

Preliminary information and profile of each retired director from the expiry of director's term who obtains the nomination for re-election as a director in another term, and the definition of independent director.

**1. Mr. Vicha Poolvaraluk Age: 53**

**Title:** Director and Vice Chairman of Board of Directors.

**Education Background:**

- United State International University of San Diego, U.S.A, Master Degree of Business Administration
- Chulalongkorn University, Bachelor Degree of Business Administration

**Director Training with Thai Institute of Directors Association (IOD)**

- Directors Certification Program (DCP) Class 29/2003, Thai Institute of Director (IOD)

**Working Experience**

- 2008-Present : Director and Vice Chairman of the Board of Director, M Pictures Entertainment Plc
- 1995-Present : Director and Chief Executive Officer, Major Cineplex Group Plc.
- 2003-Present : Director, Siam Future Development Plc.
- 2012- Present : Chairman, Major Cares Foundation .

**% of MPIC Shares held:** Nil

**Type of directorship to be appointed:** Director

**The directorship in other listed company:** 2 companies.

- Major Cineplex Group Plc
- Siam Future Development Plc

**The directorship in other non-listed company:** 20 Companies

- Major Cineplex Property Co.,Ltd.
- Major Holder International Co.,Ltd.
- Wel-Plan Construction Co.,Ltd.
- Major Cineplex Service Co.,Ltd.
- Wel-Place Co.,Ltd.
- Viracha Co.,Ltd.
- Major Cine Ad Co.,Ltd.
- Phatpinklao Co.,Ltd.
- Viracha Chiangrai Co.,Ltd.
- Ratchayothin Realty Co.,Ltd.
- Luxmi Nara Co.,Ltd.
- Macken Land Co.,Ltd.
- Ratchayothin Cinema Co.,Ltd.
- Wel-Land Development Co.,Ltd.
- Mc thai Co.,Ltd.
- Ratchayothin Management Co.,Ltd.
- Wel-Ad Co.,Ltd.
- Friend Aircraft Co.,Ltd.
- Major Cinema and Entertainment Complex Co.,Ltd.
- Ratchayothin Avenue Management Co.,Ltd.

**The Directorship in other company that may cause any conflict of interests of to the Company:** Nil.

**Years of directorship:** April 2013-Present

**Board of Director Meeting Attendance in 2015:** 3/4 times

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;**

- Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
- Being a professional service provider (i.e., auditor, lawyer) : No
- Having the significant business relations that may affect the ability to perform independently : No



**2. Mr. Thanachai Santichai Age: 61****Title:** Independent Director**Education Background:**

- Thammasat University, Master Degree of Business Administration
- Chulalongkorn University, Bachelor degree of Accountancy

**Director Training with Thai Institute of Directors Association (IOD):**

- Directors Certification Program (DCP) Class 18, Thai Institute of Director (IOD)

**Present Position:**

- Independent Director/ Chairman Audit Committee, M Pictures Entertainment Plc.
- Advisor, Printing and Paper Packaging Industry Group of The Federation of Thai Industry.
- Director, Federation of Accounting Professions of Thailand.
- Advisor, The Publishers and Booksellers Association of Thailand.
- Advisor, Thai Printing Association
- Advisor, The faculty of Commerce and Accountancy of Chulalongkorn University Alumni Association.
- Advisor, VIV Group.
- Advisor, The Majestic Creek Country Club
- Audit Committee, Chulalongkorn University.
- Director, Chulabook of Chulalongkorn University.
- Executive Director, TPN Media Co.,Ltd.
- Independent Director and Audit Committee, LDC Plc.
- Independent Director and Audit Committee, Eastern Polymer Group Plc

**% of MPIC Shares held:** Nil**Type of directorship to be appointed:** Independent Director**The directorship in other listed company:** 2 listed companies

- LDC Plc.
- Eastern Polymer Group Plc

**The directorship in other non-listed company:** 1 Company

- TPN Media Co.,Ltd.

**The Directorship in other company that may cause any conflict of interests of to the Company:** Nil.**Years of directorship:** May 2013-Present**Board of Director Meeting Attendance in 2015:** 3/4 times**Audit Committee Meeting Attendance in 2015:** 5/5 times**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;**

- Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
- Being a professional service provider (i.e., auditor, lawyer): No
- Having the significant business relations that may affect the ability to perform independently : No



**3. Mr. Verawat Ongvasith**

Age: 45

Title: Director

**Education Background:**

- Boston University, USA, Master Degree of Business Administration.
- Chulalongkorn University, Bachelor Degree of Business Administration

**Director Training with Thai Institute of Directors Association (IOD):**

- Directors Certification Program (DCP), Thai Institute of Director (IOD)

**Working Experience**

- 2013- Present : Director, M Pictures Entertainment Plc.
- 2002 –Present : Director/ Executive Director, Major Cineplex Group Plc.
- 2003 – Present : Director, Siam Future Development Plc.
- Present : President, Sofitel So Bangkok.
- : President, Veranda Resort and Spa.
- : President, Veravat Construction Co.,Ltd

% of MPIC Shares held: Nil.

Type of directorship to be appointed: Director

The directorship in other listed company: 2 listed compaies

- Major Cineplex Group Plc
- Siam Future Development Plc.

The directorship in other non-listed company: 1 company

- Veravat Construction Co.,Ltd.

The Directorship in other company that may cause any conflict of interests of to the Company: Nil.

Years of directorship: November 2013-Present

Board of Director Meeting Attendance in 2015: 4/4 times

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years;

- Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee : No
- Being a professional service provider (i.e., auditor, lawyer) : No
- Having the significant business relations that may affect the ability to perform independently : No



Independent director

“Independent director” means fully qualified persons with independence as determined by the Stock Exchange of Thailand as followed;

1. Amount and elements of Independent Director shall have at least 1/3 of the Board of Directors and shall not less than 3 independent Directors
2. Hold shares not exceed 0.5% of total voting right shares of the Company and also are included of shareholding of related parties.
3. Within preceded 2 years until present, shall not be participated in business management and controllable
4. Within preceded 2 years until present, shall not be in business relationship with the persons below;
  - Auditor: Strict prohibition
  - Other Professional Service Provider: Transaction value exceeds of 2 million baht/year

Exceptions: Transactions were considered necessary and irregular with unanimous approval of the Board of the Company. The Company shall disclose such transaction in Form 56-1 and Annual Report and Invitation of Shareholders’ Meeting.

5. Do not be bloody relation, legislative relation, agent of executives or major shareholders, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company such as spouse, adopted child, etc.
6. Do not be director of other listed company in group.
7. Do not be management team, employee or advisor which regularly receives salary from the company, subsidiaries, or major shareholders.
8. Do not be benefit person whether directly or indirectly, in aspects of both financial and management of the company and subsidiaries.
9. There no relation with the executives or major shareholders.
10. Do not be agent on caring benefit of directors, major shareholders, shareholder which is related to major shareholder.

Real independence of the independent directors indicates good governance of the company, and the appointed independent director performs strictly comply with the foregoing rules. Especially, the independent directors can perform their duties, and give opinions or report operation results on assignment independently, regardless of any benefit concerning their assets and positions, and are forced neither influence of any group nor any pressure in giving opinions.