

Supporting Document for Agenda No. 4
Information for election of directors to replace the directors who retire by rotation

Information about the five directors proposed for re-election is as follows:

Agenda 4.1 To consider and approve the re-election of Mr. Charoen Sirivadhanabhakdi as the Director

Name and Surname : Mr. Charoen Sirivadhanabhakdi

Type of Directorship Proposed : Chairman of the Board of Directors

Age : 76 years

Holding directorship for :

18 years 7 Months (Date of First Director's Appointment 19 December 2001)

Educational qualifications :

- Honorary Doctoral Degree in Marketing, Rajamangala University of Technology Isan
- Honorary Doctoral Degree in Buddhism (Social work), Mahachulalongkornrajavidyalaya
- Honorary Doctoral Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Honorary Doctoral Degree in Hospitality Industry and Tourism, Christian University of Thailand
- Honorary Doctoral Degree in Sciences and Food Technology, Rajamangala University of Technology Lanna
- Honorary Doctoral Degree in International Business Administration, University of the Thai Chamber of Commerce
- Honorary Doctoral Degree in Management, Rajamangala University of Technology Suvarnabhumi
- Honorary Doctor of Philosophy in Business Administration, Mae Fah Luang University
- Honorary Doctoral Degree in Business Administration, Eastern Asia University
- Honorary Doctoral Degree in Management, Huachiew Chalermprakiet University
- Honorary Doctoral Degree in Industrial Technology, Chandrakasem Rajabhat University
- Honorary Doctoral Degree in Agricultural Business Administration, Maejo Institute of Agricultural Technology
- Honorary Doctoral Degree in Social Science (Social Work), Mahamakut Buddhist University



Training course for director from Thai Institute of Directors Association (IOD) :

Director Accreditation Program (DAP) - BJC / 2004

Work experiences :

Sep 2018 - Present Chairman, Asset World Corp Public Company Limited

July 2018 - Present Chairman, Thai Group Holdings Public Company Limited

March 2018 – Present Chairman, Sura Bangyikhan Group of Companies

Feb 2017 – Present Chairman, TCC Asset World Corporation Limited

Oct 2013 – Present Chairman of the Board of Directors, Frasers Centrepoint Limited



| | |
|-------------------------|---|
| Feb 2013 – Present | Chairman of the Board of Directors, Fraser and Neave, Limited |
| November 2008 – Present | Chairman, TCC Corporation Limited |
| November 2006 – Present | Chairman, Siriwana Co., Ltd. |
| December 2005 – Present | Chairman, TCC Land Co., Ltd. |
| 2003 – Present | Chairman of the Board of Directors and Chairman of the Executive Board, Thai Beverage Public Company Limited |
| 2001 – Present | Chairman, Beer Thai (1991) Public Company Limited |
| 2001 – Present | Chairman of the Board of Directors and Chairman of the Executive Board, Berli Jucker Public Company Limited |
| 1988 – Present | Chairman, Southeast Group Co., Ltd. |
| Present | Chairman, TCC Corporation Limited |
| 2004 – Jun 2018 | Chairman, Red Bull Distillery Group of Companies |
| Mar 2016 – Jan 2018 | Chairman of the Board, Big C Supercenter Public Company Limited |

Acting as directors / Executives in other Companies

- **Listed company** : Total of 3 Companies

Chairman of the Board

Asset World Corp Public Company Limited

Chairman of the Board

Thai Group Holdings Public Company Limited

Chairman of the Board of Directors and Chairman of
the Executive Board

Thai Beverage Public Company Limited
- **Non - listed company** : Total of 10 Companies

Chairman of the Board

Sura Bangyikhan Group of Companies

Chairman of the Board

TCC Asset World Corporation Limited

Chairman of the Board

Frasers Centrepoint Limited

Chairman of the Board

Fraser and Neave, Limited

Chairman of the Board

TCC Corporation Limited



Chairman of the Board
Siriwana Co., Ltd.

Chairman of the Board
TCC Land Co., Ltd.

Chairman of the Board
Beer Thai (1991) Public Company Limited

Chairman of the Board
Southeast Group Co., Ltd.

