

**For consideration of Agenda 4**  
**To approve the appointment of the Directors to replace the Directors**  
**whose tenure have ended.**  
**Name lists and profiles of the Directors who proposed for re-appointment.**



**Mr. Prapas Pholpipattanaphong**

Type of director	Executive director, Chairman of Executive Committee, Chairman of Risk Management Committee, Nomination & Remuneration, Authorized Director
Age	70 years
Education	High school certificate
Director training program/year	DAP-8/2004
Experience	Chairman of Executive Committee of of Chiangmai Frozen Foods PCL., from Jan 1, 2016-present Authorized Director of Chiangmai Frozen Foods PCL., from Nov. 3, 1988-present Managing Director of Chiangmai Frozen Foods PCL., from Nov. 3, 1988-Dec 31, 2015
Positions in other listed companies	None
Positions in non-listed companies	Director of Agrifood Processing Co., Ltd., from Jun. 6, 2003-December 21, 2015
Positions in rival companies / related companies	None
Meeting attendance in 2018	Board of Company Meeting 7 / 7 times Executive Director Meeting 7 / 7 times Board of Nomination & Remuneration Meeting 2 / 2 times Board of Risk Management Meeting 2 / 2 times
Date and no. of years on the board	November 3, 1988, 31 years
CM Shareholding on Dec. 31'2018	Private 9,102,800 shares or 2.39% Spouse - shares or - % Total 9,102,800 shares or 2.39%

## Name lists and profiles of persons who proposed for independent directors



**Dr. Phusit Wonglorsaichon**

Type of director	Independent director, Chairman of Corporate Governance Committee, Risk Management Committee
Age	48 years
Education	Ph.D - Business Administration Nova Southeastern University, USA. Ph.D - Education Chulalongkorn University, USA. Master of Business Administration (Honor) Indianapolis University. Master of Accounting, Thammasat University. Bachelor - Material Science, Ceramics Chulalongkorn University
Director training program/year	None
Experience	Thai Chamber of Commerce.-started Sep. 28, 2012-present Independent Director-Chiangmai Frozen Foods PCL., from Apr. 30, 2010-present
Positions in listed companies	None
Positions in non-listed companies	None
Positions in rival companies / related companies	None
Meeting attendance in 2018	Board of Company Meeting 6 / 7 times Board of Corporate Governance 2 / 2 times Board of Risk Management Meeting 2 / 2 times Board of Non-executive Director Meeting 1 / 1 times
Date and no. of years on the board	April 30, 2010, 9 years
CM Shareholding on Dec. 31'2018	None

## Name lists and profiles of persons who proposed for independent directors



**Miss Chutima Tangmatitham**

Type of director	Independent director, Audit Committee, Nomination & Remuneration Committee
Age	50 years
Education	Bachelor degree: B. Eng (Industrial), Chulalongkorn University MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
Director training program/year	DAP.67/2007, AACP.26/2017
Experience	1990-2015: M.K. Real Estate Development PCL, Latest position: Authorized director and assistant managing director for finance and accounting
Positions in listed companies	None
Positions in non-listed companies	Authorized director: Samukkee Cement Company Limited
Positions in rival companies / related companies	None
Meeting attendance in 2018	Board of Company Meeting 7 / 7 times Board of Audit Committee Meeting 4 / 4 times Board of Nomination & Remuneration Meeting 2 / 2 times Board of Non-executive Director Meeting 1 / 1 times
Date and no. of years on the board	Company Director on April 26,2016, 3 years
CM Shareholding on Dec. 31'2018	None

### **Definition of Independent Director as specified by the Company**

The Company set the property of Independent Directors as provision of Securities and Exchange Commission and Stock Exchange of Thailand by holding a good practice line in corporate governance as follows:

- Not hold the shares excess 0.5% of paid-up capital of the company, subsidiary company, joint company or related company, all this let court together with the shares holding by concerned person.
- Is a director in other register company not excess 3 companies.
- Not participate in executing inclusive not be an employee officer, consultant of monthly salary or has an authority to control in the company, subsidiary company, joint company, related company or the company that main shareholders hold the shares both direct and indirect not excess 5 % of paid up capital or is a person that has conflict by must not have benefits or common interest in such manner for a period not less than one year.
- Not to be a person that has blood relationship or by legal register in the form as parents, couple, relations and child inclusive couple of child of executive, main shareholder powerful controller or a person to be proposed as executive or powerful controller of the company or subsidiary company.
- No relationship in business with the company, subsidiary company, joint company or juristic person that may have conflict in the manners that may be the hindrance to use discernment freely and no other manners that causes unable to provide opinion freely concerning operation of the company.
- No benefits or common interest either direct or indirect way in financial and executing fields in the company, subsidiary company, joint company or main shareholders of the company.
- No. forbidden manner as fixed by Securities and Exchange Commission.
- Free form main shareholders of the company.
- Able to take care benefits of every shareholder equally.
- Able to take care not to occur the conflict of interest between the company and executives, main shareholders or other company which has an executive or main shareholders of the same group.
- Able to joint the Board of Director Meeting for making decision in crucial matter of the Company.
- Shall be a person of knowledgeable, ability, talented, experience through state of leader and visibility that would be the benefits toward the conducting business of the company.