

Director and Independent Director Selection Procedure

The Remuneration and Nomination Committee will nominate new directors who shall replace those retiring on rotation or otherwise based on the following procedures:

Policy and Criterion

- 1) The Board of Directors should consist of directors with diverse qualifications in terms of skills, experience and professional expertise that benefit the company, including the willingness to devote sufficient time to the board and the ability to perform his/her duty to strengthen the board.
- 2) Having nominees who are independent and qualified to serve as members of the board, at least for those who serve as independent directors.
- 3) In determining whether to recommend a director for re-election, there should be an evaluation process of the director's performance. Such process promotes the accountability among board members and ascertains that only well qualified directors will be re-appointed.

Quality of the Director

- 1) Directors must possess the qualifications as specified by the Public Limited Company Act, the Securities and Exchange Act and the Non-life Insurance Act, etc.
- 2) Directors should be competent with skills and extensive experience to benefit the company's operations. Director must have willingness and good ethical business practices.
- 3) Directors should have the ability to exercise sound and independent judgments, free from any conflict of interest from the management and other interest groups.
- 4) Directors could dedicate appropriate time to the company that he/she serves as director and perform his/her duty with due care.

Shareholders can also nominate candidates for appointing to the board via the Company's website.

Credentials and Backgrounds of nominated persons to be directors

1. Credentials and Backgrounds of the Nominated Person



1.1 Mr. Pramon Sutivong

Nominated Director Type	:	Independent Director
Position	:	Independent Director, Member of the audit committee and Chairman of the remuneration and nomination committee
Age	:	73 years
Nationality	:	Thai
Education	:	- Master Degree in Mechanical Engineering, University of Kansas, U.S.A.
Director training Program	:	- Role of the Chairman Program (RCM 4/2001), Thai Institute of Directors - Director Accreditation Program (DAP 6/2003), Thai Institute of Directors - Role of the Compensation Committee (RCC 9/2009), Thai Institute of Directors
Work experience	:	- Director, The Siam Cement Plc. - Chairman, Toyota Motor Thailand Co., Ltd. - Chairman, Siam Compressor Industry Co., Ltd. - Honorary Chairman, The Thai Chamber of Commerce and Board of Trade of Thailand - Advisor of Sub-Committee, New Listing, The Stock Exchange of Thailand - Chairman, National Anti-Corruption Strategy Mobilization in Private Sector
Year of directorship	:	18 years
Meeting Attendance	:	- The Board of Directors' meeting: 5/5 times - The Audit Committee's meeting: 11/11 times - The Remuneration and Nomination Committee's meeting: 3/3 times



1.2 Mr. Chan Soo Lee

Nominated Director Type	:	Independent Director
Position	:	Independent Director
Age	:	52 years
Nationality	:	Singaporean
Education	:	- Bachelor Degree in Electronic & Computer, National University of Singapore, Singapore
Work experience	:	- Authorized Director, Wanglee Co., Ltd. - Managing Director, TGL Development Co., Ltd. - Managing Director, Tan Guan Lee Co., Ltd.
Years of directorship	:	9 years
Meeting Attendance	:	- The Board of Directors' meeting: 2/5 times



1.3 Mr. Vuttichai Wanglee

Nominated Director Type	:	Director
Position	:	Director
Age	:	71 years
Nationality	:	Thai
Education	:	- Bachelor Degree in Industrial Engineering, Boston University, U.S.A.
Director Training Program	:	- Director Accreditation Program (DAP 93/2011), Thai Institute of Directors
Work experience	:	- Director, Chao Phaya Resort Co., Ltd. - Managing Director/ Authorized Director, Chaitip Co., Ltd. - Managing Director/ Authorized Director, Wanglee Co., Ltd. - Managing Director/ Authorized Director, Baan Sathorn Nua Co., Ltd. - Managing Director/ Authorized Director, Wanglee Pattana Co., Ltd.
Year of Directorship	:	43 years
Meeting Attendance	:	- The Board of Directors' meeting: 5/5 times



1.4 Miss Jittinan Wanglee

Nominated Director Type	:	Director
Position	:	Director
Age	:	40 years
Nationality	:	Thai
Education	:	- Bachelor Degree in Business Administration, Babson College, U.S.A.
Director Training Program	:	- Director Accreditation Program (DAP 63/2007), Thai Institute of Directors
Work experience	:	- Executive Vice President/Authorized Director, Rangsit Plaza Co., Ltd. - Authorized Director, Jittipat Co., Ltd.
Year of directorship	:	9 years
Meeting Attendance	:	- The Board of Directors' meeting: 4/5 times