Chairman of the Board
TCC Corporation Limited

Other businesses may cause the conflict of interest : None

% Shareholding in the Company (Direct and indirect) : None

Other conflict of interest directly and indirectly : None

Family relationship with executive or major shareholders of the Company :

- Spouse of Khunying Wanna Sirivadhanabhakdi
- Father of Mrs. Thapanee Techajareonvikul

Area of expertise : Business Management

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Charoen Sirivadhanabhakdi's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2019 (Number of attended meeting(s) / Total number of meeting(s)) :

- Board of Directors 5/5 Times
- Executive Board 7/7 Times
- Annual General Meeting 1/1 Times



Agenda 4.2 To consider and approve the re-election of Khunying Wanna Sirivadhanabhakdi as the Director

Name and Surname : **Khunying Wanna Sirivadhanabhakdi**
Type of Directorship Proposed : Vice Chairman of the Board of Directors
Age : 77 years
Holding directorship for :
 18 years 7 Months (Date of First Director's Appointment 19 December 2001)
Educational qualifications :



- Honorary Doctoral Degree in Buddhism (Social Work) from Mahachulalongkornrajavidyalaya
Diploma in Computer Management, Chulalongkorn University
- Honorary Doctoral Degree (Management), Mahidol University
- Honorary Doctorate of Philosophy (Business Administration), University of Phayao
- Honorary Doctoral Degree from the Faculty of Business Administration and Information
Technology, Rajamangala University of Technology Tawan-ok
- Honorary Doctor of Philosophy in Social Sciences, Mae Fah Luang University
- Honorary Doctoral Degree in Business Administration, Chiang Mai University
- Honorary Doctoral Degree in Agricultural Business Administration, Maejo Institute of
Agricultural Technology
- Honorary Doctoral Degree in Bio-technology, Ramkhamhaeng University

Training course for director from Thai Institute of Directors Association (IOD) :

Director Accreditation Program (DAP) Class BJC/2004

Work experiences :

| | |
|--------------------------|--|
| September 2018 - Present | Vice Chairman, Asset World Corp Public Company Limited |
| July 2018 - Present | Vice Chairman, Thai Group Holdings Public Company Limited |
| February 2017 – Present | Vice Chairman, TCC Asset World Corporation Limited |
| Jan 2014 – Present | Vice Chairman of the Board of Directors, Frasers Centrepoint Limited |
| Feb 2013 – Present | Vice Chairman of the Board of Directors, Fraser and Neave, Limited |
| November 2008 – Present | Vice Chairman, TCC Corporation Limited |
| November 2006 – Present | Vice Chairman, Siriwana Co., Ltd. |
| December 2005 – Present | Vice Chairman, TCC Land Co., Ltd. |
| 2004 – Present | Chairman, Beer Thip Brewery (1991) Co., Ltd. |
| 2004 – Present | Chairman, Sangsom Group of Companies |
| 2003 – Present | Vice Chairman / 1st Executive Vice Chairman, Thai Beverage Public Company Limited |
| 2001 – Present | Vice Chairman, Berli Jucker Public Company Limited |
| April 1988 – Present | Vice Chairman, Southeast Group Co., Ltd. |



Present

Vice Chairman, TCC Group of Companies

Mar 2016 – Jan 2018

Vice Chairman, Big C Supercenter Public Company Limited

Acting as directors / Executives in other Companies

- **Listed company** : Total of 3 Companies
 - Vice Chairman
Asset World Corp Public Company Limited
 - Vice Chairman
Thai Group Holdings Public Company Limited
 - Vice Chairman and 1st Executive Vice Chairman
Thai Beverage Public Company Limited

- **Non - listed company** : Total of 10 Companies
 - Vice Chairman
TCC Asset World Corporation Limited
 - Vice Chairman
Fraser's Centrepoint Limited
 - Vice Chairman
Fraser and Neave, Limited
 - Vice Chairman
TCC Corporation Limited
 - Vice Chairman
Siriwana Co., Ltd.
 - Vice Chairman
TCC Land Co., Ltd.
 - Chairman
Beer Thip Brewery (1991) Co., Ltd.
 - Chairman
Sangsom Group of Companies
 - Vice Chairman
Southeast Group Co., Ltd.
 - Vice Chairman
TCC Group of Companies

Other businesses may cause the conflict of interest : None**% Shareholding in the Company (Direct and indirect) : None****Other conflict of interest directly and indirectly : None**



Family relationship with executive or major shareholders of the Company :

- Spouse of Mr. Charoen Sirivadhanabhakdi
- Mother of Mrs. Thapanee Techajareonvikul

Area of expertise : Business Management

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Khunying Wanna Sirivadhanabhakdi's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. She would be helpful to develop the Company's business operation. So it is deemed appropriate to re-elect her as a director.

