

## Definition of Independent Director

Independent director is the director who does not manage the company or its subsidiaries and is independent from management and major shareholders. He or she has none of business with the Company that may decrease the Company's benefit and/or the shareholder's benefit.

The Company has determined the qualification of independent director to be equal to minimum requirement of **SEC** or **Stock Exchange of Thailand** as follows.

1. Hold shares of not more than 1 percent of the total number of voting shares of the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company. However, the shareholding of the related parties of those independent directors should also be counted.

2. Not being or ever been a director who participates in administration, staff, employee, consultant who earns regular salary or regulator of the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.

3. Not being a person by blood relations or by lawful registration of another director, the Company's executive, major shareholder, regulator, or person who is proposed to be the director, executive, or regulator of the Company or the Company.

4. Not having or ever had a business relationship with the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company in a manner that may obstruct the use of his/her independent judgement; as well as not being or ever been the significant shareholder or regulator of the person who has the relationship with the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.

5. Not being a director who is appointed to be the representative of the director, major shareholder, or shareholder who is a related party of the Company's major shareholder.

6. Not being a director who is entrusted by the Board of Directors to make decisions on the entity operations of the Company, the holding company, subsidiaries, associated companies, subsidiaries in the same order, major shareholders, or regulators of the Company.

7. Not being a director of the holding company, subsidiaries, or subsidiaries in the same order particularly being the listed companies.

8. Not operate the entity with the condition which is the same and significantly competitive with the entities of the Company or subsidiaries; or not being the significant partner in the partnership; or being a director who participates in administration, employee, staff, consultant who earns a regular salary or holds shares

exceeding 1 percent of the total number of voting shares of other companies which operate the entities with the condition which is the same as and significantly competitive with the entities of the Company or subsidiaries.

9. Not being or ever been an auditor of the Company, including the holding company, subsidiaries, associated companies, major shareholders, or regulators of the Company; and not being a significant shareholder, regulator, or partner of the audit firm that has the auditor of the Company, including the holding company, subsidiaries, associated companies, major shareholders or regulators of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.

10. Not being or ever been a provider of any professional service, including legal consulting or financial consulting service, who obtains service fee of more than 2 million Baht per year from the Company, including the holding company, subsidiaries, associated companies major shareholders, or regulators of the Company; and not being a significant shareholder, regulator or partner of that professional service provider of the Company, unless he/she is free from the possession of the said characteristics for not less than 2 years.

11. Able to independently function and comment or report performance based on the duty entrusted by the Board of Directors not under the control of the executives or major shareholders of the Company, including related parties or close relatives of the said persons.

**Name List of Directors Nominated to be Appointed as Independent Director**

Nature of Relationship	Mr.Tawatchai Chongdarakul	Mr.Anuthip Krairikis	Ms.Koonthala Sasasmit
Shareholding in the Company			
- Number of shares	None	217,777 shares	None
- Proportion of total number of shares with voting rights	None	0.034%	None
To be the close relative of the executive, major shareholders of the Company/subsidiaries	No	No	No
To have relationship in the following nature with the Company/holding company/subsidiary/associate or juristic person with conflict at present or in the past 2 year period.			
(1) To be the director who participates in management, is officer, employee or consultant who earns fixed salary	No	No	No
(2) To be the professional service provider	No	No	No
(3) To have business relationship	None	None	None