

**Definition of Independent Director**

Independent Director means a qualified individual and possesses an independency according to the Company's Audit Committee Charter and Corporate Governance Policy established by the Board of Directors, which have been defined equally to the criteria established by the Stock Exchange of Thailand and the Securities and Exchange Commission. An Independent Director shall:

1. Holding no exceeding 1 percent of the total number of voting shares of the Company, its parent companies, subsidiaries, associate companies, major shareholders or persons with controlling power of the Company. For this purpose, shareholding of related persons of such independent directors shall be accumulated with the shareholding of the independent directors.

2. Not being or not having been directors involved in the management, employees, hired workers, advisers earning fixed salary or persons with controlling power of the Company, its parent companies, subsidiaries, associate companies and same-level subsidiaries, major shareholders or persons with controlling power of the Company except where such status has terminated at least two years before the date on which he or she has assumed the position of a member of the Audit Committee. This prohibited status shall, however, exclude the case where the independent director used to be a government official or adviser of a governmental agency, which is a major shareholder or the controlling person of the Company.

3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child of other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.

4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent judgement. This prohibition shall also include cases where the independent is or has been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person except where such relationships have terminated at least two years.

The business relationship described above shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services or granting or receipt of financial assistance by way of acceptance or provision of loan, guarantee, use of assets as collateral, and such other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from THB 20million baht or more, whichever amount is lower. Such indebtedness shall be calculated in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person.

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, person with controlling power, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or person of controlling power, except where such relationship has terminated not less than two years.

6. Not being or having been a provider of professional services, including legal advisory services or financial advisory services earning a service fee of more than THB two million per year from the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power, and not being a significant shareholder, person with controlling power, or partner of such provider of professional services, except where such relationship has terminated not less than two years.

7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.

8. Not undertaking any business of the same nature and in significant competition with that of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, hired worker, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with that of the Company or its subsidiary.

9. Not being a director assigned by the Board of Directors to make decisions regarding business operations of the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power.

10. Not being a director of parent company, subsidiary or same-level subsidiary, which are listed companies.

11. Having other complete and appropriate qualifications required by the law or in accordance with the requirements of government agencies.

12. Not having any other characteristics that could cause the independent directors to express their independent opinion about business operations of the Company.

**The information of Independent Director to Present as Proxy**

**1. Mrs. Unakorn Phruithithada (Age 63 Years Old)**



**Address** No. 72 Soi Sathorn 11 Yak 13, Yannawa, Sathorn, Bangkok 10120

**Current Position** Independent Director and Member of Audit Committee

**Highest Education** Master (1<sup>st</sup> Score Level) in Accounting, Thammasat University  
Master of the Computer Application and Information System with Distinction, New York University, USA

**Directorship Training**

- Certificates from the Thai Institute of Directors Association (IOD)
- Advanced Audit Committee Program (AACCP) 37/2020
- Director Certification Program (DCP) 48/2004
- Director Examination (Exam) 14/2004

<b>Working Experiences within 5 years</b>	2020 – Present	Chairperson of the Subcommittee to study and follow the development of IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
	2019 – Present	Independent Director and Member of Audit Committee, Sri Trang Gloves (Thailand) PLC.
	2017 – 2020	Member of Accounting Standard Setting Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
	1994 – 2018	Auditor (Partner), PricewaterhouseCoopers Ltd.

**Illegal Record in past 10 years** - None -

**Relationship with Management** - None -


**Conflict of Interest that are different from other directors in every agenda proposed in the meeting.** - 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 - No -

Being a professional service provider (i.e. auditor, lawyer) - No -

Having the significant business relations that may affect the ability to perform independently - None -

<b>2. Gen. Bundit Boonyapan (Age 62 Years)</b>			
<b>Address</b> No. 26 Attamit Road, Paknam Sub-district, Muang District, Samutprakarn Province 10270			
<b>Current Position</b>	Independent Director and Member of Audit Committee		
<b>Highest Education</b>	Master of Public Administration, Burapa University		
<b>Directorship Training</b>	- None -		
<b>Working Experiences within 5 years</b>	2020 – Present		Independent Director / Member of Audit Committee, Sri Trang Gloves (Thailand) PLC.
	2019 – Present	Advisor of Tourism Commission, Senate	
	2018 – 2019	Deputy Chief of Defence Forces, Royal Thai Armed Forces	
	2017 – 2018	Director, Royal Development Projects and Security Coordination Centre	
	2014 – 2017	Director of Joint Civil Affairs, Royal Thai Armed Forces	
	2013 – 2014	Adjutant General, Royal Thai Armed Forces	
<b>Illegal Record in past 10 years</b>		- None -	
<b>Relationship with Management</b>		- None -	
<b>Conflict of Interest that are different from other directors in every agenda proposed in the meeting.</b>		- None -	
<b>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</b>			
Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary		- No -	
Being a professional service provider (i.e. auditor, lawyer)		- No -	
Having the significant business relations that may affect the ability to perform independently		- None -	

<b>3. Clinical Prof. Dr. Sarana Boonbaichaiyapruck (Age 61 Years Old)</b>		
<b>Address</b> No. 189/20 Pradit Manutham Road, Ladprao, Bangkok 10230		
<b>Current Position</b>	Independent Director	
<b>Highest Education</b>	<p>Medical specialist - Cardiac Catheterization for diagnostic and treatment, Good Samaritan Hospital, Los Angeles, California, USA</p> <p>Professional Doctorate, Medical Specialist in Internal Medicine, Kaiser Permanente Medical Center, Los Angeles, California, USA</p>	
<b>Directorship Training</b>	<p>- Certification from Thai Institute of Directors (IOD)</p> <p>- Director Accreditation Program (DAP) class 145/2018</p>	
<b>Working Experiences within 5 years</b>	2020 – Present	Director, The Government Pharmaceutical Organization
	2019 – Present	Independent Director, Sri Trang Gloves (Thailand) PLC.
	2018 – Present	Independent Director / Chairman of the Nomination and Remuneration Committee, Praram 9 Hospital PLC.
	2015 – Present	Director, Pruk Suk Sabai Co., Ltd.
	2012 – Present	Director, Sarana Cardiology and Associates Co., Ltd.
	1992 – Present	Doctor of Cardiology, Faculty of Medicine, Ramathibodi Hospital
	2019 – 2020	Vice Chairman / Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Corporate Governance Committee, Samart Aviation Solutions PLC.
	2014 – 2019	Chairman of the Sub-commission, Public Health Commission, The National Legislative Assembly
	2014 – 2019	Member, The National Legislative Assembly
	2014 – 2019	Director, Energy Commission, The National Legislative Assembly
<b>Illegal Record in past 10 years</b>		- None -
<b>Relationship with Management</b>		- None -
<b>Conflict of Interest that are different from other directors in every agenda proposed in the meeting.</b>		- None -
<b>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</b>		
Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary		- No -
Being a professional service provider (i.e. auditor, lawyer)		- No -
Having the significant business relations that may affect the ability to perform independently		- None -