



**Contribution to the Company**

- Provide useful recommendations for developing good corporate governance of the Company in the capacity of independent director, and helpful support in developing the internal control system for further improvement and strengthening
- Involve in determination of vision, mission and strategy of the group
- Provide useful recommendations for developing good corporate governance of the Company
- Have the knowledge, competence and experience especially that will benefit the Company
- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

**Additional Qualification of the Independent Director**

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

<b>Relationship</b>	<b>Yes</b>	<b>No</b>
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/ provide or receive financial support etc.), which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in 3 above.		✓

**2. Professor Dr. Pongsak Angkasith**

<b>Proposed Position</b>	Independent Director
<b>Age</b>	65 years
<b>Shareholding in CPF<sup>1</sup></b>	30,000 shares or equivalent to 0.0004% of the issued and paid-up
<b>Family Relations with other Executives</b>	None
<b>Education</b>	Ph.D. in Agricultural Education and Extension, Oklahoma State University, USA.
<b>Director Training</b>	Enrollment in Director Certification Program in Year 2006 The Thai Institute of Directors Association
<b>Attendance at meetings during 2013<sup>2</sup></b>	- Board of Directors 5 times out of 5 meetings - Audit Committee 5 times out of 5 meetings
<b>Years of Directorship</b>	5 months (appointed as a director since August 1, 2013)
<b>Experiences</b>	- Director and a member of the Audit Committee Charoen Pokphand Foods Plc.  - Advisor to the Agriculture and Integrated Agricultural Extension Boon Rawd Brewery Co., Ltd.  - Executive Director and Head of Research and Extension of Coffee Royal Project Foundation  - Advisor for Agriculture Northern Agro Industry Co., Ltd.  - Chairman, the Agricultural Extension Association of Thailand (AEAT)  - President, Chiang Mai University (2004 – 2012)

**Director's Position in Other Thai Incorporations**

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
None	None	None	None

**Legal Dispute during the past 10 years** None

**Contribution to the Company**

- Provide useful recommendations for developing good corporate governance of the Company in the capacity of Independent Director, and helpful support in developing the internal control system for further improvement and strengthening
- Involve in determination of vision, mission and strategy of the group
- Provide useful recommendations for developing good corporate governance of the Company
- Have the knowledge, competence and experience especially in agro-industry business that will benefit the Company
- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

<sup>1</sup> As of December 31, 2013 which included shareholding by related person under Section 258 of Securities and Exchange Act B.E. 2535

<sup>2</sup> Appointed as a director and a member of the Audit Committee, effective on August 1, 2013 onwards

**Additional Qualification of the Independent Director**

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

<b>Relationship</b>	<b>Yes</b>	<b>No</b>
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/ provide or receive financial support etc.), which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in 3 above.		✓

**3. Dr. Veeravat Kanchanadul**

<b>Proposed Position</b>	Director
<b>Age</b>	75 years
<b>Shareholding in CPF<sup>1</sup></b>	14,060,700 shares or equivalent to 0.1816% of the issued and paid-up shares
<b>Family Relations with other Executives</b>	None
<b>Education</b>	Doctorate in Business Administration, University of Illinois, USA
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Enrollment in Role of the Chairman No. 7/2002, and</li> <li>- Enrollment in Director Certification Program No. 99/2008 The Thai Institute of Directors Association</li> <li>- Enrollment in Certificate of Leadership Program No. 4, The Capital Market Academy</li> </ul>
<b>Attendance at meetings during 2013</b>	<ul style="list-style-type: none"> <li>- Board of Directors 10 times out of 11 meetings</li> <li>- Corporate Governance Committee 3 time out of 3 meetings</li> </ul>
<b>Years of Directorship</b>	20 years (appointed as a director since December 28, 1993 <sup>2</sup> )
<b>Experiences -</b>	<ul style="list-style-type: none"> <li>- Director and Vice Chairman of Corporate Governance Committee Charoen Pokphand Foods Plc.</li> <li>- Advisor to the President Association of Thai Listed Companies</li> <li>- Director Program for Joint Doctorate in Business Administration (JDBA)</li> <li>- Director C.P. Land Plc. CPF Investment Ltd.</li> <li>- Honorary Council Member Thammasat University Council National Institute of Development Administration Council (1998 – 2012)</li> </ul>

**Director's Position in Other Thai Incorporations**

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
None	None	5 companies	None

<b>Legal Dispute during the past 10 years</b>	None
<b>Contribution to the Company</b>	<ul style="list-style-type: none"> <li>- Involve in determination of vision, mission and strategy of the group</li> <li>- Provide useful recommendations for developing good corporate governance of the Company</li> <li>- Have the knowledge, competence and experience especially in agro-industry business that will benefit the Company</li> <li>- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting</li> </ul>

<sup>1</sup> As of December 31, 2013 which included shareholding by related person under Section 258 of Securities and Exchange Act B.E. 2535

<sup>2</sup> The date which Extraordinary General Shareholders' Meeting passed a resolution confirming the conversion of the Company to be public company limited

