

Definition of independent directors

Independent directors must possess the independence qualifications as defined by the company and in accordance with the Securities and Exchange Commission's regulations. They must also be able to safeguard the interests of all shareholders equally, preventing conflicts of interest. Furthermore, they must be able to attend board meetings and provide independent opinions. The company's independent directors must meet the following requirements:

(1) Holding share not more than 1 percent of all voting shares of the Company, the Company's subsidiary, the joint-company, the majority shareholder, the controlling person of the Company. This includes holding shares of the relating person to such Independent Director;

(2) Is not or have never been the director who participated in operating business, employee, advisor with monthly-salary or any controlling person of the Company, the Company's subsidiary, the joint-company, unless vacant from such position not less than 2 years prior to taking the position;

(3) Is not the relatives either by birthright or legal registration as a father, mother, spouse, sibling and offspring including the spouse of the offspring, the executives, the majority shareholder, the controlling person or any person who nominated to be the executive or controlling person of the Company or the Company's subsidiary;

(4) Is not or have never been in the business relationship with the Company, the Company's subsidiary, the joint-company, the majority shareholder, the controlling person of the Company in the manner that may hinder the making of decision in free will, and is not or never have been the key shareholder or controlling person of the person who has business relationship with the Company, the Company's subsidiary, the joint-company, the majority shareholders, the controlling person of the Company, unless vacant from such position not less than 2 years prior to taking the position;

(5) Is not or have never been the auditor of the Company, the Company's subsidiary, the joint-company, the majority shareholder, the controlling person of the Company and not the key shareholder, the controlling person or the partner in the audit firm which the auditor of the Company, the Company's subsidiary, the joint-company, the majority shareholders, the controlling person of the Company is employed, unless vacant from such status not less than 2 years prior to taking the position;

(6) Is not or have never been the professional service provider, which includes the legal or financial service provider whom received the service fee exceeding THB 2 Million per annum, from the Company, the Company's subsidiary, the joint-company, the majority shareholder, the controlling person of the Company and not the key shareholder, the controlling person or the partner in the firm of such service provider, unless vacant from such status not less than 2 years prior to taking the position

(7) Is not the director who is appointed to be the representative of the Company, the majority shareholder or the shareholder who relating to the majority shareholder;

(8) Does not conduct any business with the same nature which significantly competing with the Company, the Company's subsidiary, or not being key partner in the partnership or the director participating in managing business, employee, officer, advisor with monthly-salary or holding share more than 1 percent of all voting shares of other companies which operating business with the same nature which significantly competing with the Company; and

(9) Does not have any other matters which could not give opinion independently in relation to the operation of the Company.