

Terms, qualifications and definitions of a member of the Company's Independent Directors in accordance with rules of the Capital Market Supervisory Board

The independent director of the Company must be a director who has the following qualifications.

1. Hold shares not exceeding 1 percent of the total number of shares with the voting right of the Company, holding company, subsidiary company, associated company or juristic person which may have a conflict of interest, including shareholding of related persons of such independent director.
2. Not being nor ever been a director involving in the administration of works, nor being a staff, employee or advisor receiving a regular salary or a persons with controlling power of the Company, holding company, subsidiary company, associated company, subsidiary company in the same level or juristic person which may have a conflict of interest, except he has not had such characteristics for not less than 2 years.
3. Not being a person with a relation by blood or statutory registration in a nature of being parent, spouse, sibling and children, including spouse of children of executives, major shareholders, persons with controlling power or persons who will be nominated as executives or persons with controlling power of the Company or subsidiary company.
4. Not having nor ever had a business relationship with the Company, holding company, subsidiary company, associated company or juristic person which may have a conflict of interest in a manner that may obstacle the exercise of its own independent judgment, including not being nor ever been the major shareholder, director but not independent director nor being an executive of persons with the business relationship with the Company, holding company, subsidiary company, associated company or juristic person which may have a conflict of interest, except he has not had such characteristics for not less than 2 years.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being borrowed or lent, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the company or counter party, towards the other party, provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal to or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Not being nor ever been an auditor of the Company, holding company, subsidiary company, associated company or juristic person which may have a conflict of interest and not being the major shareholder, director but not independent director, nor being an executive or managing partner of the audit firm which employs such auditor of the Company, holding company, subsidiary company, associated company or juristic person which may have a conflict of interest, except he has not had such characteristics for not less than 2 years.

6. Not being nor ever been a professional service provider, including acting as a legal counselor or a financial advisor receiving a service charge more than 2 million baht per annum from the Company, holding company, subsidiary company, associated company or juristic person which may have a conflict of interest. In an event that the professional service provider is a legal entity, this shall include being the major shareholder, director but not independent director, executive or managing partner of the said professional service provider as well, except he has not had such characteristics for not less than 2 years.

7. Not being a director appointed as an agent of the director, major shareholders or shareholders of the Company who is a related person with the Company's major shareholders.

8. Not having any other characteristic leading to inability to give the independent opinion with respect to the business operation of the Company.

Following being appointed as the Independent Director who has the characteristics in accordance with Clauses 1-8, the independent director may be entrusted by the Board of Directors to make decision in relation to the business operation of the Company, holding company, subsidiary company, associated company, subsidiary company in the same level or juristic person which may have a conflict of interest by adopting the collective decision.