



**Supporting Document for Agenda No. 5**  
**Information for election of directors to replace the directors who retire by rotation**

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

**Agenda 5.1 To consider and approve the re-election of Mr. Tevin Vongvanich as the Director**

**Name and Surname:** Mr. Tevin Vongvanich  
**Type of Directorship Proposed:** Vice Chairman of the Board of Directors  
**Age:** 63 years



**Holding directorship for:**

1 year 5 Months (Date of First Director's Appointment 14 November 2019)

**Educational qualifications:**

- Honorary Doctorate Degree, Faculty of Engineering, Chulalongkorn University
- Honorary Doctorate of Philosophy, Civil Engineering Department, Faculty of Industry and Technology, Rajamangala University of Technology Isan
- Program for Global Leader (PGL3), Harvard Business School, USA
- Senior Executive Program (S.E.P.), SASIN/Kellogg/Wharton, Thailand
- M.S. (Petroleum Eng.), University of Houston, USA
- M.S. (Chemical Eng.), Rice University, USA
- B. Eng. (Chemical Eng.) - 1st Honors, Chulalongkorn University, Thailand

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

- Ethical Leadership Program (ELP) Class 15/2017
- Anti-corruption for Executive Program (ACEP) Class 15/2015
- Role of the Compensation Committee (RCC) Class 13/2011
- Financial Statements of Directors (FSD) Class 6/2009
- Directors Certificate Program (DCP) Class 21/2002

**Work experiences:**

Nov 2019 - Present	Vice Chairman of the Board of Directors Berli Jucker Public Company Limited
Nov 2019 - Present	Vice Chairman of Executive Committee Berli Jucker Public Company Limited
Nov 2019 - Present	Chairman of the Nomination and Remuneration Berli Jucker Public Company Limited
Nov 2019 - Present	Chairman of the Board InnoSpace (Thailand) Company Limited



Aug 2019 - Present	Council Committee and Chairman of Subcommittee on National Competitiveness, National Economic and Social Development Council
Aug 2019 - Present	Chairman of Committee for Fund Management in National Competitiveness, The National Higher Education, Science, Research and Innovation Policy Council
Jun 2019 – Present	Chairman of Subcommittee on Capital Market Competitiveness Development, The Securities and Exchange Commission
Apr 2019 - Present	Independent Director and Member of the Sustainability and Risk Management Committee, Indorama Ventures PCL
Apr 2019 - Present	Independent Director and Member of the Corporate Governance Committee, Amata Corporation PCL
Jul 2014 - Present	Board of Trustee, Thailand Management Association (TMA)
2002 - Present	Fellow Member, Thai Institute of Directors (IOD)
2015 - 2018	President & CEO, PTT Public Company Limited
2014 – 2015	Chairman of the Board of Directors MCOT Public Company Limited

#### Acting as directors / Executives in other Companies

- **Listed Companies:** Total of 2 Companies  
Independent Director and Member of the Sustainability and Risk Management Committee, Indorama Ventures PCL  
Independent Director and Member of the Corporate Governance Committee, Amata Corporation PCL
- **Non-listed Company:** Total of 1 Company  
Chairman of the Board  
InnoSpace (Thailand) Company 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:** None
- Area of expertise:** Business Management

#### Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Tevin Vongvanich'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 for another term.

**Meeting attendance in 2020 (Number of attended meeting(s) / Total number of meeting(s)):**

- Board of Directors	6/6	Times
- Executive Board	6/6	Times
- Nomination and Remuneration	3/3	Times
- Annual General Meeting	1/1	Time



**Agenda 5.2 To consider and approve the re-election of Mr. Prasit Kovilaikool as the Director**

**Name and Surname:** Mr. Prasit Kovilaikool

**Type of Directorship Proposed:** Independent Director

**Age:** 77 years

**Holding directorship for:**

11 Years 2 Months (Date of First Director's Appointment 23 February 2010)

**Educational Qualifications:**

- Honorable Doctorate of Law Degree, Eastern Asia university
- Honorable Doctorate of Law Degree, Chulalongkorn University
- LL.M, Columbia University, New York, U.S.A.
- Barrister-at-Law (Thai Bar)
- Bachelor of Laws (Second Class Honor), Chulalongkorn University
- Certificate in Human Rights Teaching, University of Strasbourg, France
- Certificate in Real Estate Assessment, Institute of Land Readjustment (Taiwan) and Lincoln Land Institute Massachusetts, U.S.A.



