


Name-surname	:	Prof. Pornchai Chunhajinda, Ph.D	
Age	:	49	
Nationality	:	Thai	
No. of shares (%)	:	820,000 shares (0.60% of total issued shares) (as of 30 December, 2012)	
Relation between the director Member	:	-	
Proposed Position	:	Director	
Type of Position	:	Director	
Present Position	:	Vice Chairman/Chairman of the Nominating and Compensating committee	
No. of years to the Board	:	5 years 3 months	
Educations	:	- Ph.D. (Finance) Florida International University - Master of Science (Finance) Florida International University - Master of Business Administration, Thammasat University - Master of Business Administration (second class honors), Chulalongkorn University	
Director Certificate	:	Training programs of Thai Institute of Director (IOD) as follows:- 1. Role of the Chairman Program (RCP) Class 11/2012 2. Role of the Compensation Committee (RCC) Class 12/2011 3. Audit Committee Program (ACP) Class 4/2005 4. Director Certification Program (DCP) Class 36/2003 5. Capital Market Academy Leadership Program, Class 11/2010 Capital market Academy (CMA)	
Present Experiences:		Management operation at Thammasat University be as follow:- 2010-present - Associate Dean for Division of Graduate Studies, Faculty of Commerce and Accountancy 2010-present - Secretary of Joint doctoral program in Business Administration (JDBA) 2010-present - Consultant, Project Master of Business Administration (DBA) Faculty of Commerce and Accountancy. 2008-present - Committee of Social Sciences for Fund Management Committee for knowledge in abroad, Thammasat University 2010-present -Director of Research and Consulting, Thammasat University 2011-presnet - Sub-Ecclesiastes committee at Sasin Graduat Institue of Business Administration, Chulalongkorn University.	

2009-present -Experienced lecturers in the short documentary series “Gold Futures” prepared by Derivatives of Thailand Futures Exchange Pcl.(TFEX) to publish TV DVD continually.

2009- present - Editorial experts Journal of Criminal Intelligence Governance. Institute of Management Governance criminal intelligence.

2004-present - Committee to the Board of Education, Degree - PhD.

Working Experience (last 5 years):

2004-2005 - Independent Director and Chairman of Audit Committee, Siam 2you Plc.

2000-2009 - Independent Director and Chairman of Audit Committee Siam Commercial New York Life Insurance Plc.

2009-2011 Honorary Advisory Committee of Finance and Banking and Financial Institutions and House of Representatives

Year 2012 - Chairman of the Board of Education curriculum and standards, Master of Business Administration (CEO MBA) University of the Chamber of Commerce

Proposed Position : Director

Position in other company and important organizations

Other listed company : - none -

Other non-listed company : have 3 companies

- Independent Director/Chairman of Audit Committee, Copper Wire Plc.
- Chairman of Ossiris Future Co., Ltd.
- Professor (Finance) and Associate Dean for Division of Graduate Studies, Thammasat University

Position in other organization that : - none -

Compete with related to the Company

Prohibited Qualification : No criminal record for an offense committed in relation to property which has been done in good faith

Meeting Attendance:	<u>2011</u>	<u>2012</u>
The Board of Director	12/ 12	12/ 12
The Nomination and Compensation committee	3/ 3	3 / 3
The Annual General Meeting	1/ 1	1/ 1

Performance in 2011:

1. Contributed to the formulation of PHOL's Policy, Vision & Mission and Business Strategic Plan.
2. Director and ensured that PHOL's performance achieves goals.
3. Presented useful guidance to the management, which has enhance PHOL's business development in creating added valued and competitive operation for PHOL's Sustainable Growth.
4. Promoted PHOL's business operation based on Good Corporate Governance with equitable and justifiable treatments of all stakeholders.
5. Supervised and Contributed Good Corporate Governance to ensured that PHOL's to abide by its good corporate governance policy and business code of conduct, as well as developing the Company's good corporate governance system to international standards, and proposed good corporate governance guidelines to the Board.
6. As Chairman of the Nomination and Compensation committee, determined the procedures and criteria for fair and reasonable compensation for directors/sub-committee CEO and Top Management.