Meeting attendance in 2019 (Number of attended meeting(s) / Total number of meeting(s)) :

- Board of Directors 5/5 Times
- Annual General Meeting 0/1 Times



Agenda 4.3 To consider and approve the re-election of Mr. Thirasakdi Nathikanchanalab as the Director

Name - Surname : Mr. Thirasakdi Nathikanchanalab

Proposed Director Type : Director

Age : 73 years

Holding directorship for :
17 years 11 months (Date of First Director's Appointment 1 August 2002)



Educational Qualifications :

- Advance Management Program, Harvard Business School, U.S.A.
- Master of Business Administration, (Ful Bright Scholarship) Columbia University, New York, U.S.A.
- Bachelor of Economics (Honors), Thammasat University
- Capital Market Academy Leadership Program 5 (CMA Class 5), Capital Market Academy
- Top Executive Program in Commerce and Trade (TEPCoT 3), Commerce Academy

Training course for director from Thai Institute of Directors Association (IOD) :

- Director Certification Program (DCP) Class 41/2004
- Director Accreditation Program (DAP) Class 2/2003

Working Experiences:

| | |
|---------------------|---|
| Nov 2007 - Present | Risk Management Committee Member Berli Jucker Public Company Limited |
| Aug 2002 - Present | Director, Vice Chairman of the Executive Board Berli Jucker Public Company Limited |
| Aug 2002 – Dec 2007 | President, Berli Jucker Public Company Limited |
| 1991 – 2001 | Managing Director, SCG Trading Co., Ltd |
| 1986 – 1991 | Finance Manager, The Siam Cement Public Company Limited |
| 1980 – 1986 | Trading and Finance Manager, SCG Trading Co., Ltd |
| 1976 – 1980 | Standard Chartered Bank – Bangkok Branch |

Acting as directors / Executive in other Companies:

- **Listed Companies** : None
- **Non-listed Company** : None
- **Other businesses may cause the conflict of interest** : None
- % Shareholding in the Company(Direct and indirect)** : None
- Other conflict of interest directly and indirectly** : None

Family relationship with executive or major shareholders of the company : None



Area of expertise : Business Management

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Thirasakdi Nathikanchanalab's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2019 (Number of attended meeting(s) / Total number of meeting(s)) :

| | | |
|-----------------------------|-----|-------|
| - Board of Directors | 5/5 | Times |
| - Risk Management Committee | 4/4 | Times |
| - Executive Board | 7/7 | Times |
| - Annual General Meeting | 1/1 | Times |



Agenda 4.4 To consider and approve the re-election of Prof. E. Pirom Kamolratanakul, M.D., M.SC. as the Director

Name and Surname : **Prof. E. Pirom Kamolratanakul, M.D., M.SC.**

Type of Directorship Proposed : Independent Director

Age : 72 years

Holding directorship for :
4 Years 2 Months (Date of First Director's Appointment 11 May 2016)

Educational Qualifications :

- Thai Board in Family Medicine, Medical Council of Thailand
- National Defence Program, National Defence College
- Master of Science (Clinical Epidemiology), The University of Pennsylvania, U.S.A.
- Certificate in the Management Training Program, The University of Toronto, Canada
- Certificate in Clinical Economics, The Wharton School, U.S.A.
- The Thai Board in Preventive Medicine, The Medical Council, Thailand
- Master of Science (Clinical Epidemiology), McMaster University, Hamilton, Ontario, Canada
- The Thai Board in General Practice, The Medical Council, Thailand
- Bachelor of Medicine, Chulalongkorn University
- Bachelor of Science, Chulalongkorn University



Training course for director from Thai Institute of Directors Association (IOD) :

