

### **Definition of Independent Director**

An independent director is a qualified individual and possesses an independency according to Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval of Offering of Newly Issued Shares (including the amendments) as the following details:

1. Holding shares not exceeding 1 percent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of being appointed as independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit, which is a major shareholder or controlling person of the company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child of other director, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company.
4. Neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director. The term 'business relationship' shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.
5. Neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.

7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.
9. Not having any other characteristics, which cause the inability to express independent opinions with regard to the company's business operations. After having been appointed as an independent director with qualifications complying with the criteria under items above, the independent director may be assigned by the Board to take part in the business decisions of the company, its parent company, subsidiaries, affiliates, same level subsidiaries or juristic persons which may have any conflict of interest, on condition that these decisions must be collective ones.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.

## Information of the Independent Directors to perform as Proxy



### **Dr. Piyasvasti Amranand**

- Independent Director
- Chairman of the Audit Committee

**Age:** 71 Years

**Address:** 1177, 24<sup>th</sup> Floor, Pearl Bangkok Building, Phahonyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok 10400

**Possible Conflict of Interest to the agenda items proposed for this Meeting:** None

**Specific Conflict of Interest:** None

Further details of his profile are shown in the QR Code below



### **Mr. Anuwat Jongyindee**

- Independent Director
- Member of the Audit Committee
- Chairman of the Nomination and Remuneration Committee
- Member of the Corporate Governance and Sustainable Development Committee

**Age:** 67 Years

**Address:** 1177, 24<sup>th</sup> Floor, Pearl Bangkok Building, Phahonyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok 10400

**Possible Conflict of Interest to the agenda items proposed for this Meeting:** None

**Specific Conflict of Interest:** None

Further details of his profile are shown in the QR Code below



## Information of the Independent Directors to perform as Proxy



### **Professor Kitipong Uraepatanapong**

- Independent Director
- Member of the Risk Oversight Committee

**Age:** 69 Years

**Address:** 1177, 24<sup>th</sup> Floor, Pearl Bangkok Building, Phahonyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok 10400

**Possible Conflict of Interest to the agenda items proposed for this Meeting:** None

**Specific Conflict of Interest:** None

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