

**Biography of directors to be elected as directors to replace the ones whose term expired**

<b>Name</b>	Miss Potjaneer Thanavarani	
<b>Age (years)</b>	70	
<b>Nationality</b>	Thai	
<b>Director Type</b>	Independent Director	
<b>Position</b>	Chairman of the Board Independent Director and Member of the Audit Committee Chairman of the Remuneration and Nomination Committee	
<b>First Appointment Date</b>	18 July 2007	
<b>Tenure</b>	9 years 8 months	
<b>Highest Education</b>	<ul style="list-style-type: none"> <li>● Master of Business Administration, Syracuse University, USA (USAID Scholarship)</li> <li>● Bachelor of Accountancy, Chulalongkorn University</li> </ul>	
<b>Attended the following Training Course held by the Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>● Driving Company Success with IT Governance (ITG 2/2016)</li> <li>● Director Certification Program Update (DCPU 1/2014)</li> <li>● Anti-Corruption for Executive Program (ACEP 7/2013)</li> <li>● Advanced Audit Committee Program (AACP 10/2013)</li> <li>● Financial Institutions Governance Program (FGP 2/2011)</li> <li>● Audit Committee Program (ACP 32/2010)</li> <li>● Role of Compensation Committee Program (RCC 4/2007)</li> <li>● Role of Chairman Program (RCP 13/2006)</li> <li>● Director Certification Program (DCP 17/2002)</li> </ul>	
<b>% of Shares Held in UV (%) included holding by spouse and minor children</b>	0.00 (0 share)	
<b>Family Relations among Executives</b>	- None -	
<b>Legal record in the past 10 years</b>	- None -	

(for consideration of agenda 7)

Working Experience during the  
past 5 years

Position in Other Listed Companies		
Period	Position	Organization/Company
May 2015 - Present	Chairman of Audit Committee	Big C Supercenter Plc.
Apr 2015 - Present	Independent Director	Big C Supercenter Plc.
May 2014 - Present	Chairman of Remuneration Committee and Chairman of Corporate Governance Committee	Oishi Group Plc.
Apr 2014 - Present	Audit Committee Member	Thai Reinsurance Plc.
Apr 2012 - Present	Chairman of Audit Committee	Bank of Ayudhya Plc.
Apr 2010 - Present	Independent Director and Audit Committee Member	Bank of Ayudhya Plc.
Feb 2009 - Present	Independent Director and Audit Committee Member	Oishi Group Plc.
May 2007 - Present	Independent Director	Thai Reinsurance Plc.
Apr 2007 - Present	Independent Director and Audit Committee Member	Bangkok Insurance Plc.

Position in Non-Listed Companies		
Period	Position	Organization/Company
2007 - Present	Qualified member of the Committee	The Federation of the Insurance Organization
Oct 2006 - Present	Member of Council of State	Office of the Council of State

(for consideration of agenda 7)

<b>Experience in Other Listed Companies</b>		
<b>Period</b>	<b>Position</b>	<b>Organization/Company</b>
Jun 2009 - Mar 2016	Independent Director	Berli Jucker Plc.
Jun 2012 – Apr 2014	Nomination and Remuneration Committee Member	Thai Reinsurance Plc.
<b>Experience in Non-Listed Companies</b>		
<b>Period</b>	<b>Position</b>	<b>Organization/Company</b>
2 Oct 2014 – 6 Sep 2015	Member of the National Reform Council	National Reform Council
Apr 2010 – Jul 2013	Director	BJC Logistics and Warehouse Co., Ltd
Nov 2008 - Mar 2013	Chairman of the Public Sector Audit and Evaluation Committee	Ministry of Commerce
Oct 2006 – Mar 2008	Vice President of the National Legislative Assembly	The National Legislative Assembly
Oct 2006 – Feb 2008	Advisor of Minister of Commerce	Ministry of Commerce
Sep 2006 – Feb 2008	Economic Advisor	The Council for National Security
2001 – Aug 2008	Member of the Monetary Policy Board	The Bank of Thailand
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>		
- None -		

**Additional information for the director nominated to be elected as an independent director**


Stakeholding in the companies / parent companies / subsidiaries / associated companies or legal entities which may result in conflicts of interest at present or during the last 2 years:

1. Being a director partly responsible for the management of business, personnel, contract staff or an advisor with a salary - No
2. Being a professional service provider - No
3. Having Family relationship with executive officers of major shareholders of the firm or of subsidiaries - None
4. Having significant business relations which may prevent the independent performance of duties - None

Note: As of 31<sup>st</sup> December 2016.

