

Supporting Document

Annual General Meeting of Shareholders for the year 2011

Agenda Item 5

To appoint the directors to replace those whose tenures end

1. In line with Article 17 of the Company's Articles of Association, one third of the total number of the directors will retire by rotation at the annual ordinary meeting. If the number of the directors is not divisible by three, the number close to one third will be used. At the Annual General Meeting of Shareholders for the Year 2011, there are four retiring directors. These include Mr.Suphadej Poonpipat, Mr.Piyaphong Artmangkorn, Mr.Suvait Theeravachirakul and Mr.Hatchapong Phokai, Director.

2. During the past fiscal year from July 1,2010 to June 30,2011 the Board of Directors held 12 regular meetings. The related details of the attendance of the four directors are as follows:

Name	Positions	Total number of meetings attended	Tenure of Directorship (Years)
Mr.Suphadej Poonpipat	Vice Chairman of the Board of Directors and Member of the Compensation, Vice Chairman of the Executive Committee and Nomination Committee	12	22
Mr.Piyaphong Artmangkorn	Member of the Executive Committee	11	13
Mr. Pracha Jaidee	Director and President	12	11
Mr.Hatchapong Phokai	Director	12	11

Remark: Mr.Piyaphong Artmangkorn were on a business leave [once](#).

3. Criteria and method of selecting the directors of the Company:
Candidates must have at least a Bachelor's degree and must be selected by the Company's Nomination and Remuneration Committee.

4. Definition and Qualifications of Independent Directors

MBK Public Company Limited has defined the definition of the independent directors which comply with the minimum rules of Securities and Exchange Commission, Thailand (SEC) and The Stock Exchange of Thailand (SET). Each independent director shall comply with the following rules:



4.1 An independent director shall hold no more than five percent of the voting shares of the Company, its subsidiaries, its associated companies, or juristic persons which may have a conflict of interest (including the related persons in line with Section 258 of the Securities and Exchange Act B.E. 2551).

4.2 An independent director shall not participate in the management of the Company. In addition, he or she shall not be an employee, staff member, or consultant earning a regular salary from the Company and shall not be an individual with the authority to control the Company, its affiliated companies, its associated companies, or persons that may have a conflict of interest. As well, an independent director shall not have any benefit or interest in the form mentioned above for at least one year prior to the appointment. An independent directors must not be a relative of persons (such as lawyers and auditors) giving professional services to the Company, its affiliated companies, or its associated companies.

4.3 An independent directors shall not have any business relationship with the Company in the form of being a customer, a supplier of raw materials, or a lender/borrower. As well, an independent director shall have no benefit or interest, directly or indirectly, in relation to the finance and management of the Company, its affiliated companies, its associated companies or person having a conflict of interest in such a way that the independence may be affected.

4.4 An independent director shall not be a close relative of the Company's executives, major shareholders of the Company, its affiliated companies, its associated companies or person that may have a conflict of interest. As well, an independent director shall not be appointed as a representative responsible for looking after the interests of directors or major shareholders.

The board of directors, and the compensation and nomination committee have considered and had indifferent opinion that the retirement of the 4 (four) directors namely Mr.Suphadej Poonpipat, Mr.Piyaphong Artmangkorn, Mr.Suvait Theeravachirakul and Mr.Hatchapong Phokai, which have full qualification according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. After the consideration, the Board of Directors has agreed with the Compensation and Nomination Committee resolution and



resolved that include Mr.Suphadej Poonpipat, Mr.Piyaphong Artmangkorn, Mr.Suvait Theeravachirakul and Mr.Hatchapong Phokai, should be reappointed to be the directors. The appointment of that Mr.Suphadej Poonpipat, Mr.Piyaphong Artmangkorn, Mr.Suvait Theeravachirakul and Mr.Hatchapong Phokai who operated as the same Company business by themselves will not cause any damages to the Company.

In the capacity of the Company's representatives, will not cause any damage to the Company. In this connection, the profiles and qualifications of the directors whom the Board of Directors recommends to the shareholders at the shareholder meeting for re-election are given in the supporting document.



