

Name : Assoc. Prof. Dr. Seri Wongmontha

Birth date: 14 March 1949

Age : 70 Years

Nationality: Thai

Race: Thai

Education Background: Ph.D. (Journalism) Southern Illinois University, Carbondale, Illinois, USA

: Master Science in Journalism (Advertising) Northwestern University Evanston, USA

: Master of Arts for Teachers (English) University of Washington, Seattle, USA

: Bachelor of Art (Honour) English and Foreign Language Literature Thammasat University

Current Position : Independent Director and Chairman of Audit Committee of NFC Public Company Limited

: Chairman of Good Communication Limited Partnership

: Lecturer of College of Management Phayao University, Bangkok Campus

Working Experience for the past 5 years

2008 - 2016 : Lecturer at The Graduate School, Naresuan University

Appointment date of director in the Company : 8 September 2004

**Term of directorship in the Company** : 14 Years 6 Months (As of 28 February 2019)

Illegal record in past 10 years : -None-

Conflict of interest with this Shareholders' meeting: -None-

Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.

- Being a director who is involved in the management of employees, employees or consultants who receive regular salary: -None-
- 2. Being a professional service provider (such as an accountant, legal advisor): -None-
- 3. Having significant business relationships which may result in the inability to act independently: -None-

Shareholding of NFC Public Company Limited: 63 shares (As of 28 February 2019)

Computation at 0.001% of the total shares with voting rights



Name : Mr. Nuttaphob Ratanasuwanthawee

Birth date : 12 December 1958

Age : 60 Years

Nationality : Thai

Race : Thai

Education Background: Master Degree, Political Science/Ramkhamhaeng University

: Bachelor Degree, Political Science/Ramkhamhaeng University

Director training: Thai Institute of Directors of association (IOD)

- Directors Certification Program (DCP)

- Director Accreditation Program (DAP)

Current Positions: Chief Executive Officer of NFC Public Co., Ltd.

: President of Rayong Bulk Terminal Co., Ltd.: Chief Executive Officer of NFCT Co., Ltd: Chief Executive Officer of NFCW Co., Ltd

: President and Chief Executive Officer of SC Group of Companies

#### Working Experience for the past 5 years

2015-2017: Chairman and Managing Director of Thai Pipe Line Network Co., Ltd

1995-2017: Chairman and Managing Director of NP Marine Co., Ltd.

2012-2017: Chairman and Managing Director of Neco-Trans Siam Co., Ltd. (Formerly AMT-SC (Thailand))

2013-2016: Vice Chairman and Executive Committee of Begistics Public Company Limit

(Formerly Bangpakong Terminal Public Company Limited)

Appointment date of director in the Company : 8 September 2004

**Term of directorship in the Company** : 14 Years 6 Months (As of 28 February 2019)

Illegal record in past 10 years : -None-

Conflict of interest with this Shareholders' meeting: -None-

Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.

- Being a director who is involved in the management of employees, employees or consultants who receive regular salary: -Yes-
- 2. Being a professional service provider (such as an accountant, legal advisor): -None-
- 3. Having significant business relationships which may result in the inability to act independently: -Yes-

Shareholding of NFC Public Company Limited: Amount of 690.33 million shares (As of 28 February 2019)

Representing 63.46 % of the total shares with voting rights



Name : Mr. Wiboon Rasmeepaisarn

Birth date : 3 July 1961

Age : 57 Years

Nationality : Thai

Race : Thai

Education Background: Master Degree, Business Administration, Thammasat University

: Bachelor Degree, Accounting, Chulalongkorn University

**Director training:** Thai Institute of Directors of association (IOD)

- Directors Certification Program (DCP)

- Directors Accreditation Program (DAP)

- Role of the Compensation Committee

- Monitoring Fraud Risk Management

- Monitoring of the Quality of Financial Reporting

- Monitoring the Internal Audit Function

- Monitoring system of Internal Control and Risk Management

- Audit Committee Program

- Anti-Corruption for Executive Program

- Role of the Chairman Program

Current Positions: Director and Risk Management Committee of NFC Public Company Limited

: Independent director / Audit Committee Member / Risk Management Committee / Member of Nomination and Remuneration Committee of Ananda Development Property Public Company Limited

: Managing Director of Eltek Power (Thailand) Company Limited

: Director and Managing Director of Warach Paisarn Company Limited

## Working Experience for the past 5 years

2011-2015: Director of Thai Herb Recipe Company limited

Appointment date of director in the Company : 8 September 2004

Term of directorship in the Company : 14 Years 6 Months (As of 28 February 2019)

Illegal record in past 10 years : -None-

Conflict of interest with this Shareholders' meeting: -None-

Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.

- Being a director who is involved in the management of employees, employees or consultants who receive regular salary: -None-
- 2. Being a professional service provider (such as an accountant, legal advisor): -None-
- 3. Having significant business relationships which may result in the inability to act independently: -None-

Shareholding of NFC Public Company Limited: Amount of 2 shares (As of 28 February 2019)

Representing 0.001 % of the total shares with voting rights



Name : Mrs. Bongkot Rungkornpaisarn

Birth date : 22 April 1963

: 55 Years Age

Nationality: Race Thai

Education Background: Master Degree, Business Administration, Chulalongkorn University

: Bachelor Degree, Accounting, Chulalongkorn University

Thai

Director training: Thai Institute of Directors of association (IOD)

- Directors Certification Program (DCP)

- Directors Accreditation Program (DAP)

- Company Secretary Program

- Role of the Compensation Committee
- Advance Audit Committee Programs
- Monitoring Fraud Risk Management
- Monitoring the Quality of Financial Reporting
- Audit Committee Program
- Anti-Corruption for Executive Program
- Role of the Chairman Program
- Monitoring the System of Internal Control and Risk Management
- Monitoring the Internal Audit Function

Current Positions: Executive Vice President (Finance and Corporate Affairs) of NFC Public Company Limited

- : Executive Vice President (Corporate Affairs) of SC Group
- : Director of NFCT Company Limited
- : Director of NFCW Company Limited
- : Director of Eltek Power (Thailand) Company Limited
- : Director of Warach Paisarn Company Limited

## Working Experience for the past 5 years

2013 - 2015: Director, Executive Committee and Chief Executive Officer of Begistics Public Company Limited

(Formerly Bangpakong Terminal Public Company Limited)

2011-2015: Director of Thai Herb Recipe Company limited

Appointment date of director in the Company : 8 September 2004

Term of directorship in the Company : 14 Years 6 Months (As of 28 February 2019)

Illegal record in past 10 years : -None-

Conflict of interest with this Shareholders' meeting: -None-

Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.

- 1. Being a director who is involved in the management of employees, employees or consultants who receive regular salary:
- 2. Being a professional service provider (such as an accountant, legal advisor): -None-
- 3. Having significant business relationships which may result in the inability to act independently: -Yes-

Shareholding of NFC Public Company Limited: Amount of 2 shares (As of 28 February 2019)

Representing 0.001 % of the total shares with voting rights

#### Independent Director Definition

- 1. Holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- 2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
- 3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
- 4. Neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- 5. Neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
- 6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
- 7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
- 8. Not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
- 9. Not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.