

Definition of “Independent Director”

The company defines the qualification of “Independent Director” equal to the regulation of Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

- (a) Not holding the total shares more than 1 per cent of paid-up capital of the company, an affiliated company, associated company or related company, including the shares held by his/her related persons.
- (b) Not taking part in the management of the company, an affiliated company, associated company or related company, or major shareholder of the company, as well as not being an employee, staff member or advisor who receives a regular salary from the company, an affiliated company, associated company, related company during a period of two years before his or her appointment as independent director.
- (c) Not being a related person to, or close relative of, any executive management or major shareholders of the company, an affiliated company.
- (d) Not having or ever been related to business of Company, an affiliated company, associate company, or related company that may have an impact on his/her independent decision making as well as not having or ever been a major shareholder, director that is not independent director or executives of whom have the business relationship with the Company, an affiliated company, associated company, or related company during a period of two years before his/her appointment as independent director.
- (e) Not be or have ever been the auditor of the Company. An affiliated company, associated company or related company and have not ever been a major shareholder, director that is not independent director, executives or having a partnership with audit firm whom audit the company, an affiliated company, associated company or related company during a period of two years before his/ her appointment as independent director.
- (f) Not being or have ever been the advisor of any professionals as well as the law’s advisor or financial’s advisor who receives more than 2 million baht per year from the Company, an affiliated company, associated company, or related company. This include of the advisor who is a juristic person which also means for the major shareholder, director that is not independent director, executives or partnership of the juristic advisor during a period of two years before his/ her appointment as independent director.
- (g) Not being appointed as a representative of the Company’s directors, major shareholders or shareholders whom relate to the Company’s major shareholders.
- (h) Not having any kind that may have an impact on his/her independent decision-making abortive to the operation of the company. Being capable of performing duties, giving opinions or reporting the results of work performance according to the duties delegated by the Board, free from the control of management or major shareholders of the Company including related persons or close relatives of the said persons.