

## Candidates Proposed for Appointment as the Company's Directors

### Election Rules and Regulations for Directors and Management

The Nomination and Remuneration Committee has the responsibility to select and nominate candidates to replace directors and committee members whose terms have expired or for any other reasons, including considering candidates proposed by shareholders, and proposing whether to approve the appointment or to recommend it to a shareholders' meeting to the Board of Directors. The Nomination and Remuneration Committee is responsible for considering the qualifications of candidates, taking into account their knowledge, abilities, experience which will be beneficial to the Company, leadership skills, visions, ethical values, and independence in making professional decisions, and to ensure that the candidates possess qualifications as prescribed in the Board of Directors' Charter.

The process for electing directors in a shareholders' meeting is in accordance with the following rules and principles:

1. Each shareholder has one vote for one share;
2. The election of directors may be either by voting for each individual director, or by voting for a group of directors, whichever way the shareholders' meeting deems appropriate. For each resolution, each shareholder must exercise all of their votes for one individual director or for one group of directors. Votes by each shareholder may not be split between any directors or any groups of directors; and
3. The election passes with the majority of the votes. If the number of votes is equal, the chairperson of the meeting has the final vote.

The process for selection of independent directors is the same as that of directors and management.

The proposed candidates were considered their qualifications, knowledge, abilities, and experience which will be beneficial to the Company. No shareholder proposed candidates for appointment as the Company's Directors.

## Profile of Candidate Proposed for Appointment as the Company's Director

<b>Name</b>	<b>Mrs. Linda Lisahapanya</b>	
<b>Age</b>	66 years	
<b>Type of director</b>	- Managing Director - Chairperson of Investment Committee	
<b>Tenure</b>	36 years	
<b>Education</b>	- Master Degree in Finance, University of Illinois, USA - Bachelor Degree in Finance, University of Illinois, USA	
<b>Directors' training courses</b>	Director Certification Program Class 78/2006, Thai Institute of Directors	
<b>Experience</b>	- International Banking Group, Bangkok Bank PCL - Managing Director, Bumrungrad Hospital PCL	
<b>Director / Management position in other companies</b>		
- Position in other listed companies	None	
- Position in Non-Listed Companies	None	
<b>Positions in other companies which may result in conflict of interest</b>	None	
<b>Shareholding in BH</b>	57,000 shares equaling to 0.008% of the total issued and voting shares (as of 29 December 2017. This includes both preferred and ordinary shares, and shares held by spouse and minors.	
<b>Disputes in criminal cases related to dishonesty</b>	None	
<b>Meeting attendance</b>	- Board of Directors (6/6) - Investment Committee (3/3)	

**Definition of Independent Director**

“Independent Director” (this meaning is as strong as the rules indicated by the Securities and Exchange Commission) means a director who possesses the following qualifications:

- holding no more than 1% of the total shares with voting rights of the applicant or its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included;
- having never been an executive director, employee, staff member, advisor who receives salary, or controlling party of the applicant or its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the application was submitted to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include such independent director having ever been an official or advisor of a government entity that is a major shareholder or controlling party of the applicant;
- not having a relationship by means of descent or legal registration as a father, mother, spouse, brother, sister, or child, or spouse of the daughter or son with the other directors, management, major shareholders, controlling parties, or persons in the process of nomination to be a director, management, or a controlling party of the applicant or its subsidiary;
- having never had a business relationship with the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties by holding power which may obstruct independent decisions, including having never been the significant shareholder or controlling party of any person having a business relationship with the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the application to the SEC was submitted;
- having never been the auditor of the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of the auditing firm which employs the auditor of the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant, unless the foregoing status ended at least two years before the application to the SEC was submitted;
- having never been a professional service provider, including but not limited to status as a legal service or financial advisor with a received service fee of more than Baht 2 million per year for the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of a service firm that meets the above criteria, unless the foregoing status ended at least two years before the application to the SEC was submitted;
- not being nominated as the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders;
- not operating a competitor of the business of the applicant or its subsidiaries, and not being a significant partner in a partnership that is a competitor, and not being an executive director, employee, staff member, advisor who receives salary of a competitor, nor holding more than 1% of the total shares with voting right of such a competitor or its subsidiaries.
- not otherwise which being unable to have an independent opinion regarding the business operation of the applicant.

The Board of Directors has considered that the proposed candidates to be the Independent Directors shall give an opinion independently and be in line with the related rules and regulations.

