

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, which is in line with and more stringent than the criteria established by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission as follows:

1. holding shares not exceeding 1 percent of the total number of shares with the voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company; including the shares held by related persons of such independent director;
2. neither being nor used to be a director who takes part in management, employee, officer, advisor who receives regular salary, or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless it has been not less than 2 years after the person has held the position;
3. not being a person related by blood with other director, executives, major shareholders, controlling persons, or persons who will be nominated as director, executive or controlling persons of the Company or its subsidiary;
4. neither having, nor used to have any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company in any manner that may interfere with his/her independent judgment; and neither being nor used to be a substantial shareholder or controlling person of the person having business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; unless it has been not less than 2 years after the person has held the position;
5. neither being, nor used to be an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company and, nor being 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 it has been not less than 2 years after the person has held the position;
6. neither being, nor used to be a provider of any professional services including legal advisory or financial advisory services that receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; and nor being a substantial shareholder, controlling person, or partner of the professional service provider; unless it has been not less than 2 years after the person has held the position;
7. not being a director who has been appointed as representative of the Company's director, major shareholder, or any shareholder who are related person of the Company's major shareholder;
8. neither operating any business having the same nature which significantly competes with the business of the Company or its subsidiaries; nor being a substantial partner or a director who take part in management, employee, officer, advisor who receives a regular salary, or hold more than 1 percent of the total number of

- shares with the voting rights of a company that operates the business having the same nature and significantly competes with the business of the Company's or its subsidiaries; and
9. not having any other condition which may obstruct the expression of independent opinions on the Company's operation.

The Company may appoint a person who has or used to have a business relationship or provide a professional service with service fee exceeding as described in item No. 4 or 6 above as independent director if the Board carefully considers and agrees that the appointment will not interfere the performance of duties and the exercise of independent judgment. Thus, the Company must disclose the following information in the notice calling the shareholders' meeting under agenda items regarding the appointment of independent directors:

- a) The nature of the business relationship or professional service that deems such person to have characteristics not in compliance with the specified regulations.
- b) The reason and necessity to retain or appoint such person as an independent director;
- c) The Board's opinion on proposing the appointment of such person as an independent director.

The Information of Independent Director for appointment as proxy	
Name - Surname	Mr. Kunakorn Makchaidee
Age (Years)	66
Address	19/1 Soi King Chamnan Aksorn, Phahon Yothin Road, Phaya Thai, Bangkok.
Current Position	Independent Director, Chairman of the Audit Committee and Member of Risk Committee
Director Training	<input type="checkbox"/> Chartered Director Class 5/2009 <input type="checkbox"/> DCP Refresher Course (Re DCP 1/2008) <input type="checkbox"/> Audit Committee Program (ACP 17/2007) <input type="checkbox"/> DCP Refresher Course (Re DCP 1/2005) <input type="checkbox"/> Director Certificate Program (DCP 7/2001) <input type="checkbox"/> The Role of the Chairman Program (RCP 5/2001)
Education	<input type="checkbox"/> Master of Business Administration (Finance) Delta State University, U.S.A. <input type="checkbox"/> Bachelor of Accounting, University of the Thai Chamber of Commerce.
Working Experiences within 5 years	2016 - Present Chairman of Audit Committee, AIRA Factoring Plc., 2004 - Present Independent Director, AIRA Factoring Plc., 2011 - 2016 Director, AIRA Factoring Plc., 2002 - Present Director, Chao Khun Agro Products Co.,ltd 1991 - December 2019 Director, Business Venture Promotion Co.,ltd 2018 - October 2019 Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee, Hydroquip Co.,ltd 2018 - April 2019 Independent Director, Eastern Energy Plus Co.,ltd 2002 - January 2019 Director, BVP Business Consultants Co.,ltd 2001 - Present Audit Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, 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 for appointment as proxy	
Name - Surname	Associate Professor Dr. Poranee Pataranawat
Age (Years)	69
Address	No. 127 Soi Thanomchit, Sutthisarn Vinitchai Road, Dindaeng, Bangkok 10400 Thailand
Current Position	Independent Director, Member of the Audit Committee, Member of Nomination & Remuneration Committee and Member of Risk 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, Republic of the Union of Myanmar 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 -
Special Interest	Having special interest in the Agenda 6; To Consider and Approve the Appointment of Directors to Replace those who will Retire by Rotation in Year 2020 because he is a candidate nominated for re-election as the Company's director for another term of office.
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, 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 for appointment as proxy	
Name - Surname	Mrs. Pornpun Boonchaisri
Age (Years)	68
Address	63/78 Soi 122/3, Senanivej Village 1, Senanikhom Rd.,Lardprao, Bangkok 10230 Thailand
Current Position	Independent Director, Member of the Audit Committee , Chairman of Nomination & Remuneration Committee and Member of Risk Committee
Director Training	Directors Accreditation Program (DAP 90/2011) The Thai Institute of Directors Association (IOD)
Education	<input type="checkbox"/> Master Degree of Art in Business Law, Chulalongkorn University. <input type="checkbox"/> Bachelor Degree of Accountancy, Chulalongkorn University.
Working Experiences within 5 years	2009 - 2015 Assistant Managing Director of Accounting and Finance, Khonburi Sugar Public Company Limited 2017 - Present Accounting Advisor, Behouse Company Limited 2015 - 2017 Accounting Advisor, MTS Gold Company Limited
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, 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 -	

