



Name - Surname : **Mr. Chavalit Wangthamrong**

Type of Director : Director

Current position : Directors and Chairman of the Executive Committee  
- Chief Executive Officer of Phol Dhanya Public Company Limited.

Age : 59 Years old

Nationality : Thai

Education : - M.B.A Graduate Institute of Business Administration, Chulalongkorn University.  
- Bachelor in Engineering, Chulalongkorn University.

Director Training Program : - Director Accreditation Program (DAP) No. 67/2007  
from Thailand Institute of Director (IOD)

Other Experience : - Director of PDC Supply company limited.  
- Director of PDA Supply Company limited.  
- Director of PDR Supply Company Limited.  
- Chairman of The Board of Palladium Inter-Trade Company Limited.  
- Director of PDS International (Thailand) Company Limited.  
-Director of PD Progress Company Limited.

**Positions in companies and other entities or organizations**

Listed Company in SET : none

Director of non-listed company in SET : 5 companies  
: Director of PD Genesis Engineering Company limited.  
Director of Thai Yonok Logistic Company limited.  
Director of PDF Supply Company limited.  
Director of Guts Media Company limited.  
Director of VSV Asia Company limited.

Director's Position in related company : 1 company  
: PD Genesis Engineering Company limited.

Other Business/Organization : none

Contribution in the director : Provides policy and strategy to control of the company's business performance in Strategy and policy as a whole corporate governance and management of the Company's Business Strategy to achieve organization goals and objectives.

No. of shares held in Phol : 20,285,500 shares  
15.03 % of total shares with voting rights

Duration of Director (years) : 4 years

Attendance Record in Board Meeting 2011 : 12 / 12 times



Name - Surname : **Assoc.Prof. Seksak Jumreornvong, Ph.D.**  
Type of Director : Independent Director and Audit Committee  
Current position : Chairman of Audit Committee and Independent Director  
Age : 56 years  
Nationality : Thai  
Education : Ph.D (Finance) Georgia State University.  
Master degree (Banking and Finance), Chulalongkorn University.  
Bachelor degree (Finance) Assumption University.

Director Training Program:

- Director Program from Thailand Institute of Director (IOD) as follow:
  1. Certified in Monitoring Fraud Risk Management (MFM) No. 6/2011
  2. Certified in Monitoring the International Audit Function (MIA) No. 11/2011
  3. Certified in Monitoring the System of Internal Control and Risk Management (MIR) No. 11/2011
  4. Certified in Monitoring the Quality of Financial Reporting (MFR) No. 13/2011
  5. Certified in Director Accreditation Program (DAP) No. 69/2008

Others Experience :

- Independent Director/Audit Committee of Phol Dhanya Company Limited.
- Associate Professor, Thammasat University.
- Executive Committee for Master Degree in Finance, Thammasat University.
- Chairman of Master of Management (Finance) Project, College of Management Mahidol University.
- Deputy Director Human Resources Institute, Thammasat University.

**Positions in companies and other entities or organizations**

Listed Company in SET : none  
Director of non-listed company in SET : none  
Director's Position in related company : none  
Other business/organization : Head of Finance, Thammasat University

Contribution in the director : Provides advice and counsel. To promote and support Effectiveness of Risk Management and Internal Control and Internal Audit in accordance with legal regulations and accounting standards generally accepted in the committee to achieve the maximum benefit to the Company.

No. of shares held in Phol : 20,000 Share or 0.02% of shares with voting rights

Duration of Director (years) : 4 years

Attendance Record in Board Meeting 2011: 12 / 12 times

Audit Committee Meeting 2011: 5 / 5 times

**Definition of Independent Director**

**The definition of Independent Director**

The Company has defined the independent director according to the capital market announcement no. ทจ.4/2552 dated 20 February 2009 as follow

1. Holding shares not exceeding 1.0 percent of the total number of voting shares of the Company, its parent company, its subsidiary, its associated company or a controlling person of the Company, provided that, the shares held by the related person of the Independent Director shall also be counted for this purpose.
2. Not being or having been a director involved in the management, an employee, a consultant with a monthly wage or a controlling person of the company, its parent company, its subsidiary, its associated company, a subsidiary in the same level, a major shareholder or a controlling person of the Company, except he/she has resigned from such position at least 2 years
3. Not being related by blood or legal registration as a father, mother, spouse, sibling and child, including as a spouse of the child of an executive office, a major shareholder, a controlling person or a person who will be nominated to become an executive officer or a controlling person of the Company or its subsidiary.
4. Not having or had a business relationship with the Company, its parent company, its subsidiary, its associated company, a major shareholder or a controlling person of the Company in the manner which may interfere the exercise of independent judgment, including not being or having been a major shareholder, or a controlling person of a person having a business relationship with the Company, its parent company, its subsidiary, its associated company, a major shareholder or a controlling person of the Company, except where such restriction had passed for not less than 2 years.
5. Not being having been an auditor of the Company, its parent company, its subsidiary, its associated company, a major shareholder or a controlling person of the Company, and not being a major shareholder, a controlling person or a partner of an audit office for which the auditor of the Company, its parent company, its subsidiary, its associated company, a major shareholder or a controlling person of the Company work, except where such restriction had passed for not less than 2 years.
6. Not being or having been a professional service provider, including a legal consultant or financial advisor who receives service fees exceeding Baht 2 million from the Company, its company, its subsidiary, its associated company, a major shareholder or a controlling person of the Company, except where such restriction has passed for not less than 2 years.

7. Not being a director appointed to represent the Company's Board of Directors, a major shareholder or a shareholder who is related to the Company's major shareholder.
8. Not being in a business of the same nature as, and of significant competition to, that of the Company or its subsidiary or not being a director who is involved with management tasks, a staff member, and employee, a consultant with a monthly wage; as well as, a shareholder who holds more than 1.0 percent of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or its subsidiary.
9. Not having any other characteristic which prevents the giving of an independent opinion on operations of the Company. Independent qualified through all the 9 condition maybe appointed by the board of director to conduct the business of the company its subsidiaries, associated companies with the majority shareholder and authority of the company. The decision will be made collectively.

In case the person appointed as the independent director is a person who has or have business relation or professional service provider exceeding from condition set under condition 4 or 6, The board of director may consider a temporary leniency if the decision shall not affect the performance of duties and independent opinion. The company has disclosed the following information in the invitation letter of the shareholders meeting to approve the appointment of independent directors, as already mentioned.

- (A) A business relationship or a professional service provider relation that makes such persons does not meet the criteria.
- (B) The reasons and the need to appoint a person or as an independent director.
- (C) The Board of Directors of the Company to propose the appointment of such persons as independent directors.