

Definition of Independence

The definition of independence of director of the company is according to the criteria specified is stricter than minimum frame of definition Independence Director the announcement of the Capital Market Supervisory Board as follows.

- 1) To hold the share not more than 0.5 per cent of all the voting share of the parent company, subsidiaries. The shareholding of related party of that independent director
- 2) To not be or used to be director with the duty in the work administration, employee, personnel, advisor who receives regular salary in the company, subsidiary or to be a person with the controlling power of the company, subsidiary unless one has been released from the said condition for at least two years.
- 3) To not be a person with biological relationship or by legal registration in a way of father, mother, spouse, sibling and child and spouse of child of executive, major shareholder, person with controlling power or people who would be proposed to be executive or person with controlling power of the company, subsidiary
- 4) To never have or used to have business relationship with the company, subsidiary or major shareholders or person with controlling power of the company in a way that would obstruct the independence discretion and to not be or used to be significant shareholder or person with controlling power with business relationship with the company, subsidiary, major shareholders or a person with controlling power of the company unless one has been released from the said condition not less than two years.
- 5) To not be or used to be an auditor of the company, subsidiary, major shareholders or person with controlling power of the company and to not be significant shareholder with controlling power or partner of audition office which has an auditor of licensee of the company, subsidiary, major shareholders or person with controlling power of the company unless one has been released from the said condition not less than two years.
- 6) To not be or used to be any professional service provider which include the service of legal or financial consultant which receives service fee more than two million baht per year from the company. Subsidiary of major shareholders or people with controlling power of the company and to not be significant shareholders, person with controlling power or partner of that professional service provider unless one has been released from the said position for not less than two years
- 7) To not be director who has been appointed to be agent of director of the company, major shareholders or shareholder who is related to major shareholder
- 8) To not conduct business with the same type and competitive significantly with the company or subsidiary or to not be significant shareholders in the partnership or to be director who manages the work, employees, personnel, advisor who receive regular pay or to hold the share more than one per cent of the total voting share of other companies which consists of business with the same condition and to be significant competition with business of subsidiary.
- 9) There is no other characteristics that prevent the independence opinion of the company on the work operation of the subsidiary.