

Attachment for consideration in Agenda 5.1 of The Annual General Meeting of Shareholders No. 74 to be held on 23 April 2007
being an integral part of Invitation letter to The Annual General Meeting of Shareholders No. 74

Agenda 5.1 To consider and approve the appointment of directors to replace the directors who retired by rotation.

The Company's Articles of Association Article 16, which is in accordance with the Public Limited Companies Act B.E. 2535, state that

"At every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire. The retiring director may be re-elected."

Present directors whose names are registered with Commercial Registration Department, Ministry of Commerce are as follows:

- | | |
|---|----------------------------|
| 1. Mr. Amnart Intrasuksri | 2. Mr. Danuch Yontararak |
| 3. Mr. Santi Grachangnetara | 4. Mr. Pree Buranasiri |
| 5. Mr. Supattanapong Punmeechaow | 6. Mr. Prateep Wongnirund |
| 7. Mr. Pamornsak Suracupt | 8. Mr. Vinai Vamvanij |
| 9. Mrs. Jurairat Suksawatdi Na Ayudhaya | 10. Mr. Sarunthorn Chutima |
| 11. Mr. Michael David Selby | |

At the Annual General Meeting No. 74 to be held on 23 April 2007, the Board of Directors will propose the election of directors to replace the directors who are due to retire by rotation and approve their remuneration as stated in Article 71 and Article 90 of the Public Limited Companies Act B.E. 2535.

The directors who are due to retire by rotation are as follows:

- | | |
|----------------------------|---|
| 1. Mr. Michael David Selby | 2. Mr. Amnart Intrasuksri |
| 3. Mr. Vinai Vamvanij | 4. Mrs. Jurairat Suksawatdi Na Ayudhaya |

Their brief resumes are enclosed herewith.

(1) Mr. Michael David Selby

Age 53

Education

- Associate Electrical Engineer, Cornell University
- Bachelor of Art, George Washington University, USA
- Master Degree, International Law & Finance, George Washington University, USA

Current position Director

Experience

Listed Companies

2006 - Present Director
Christiani & Nielsen (Thai) Public Company Limited

Present Director
Rajadamri Hotel Public Company Limited

Present Director
Minor International Public Company Limited

Others (Non Listed Companies)

2001 - Present Managing Director
CPB Equity Company Limited

2001 - Present Managing Director
CPB Property Company Limited

1999 - Present Chairman of Supervisory Board
Kempinski AG

1996 - Present Executive Director
AEA-SOS International, Health Risk

Present Director
PTT Natural Gas Distribution Company Limited

Present Director
Aon Risk Services (Thailand) Limited

Participation in the Meeting Absent in the 4th Board of Directors Meeting held in the year 2006

Directors' remuneration Director Fee is Baht 240,000 per annum

No. of shares held (As of 31 December 2006) None

Family relationship with directors None

(2) Mr. Amnart Intrasuksri

Age	74
Education	Bachelor Degree (Honor), Chulalongkorn University
Current Position	Director
Experience	

Listed Companies

1997 – Present	Director Christiani & Nielsen (Thai) Public Company Limited
1997 – 2001	Managing Director - Construction Thailand Christiani & Nielsen (Thai) Public Company Limited
1966 – 1997	Civil Engineer, Project Manager, Senior Engineer and General Manager respectively Christiani & Nielsen (Thai) Public Company Limited

Others (Non Listed Companies)

	None
Participation in the Meeting	3 times attended in the 4 Board of Directors Meetings held in the year 2006
Directors' remuneration	Director Fee is Baht 240,000 per annum
No. of shares held (As of 31 December 2006)	100,000 shares equal to 0.03%
Family relationship with directors	None

(3) Mr. Vinai Vamvanij

Age	65
Education	<ul style="list-style-type: none"> • Thai Institute of Directors (fellow since 2001) <ul style="list-style-type: none"> - Directors Certification Program Refresher Course (2005) - Creating a Strategic Direction (2004) - Roles of Chairman (2002) - Directors Certification Program (2001) • CPA Australia (Professional certificate in accountancy, 1964) • Assumption College, Bangkok
Current Position	Independent Director and Member of Audit Committee
Experience	<p>Listed Companies</p> <p>2001 – Present Independent Director and Member of Audit Committee Christiani & Nielsen (Thai) PCL.</p> <p>1998 – Present Independent Director and Chairman of Audit Committee - Padaeng Industry PCL.</p> <p>1985 – 1989 Director and General Manager Metal Box (Thailand) PCL.</p> <p>Others (Non Listed Companies)</p> <p>2000 – Present Director Continental Petrochemical (Thailand) Co., Ltd.</p> <p>2005 – Present Director - Palang Sophon Two Limited</p> <p>2000 – 2002 Executive Director Thonburi Automotive Assembly Plant Co., Ltd.</p> <p>1997 – 2000 President Continental Petrochemical (Thailand) Co., Ltd.</p> <p>1990 – 1997 Chief Executive Officer - Aquastar Group</p> <p>1989 – 1990 Managing Director - C.S. Capital Co., Ltd.</p>
Participation in the Meeting	<ul style="list-style-type: none"> • 4 times attended in the 4 Board of Directors Meetings held in the year 2006 • 5 times attended in the 5 Audit Committee Meetings held in the year 2006
Directors' remuneration	Director Fee is Baht 600,000 per annum
No. of shares held (As of 31 December 2006)	642,857 shares equal to 0.16%
Family relationship with directors	None

(4) Mrs. Jurairat Suksawatdi Na Ayudhaya

Age	53
Education	<ul style="list-style-type: none"> • Bachelor Degree in Account, Thammasat University • Directors Certification Program 44 Thai Institute of Directors
Current Position	Director Director of Finance and Administration

Experience

Listed Companies

2001 – Present	Director Director of Finance and Administration
1997 – 2001	Senior Manager - Finance and Accounts
1996 – 1997	Senior Accounting Manager
1995 – 1996	Manager - Investment Christiani & Nielsen (Thai) Public Company Limited

Others (Non Listed Companies)

2002 – Present	Director CNT Holdings Company Limited
2000 – Present	Director Christiani & Nielsen International Construction Asia Company Limited
1993 – 1995	Corporate Finance Controller Royal Garden Resort Public Company Limited

Participation in the Meeting 4 times attended in the 4 Board of Directors Meetings held in the year 2006

Directors' remuneration Director Fee is Baht 240,000 per annum

No. of shares held 567,857 shares equal to 0.14%
(As of 31 December 2006)

Family relationship with directors None

Definition of Independent Director

- 1) Independent Director means “Directors who are independent of the major shareholders, executives and their relatives and are able to protect the benefit of each shareholder equally.”
- 2) No more than 5 percent of the shares of the Company, subsidiaries, associated and related companies shall be held by Independent Director or their relatives.
- 3) Proposed Independent Director has no relationship or any related matter with the Company, subsidiaries, executives and major shareholders including their relatives which may not allow them to make a decision independently.

The definition of Independent Director is incompatible with the Rules and Regulation of the Stock Exchange of Thailand.

The Board of Directors consider that the 4 directors, Mr. Michael David Selby, Mr. Amnart Intrasuksri, Mr. Vinai Vamvanij and Mrs. Jurairat Suksawatdi Na Ayudhaya, who will retire by rotation in this Annual General Meeting are competent and are a benefit to the Company. Four of them are proposed for the approval of the Annual General Meeting No. 74 to be re-elected as a director for another term.