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

The profiles of the nominated directors are as follows:

# 1. Mr. Prakob Visitkitjakarn

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



Age 75 years old

Current position Director / Independent

Director / Chairman of Audit Committee /

Chairman of

Remuneration Committee

Date of first appointment

27 December 1993

Number of years as 21 years director in the Company

# Relationship with management None

**Address** 2529/48 Nokkhet Lane, Bangklo, Bangkorlam,

Bangkok

**Education** Master of Business Administration, Indiana

University, USA

Bachelor of Science in Business (Honors),

Indiana University, USA

**Possession of STA shares** 486,000 shares, representing 0.04 %

# **Director training program**

- Audit Committee Program (ACP) 27/2009 by Thai Institute of Directors Association
- Monitoring the Quality of Financial Reporting (MFR) 8/2009 by Thai Institute of Directors Association
- Monitoring Fraud Risk Management (MFM) 1/2009 by Thai Institute of Directors Association
- Chartered Director Class (CDC) 3/2008 by Thai Institute of Directors Association
- Director Certification Program (DCP) 33/2003 by Thai Institute of Directors Association

- Role of the Chairman Program (RCP) 5/2001 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 Chairman of Audit
 Committee, Sri Trang Agro-Industry Plc.
 Chairman of the Remuneration Committee,

Sri Trang Agro-Industry Plc.

**Experience** 

1999 - 2011 Independent and Chairman of Audit Committee,

Siam City Cement Plc.

1999 - 2008 Audit Committee, Sri Trang Agro-Industry Plc.

1997 – 2002 Executive Vice President, Bank of Ayudhya Public

executive vice President, bank of Ayudnya Pul

Company Limited

### Other current positions

# **Director / Management in other listed companies**

- Independent Director and Chairman of Audit Committee, ARIP PLC.
- Independent Director and Audit Committee Member, Lease It PLC.

**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 2014 - Board of Directors Meeting: 9/9 times

- Board of Audit Committee Meeting: 8/8 times

- 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	2. Professional service provider (i.e. auditor, legal advisor)	No
3	3. Having significant business relations that may affect the ability to perform independently	None

Note: Mr. Prakob Visitkitjakarn 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. Viyavood Sincharoenkul

# Proposed to be appointed as a director of the Company



Age 60 years old

**Current position** Chairman and Managing

Director

Date of first appointment

27 December 1993

Number of Years as director 21 years in the Company

Relationship

- Father of Mr. Veerasith Sinchareonkul

- Elder brother of Mr. Kitichai Sincharoenkul

- Younger brother of Mr. Lee Paul Sumade

Address 233 Prabaramee Road, Tambol Pahtong, Amphur

Katu, Phuket Province

**Education** Ph.D. in Chemistry, Queen Elizabeth's College,

University of London

Bachelor's Degree in Chemistry (First Class), Queen

Elizabeth's College, University of London

Possession of STA shares 144,590,170 shares, representing 11.30 %

**Director training programs** None

**Current positions** Chairman, Sri Trang Agro-Industry Plc.

Director, Rubberland Products Co., Ltd.

Director, Nam Hua Rubber Co., Ltd.

Director, Sadao P.S. Rubber Co., Ltd.

Director, Thai Tech Rubber Corp., Ltd.

Director, Siam Sempermed Corp., Ltd.

Director, Semperflex Asia Corp., Ltd.

Director, Anvar Parawood Co., Ltd.

Director, Startex Rubber Co., Ltd.

Director, Starlight Express Transport Co., Ltd.

Director, Sri Trang Rubber and Plantation Co., Ltd.

Director, Pattana Agro Futures Co., Ltd.

Director, TRI Global Co., Ltd.

Director, Sri Trang International Pte. Ltd.

Director, PT Sri Trang Lingga Indonesia

Director, Shi Dong Investments Pte. Ltd.

Director, Sri Trang USA, Inc.

Director, Shi Dong Shanghai Rubber Co., Ltd.

Director, Sempermed Singapore Pte. Ltd.

Director, PT STAR Rubber

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

Director, Semperflex Shanghai Ltd.

Director, Shanghai Semperit Rubber & Plastic

Products Co., Ltd.

Director, Shanghai Sempermed Gloves Co.,Ltd.

Director, Sempermed USA, Inc.

Director, Sri Trang Ayeyar Rubber Industry Co., Ltd.

**Experience** 

1987 - 1993 Managing Director, Sri Trang Agro-Industry Co., Ltd.

1985 - 1987 General Manager, Pak Tai Rubber

Other current positions

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

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

Director, Rubberland Products Co., Ltd.

Director, Nam Hua Rubber Co., Ltd.

Director, Sadao P.S. Rubber Co., Ltd.

Director, Thai Tech Rubber Corp., Ltd.

Director, Siam Sempermed Corp., Ltd.

Director, Semperflex Asia Corp., Ltd.

Director, Anvar Parawood Co., Ltd.

Director, Startex Rubber Co., Ltd.

Director, Starlight Express Transport Co., Ltd.

Director, Sri Trang Rubber and Plantation Co., Ltd.