- Director Accreditation Program (DAP) Class 144/2018

Work experience :

| | |
|--------------------------|--|
| 22 Oct 2562 – Present | National Communicable Disease Committee |
| 8 Oct 2019 – Present | Advisor to the Board Member of National Vaccine Institute |
| 20 June 2019 - Present | Board Member of Medical Service Cluster, Thai Red Cross Society |
| 21 Sep 2018 – Present | President of Organ Donation Centre, Thai Red Cross Society |
| Dec 2018 – Present | Chairman of the Sustainability Development Committee, Berli Jucker Public Company Limited |
| Jun 2016 – Present | Audit Committee Member, Berli Jucker Public Company Limited |
| May 2016 – Present | Independent Director and Board Member of Nomination and Remuneration Committee, Berli Jucker Public Company Limited |
| 8 Mar 2016 – Present | Chairman of the subcommittee on Driven and Reform of Public Health Systems in Health and Health Insurance System |
| 1 Sep 2014 – Present | Board Member, Thai Red Cross Society Board |
| 8 Aug 2014 – 21 May 2019 | Member of the National Legislative Assembly |



Acting as directors / Executives in other Companies

- **Listed company** : None
- **Non - listed company** : None
- **Other businesses may cause the conflict of interest** : None

% Shareholding in the Company (Direct and Indirect) : None

Other conflict of interest directly and indirectly : None

Family relationship with executive or major shareholders of the Company : None

Area of expertise : Business Administration

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Prof. E. Pirom Kamolratanakul, M.D., M.SC.'s qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2019 (Number of attended meeting(s) / Total number of meeting(s)) :

| | | |
|---|-----|-------|
| - Board of Directors | 5/5 | Times |
| - Audit Committee | 5/5 | Times |
| - Nomination and Remuneration Committee | 1/1 | Times |
| - Sustainability Development Committee | 4/4 | Times |
| - Annual General Meeting | 1/1 | Times |



Agenda 4.5 To consider and approve the re-election of Police General Krisna Polananta as the Director

Name and Surname : **Police General Krisna Polananta**

Type of Directorship Proposed : Independent Director

Age : 69 years

Holding directorship for :
8 Years 5 Months (Date of First Director's Appointment 23 February 2012)



Educational qualifications :

- Master of Public Administration National Institute of Development Administration (NIDA)
- Bachelor of Public Administration Royal Police Cadet Academy (RPCA)

Training course for director from Thai Institute of Directors Association (IOD) :

- Director Accreditation Program (DAP) Class 86/2010

Work experiences :

| | |
|---------------------|---|
| Nov 2015 - Present | Nomination, Remuneration and Corporate Governance Committee Member, Berli Jucker Public Company Limited |
| Jan 2014 – Jun 2014 | Chairman of Audit Committee, MCOT Public Company Limited |
| Oct 2013 - Jun 2014 | Chairman of Audit Committee, Airport of Thailand Public Company Limited |
| Aug 2013 - Present | Independent Director, Siam Food Products Public Company Limited |
| Apr 2013 - Jun 2014 | Independent Director, MCOT Public Company Limited |
| Feb 2013 - Jun 2014 | Independent Director, Airport of Thailand Public Company Limited |
| Feb 2012 - Present | Independent Director and Audit Committee Member, Berli Jucker Public Company Limited |
| 2008 - 2010 | Secretary General, Narcotics Control Board (NCB), Office of The Narcotics Control Board (NCB) |

Acting as directors / Executives in other Companies

- **Listed company** : Total of 1 Company
Independent Director
Siam Food Products Public Company Limited

- **Non - listed company** : None

- **Other businesses may cause the conflict of interest** : None

% Shareholding in the Company (Direct and indirect) : None

Other conflict of interest directly and indirectly : None

Family relationship with executive or major shareholders of the Company : None



Area of expertise : Business Management

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Police General Krisna Polananta's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation, so it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2019 (Number of attended meeting(s) / Total number of meeting(s)) :

| | | |
|---|-----|-------|
| - Board of Directors | 5/5 | Times |
| - Audit Committee | 5/5 | Times |
| - Nomination and Remuneration Committee | 3/3 | Times |
| - Annual General Meeting | 1/1 | Times |



Agenda 4.6 To consider and approve the re-election of Miss Potjane Thanavaranit as the Director

