



CHRISTIANI & NIELSEN

Attachment for consideration in Agenda 10.1 of The Annual General Meeting of Shareholders No. 78 to be held on 8 April 2011 being an integral part of Invitation letter to The Annual General Meeting of Shareholders No. 78

Agenda 10.1 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. Miss Wanaree Chinthaganant |
| 7. Mr. Staporn Phettongkam | 8. Mr. Surasak Osthananugraha |

At the Annual General Meeting No. 78 to be held on 8 April 2011, 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:

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|-------------------------------|-----------------------------|
| 1. Mr. Santi Grachangnetara | 2. Mr. Somchai Jongsirilerd |
| 3. Mr. Surasak Osthananugraha | |



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(1) Mr. Santi Grachangnetara

Age	66
Education	<ul style="list-style-type: none"> • Thai Institute of Directors - Directors Accreditation Program (DAP) 2005 • Bachelor of Engineering Cambridge University, United Kingdom • Master of Engineering Cambridge University, United Kingdom
Current Position	Chairman of the Board of Directors
Experience	<p>Listed Companies</p> <p>2008 – Present Chairman of the Board of Directors Christiani & Nielsen (Thai) PCL.</p> <p>2001 – 2007 Director and Chief Executive Officer Christiani & Nielsen (Thai) PCL.</p> <p>1993 – 1997 Managing Director One Holding PCL. & Subsidiary Companies</p> <p>Others (Non Listed Companies)</p> <p>Present Chief Executive Officer Siam Sindhorn Company Limited Director CPB Property Company Limited Director CPB Equity Company Limited</p>
Participation in the Meeting	<ul style="list-style-type: none"> • 5 times attended in the 5 Board of Directors Meetings held in the year 2010
No. of shares held (As of 31 December 2010)	None
Family relationship with directors	None



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(2) Mr. Somchai Jongsirilerd

Age 53

Education

- Thai Institute of Directors
- Directors Accreditation Program (DAP) 2004
- Bachelor of Engineering
Chulalongkorn University
- Master Degree, MBA
University of Detroit, USA

Current position Director and Chief Executive Officer

Experience

Listed Companies

Present Director and Chief Executive Officer
Christiani & Nielsen (Thai) Public Company Limited
Director

Past Thai Metal Drum Manufacturing PCL.
Managing Director
Dynasty Ceramic PCL.
Assistant to Managing Director
One Holding PCL.

Others (Non Listed Companies)

Present Director - The Pet Company Limited

Participation in the Meeting • 5 times attended in the 5 Board of Directors Meetings held
in the year 2010

No. of shares held
(As of 31 December 2010) None

Family relationship with directors None



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(3) Mr. Surasak Osathanugraha

Age	42
Education	<ul style="list-style-type: none"> • Thai Institute of Directors - CSP (Company Secretary Program) 2010 • Bachelor of Laws Chulalongkorn University • Bachelor in Accountancy Assumption University • Master of Finance Chulalongkorn University
Current position	Director and Company Secretary Assistant to Chief Executive Officer
Experience	<p>Listed Companies</p> <p>2010 - Present 2009 - Present 2004 - 2009 2000 - 2004</p> <p>Director and Company Secretary Assistant to Chief Executive Officer Christiani & Nielsen (Thai) Public Company Limited Managing Director, Vice President-Internal Audit (N-Park's Group), Natural Park PCL. Assistant VP (Budgeting Division) Bank of Asia (ABN Amro Member) / UOB Bank</p> <p>Others (Non Listed Companies)</p> <p>1994 - 2000</p> <p>Accounting Manager, Tax Advisor & Attorney-at-law George & Killeen P.C. Ltd.</p>
Participation in the Meeting	4 times attended in the 5 Board of Directors Meetings held in the year 2010 (became a director on 2 Mar 2010)
No. of shares held (As of 31 December 2010)	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.