

Supporting Document

Agenda Item 5

To consider the re-election of the directors retiring by rotation

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 2009, there are four retiring directors. These include Mr. Suphadej Poonpipat, Mr. Paichitr Rojanavanich, Ms. Prakong Lelawongs, and Mr. Chatrachai Bunya-Ananta.

2. During the past fiscal year from July 1, 2008 to June 30, 2009 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 and Member of the Compensation and Nomination Committee	12	20
Mr. Paichitr Rojanavanich	Vice Chairman and Member of the Compensation and Nomination Committee	12	10
Ms. Prakong Lelawongs	Independent Director and Member of the Audit Committee	12	12
Mr. Chatrachai Bunya-Ananta,	Independent Director and Chairman of the Compensation and Nomination Committee	9	11

Remark: Mr. Chatrachai Bunya-Ananta, was Sick leave 3 time

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. The Company's independent director must have the following qualifications.

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.

Based on the recommendation made by the Compensation and Nomination Committee, the Board of Directors is of the opinion that the directors who retire by rotation have all the qualifications stipulated in the Public Limited Companies Act B.E. 2535. As well, their knowledge and experiences in businesses related to the Company's operations can help contribute to the further development of the Company. They are suitable for being directors of the Company. As a result, the Board of Directors recommends that the shareholders appoint Mr. Suphadej Poonpipat, Mr.Paichitr Rojanavanich, Ms. Prakong Lelawongs, and Mr. Chatrachai Bunya-Ananta. as directors for another term. The Board of Directors is also of the opinion that the re-election of the directors namely those of the Company, in Mr. Suphadej Poonpipat and Mr. Chatrachai Bunya-Ananta who are also directors of companies doing the same businesses as the capacity as the Company's representatives, will not cause any damage to the Company.

In this connection, the profiles and qualifications of the four directors whom the Board of Directors proposes to the shareholders for re-election are given in the attached document.

Biographies of the retired directors and to be reappointed



Name-Surname Mr. Suphadej Poonpipat

Age 59

Career experience in the past 5 years

Listed Company

- | | |
|----------------|---|
| 2007 - Present | - Director
Royal Orchid Hotel (Thailand) Public Company Limited |
| 2006 - Present | - Vice Chairman of the Board of Directors MBK |
| 2003 - Present | - Vice Chairman of the Executive Committee MBK |
| 2002 - Present | - Member of the Compensation and Nomination
Committee MBK |
| Present | - Director
The subsidiaries and associates of MBK |
| 2005 - Present | - Vice Chairman, Chairman of the Executive
Committee and Chief Executive Officer
Thanachart Bank Public Company Limited |
| 2000 - Present | - Advisor
Patum Rice Mill and Granary Public Company Limited |
| 1992 - Present | - Director
Advanced info Service Public Company Limited |
| 1990 - Present | - Vice Chairman, Chairman of Executive Committee
and CEO
Thanachart Capital Public Company Limited |

Private Company

- | | |
|----------------|---|
| 2007 - Present | - Director
Thai Royal Orchid Real Estate Company Limited |
| 2005 - Present | - Chairman of the Executive Committee
Thanachart insurance Company Limited |
| 2003 - Present | - Thanachart Life Assurance Company Limited
- Siam Piwat 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 : Operating shopping center and hotel business which are similar and competing with the Company's businesses, but would not cause any loss or damage to the Company.

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

Biographies of the retired directors and to be reappointed



Name-Surname Mr.Paichitr Rojanavanich

Age 81

Career experience in the past 5 years

Listed Company

- 2003 - Present
- Independent Director and Chairman of the Audit Committee **MBK**
 - Independent Director and Chairman of the Audit Committee
Patum Rice Mill And Granary Public Company Limited
- 1992 – Present
- Independent Director and Chairman of the Audit Committee .
Muramoto Electron (Thailand) Pubilc Company Limited
- Present
- Independent Director and Chairman of the Audit Committee
G Steel Public Company Limited

Private Company

- 1993 - Present
- Chairman of the Board of Directors
The Far East Law Office(Thailand) Company Limited
- 1985 – Present
- Chairman of the Board of Directors
Karn Geon Limited

Academic Achievement

- MBA, Fiscal Policy, University of Pennsylvania, U.S.A
- Higher Diploma in Accountancy (equivalent with the master's degree) Equivalent to Master Degree, Thammasat University
- Bachelor of Law, Thammasat University
- College Diploma, National Defence Batch 25,Year 1982, National Defence College

Details of Training Program from IOD

IOD Course

- 2003 - Directors Certification Program (DCP)
- 2004 - Directors Accreditation Program (DAP)
- 2005 - Audit Committee Program (ACP)

Equity Stake in the Company None

Current Status : Not managing any business which is similar Business or compete with the Company's business, or being partner in ordinary partnership or unlimited-liability partner in any partnership limited, or director in private company, or any other company which is the similar business and compete with the Company's business, neither for self-benefit nor benefit of anyone else.

Remark : He is neither a director of Joint Venture of MBK Public Company Limited nor subsidiaries of MBK Public Company Limited.

Biographies of the retired directors and to be reappointed



Name-Surname Ms.Prakong Lelawongs

Age 79

Career experience in the past 5 years

Listed Company

2003 - Present - Independent Director and Member of the Audit Committee **MBK**

Private Company

1993 - Present - President
Alpha Business Center Company Limited

Academic Achievement

- Master of Business Administration,
Pennsylvania University, U.S.A.

Details of Training Program from IOD

IOD Course

2004 - Directors Accreditation Program (DAP)
2005 - Directors Certification Program (DCP)

Equity Stake in the Company 215,500 shares, equivalent to 0.11% of the Company's paid up shares

Current Status : Not managing any business which is similar business or compete with the Company's business, or being partner in ordinary partnership or unlimited-liability partner in any partnership limited, or director in private company, or any other company which is the similar business and compete with the Company's business, neither for self-benefit nor benefit of anyone else.

Remark : She is neither a director of Joint Venture of MBK Public Company Limited nor subsidiaries of MBK Public Company Limited.

Biographies of the retired directors and to be reappointed



Name-Surname Mr. Chatrachai Bunya-Ananta

Age 76

Career experience in the past 5 years

Listed Company

- | | |
|----------------|--|
| 2006 - Present | - Independent Director and Chairman of the Compensation and Nomination Committee MBK |
| 1998 - 2006 | - Independent Director and Member of the Audit Committee MBK |
| 1998 - Present | - The subsidiaries and associates of MBK |
| 2000 - Present | - Chairman of the Board of Directors
Royal Orchid Hotel (Thailand) Public Company Limited |
| Present | - Director
Dusit Thai Public Company Limited |
| | - Director
Italian-Thai Development Public Company Limited |

Private Company - None –

Academic Achievement

- Bachelor of Arts in Economics University of Wales, England
- Management Technique Program, Harvard, U.S.A
- College Diploma, National Defence Batch 28, Year 1985/1986, National Defence College

Details of Training Program from IOD

IOD Course

- | | |
|------|---|
| 2005 | - Directors Accreditation Program (DAP) |
| 2005 | - Directors Certification Program (DCP) |

Equity Stake in the Company None

Current Status: Operating hotel business which are similar and Competing with the Company's businesses, in the capacity of the Company's representative but would not cause any loss or damage to the Company.

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