Biographies of the retired directors and to be reappointed



Name-Surname Mr.Suphadej Poonpipat

Age 61

Career experience in the past 5 years

Listed Company

- | | |
|-----------------|--|
| 2006 - Present | - Vice Chairman of the Board of Directors MBK |
| 2003 - Present | - Vice Chairman of the Executive Committee MBK |
| Present | - Member of the Compensation and Nomination Committee MBK |
| Present | - Director
The subsidiaries and associates of MBK |
| 2000 - Present | - Advisor
Patum Rice Mill and Granary Public Company Limited |
| 2005 - Present | - Vice Chairman of the Board of Directors and
Chairman of the Executive Committee
Thanachart Bank Public Company Limited |
| 2007- Present | - Director
Royal Orchid Hotel (Thailand) Public Company Limited |
| | - Vice Chairman |
| | - Chairman of the Executive Committee |
| 1990 - Oct.2009 | - Thanachart Capital Public Company Limited |
| | - Chief Executive Committee
Thanachart Capital Public Company Limited |
| | - Chief Executive Committee
Thanachart Capital Public Company Limited |
| 2010 - Present | - Vice Chairman
Siam City Bank Public Company Limited |



Private Company

- 2003 – Present - Director and Chairman of the Executive Committee
Thanachart Life Assurance Company Limited
- 2005 – Present - Director and Chairman of the Executive Committee
Thanachart Insurance Company Limited
- Director
Siam Piwat Company Limited
- 2006 – Present - Director
Siam Piwat Holding Company Limited
- 2007 – Present - Director
Thai Royal Orchid Real Estate Company Limited

Academic Achievement

- Master of Science, University of Wisconsin, U.S.A.

Details of Training Program from IOD**IOD Course**

- 2004 - Directors Accreditation Program (DAP)

Equity Stake in the Company - None -.

Current Status : operated as the same Company business by representative but would not cause any loss or damages to the Company.

Remark : He is a director of subsidiaries and associates of **MBK**.



Biographies of the retired directors and to be reappointed



Name-Surname Mr. Piyaphong Artmangkorn

Age 54

Career experience in the past 5 years

Listed Company

- | | |
|----------------|---|
| 2006- Present | - Member of the Executive Committee MBK |
| 2005 - 2007 | - Director and Executive Director
Thanachart Capital Public Company Limited |
| 2000 - 2008 | - Director
Royal Orchid Hotel (Thailand) Public Company Limited |
| 2005-Feb.2009 | - Chairman of the Board of Directors and
Chairman of the Executive Committee
Thanachart Securities Public Company Limited |
| 2005 - Present | - Executive Vice President, Treasury & Capital
Marketings Division
Thanachart Bank Public Company Limited |

Private Company

- | | |
|-------------|---|
| 2001 - 2008 | - Thai Royal Orchid Real Estate Company Limited |
|-------------|---|

Academic Achievement

- Master Degree, Public Administration (Taxation),
University of Southern California, U.S.A.

Details of Training Program from IOD

IOD Course

- | | |
|------|---|
| 2003 | - Directors Accreditation Program (DAP) |
|------|---|

Equity Stake in the Company - None -

Remark : She is not a director of subsidiaries and associates of MBK.



Biographies of the retired directors and to be reappointed



Name-Surname Mr. Suvait Theeravachirakul

Age 52

Career experience in the past 5 years

Listed Company

- 2002 - Present - Director and CEO **MBK**
- 2006 - Present - Member of the Executive Committee **MBK**
- 2009 - Present - President **MBK**
- Present - Chairman of the Board of Directors and Director
The subsidiaries and associates of **MBK**
- 2000 - Present - Director
Royal Orchid Hotel (Thailand) Public Company Limited
- 2003 - Present - Member of the Executive Committee
Patum Rice Mill and Granary Public Company Limited
- 2005 - Present - Independent Director and Member of the Audit
Committee
Thai Rung Union Car Public Company Limited
- 2007 - Present - Independent Director and Member of the Audit
committee

Private Company

- 1994 - Present - Director
Vachirachat Consultant Company Limited
- 2011 - Present - Director
Golden Lime Company Limited

Academic Achievement

- Master of Business Administration,
Wagner College, NY New York, U.S.A.



Details of Training Program from IOD

IOD Course

2001 - Directors Accreditation Program (DAP)

2006 - Audit Committee Program (ACP)

Equity Stake in the Company 136,700 shares, equivalent to 0.072% of the Company's paid up shares

Current Status : operated as the same Company business by representative but would not cause any loss or damages to the Company.

Remark : He is a director of subsidiaries and associates of **MBK**.



Biographies of the retired directors and to be reappointed



Name-Surname Mr. Hatchapong Phokai

Age 50

Career experience in the past 5 years

Listed Company

2000 – Present - Director **MBK**

Present - Director

The subsidiaries and associates of **MBK**

1999 – 2004 - Thanachart Securities Public Company Limited

Private Company

2000 – 2007 - NFS Asset Management Company Limited

Academic Achievement

- Master of Business Administration

Chulalongkorn University

Details of Training Program from IOD

IOD Course

2004 - Directors Accreditation Program (DAP)

Current Status : operated as the same Company business by representative but would not cause any loss or damages to the Company.

Remark : He is a director of subsidiaries and associates of **MBK**.

