Company Limited 2006 – Present Vice Chairman Siritwana Company Limited Vice Chairman Planteon Company Limited Vice Chairman of Executive Board Cristalla Company Limited 2004 – Present Chairman Sangsom Group 2003 – Present Vice Chairman Thai Beverage Public Company Limited 2002 – Present Vice Chairman of Executive Board North Park Golf and Sports Club Company Limited Vice Chairman TCC Land Company Limited 2001 – Present Vice Chairman Berli Jucker Public Company Limited Chairman Beer Thip Brewery (1991) Company Limited 1988 – Present Vice Chairman Southeast Group	



1972 – Present

Vice Chairman of Executive Board
TCC Holding Group

2003 – 2009

Vice Chairman
TCC Capital Land Company Limited

Legal disputation : None

Shareholding portion : None

Acting as directors/Executives in other Companies

- Listed company : Total of 1 company
- Vice Chairman
Thai Beverage Public Company Limited

- Non – listed company : Total of 10 companies
- Chairman

Sangsom Group

Beer Thip Brewery (1991) Company Limited

- Vice Chairman

Siriwana Company Limited

Planteon Company Limited

TCC Land Company Limited

Southeast Group

- Vice Chairman of Executive Board

TCC Trade & Convention Center Company Limited

Cristalla Company Limited

North Park Golf and Sports Club Company Limited

TCC Holding Group


- Other businesses may : None
cause the conflict of interest

Criteria and Nomination procedure : The Company considered the recommendation of the Nomination and Remuneration Committee that Khunying Wanna Sirivadhanabhakdi's qualification fully conforms to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. She would be helpful to develop the Company's business operation. So it is deemed appropriate to elect her as a director.

Meeting attendance in 2014 : Board of Directors: 8 out of total 12 meetings



Profile of the director proposed for re-election

Name – Surname	:	Mr. Panot Sirivadhakdi	
Type of Directorship Proposed	:	Director	
Age	:	36 years	
Date of First Director's Appointment	:	26 December 2001	
Holding directorship for	:	9 years 5 months	
Education	:	Master Degree, Management Information System, London University, United Kingdom Bachelor's Degree, Production Engineering Boston University, USA Bachelor's Degree, Industrial Engineering and Economics Program Massachusetts University, USA	
Training courses for director	:	Director Certification Program (DCP) 46/2004 Thai Institute of Directors Association (IOD) Director Accreditation Program (DAP) 10/2004 Thai Institute of Directors Association (IOD) Finance for Non-Finance Directors (FND) 10/2004 Thai Institute of Directors Association (IOD) Capital Market Academy Leader Program 9 (CMA9) Capital Market Academy (CMA) Advanced Management Program 1 Urban Green Development Institute Advanced Management Program 1 Thailand Energy Academy (TEA) Advanced Management Program 1 Institute of Business and Industrial Development	
Working experiences	:		
Oct 2014 – Present		Director Kasem Subwattana Company Limited	
Dec 2013 – Present		Director Thip Sukhothai Bio-tech Company Limited Director Thip Suphanburi Bio Energy Company Limited	
Nov 2013 – Present		Director TCC Assets (Thailand) Company Limited	
Jun 2013 – Present		Director Kasem Subsiri Company Limited	
Dec 2012 – Present		Director Goldenland Property Development Company Limited Director SMJC Development Company Limited	