**Profile of the candidates proposed for appointment to replace the retired independent directors**

<b>Name</b>	<b>Mr. Soradis Vinyaratn</b>		
<b>Age</b>	78 years		
<b>Type of director</b>	- Independent director - Member of Audit Committee		
<b>Tenure</b>	35 years		
<b>Education</b>	Bank Management, City of London College of Banking, London, United Kingdom		
<b>Directors' training courses</b>	Director Accreditation Program, Class CP/2005, Thai Institute of Directors		
<b>Experience</b>	2010 – 2015	Independent director, Dusit Thani PCL	
	1982 – 2001	Vice Chairperson, Landmark Hotel Group	
	1957 – 1990	Executive Vice President, Bangkok Bank PCL	
<b>Director / Management position in other companies</b>			
- Position in other listed companies	2010 – 2015	Independent Director, Dusit Thani PCL	
	1957 – 1990	Executive Vice President, Bangkok Bank PCL	
- Position in Non-Listed Companies	1982 – 2001	Vice Chairperson, Landmark Hotel Group	
<b>Positions in other companies which may result in conflict of interest</b>	None		
<b>Shareholding in BH</b>	None (as of 29 December 2017). This includes both preferred and ordinary shares, and shares held by spouse and minors.		
<b>Disputes in criminal cases related to dishonesty</b>	None		
<b>Meeting attendance</b>	- Board of Directors (5/6) - Audit Committee (3/4)		

<b>Name</b>	<b>Mr. Prin Chirathivat</b>	
<b>Age</b>	55 years	
<b>Type of director</b>	- Independent director - Member of Audit Committee	
<b>Tenure</b>	6 years	
<b>Education</b>	- Master of Business Administration, SASIN Graduate Institute of Business Administration, Chulalongkorn University - B.S. Accounting, Skidmore College, New York, USA	
<b>Directors' training courses</b>	<ul style="list-style-type: none"> <li>- Director Certification Program, DCP 2/2000</li> <li>- Director Accreditation Program, DAP 35/2005</li> <li>- Audit Committee Program, ACP 6/2005</li> <li>- The Role of Chairman Program, RCP 11/2005</li> <li>- Capital Market Academy, CMA 1/2005</li> <li>- Monitoring the Internal Audit Function Program, MIA 1/2007</li> <li>- Monitoring the System of Internal Control and Risk Management Program, MIR 1/2007</li> <li>- Monitoring the Quality of Financial Reporting, MFR 7/2009</li> <li>- Monitoring Fraud Risk Management (MFM), 1/2009</li> <li>- Advanced Audit Committee Program, 1/2009</li> </ul>	
<b>Experience</b>	<p>2009 – 2011 Risk Management Committee member, Bualuang Securities PCL (delisted)</p> <p>2006 – present Executive Director, Robinson Department Store PCL</p> <p>2004 – present Adviser, Market for Alternative Investment</p> <p>2003 – present Director / Chairman of the Audit Commit, Bualuang Securities PCL (delisted)</p> <p>2003 – present Director/Executive Director, Central Plaza Hotel PCL</p> <p>2002 – present Executive Director, Central Group of Companies</p> <p>1999 – present Director, Malee Sampran PCL</p> <p>1997 – present Director, Central Department Store Co., Ltd.</p> <p>1996 – present Executive Director, Central Retail Corp Ltd.</p> <p>1994 – present Director/Executive Director, Central Pattana PCL</p> <p>1993 – present Director, Central Realty Services Co., Ltd.</p>	
<b>Director / Management position in other companies</b>	<ul style="list-style-type: none"> <li>- Position in other listed companies <ul style="list-style-type: none"> <li>- Executive Director, Robinson Department Store PCL</li> <li>- Director/Executive Director, Central Plaza Hotel PCL</li> <li>- Director, Malee Sampran PCL</li> <li>- Director/Executive Director, Central Pattana PCL</li> </ul> </li> <li>- Position in Non- <ul style="list-style-type: none"> <li>- Director / Chairman of the Audit Commit, Bualuang</li> </ul> </li> </ul>	

Listed Companies	Securities PCL (delisted) – Executive Director, Central Group of Companies – Director, Central Department Store Co., Ltd. – Executive Director, Central Retail Corp Ltd. – Central Realty Services Co., Ltd.
<b>Positions in other companies which may result in conflict of interest</b>	None
<b>Shareholding in BH</b>	18,750 shares equaling to 0.003% of the total issued and voting shares (as of 29 December 2017). This includes both preferred and ordinary shares, and shares held by spouse and minors.
<b>Disputes in criminal cases related to dishonesty</b>	None
<b>Meeting attendance</b>	– Board of Directors (6/6) – Audit Committee (4/4)