

(Translation)
Information of Retiring Directors to be reappointed as Director

Name : Mr. Poomchai Wacharapong
Age : 57 Years Nationality Thai
Position : Director
Directorship : Jan 2, 2014 – Present
Educational background : Master (Economics)
North Texas State University, U.S.A

Training for the Directors Courses

: Director Certification Program: IOD
Roles of the Chairman Program: IOD

Expert : Financial, Management, Marketing

Type of director proposed for appointment : Director

Professional experience

1. Listed Company

2014-Present : Director and Chief Executive Officer
Chairman of the Executive Committee
Matching Maximize Solution Plc.

2. Limited Company

Mar 2015-Present : Director-Baansuay Group (Suratthani) Co.,Ltd.
July 2014-Present : Director-Time Lapse Co.,Ltd.
Director-Transformation Film Co.,Ltd.
Feb 2014- Present : Director-Matching Studio Plus Co.,Ltd.
Director-Matching Entertainment Co.,Ltd.
Director-Book Maker Co.,Ltd.
Director-Matching Broadcast Co.,Ltd.
Director-Gear Head Co.,Ltd.
Jan 2014-Present : Director-HR Professional Consulting & Service Co.,Ltd.
Aug 2013-Present : Director-TV Digital HR Co.,Ltd.
Oct 2010-Present : Director-Grand Larn Luang Co.,Ltd.

Shareholding in the company : Common share - Shares

Number of meetings attended in 2015 : Board of Directors' Meeting 13 times /13 times
Board Executive Committee's Meeting 11 times /11 times

Litigation : -None-

Interest in any Agenda Item proposed in the AGM : 5. The Appointment of Directors
6. The Remuneration of Directors

Information of holding a directorship in listed company or other rival incorporation/ and related business with the company

Listed Company		Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
Amount	Position		
-		11	-

Information of Retiring Directors to be reappointed as Director

Name : Mr.Somboon Cheewasutthanon
Age : 49 Years Nationality Thai
Position : Director
Directorship : Feb 24, 2012 - Present
Educational background : Bachelor of Accountancy Finance, University of the Thai Chamber Of Commerce

Training for the Directors Courses

: Director Accreditation Program: IOD
Director Certification Program: IOD

Expert : Financial

Type of director proposed for appointment : Director

Professional experience

1. Listed Company

Feb 2012-present : Director, Managing Director,
Executive Committee
Matching Maximize Solution Public Company Limited

2. Limited Company

July 2014-Present : Director-Time Lapse Co.,Ltd.
2003-Present : Director-Book Maker Co.,Ltd.
2002-Present : Director-Matching Studio Plus Co.,Ltd.
Director-Matching Broadcast Co.,Ltd.
1999-Present : Director-Matching Entertainment Co.,Ltd.
1994-Present : Director-Gear Head Co.,Ltd.

Shareholding in the company : Common share 359,783 share

Number of meetings attended in 2015 : Board of Director's Meeting 13 times / 13 times
Board of Executive Committee's Meeting 11 times / 11 times

Litigation : None

Interest in any Agenda Item

proposed in the AGM :

- 5. The Appointment of Directors
- 6. The Remuneration of Directors

Information of holding a directorship in listed company or other rival incorporation/ and related business with the company

Listed Company		Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
Amount	Position		
-		6	-

Information of Retiring Directors to be reappointed as Director

Name : Mr. Kamol Ratanachai

Age : 49 Years Nationality Thai

Position : Independent Director, Audit committee

Directorship : Nov 12, 2010 – Present

Educational background : Master of Business Administration (MBA),
Bangkok University
Certified Internal Auditor)CIA(
The Institute of Internal Auditor U.S.A.

Training for the Directors Courses

: Director Accreditation Program: IOD
Audit Committee Program: IOD
Successful Formulation & Execution of Strategy: IOD
How to Measure the Success of Corporate Strategy: IOD
Anti-Corruption: The Practical Guide: IOD

Expert : Internal Audit, Internal Control, Risk Management

Type of director proposed for appointment : Independent Director, Audit committee

Professional experience

1. Listed Company

2013- Present : Nomination and Remuneration Committee
2010-Present : Independent Director, Audit committee
Matching Maximize Solution Public Company Limited
May 2014-Present : Independent Director and Audit committee
Eastern Power Group PCL.
2011-Present : Independent Director-Sriracha Construction PCL.

2. Limited Company

June 2015-Present : Head of Internal Audit-KPN Academy Co., Ltd.
July 2014-Present : Independent Director-Time Lapse Co.,Ltd.
July 2012-Present : Independent Director-Gear Head Co.,LTd.
Independent Director-Matching Entertainment Co.,Ltd.
Independent Director-Book Maker Co.,Ltd.
Independent Director-Matching Studio Plus Co.,Ltd.
Independent Director-Matching Broadcast Co.,Ltd.

Shareholding in the company : Common share –share

Number of meetings attended in 2015 : Board of Director’s Meeting 13 times / 13 times
Board of Audit Committee’s Meeting 6 times / 6 times
Board of Nomination and Remuneration Committee’s Meeting 1 time / 1 time

Litigation : None

Interest in any Agenda Item proposed in the AGM : 5. The Appointment of Directors
6. The Remuneration of Directors

Information of holding a directorship in listed company or other rival incorporation/ and related business with the company

Listed Company		Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
Amount	Position		
1	Independent Director Sriracha Construction PCL.	8	-

“After due consideration, the Board of Directors deems that Mr. Kamol Ratanachai, who was nominated to be an Independent Director and Audit Committee Member of the Company for another term, is able to liberally give opinions pursuant to the relevant rules and regulations”

(Translation)

Definition of Independent Director

Qualifications of each independent director shall comply with the following criteria:

(a) holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;

(b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;

(c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling persons of the company or its subsidiary;

(d) not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with the Office.

The term 'business relationship' aforementioned under paragraph one 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 applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

(e) neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

(f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

(g) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;

(h) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

The Definition of Independent Director as aforementioned is equal to the minimum requirements of the Capital Market Supervisory Board.
