

Definition of Independent Director


Independent Director is qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, and the criteria established by the Stock Exchange of Thailand, which have been defined more restrictively than the criteria established by the Stock Exchange of Thailand. An Independent Director must:


1. holding shares not exceeding 1 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, or controlling person; including the shares held by related persons of the independent director.
2. neither be nor having been a director (having management role), employee, officer, advisor (obtaining a regular salary), or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
3. not be a person related by blood or registration under laws of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
4. neither be nor having been business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person in any manner that may interfere with his/her independent judgment; and not be nor have been a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates, major shareholder, or controlling persons; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
5. neither be nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons which may have any conflict of interest; and not having been a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
6. neither be nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons; and not having been a substantial shareholder, controlling person, or partner of the professional advisor; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
7. not be nor have been an appointed director as representative of the Company's director, major shareholder, or any shareholder who are related to the Company's major shareholder.
8. not conduct any business as same nature nor be significant competition to the Company's or its subsidiaries; nor being substantial partner, director (having management role), employee, officer, advisor (obtaining a regular salary), or shareholder with more than 1 percent shareholding of the voting shares in any company conducting same business or be significant competition to the Company's or its subsidiaries.

9. not have any other manners, which may render him/her incapable of expressing independent opinions with regard to the Company's business.

The Company may appoint a person who has a business relation or provides a professional service described in item No. 4 or 6 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. Thus, the Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.

The Information of Independent Director to present as proxy	
Name - Surname	Mr. Vudhiphol Suriyabhivadh 
Age (Year)	75
Address	No. 1/1 Soi Thim Rueangwet, Sukhumvit 62 Road, Bangchak, Phra Khanong, Bangkok 10260 Thailand
Position	Independent Director, Chairman of the Audit Committee and Member of Nomination and Remuneration Committee
Director Training	<input type="checkbox"/> Directors Certification Program (DCP) 36/2003 <input type="checkbox"/> Audit Committee Program (ACP) 7/2005 <input type="checkbox"/> Directors Certification Program Update (DCPU) 3/2015
Education	<input type="checkbox"/> Bachelor of Commerce (Accountancy), University of New South Wales, Australia <input type="checkbox"/> Bachelor of Law, Sukhothai Thammathirat University
Working Experiences within 5 years	2009 - Present Independent Director, LPN Development Independent Director, Laguna Resort & Hotel PCL. Independent Director, Thai Wah PCL.
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years	
Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary	- None -
Being a professional service provider (i.e. auditor, lawyer)	- None -
Having the significant business relations that may affect the ability to perform independently	- None -

The Information of Independent Director to present as proxy	
Name - Surname	Associate Professor Dr. Poranee Pataranawat 
Age (Year)	67
Address	No. 127 Soi Thanomchit, Sutthisarn Vinitchai Road, Dindaeng, Bangkok 10400 Thailand
Position	Independent Director and Member of the Audit Committee
Director Training	Directors Accreditation Program (DAP) 112/2014
Education	<input type="checkbox"/> Ph.D. (Environmental Toxicology, Technology and Management), Asian Institute of Technology (AIT) <input type="checkbox"/> Master of Science (Botany), Chulalongkorn University <input type="checkbox"/> Bachelor of Science (Botany), Chulalongkorn University
Working Experiences within 5 years	2014 - Present Adviser on Environmental & Sustainable Development, The Karen National Union (KNU), Mergui 2014 - Present Professional in The Environmental Impact Assessment (EIA) Committee on Petroleum Development 2013 - Present Special Lecturer, Master of Science in Environmental Technology and Doctor of Philosophy in Environmental Technology (International Programme), Faculty of Public Health, Mahidol University, Ratchawithee Campus and Master of Architecture, Silpakorn University, Wang Tha Phra Campus
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years	
Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary	- None -
Being a professional service provider (i.e. auditor, lawyer)	- None -
Having the significant business relations that may affect the ability to perform independently	- None -

The Information of Independent Director to present as proxy	
Name - Surname	Mr. Thanawat Aroonpun
Age (Year)	41
Address	No. 89/396, Watcharaphon Road, Khlong Thanon, Sai Mai, Bangkok 10220 Thailand
Position	Independent Director and Member of the Audit Committee
Director Training	- None -
Education	Bachelor Degree in Faculty of Economics, Kasetsart University
Working Experiences within 5 years	2017–Present Independence and Member of Audit Committee, Bangkok Ranch PCL. 2014–Present Managing Director, Straits Asset Group Co., Ltd. 2010–Present Managing Director, Straits Asset Advisory Co., Ltd. 2014–2017 Director, Bangkok Ranch PCL. 2012–2013 Advisory to Chairman of the Standing Committee on Monetary Affairs
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years	
Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary	- None -
Being a professional service provider (i.e. auditor, lawyer)	- None -
Having the significant business relations that may affect the ability to perform independently	- None -