**4. Mr. Sunthorn Arunanondchai**

<b>Proposed Position</b>	Director
<b>Age</b>	71 years
<b>Shareholding in CPF<sup>1</sup></b>	14,948,299 shares or equivalent to 0.1931% of the issued and paid-up shares
<b>Family Relations with other Executives</b>	None
<b>Education</b>	Master of Business Administration, University of Arkansas, USA
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Enrollment in Directors Certification Program No. 98/2008 and</li> <li>- Enrollment in Director Accreditation Program on 4 May 2005 The Thai Institute of Directors Association</li> <li>- Enrollment in Certificate of Leadership Program No. 6, The Capital Market Academy</li> </ul>
<b>Attendance at meetings during 2013</b>	- Board of Directors                      9 times out of 11 meetings
<b>Years of Directorship</b>	14 years (appointed as a director since March 29, 2000)
<b>Experiences</b>	<ul style="list-style-type: none"> <li>- Director Charoen Pokphand Foods Plc.</li> <li>- Chairman and President C.P. Land Plc.</li> <li>- Chairman Ek-Chai Distribution System Co., Ltd.</li> <li>- Director and Chairman of the Audit Committee Bangkok Life Insurance Plc.</li> <li>- Director Bangkok Inter Teletech Plc. TrueMove Co., Ltd. C.P. Enterprises Ltd.</li> </ul>

**Director's Position in Other Thai Incorporations**

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
1 company	Director/ Bangkok Life Insurance Plc.	14 companies	None

<b>Legal Dispute during the past 10 years</b>	None
<b>Contribution to the Company</b>	<ul style="list-style-type: none"> <li>- Involve in determination of vision, mission and strategy of the group</li> <li>- Provide useful recommendations for developing good corporate governance of the Company</li> <li>- Have the knowledge, competence and experience especially that will benefit the Company</li> <li>- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting</li> </ul>

<sup>1</sup> As of December 31, 2013 which included shareholding by related person under Section 258 of Securities and Exchange Act B.E. 2535

**5.Ms.Arune Watcharananan**

<b>Proposed Position</b>	Director
<b>Age</b>	65 years
<b>Shareholding in CPF<sup>1</sup></b>	8,108,928 shares or equivalent to 0.1047% of the issued and paid-up shares
<b>Family Relations with other Executives</b>	Younger sister of Mr. Adirek Sripratak
<b>Education</b>	Bachelor degree in Economics, Thammasat University, Thailand
<b>Director Training</b>	Enrollment in Director Accreditation Program on May 4, 2005 The Thai Institute of Directors Association
<b>Attendance at meetings during 2013</b>	- Board of Directors 11 times out of 11 meetings - Corporate Social Responsibility and Sustainable Development Committee 2 times out of 2 meetings
<b>Years of Directorship</b>	14 years (appointed as a director since March 29, 2000)
<b>Experiences</b>	- Director and a member of the Corporate Social Responsibility and Sustainable Development Committee Charoen Pokphand Foods Plc.  - Deputy Group CFO, Charoen Pokphand Group Co., Ltd.  - Director CPF (Thailand) Plc. C.P. Merchandising Co., Ltd. CPF Investment Ltd. C.P. Pokphand Co., Ltd.

**Director's Position in Other Thai Incorporations**

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
None	None	None	None

<b>Legal Dispute during the past 10 years</b>	None
<b>Contribution to the Company</b>	- Involve in determination of vision, mission and strategy of the group - Provide useful recommendations for developing good corporate governance of the Company - Have the knowledge, competence and experience especially that will benefit the Company - Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

<sup>1</sup> As of December 31, 2013 which included shareholding by related person under Section 258 of Securities and Exchange Act B.E. 2535

### **The Qualifications of Independent Director Being Nominated**

The Company has set the qualification of the Independent Director in accordance with the Notification of the Capital Market Supervisory Board Tor Chor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (No.2) as follows:

1. Holds not more than 1% of the total outstanding voting shares of the Company, a parent company, a subsidiary, an associate, a major shareholder, or a controlling person of the Company, including shares held by a person related to the independent director.
2. Is neither a director that has a management authority nor an employee, staff, advisor on regular retainer, or a controlling person of the Company, a parent company, a subsidiary, an associate, a subsidiary of the same tier, a major shareholder, or of the Company's controlling person both in the present and at least two years prior to taking the independent directorship.
3. No relationship by blood or legal registration, in a nature that makes the independent director be a parent, spouse, brothers and sisters, children nor spouse of children of a management, a major shareholders, a controlling person or a person who will be nominated as a management or a controlling person of the Company or a subsidiary.
4. Is not involved in the following relationships with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company in a nature which may obstruct his independent judgment, both in the present and at least two years prior to taking the independent directorship.
  - 4.1 The business relationship including from normal course of business transactions, rent or lease out the property, transactions related to assets or services nor provide or receive financial support by borrowing, lending, surety, or other similar manner, which incur debt to the Company or contract party equivalent to 3% of the net tangible assets of the Company or amounting to Baht 20 million up, whichever is lower. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship. For consideration the business relationship, it is included the relationship as a significant shareholder or a controlling person of firms the Company having such businesses with.
  - 4.2 be an auditor or a significant shareholder, a controlling person or a partner of the audit firm of such auditor.
  - 4.3 be a professional service provider such as legal or financial advisor, whose service fee exceed Baht 2 million per year, or a major shareholder, a controlling person or a partner of such firm.
5. Is not appointed as a representative of the Company's directors, major shareholders or shareholders who are related to the major shareholders of the Company.
6. Does not engage in the similar business and significantly competing with the business of the Company or subsidiary, or not being a significant partner in partnership or not being a director that has a management authority nor an employee, staff, advisor on regular retainer or holding shares exceed 1 percent of the total voting shares of other company which engage in the similar business and significantly competing with the business of the Company.
7. No other impediments or impairments to express independent opinions concerning the operations of the Company.