

**Definition of the Independent Director of the Company**

- (a) Hold shares for not more than one percent of number of shares with total voting rights of the Company, holding company, subsidiary, associated company, major shareholder, or regulator of the Company. However, it is counted in shareholding of the related person of such independent director under strictness equaling to the minimum requirement of the Stock Exchange of Thailand.
- (b) 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 submission date of application to the Office of SEC. However, the said prohibited characteristics exclude the event that the independent director has ever been the government officer or the consultant of the administrative agency as the major shareholder or the regulator of the Company.
- (c) 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 other director, executive, major shareholder, regulator or candidate who is nominated to be the director, executive or regulator of the company or its subsidiaries.
- (d) 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 having 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 submission date of application to the Office of SEC. The aforesaid business relationship includes doing the trade transaction usually performed for business engagement in renting or leasing real estate, transaction related to asset or service, or giving or receiving financial aid by receipt 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 on 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.
- (e) 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 submission date of application to the Office of SEC.
- (f) 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 years before the submission date of application to the Office of SEC.

- (g) 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.
- (h) Not to be the appointed director to be the representative of the director of the major shareholder, or shareholder who is related to the major shareholder.
- (i) Not engage the business that has the same nature and is competitive to be implied with the business of the Company or its subsidiaries; not to be the implied partner in the partnership or to be the director that is participative in management, employee, officer, consultant who earns permanent salary or holds the shares exceeding one percent of the number of shares with total voting rights of other companies that engage the business having the same condition and being implied competition with the business of the Company or its subsidiaries.
- (j) Not have any other characteristics causing inability to freely express opinion on the Company's operation.

After being appointed as the independent director with characteristics according to (a) to (i), the independent director may be assigned from the Board to make decision on the business operation of the Company, holding company, subsidiary, associated company, major shareholder, or regulator of the Company. Hence, the collective decision can be decided.

In the event that the person who is appointed by the Company to take the post of independent director is the person who has and ever had business relationship or professional service exceeding the specified value in Paragraph one (e) or (f), the Company shall be relaxed for the prohibition to have or have ever had business relationship or profession service exceeding the said value only if the Company arranges to have opinion of the Board of Directors indicating that it has considered based on the principle in Section 89/7 of Securities and Exchange Act B.E. 2535 (1992) (including revised edition) that the said appointment has no impact on free function and opinion expression. The following information is disclosed in Invitation to the Meeting of Shareholders in the agenda of consideration on appointment of the independent director.

- (a) Nature of business relationship or professional service, resulting in non-compliance of the said person with the determined criteria.
- (b) Reason and necessity that has still appointed or appoints the said person to be the independent director.
- (c) Opinion of the Board of Directors in proposing to appoint the said person to be the independent director

For benefit according to (e) and (f), the word of "partner" means the person who is assigned from the auditing firm or the professional service provider to be the signatory in audit report or professional service report (as the case may be) in the name of that juristic person.