

Definition of Independent Director of the Company

The Board of Directors have defined the qualification of independent director according to the rules and regulation of the Securities and Exchange Commission of Thailand. The details are as follows:

1. Holding no more than one percent of the total voting rights
2. Not being an executive director involved in the management of the business, employee, staff, advisor, earning regular monthly salary, controlling person during the period of two preceding years. Relaxation of this requirement is in the case where the person is retired as a government official or as a consultant of a government agency which is a majority shareholder or has controlling interest for less than 2 years.
3. Not being a person who is relate by blood or legal relations with a director or an executive.
4. Not having a business relationship with including not being the significant shareholder or the controlling person of a juristic person having a business relationship with the company in an amount starting from 20 million baht or more or from three percent of NTA, whichever is amount is lower, unless such foregoing relationships have ended for at least two years prior to the date of filing.
5. Not being an auditor of the company, its parent company, subsidiary, associate company, a major shareholder, a controlling person, unless such foregoing relationships have ended for at least two years prior to the date of filing.
6. Not being a provider of professional services, a significant shareholder, controlling person, or partner of such provider with a service fee of more than two million baht per year during the period of two preceding year.

* In case of a person who has qualifications inconsistent with 4 and 6, he or she shall be granted an exemption from such prohibition, provided that the issuer has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting.

7. Not being a director who is appointed as the representative of directors of the issuer, major shareholder or shareholder who is a connected person of a majority shareholder.
8. Not undertaking any business of the same nature and in competition with the company and the subsidiary, or holding more than one percent of the voting shares, or being a managing director, employee, staff, advisor with a regular monthly salary, person with controlling interest in such business.

9. Not having any other characteristics that cause the inability to express independent opinions.
10. An independent director can be an independent director of an affiliated company, but a member of the Audit Committee is prohibited from being a director of a parent company, subsidiary, or subsidiary at the same level (sister company) which are listed companies.
11. After being appointed as an independent director, that independent director may be assigned by the board of directors to make a decision on the business operation, the parent company, subsidiary, associate company, sister company, major shareholder or controlling person in the form of collective decision. However, a member of the Audit Committee is prohibited from taking part in the decision-making on the business operation