

Definition and qualifications of Independent Director of the Company

Independent Directors are directors who have independence to express their opinions, and must have the qualifications comply with the qualifications of the Company, Securities and/or Exchange Commission, and Stock Exchange Market as follows:

1. Holding shares not more than 1% of the paid-up capital with the voting right of the Company, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest including the connected persons as stipulated in section 258 of the Securities and Exchange Act B.E. 2535.
2. Never or used to be a director that takes part in the management, employees, advisors who receive regular salary from the Company parent company, subsidiary company, associate company and controlling person of the Company, or any entity that may have a conflict of interest during the period of two years before the appointment.
3. Never or used to be a major shareholder, director, management, partner, controlling person of any entity that have or used to have business relationship with the Company, parent company, subsidiary company, subsidiary of the same level and associated company, major shareholder and controlling person of the Company, or any entity that may have a conflict of interest which may interfere his/ her independent discretion except for being exempt from the above characteristics at least two years before the appointment including the following relationship:
 - (1) Normal trade transactions for business operation, any lease taking or lease out of property, any transaction related to asset or service or grant or receive financial support from 3% of the Company's net tangible asset or from 20 million baht, considering the lowest.
 - (2) Being professional service provider (except auditor) including legal or financial advisor who receives service fee exceeding Baht 2,000,000 per year.Such business relationship and being service provider mentioned above shall be granted unanimous approval from the Board of Directors as necessary, appropriate and must not occur regularly. The independent director must also reveal the transaction in an annual information disclosure (Form 56-1) and an annual report (Form 56-2) / Invitation Letter on the case by case basis.
4. Never or used to be an auditor of the Company, parent company, subsidiary company, subsidiary of the same level, associated company and controlling person or any legal entity that may have the conflict of interest including be or used to be a major shareholder, executive and partner of the audit firm, except for being exempt from the above characteristic for at least 2 years before the appointment.
5. Not being a person having blood relationship or relationship through legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child, of any management person, major shareholder, or of any controlling person, or of the person being nominated to be a management person of or a controlling person of the Company or the Company's subsidiary company.
6. Not being a director appointed as a representative of a major shareholder, or the shareholder who is a related person of a major shareholder of the Company.
7. Not having any other characteristics that prevent the exertion of independent opinion with regard to the Company's business.

8. After the appointment of independent director may be assigned by the Board of Directors to decide on the operation of the Company, parent company, subsidiary company, subsidiary of the same level, associated company or any legal entity that may have the conflict of interest of the Company in Collective Decision. Such Independent Director is prohibited from being an Audit Committee.
9. After the appointment of independent director may be appointed as an independent director of parent company, subsidiary company, subsidiary of the same level and associated company of the Company. The independent director shall be revealed such appointment and remuneration in an annual information disclosure (Form 56-1) and an annual report (Form 56-2).