Profiles of the nominated directors of the Company to replace the directors who retire by rotation and qualification of the independent director

**Agenda item 4** To consider and approve the election of directors to replace the directors who retire by rotation

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The profiles of the nominated directors are as follows:

# 1. Mr. Kriang Yanyongdilok

Proposed to be appointed as a director and independent director of the Company



Age 76 years old

**Current position** Director / Independent

Director / Audit Committee member

Date of first appointment

25 January 2000

Number of years as director in the Company

13 years

Relationship with management None

Address 122/110 Moo 1, Mooban Satjar, Prayasatjar

Road, Tambol Samet, Amphur Muang Chonburi,

Chonburi Province

**Education** Bachelor of Science in Business Administration

(Major in Accounting), Thammasat University

Possession of STA shares None

**Director training program** DAP 11/2004 by Thai Institute of Directors

Association

**Current positions** Independent Director and Audit Committee of

Sri Trang Agro-Industry Plc.

Chairman of the Nomination Committee of Sri

Trang Agro-Industry Plc.

Remuneration Committee of Sri Trang Agro-

Industry Plc.

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2004 – 2005	Audit Committee of Oishi Group Plc.
1985 – 1998	Provincial Revenue, Area Revenue Office,
	Regional Revenue Office 3, Revenue Office
1968	Ombudsman, third class, Revenue Office, Phuket
1965	Class-three government official, Office of the
	Auditor-General of Thailand

# Other current positions

**Director / Management in other listed companies**None

Director / Management in other non-listed companies None

other non-listed companies

**Director / Management in other companies which may** None have conflict of interest

Meeting attendance in 2013 - Board of Directors Meeting: 4/4 times

- Board of Audit Committee Meeting: 8/8 times

- Board of Nominating Committee Meeting: 1/1 time

- Board of Remuneration Committee Meeting: 2/2 times

- Shareholders Meeting: 1/1 time

Illegal record in the past 10 years

None

Maintain director qualifications under the relevant laws Yes and not have prohibited characteristics under the Notifications of the Capital Market Supervisory Board

#### Other qualifications

Interests in the Company, parent company, subsidiaries, associate companies, or any legal entities that may have the conflicts of interest at present or in the past 2 years:

1.	Director who participates in the Company's management, employee, worker, or advisor who receives a regular salary or fee	No
2.	Professional service provider (i.e. auditor, legal advisor)	No
3.	Having significant business relations that may affect the ability to perform independently	None

Note: Mr. Kriang Yanyongdilok does not have any prohibited characteristics as specified by the Public Limited Company Act, the Securities and Exchange Act and the regulations of the Singapore Exchange Securities Trading Limited.

# 2. Mr. Chaiyos Sincharoenkul

#### Proposed to be appointed as a director of the Company



Age 63 years old

Current position Director / Executive Director

Date of first appointment

5 November 1993

Number of Years as director 21 years

in the Company

Relationship None

Address 139 Soi Boonrat, Tambol Hatyai, Amphur Hatyai, Songkhla

**Province** 

**Education** Executive Micro MBA,

Thammasat University

Possession of STA shares 11,710,825 shares, representing 0.91%

**Director training programs** DAP 66/2007 by Thai Institute of Directors

Association

**Current positions** President of the Thai Rubber Association

Director of the Federations of Thai Industries

Director of Sri Trang Agro-Industry Plc.
Director of Rubberland Products Co., Ltd.
Director of Num Hua Rubber Co., Ltd.
Director of Sadao P.S. Rubber Co., Ltd.
Director of Anvar Parawood Co., Ltd.

Director of Premier System Engineering Co., Ltd.

Director of Startech Rubber Co., Ltd.

Director of Starlight Express Transport Co., Ltd. Director of Sri Trang Rubber & Plantation Co., Ltd.

Director of Sri Trang Lingga Indonesia

Director of Shanghai Sempermed Glove Sales Co., Ltd.

Director of Semperflex Shanghai Co., Ltd. Director of Sempermed Singapore Pte. Ltd. Director of Shanghai Semperit Rubber & Plastic

Products Co., Ltd.

Director, Shi Dong Shanghai Rubber Co., Ltd.

**Experience** 

2008 - 2011 Chairman of the Federations of Thai Industries,

Songkhla Province

1987 - 1993 Director Sri Trang Agro-Industry Plc.

#### Other current positions

Director / Management in other listed companies

None

**Director / Management in other non-listed companies** 

Director of Rubberland Products Co., Ltd. Director of Num Hua Rubber Co., Ltd. Director of Sadao P.S. Rubber Co., Ltd. Director of Anvar Parawood Co., Ltd.

Director of Premier System Engineering Co., Ltd.

Director of Startech Rubber Co., Ltd.

Director of Starlight Express Transport Co., Ltd. Director of Sri Trang Rubber & Plantation Co., Ltd.

Director of Sri Trang Lingga Indonesia

Director of Shanghai Sempermed Glove Sales Co.,

Ltd.

Director of Semperflex Shanghai Co., Ltd. Director of Sempermed Singapore Pte. Ltd.

