

## Supporting Document

### Agenda Item 5

#### To report the 2009-2010 company's performances and the interim dividend payment.

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 2010, there are four retiring directors. These include Mr. Banterng Tantivit,; Ms. Panit Pulsirivong, Mr. Pracha Jaidee, and Mr. Atipon Tantivit, Director.

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:

<b>Name</b>	<b>Positions</b>	<b>Total number of meetings attended</b>	<b>Tenure of Directorship (Years)</b>
Mr. Banterng Tantivit	Chairman of the Board of Directors	12	21
Ms. Panit Pulsirivong	Independent Director and Member of the Compensation and Nomination Committee	11	17
Mr. Pracha Jaidee	Independent Director and Member of the Audit Committee	12	13
Mr. Atipon Tantivit	Director	11	7

**Remark:** Ms. Panit Pulsirivong and Mr. Atipon Tantivit 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. Banterng Tantivit, Ms. Panit Pulsirivong, Mr. Pracha Jaidee and Mr. Atipon Tantivit 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 Mr. Banterng Tantivit, Ms. Panit Pulsirivong, Mr. Pracha Jaidee and Mr. Atipon Tantivit should be reappointed to be the directors. The appointment of Mr. Banterng Tantivit who operated as the same Company business by representative and by himself of the company, Mr. Pracha Jaidee who operated as the same Company business by representative, Ms. Panit Pulsirivong and Mr. Atipon Tantivit 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. Banterng Tantivit

**Age** 66

### **Career experience in the past 5 years**

#### **Listed Company**

- 2006 - Present - Chairman of the Board of Directors **MBK**
- 1989 - Present - Chairman of the Executive Committee **MBK**
- 1989 - 2006 - Vice Chairman of the Board of Directors **MBK**
- Present - Chairman of the Board of Directors and Director **MBK**, subsidiaries and associates.
- 2002 - Present - Chairman of the Board of Director Thanachart Bank Public Company Limited
- 2001 - Present - Advisor  
Patum Rice Mill and Granary Public Company Limited
- Advisor  
Dusit Thani Public Company Limited
- 1994 - Present - Chairman of the Board of Directors  
Thanachart Capital Public Company Limited

#### **Private Company**

- 2006 - Present - Director  
Arsomsilp Institute of the Art and development
- Vice Chairman of the Board of Directors  
Thanachart Insurance Company Limited
- 2005 - Present - Chairman of the Board of Directors  
Thanachart Life Assurance Company Limited



### **Private Company**

- 2003 - Present - Director  
Siam Piwat Company Limited
- Director  
B.V. Holding Company Limited
  
- 1987 - Present - Director  
Dee Buk Company Limited
- Director  
Thai Farming Company Limited

### **Academic Achievement**

- Master of Science (Finance), Sloan School of Management (M.I.T.), 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 and himself 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** Ms. Panit Pulsirivong

**Age** 62

### **Career experience in the past 5 years**

#### **Listed Company**

- 2006 - Present - Independent Director and Member of the Compensation and Nomination Committee **MBK**
- 1989 - 2006 - Independent Director and Member of the Audit Committee **MBK**

#### **Private Company**

- 2006 - Present - General Manager  
Naew Na Newspaper Company Limited
- Executive Director  
World Express Company Limited
- Executive Manager  
Naew Na Network Company Limited
- General Manager  
The Royal Chiangmai Golf Club Company Limited
- 2008 - Present - Director  
Faculty of Journalism and Mass Communication,  
Thammasat University
- Advisor  
Committee on Social Development and Children,  
Youth, Women, the Elderly, the Disabled and the  
Underprivileged Affairs of the Senate, Kingdom of  
Thailand
- Advisor  
Administrative Office Bearers of the National  
Council on Social Welfare of Thailand



### **Academic Achievement**

- Master of Arts, Communication and Management,  
Thammasat University

### **Details of Training Program from IOD**

#### **IOD Course**

- 2004 - Directors Accreditation Program (DAP)
- 2005 - Directors Certification Program (DCP)
- 2006 - Audit Committee Program (ACP)

**Equity Stake in the Company** 15,954 shares, equivalent to 0.008 % of the Company's paid up shares

**Current Status** : Operated as the same Company business by herself but would not cause any loss or damages to the Company.

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



## Biographies of the retired directors and to be reappointed



**Name-Surname** Mr. Pracha Jaidee

**Age** 55

### **Career experience in the past 5 years**

#### **Listed Company**

2007 - Present - Independent Director and Member of the Audit Committee **MBK**

#### **Public Company**

2004 - Present - Member of the Audit Committee  
MBK Resort Public Company Limited

2004 – 2007 - Advisor  
MBK Resort Public Company Limited

#### **Private Company**

2009 - Director  
Temsub Company Limited

2006 - Present - Director  
Batan Marble Company Limited

2000 - 2007 - Advisor  
Plan Estate Company Limited

#### **Academic Achievement**

- Master of Business Administration, Kasetsart University

#### **Details of Training Program from IOD**

##### **IOD Course**

2004 - Directors Accreditation Program (DAP)

2007 - Audit Committee Program (ACP)

**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. Atipon Tantivit

**Age** 33

### **Career experience in the past 5 years**

#### **Listed Company**

2007 - Present - Director **MBK**

#### **Private Company**

2003 - Present - Director  
B.V. Company Limited  
- Director  
S.L.S Holding Company Limited

2000 - Present - Managing Director  
B.V.Holding Company Limited  
- Director  
G.M.R.Company Limited  
- Director  
Kata Villages Company Limited  
- Director  
Learmsai Villages Company Limited  
- Director  
Phuket Development Company Limited  
- Director  
A.T.Design and Jewelry Company Limited  
1987 - Present - Thai Farming Company Limited

#### **Academic Achievement**

- Master of Business Administration (Executive)  
Sasin Graduate Institute of Business  
Administration, Chulalongkorn University

#### **Details of Training Program from IOD**

##### **IOD Course**

2006 - Directors Certification Program (DCP)

**Equity Stake in the Company** 645,000 shares, equivalent to 0.342 % of the Company's paid up shares



**Current Status:** Operated as the same Company business by himself but would not cause any loss or damages to the Company.

**Remark :** He is not a director of subsidiaries and associates of **MBK**

