

## Candidates Proposed for Appointment as the Company's Directors

### Election Rules and Regulations for Directors and Management

The Nomination and Remuneration Committee has the responsibility to select and nominate candidates to replace directors and committee members whose terms have expired or for any other reasons, including considering candidates proposed by shareholders, and proposing whether to approve the appointment or to recommend it to a shareholders' meeting to the Board of Directors. The Nomination and Remuneration Committee is responsible for considering the qualifications of candidates, taking into account their knowledge, abilities, experience which will be beneficial to the Company, leadership skills, visions, ethical values, and independence in making professional decisions, and to ensure that the candidates possess qualifications as prescribed in the Board of Directors' Charter.


The process for electing directors in a shareholders' meeting is in accordance with the following rules and principles:


1. Each shareholder has one vote for one share;
2. The election of directors may be either by voting for each individual director, or by voting for a group of directors, whichever way the shareholders' meeting deems appropriate. For each resolution, each shareholder must exercise all of their votes for one individual director or for one group of directors. Votes by each shareholder may not be split between any directors or any groups of directors; and
3. The election passes with the majority of the votes. If the number of votes is equal, the chairperson of the meeting has the final vote.

The process for selection of independent directors is the same as that of directors and management.

The proposed candidates were considered their qualifications, knowledge, abilities, and experience which will be beneficial to the Company, and the number of candidates is appropriate. No shareholder proposed candidates for appointment as the Company's Directors.

## Profile of Candidate Proposed for Appointment as the Company's Director

<b>Name</b>	Mr. Chai Sophonpanich	
<b>Age</b>	76 years	
<b>Type of director</b>	Chairman of the Board Chairman of the Investment Committee	
<b>Tenure</b>	36 years	
<b>Education</b>	Bachelor of Science, University of Colorado, USA Advanced Management Program, The Wharton School, University of Pennsylvania, USA	
<b>Directors' training courses</b>	Director Certification Program, class 16/2002, Thai Institute of Directors Chairman 2000, class 10/2004, Thai Institute of Directors	
<b>Experience</b>	11/2018 - present Chairman, Bangkok Insurance PCL 11/2018 - present Chairman, Furukawa Metal (Thailand) PCL 09/2018 - present Chairman, Charoong Thai Wire & Cable PCL 11/2018 - present Chairman, Thai Reinsurance PCL	
<b>Director / Management position in other companies</b>		
Position in other listed companies	Chairman, Bangkok Insurance PCL Chairman, Furukawa Metal (Thailand) PCL Chairman, Charoong Thai Wire & Cable PCL Chairman, Thai Reinsurance PCL	
Position in non-listed companies	Chairman, Vitallife Corporation Ltd. Chairman, Bumrungrad Hospital Foundation	
<b>Positions in other companies which may result in conflict of interest</b>	None	
<b>Shareholding in BH</b>	10,992,920 shares equaling to 1.506% of the total issued and voting shares (as of 31 December 2018. This includes both preferred and ordinary shares, and shares held by spouse and minors.	
<b>Disputes in criminal cases related to dishonesty</b>	None	
<b>Meeting attendance</b>	Board of Directors (1/4) Investment Committee (1/3)	

<b>Name</b>	Mr. Chanvit Tanhiphat	
<b>Age</b>	75 years	
<b>Type of director</b>	Vice Chairman of the Board Member of the Nomination and Remuneration Committee	
<b>Tenure</b>	44 years	
<b>Education</b>	Bachelor of Medicine, and Bachelor of Surgery, Leeds University, United Kingdom Fellowship of the Royal College of Surgeons of Edinburgh, United Kingdom	
<b>Directors' training courses</b>	None	
<b>Experience</b>	Professor Emeritus, Department of Surgery, Faculty of Medicine, Chulalongkorn University	
<b>Director / Management position in other companies</b>		
Position in other listed companies	None	
Position in non-listed companies	None	
<b>Positions in other companies which may result in conflict of interest</b>	None	
<b>Shareholding in BH</b>	475,310 shares equaling to 0.0651% of the total issued and voting shares (as of 31 December 2018. This includes both preferred and ordinary shares, and shares held by spouse and minors.	
<b>Disputes in criminal cases related to dishonesty</b>	None	
<b>Meeting attendance</b>	Board of Directors (4/4) Investment Committee (3/3)	

**Definition of Independent Director**

- “Independent Director” (this meaning is as strong as the rules indicated by the Securities and Exchange Commission) means a director who possesses the following qualifications:
  - holding no more than 1% of the total shares with voting rights of the applicant or its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included;
  - having never been an executive director, employee, staff member, advisor who receives salary, or controlling party of the applicant or its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the application was submitted to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include such independent director having ever been an official or advisor of a government entity that is a major shareholder or controlling party of the applicant;
  - not having a relationship by means of descent or legal registration as a father, mother, spouse, brother, sister, or child, or spouse of the daughter or son with the other directors, management, major shareholders, controlling parties, or persons in the process of nomination to be a director, management, or a controlling party of the applicant or its subsidiary;
  - having never had a business relationship with the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties by holding power which may obstruct independent decisions, including having never been the significant shareholder or controlling party of any person having a business relationship with the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the application to the SEC was submitted;
  - having never been the auditor of the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of the auditing firm which employs the auditor of the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant, unless the foregoing status ended at least two years before the application to the SEC was submitted;
  - having never been a professional service provider, including but not limited to status as a legal service or financial advisor with a received service fee of more than Baht 2 million per year for the applicant or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of a service firm that meets the above criteria, unless the foregoing status ended at least two years before the application to the SEC was submitted or the prohibition to receive service fee more than such amount was exempt according to law;
  - not being nominated as the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders;
  - not operating a competitor of the business of the applicant or its subsidiaries, and not being a significant partner in a partnership that is a competitor, and not being an executive director, employee, staff member, advisor who receives salary of a competitor, nor holding more than 1% of the total shares with voting right of such a competitor or its subsidiaries.
  - not otherwise which being unable to have an independent opinion regarding the business operation of the applicant.

The Board of Directors has considered that the proposed candidates to be the Independent Director shall give an opinion independently and be in line with the related rules and regulations.

**Profile of the candidates proposed for appointment to replace the retired independent director**

<b>Name</b>	<b>Mrs. Aruni Kettratad</b>		
<b>Age</b>	72 years		
<b>Type of director</b>	Independent director Chairperson of Nomination and Remuneration Committee		
<b>Tenure</b>	13 years		
<b>Education</b>	Master of Business Administration, University of Portland, Oregon, USA		
<b>Directors' training courses</b>	Role of the Nomination and Governance Committee (RNG), 2011, Thai Institute of Directors Director Accreditation Program (DAP), 2011, Thai Institute of Directors Role of the Compensation Committee (RCC), 2013, Thai Institute of Directors		
<b>Experience</b>	2009 - 2013	Managing Director, AA Talent Recruitment Co., Ltd.	
	2014 - present	President, AA Talent Recruitment Co., Ltd.	
<b>Director / Management position in other companies</b>			
	Position in other listed companies	None	
	Position in non-listed companies	None	
<b>Positions in other companies which may result in conflict of interest</b>	None		
<b>Shareholding in BH</b>	None (as of 31 December 2018). This includes both preferred and ordinary shares, and shares held by spouse and minors.		
<b>Disputes in criminal cases related to dishonesty</b>	None		
<b>Meeting attendance</b>	Board of Directors (4/4) Nomination and Remuneration Committee (3/3)		