Director of Shanghai Semperit Rubber & Plastic

Products Co., Ltd.

Director, Shi Dong Shanghai Rubber Co., Ltd.

Director / Management in other companies which may have conflict of interest

Meeting attendance in 2013

- Board of Directors Meeting: 4/4 times
- Board of Executive Director Meeting: 6/6 times

- Shareholders Meeting: 1/1 time

Illegal record in the past 10 years

None

None

Maintain director qualifications under the relevant laws Yes and not have prohibited characteristics under the Notifications of the Capital Market Supervisory Board

Note: Mr. Chaiyos Sincharoenkul does not have any prohibited characteristics as specified by the Public Limited Company Act, the Securities and Exchange Act and the regulations of the Singapore Exchange Securities Trading Limited.

#### 3. Mr. Kitichai Sincharoenkul



# Proposed to be appointed as a director of the Company

Age 55 years old

**Current position** Director / Executive Director

Date of first 1 April 1995 appointment

Number of Years as director 19 years in the Company

**Relationship with management** - Younger Brother of Dr. Viyavood Sincharoenkul

and Mr. Lee Paul Sumade

Uncle of Mr. Veerasith Sinchareonkul.

Address 72 Soi Tanomjit, Din Daeng sub-district,

Din Daeng district, Bangkok

Education - Master of Business Administration of Indiana

State University (United States)

- Bachelor in Economics, Thammasat University

**Possession of STA shares** 17,648,500 shares, representing 1.38%

- DAP 67/2007 by Thai Institute of Directors **Director training program** 

Association

- SGX Listed Companies Development Programme: Understanding the Regulatory **Environment in Singapore: What Every** 

**Director Ought to Know** 

**Current position** Director of Sri Trang Agro-Industry Plc.

Director of Rubberland Products Co., Ltd.

Director of Sadao P.S. Rubber Co., Ltd. Director of Siam Sempermed Corp., Ltd.

Director of Semperflex Asia Corp., Ltd.

Director of Sri Trang Rubber & Plantation Co., Ltd. Director of Shanghai Sempermed Glove Sales

Co., Ltd.

Director of Semperflex Shanghai Co., Ltd. Director of Sri Trang International Pte. Ltd. Director of Shi Dong Investments Pte. Ltd.

Director of Sri Trang USA Inc.

Director of Sempermed Singapore Pte. Ltd.

Director of Sempermed USA Inc.

Director of Sri Trang Indochina (Vietnam) Co., Ltd.

Director of Pattana Agro Futures

Experience

1988 – 2006 Branch Manager of Sri Trang Agro-Industry

Plc.

1984 – 1987 Credit Department of Citibank

### Other current positions

**Director / Management in other listed companies**None

Director / Management in other non-listed companies

Director of Rubberland Products Co., Ltd. Director of Sadao P.S. Rubber Co., Ltd. Director of Siam Sempermed Corp., Ltd. Director of Semperflex Asia Corp., Ltd.

Director of Sri Trang Rubber & Plantation Co., Ltd. Director of Shanghai Sempermed Glove Sales

Co., Ltd.

Director of Semperflex Shanghai Co., Ltd. Director of Sri Trang International Pte. Ltd. Director of Shi Dong Investments Pte. Ltd.

Director of Sri Trang USA Inc.

Director of Sempermed Singapore Pte. Ltd.

Director of Sempermed USA Inc.

Director of Sri Trang Indochina (Vietnam) Co., Ltd.

Director of Pattana Agro Futures

Director / Management in other companies which may None have conflict of interest

**Meeting attendance in 2013** - Board of Directors Meeting: 4/4 times

Board of Executive Director Meeting: 6/6 timesBoard of Nominating Committee Meeting: 1/1 time

- Shareholders Meeting: 1/1 time

Illegal record in the past 10 years None

Maintain director qualifications under the relevant laws Yes and not have prohibited characteristics under the Notifications of the Capital Market Supervisory Board

Note: Mr. Kitichai Sincharoenkul does not have any prohibited characteristics as specified by the Public Limited Company Act, the Securities and Exchange Act and the regulations of the Singapore Exchange Securities Trading Limited.

#### 4. Mr. Samacha Potavorn



# Proposed to be appointed as a director and independent director of the Company

Age 71 years old

**Current position** Director / Independent

Director / Audit Committee

member

Date of first appointment

5 February 2008

Number of Years as director in the Company

5 years

# Relationship with management None

Address 99 Moo 3 Tambol Tamnampud, Amphur Muang

Phang-nga, Phang-nga Province

**Education** - Master Degree in Governmental Administration,

Thammasat University
- Thai barrister-at-law

Possession of STA shares None

**Director training program** - DAP 75/2008 by Thai Institute of Directors

Association

- SGX Listed Companies Development Programme: Understanding the Regulatory Environment in Singapore: What Every Director

Ought to Know

**Current positions** - Independent Director and Audit Committee of

Sri Trang Agro-Industry Plc.

 Nominating Committee of Sri Trang Agro-Industry Plc.

- Remuneration Committee of Sri Trang Agro-Industry Plc.

