

**Profiles of Independent Directors for Appointment as Proxy**



**1. Mr. Chaiwat Atsawintarakun**

**Position:** Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee

**Age:** 69 years

**Address:** 21 Soi Choei Phuang, Viphavadi-Rangsit Road,  
Chomphon, Chatuchak, Bangkok 10900

**Conflict of Interest:** No conflict of interest in relation to all agenda items



**2. Mr. Plakorn Wanglee**

**Position:** Independent Director / Member of the Audit Committee and Member of the Nomination and Remuneration Committee

**Age:** 55 years

**Address:** 21 Soi Choei Phuang, Viphavadi-Rangsit Road,  
Chomphon, Chatuchak, Bangkok 10900

**Conflict of Interest:** No conflict of interest in relation to all agenda items.

## Definition of Independent Director of the Company

The person who shall act as an Independent Director of the Company must possess qualifications pursuant to this Definition of Independent Director of the Company, which is “more stringent” than the regulations of the Securities and Exchange Commission of Thailand. The details are as follows:

1. Must not hold more than 0.75% of the total number of shares having voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and, for the purpose of calculation, the number of shares held by a related person of such independent director shall also be included; *(Remark: this clause is more stringent than the Notification of the Capital Market Supervisory Board which stipulated that the independent director must not hold more than 1% of the total number of shares having voting rights of the Company)*
2. Must not be or have been an executive director, an employee, a member of staff, an advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, unless such status has ceased for at least 2 years before the date of appointment as an independent director. Such prohibited characteristic not include the independent director who was act as government officer or counsellor of the government agency who is the major shareholder or a controlling person of the Company;
3. Must not be a person who is related by blood or law as the father, mother, spouse, sibling, and child, including being the spouse of a child, of any other director, executive, major shareholder, controlling person, or any person who is to be nominated as a director, an executive, or a controlling person of the Company or its subsidiary;
4. Must not have or have had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in the manner that may obstruct the exercise of his/her independent judgment, and must not be or have been a key shareholder or a controlling person of any entity having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, unless such status has ceased for at least 2 years before the date of appointment as an independent director.

The business relationship as stated in the first paragraph shall include conducting ordinary business transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lesser, where the consideration of such indebtedness shall include the indebtedness taking place during a period of 1 year prior to the commencement date of the business relationship with such person;

5. Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of any audit firm of which the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, is a member, unless such status has ceased for at least 2 years before the date of appointment as an independent director;
6. Must not be or have been a provider of any professional services, including a legal advisor or a financial advisor who receives or has received service fees in the amount of more than Baht 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of such

professional services provider, unless such status has ceased for at least 2 years before the date of appointment as an independent director;

7. Must not be a director who has been appointed as a representative of director of the Company, a major shareholder, or a shareholder who is a related person of the major shareholder;
8. Must not engage in the business of the same nature as and in significant competition with the business of Company or its subsidiaries, and must not be a key partner in a partnership, an executive director, an employee, a member of staff, or an advisor who receives a regular salary, or hold more than 1% of the total number of shares having voting rights of a company that engages in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries; and
9. Must not have any other characteristics that may obstruct his/her ability to give independent opinion on the Company's operation.

After being appoint as an Independent Director who possess qualification in accordance with Clause (1) to (9), an Independent Director may be authorized by the Board of Directors to decide on the business operation of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person of the Company, with a collective decision method.