Criminal offense record during the past ten years:

1. Have not been found guilty criminal of offenses.
2. Have not been found adjudged bankrupt or a receiver is appointed.

Having the following relationship with PHOL, parent company, subsidiary company, associated company or and juristic persons who might have a conflict of interest at present or during the past 2 years

1. Taking part in the management of being and employee, staff member, advisor who receive a regular salary.	None
2. Being professional services provider (e.g., auditor, legal advisor.)	None
3. Having business relation that is material and could be barrier to independent judgement.	None

Has/Have a conflict of interest in any matter to be consider at the Agenda of the 2013 Shareholders' Meeting:

- The Board of Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation.

Information about directors who are retired by rotation and proposed to be re-elected**Enclosure 3**

Name-surname : **Mr.Teeradej Jarutangtrong**

Age : 60

Nationality : Thai

No. of shares (%) : 3,957,500 shares (2.93% of total issued shares) or
26,400,000 shares equal to 19.55% (including
relative person section 258)
(as of 30 December, 2012)

Relation between : -
the director Member

Proposed Position : Director

Present Position : Director/Vice Chairman of Executive Committee/Chairman of Sub-committee on
Risk Management

No. of years to the Board : 5 years 3 months

Educations : Bachelor of Engineering, Chulalongkorn University

Director Certificate : - Director Accreditation Program (DAP) Class 68/2008
Thai Institute of Director (IOD)
- IT Risk Control Management Program by SEC and/or Workshop & Seminar

Present Experiences :

1 Jan.2013-present - Director/Vice Chairman of Executive Committee/ Phol Dhanya Plc.

2007 – present - Director/ Aegle Safety Equipment (Shanghai) Co., Ltd.

2006 - present - Director/ Guzz Media Co., Ltd.

2005 - present - Director/ Aegle Alliance Pte. Ltd.

Working Experience (last 5 years):

2007 - 2012 - Managing Director/ Phol Dhanya Plc.

2004 - Mar.2008 - Director/ PDC Supply Co., Ltd.

2004 - 2006 - Chairman /Aegle Safety Equipment (Shanghai) Co., Ltd.

2003 – Mar.2008 - Director/ PDA Supply Co., Ltd. / PDR Supply Co., Ltd.

2001 – Mar.2008 - Director/ Palladium Intertrade Co., Ltd.

2001 - 2007 - Managing Director/ PDS International (Thailand) Co., Ltd.

Proposed Position : Director

**Position in other company and important organizations**

Other listed company : - none -

Other non-listed company : have 2 companies
- Director / Guzz media Co., Ltd.
- Director/ Aegle Alliance Pte. Ltd.

Position in other organization that : - none -

Compete with related to the Company

Prohibited Qualification : No criminal record for an offense committed in relation to property which has been done in good faith

Meeting Attendance:		<u>2011</u>	<u>2012</u>
	The Board of Director	12/ 12	12/ 12
	Sub-Committee Risk Management	5/ 5	5 / 5
	The Annual General Meeting	1/ 1	1/ 1

Performance in 2011:

1. Contributed to the formulation of PHOL’s Policy, Vision & Mission and Business Strategic Plan.
2. Director and ensured that PHOL’s performance achieves goals.
3. Presented useful guidance to the management, which has enhance PHOL’s business development in creating added valued and competitive operation for PHOL’s Sustainable Growth.
4. Promoted PHOL’s business operation based on Good Corporate Governance with equitable and justifiable treatments of all stakeholders.
5. Supervised and Contributed Good Corporate Governance to ensured that PHOL’s to abide by its good corporate governance policy and business code of conduct, as well as developing the Company’s good corporate governance system to international standards, and proposed good corporate governance guidelines to the Board.
6. As Chairman of Risk Management Committee contributed Risk Management Policy and corporate strategy, reviewing the adequacy of the risk management system in the whole organization.

Criminal offense record during the past ten years:

1. Have not been found guilty criminal of offenses.
2. Have not been found adjudged bankrupt or a receiver is appointed.

Having the following relationship with PHOL, parent company, subsidiary company, associated company or and juristic persons who might have a conflict of interest at present or during the past 2 years

2. Taking part in the management of being and employee, staff member, advisor who receive a regular salary.	None
2. Being professional services provider (e.g., auditor, legal advisor.)	None
3. Having business relation that is material and could be barrier to independent judgement.	None

Has/Have a conflict of interest in any matter to be consider at the Agenda of the 2013 Shareholders’ Meeting:

- The Board of Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation.

