

For Agenda Item No. 7 Review and appoint new Directors in replacement of those who retired and designation of remuneration for the committees for the year of 2016.

The list and profiles of the directors nominated for election in replacement of those retired after their term ended.

1. Name - Last Name : Mr. Sirisak Thirawattanangkul

Type of Director : Director, Authorized Signatory

Present Position : Chairman, Board of Directors

Age : 55 Years Old

Nationality : Thai

Education : Bachelor of Physics, Chulalongkorn University

Training : Director Accreditation Program (DAP), Thai Institute of Directors

Shareholding in the company: 12,926,013 shares or 2.92% of total shares eligible for voting

Number of Years for Director Position : 4 Years

Position in Other Listed Companies : 5 listed companies in the MFEC Group

- Director, Bizinet Application Company Limited

- Director, Promptnow Company Limited

- Director, Advance Intelligence Modernity Company Limited

- Director, Modernform Integration Services Company Limited

- Director, M.I.S. Outsourcing Company Limited

Position in Other Enterprises : None

Position in other enterprises that compete/relate to the company's businesses and may lead to conflict of interest : None

Experience : Director, Neo System Company Limited

Performance in 2015: - Oversee & supervise businesses to be in line with the laws, the company's objectives and Articles of Association, and shareholders' meetings.
- Promote business operations under the good corporate governance

Method of Nomination: By the Board of Directors

Meeting Attendance: The Board of Directors' Meeting: 6 of 6 meetings.

The Risk Management Committee's Meeting: 5 of 5 meetings.

Legal Case : None in the past five years



2. Name - Last Name : Mr. Kiyotaka Nakamura
Type of Director : Non-Executive Director
Present Position : Member, Board of Directors
Age : 47 Years Old
Nationality : Thai
Education : Bachelor of Mechanical Engineering, Osaka University, Japan
Training : Director Accreditation Program (DAP), Thai Institute of Directors
Shareholding in the company : 0.00 shares or 0.00% of total shares eligible for voting
Number of Years for Director Position : 2 Years
Position in Other Listed Companies : 1 listed company
- Independent Director, TIS Inc.
Position in Other Enterprises : None
Position in other enterprises that compete/relate to the company's businesses and may lead to conflict of interest : None
Performance in 2015: - Oversee & supervise businesses to be in line with the laws, the company's objectives and Articles of Association, and shareholders' meetings.
- Promote business operations under the good corporate governance
Method of Nomination: By the Board of Directors
Meeting Attendance: The Board of Directors' Meeting: 6 of 6 meetings.
Legal Case : None in the past five years



Nomination of Candidates for Directors

As the company has not yet appointed the Nomination Committee, the Board of Directors performs the duty to nominate directors including independent directors, non-executive directors and directors from each group of its major shareholders. These directors shall have qualifications, wide experience, remarkable skills and specific capabilities for the company's benefits with great dedication and full efforts in performing their duties to strengthen the company's committees. A director shall hold the director position in no more than five listed companies. The list of a nominated person will be submitted to the shareholders' meeting for approval and appointment, based on the following criteria in the Articles of Association. The approval shall be made with no less than half of eligible votes in the shareholders' meeting. Each shareholder is entitled to one vote per each share held. Each shareholder shall exercise his/her votes to elect individual director at a time. The persons who receive the highest number of votes in their respective order of the votes in a number not exceeding the number of directors to be elected at that meeting, shall be appointed as directors. At each annual ordinary meeting, one-third of the directors shall retire from the office. In regard to directors who are not independent directors, the

number of the directors shall be designated in proportion to the number of shares held, subject to the nominated persons' appropriateness and capabilities.

In 2016, none of any shareholders nominated persons for election of directors this time.

Remuneration to Director

As MFEC Public Company Limited has not yet appointed the Remuneration Committee, the Board of Directors' Meeting No. 2/2016 dated March 15th, 2016 agreed to leave the remuneration unchanged from the previous year for the Board of Directors, the Audit Committee and the Risk Management Committee. The remuneration rates will be proposed for the Nomination Committee which is in the process of establishment in 2016. The remuneration rates have been compared with the rates paid by other listed companies which have had similar sizes of business in the same industry, based on the Stock Exchange of Thailand's data in 2014. The following data are comparative data of the remuneration rates during 2014-2016.

Remuneration to Board of Directors			
Details	2016 Proposed Year	2015	2014
1. Annual remuneration	baht/year	baht/year	baht/year
- Chairman	264,000	264,000	264,000
- Other Directors	192,000	192,000	192,000
Remuneration to Other Committees (Audit Committee, Risk Management Committee, Committee for Nomination and Remuneration)			
Details	2016 Proposed Year	2015	2014
1. Annual remuneration for the Audit Committee	baht/year	baht/year	baht/year
- Chairman	264,000	264,000	264,000
- Other Directors	264,000	264,000	264,000
2. Annual remuneration for the Risk Management Committee	baht/year	baht/year	baht/year
Chairman			
- Remuneration	264,000	264,000	264,000
- Travel expense	60,000	60,000	60,000
If the Executive Director also holds the position of Risk Management Director, he or she will not receive the remuneration.			
3. Annual remuneration for committee for nomination and remuneration	baht/year		
- Chairman	264,000	-	-
- Other Directors	264,000	-	-

Remark:

1. The monthly remuneration rates to the Board of Directors, in 2016, are the same as they were in 2015.

The remuneration rate for Chairman of the Board of Directors is 22,000 baht/month or 264,000 baht/year.

The remuneration rate for seven (7) members of the Board is 16,000 baht/month each or 1,344,000 baht/year.

The total amount is 1,608,000 baht/year.

The said remuneration rates do not include the remuneration for Mr. Kiyotaka Nakamura who is the representative from TIS Inc. He waives the remuneration as the Board of Directors' member throughout his year in office as required by the good corporate governance in Japan.

The monthly remuneration rate to members of Audit Committee, in 2016, is the same as it was in 2015.

The remuneration rate for three (3) Audit Directors is 22,000 baht/month or 264,000 baht/year each.

The total amount is 792,000 baht/year.

The monthly remuneration rates to members of Risk Management Committee, in 2016, are the same as they were in 2015.

The remuneration rate for Chairman of the Risk Management Committee is 22,000 baht/month or 264,000 baht/year.

The travel expense for Chairman of the Risk Management Committee is 5,000 baht/month or 60,000 baht/year.

The total amount is 324,000 baht/year.

2. The monthly remuneration rates for the Nomination and Remuneration Committee which will be established in 2016 are as follows.

The remuneration rate for Chairman of Nomination and Remuneration Committee is 22,000 baht/month or 264,000 baht/year.

The remuneration rate for one committee member is 22,000 baht/month or 264,000 baht/year each.

The total amount is 528,000 baht/year.

The total amount of remuneration for all directors in 2016 is 3,252,000 baht.

The remuneration to each of other committees will be proposed in accordance with their implementation. (In 2015, the remuneration was approved to be paid only to Chairman of Risk Management Committee who also held the position of Audit Director. Therefore, the company has paid the remuneration to the committees in 2015 in the total amount of not over 2,652,000 baht)