

2. Mr. Prasert Poongkumarn

Proposed Position	Director
Age	75 years
Shareholding in CPF¹	1,335,983 shares or equivalent to 0.0173% of paid-up capital
Family Relations with Other Executives	Brother-in-law of Mr. Phongthep Chiaravanont
Education	<ul style="list-style-type: none"> - Honorary Doctorate in Business Administration from Mae Fah Luang University, Thailand - Honorary Doctorate in Social Development from Prince of Songkla University, Thailand - Honorary Doctorate in Agriculture from Jejiang University, Chengchou Province, the People Republic of China - Honorary Professor in Agriculture, Jejiang University, Chengchou Province, the People Republic of China - Honorary Doctorate in Agricultural from Chiang Mai University, Thailand
Director Training	Enrollment in Director Accreditation Program on May 4, 2005, The Thai Institute of Directors
Attendance at Meetings during 2011	<ul style="list-style-type: none"> - Board of Directors 11 times out of 15 meetings - Remuneration and Nominating Committee 1 time out of 1 meeting
Years of Directorship	18 years
Experiences	<ul style="list-style-type: none"> - Chairman CPPC Plc. - Vice Chairman, and member of the Remuneration and Nominating Committee Charoen Pokphand Foods Plc. - Vice Chairman Charoen Pokphand Group Co., Ltd. - Director C.P. Intertrade Co., Ltd.

Director's Position in Other Thai Incorporations

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
None	None	22 entities	2 entities

Legal Dispute during the past 10 years	None
Contribution to the Company	<ul style="list-style-type: none"> - Provide useful recommendations in outlining the Company's vision and mission, and developing the group's strategy - Have the knowledge, competence and experience especially in agro-industry business that will benefit the Company - Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

¹ Information as of December 31, 2011 which included shareholding by spouse and minor child

3. Professor Dr. Athasit Vejjajiva

Proposed Position	Independent Director
Age	76 years
Shareholding in CPF¹	None
Family Relations with Other Executives	None
Education	<ul style="list-style-type: none"> - FRCP from the Physician's College of London, UK - Honorary Doctorate in Internal Medical from Mahidol University, and Rangsit University, Thailand - Honorary Doctorate in Clinical Science from Mahidol University, Thailand
Director Training	Enrollment in Director Accreditation Program on May 4, 2005, The Thai Institute of Directors
Attendance at Meetings during 2011	<ul style="list-style-type: none"> - Board of Directors 15 times out of 15 meetings - Audit Committee 11 times out of 11 meetings
Years of Directorship	13 years
Experiences	<ul style="list-style-type: none"> - Director and Member of Audit Committee Charoen Pokphand Foods Plc. - Honorary Professor, Mahidol University - Chief Advisor of the President of the Royal Institute - Fellow of the Royal Institute, the Academy of Science

Director's Position in Other Thai Incorporations

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
None	None	1 entity	None

Legal Dispute during the past 10 years None

Contribution to the Company

- Provide useful recommendations for developing good corporate governance of the Company as being Independent Director, and helpful support in developing the internal control system for further improvement and strengthening
- Provide useful recommendations in outlining the Company's vision, and developing the group's strategy
- Have the knowledge, competence and experience especially that will benefit the Company
- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

¹ Information as of December 31, 2011 which included shareholding by spouse and minor child

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/ provide or receive financial support etc.), which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in 3. above.		✓

4. Emeritus Professor Supapun Ruttanaporn

Proposed Position	Independent Director
Age	67 years
Shareholding in CPF¹	None
Family Relations with Other Executives	None
Education	<ul style="list-style-type: none"> - Master of Business Administration (Accounting) from Michigan State University, USA - Bachelor degree in Accounting (honor) from Chulalongkorn University
Director Training	Enrollment in Director Certification Program No. 15/2002, The Thai Institute of Directors
Attendance at Meetings during 2011	<ul style="list-style-type: none"> - Board of Directors 14 times out of 15 meetings - Audit Committee 10 times out of 11 meetings
Years of Directorship	3 years
Experiences	<ul style="list-style-type: none"> - Director and Member of Audit Committee Charoen Pokphand Foods Plc. - Honorable Auditor Som Dej Pra Thep Rattanasuda Foundation - Treasurer Wat Yannasungvararam Foundation - Director and Chairman of the Audit Committee Delta Electronics (Thailand) Plc. - Director and Member of the Audit Committee Glow Energy Plc.

