

For deliberation of Agenda item 5.1: To consider and approve the appointment of directors in place of those due to complete their terms in 2014

Profiles of the proposed persons to be the Directors



1. Mr. Suthichai Chirathivat	: Non - Executive Director / Chairman
Age	: 74 years
Education	: Diploma in Civil Engineering, Kingston College of Technology, U.K. Honorary Degree of Business Administration Program, Chiangrai Rajabhat University
Director training / seminar program	: Year 2006 - Director Accreditation Program (DAP) Year 2000 - Role of Chairman Program (RCP)
Experience	: Chairman of Supervisory Board, Vice Chairman of the Executive Committee, Chief Financial Officer, Central Group of Companies Co., Ltd. Assistant General Manager, Central Department Store Co., Ltd. Manager, Assistant General Manager, Central Department Store-Silom Branch
Positions in other listed companies in SET	: Vice Chairman, Central Plaza Hotel Plc.
Positions in non-listed Companies	: Chairman of Board of Directors, Central Group of Companies Co., Ltd.
Positions in rival companies / related companies	: - None -
Meeting attendance in 2011 - 2013	: Board of Directors Meeting 7/7, 6/6, 9/9 respectively
Date of being a director of the Company	: March 28, 2000
No. of years on the board	: 14 years
CPN shareholding	: 83,988,000 shares, equal to 1.87% of total shares (The shares held by the director and his related person)
Others information	: No legal dispute over the past 5 years No conflict of interest transaction with the company over the past 1 year

2.Mr. Paitoon Taveebhol

**: Independent Director /
Chairman of the Audit Committee / Chairman of
the Corporate Risk Management Committee**



Age

: 64 years

Education

**: B.A. (Accounting), Ramkhamhaeng University
MBA, Kasetsart University
Certificate in Auditing, Thammasat University**

**Director training / seminar
program**

**: Year 2013 - Seminar "The 2nd National Director Conference 2013
Board Leadership Evolution"
Year 2012 - Seminar "11th Asian Forum on Corporate Social
Responsibility (AFCSR)"
- Seminar "Anti-Corruption Day :
Join Forces to Change Thailand"
Year 2011 - Seminar "Financial Reporting Standard for Non-Publicly
Accountable Entities"
- Seminar "Corruption Prevention and Reporting under
NACC's Law"
- Seminar "Audit Committee Forum"
Year 2010 - Monitoring the Internal Audit Function (MIA)
- Monitoring the System of Internal Control and Risk
Management (MIR)
- Monitoring the Quality of Financial Reporting (MFR)
- Role of the Compensation Committee (RCC)
Year 2009 - Monitoring Fraud Risk Management (MFM)
Year 2008 - Chartered Director Class (R-CDC)
Year 2005 - Audit Committee Program (ACP)
- Role of Chairman Program (RCP)
Year 2003 - Director Certification Program (DCP)
- Director Accreditation Program (DAP)**

Experience

**: Managing Director, Arthur Andersen Business Advisory Ltd.
Director, Executive Director, SGV-Na Thalang Co., Ltd.
Independent Director, Chairman of Audit Committee,
Member of Corporate Governance Committee, Big C Supercenter Plc.
Audit, Following and Evaluation Committee, Walailak University
President, Mater Dei Institute Parent and Teacher Association
Vice Chairman, Mater Dei Institute Foundation**

Managing Director, BT Business Consulting Co., Ltd.

Vice President, Council Member, The Institute of Internal Auditors of Thailand

President, Secretary General, The ASEAN Federation of Accountants

Vice President, Council Member, The Institute of Certified Accountants and Auditors of Thailand

Positions in other listed companies in SET : Independent Director, Chairman of Audit Committee, KCE Electronics Plc.
Independent Director, Chairman of the Nomination and Remuneration Committee, Audit and CG Committee Member, Somboon Advance Technology Plc.

Positions in non-listed Companies : Independent Director, Audit Committee Member, EASY BUY Plc.
Board Member, Mater Dei Institute

Positions in rival companies / related companies : - None -

Meeting attendance in 2011 - 2013 : Board of Directors Meeting 7/7, 6/6, 9/9 respectively
Audit Committee Meeting 11/11, 11/11, 11/11 respectively
Corporate Risk Management Committee Meeting 1/1, 4/4, 4/4 respectively

Date of being a director of the Company : July 10, 2002

No. of years on the board : 12 years

CPN shareholding : - None -

Others information : No legal dispute over the past 5 years
No conflict of interest transaction with the company over the past 1 year

Information regarding to appoint the Independent Director : Relationship in the Company, Subsidiary, Associated Company or other conflicted business entity in present of during the past 2 years:

- Not being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.
- Not being a professional service provider. (i.e., auditor or legal advisor)
- Not having business relationship significantly in a way that may impact the performing task independently. (i.e., buy-sell materials/ products/services or financial support)

