

Information of individuals
nominated as directors to replace directors retired by rotation

1. Profiles of the nominated directors

1.1 Mr Petch Osathanugrah

Age 64

Positions in the Company

- Director
- Authorised Director
- Chairman of the Executive Committee

Date of Appointment as a Director

22 March 2018 (in the position for one year until 21 March 2019)

Education/Training

Bachelor of Marketing, Southern Illinois University, US

Director Training

Director Accreditation Program (DAP) 127/2016

Board Member/Management in Other Listed Company (None)

Positions in Other Company/Organization (16 companies)

Period	Position	Company
Present	Director	O ground Co., Ltd.
2015 - Present	President of university	Bangkok University
2013 - Present	Chief Executive Officer	
1992 - Present	Director of the University Council	
Present	Director	Osathanugrah Holding Co., Ltd.
Present	Director	Bangkok Creative Elements Co., Ltd.
Present	Director	Digiday Co., Ltd.
Present	Director	BU property Co., Ltd.
Present	Director	Silent bark Co., Ltd.
Present	Director	Sozohub Co., Ltd.
Present	Director	Doisawasdee hill Co., Ltd.
Present	Director	Diamond Farm Holding Co., Ltd.
Present	Director	Campus Land Co., Ltd.
Present	Director	Campus Co., Ltd.
Present	Director	Sansab Social Enterprise Co., Ltd
Present	Director	Osotspa Myanmar Co., Ltd.
2010 - Present	Director	Bangkok Art and Culture Centre Foundation
1992 - Present	Chairman of the Board of Directors	Shiseido (Thailand) Co., Ltd.

5-year Past Experiences and/or Remarkable Positions are the same information with those in Positions in Other Company/Organization

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2018

1. Board of Directors Meeting attendance: 12 times (equivalent to 100%)
2. Executive Committee Meeting attendance: 20 times (equivalent to 95.24%)

1.2 Mr Krirk Vanikkul

Age 64

Positions in the Company

- Independent Director
- Member of Audit Committee

Date of Appointment as a Director

22 March 2018 (in the position for one year until 21 March 2019)

Education/Training

- Bachelor of Laws, (2nd Class Hons.), Chulalongkorn University
- Barrister-at-Law, Thai Bar Association
- B.A. in Jurisprudence (Hons. Oxon), Oxford University, UK
- Barrister-at-Law, Middle Temple, UK
- Advanced Management Program (AMP), Harvard University, US

Director Training

- Director Certification Program (DCP) 42/2004
- Finance for Non-Finance Director (FN)
- Improving the Quality of Financial Reporting (QFR) 3/2006
- Charter Director Course (CDC) 2008

Board Member/Management in Other Listed Company (2 companies)

Period	Position	Company
2018 - Present	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Member of the Nomination, Remuneration and Good Corporate Governance Committee 	L.P.N. Development PCL
2015 - Present	Independent Director	The Siam Commercial Bank PCL
2018 - Present	Chairman of the Risk Oversight Committee	

Positions in Other Company/Organization (one company)

Period	Position	Company
2012-Present	Member of the Council of State	Office of the Council of State

5-year Past Experiences and/or Remarkable Positions (As it is the same information with those in Positions in Other Company/Organization, only additional parts are described as follows)

Period	Position	Company
2017 - 2018	Member of the Executive Committee	The Siam Commercial Bank PCL
2015 - 2018	Expert Commission Member	Office of Knowledge Management and Development (Public Organization)
2015 – 2017	Independent Director	Italian-Thai Development PCL
2014 - 2015	Chairman	Government Housing Bank
2009 - 2014	Deputy Governor, Financial Institutions Stability	Bank of Thailand

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2018

1. Board of Directors Meeting attendance: 12 times (equivalent to 100%)
2. Audit Committee Meeting attendance: 10 times (equivalent to 100%)

1.3 Mrs Wannipa Bhakdibutr

Age 55

Positions in the Company

- Director
- Authorised Director
- Member of the Executive Committee
- Member of the Risk Management Committee
- President

Date of Appointment as a Director

13 December 2018 (appointed as a director of the Company pursuant to the Board of Directors Meeting no. 12/2018 held on 12 December 2018 with effect from 13 December 2018 to replace Sub. Lt. Seri Osathanugrah, the resigned director) (in the position for three months until March 2019)

Education/Training

- MBA San Diego State University, US
- Bachelor of Economics Program, Kasetsart University

