



CHRISTIANI & NIELSEN

Attachment for consideration in Agenda 5.1 of The Annual General Meeting of
Shareholders No. 77 to be held on 9 April 2010
being an integral part of Invitation letter to The Annual General Meeting of Shareholders
No. 77

Agenda 5.1 To consider the approval of the appointment of directors to replace the directors due to be 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 be retired. The retired directors may be re-elected.”

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

- | | |
|------------------------------|--------------------------------|
| 1. Mr. Santi Grachangnetara | 2. Mr. Prateep Wongnirund |
| 3. Mr. Pamornsak Suracupt | 4. Mr. Vinai Vamvanij |
| 5. Mr. Somchai Jongsirilerd | 6. Mr. Michael David Selby |
| 7. Lt.Gen. Chayuth Suwanamas | 8. Miss Wanaree Chinthaganant |
| 9. Mr. Staporn Phettongkam | 10. Mr. Surasak Osthananugraha |

At the Annual General Meeting No. 77 to be held on 9 April 2010, the Board of Directors will propose the election of directors to replace the directors who are due to be retired 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 be retired by rotation are as follows:

- | | |
|----------------------------|-------------------------------|
| 1. Mr. Vinai Vamvanij | 2. Mr. Staporn Phettongkam |
| 3. Mr. Michael David Selby | 4. Miss Wanaree Chinthaganant |



CHRISTIANI & NIELSEN

(1) Mr. Vinai Vamvanij

Age	68																		
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> <table border="0"> <tr> <td style="vertical-align: top;">2001 – Present</td> <td>Independent Director and Member of Audit Committee Christiani & Nielsen (Thai) PCL.</td> </tr> <tr> <td style="vertical-align: top;">1998 – Present</td> <td>Independent Director and Chairman of Audit Committee - Padaeng Industry PCL.</td> </tr> <tr> <td style="vertical-align: top;">1985 – 1989</td> <td>Director and General Manager Metal Box (Thailand) PCL.</td> </tr> </table> <p>Others (Non Listed Companies)</p> <table border="0"> <tr> <td style="vertical-align: top;">2000 – Present</td> <td>Independent Director and Member of Audit Committee Continental Petrochemical (Thailand) Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">2005 – Present</td> <td>Director - Palang Sophon Two Limited</td> </tr> <tr> <td style="vertical-align: top;">2000 – 2002</td> <td>Executive Director Thonburi Automotive Assembly Plant Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">1997 – 2000</td> <td>President Continental Petrochemical (Thailand) Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">1990 – 1997</td> <td>Chief Executive Officer - Aquastar Group</td> </tr> <tr> <td style="vertical-align: top;">1989 – 1990</td> <td>Managing Director - C.S. Capital Co., Ltd.</td> </tr> </table>	2001 – Present	Independent Director and Member of Audit Committee Christiani & Nielsen (Thai) PCL.	1998 – Present	Independent Director and Chairman of Audit Committee - Padaeng Industry PCL.	1985 – 1989	Director and General Manager Metal Box (Thailand) PCL.	2000 – Present	Independent Director and Member of Audit Committee Continental Petrochemical (Thailand) Co., Ltd.	2005 – Present	Director - Palang Sophon Two Limited	2000 – 2002	Executive Director Thonburi Automotive Assembly Plant Co., Ltd.	1997 – 2000	President Continental Petrochemical (Thailand) Co., Ltd.	1990 – 1997	Chief Executive Officer - Aquastar Group	1989 – 1990	Managing Director - C.S. Capital Co., Ltd.
2001 – Present	Independent Director and Member of Audit Committee Christiani & Nielsen (Thai) PCL.																		
1998 – Present	Independent Director and Chairman of Audit Committee - Padaeng Industry PCL.																		
1985 – 1989	Director and General Manager Metal Box (Thailand) PCL.																		
2000 – Present	Independent Director and Member of Audit Committee Continental Petrochemical (Thailand) Co., Ltd.																		
2005 – Present	Director - Palang Sophon Two Limited																		
2000 – 2002	Executive Director Thonburi Automotive Assembly Plant Co., Ltd.																		
1997 – 2000	President Continental Petrochemical (Thailand) Co., Ltd.																		
1990 – 1997	Chief Executive Officer - Aquastar Group																		
1989 – 1990	Managing Director - C.S. Capital Co., Ltd.																		
Participation in the Meeting	<ul style="list-style-type: none"> • 5 times attended in the 5 Board of Directors Meetings held in the year 2006 • 4 times attended in the 4 Audit Committee Meetings held in the year 2009 																		

Characteristic of Conflict of Interest

1. Holding the Company's shares as of 31 December 2009: 642,857 shares (0.16%, less than 1%)
2. Having family relationship with executives, directors and major shareholders: None
3. Being a controlling director, staff, employee or advisor given regular salary: None
4. Having business relationship: None