Director, Pattana Agro Futures Co., Ltd.

Director, TRI Global Co., Ltd.

Director, Sri Trang International Pte. Ltd.

Director, PT Sri Trang Lingga Indonesia

Director, Shi Dong Investments Pte. Ltd.

Director, Sri Trang USA, Inc.

Director, Shi Dong Shanghai Rubber Co., Ltd.

Director, Sempermed Singapore Pte. Ltd.

Director, PT STAR Rubber

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

Director, Semperflex Shanghai Ltd.

Director, Shanghai Semperit Rubber & Plastic

Products Co., Ltd.

Director, Shanghai Sempermed Gloves Co.,Ltd.

Director, Sempermed USA, Inc.

Director, Sri Trang Ayeyar Rubber Industry Co., Ltd.

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

None

Meeting attendance in 2014

- Board of Directors Meeting: 9/9 times

- Board of Executive Director Meeting: 9/9 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

Note: Mr. Viyavood 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. Veerasith Sinchareonkul



Proposed to be appointed as a director of the Company

Age 31 years old

**Current position** Director / Executive Director /

Chairman of Risk Management

Committee

Date of first appointment

28 April 2010

Number of Years as director 4 years in the Company

Relationship with management - Son of Mr. Viyavood Sincharoenkul

- Nephew of Mr. Lee Paul Sumade and

Mr. Kitichai Sincharoenkul

Address 50 Soi Ramkamhang 46, Huamark, Bangkapi,

Bangkok

**Education** - Master of Business Administration (Finance and

Marketing), Sasin Graduate Institute of Business

Administration, Chulalongkorn University,

Thailand

- Bachelor of Computer Science and Cybernetics,

University of Reading, United Kingdom

**Possession of STA shares** 22,441,000 shares, representing 1.75%

**Director training program** - DAP 85/2010 by Thai Institute of Directors

Association

- TLCA Executive Development Program (EDP)

Class 10

- FSD26/2014 Financial Statements for Directors

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

Chairman of Risk Management Committee,

Sri Trang Agro-Industry Plc.

Director, Rubberland Products Co., Ltd. Director, Semperflex Asia Corp., Ltd.

Director, Premier System Engineering Co., Ltd.

**Experience** 

2008 - 2011 Credit Department, Kasikorn Bank Plc.

# Other current positions

Director / Management in other listed companies

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

Director, Rubberland Products Co., Ltd. Director, Semperflex Asia Corp., Ltd.

Director, Premier System Engineering Co., Ltd.

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

Meeting attendance in 2014

- Board of Directors Meeting: 8/9 times

- Board of Executive Director Meeting: 9/9 times

- Board of Risk Management Committee Meeting: 2/3

time

- 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. Veerasith Sinchareonkul 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. Lee Paul Sumade



# Proposed to be appointed as a director of the Company

Age 61 years old

**Current position** Director / Executive Director /

Sales and Marketing Manager

Date of first

28 June 2010

appointment

Number of Years as 4 years

director in the Company

Relationship with Management - Brother of Mr. Viyavood Sincharoenkul and

Mr. Kitichai Sincharoenkul

- Uncle of Mr. Veerasith Sinchareonkul

Address 4 Balmoral Crescent # 10-03 Goodwood Gardens

259889 Singapore

**Education** - Master of Business Administration, International

Institute for Management Development,

Lausanne, Switzerland

- Bachelor of Commerce, University of New South

Wales, (Sydney) Australia

**Possession of STA shares** 36,120,030 shares, representing 2.82%

**Director training program** SGX Listed Companies Development

Programme: Understanding the Regulatory Environment in Singapore: What Every

Director Ought to Know

**Current positions** Director, Sri Trang Agro-Industry Plc.

Sales and Marketing Manager, Sri Trang

Agro-Industry Plc.

Chairman, Sri Trang International Pte. Ltd.

Director, PT Star Rubber

Director, Shi Dong Investments Pte. Ltd. Director, Shi Dong Shanghai Rubber Co., Ltd. Director, PT Sri Trang Lingga Indonesia.

Director, Sri Trang USA, Inc.

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

Director, Sempermed USA, Inc.

Director, Thaitech Rubber Corporation Limited.

Enclosure 3

**Experience** 

1988 - 2003 Global Market Director, ELDERS Finance/ DRESDNER

Bank

1983 - 1987 Programmer, Macquarie Bank

1982 Programmer, Custom Credit Corporation

1979 – 1981 Programmer, Computer Installation Development

# **Other current positions**

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

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

Chairman, Sri Trang International Pte. Ltd.

Director, PT Star Rubber

Director, Shi Dong Investments Pte. Ltd. Director, Shi Dong Shanghai Rubber Co., Ltd. Director, PT Sri Trang Lingga Indonesia.

Director, Sri Trang USA, Inc.

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

Director, Sempermed USA, Inc.

Director, Thaitech Rubber Corporation Limited.

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

**Meeting attendance in 2014** - Board of Directors Meeting: 9/9 times

- Board of Executive Director Meeting: 9/9 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

Note: Mr. Lee Paul Sumade 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 of Singapore Exchange in determining independence.