Director Training

Director Certification Program (DCP) 246/2017

Board Member/Management in Other Listed Company (None)**Positions in Other Company/Organization (16 companies)**

Period	Position	Company
2017 - Present	Director	Uni. Charm (Thailand) Co., Ltd.
2017 - Present	Chairperson of the Marketing Subcommittee	Thailand Institute of Scientific and Technological Research
2018 - Present	Association President	Energy Drink Manufacturers Association
2016 - Present	Director	Osotspa Beverage Co., Ltd.
2016 - Present	Director	Siam Glass Industry Co., Ltd.
2016 - Present	Director	Siam Glass Ayutthaya Co., Ltd.
2016 - Present	Director	Greensville Co., Ltd.
2016 - Present	Director	Osotspa Loi Hein (Thailand) Co., Ltd.
2016 - Present	Director	Osotspa Taisho Pharmaceuticals Co., Ltd.
2016 - Present	Director	House Osotspa Foods Co., Ltd.
2016 - Present	Director	Calpis Osotspa Co., Ltd.
2016 - Present	Director	Yamamura International (Thailand) Co., Ltd.
Present	Director	Osotspa Enterprise Co., Ltd.
Present	Director	Osotspa Enterprises Singapore Pte. Ltd.
Present	Director	Oventure Pte. Ltd.
Present	Director	Osotspa Myanmar Co., Ltd.

5-year Past Experiences and/or Remarkable Positions (As it is the same information with those in Positions in Other Company/Organization, only additional parts are described as follows)

Period	Position	Company
2015 - 2018	Director	Government Savings Bank
2015 - 2017	Director	Thailand Institute of Scientific and Technological Research
2014 - 2016	Director	The Zoological Park Organization
2014 - 2016	Vice-President Marketing Personal Care and Food	Unilever Thai Trading Limited Co., Ltd.

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2018

1. Risk Management Committee Meeting attendance: 5 times (equivalent to 100%)
2. Executive Committee Meeting attendance: 21 times (equivalent to 100%)
3. Currently, Mrs Wannipa Bhakdibutr has no record on the Board of Directors Meeting attendance during the year as she was appointed as a director of the Company pursuant to the Board of Directors Meeting no. 12/2018 held on 12 December 2018 which was the last Board of Directors Meeting of the year.

1.4 Mr Tasharin Osathanugrah

Age 51

Positions in the Company

- Director
- Authorised Director
- Member of Executive Committee

Date of Appointment as a Director

22 March 2018 (in the position for one year until 21 March 2019)

Education/Training

Secondary Ravena High US

Director Training

Director Accreditation Program (DAP) 124/2016

Board Member/Management in Other Listed Company (None)**Positions in Other Company/Organization/ (15 companies)**

Period	Position	Company
Present	Director	Osotspa Beverage Co., Ltd.
Present	Director	Siam Glass Industry Co., Ltd.
Present	Director	Siam Glass Ayutthaya Co., Ltd.
Present	Director	Greenville Co., Ltd.
Present	Director	SSB Enterprise Co., Ltd.
Present	Director	Osotspa Innovation Center Co., Ltd.
Present	Director	Osotspa Dairy Co., Ltd.
Present	Director	Osathanugrah Holding Co., Ltd.
Present	Director	Ruenbua Co., Ltd.
Present	Director	Thachthana Co., Ltd.
Present	Director	Ducky Suki Co., Ltd.
Present	Director	Doisawasdee Hill Co., Ltd.
Present	Director	Osotspa Europe Ltd.
Present	Director	Virintorn Co., Ltd.
Present	Director	Osotspa Myanmar Co., Ltd.

5-year Past Experiences and/or Remarkable Positions are the same information with those in Positions in Other Company/Organization

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2018

1. Board of Directors Meeting attendance: 11 times (equivalent to 91.67%)
2. Executive Committee Meeting attendance: 19 times (equivalent to 90.48%)

1.5 Mr Niti Osathanugrah

Age 45

Positions in the Company

- Director
- Authorised Director
- Member of the Nomination and Remuneration and Corporate Governance Committee
- Member of the Executive Committee

Date of Appointment as a Director

22 March 2018 (in the position for one year until 21 March 2019)

Education/Training

- Master of Arts in Economic Law, Chulalongkorn University
- Bachelor of Economics and Political Science, Amherst College