- Director of Rajamangala University of

Technology Srivijaya

**Experience** 

2006 - 2008 Assistance Secretary to Ministry of Interior

2003 - 2004 Governor, Phang-nga province 2002 - 2003 Legal counsel, Ministry of Interior

2000 - 2002 Assistance Secretary, Vice-Director of Southern

Border Provinces Administration Center, Ministry

of Interior

1997 - 2000	Vice-Governor, Pattalung Province, Trang Province
1996 - 1997	Assistant Governor
1984 – 1996	Sheriff
1969 – 1983	Assistant District Officer

# Other current positions

**Director / Management in other listed companies** None

**Director / Management in other non-listed companies** None

Director / Management in other companies which may None have conflict of interest

Meeting attendance in 2013 - Board of Directors Meeting: 4/4 times

- Board of Audit Committee Meeting: 8/8 times

- Board of Nominating Committee Meeting: 1/1 time

- Board of Remuneration Committee Meeting: 2/2 times

- Shareholders Meeting: 1/1 time

Illegal record in the past 10 years

None

Maintain director qualifications under the relevant laws Yes and not have prohibited characteristics under the **Notifications of the Capital Market Supervisory Board** 

# Other qualifications

Interests in the Company, parent company, subsidiaries, associate companies, or any legal entities that may have the conflicts of interest at present or in the past 2 years:

1. Director who participates in the Company's management, employed worker, or advisor who receives a regular salary or fee	e, No
2. Professional service provider (i.e. auditor, legal advisor)	No
<ol> <li>Having significant business relations that may affect the ability to perform independently</li> </ol>	O None

Note: Mr. Samacha Potavorn does not have any prohibited characteristics as specified by the Public Limited Company Act, the Securities and Exchange Act and the regulations of the Singapore Exchange Securities Trading Limited.

# **Qualification of Independent Directors**

- 1. Holding shares not exceeding one percent of the total number of shares with voting rights of STA, its parent company, subsidiary company, associate company, major shareholder or controlling person of STA, including shares held by related persons of such independent director.
- 2. Not having any relationship with (a) STA; (b) STA's holding company, subsidiary or fellow subsidiary; (c) any person who has an interest or interests in one or more voting shares in STA and the total votes attached to that share, or those shares, is not less than ten percent of the total votes attached to all the voting shares in STA ("10% Shareholder"); and/or (d) STA's officers, that could interfere or be reasonably perceived to interfere with the exercise of the Director's independent business judgment with a view to the best interests of STA.
- 3. Neither being nor having an immediate family member who is or was, in the current or immediate past financial year, a 10% shareholder of, or a partner in (with 10% or more stake), or an executive officer of, or a director of, any organisation to which STA or any of its subsidiaries made, or from which STA or any of its subsidiaries received, significant payments or material services (which may include auditing, banking, consulting and legal services), in the current or immediate past financial year.
- 4. Not being nor having been directly associated with a ten percent shareholder of STA in the current or immediate past financial year.
- 5. Neither being nor having been an executive director, employee, staff, advisor who receives salary, or a controlling person of STA, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person of STA, unless the foregoing status ended not less than three financial years prior to the appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of STA.
- 6. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, of a director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of STA or its subsidiary company.
- 7. Not have an immediate family member including spouse, child, adopted child, stepchild, brother, sister and parent, who is, or has been in any of the past three financial years, employed by the Company or any of its related companies and whose remuneration is determined by the remuneration committee.
- 8. Not being a director or having an immediate family member including spouse, child, adopted child, stepchild, brother, sister, and parent, accepting any compensation from STA or any of its related corporations for the provision of services, other than compensation for board service, for the current or immediate past financial year.

- 9. Neither having nor having had a business relationship with STA, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor having been a significant shareholder or controlling person of any person having a business relationship with STA, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship ended not less than two years prior to the appointment as an independent director.
- 10. Neither being nor having been an auditor of STA, its parent company, subsidiary company, associate company, major shareholder or controlling person of STA, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of STA, its parent company, subsidiary company, associate company, major shareholder or controlling person of STA, unless the foregoing relationship ended not less than two years prior to the appointment as an independent director.
- 11. Neither being nor having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from STA, its parent company, subsidiary company, associate company, major shareholder or controlling person of STA, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship ended not less than two years prior to the appointment as an independent director.
- 12. Not being a director appointed as representative of directors of STA, major shareholder or shareholder who is related to a major shareholder, or a director who is or has been directly associated with a 10% Shareholder, in the current or immediate past financial year. A director will be considered "directly associated" with a 10% Shareholder when the director is accustomed or under obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the 10% Shareholder in relation to the corporate affairs of STA.
- 13. Not undertaking any business in the same nature and in competition to the business of STA or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holds shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of STA or its subsidiary company.
- 14. Not having any other characteristics which would cause the inability to express independent opinions with regard to STA's business operations.

The qualifications of the Independent Director of STA are more stringent than the definitions as specified in the notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand

The Nominating Committee is also guided by the Code of Corporate Governance 2012 in determining independence.