Aug 2012 – Present	Director TCC Sport & Recreation Company Limited
Dec 2011 – Present	Director TCC Exhibition and Convention Center Company Limited
	Director TCC Trade and Convention Center Company Limited
Nov 2011 – Present	Director Thip Sukhothai Bio Refinery Company Limited
Sep 2011 – Present	Director Thip Kamphangphet Bio Energy Company Limited
	Director Thip Nakhosawan Bio Energy Company Limited
	Director Thip Sukhothai Bio Energy Company Limited
	Director Thip Sugar Kamphaengphet Company Limited
	Director Thip Sugar Nakornsawan Company Limited
	Director Thip Sugar Sukhothai Company Limited
	Director Suphanburi Sugar Industry Company Limited
Feb 2010 - Present	Director North Park Real Estate Company Limited
Jan 2010 – Present	Director North Park Golf and Sports Club Company Limited
May 2009 – Present	Director Nongkhai Country Golf Club Company Limited
Aug 2008 – Present	Director Terragro Fertilizer Co.,LTD.
Mar 2008 – Present	Director Norm Company Limited
Nov 2007 – Present	Director Paksong Capital Company Limited
Jul 2007 – Present	Director Adelfos Company Limited
May 2007 – Present	Director Eastern Seaboard Industrial Estate (Rayong) Company Limited
2007 – Present	Director and acting Managing Director Siam Food Products Public Company Limited
	Director and Executive Director Univentures Public Company Limited
	Director Thai Beverage Public Company Limited



2006 – Present	Director Siriwana Company Limited
2006 – Present	Director Cristalla Company Limited
Aug 2006 – Present	Director Plantheon Company Limited
Nov 2005 - Present	Director and Executive Director Berli Jucker Public Company Limited
2005 – Present	Director and Executive Director Beer Thip Brewery (1991) Company Limited
2001 – Present	Director and Executive Vice President T.C.C. Technology Company Limited
Nov 2008 – Aug 2014	Director TCC Holding Company Limited
Oct 2008 – Feb 2011	Director TCC Land Company Limited
Oct 2008 – Feb 2011	Director TCC Land Retail Company Limited
Legal dispute	: None
Shareholding portion	: None
Acting as directors/Executives in other Companies	
• Listed company	: Total of 4 companies - Director Goldenland Property Development Company Limited Thai Beverage Public Company Limited - Director and Executive Director Siam Food Products Public Company Limited Univentures Public Company Limited
Non – listed company	: Total of 29 companies - Director Kasem Subwattana Company Limited Thip Sukhothai Bio-tech Company Limited Thip Suphanburi Bio Energy Company Limited TCC Assets (Thailand) Company Limited Kasem Subsiri Company Limited SMJC Development Company Limited TCC Sport & Recreation Company Limited TCC Exhibition and Convention Center Company Limited TCC Trade and Convention Center Company Limited Thip Sukhothai Bio Refinery Company Limited



Thip Kamphangphet Bio Energy Company Limited
Thip Nakhosawan Bio Energy Company Limited
Thip Sukhothai Bio Energy Company Limited
Thip Sugar Kamphaengphet Company Limited
Thip Sugar Nakornsawan Company Limited
Thip Sugar Sukhothai Company Limited
Suphanburi Sugar Industry Company Limited
North Park Real Estate Company Limited
North Park Golf and Sports Club Company Limited
Nongkhai Country Golf Club Company Limited
Terragro Fertilizer Co.,LTD.
Norm Company Limited
Paksong Capital Company Limited
Adelfos Company Limited
Eastern Seaboard Industrial Estate (Rayong) Company Limited
Siriwana Company Limited
Cristalla Company Limited
Plantheon Company Limited
Beer Thip Brewery (1991) Company Limited

- Other businesses may cause the conflict of interest

: None

Criteria and Nomination procedure


: The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Panot Sirivadhanabhakdi's qualification fully conforms to the Public Limited Companies Act B.E. 2535 and is knowledge able about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a director.

Meeting attendance in 2014

: Board of Directors: 8 out of total 12 meetings
Executive Board: 4 out of total 5 meetings



