

Name-surname : Mr. Noppadol Dheerabutrpongkul  
 Age : 47  
 Nationality : Thai  
 Proposed Position : Independent Director  
 Relation between : -  
 The director Member  
 Present Position :



Independent Director/ Audit Committee and  
 Nominating and Compensating Committee  
 Phol Dhanya Public Company Limited.

No. of years to the Board : 6 years 3 month (as of 31 December 2013)

No. of shares (%) : 20,000 shares  
 (equal to 0.02% of total issued shares)

Education : - Master of Science (finance) University of Colorado at Denver  
 - Bachelor of Accounting, Thammasat University  
 - Certified Public Accountant (CPA) No. 4570

Director Certificate : Training Program by Thai Institute of Director (IOD)  
 - Role of the Nomination and Governance Committee  
 (RNG) class no. 3/2012  
 - Director Accreditation Program (DAP) class no. 68/2008  
 - Audit Committee Program (ACP) class no. 23/2008

**Present Experience :**

2013 - present - Independent Director /Audit Committee  
 Zemash Corporation Co.,ltd.  
 2001 - present - Independent Director /Audit Committee  
 BJC heavy Industry Pcl.  
 2007 - present - Independent Director /Audit Committee Pholdhanya Pcl.  
 2007 - present - Director/ IFAC Co., Ltd.

**Working Experience (last 5 years) :**

2005 - 2007 - Business Controller, Siam City Cement Plc.  
 2004 - 2005 - Project Manager, Equity Investment Div.  
 Siam Commercial Bank Pcl.  
 2004 – 2008 - Director Restructuring / Pricewaterhouse Coopers FAS

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

Meeting Attendance :	<u>2012</u>	<u>2013</u>
The Board of Director	12/12	12/12
Audit Committee	6/6	6/6
Nominating &Compensating Committee	3/3	3/3
The Annual General Meeting	1/1	1/1

**Performance in 2013:**

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 counseling to promoted the operational requirements and account standard, to maximized company benefit
7. As a Nomination and Compensation Committee determined the procedures and criteria for fair and reasonable compensation for directors/sub-committee CEO and Top Management

**Position in other company and important organizations**

Nominated Name	Other listed company		Other Non-listed company		Position in other organization compete with related company
	No.	position	No.	position	
Mr.Noppadol Dheerabutr vongkul	1	Audit Committee/ BJC Heavy Industry Pcl.	2	Audit Committee/ Zemash Corporation Co.,Ltd. Director/ IFAC Co.,Ltd.	None

**Qualifications for independent directors who have been nominated**

(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)

<b>Relations</b>	<b>qualification</b>	
1. Taking part in the management of being and employee, staff member, advisor who receive a regular salary	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
2. Being professional services provider (e.g., auditor, legal advisor.)	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
3. Having business relation that is material and could be barrier to independent judgment	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
4. Relationship between the director member	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None

<b>Criminal offense record during the past ten years</b>	<b>qualification</b>	
1. Have judged to be a criminal act or criminal prosecution	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
2. Have not been found adjudged bankrupt or a receiver is appointed	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
3. As the management or control of companies and partnerships that are judged to be bankrupt or insolvent.	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None

**Has/Have a conflict of interest in any matter to be consider at the Agenda of the 2014 Shareholders' Meeting:**

**Have**

- 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
- Consider the Director's Compensation

Name-Surname	:	Mr.Chavalit Wangthamrong	
Age	:	61	
Nationality	:	Thai	
Type of Director	:	Director	
Relation between the director member	:	-	
Present Position	:	Director / Chairman of Executive Committee	
No. of years to the Board	:	6 years 3 month (as of 31 December 2013)	
No. of Shares (%)	:	33,408,800 shares including person in section 258 (equal to 24.75% of total issued shares)	
Educations	:	- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Engineering, Chulalongkorn University	
Director Certificate	:	- Director Accreditation Program (DAP) class no. 67/2007 Training program by Thai Institute of Director (IOD)	
Others Experience	:	1977 - 2012 - Chief Executive Officer/ Phol Dhanya Public Company Limited. 2009 - 2012 - Chairman/ PD Genesis Engineering Co., Ltd. 2004 - 2008 - Director/ PDC Supply Co., Ltd. 2003 - 2008 - Director/ PDA Supply Co., Ltd.	
Meeting Attendance:		<u>2012</u> <u>2013</u>	
The Board of Director		12/12                      12/12	
The Annual General Meeting		1/1                         1/1	

**Performance in 2013:**

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. Monitoring corporate governance and compliance to comply the good governance policy and ethics/code of conduct.
6. As the Chairman of Executive Committee has controlled and supervised the strategic to achieve company's goals.

