

**Profiles of the Company's Independent Directors available to be appointed as proxies**



**1.Name** : Mr.Chinapat Visuttiapat

**Position** : Independent Director, Audit Committee, and Chairman of Corporate Governance Committee

**Age** : 54 years old

**Address** : 219/1 Moo 6 Bang Khen Subdistrict, Mueang Nonthaburi District ,Nonthaburi

**Interest in the Agenda Item considered:** Agenda Item 6



**2. Name** : Mr.Sahas Treetipbut

**Position** : Independent Director, Chairman of Audit Committee, and Risk Management Committee

**Age** : 75 years old

**Address** : 213 Prajadhipok Road, Somdet Chao Phraya, Klongsan , Bangkok 10600

**Interest in the Agenda Item considered:** Agenda Item 5,6



**3. Name** : Air Chief Marshal Bureerat Ratanavanich

**Position** : Independent Director, Chairman of Nominating and Remuneration Committee and Audit Committee

**Age** : 74 years old

**Address** : 388, Sukhumvit Road, Soi 24 (Ekkamai), Khlong Tan Nuea, Watthana, Bangkok 10240

**Interest in the Agenda Item considered:** Agenda Item 5,6

### **Definition of Independent Director**

The independent directors have important roles in building investors' confidence, imposing a balance on major shareholders' power and in aiming towards international standard of good corporate governance. The Company therefore has defined the following requirements for its independent directors, which is equivalent to the minimum regulations of SEC or The Stock Exchange of Thailand. ("SET"). These requirements are as follows:

(A) An independent director must hold no more than 1% of shares with voting rights in the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest including the shareholding of related individuals of that independent director.

(B) An independent director must not be or had not been the Company's executive directors, nor serve as temporary employees, permanent employees, advisors on regular payroll, and authorized persons of the Company, parent company, subsidiaries, associated companies and same level subsidiaries of the parent company except when the previous association has been terminated at least for more than two years prior to the submission to request for permission from SEC.

(C) Independent directors must not be a blood relative or by legal registration in the nature of father, mother, husband, wife, sibling, child, son- or daughter- in law of the management, major shareholders, authorized persons, or individuals who are about to be nominated as the management or authorized persons who have control over the Company or its subsidiaries.

(D) Independent directors must not or have not had business relationship with the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest in a way that will prevent independent judgment. Furthermore, independent directors must not be or had been major shareholders, directors that were not independent directors, or the management of any party who has a business relationship with the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest except when the previous association has been terminated at least for more than two years prior to the submission to request for permission from SEC.

The business relationship mentioned earlier includes transactions of normal trading business of rental or real estate for rent, transactions relating to asset or service or giving or receiving financial assistance from loans, guarantees, using assets as loan collateral including other similar practices that can result in permit seeker or contractual partner having to take liability that must be repaid to the other party of more than 3% of net tangible asset of the permit seeker or more than Baht 20 million, whichever amount is lower. For the calculation of that loan, it is granted to use the method of calculating value of related transactions according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction. But for summing up the liability, it must take in all liabilities that occurred during one year prior to the starting date of the business relationship with the same individual.

### **Enclosure 3.**

(E) Independent directors must not be or had not been auditors of the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest. Independent directors must not be or had not been major shareholders, directors that are not independent directors, the management, or managing partners of auditors' company in which auditors of the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest, belong to, except when the previous association has been terminated for at least for more than two years prior to submission to request for permission from SEC.

(F) Independent directors must not be or have been servicing professionals including legal advisors and financial advisors, receiving more than Baht 2 million per annum in remuneration for the service from the Company, parent company, subsidiaries, associated companies or parties with possible conflicts of interest. If the servicing professional is a legal entity, it must include major shareholders, directors that are not independent directors, the management, or managing partners of those servicing professionals, except when the previous association was terminated for at least for more than two years prior to submission to request for permission from SEC.

(G) Independent directors must not be directors who are representative of directors of the Company, major shareholders, or shareholders that are related to major shareholders of the Company.

(H) Independent directors must not have other characteristics prohibiting independent judgment on the Company's operation.

After being appointed independent directors that have any characteristics mentioned in the (A) through (H) clauses, independent directors will be assigned by the Board of Directors to make collective decisions together on business operation of the Company, parent company, subsidiaries, associated companies or same level subsidiary of the parent company or parties with possible conflicts of interest.