Profile of the director proposed for re-election


Name - Surname	:	Mr. Prasit Kovilaikool	
Type of Directorship Proposed	:	Independent Director Chairman of Audit Committee	
Age	:	72 years	
Date of First Director's Appointment	:	23 February 2010	
Date of First Director's Appointment	:	23 February 2010	
Holding directorship for	:	5 years 2 months	
Educational qualifications	:	LLM, Columbia University, USA Barrister-at-Law (Thai BAR) Bachelor of Laws (Second Class Honor) Chulalongkorn University Certificate in Human Rights Teaching University of Strasbourg, France Certificate in Real Estate Assessment Institute of Land Readjustment (Taiwan) and Lincoln Land Institute, Massachusetts, USA	
Training course for director	:	Director Accreditation Program (DAP) 41/2005 Thai Institute of Directors Association (IDO) Finance for Non-Finance Directors (FND) 11/2004 Thai Institute of Directors Association (IDO) Improving the Quality of Financial Reporting (QFR) 1/2006 Thai Institute of Directors Association (IDO)	
Work experiences	:	<p>April 2014 – Present Chairman of the Board of Directors Oishi Group Public Company Limited</p> <p>Apr 2012 – Present Independent Director and Chairman of Audit Committee Thai Beverage Public Company Limited</p> <p>Feb 2012 – Present Chairman of Audit Committee Berli Jucker Public Company Limited</p> <p>Apr 2010 – Present Independent Director Oishi Group Public Company Limited</p> <p>Apr 2010 – Present Independent Director and Chairman of Audit Committee Siam Food Products Public Company Limited</p> <p>Feb 2010 – Present Independent Director Berli Jucker Public Company Limited</p> <p>2010 – Present Member of Land Readjustment Commission to Development the Area Ministry of Interior</p>	



2010 – Present	Chairman of the Board of Directors Research and Development Law Faculty of Law, Chulalongkorn University
2009 – Present	Member of Chulalongkorn University Council Chulalongkorn University
2007 – Present	Member of Agricultural Futures Trading Commission Ministry of Commerce
2007 - Present	Advisor of Property Management Committee The Thai Red Cross Society
1999 – Present	Director Foundation of Phra Chulachomklao Fortress
1992 – Present	Lecturer, Legal Education Institute of Thai BAR Thai Bar Association
1989 – Present	Councilor of the Council of State, Group 7 Office of the Council of State
Legal Disputation	: None
Shareholding portion	: None
Acting as directors / Executives in other Companies	
• Listed company	: Total of 3 companies - Chairman of the Board of Director (Independent Director) Oishi Group Public Company Limited - Independent Director and Chairman of Audit Committee Thai Beverage Public Company Limited Siam Food Products Public Company Limited
• Non - listed company	: None
• Other businesses may cause the conflict of interest	: None
Criteria and Nomination procedure	: The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Prasit Kovilaikool's qualification fully conforms to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a director.
Meeting attendance in 2014	: Board of Director: 10 out of a total of 12 meetings. Audit Committee: 8 out of a total of 8 meetings.



Profile of the director proposed for re-election

Name – Surname	:	Mr. Suvit Maesincee	
Type of Directorship Proposed	:	Independent Director	
Age	:	54 years	
Address	:	15/53 Kanchanapisek Road, Laksong, Bang Khae, Bangkok 10160	
Date of First Director's Appointment	:	13 February 2008	
Holding directorship for	:	7 years 2 months	
Educational qualifications	:	Ph.D. in Marketing Kellogg Graduate School of Management Northwestern University, USA Master of Business Administration National Institute of Development Administration (NIDA) Bachelor of Pharmacy Mahidol University	
Training course for director	:	Directors Accreditation Program (DAP) 60/2006 Thai Institute of Directors (IOD) Audit Committee Program (ACP) 37/2011 Thai Institute of Directors (IOD)	
Work experiences	:		
Sep 2014 – Present		Independent Director and Audit Committee Member Thai Oil Public Company Limited	
Jul 2011 – Present		Independent Director and Audit Committee Member Siam Food Products Public Company Limited	
2011 – Present		Independent Director and Audit Committee Member G Capital Public Company Limited	
2009 – Present		Nomination and Remuneration Committee Member Berli Jucker Public Company Limited	
2008 – Present		Director Sasin Institute for Global Affairs (SIGA) Sasin Graduate Institute of Business Administration of Chulalongkorn University	
2008 – Present		Independent Director and Audit Committee Member Berli Jucker Public Company Limited	
2000 – Present		Independent Director and Audit Committee Member Thai Vegetable Oil Public Company Limited	
2011 – Apr 2014		Independent Director and Audit Committee Member Krungthai Card Public Company Limited	
Legal Disputation	:	None	
Shareholding portion	:	None	