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

- Improving the Quality of Financial Reporting (QFR) Class 1/2006
- Director Accreditation Program (DAP) Class 41/2005
- Finance for Non-Finance Directors (FND) Class 11/2004

**Work experience:**

2018 – Present	Independent Director and Chairman of the Audit Committee Asset World Corp Public Company Limited
Feb 2017 – Present	Sustainability Development Committee Member, Berli Jucker Public Company Limited
Apr 2014 – Present	Chairman of the Board of Directors, Oishi Group Public Company Limited
Apr 2012 – Present	Independent Director and Chairman of the Audit Committee, Thai Beverage Public Company Limited
Feb 2012 – Present	Chairman of the Audit Committee, Berli Jucker Public Company Limited
Apr 2010 – Present	Independent Director, Oishi Group Public Company Limited
Apr 2010 – Present	Independent Director and Chairman of the Audit Committee, Siam Food Products Public Company Limited
Feb 2010 – Present	Independent Director, Berli Jucker Public Company Limited
2010 – 2018	Chairman of the Board of Directors of Research and Law, Development Centre, Faculty of Law, Chulalongkorn University



2008 – Present	Head of Curriculum Development Faculty of Law, Huachiew Chalernprekiet University
1999 – Present	Advisor of Property Management Committee, The Thai Red Cross Society
1989 – Present	Councillor of the Council of State, Office of the Council of State
1992 – 2019	Lecturer, Legal Education Institute of Thai BAR, Thai Bar Association

#### Acting as directors / Executives in other Companies

- Listed company:**

Independent Director and Chairman of the Audit Committee  
Asset World Corp Public Company Limited

Chairman of the Board of Directors,  
Oishi Group Public Company Limited

Independent Director, Oishi Group Public Company Limited

Independent Director and Chairman of the Audit Committee,  
Siam Food Products Public Company Limited

- Non - listed company:**

Independent Director and Chairman of the Audit Committee,  
Thai Beverage Public Company 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:** None

**Area of expertise:** Management, Law (Business, Land Law, Real Estate,  
Building Law) Legal Education and Development

#### Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Prasit Kovilaikool'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 2020 (Number of attended meeting(s) / Total number of meeting(s)) :

- Board of Directors	6/6	Times
- Audit Committee	5/5	Times
- Annual General Meeting	1/1	Time



**Agenda 5.3 To consider and approve the re-election of Mr. Sithichai Chaikriangkrai as the Director**

**Name and Surname:** Mr. Sithichai Chaikriangkrai

**Type of Directorship Proposed:** Director

**Age:** 66 years



**Holding directorship for:**

19 years 4 Months (Date of First Director's Appointment 26 December 2001)

**Educational qualifications:**

- Mini Master of Business Administration, Leadership Management, Kasetsart University
- Diploma in Computer Management, Chulalongkorn University
- Bachelor's degree of Accountancy (First Class Honours), Thammasat University

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

- DCP Refresher Course (DCP-Re) Class 2/2006
- Director Certification Program (DCP) Class 26/2003

