


Name	: Mr. Noppadol Dheerabutrtrongkul	
Age	: 48	
Nationality	: Thai	
Proposed Position	: Independent Director	
Position	: Independent Director Audit Committee Chairman of Nomination and Compensation Committee	
Appointment as Director date	: September 12, 2007	
No. of years The Board	: 9 years 3 months (as December 31, 2016)	
Number of Shares Held (As December 31, 2016)	: 30,000 Shares (equal to 0.01% of total issue shares)	
Family relationship among Director and Executive	: None	
Educational Background	: - Master of Science (Finance), University of Colorado at Denver - Bachelor of Accounting, Thammasat University - Certified Public Accountant (CPA) 4570	
Training	: Thai Institute of Directors (IOD) - Audit Committee Forum "New Auditor's Report: What is it for you?" - Role of the Nomination and Governance Committee (RNG) Class 3/2012 - Director Accreditation Program (DAP) Class 68/2008 - Audit Committee Program (ACP) Class 23/2008	
Position at present	: 2016 - Present Chairman of Nomination and Compensation Committee, Phol Dhanya Plc. 2007 - Present Independent Director /Audit Committee, Phol Dhanya Plc. 2013- Present Independent Director /Audit Committee, BJC Heavy Industries Plc. 2007 - Present Executive Director IFAC Co., Ltd	
Work Experiences	: 2011 - 2016 Nomination and Compensation Committee Phol Dhanya Plc 2013- 2014 Audit Committee, Zemash Corporation Co., Ltd. 2011 - 2013 Independent Director /Audit Committee BJC Heavy Industries Co., Ltd 2005 - 2007 Business Controller, Siam City Cement Plc.	

Other directorship position / Other position at present

- Subsidiaries company** : None
- Other listed company** : 1 place
- Independent Director /Audit Committee, Phol Dhanya Plc.
- Non-listed company** : 1 place
- Executive Director IFAC Co., Ltd

Meeting Attendance 2016

	No. of Meeting Attendance	Equal
The Board of Director	11/12	91.67%
Audit Committee	6/6	100%
Nomination and Compensation Committee	2/2	100%

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years


Relation	Qualification	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being a professional service provider (i.e., auditor, lawyer)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having the significant business relations that may affect the ability to perform independently	<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

Have a conflict of interest in any matter to be consider at the Agenda of the 2017 Shareholders' Meeting:

- Agenda 5: 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
- Agenda 6: Consider the Director's Compensation

Performance in 2016:

1. Audit committee, involved with effectively reviewed internal control and risk management system, financial Statements, selection independence of the external Auditor and considered conflict of interest area as well as compliance with regulations or relevant laws of the Company
2. Chairman of the Nomination and Remuneration Committee, involved in selecting suitable candidates for the position of Board of Directors and Remuneration to comply with relevant regulations.
3. Took a part in regulating company policies and strategies. Ensuring the company follows the policies and regulations specified
4. 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.

Name	:	Mr. Santi Niamnil	
Age	:	48	
Nationality	:	Thai	
Proposed Position	:	Independent Director	
Position	:	Independent Director Audit Committee	
Appointment as Director date	:	May 10, 2016	
No. of years The Board	:	7 months (as December 31, 2016)	
Number of Shares Held (As December 31, 2016)	:	None	
Family relationship among Director and Executive	:	None	
Educational Background	:	- Bachelor of Laws, Ramkhamhaeng University - Attorney-At-Law License 995/2537	
Training	:	Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) Class 80/2009	
Position at present	:	2016 – Present Independent Director /Audit Committee, Phol Dhanya Plc. 2009 - Present Independent Director/Audit Committee, Sanko Diecasting (Thailand) Plc. 2015 - Present Attorney-At-Law, B&P Law Ltd.	
Work Experiences	:	2014 – 2015 Managing Director , Anek Advocate Co., Ltd. 2004 - 2015 Partner, Attorney-At-Law. Anek & Associates Lawyers Co., Ltd. 2003 – 2013 Director, Yusen Air & Sea Service Management (Thailand) Co., Ltd. 1995 - 2003 Attorney-At-Law. Anek & Associates Lawyers Co., Ltd.	
Other directorship position / Other position at present			
Subsidiaries company	:	None	
Other listed company	:	1 place - Independent Director/Audit Committee, Sanko Diecasting (Thailand) Plc.	
Non-listed company	:	1 place - Attorney-At-Law, B&P Law Ltd.	

Meeting Attendance 2016

	No. of Meeting Attendance	Equal
The Board of Director	7/7	100%
Audit Committee	3/3	100%

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

Relation	Qualification	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being a professional service provider (i.e., auditor, lawyer)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having the significant business relations that may affect the ability to perform independently	<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

Have a conflict of interest in any matter to be consider at the Agenda of the 2017 Shareholders' Meeting:

- Agenda 5: 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
- Agenda 6 : Consider the Director's Compensation

Performance in 2016:

1. Audit committee, involved with effectively reviewed internal control and risk management system, financial Statements, selection independence of the external Auditor and considered conflict of interest area as well as compliance with regulations or relevant laws of the Company
2. Took a part in regulating company policies and strategies. Ensuring the company follows the policies and regulations specified
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.

Definition of Independent Directors

The Company has determined the definition of independent directors is equal to the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 4/2552 dated 20 February 2009 Re: "Qualification of Independent Directors" That is, "Independent Director" means the directors with a qualifications as follows:

1. holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, including shares held by related persons of such Independent Director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the submission of the request to the Office. Such prohibited characteristic shall not include the case where the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of executive's child, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
4. neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the submission of the request to the Office of the SEC;
5. neither being nor used to be an auditor of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the submission of the request to the Office of the SEC;

The term "business relationship" in the first paragraph includes any normal business transactions in real estate renting and leasing, asset-related or service-related transactions, or financial transactions, including lending and borrowing, collateral pledging, guaranteeing, or similar transactions that result in one party financially obliged to

another party for 30% of the relevant Company net intangible asset or Baht 20 million, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on related transactions. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the submission of the request to the Office of the SEC;
7. not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder of the Company;
8. not undertaking any business in the same nature and significantly in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and significantly in competition to the business of the Company or its subsidiary company; and
9. Not having other qualifications that will interfere with an independent judgment on the performance of the company business counterparty. After being appointed, independent directors may be delegated authorization power from the Board of Directors to make collective decision on business transaction with counterparties, subsidiaries, same-level subsidiaries, affiliate, major shareholders or the company's controlling persons.

Content in Paragraph 1 number 2, 4, 5, and 6, in the part that demand review of qualifications of independent directors of the applicant within 2 years prior to the date the applicant submit the request to the Office of SEC, is applied to applications delivered to the Office since July 1st, 2010 onwards.