

Definition of Independent Director

An Independent Director is the director who does not manage the company or its subsidiaries and is independent from management and major shareholders. He or she has none of business with the Company that may decrease the Company's benefit and/or the shareholder's benefit.

The Company has determined the qualification of independent director to be equal to minimum requirement of The Securities and Exchange Commission, Thailand and the Stock Exchange of Thailand as follows:

1. Holding not more than one percent of the total shares with voting rights of the Company, subsidiaries, associated companies, major shareholders or controllers, inclusive of the shareholding by those related to that particular independent director;
2. Not being or never having been a director participating in administration, an employee, staff member, advisor who receives regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholders or of a controller of the Company, unless such status has lapsed for at least 2 years;
3. Not being a person with any blood relation or by lawful marriage, whether as a father, mother, spouse, sibling and offspring, including offspring's spouse, of another director, executive, major shareholder, controller or a person nominated as director, executive or controller of the Company or subsidiaries;
4. Not or never having any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers in such manner which may interfere with the exercise of his/her independent judgment, and not being or never having been a material shareholder or controller with business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, unless such status has lapsed for at least 2 years;
5. Not being or never having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, and not being a material shareholder, controller or partner of such audit firm where the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers is employed, unless such status has lapsed for at least 2 years;
6. Not being or never having been a professional service provider, including legal consultant or financial advisor which earns more than THB 2 million of service fees per year from the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, and not being a material shareholder, controller or partner of that professional service provider, unless such status has lapsed for at least 2 years;

7. Not being a director appointed to represent the Company, a major shareholder or any shareholder which is related to a major shareholder;
8. Not engaging in any business identical to and in competition with that of the Company or its subsidiaries, or not being a material partner in any partnership nor being a director participating in administration, an employee, staff member, advisor who receives regular salary, or holding more than 1 percent of all voting shares of another company which engages in any business identical to and in competition with that of the Company or its subsidiaries;
9. Having no other characteristics which prevent him/her from independently providing an opinion on the Company's operations;
10. An independent director can be an independent director of an affiliated company, but a member of the Audit Committee is prohibited from being a director of a parent company, subsidiary or subsidiary at the same level (sister company) which are listed companies;
11. After being appointed as an independent director, that independent director may be assigned by the board of directors to make a decision on the business operation of the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers in the form of collective decision. However, a member of the Audit Committee is prohibited from taking part in the decision making on the business operation.