

(Translation)

Information of Retiring Directors to be reappointed as Director

• Name	Mr. Akarat Na Ranong
• Age	62 years
• Position	Independent Director and Chairman of the Audit Committee
• Directorship	2010-Present
• Educational background	Master's Degree Business Administration (Management) , Marshall University, USA.
• Training for the Directors Courses	Audit Committee Program Director Accreditation Program Role of the Compensation Committee Director Certification Program Thai Institute of Director Association (IOD)
• Expert	Management , Finance
• Type of director proposed for appointment	Independent Director
• Professional experience	
1. Listed Company	
2010-Present	Independent Director and Chairman of the Audit Committee Matching Maximize Solution PCL.
2013-Present	Chairman of the Board Food Capital PCL.
2011-Present	Independent Director and Audit Committee Finansa PCL.
2001-Present	Independent Director Chairman of Audit Committee Nominating and Remuneration Committee Corporate Governance Committee Krungthai Card PCL.
2. Listed Company	
2015-Present	Independent Director and Chairman of Audit Committee KPN Acedemy Co.,Ltd.
2011-Present	Independent Director Chairman of Audit Committee Finansa Securities Limited
3. Other rival incorporation /and related business with the company	-None-

• Shareholding in the company	Common Share - Shares
• Number of meeting attended in 2016	Board of Director ' Meeting 11/12 times Board of Audio Committee's Meeting 6/6 times
• Litigation	-None-
• Interest in any Agenda Item proposed in the AGM	<u>Agenda 5</u> To consider and approve the appointment of director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the Director 's remuneration for 2017

(Translation)

Information of Retiring Directors to be reappointed as Director

• Name	Mr.Nuttawit Boonyawat
• Age	54 years
• Position	Director and Executive Committee
• Directorship	Apr 2014 - Present
• Educational background	Master of Science Abilene Christian University Texas, USA.
• Training for the Directors	Director Accreditation Program
• Courses	Thai Institute of Director Association (IOD)
• Expert	Management , Finance
• Type of director proposed for appointment	Director
• Professional experience	
1. Listed Company	
Apr 2014- Present	Director and Executive Committee Matching Maximize Solution PCL.
Jan 2015- Present	Advisor to the President Chief Executive Officer Bank of Ayudhya PCL.
Apr 2015 - Present	Director Eastern Star Real Estate PCL.
2. Listed Company	
Feb 2015- Present	Director Home Sukhumvit Co.,Ltd.
Aug 2013- Present	Director TV Digital HR Co.,Ltd.
Oct 2010 – Present	Director Grand Larn Luang Co.,Ltd.
Nov 1997- Present	Director K.S.Fortune Co.,Ltd.
3. Other rival incorporation/and related business with the company	-None-

• Shareholding in the company	Common Share - Shares
• Number of meeting attended in 2016	Board of Director ' Meeting 11/12 times Board of Executive Committee's Meeting 11/11 times
• Litigation	-None-
• Interest in any Agenda Item proposed in the AGM	<u>Agenda 5</u> To consider and approve the appointment of director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the Director 's remuneration for 2017

(Translation)

Information of Retiring Directors to be reappointed as Director

• Name	Mr. Sansrit Yenbamrung
• Age	58 years
• Position	Director and Executive Committee
• Directorship	Apr 2014- Present
• Educational background	Master of Business Administration in International Trade University of Texas at Sul Ross, USA.
• Training for the Directors Courses	-
• Expert	Engineer , Management
• Type of director proposed for appointment	Director
• Professional experience	
1. Listed Company	
Apr 2014 – Present	Director and Executive Committee Matching Maximize Solution PCL.
Dec 2004-Present	First Executive Vice President
Sep 2002-Nov 2004	Executive Vice President Bank of Ayudhya PCL.
2. Listed Company	
Feb 2015-Present	Chairman and Director Home Sukhumvit Co.,Ltd.
Apr 2014-Present	Director Media Studio Co.,Ltd.
Aug 2013-Present	Chairman and Chief Executive Officer TV Digital HR Co.,Ltd.
Sep 2002-Present	Chief Executive Officer Krungsri Ayudhya AMC Co.,Ltd.
3. Other rival incorporation/and related business with the company	-None-

• Shareholding in the company	Common Share - Shares
• Number of meeting attended in 2016	Board of Director ' Meeting 11/12 times Board of Executive Committee's Meeting 10/11 times
• Litigation	-None-
• Interest in any Agenda Item proposed in the AGM	<u>Agenda 5</u> To consider and approve the appointment of director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the Director 's remuneration for 2017

(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.