**Work experiences:**

Dec 2019 – Present	Director and Executive Director Frasers Property (Thailand) Public Company Limited
June 2017 – Present	Chairman of the Investment Committee, Berli Jucker Public Company Limited
May 2016 – Oct 2020	Corporate Governance Committee Member, Executive Committee Member and Risk Management Committee member, Big C Supercenter Public Company Limited
Mar 2016 – Jan 2018	Director, Big C Supercenter Public Company Limited
Aug 2013 – Present	Director, Frasers Property Limited
Feb 2013 – Present	Director, Frasers and Neave Limited
Dec 2012 – Aug 2020	Director and Executive Committee Member, Golden Land Property Development Public Company Limited
Oct 2011 – Present	Director and Vice Chairman of the Executive Board No. 2, Sermsuk Public Company Limited
May 2010 – Present	Director and Senior Executive Vice President, Thai Beverage Public Company Limited
Sep 2007 – Present	Director, Eastern Seaboard Industrial Estate (Rayong) Company Limited
Jul 2007 – Present	Director and Executive Director, Univentures Public Company Limited



Apr 2007 – Present	Director and Executive Director, Siam Food Products Public Company Limited
Jan 2006 – Present	Director and Vice Chairman of Executive Committee, Oishi Group Public Company Limited
Mar 2004 – Present	Director and Vice Chairman of Executive Board, Beer Thip Brewery (1991) Company Limited
Oct 2003 – May 2010	Director and Senior Vice President, Thai Beverage Public Company Limited
Dec 2001 – Present	Director, Executive Director and Risk Management Committee Member, Berli Jucker Public Company Limited

#### **Acting as directors / Executives in other Companies**

- **Listed Companies:**

Director and Executive Committee Member,  
Golden Land Property Development Public Company Limited

Director and Vice Chairman of the Executive Board No. 2,  
Sermsuk Public Company Limited

Director and Executive Director,  
Univentures Public Company Limited

Director and Executive Director,  
Siam Food Products Public Company Limited

Director and Vice Chairman of Executive Committee,  
Oishi Group Public Company Limited

- **Non-listed Company:**

Director, Frasers Centrepoint Limited

Director, Frasers and Neave, Limited

Director and Senior Executive Vice President,  
Thai Beverage Public Company Limited

Director and Vice Chairman of Executive Board,  
Beer Thip Brewery (1991) Company 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:** None

**Area of expertise:** Business Management



**Criteria and nomination procedure:**

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Sithichai Chaikriangkrai'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 for another term.

**Meeting attendance in 2020 (Number of attended meeting(s) / Total number of meeting(s)):**

- |                          |       |         |
|--------------------------|-------|---------|
| - Board of Directors     | 6/6   | Time(s) |
| - Executive Board        | 6/6   | Time(s) |
| - Investment Committee   | 14/14 | Time(s) |
| - Annual General Meeting | 1/1   | Time(s) |





**Agenda 5.4 To consider and approve the re-election of Mrs. Thapanee Techajareonvikul as the Director**

**Name and Surname:** Mrs. Thapanee Techajareonvikul

**Type of Directorship Proposed:** Director

**Age:** 44 years



**Holding directorship for:**

3 years (Date of First Director's Appointment 26 April 2018)

**Educational qualifications:**

- Master of Business Administration, Harvard University, U.S.A.
- Bachelor of Sciences in Economics, Massachusetts Institute of Technology (MIT), U.S.A.

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

- Director Certification Program (DCP)
- Director Accreditation Program (DAP)
- Finance for Non-Finance Directors (FND)

**Work experiences:**

Jan 2019 – Present	Group Chief Financial Officer Berli Jucker Public Company Limited
Apr 2018 – Present	Director Berli Jucker Public company Limited
Jan 2017 – Present	Senior Executive Vice President – Chief Executive Officer & President Office Berli Jucker Public Company Limited
Nov 2003 – Present	Executive Director Berli Jucker Public Company Limited
Feb 2017 – Present	Investment Committee Member, Berli Jucker Public Company Limited
Feb 2017 – Present	Secretary of Sustainability Development Committee Berli Jucker Public Company Limited
Jan 2008 – Present	Secretary to Nomination and Remuneration Committee Berli Jucker Public Company Limited
Jan 2016 – Dec 2016	Chief Officer – Chairman Office Berli Jucker Public Company Limited
Feb 2012 – Nov 2017	Nomination and Remuneration Committee Member Berli Jucker Public Company Limited