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(2) Mr. Staporn Phettongkam

Age 58

Education

- Thai Institute of Directors
- Director Certification Program (DCP) 2002
- Bachelor of Science in Electrical Engineering,
Northeastern University, USA
- Master of Business Administration,
Marshall University, USA
- Doctor of Philosophy (Ph.D.) in Education
Administration & Foundation,
Illinois State University, USA

Current position Independent Director

Experience

Listed Companies

2009 - Present	Independent Director Christiani & Nielsen (Thai) Public Company Limited
1998 - 2008	Secretary General and Corporate Communications Siam City Cement Public Company Limited
1989 - 1998	Marketing Manager Siam City Cement Public Company Limited

Others (Non Listed Companies)

None

Participation in the Meeting 3 times attended in the 5 Board of Directors Meetings held in the year 2009

Characteristic of Conflict of Interest

- | | | |
|----|--|-------------|
| 1. | Holding the Company's shares as of 31 December 2009: | <u>None</u> |
| 2. | Having family relationship with executives, directors and major shareholders: | <u>None</u> |
| 3. | Being a controlling director, staff, employee or advisor given regular salary: | <u>None</u> |
| 4. | Having business relationship: | <u>None</u> |



CHRISTIANI & NIELSEN

(3) Mr. Michael David Selby

Age 56

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
(Chairman of the Board of Directors, 10/8/2007-30/8/2008)
Christiani & Nielsen (Thai) Public Company Limited

Others (Non Listed Companies)

2009 - Present Director
Kempin Siam Company Limited

2004 - Present Director
Rajadamri Hotel Company Limited

2003 - Present Director
Aon Risk Services (Thailand) Limited

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

Participation in the Meeting 5 times absented in the 5 Board of Directors Meetings held in the year 2009

No. of shares held None
(As of 31 December 2009)

Family relationship with directors None



CHRISTIANI & NIELSEN

(4) Miss Wanaree Chintaganant

Age	48
Education	<ul style="list-style-type: none"> • Thai Institute of Directors - Accreditation Program (DAP) 77/2009 • Bachelor's Degree in Law, Ramkhamhaeng University • Mini MBA, Thammasat University • Master of Public Administration, National Institute of Development Administration (NIDA)
Current Position	Director
Experience	
	Listed Companies
Present	<u>Director</u> Christiani & Nielsen (Thai) Public Company Limited
	Others (Non Listed Companies)
Present	<u>Director</u> Siam Sindhorn Company Limited Siam Sindhorn Land Company Limited Dusit Sindhorn Company Limited Siam Sindhorn Thanee Company Limited Convent Real Estate Company Limited Boriharnsubsin Company Limited Srijulsup Company Limited <u>Office Manager / Law Department Manager</u> Siam Sindhorn Company Limited
2001 – 2007	<u>Director</u> Siam Commercial Real Estate Company Limited
2001 – 2005	<u>Director</u> Siam Commercial Casa Company Limited Siam Sindhorn City Company Limited
Participation in the Meeting	5 times attended in the 5 Board of Directors Meetings held in the year 2009
No. of shares held (As of 31 December 2009)	None
Family relationship with directors	None



CHRISTIANI & NIELSEN

Selective Procedure for Independent Directors

The Board of Directors is responsible for selecting the Company's independent directors and also setting their qualifications as follows.

The Qualifications of the Company's Independent Directors

- 1) Holding shares not exceeding one percent of the total number of voting rights of the Company, subsidiaries, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of independent director;
- 2) Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly from the Company, subsidiaries, affiliate or juristic person which may have conflicts of interest (Present and less then two years prior to the date of application filing with the Office);
- 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, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company and its subsidiaries.
- 4) Not having a business relationship in the manner which may interfere with his independent judgment; and not having a relationship with auditors, professionals such as legal advisors, financial advisors, appraisers; and neither being nor having been any professional advisor with the Company such as accounting auditors, legal advisors (Present and less then two years prior to the date of application filing with the Office);
- 5) Being able to attend the Board of Directors' meeting to make decision to any significant activity; and not being a director who has been appointed as a representative of the Company's director, major shareholders or shareholders related to the Company's major shareholders;
- 6) Not having any other characteristic which may interfere with his independent judgment;
- 7) Being able to provide equitable protection to benefit of all shareholders, and being able to prevent any conflict of interests might be occurred between the Company and executives, major shareholders, or any other company having similar major shareholders. May be appointed by the Board of Directors to make decision in a group (collective decision) regarding business operation for the Company, subsidiaries, affiliate or juristic person which may have conflicts of interest.
- 8) Not engaging, having been an executive director, staff, employee or advisor who receives salary or other kind of compensation regularly, holding more then one per cent from/in the business similar to or compete with the Company and its subsidiaries.

The definition of Independent Directors is compatible with the Rules and Regulations of the Stock Exchange of Thailand.