- Meeting Attendance** - The Board of Directors Meeting was 6 times out of the total of 6 times
- (The Attendance at the year 2016)** - The Audit Committee was 6 times out of the total of 6 times
- The Remuneration and Nomination Committee was 3 times out of the total of 3 times
- Forbidden Qualifications** - Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

## Biography of directors to be elected as directors to replace the ones whose term expired

Name	Mr. Tithiphan Chuerboonchai	
Age (years)	64	
Nationality	Thai	
Director Type	Independent Director	
Position	Independent Director and Member of the Audit Committee Chairman of the Corporate Governance Committee	
First Appointment Date	27 June 2016	
Tenure	10 months	
Highest Education	<ul style="list-style-type: none"> <li>● Master of Business Administration, Thammasat University</li> <li>● Master of Law (LL.M.), Harvard Law School, U.S.A.</li> <li>● Barrister-at-Law, The Institute of Thai Bar Association</li> <li>● Bachelor of Laws (First Class Honors), Chulalongkorn University</li> </ul>	
Attended the following Training Course held by the Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> <li>● Financial Institutions Governance Program (FGP 3/2011)</li> <li>● Director Certification Program (DCP 17/2002)</li> </ul>	
% of Shares Held in UV (%) included holding by spouse and minor children	0.00% (0 share)	
Family Relations among Executives	- None -	
Legal record in the past 10 years	- None -	

Working Experience during the past 5 years

Position in Other Listed Companies		
Period	Position	Organization/Company
2016 - Present	Independent Director and Member of Audit Committee	United Overseas Bank (Thai) Plc.
2009 - Present	Independent Director and Member of Audit Committee	TSFC Securities Plc.
Position in Non-Listed Companies		
Period	Position	Organization/Company
2010 - Present	Director	C & C International Venture Co., Ltd.
1995 - Present	Director, Research Center for Law and Development Faculty of Law	Chulalongkorn University

Experience in Other Listed Companies		
Period	Position	Organization/Company
2010 - 2013	Independent Director and Member of Audit Committee	Siam City Bank Plc.
Experience in Non-Listed Companies		
Period	Position	Organization/Company
2001 - 2009	Dean of the Faculty of Law	Chulalongkorn University
2000 - 2001	Vice Dean of the Faculty of Law	Chulalongkorn University
1978 - 2013	Lecturer of the Faculty of Law	Chulalongkorn University
Position in Rival Companies/ Connected Business that may cause conflict of interest		
- None -		

**Additional information for the director nominated to be elected as an independent director**


Stakeholding in the companies / parent companies / subsidiaries / associated companies or legal entities which may result in conflicts of interest at present or during the last 2 years:

1. Being a director partly responsible for the management of business, personnel, contract staff or an advisor with a salary - No
2. Being a professional service provider - No
3. Having Family relationship with executive officers of major shareholders of the firm or of subsidiaries - None
4. Having significant business relations which may prevent the independent performance of duties - None

Note: As of 31<sup>st</sup> December 2016.

- Meeting Attendance** - The Board of Directors Meeting was 3 times out of the total of 3 times  
**(The Attendance at the year** - The Audit Committee was 3 times out of the total of 3 times  
**2016)** - The Remuneration and Nomination Committee was 1 time out of the total of 1 times
- Forbidden Qualifications** - Never dishonestly committed an offence against property  
- Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

