



Mrs. Pismai Boonyakiat  
Chairman of The Nomination  
and Remuneration Committee

## Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 4 persons namely, Mrs. Pismai Boonyakiat as the Chairman, Mr. Vitien Nildum, Mr. Jane Wong-isariyakul and Ms. Thipawan Uthaisang, as members of the Committee with a 3-year term. The Board of Directors' meeting No.2/2016 dated February 26, 2016 appointed the committee to resume their position as the Nomination and Remuneration Committee for another term.

The Committee has determined the criteria and methods for nominating by considering basic qualifications and qualities that are in accordance with the strategy of the company's business operation. Moreover, the nominated persons must be the person with leadership, vision, morality, ethics, and transparent work experience as well as no characteristics as forbidden by laws and the Articles of Association of the company. The company has provided opportunity for shareholders to participate in nominating candidates to be appointed as company directors prior to the Annual General Meeting of shareholders. In 2016, none of the shareholders nominated any candidates to be considered as company directors, together with considered the Remuneration which is appropriate for their responsibilities.

In 2016, the Committee held the meeting to carry out duties as assigned by consideration the qualifications of 3 persons who had been nominated to serve as company directors replacing the directors who retired by rotation, which are Mr. Sanit Eksangkul, Ms. Sirinun Eksangkul and Mr. Vitien Nildum to resume their position for another term. Moreover, the Committee was to nominate Prof. Dr. Tharapong Vitidsant to become the new independent director which was proposed to the Annual General Shareholders Meeting 2016, and the Committee also has determined the remuneration policy for each committees and criteria for company directors. The Committee has performed its duties as assigned discreetly and reasonably.

## The Nomination and Remuneration Committee

The Board of Directors' meeting No.2/2016 dated February 26, 2016 appointed 4 Independence Directors to resume their position as the Nomination and Remuneration Committee. All of them are qualified as required by security law and the Stock Exchange of Thailand, with a 3-year term.

As of December 31, 2016 the Nomination and Remuneration Committee consisted of 4 persons as follows;

No.	Name	Position
1	Mrs. Pismai Boonyakiat	Chairman of the Nomination and Remuneration Committee
2	Mr. Vitien Nildum	The Nomination and Remuneration Committee
3	Mr. Jane Wongissariyakul	The Nomination and Remuneration Committee
4	Miss Thipawan Uthaisang	The Nomination and Remuneration Committee

Remark : Mr. Vitien Nildum, the Independent Director, a member of the Audit Committee and Nomination and Remuneration Committee has submitted resignation to the company due to he has other engagements which may affect his dedication of time to perform duty as the company's director, effective from March 1, 2017.

## Authority of the Nomination and Remuneration Committee

1. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
2. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

## Scope of duties and responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Director with 3 years each term. The scope of duties and responsibilities of the Nomination and Remuneration Committee is assigned by Board of Directors. The Nomination and Remuneration Committee is responsible to perform the following work and to report to Board of Directors.

1. Setting guidelines and policies in nominating Board of Directors by considering what would be the appropriate structure and composition of members, and outlining necessary directors'

- qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders Meeting as appropriate.
2. Setting guidelines and policies in determining the Board of Directors and other committees' remuneration, and proposing it to the Board of Directors and/or Shareholders Meeting for approval as appropriate.
  3. Searching, selecting and proposing appropriate persons to assume the position of the company's directors whose terms have expired or became vacant, including newly appointed director.
  4. Determining necessary and appropriate monetary and non-monetary remuneration of the Board of Directors each year, by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
  5. To ensure the meeting of Nomination and Remuneration Committee once a year minimally
  6. Report work progress and findings to Board of Directors once a year minimally.

### **Qualification of the Nomination and Remuneration Committee**

1. Having a stake in the company, subsidiaries, joint-venture companies, or other related companies not exceeding 1% of the paid-up shares, whereas including shares hold by other related persons
2. The Chairman of the Nomination and Remuneration Committee must be independent director for independence in performance truly
3. Not participating in management of the company, subsidiaries, joint-venture companies, or other related companies and not being one of the majorities of the company's shareholders, or the director who is a member of management should be minimal part of the Committee, and the Chairman of the Board of Directors must not be a member of the Nomination and Remuneration Committee.
4. Do not get any direct or indirect benefits from the operation of the company, subsidiaries, joint-venture companies, other related companies, or majority of the company's shareholders.
5. Do not get any direct or indirect benefits as mentioned above within 1 year prior to being appointed to be the Committee. Upon Board of Director's consideration, the above circumstance does not affect the ability to perform the duties of the Nomination and Remuneration Committee.
6. Be able to perform duties, to express opinion, or to report work progress or findings as assigned by the Board of Directors whereas not being under the influence of the company's

executives or the majority of shareholders, including any persons related to or being the next of kin to those aforementioned executives or shareholders.