2. Information of NKI shareholding of the nomination persons (As of 31 December 2011)

Nominated Persons	Number of shares*	Percent of the total voting rights
1. Mr. Pramon Sutivong	105,000	0.35
2. Mr. Chan Soo Lee	0	0.00
3. Mr. Vuttichai Wanglee	535,103	1.78
4. Miss Jittinan Wanglee	405,044	1.35

*Classified according to definition of connected person under clause 258

3. Information of holding a directorship in listed company or other rival incorporation/ any related business with the Company

Nominated Persons	Listed Company		Other Businesses	Other rival incorporation / any related business with the Company
	Number	Type of Director		
1. Mr. Pramon Sutivong	1	Director, The Siam Cement Co., Ltd.	5	None
2. Mr. Chan Soo Lee	-	-	3	None
3. Mr. Vuttichai Wanglee	-	-	5	None
4. Miss Jittinan Wanglee	-	-	2	None

4. Relationship characteristics of nominated person qualified as independent directors

Relationship Characteristics	Name of nominated person qualified as independent directors	
	Mr. Pramon Sutivong	Mr. Chan Soo Lee
Holding of NKI share - Amount	105,000	0
- Ratio of issued shares having voting rights	0.35	0.00
Being close relatives to executive/major shareholders of NKI/ controlling person/ or person to be nominated as executive/ controlling person of company and its subsidiaries	None	None
Having relationship in any of these characteristics to NKI/ parent company/ subsidiary company/ associate company/ major shareholder/ or controlling person either at present or during the past 2 years		
- Being an executive director, staff, employee or advisor who receives salary	None	None
- Being a professional service provider such as auditor or legal consultant	None	None
- Having business relationship (such as buy/ sell raw materials/ products/ services/ lending/ borrowing) –specify transaction size	None	None

Definition of independent director

A director shall be considered independent, if:

- 1) Holding shares not more than 1% of the total voting share of the company, parent company, its subsidiary, associate or legal entity who has conflict of interest. This includes shareholdings of individuals involved with said independent directors. (Individuals under Section 258)
- 2) Being a director who does not take part within 2 years in the management, as an employee, a staff member, an advisor who receives a monthly salary or a controlling party of the company, its parent company, its subsidiary, associates, subsidiaries same rank or legal entity who has conflict of interest.
- 3) Being a director who has no blood relation or by legal registration as parents, spouse, siblings, children, including spouse of children, executives, major shareholders, controlling party or individual nominated as executive or as the controlling party of the company or its subsidiary.
- 4) Being a director who has no business relations with the company, parent company, its subsidiary, associate or legal entity that may have conflict of interest in a way which may interfere with exercising independent judgment. This includes not being or having been major shareholder, none-independent director or director of individual who has business relations with the company, parent company, its subsidiary, associate or legal entity that may have conflict of interest. This is with the exception of said individual no longer being in position for at least 2 years.
- 5) Being a director who is not and never have been an auditor, a major shareholder, a none-independent director, an executive of the company, parent company, its subsidiary, associate or legal entity that may have conflict of interest. This includes partners of the manager of the audit office whose auditors work for the company, parent company, its subsidiary, associate or legal entity that may have conflict of interest. This is with the exception of said individual no longer being in position for at least 2 years.
- 6) Being a director who is not or never have been in any professional service which includes service of legal consultant, financial advisor who receives a fee of more than 2 million baht annually from the company, its parent company, its subsidiary, associate or legal entity that may have conflict of interest. In the case which said person in the professional service is a legal entity, this includes major shareholders, non-independent directors, executives or partners of said person unless he is no longer in position for at least 2 years.
- 7) Being a director who was not appointed to represent the company's directors, major shareholders or shareholders related to the company's major shareholders.
- 8) Being a director who does not operate business of the same conditions and which is a significant competition with the business of the company or its subsidiaries. Also, being a director who is not a significant partner in limited partnership or who partakes in management, as employee, staff member, advisor who receives monthly salary or hold shares more than 1 % of the total voting share of other company with business of the same condition and is a significant competition to business of the company or its subsidiaries.
- 9) There is no other reason why said director cannot have independence in executing the company's business.

Note: The definition of independent directors is the minimum criteria as defined by SEC or SET.