## Biography of directors to be elected as directors to replace the ones whose term expired

<b>Name</b>	Mr. Panote Sirivadhanabhakdi	
<b>Age (years)</b>	39	
<b>Nationality</b>	Thai	
<b>Director Type</b>	Authorized Director	
<b>Position</b>	Vice Chairman of the Board Chairman of the Board of Executive Directors Member of the Remuneration and Nomination Committee Member of the Corporate Governance Committee	
<b>First Appointment Date</b>	18 July 2007	
<b>Tenure</b>	9 years 8 months	
<b>Highest Education</b>	<ul style="list-style-type: none"> <li>● Master of Science in Analysis, Design and Management of Information System, the London School of Economics and Political Science, UK</li> <li>● Certificate in Industrial Engineering and Economics, Massachusetts University, USA</li> </ul>	
<b>Attended the following Training Course held by the Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>● Director Certification Program (DCP 46/2004)</li> <li>● Director Accreditation Program (DAP 10/2004)</li> <li>● Finance for Non-Finance Director (FND 10/2004)</li> </ul>	
<b>% of Shares Held in UV (%) included holding by spouse and minor children</b>	66% indirectly held through Adelfos Co., Ltd. totaling of 1,262,010,305 shares.	
<b>Family Relations among Executives</b>	A brother of Mr. Thapana Sirivadhanabhakdi (Vice Chairman)	
<b>Legal record in the past 10 years</b>	- None -	

Working Experience during the  
past 5 years

Position in Other Listed Companies		
Period	Position	Organization/Company
2012 - Present	Vice Chairman of the Board / Chairman of Executive Committee Member of the Compensation and Nominating Committee	Golden Land Property Development Plc.
2007 - Present	Director/ Executive Director	Siam Food Products Plc.
2005 - Present	Director / Executive Director	Berli Jucker Plc.
Position in Non-Listed Companies		
Period	Position	Organization/Company
2016 - Present	Director	Vadhanabhakdi Co. Ltd.
2016 - Present	Director	Kasemsapphakdee Co. Ltd.
2015 - Present	Director	Univentures REIT Management Co. Ltd.
2015 - Present	Director	Quantum Capital Development Co. Ltd.
2015 - Present	Director	TCC Land Development Co., Ltd.
2015 - Present	Director	TCC Holding (2519) Co., Ltd.
2014 - Present	Director	Kasem Subwattana Co. Ltd.
2014 - Present	Director	Tonic International Co. Ltd.
2014 - Present	Director	Lakeview Golf and Yacht Club Co. Ltd.
2013 - Present	Director	TCC Assets (Thailand) Co., Ltd.
2013 - Present	Director	Kasem Subsiri Co., Ltd.
2013 - Present	Director	Frasers Centrepoint Limited
2012 - Present	Director	SMJC Development Co., Ltd.
2012 - Present	Director	TCC Sports and Recreations Co., Ltd.
2011- Present	Director	TCC Exhibition and Convention Center Co., Ltd.



(for consideration of agenda 7)

Position in Non-Listed Companies		
Period	Position	Organization/Company
2011 - Present	Director	TCC Trade and Convention Center Co., Ltd.
2011 - Present	Director	N.C.C. Exhibition Organizer Co., Ltd.
2011 - Present	Director	N.C.C. Management and Development Co., Ltd.
2011 - Present	Director	N.C.C. Image Co., Ltd.
2011 - Present	Director	F&B International Co., Ltd.
2010 - Present	Director	North Park Real Estate Co., Ltd.
2010 - Present	Director	North Park Golf and Sports Club Co., Ltd.
2009 - Present	Director	Nong Khai Country Golf Club Co., Ltd.
2009 - Present	Director	The Cha-Am Yacht Club Hotel Co., Ltd.
2008 - Present	Director	Terragro Fertilizer Co., Ltd.
2008 - Present	Director	Norm Co., Ltd.
2007 - Present	Director	Paksong Capital Co., Ltd.
2007 - Present	Director	Adelfos Co., Ltd.
2007 - Present	Director	Eastern Seaboard Industrial Estate (Rayong) Co., Ltd.
2007 - Present	Director	Thai Beverage Plc.
2006 - Present	Director	Cristalla Co., Ltd.
2006 - Present	Director	Plantheon Co., Ltd.
2004 - Present	Director	Beer Thip Brewery (1991) Co., Ltd.
2001 - Present	Director	T.C.C. Technology Co., Ltd.
Experience in Other Listed Companies		
Period	Position	Organization/Company
2010 - 2013	Director	Oishi Group Plc.
2012 - 2016	Chief Executive Officer	Univentures Plc.

