

Definition of Independent Director by the Company

Equaling to the Requirement Pursuant to Proclamation of Capital Market Supervisory Board

1. Hold shares for not more than one percent of the number of shares with total voting rights of the Company, holding company, subsidiary, associated company, major shareholder, or regulator of the Company. Therefore, it is counted in the shareholding of the related person of such independent director.
2. Not to be or ever been the director who participates in management, employee, officer, and consultant who earns permanent salary or regulator of the Company, holding company, subsidiary in the same order, major shareholder, or regulator of the Company unless it is free from the said characteristic for not less than two years before appointment date as independent director. However, the said prohibited characteristic excludes the event that the independent director has ever been the official or consultant of the administrative agency who is the major shareholder or regulator of the Company.
3. Not to be the person who has the blood relationship or by legal registration in the nature of being father, mother, spouse, brothers and sisters, and child including spouse of the child of the executive, major shareholder, regulator or candidate who is nominated to be the executive or regulator of the company or its subsidiary.
4. Not have or ever had business relationship with the Company, holding company, subsidiary, associated company, major shareholder, or regulator of the Company in the way that may obstruct the use of his or her own free discretion including not to be or ever been the implied shareholder or regulator of the person with business relationship with the Company, holding company, subsidiary, associated company, major shareholder or regulator of the Company, unless he or she is free from availability of the said characteristic for not less than two years before appointment date as independent director. Business relationship in Paragraph one includes doing the trade transaction usually performed for business engagement, rent or leasing real estate and property or suit-related item, or giving or receiving financial aid by receiving or lending, guaranteeing, giving asset as debt security, including other circumstances in the same vein, resulting in obligation incurred with the Company or the contractual party and payable to the other party from three percent of net tangible assets of the Company or from twenty million Baht and over depending on whichever amount is lower. However, the calculation of the said obligation shall be in line with the calculation method of value of the connected transaction pursuant to the Proclamation of Capital Market Supervisory Board on the Criteria of Doing Connected

Transaction by analogy. However, in consideration of the said obligation, it is counted in incurred obligation during one year before the date that he or she has business relationship with the same person.

5. Not to be or ever been the auditor of the Company, holding company, subsidiary, associated company, major shareholder, or regulator of the Company; not to be the implied shareholder, regulator or partner of the auditing office that the auditor of the Company, holding company, subsidiary, associated company, major shareholder, or regulator of the company is in service unless he or she is free from availability of the said characteristic for not less than two years before appointment date as independent director.
6. Not to be or ever been any professional service provider including service provision as legal consultant or financial advisor whereas service charge exceeding two million Baht per year is received from the Company, holding company, subsidiary, associated company, major shareholder or regulator of the Company; and not be the implied shareholder, regulator or partner of that professional service provider, unless he or she is free from availability of the said characteristics for not less than two year before the appointment date as independent director.
7. Not to be the appointed director to be the representative of the Company's director, major shareholder, or shareholder who is related to the major shareholder.
8. Not to engage in the same condition of business as the implied competition to the business of the Company or subsidiary; or not to be the implied partner in partnership; or to be the director who participates in management, employee, officer and consultant who receives permanent salary or holds shares exceeding one percent of the number of shares with total voting right of other company that engages in the same condition of business as the implied competition to the business of the Company or its subsidiary.
9. Not have any other characteristic that cannot freely express opinion on the Company's operation.

After being appointed as the independent director with characteristics according to Paragraph 1 – 9, the independent director may be assigned from the Board to make decision on the business operation of the Company, holding company, subsidiary, associated company, subsidiary in the same order, major shareholder, or regulator of the Company Collective decision can be made.