**Position in other company and important organizations**

Nominated Name	Other listed company		Other Non-listed company		Position in other organization compete with related company	
	No.	position	No.	position/co.	No.	position
Mr.Chavalit Wangthamrong	-	none	4	1. Director/Thai Yonok Logistics Co.,Ltd. 2.Director PDF Supply Co.,Ltd. 3.Director/NHL (Thailand) 4.Director/ VSV Asia Co.,Ltd.	None	None

**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**


Criminal offense record during the past ten years	qualification	
1. Have judged to be a criminal act or criminal prosecution	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
2. Have not been found adjudged bankrupt or a receiver is appointed	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
3. As the management or control of companies and partnerships that are judged to be bankrupt or insolvent.	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None

**Has/Have a conflict of interest in any matter to be consider at the Agenda of the 2014 Shareholders' Meeting: Have**

- 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
- Consider the Director's Compensation

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

**Enclosure 3**

Name-surname	:	Dr. Pramuk Vongtanakiat	
Age	:	43	
Nationality	:	Thai	
Proposed Position	:	Independent Director	
Relation between	:	none	
The director member	:		
No. of shares (%)	:	1,268,800 shares (equal to 0.94 % of total issued shares) As of 13 January, 2014	
Present Position	:	none	
No. of years to the Board	:	3 months (January-April)	
Educations	:	- Medicine Faculty of Medicine Siriraj Hospital, Mahidol University (1987-1992) - Diploma in Obstetrics and Gynecology Specialist , Council Vajira Hospital Medical School, Bangkok (1995-1988) - Diploma , Medical Profession, Medical Council of Family Medicine (2003)	
Director Certificate	:	- Director Certification Program (DCP) class no. 186/2014 Thai Institute of Directors (IOD) - Program Positive Six Thinking Hats Edward , De Bono - Program Pro-Executive power program by John Robert Power - Professional Financial Analysis, Development Center - Program Analysis Professional, Thailand Securities Institute (TSI Institute)	
Present Experience:			
2012 – present		- Vice President/ Thai VI Organization (Thailand)	
2000 - present		- Managing Director/ Great Opportunity Co., Ltd.	
1992 - present		- Director/ Srisampran Medical Clinic	
2010 - 2012		- Website Management Committee-Thaivi.com	
1993 - 1999		- Medical Office Specialist Obstetricians Bangkok - Speaker at Thailand Securities Institute (TSI Institute) - Speaker at The Stock Exchange of Thailand	

**Meeting Attendance:** none

(\*Appointed as an independent directorship position to replace the remaining director which effective dated 13 January, 2014 and to participate the Board of Director's Meeting on 10 February, 2014)

**Position in other company and important organizations**

Nominated Name	Other listed company		Other Non-listed company		Position in other organization compete with related company
	No.	position	No.	Position/co.	
Dr. Pramuk Vongtanakiat	-	None	1	Director Great Opportunity Co.,Ltd.	None

**Qualifications for independent directors who have been nominated**

(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)

Relations	qualification	
1. Taking part in the management of being and employee, staff member, advisor who receive a regular salary	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
2. Being professional services provider (e.g., auditor, legal advisor.)	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
3. Having business relation that is material and could be barrier to independent judgment	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
4. Relationship between the director member	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None

Criminal offense record during the past ten years	qualification	
1. Have judged to be a criminal act or criminal prosecution	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
2. Have not been found adjudged bankrupt or a receiver is appointed	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
3. As the management or control of companies and partnerships that are judged to be bankrupt or insolvent.	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None

**Has/Have a conflict of interest in any matter to be consider at the Agenda of the 2014 Shareholders' Meeting: Have**

- 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
- Consider the Director's Compensation

**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.