(for consideration of agenda 7)

Experience in Non-Listed Companies		
Period	Position	Organization/Company
2013 - 2015	Director	Thip Sukhothai Bio-Tech Co., Ltd.
2013 - 2015	Director	Thip Suphanburi Bio Energy Co., Ltd.
2011 - 2015	Director	Thip Sukhothai Bio Refinery Co., Ltd.
2011 - 2015	Director	Thip Nakhonsawan Bio Energy Co., Ltd.
2011 - 2015	Director	The Suphanburi Sugar Industry Co., Ltd.
2011 – 2013	Director	Watthanapat Trading Co., Ltd.
2011 – 2012	Director	Bangpa-In Papermill Industry Co., Ltd.
2010 – 2012	Director	ACK Realty Co., Ltd.
2010 – 2012	Director	TCCCL 1 Co., Ltd.
2010 – 2011	Director	Thippatana Arcade Co., Ltd.
2010 – 2011	Director	T.C.C. Commercial Property Management Co., Ltd.
2009 – 2013	Director	Prede Prapa Co., Ltd.
2008 - 2015	Director	Thip Sukhothai Bio Energy Co., Ltd.
2008 - 2015	Director	Thip Kampangpetch Bio Energy Co., Ltd.
2008 - 2015	Director	Thip Sugar Nakhonsawan Co., Ltd.
2008 - 2014	Director	TCC Holding Co., Ltd.
2008 - 2014	Director	TCC Land Retail Co., Ltd.
2008 - 2014	Director	TCC Real Estate Development Co., Ltd.

(for consideration of agenda 7)

Experience in Non-Listed Companies		
Period	Position	Organization/Company
2007 - 2013	Director	TCC Hotels Group Co., Ltd. (Previous name was TCC Land Leisure Co., Ltd.)
2006 – 2016	Director	Siriwana Co., Ltd.
2006 – 2015	Director	Thip Sugar Kamphangphet Co., Ltd.
2006 – 2015	Director	The Suphanburi Sugar Industry Co., Ltd.
2005 – 2014	Director	TCC Real Estate Development Co., Ltd.
2004 – 2013	Director	Golden Wealth Co., Ltd.
<b>Position in Rival Companies/ Connected Business that may cause conflict of interest</b>		
- None -		

**Meeting Attendance**

(The Attendance at the year 2016)

- The Board of Directors Meeting was 6 times out of the total of 6 times
- The Remuneration and Nomination Committee was 3 times out of the total of 3 times
- The Board of Executive Directors was 11 times out of the total of 11 times
- The Corporate Governance Committee was 2 times out of the total of 2 times

**Forbidden Qualifications**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

### Definition of Independent Director

Independent director refers to a director whose qualifications are in line with the requirements of the Office of the Securities and Exchange Commission and the Stocks Exchange of Thailand, whereby he or she must possess the qualifications and must not have the prohibited descriptions as follows:

1. Holding shares *not* exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary company, associated company, major shareholder, or controlling person of the company, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person of the company, unless the foregoing status has ended for more than 2 years;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling persons of the company or its subsidiary;
4. Neither holding nor having held a business relationship with the company, its parent company, subsidiary company, associated company, major shareholder or controlling person in the manner which may interfere with his independent judgment, and neither being nor having been a substantial shareholder or a controlling person of any person having business relationship with the company, its parent company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;  
The aforementioned term "business relationship" includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing asset as collateral, including any other similar actions, which result in the company or counterparty being liable to indebtedness payable to the other party in amount of 3 percent or more of the net tangible assets of the company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transaction under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which such a business relationship with the person commences;
5. Neither being nor having been an auditor of the company, its parent company, subsidiary company, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary company, associated company, major shareholder or controlling person or controlling person, and not being a substantial shareholder, controlling person or partner of the professional adviser, unless the foregoing relationship has ended for more than 2 years;
7. Not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
8. Not undertaking any business the nature of which is the same as that of the company or subsidiary company and which, in any material respect, is competitive with business of the company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in the company management, an employee, a staff member, an adviser who receives a regular salary or a shareholder holding more than 1 percent of shares with voting rights of a company undertaking any business the nature of which is the same as that of the company or subsidiary company and which, in any material respect, is competitive with business of the company or subsidiary company;
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (1) to (9) the independent director may be assigned by the Board of Directors to take part in the business decision of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder, or controlling person of the company on the condition that such decision must be a collective one.

The previous directorial records as an independent director to be brought up for consideration shall comply with the above criteria, except under exemption by the Office of the Securities and Exchange Commission, in accordance with the Notification of the Capital Market Supervisory Board.