Jan 2008 – Dec 2015	Senior Executive Vice President Berli Jucker Public Company Limited
Aug 2007 – Dec 2007	Executive Vice President Berli Jucker Public Company Limited
Nov 2003 – Nov 2017	Director Berli Jucker Public Company Limited
May 2016 – Present	Executive Committee Member Big C Supercenter Public Company Limited
Mar 2016 – 2018	Director Big C Supercenter Public Company Limited
Aug 2004 – Present	Director TCC Corporation Company Limited (Formally named “TCC Holdings Limited”)

#### Acting as directors / Executives 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:

- Daughter of Mr.Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi
- Spouse of Mr. Aswin Techajareonvikul

**Area of expertise:** Business Management

#### Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Mrs. Thapanee Techajareonvikul'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 him as a director for another term.

#### Meeting attendance in 2020 (Number of attended meeting(s) / Total number of meeting(s)):

- Board of Directors	6/6	Time(s)
- Executive Board	6/6	Time(s)
- Investment Committee	14/14	Time(s)
- Annual General Meeting	1/1	Time(s)



**Agenda 5.5 To consider and approve the re-election of Mr.Rungson Sriworasart as the Director**

**Name and Surname:** Mr. Rungson Sriworasart

**Type of Directorship Proposed:** Independent Director

**Age:** 65 years



**Holding directorship for:**

5 Years 5 Months (Date of First Director's Appointment 11 November 2015)

**Educational Qualifications:**

- Master of Business Administration, Prince of Songkla University
- Bachelor of Law, Sukhothai Thammathirat Open University
- Bachelor of Accounting, Ramkhamhang University

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

- Anti-Corruption for Executive Program (ACEP) Class 14/2015
- Financial Institutions Governance Program (FGP) Class 7/2013
- Role of the Chairman Program (RCP) Class 28/2012
- Director Accreditation Program (DAP) Class 86/2010
- Audit Committee Program (ACP) Class 26/2009
- Successful Formulation & Execution the Strategy (SFE) Class 2/2008
- Finance for Non-Finance Director (FND) Class 39/2008
- Refresher Course DCP (DCP re) Class 1/2008
- Director Certification Program (DCP) Class 81/2006

**Work experience:**

May 2020 – Present	Vice Chairman of the Board and Chairman of the Audit Committee, Deestone Corporation Limited
Sep 2018 – Present	Independent Director and Chairman of the Nomination and Remuneration Committee, Asset World Corp Public Company Limited
June 2017 – Present	Independent Director, WP Energy Public Company Limited
Dec 2017 – Present	Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee, U CITY Public Company Limited
Feb 2016 – Present	Independent Director, Chairman of the Audit Committee and Chairman of the Corporate Governance Committee, Charoen Pokphand Foods Public Company Limited
Nov 2015 – Present	Independent Director, Berli Jucker Public Company Limited
Nov 2014 – Present	Member of Prince Songkla University Council
July 2014 – Sep 2015	Director and Chairman of the Remuneration Committee, PTT Public Company Limited