Name-surname	:	Asso.Prof.Dr. Ekachidd Chungcharoen	
Age	:	49	
Nationality	:	Thai	
No. of shares (%)	:	20,000 shares (0.01% of total issued shares) (as of 30 December, 2012)	
Relation between the director Member	:	-	
Proposed Position	:	Independent Director	
Present Position	:	Director/Vice Chairman of Executive Committee/Chairman of Sub-committee on Risk Management	
No. of years to the Board	:	5 years 3 months	
Present Position	:	Independent Director/Audit Committee/Nominating and Compensating Committee of Phol Dhanya Plc.	
Educations	:	- Ph.D. Management Sciences Faculty of Engineering, University of Waterloo by Canada Government Fund - Master of Management Sciences Faculty of Engineering, University of Waterloo by Canada Government Fund - Master of Engineering Program in Electrical Engineering of Youngstown State University, USA. - Bachelor of Engineering Program in Electrical Engineering (Major in Computer), King Mongkut's Institute of Technology Ladkrabang	
Director Certificate	:	- Director Accreditation Program (DAP) Class 68/2008 Thai Institute of Director (IOD) - ISO14001 at Sweden and Kenya, finance by Sweden Government Fund - Computer-Integrated Manufacturing from Korea Under Asian Productivity Association -Program in Design management for Thailand by The Association for Technical Sponsorship (AOTS), Japan	
Present Experiences:			
2007 - present		- Independent Director/ Audit Committee/ Phol Dhanya Plc.	
2010 - present		- Director of Advance Program, Thammasat University	
2005 - present		- Associate Professor of Business & Administration Thammasat University	
2004 - present		- Director of the Joint doctoral in Business Administration (JDBA), Thammasat University	

2001 – 2007 Director, Bachelor of Business Administration (International Program),
Thammasat University

Working Experience (last 5 years):

2007-2010 - Administration Section Head of Business Administration,
Thammasat University

2001-2007 - Director of Bachelor of Business Administration (BBA) International Program
Thammasat University

1991-1992 - Section head Engineering System Control/ Berli Jucker Plc.

2002-2005 - Assistant Professor at Thammasat University

Proposed Position : Director

Position in other company and important organizations

Other listed company : - none -

Other non-listed company : have 1 company
- Independent Director/Audit Committee ,
BJC Heavy Industry Plc.

Position in other organization that : - none -

Compete with related to the Company

Prohibited Qualification : No criminal record for an offense committed in relation to property
which has been done in good faith

Meeting Attendance:	<u>2011</u>	<u>2012</u>
The Board of Director	12/ 12	12/ 12
Audit Committee	5/ 5	6/ 6
The Nomination & Compensation Committee	3/ 3	3/ 3
The Annual General Meeting	1/ 1	1/ 1

Performance in 2011:

1. Contributed to the formulation of PHOL's Policy, Vision & Mission and Business Strategic Plan.
2. Director and ensured that PHOL's performance achieves goals.
3. Presented useful guidance to the management, which has enhance PHOL's business development in creating added valued and competitive operation for PHOL's Sustainable Growth.
4. Promoted PHOL's business operation based on Good Corporate Governance with equitable and justifiable treatments of all stakeholders.
5. As Director and Audit committee, effectively reviewed internal control system, risk management system, financial Statements and auditors, as well as compliance with regulations or relevant laws of the Company.
6. As a Nomination and Compensation Committee determined the procedures and criteria for fair and reasonable compensation for directors/sub-committee CEO and Top Management.

Criminal offense record during the past ten years:

1. Have not been found guilty criminal of offenses.
2. Have not been found adjudged bankrupt or a receiver is appointed.

Having the following relationship with PHOL, parent company, subsidiary company, associated company or and juristic persons who might have a conflict of interest at present or during the past 2 years

3. Taking part in the management of being and employee, staff member, advisor who receive a regular salary.	None
2. Being professional services provider (e.g., auditor, legal advisor.)	None
3. Having business relation that is material and could be barrier to independent judgement.	None

Has/Have a conflict of interest in any matter to be consider at the Agenda of the 2013 Shareholders' Meeting:

- The Board of Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation.

The Definition “Independent Director”

The Company has defined the independent director according to minimum requirement of The Securities and Exchange Commission and The Stock Exchange of Thailand announcement for the definition of “Independent Director” 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 prior to the date of submission of application to the office.
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 a director 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 prior to the date of submission of application to the office.
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.

Pursuant the first paragraph item 2, 4, 5 and 6 respect to the qualifications of independent directors of the Company for not less than 2 years prior to the date of submission of application to the office shall be applied the application filled to the office from 1 July, 2010 onward.