


Name-surname	:	Assoc. Prof. Dr. Seksak Jumreornvong	
Age	:	59	
Nationality	:	Thai	
Proposed Position	:	Independent Director	
Relation between	:	None	
The Director Member			
Present Position	:	Independent Director /Chairman of Audit Committee	
No. of years of the Board	:	7 years 3 months (Start on 12 September 2007 to 31 December 2014)	
No. of shares (%)	:	0 shares (equal 0.00 of total issue shares as of 24 February 2015)	
Education	:	- Ph.D. (Finance)/ Georgia State University - Master of Accounting (Banking and Finance)/ Chulalongkorn University - Bachelor of Business Administration (Finance)/ Assumption University of Thailand	
Director Certificate	:	<u>Training program of Thai Institute of Directors (IOD)</u> 1. Advance Audit Committee Program class no. 7/2012 2. Monitoring Fraud Risk Management (MFM) class no. 6/2011 3. Monitoring the International Audit Function (MIA) class no. 11/2011 4. Monitoring the System of Internal Control and Risk Management (MIR) class no. 11/2011 5. Monitoring the Quality of Financial Reporting (MFR) class 13/2011 6. Director Accreditation Program (DAP) class no. 69/2008	
Present Experience	:		
		2007 – present	- Chairman of Audit Committee/ Independent Director/ Phol Dhanya Plc.
		2006 – present	- Associate professor/ Thammasat University
Others Experience	:		
		2010 – 2014	- Director of Master in Finance Program/ Thammasat University
		2007 – 2009	- Chief of Finance Department/ Thammasat University
		2004 – 2006	- President Master of Management (Finance)/ College of Management Mahidol University
		2000 - 2004	- Deputy Director of Human Resource Institute/ Thammasat University
Other directorship position/company:			
Subsidiaries company			none
Listed company			none
Non-listed company			1 place Associate Professor/ Thammasat University
Meeting Attendance:		<u>2014</u>	<u>2013</u>
The Board of Director		12/13	Total 1 of 10 pages

Audit Committee	6/ 6	5/ 5
The Annual General Meeting	1/ 1	0/ 1

Performance in 2014:

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 Independent Director and Chairman of 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.

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 2015 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

Name-surname	:	Asso. Prof. Dr. Ekachidd Chungcharoen	
Age	:	52	
Nationality	:	Thai	
Proposed Position	:	Independent Director	
Relation between The Director Member	:	None	
Present Position	:	Independent Director/Audit Committee and Chairman of Nominating and Compensating Committee	
No. of years of the Board	:	7 years 3 months (Start on 12 September 2007 to 31 December 2014)	
No. of shares (%)	:	24,000 shares (equal to 0.014 of total issue shares)	
Education	:	<ul style="list-style-type: none"> - Ph.D (Management Science) Faculty of Engineering University of Waterloo, Canada government's fund - Master of Management Science, Faculty of Engineering University of Waterloo, Canada government's fund - Master of Engineering Program in Electrical Engineering of Youngstown State University, USA. - Bachelor of Engineering Program in Electrical Engineering (Major Computer) King Mongkut's Institute of Technology Ladkrabang 	
Director Certificate	:	<p><u>Training program of Thai Institute of Directors (IOD)</u></p> <ol style="list-style-type: none"> 1. Role of the Compensation Committee (RCC) class no. 18/2014 2. Director Accreditation Program (DAP) class no. 68/2008 3. Audit Committee Program (ACP) class no. 23/2008 <p><u>Other program</u></p> <ol style="list-style-type: none"> 1. ISO14001 Sweden and Kenya by Sweden government's fund. 2. Computer-Integrated Manufacturing, Korea by Asian Productivity Association. 3. Program in Design management for Thailand by The Association for Technical Sponsorship (AOTS), Japan 	
Present Experience	:	<ul style="list-style-type: none"> 2014 – present - Chairman of Nominating and Compensating Committee/ Phol Dhanya Plc. 2013 – present - Audit Committee/Independent Director/ BJC Heavy Industries Plc. 2007 – present - Audit Committee/Independent Director/ Phol Dhanya Plc. 2005 – present - Associate Professor/ Thammasat University 	
Others Experience	:	<ul style="list-style-type: none"> 2011 - 2014 - Nominating and Compensating Committee/ Phol Dhanya Plc. 2010 - 2014 - Director of Master of Business Administration Program/ Thammasat University 2007 - 2009 - Chief of Operating Administration Department/ Thammasat University 	

2001 - 2007	- Director of Bachelor Program (BBA)/ Thammasat University	
Other directorship position/company:		
Subsidiaries company	none	
Listed company	1 place	
	Audit Committee/Independent Director/ BJC Heavy Industries Plc.	
Non-listed company	1 place	
	Associate professor/ Thammasat University	
Meeting Attendance:	<u>2014</u>	<u>2013</u>
The Board of Director	12/13	12/12
Audit Committee	6/ 6	5/ 5
Nominating & Compensating Committee	4/ 4	3/ 3
The Annual General Meeting	1/ 1	1/ 1

Performance in 2014:

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.

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 2015 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. Teeradej Jarutangtrong	
Age	:	62	
Nationality	:	Thai	
Proposed Position	:	Director	
Relation between The Director Member	:	none	
Present Position	:	Director/Chairman of Risk Management Committee	
No. of years to the Board	:	7 years 3 months (Start on 12 September 2007 to 31 December 2014)	
No. of shares (%)	:	31,679,999 shares (included the person under Section 258) (equal to 19.55% of total issued shares)	
Education	:	- Bachelor of Engineering/ Chulalomgkorn University	
Director Certificate	:	<u>Training program of Thai Institute of Directors (IOD)</u> 1. Director Accreditation Program (DAP) class no. 68/2008 2. Anti-Corruption for Executive program (ACEP) class no.14/2015 (as 20 February 2015)	
Present Experience	:	<ul style="list-style-type: none"> 2014 – present - Chairman of Risk Management Committee/ Phol Dhanya Plc. 2013 – present - Director/Chairman Phol Palladium Co.,Ltd. 2007 – present - Director/ 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	:	<ul style="list-style-type: none"> 2013 - Vice Chairman of Executive Committee/ Phol Dhanya Plc. 2012 – 2013 - Chairman of Sub-Risk management Committee/ Phol Dhanya Plc. 2550 - 2555 - Managing Director/ Phol Dhanya Plc. 2004 – 2008 - Director/ PDC Supply Co., Ltd. 2003 – 2008 - Director/ PDA Supply & PDR Supply Co., Ltd. 2001 – 2008 - Director/ Palladium Intertrade Co., Ltd. 1993 - 2008 - Director/ PD Progress Co., Ltd. 1988 – 2008 - Director/ Personal Safety Co., Ltd. 2001 - 2007 - Managing Director/ PDS International (Thailand) Co., Ltd. 2004 - 2006 - Chairman of the Board/Aegle Safety Equipment (Shanghai) Co., Ltd. 	

Other directorship position/company:

Subsidiary	Director/ Phol Palladium Co., Ltd.
Listed company	none
Non-listed company	- Director/ Aegle Safety Equipment (Shanghai) Co., Ltd. - Director/ Guzz Media Co., Ltd. - Director/ Aegle Alliance Pte. Ltd.

Meeting Attendance:	<u>2014</u>	<u>2013</u>
The Board of Director	12/13	12/12
The Risk Management Committee	10/10	12/12
The Annual General Meeting	1/ 1	1/ 1

Performance in 2014:

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 Chairman of the Risk Management Committee, provided risk management policies and regulatory strategy and review the adequacy of the risk management system in the organization.

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 2015 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.