Apr 2014 – Sep 2015	Director and Chairman of Nomination and Remuneration Committee, Thai Airways International Public Company Limited
Apr 2014 – Jul 2014	Director, National Credit Bureau Co., Ltd.
Oct 2013 – Sep 2015	Permanent Secretary, Ministry of Finance
Oct 2013 – Sep 2015	Chairman, Government Pension Fund
Oct 2013 – Sep 2015	Chairman, Thailand's Student Loan Fund
Oct 2013 – Sep 2015	Chairman, Office of Insurance Commission (OIC)
Oct 2013 – Sep 2015	Director, Committee on Public and Private Sectors Economic Problems
Oct 2013 – Sep 2015	Director, Office of Securities and Exchange Commission
Oct 2013 – Sep 2015	Director, Committee on the National Strategy for the Prevention and Suppression of Corruption in the State Ministry of Justice
June 2013 – June 2018	Chairman of the Board of Directors, TMB Bank Public Company Limited
Feb 2013 – Sep 2015	Director, Office of the Commission for Judicial Service
Aug 2013 – Apr 2014	Director, State Railway of Thailand
Oct 2012 – Mar 2014	Director, The Government Pharmaceutical Organization Ministry of Public Health
Oct 2012 – Oct 2013	Deputy Permanent Secretary, Ministry of Finance
2011 – 2012	Director, Eastern Water Resources Development and Management Plc.
2010 – 2012	Director-General, The Comptroller General Department Ministry of Finance
2010 – 2012	Director, Government Pension Fund
2010 – 2012	Director, Malaysia-Thailand Joint Authority (MTJA)
2010 – 2012	Director and Secretary, Thailand's Student Loan Fund
2009 – 2010	Inspector, Ministry of Finance
2009 – 2010	Director, Provincial Waterworks Authority
2009 – 2010	Director and Chairman of Executive Committee, Dhanarak Asset Development Co., Ltd.

#### **Acting as directors / Executives in other Companies**

- **Listed companies:**

Vice Chairman of the Board and Chairman of the Audit Committee, Deestone Corporation Limited

Independent Director and Chairman of the Nomination and Remuneration Committee, Asset World Corp Public Company Limited

Independent Director, WP Energy Public Company Limited

Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee, U CITY Public Company Limited



Independent Director, Chairman of the Audit Committee and Chairman  
of the Corporate Governance Committee,  
Charoen Pokphand Foods 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

**Criteria and nomination procedure:**

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Rungson Sriworasart'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 2020 (Number of attended meeting(s) / Total number of meeting(s)):**

- Board of Directors                      6/6      Time(s)
- Annual General Meeting              1/1      Time(s)



**Agenda 5.6 To consider and approve the re-election of General Thanadol Surarak as the Director**

**Name - Surname:** General Thanadol Surarak

**Proposed Director Type:** Independent Director

**Age:** 63 years

**Holding directorship for:**

1 years 11 months (Date of First Director's Appointment 14 May 2019)

**Educational Qualifications:**

- Thailand National Defence College Course Class 53<sup>rd</sup>
- Main Course of the Series 66<sup>th</sup>, Command and General Staff College
- Engineer Officer Advance Course Class 27<sup>th</sup>, Engineer School
- Engineer Mine Warfare Course Class 10<sup>th</sup>, Engineer School
- Engineer Officer Basic Course Class 48<sup>th</sup>, Engineer School
- Chulachomklao Royal Military Academy Class 26<sup>th</sup>
- Armed Forces Academies Preparatory School Class 15<sup>th</sup>



**Training course for director from Thai Institute of Directors Association (IOD):** None

**Working Experiences:**

May 2019 – Present	Independent Director, Berli Jucker Public Company Limited
Apr 2016 – Jan 2017	Independent Director, Big C Supercenter Public Company Limited
2016	National Legislative Assembly of Thailand
2016	Special Advisor of Royal Thai Army
2015	Chief of Engineer Department
2014	Director of 2nd Phase Road Construction and Maintenance, 4 <sup>th</sup> ISOC (Forward)

**Acting as directors / Executive 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



**Criteria and nomination procedure:**

The Company considered the recommendation of the Nomination and Remuneration Committee that General Thanadol Surarak'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 2020 (Number of attended meeting(s) / Total number of meeting(s)) :**

- |                          |     |         |
|--------------------------|-----|---------|
| - Board of Directors     | 6/6 | Time(s) |
| - Annual General Meeting | 1/1 | Time(s) |



### 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.
5. 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.
6. 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.





7. 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.
8. 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.
9. 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.
10. 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.