

The Independent Director Definition

(As defined in The Securities and Exchange Commission and The Stock Exchange of Thailand Regulation)

The Independent Director has not duties concern in company management, subsidiary, related company include to management and control personnel. The Independent Director not own a business or work related to business which can directly affect independent decision and Qualification of the Independent Directors is as follows:

1. Holding the shares for not more than 1% of the shares with the right to vote of the company, the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company. This includes the counting of shares of related persons to such Independent Directors as well.
2. Never been or having been the directors with the participation in managing the employees or consultants with salary or the persons with authority in controlling the company, the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company excepted for being free from the aforesaid characteristics for not less than 2 years before the date of requesting the permission from the Office of Securities and Exchange Commission. The prohibited characteristics exclude the case that the Independent Directors have been the government officials or the consultants of public sectors who are the major shareholders or the persons with authority in controlling the company.
3. Not being the persons of same blood relationships or by the legal registration in the kind that the parents, spouses, brothers, sisters, and children including the spouses of the children of the executives, major shareholders, persons with authority in controlling or other persons nominated to be the executives or the persons with authority in controlling the company or the affiliates.
4. Never been or having been in the business relationships with the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company in the kind of obstructing the use of discretion freely including never been or having been the shareholders with the significance or the persons with authority in controlling of the persons with the business relationships with the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company excepted for being free from the aforesaid characteristics for not less than 2 years before the date of requesting the permission from the Office of Securities and Exchange Commission.
5. Never been or having been the auditor of the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company and not shareholders with the significance or the persons with authority in controlling or the partners of the audit office with the auditor of the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company excepted for being free from the aforesaid characteristics for not less than 2 years before the date of requesting the permission from the Office of Securities and Exchange Commission.
6. Never been or having been the professional service providers including the service of law consultants or financial consultants receiving the service fee for over 2 million baht per year from the mother company, affiliates, consortium, major shareholders, or the persons with authority in controlling the company and not being shareholders with the significance or the persons with authority in controlling or the partners of the professional service providers excepted for being free from the aforesaid characteristics for not less than 2 years before the date of requesting the permission from the Office of Securities and Exchange Commission.
7. Not being the directors nominated as the representatives of the Board of Directors of the company holding the majority of shares or the shareholders in relationship with the major shareholders
8. Not operating the business with the same condition and the significant competition to the company business or the affiliates or not being the partners with the significance in the partnership or the directors with the participation in managing the employees or consultants with salary or holding the shares for over 1% of the shares in other company with the same kind of operation and the significant competition to the business operation of the company or the affiliates
9. Not having any other features which cannot express the opinions independently in relation with the company's operation