

Qualification of Independent Directors

The Company has defined the definition of Independent Director as Non-Executive Director who is not involved in regular management and is not a major shareholder in the Company. The Company has determined that the minimum qualifications of Independent directors must be equivalent to the minimum specifications stipulated by the Securities and Exchange Commission or Stock Exchange of Thailand. These qualifications are as follows.

1. Holding not more than 1% of the number of all voting shares in the Company including shares held by related individuals in the company, its parent company, subsidiaries, affiliates or any juristic entities that may be in conflict. In case of being a member of the Audit Committee, shareholding right is limited only to 0.5%
2. Taking no part in the management, and not being an employee, advisor earning regular salary or a person who has controlling power over the company, its parent company, subsidiary, affiliate or juristic entity that may be in conflict for at least 2 years prior to receiving the appointment.
3. Not being related by blood or legal registration such as being parent, spouse, sibling, daughter or son, including the spouse of his or her child who is company executive, major shareholder, person with controlling power over the Company or person nominated as executive or someone with controlling power over the Company or its subsidiary.
4. Having no business relationship with the company, juristic entity or person that is in violation to requirements stated by the Securities and Exchange Commission in the related transaction category, which covers professional services, trade relationships and all kinds of business engagements unless necessary and appropriate and must not occur on regular basis. Approval is needed from the Company's Board of Directors with unanimous decision.
5. Not being a director appointed to represent a company's director, major shareholder or shareholder, who is connected to the Company's major shareholder unless appointed by the Company's Board of Directors to make decisions pertaining to a company, parent company, subsidiary, affiliate or juristic entity that may be in conflict in a committee format.
6. Not being a director appointed by the Company's Board of Directors to make decisions for a company, parent company, subsidiary, affiliate or juristic entity that may be in conflict.
7. Not being a director in a parent company, subsidiary and affiliate.
8. Being able to perform the duties and express opinions or report the results of duties assigned by the Company's Board of Directors freely without being under any influence of company executives or major shareholders or related persons or relative of such individuals.