

Profiles of the Independent Directors Proposed to Act as Proxy for the Shareholders
and Definition of Independent Directors

1. Dr. Sunee Sornchaitanasuk

Position: Independent Director / Chairman of Board of Directors / Chairman of
Risk Management Committee

Age: 64 years

Address: No. 819/8-9 Pariyanon 1 Village, Satupradit 57 Road, Bang Phong Phang,
Yanawa, Bangkok 10120

Special interest in the agenda items: None



2. Prof. Dr. Arnat Leemakdej

Position: Independent Director / Chairman of Audit Committee

Age: 58 years

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Bang Yai, Nonthaburi 11140

Special interest in the agenda items : None



Definition of Independent Director

An Independent director is required to be qualified as determined in the definition of independent director of the Company, which contains the qualifications equivalent to the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding not more than one (1) percent of the total number of shares with eligible vote of the Company, its parent company, subsidiaries, associated companies (if any), major shareholders, or controlling persons of the Company, including the number of shares held by the related person of each independent director.
2. Neither being nor having been an executive director, employee, staff, advisor who receives regular monthly salary, nor the controlling person of the Company, its parent company, subsidiaries, associated companies, subsidiaries ranked in the same level (if any), major shareholders or the controlling person of the Company unless the foregoing status has ended for at least two (2) years prior to the date of appointment as independent director. Such prohibited relationship shall not be inclusive of the independent director who has previously been a government officer or consultant in a government sector, who is a major shareholder or a controlling person of the Company.
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and children, including the spouse of the children of the other directors, executives, major shareholders, controlling persons or the persons to be nominated as the director, executive or controlling person of the Company or subsidiaries (if any).
4. Neither having nor having had any business relationship with the Company, its parent company, subsidiaries, associated companies (if any), major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as an Independent director, including not being or having been a key shareholder or controlling person of the entities having a business relationship with the Company, its parent company, subsidiaries, associated companies (if any), major shareholders, or the controlling persons of the Company unless such foregoing status has ended for at least two (2) years prior to the date of appointment as independent director.

In this regard, the definition of the terms "business relationship" shall have the meaning ascribed to it by the relevant regulations of the Office of the Securities and Exchange Commission.

5. Neither being nor having been the auditor of the Company, its parent company, subsidiaries, associated companies (if any), major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office which employs the auditors of the Company, its parent company, subsidiaries, associated companies (if any), major shareholders, or the controlling persons of the Company, unless the foregoing relationship has ended for at least two (2) years prior to the date of appointment as independent director.

In this regard, the word “partner” shall have the meaning ascribed to it by the relevant regulations of the Office of the Securities and Exchange Commission.

6. Neither being nor having been a provider of any professional services, including the legal advisor or financial advisor which receive fees in the amount of more than Baht two (2) million per year from the Company, its parent company, subsidiaries, associated companies (if any), major shareholders, or controlling persons of the Company, nor being a key shareholder, the controlling person, or partner of such professional services provider, unless the foregoing relationship has ended for at least two (2) years prior to the date of appointment as independent director.

In this regard, the word “partner” shall have the meaning ascribed to it by the relevant regulations of the Office of the Securities and Exchange Commission.

7. Not being a director who has been appointed as a representative of the Company’s Directors, major shareholders or shareholders being the connected person of the major shareholders.
8. Not undertaking any business having the same nature which significantly competes with the business of Company or its subsidiaries (if any), or not being a significant partner in a partnership or an executive director, employee, staff, advisor who receives regular monthly salary, or holding more than one (1) percent of the total number of shares with eligible vote of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries (if any).
9. Having no other characteristics that may obstruct the independent expression of opinions on the Company’s business operation.