

Definition of Independent Directors of the Company

Person who nominated to be appointed as an independent director shall have qualification of Independent Director. Qualifications of Independent Director of the Company related to minimum regulation of Securities and Exchange Commission as follow:

1. Hold no more than 1% of the total voting shares in the Company, the parent company, subsidiaries, and affiliates, including the holding by related parties of that independent director.
2. Shall not use to be or currently be a director, employee, consultant with regular salaries, major shareholder, or controlling person of the Company unless resigning for at least 2 years prior to appointment. This qualifying characteristic does not include cases where the independent director was a government official or consultant for a government agency who was a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or registered under the law, such as a father, mother, spouse, sibling, child, including the spouse of the child of other directors, executives, major shareholders, controlling persons or individuals proposed to be a director, executive or controlling person of the Company or its subsidiary.
4. Shall not use to have or have a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or a controlling person in a manner that may hinder the exercise of his/her independent judgment, including not use to have or have a significant shareholder or having controlling power of those who have a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or a controlling person unless resigning from the aforementioned position for not less than 2 years before appointment.

The business relationship in the first paragraph includes normal commercial transactions for leasing or renting real estate, transactions for assets or services or providing or receiving financial assistance such as borrowing, guaranteeing, providing assets as collateral and other similar behavior, resulting in the Company or contracting party having a debt burden to the other party, from 3% of the Company's net assets or at least 20 million baht, whichever is lower. The aforementioned debt calculation follows the valuation method of connected transactions according to the Securities and Exchange Commission's criteria for connected transactions with flexibility. However, in considering the debt, it must include all debts incurred during the year before the business relationship with the same person.

5. Shall not use to be or currently be an auditor of the Company, parent company, subsidiaries, affiliates major shareholder or controlling person and not be a significant shareholder, controlling person, or partnership of the audit firm where the auditor of the Company, parent company, subsidiaries, affiliates major shareholder or controlling person is under, unless resigning at least 2 years before appointment.
6. Shall be or not be a professional service provider, including providing legal or financial consulting services, which received more than 2 million baht per year from the Company, parent company, subsidiaries, affiliates major shareholder or controlling person and not be a significant shareholder, controlling person or partnership of such professional service provider, unless resigning at least 2 years before appointment.

7. Shall not be appointed as a director to represent the board, major shareholder or the shareholder who is related to the major shareholder.
8. Shall not conduct similar business and in significant competition to the business of the Company, its subsidiaries or not be a significant partnership in a partnership or director responsible for the management of the operations, employees, staff, advisor receiving regular salaries or hold more than 1% of the total voting shares of other companies operating a similar business and is in significant competition with the Company or its subsidiaries.
9. Shall not have other characteristics that make it impossible to express independent opinions on the Company's operations.

The independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, on condition that these decisions must be collective decision.