3.Mr. Sudhitham Chirathivat	: Non-Executive Director / Advisory of the Nomination and Remuneration Committee	
Age	: 67 years	
Education	: B.A. (Electrical Engineering), University of Maryland (College Park), U.S.A. MBA (Operations Research), Iona University, U.S.A. National Defence College, The Joint State-Private Sectors Course, Class 13	
Director training / seminar program	: Year 2003 - Director Certification Program (DCP)	
Experience	: Director, Big C Supercenter Plc. Chairman of the Executive Committee, Central Group of Companies Co., Ltd. Director, The Thai Chamber of Commerce President, Rotary Club of Bangkhen Chairman, Coffee Partners Co., Ltd. (Starbucks-Thailand) President and Founder, Thai Shopping Center Association Managing Director and Chief Executive Officer, Central Pattana Plc. Advisor to The Ministry of Commerce, The Ministry of Commerce Executive Vice President, President - Store Planning, Marketing, and Business Development, Vice President - Marketing, and Merchandising, Central Department Store Co., Ltd.	
Positions in other listed companies in SET	: Independent Director, Jasmine International Plc. Vice Chairman, Robinson Department Store Plc. Director, Central Plaza Hotel Plc.	
Positions in non-listed companies	: Director, Central Group of Companies Co., Ltd. Director, Central Holding Co., Ltd. Director, The Vintage Club Co., Ltd. Member and Member of Committee on Commerce, The National Legislative Assembly Thailand	
Positions in rival companies / related companies	: - None -	
Meeting attendance in 2011 - 2013	: Board of Directors Meeting 7/7, 5/6, 7/9 respectively Nomination and Remuneration Committee Meeting 2/2, 2/2, 2/2 respectively	

Date of being a director of the Company : March 1, 1995

No. of years on the board : 19 years

CPN shareholding : 26,764,600 shares, equal to 0.60% of total shares
(The shares held by the director and his related person)

Others information : No legal dispute over the past 5 years
No conflict of interest transaction with the company over the past 1 year



- 4.Mr. Prin Chirathivat** : **Non-Executive Director / Member of the Corporate Risk Management Committee / Advisory of the Nomination and Remuneration Committee**
- Age** : 52 years
- Education** : B.A. (Accounting), Skidmore College, U.S.A.
MBA (Business Management), Sasin Graduate Institute of Business Administration, Chulalongkorn University
Capital Market Academy Leadership Program 2004, Class 1
The Program for Senior Executive Criminal Justice Administration (Courts of Justice), Class 13/2008
National Defence College, The Joint State-Private Sectors Course, Class 22
- Director training / seminar program** : Year 2010 - Advanced Audit Committee Program
Year 2009 - Monitoring Fraud Risk Management (MFM)
- Monitoring of the Quality of Financial Reporting (MFR)
Year 2007 - Monitoring the Internal Audit Function (MIA)
- Monitoring the System of Internal Control and Risk Management (MIR)
Year 2006 - Chief Financial Officer Program
Year 2005 - Director Accreditation Program (DAP)
- Audit Committee Program (ACP)
- Role of Chairman Program (RCP)
Year 2000 - Director Certification Program (DCP)
- Experience** : Director, Malee Sampran Plc.
Independent Director, Chairman of Audit Committee, Bualuang Securities Plc.
Director, Dhanamitr Factoring Plc.
Director, Indara Insurance Plc.
Executive Director, Interlife John Hancock Assurance Plc.
Director, General Card Service Ltd.
Executive Director, Central Department Store Co., Ltd.
Investment Banking, Thanachart Securities Plc.
- Positions in other listed companies in SET** : Member of Audit Committee, Bumrungrad Hospital Plc.
Director, Robinson Department Store Plc.
Director, Central Plaza Hotel Plc.

Positions in non-listed companies : Director, Member of Executive Committee, Chief Financial Officer, Central Group of Companies Co., Ltd.
Director, Executive Director, Central Retail Corporation Ltd.
Advisor, Marketing For Alternative Investment (MAI)
Steering Support Committee, Chiangrai Rajabhat University

Positions in rival companies / related companies : - None -

Meeting attendance in 2011 - 2013 : Board of Directors Meeting 7/7, 6/6, 6/9 respectively
Corporate Risk Management Committee Meeting
4/4, 4/4, 4/4 respectively
Nomination and Remuneration Committee Meeting
1/2, 2/2, 2/2 respectively

Date of being a director of the Company : March 1, 1995

No. of years on the board : 19 years

CPN shareholding : 42,337,895 shares, equal to 0.94% of total shares
(The shares held by the director and his related person)

Others information : No legal dispute over the past 5 years
No conflict of interest transaction with the company over the past 1 year

For deliberation of Agenda item 5.2: To consider and approve the appointment of new director

Profile of the proposed person to be the Director



- 1.Mr. Preecha Ekkunagul** : **Proposed to be an Executive Director**
- Age** : 56 years
- Education** : B.Sc., Chulalongkorn University
M.Eng., Asia Institute of Technology
Capital Market Academy Leadership Program 2008, Class 7
- Director training / seminar program** : Year 2005- Director Certificate Program (DCP)
Year 2004- Director Accreditation Program (DAP)
- Experience** : Director, Office Mate Plc.
Director, Executive Director, President,
Robinson Department Store Plc. and its Subsidiaries
President, B2S Co., Ltd.
President, CRC Power Retail Co., Ltd.
Managing Director, Big C Supercenter Plc.
- Positions in other listed companies in SET** : - None -
- Positions in non-listed Companies** : - None -
- Positions in rival companies / related companies** : - None -
- Meeting attendance in 2011 - 2013** : - None - (Proposed to be a new director)
- Date of being a director of the Company** : - None - (Proposed to be a new director)
- No. of years on the board** : - None - (Proposed to be a new director)
- CPN shareholding** : 3,000 shares, equal to 0.00% of total shares
(The shares held by the proposed person to be the director and his related person)
- Others information** : No legal dispute over the past 5 years
No conflict of interest transaction with the company over the past 1 year