Director Training

- DCP Refresher Course 2/2009
- Director Accreditation Program (DAP) 27/2004
- Audit Committee Program (ACP) 42/2013
- Role of the Compensation Committee (RCC) 13/2011
- Monitoring the Quality of Financial Reporting (MFR) 17/2013
- Monitoring Fraud Risk Management (MFM) 9/2013
- Board Reporting Program (BRP) 10/2013
- Monitoring the System of Internal Control and Risk Management (MIR) 15/2013
- Successful Formulation & Execution of Strategy (SFE) 18/2013
- Company Secretary Program (CSP) 49/2013
- Monitoring the Internal Audit Function (MIA) 14/2013
- Company Reporting Program (CRP) 5/2013
- The Board's Role in Merger and Acquisitions (M&A) 1/2011
- Director Certification Program DCP 253/2018

Board Member/Management in Other Listed Company (one company)

Period	Position	Company
2018 - Present	Director	Minor International PCL

Positions in Other Company/Organization (6 companies)

Period	Position	Company
2017 - Present	Director	The Thai Chamber of Commerce
2015 - Present	Managing Director	Pichaisawat Co., Ltd.
2015 - Present	Managing Director	Bangkok Rinvest Co., Ltd.
2012 - Present	Director	Osathanugrah Foundation
2004 - Present	Director	Safety Insurance PCL
1991 - Present	Director	Osathanugrah Holding Co., Ltd.

5-year Past Experiences and/or Remarkable Positions (As it is the same information with those in Positions in Other Company/Organization, only additional parts are described as follows)

Period	Position	Company
2004 - 2018	- Director - Member of the Risk Management Committee - Member of the Nomination and Remuneration Committee	Charn Issara Development PCL
2011 - 2016	Director	Osotspa Beverage Co., Ltd.
2011 - 2016	Director	Siam Glass Ayutthaya Co., Ltd.

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2018

1. Board of Directors Meeting attendance: 12 times (equivalent to 100%)
2. Nomination, Remuneration and Corporate Governance Committee Meeting 8 times (equivalent to 100%)
3. Executive Committee Meeting attendance: 20 times (equivalent to 95.24%)

2. The Company Shareholdings of Nominated Persons (as of 13 February 2019)

Nominated persons	Number of shares	% of issued shares
1. Mr Petch Osathanugrah (including shareholding of Mr Ratch Osathanugrah, Mr Purat Osathanugrah, Mr Puree Osathanugrah, Mr Katha Osathanugrah, Mr Natee Osathanugrah and Orizon Limited (“Orizon Group”) who have acting in concert relationship under the securities and exchange law	959,988,000	31.95
2. Mr Krirk Vanikkul	100,000	0.003
3. Mrs Wannipa Bhakdibutr	565,000	0.019
4. Mr Tasharin Osathanugrah	87,395,000	2.91
5. Mr Niti Osathanugrah	489,081,300	16.28

3. Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship characteristics	Name of nominated person qualified as Independent Directors (Mr Krirk Vanikkul)
Holding of the Company Share <ul style="list-style-type: none"> - Number - Percentage of the total issued shares having voting rights (%) 	<p style="text-align: center;">100,000</p> <p style="text-align: center;">0.003</p>
Being close relatives to other directors/ executive/major shareholders of the Company/controlling person of company and its subsidiaries	<p style="text-align: center;">None</p>
Having relationship in any of these characteristics with the Company/parent company/subsidiary company/associate company/or juristic person which may have conflicts of interest either at present or during the past 2 years <ul style="list-style-type: none"> - Be an executive director, staff, employee or advisor who receives salary. - Be a professional service provider (such as an auditor or a lawyer) - Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any) 	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p> <p style="text-align: center;">None</p>

Qualifications of the Independent Directors of the Company

The Independent Directors of the Company shall be qualified and does not have any forbidden qualifications pursuant to the relevant regulation of public company limited, securities, capital market as well as not having untrustworthy characteristic under the Notification of the Securities and Exchange Commission.

Independent director means a director who does not hold executive position, is independent from management department and controlling shareholder and does not have business relationship with the Company in such a way that may limit the ability to express independent opinions as well as having additional qualifications prescribed in the relevant laws and regulations as follow:

1. Shall not hold shares exceeding 1% of the total number of voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate company, same-tier subsidiary company, major shareholder or controlling person of the Company unless the foregoing status has ended not less than 2 years prior to the date of becoming a director.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and 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 3% or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

After the appointment, Independent Directors may be assigned by the Board of Directors to make a decision on the business operation of the Company, its parent company, subsidiary, associate company, same-tire subsidiary, major shareholder, or controlling person of the Company in the form of collective decision.