Director's Position in Other Thai Incorporations

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
2 entities	1. Director and Chairman of the Audit Committee Delta Electronics (Thailand) Plc. 2. Director and Member of the Audit Committee Glow Energy Plc.	12 entities	None

Legal Dispute during the past 10 years None

Contribution to the Company

- Provide useful recommendations for developing good corporate governance of the Company as being Independent Director, and helpful support in developing the internal control system for further improvement and strengthening
- Provide useful recommendations in outlining the Company's vision, and developing the group's strategy
- Having the knowledge, competence and experience that will benefit the Company
- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

¹ Information as of December 31, 2011 which included shareholding by spouse and minor child

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/ provide or receive financial support etc.), which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in 3. above.		✓

5. Mr. Phongthep Chiaravanont

Proposed Position	Director
Age	61 years
Shareholding in CPF¹	399,000 shares or equivalent to 0.0052% of paid-up capital
Family Relations with Other Executives	- Cousin of Mr. Dhanin Chearavanont - Brother-in-law of Mr. Prasert Poongkumarn
Education	Master Degree in Avian Sciences from University of California at Davis, USA
Director Training	Enrollment in Director Accreditation Program on May 4, 2005, The Thai Institute of Directors
Attendance at Meetings during 2011	Board of Directors 14 times out of 15 meetings
Years of Directorship	18 years
Experiences	- Director and Executive Director Charoen Pokphand Foods Plc. - Vice Chairman Charoen Pokphand Group Co., Ltd. - Chairman and Chief Executive Officer Perfect Companion Group Co., Ltd.

Director's Position in Other Thai Incorporations

Other Listed Companies		Non-listed companies (not a subsidiary or associate company)	Positions in any business, competing the Company's businesses (not a listed company, or subsidiary or associate company)
No. of companies	Position/Company		
None	None	18 entities	1 entity

Legal Dispute during the past 10 years None

Contribution to the Company

- Provide useful recommendations in outlining the Company's vision, and developing the group's strategy
- Have the knowledge, competence and experience especially in agro-industry business that will benefit the Company
- Devote time and pay attention to the operations of the Company and committed to attend the Board of Directors' Meeting

¹ Information as of December 31, 2011 which included shareholding by spouse and minor child

The Qualifications of Independent Director Being Nominated

The Company has set the qualification of the Independent Director in accordance with the Notification of the Capital Market Supervisory Board Tor Chor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (No.2) as follows:

1. Holds not more than 1% of the total outstanding voting shares of the Company, a parent company, a subsidiary, an associate, a major shareholder, or a controlling person of the Company, including shares held by a person related to the independent director.
2. Is neither a director that has a management authority nor an employee, staff, advisor on regular retainer, or a controlling person of the Company, a parent company, a subsidiary, an associate, a subsidiary of the same tier, a major shareholder, or of the Company's controlling person both in the present and at least two years prior to taking the independent directorship.
3. No relationship by blood or legal registration, in a nature that makes the independent director be a parent, spouse, brothers and sisters, children nor spouse of children of a management, a major shareholders, a controlling person or a person who will be nominated as a management or a controlling person of the Company or a subsidiary.
4. Is not involved in the following relationships with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company in a nature which may obstruct his independent judgment, both in the present and at least two years prior to taking the independent directorship.
 - 4.1 The business relationship including from normal course of business transactions, rent or lease out the property, transactions related to assets or services nor provide or receive financial support by borrowing, lending, surety, or other similar manner, which incur debt to the Company or contract party equivalent to 3% of the net tangible assets of the Company or amounting to Baht 20 million up, whichever is lower. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship. For consideration the business relationship, it is included the relationship as a significant shareholder or a controlling person of firms the Company having such businesses with.
 - 4.2 be an auditor or a significant shareholder, a controlling person or a partner of the audit firm of such auditor.
 - 4.3 be a professional service provider such as legal or financial advisor, whose service fee exceed Baht 2 million per year, or a major shareholder, a controlling person or a partner of such firm.
5. Is not appointed as a representative of the Company's directors, major shareholders or shareholders who are related to the major shareholders of the Company.
6. Does not engage in the similar business and significantly competing with the business of the Company or subsidiary, or not being a significant partner in partnership or not being a director that has a management authority nor an employee, staff, advisor on regular retainer or holding shares exceed 1 percent of the total voting shares of other company which engage in the similar business and significantly competing with the business of the Company.
7. No other impediments or impairments to express independent opinions concerning the operations of the Company.