Name and Surname : **Miss Potjane Thanavaranit**

Type of Directorship Proposed : Independent Director

Age : 73 years

Holding directorship for :

2 years 8 Months (Date of First Director's Appointment 14 November 2017)

Educational qualifications :

- Master of Business Administration, Syracuse University, U.S.A.
- Bachelor of Accountancy, Chulalongkorn University
- Certificate of Advanced Course in General Insurance, Swiss Insurance Training Center, Switzerland
- Certificate of Advanced Management Program Australian Management College, Australia
- Certificate of Executive Development Program, Class 18, Office of the Civil Service Commission
- National Defence College, Class 42
- Certificate of Top Executive Program, Class 8, Capital Market Academy
- Certificate of Top Executive Program in Commerce and Trade, Class 3, Commerce Academy
- Advance Security Management Program, Class 2, The National Defence College of Thailand



Training course for director from Thai Institute of Directors Association (IOD) :

- IOD National Director Conference 2018 "Rising Above Disruptions : A Call for Action" 2018
- Seminar on "Cyber Resilience Leadership" 2017
- Strategic IT Governance (for non-IT) 2017
- IT Governance Program (ITG) Class 2/2016
- Director Certification Program Update (DCPU) Class 1/2014
- Anti-Corruption for Executive Program (ACEP) Class 7/2013
- Advanced Audit Committee Program (AACP) Class 10/2013
- Financial Institutions Governance Program (FGP) Class 2/2011
- Audit Committee Program (ACP) Class 32/2010
- The Role of Compensation Committee Program Class (RCC) 4/2007
- The Role of Chairman Program (RCP) Class 13/2006
- Directors Certificate Program (DCP) Class 17/2002

Work experiences :

14 Nov 2017 - Present Independent Director and Chairman of the Risk Management Committee, Berli Jucker Public Company Limited

10 Aug 2017 - Present Chairman of the Audit Committee, Thai Institute of Directors

26 Jun 2017 – Present Vice Chairman of the Board of Directors, Thai Institute of Director



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|------------------------|--|
| 29 May 2017 - Present | Director, Thai Institute of Directors |
| 24 Mar 2017 - Present | Qualified member of the Board, Thai Investor Association |
| May 2016 – 14 Nov 2017 | Chairman of the Audit Committee, Big C Supercenter Public Company Limited |
| Apr 2016 – 14 Nov 2017 | Independent Director, Big C Supercenter Public Company Limited |
| 2014 – Present | Chairman of the Remuneration Committee and Chairman of the Good Corporate Governance Committee, Oishi Group Public Company Limited |
| 2014 – Present | Audit Committee Member, Thai Reinsurance Public Company Limited |
| 2014 – 2015 | Member of the National Reform Council |
| 2012 – Present | Chairman of the Audit Committee, Bank of Ayudhya Public Company Limited |
| 2012 – 2014 | Director of the Nomination and Remuneration Committee, Thai Reinsurance Public Company Limited |
| 2012 – Present | Independent Director and Audit Committee Member, Bank of Ayudhya Public Company Limited |
| Jun 2009 – Mar 2016 | Independent Director, Berli Jucker Public Company Limited |
| 2009 – Present | Independent Director and Audit Committee Member, Oishi Group Public Company Limited |
| 2008 – 2013 | Chairman of the Public Sector Audit and Evaluation Committee, Ministry of Commerce |
| 2007 – Present | Independent Director and Director of the Audit Committee, Bangkok Insurance Public Company Limited |
| 2007 – Present | Independent Director, Thai Reinsurance Public Company Limited |
| 2007 – Present | Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, Univentures Public Company Limited |
| 2007 – Present | Qualified Member of the Committee, The Federation of the Insurance Organization |
| 2007 – 2012 | Director and Treasurer, Bhumirajanakarindra Kidney Institute Foundation |
| 2006 – Present | Member of Council of State, Office of the Council of State |



Acting as directors / Executives in other Companies

- **Listed company** : Total of 5 Companies
 - Independent Director
Bank of Ayudhya Public Company Limited
 - Independent Director
Oishi Group Public Company Limited
 - Independent Director
Bangkok Insurance Public Company Limited
 - Independent Director
Thai Reinsurance Public Company Limited
 - Chairman of the Board (Independent Director)
Univentures Public Company Limited

