

Definition and Profile of Independent Directors for Proxy for the shareholders

The qualifications of independent director have been defined by the Company in accordance with the rules stipulated by the Securities and Exchange Commission or the Stock Exchange of Thailand as follows:

1. Holding no more than 1% of the total eligible voting shares of the Company, parent companies, subsidiaries, associated companies, major shareholders or controlling person of the Company, by totally counting the shares held by related person to such independent director.
2. Not being a director participating in management role, an employee, staff, advisor who receives a regular salary or a controlling person of the Company, parent companies, subsidiaries, associated companies, same level subsidiaries, major shareholders, or controlling person of the Company during the past 2 years before his/her appointment as independent directors. Except excluding the case that he/she was a government official or advisor of the government who is a major shareholder or controlling person of the Company.
3. Having no relation by blood or by legal registration as the father, mother, spouse, brother or sister, and child including spouse of child of other directors, executives, major shareholders, control person or person(s) who is nominated to be the director, executives, or control person of the Company or subsidiaries.
4. Having no business relation with the Company, parent companies, subsidiaries, associated companies, major shareholder or controlling person of the Company that would impede his/her independent discretion. Not being or having been a significant shareholder or controlling person of the Company of a business relationship with the Company, parent companies, subsidiaries, associated companies, major shareholder or controlling person of the Company, unless clear from the foregoing relationship for not less than two years.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action, which results in the Company or its counterparty being subject indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person is commenced.

5. Not being or having been an auditor of the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company. Not being or having been partners of an audit firm, where the auditor of the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company, except for the case of being exempted from having such characteristics, unless clear from those characteristics for not less than two years.
6. Not being a professional service provider including legal or financial advisor who receives service fee exceeding Baht 2,000,000 a year from the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company. Not being a substantial shareholder, controlling person of the Company, or a partner of such service provider firm, except in the case of being exempted from having such characteristics, unless clear from those characteristics not less than two years.
7. Not being a director appointed for representation of Company's directors, major shareholders or shareholder who is a related person of the major shareholders of the Company.
8. Not undertaking any businesses, the nature of which is the same as the Company or its subsidiaries and, in any material respect, is competitive with the business of the Company or subsidiaries. Not being a substantial partner in the partnership, or a director who is involved in the Company management, an employee, a staff member, an advisor who receives regular salary or a shareholder holding more than one percent of shares with voting rights of accompany the nature of whose business is the same as the Company. In any material respect, it is competitive with business of the Company or subsidiaries.
9. Not having any characteristics that could not give independent opinion on the operation of the Company.

Independent Directors Proposed by the Company to Act as Proxy for Shareholders

1. Mrs. Kesara Manchusree		
	Position	Chairman of the Board / Independent Director / Chairman of Corporate Governance and Sustainability Committee
	Date	60 years
	Address	622/159 Rama 2 Road, Samae Dam, Bang Khun Thian, Bangkok 10150
	Conflicts of interests in all agendas	None

2. Mr. Dhas Udomdhammabhakdi		
	Position	Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee
	Date	62 years
	Address	9 Soi Wachirathamsatit 30, Sukhumvit 101/1, Bang Na, Bang Na, Bangkok 10260
	Conflicts of interests in all agendas	None

Remarks: Details of profiles of the Independent Directors are shown in 2020 Form 56-1 One Report in the “Profile of the Directors and Management” section.

* Special conflict of interest is in accordance with AGM Checklist Form, which is the disclosure of information of the independent directors of the Company who are being proposed to act as proxy for the shareholders, whether the independent director has special conflict of interest in any agenda proposed in such meeting, in order to provide sufficient information for the shareholders to decide whether to appoint the independent director to vote on his/her behalf for the specified agenda.