Acting as directors / Executive in other Companies

- Listed company : Total of 4 companies
- Independent Director and Audit Committee Member

Thai Oil Public Company Limited

Siam Food Products Public Company Limited

G Capital Public Company Limited

Thai Vegetable Oil Public Company Limited

- Non - Listed Company : None

- Other businesses may cause the conflict of interest : None

Criteria and Nomination procedure : The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Prasit Kovilaikool's qualification fully conforms to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to elect him as a director.

Meeting attendance in 2014 : Board of Directors: 12 out of a total of 12 meetings.
Audit Committee: 7 out of a total of 8 meetings.
Nomination and Remuneration Committee: 4 out of a total of 4 meetings



Definition of Independent Director of Company

The company had set out the standard qualifications of the Independent Directors to comply with the requirements of the notification of the Securities and Exchange Committee Office No. TorChor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (which is amended by the he Securities and Exchange Committee Office No. TorChor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares) which specified that the "Independent Directors" shall possess the following qualifications:

1. Their shareholdings must not exceed 1 % of all shares entitled to voting rights of the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company. In this regard, the shares owned by persons related to them shall be counted as theirs.
2. They must not now be nor ever have been involved as executives, employees, hired workers, salaried consultants, or anyone with controlling authority of the Company, i.e. the parent company, its subsidiaries, its joint ventures, associated subsidiaries, or juristic entities in potential conflict with the Company, unless such association ended no less than 2 years before.
3. They are not related by blood or registered as being parents, spouses, siblings, or spouses of the children of the executives, major shareholders, persons with controlling authority, or persons to be nominated as executives or persons of controlling authority in the Company or its subsidiaries.
4. They have no business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company in ways that might impair their independent judgment. They must also not be nor have been major shareholders, directors other than independent directors, or executives of entities having business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company, unless such association ended no less than 2 years before.

The term “business relationship” mentioned above includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three 3 percent or more of the net tangible assets of the Company or twenty (20) million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness occurring during the course of one 1 year prior to the date on which the business relationship with the person commences.

5. They are not and have not been an auditor of the Company or the Company’s parent company, subsidiary, associated company, or major shareholder, or of any of the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, or the Company’s parent company, subsidiary, or major shareholder, or the person having power to control the Company is working, unless such an independent director has not been a person referred to above for at least two years.



6. They are not and have not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or from the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.
7. They are not directors appointed as representatives of directors of companies that are major shareholders or of shareholders related to the major shareholders of the Company.
8. Not undertaking a business with similar nature or significant competition with the business of the person applying for permission or a subsidiary companies, or not being a major partner of a partnership, or a director with involvement in management, a hired worker, an employee, an advisor with regular payroll, or owning shares more than 1 percent of all shares with voting right of other companies with similar business undertaking or significant competition with the business of the person applying for permission or subsidiary companies.
9. They have no other attributes that obstruct them from forming independent opinions.

After being appointed as independent director with the qualifications under Clause 1 to Clause 9, the independent director may be assigned by the board of directors to take part in the business decision of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

In the case where the person appointed by the applicant as independent director has or used to have a business relationship or provide professional services exceeding the value specified under Clause 4 or Clause 6 of the first paragraph, the applicant shall be granted an exemption from such prohibition only if the applicant has provided the opinion of the company's board of directors indicating that, by taking into account the provision in Section 89/7, the appointment of such person does not affect performing of duty and expressing of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:

- (a) The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules;
- (b) The reason and necessity for maintaining or appointing such person as independent director;
- (c) The opinion of the applicant's board of directors for proposing the appointment of such person as independent director.

For the purpose of Clause 5 and Clause 6 of the first paragraph, the term "partner" shall mean a person assigned by an audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.