- **Non - listed company** : None

- **Other businesses may cause the conflict of interest** : None

% Shareholding in the Company (Direct and indirect) : None

Other conflict of interest directly and indirectly : None

Family relationship with executive or major shareholders of the Company : None

Area of expertise : Business Administration

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Miss Potjanee Thanavarani's qualification fully conform to the Public Limited Companies Act B.E. 2535 and is knowledgeable about the business of the Company. She would be helpful to develop the Company's business operation, so it is deemed appropriate to re-elect her as a director.

Meeting attendance in 2019 (Number of attended meeting(s) / Total number of meeting(s)) :

- Board of Directors 4/5 Times
- Risk Management Committee 4/4 Times
- Annual General Meeting 1/1 Times



Qualifications of the Independent Directors

The Company indicated the standard qualifications of the Independent Directors to be complied with the requirements of the notification of the capital Market Supervisory Board No. TorChor 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) in which stated that “**the Independent Directors**” shall possess the following qualifications:

1. Holding shares not exceeding 1 % of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associated companies, major shareholders, or controlling persons, including shares held by related persons of such independent director.
2. Neither being, nor used to be, an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or controlling persons, unless the foregoing status has ended for not less than two years prior to his or her appointment as the Company’s independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit, which is a major shareholder, or a controlling person of the Company.
3. Not being a person related by blood or legal registration as a father, mother, spouse, sibling and child including spouse of the child of the Company’s directors’ executives or controlling persons of the Company and its subsidiaries.
4. Neither having, nor used to have, business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling person regarding to obstruct their independent judgment, and neither being, nor used to be, a significant shareholder, or controlling person of anyone having a business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling person of the company, unless the foregoing relationship ended for not less than two years.

The term “business relationship includes normal business transactions related to rental or lease of immovable property, transactions assets or services or granting or receiving of financial assistance by receiving or extending loans, guarantee, providing assets as collateral and other similar actions, which result in the Company or its counter party being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness occurring during the course of one year prior to the date on which the business relationship with the person commences.

5. Neither being, nor used to be, an auditor of the Company, parent company, subsidiary companies, associated company, major shareholders, or controlling persons of the company, and not being significant shareholder, controlling person or any of the person or the partner of an audit firm which employs auditors of the Company unless the foregoing relationship has ended for not less than two years.



6. Neither being, nor used to be, a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiary companies, associated company, major shareholder, controlling persons of the company, or not being a significant shareholder or partners of the provider of the professional services, unless the foregoing relationship ended for not less than two years.
7. Not being a director appointed as representatives of directors of the Company, the major shareholders or any shareholders related to the major shareholders of the Company.
8. Not undertaking any business in the same nature and in competition to the business of subsidiaries or significant subsidiaries, or not being significant partner or executive directors, employee, staff, advisor who receives salary or hold shares exceeding one percent of the total number of shares with voting rights of other companies which undertakes the similar business and competition to the Company and subsidiaries.
9. Not having any other manners obstructing incapability to express independent opinions.

After being appointed as an independent director with the qualifications under the Clause 1 to Clause 9, the independent director may be assigned by the Board of Directors to take part in the business decision making process of the company, parent company, subsidiary company, associated companies, same-level subsidiary companies, major shareholders, or controlling persons provided that such decision shall be in the form of a collective decision.

In case of the person being appointed as independent director has or used to have a business relationship or provide professional services exceeding the value specified under Clause 4 or Clause 6, the Company shall be granted an exemption from such prohibition if it obtains the opinion from the Board of Directors indicating that, by taking into account in accordance with the provision in Section 89/7 of Securities and Exchange Act B.E. 2535 (1992) (as amended), the appointment of such person does not affect performance of duty and expression of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:

- (a) The nature of business relationship or professional service that deems such person to have qualifications not in compliance with the prescribed regulations.
- (b) The reason and necessity for remaining or appointing such person as independent director.
- (c) The opinion of the Company's Board of Directors concerning the proposal to appoint such person as independent director.

For the purpose of Clause 5 and Clause 6, the term "partner" shall mean a person assigned by an audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.