

**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. Thirasakdi Nathikanchanalab as the Director**

**Name and Surname:** Mr. Thirasakdi Nathikanchanalab  
**Type of Directorship Proposed:** Vice Chairman of the Board of Directors  
**Age:** 75 years



**Holding directorship for:**

20 year 5 Months (Date of First Director's Appointment 1 August 2004)

**Educational qualifications:**

- Advanced 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

**Work experiences:**

Jan 2008 - Present	Director, Vice Chairman of the Executive Board and Risk Management Committee Member, 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 / 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:** 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 for another term.

**Meeting attendance in 2021 (Number of attended meeting(s) / Total number of meeting(s)):**

- |                          |     |       |
|--------------------------|-----|-------|
| - Annual General Meeting | 1/1 | Time  |
| - Board of Directors     | 6/6 | Times |
| - Executive Board        | 6/6 | Times |
| - Risk Management Board  | 4/4 | Times |



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

**Name and Surname:** Mr. Aswin Techajareonvikul

**Type of Directorship Proposed:** Director

**Age:** 46 years



**Holding directorship for:**

13 Years (Date of First Director's Appointment 26 April 2007)

**Educational Qualifications:**

- Master of Public Administration, Harvard University, U.S.A.
- Master of Business Administration, Massachusetts Institute of Technology (MIT), U.S.A
- Bachelor of Engineering, Chulalongkorn University, Thailand
- Bhumipalung Phandin for Top Executive Program 3/2014, Chulalongkorn University
- Executive Trainin, Thailand Energy Academy
- Program for Executives on Justice Administration, Training and Development Institute Office of the Attorney General
- Associate Judge Program, Central Intellectual Property and International Trade Court
- Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy
- Program for Senior Executive on Justice Administration, Judicial Training Institute
- Capital Market Academy Leader Program (CMA), Capital Market Academy
- Director Diploma Examination, Australian Institute of Company Director

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

- Role of the Chairman Program
- Director Certification Program

**Work experience:**

Aug 2012 – Present	Chief Executive Officer and President Berli Jucker Public Company Limited
Apr 2007 – Present	Director and Executive Director Berli Jucker Public Company Limited
Dec 2017 - Present	Risk Management Committee Member Berli Jucker Public Company Limited
Feb 2017 - Present	Investment Committee Member and Corporate Social Responsibility Committee Member, Berli Jucker Public Company Limited
Nov 2018 – Present	Chairman White Group Public Company Limited
Jan 2008 – Jul 2012	President Berli Jucker Public Company Limited
Nov 2007 – Nov 2017	Chairman of the Risk Management Committee Berli Jucker Public Company Limited



Sep 2016 – Present	Chief Executive Officer and President Big C Supercenter Public Company Limited
Mar 2016 – Present	Director Big C Supercenter Public Company Limited
May 2016 – Present	Chairman of the Executive Committee Member Big C Supercenter Public Company Limited
Jul 2017 – Mar 2018	Corporate Social Responsibility Committee Big C Supercenter Public Company Limited
Oct 2012 – Present	Director TCC Corporation Company Limited

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

- **Listed company:** None
- **Non - listed company:** 2 Companies
  - 1) Director  
TCC Corporation Company Limited
  - 2) Chief Executive Officer and President  
Big C Supercenter 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:**

- Spouse 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. Aswin Techajareonvikul'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 2021 (Number of attended meeting(s) / Total number of meeting(s)) :**

- Annual General Meeting	1/1	Time
- Board of Directors	6/6	Times
- Executive Board	6/6	Times
- Risk Management Board	4/4	Times
- Investment Board	14/14	Times



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

**Name and Surname:** Mr. Prasert Maekwatana

**Type of Directorship Proposed:** Director

**Age:** 75 years

**Holding directorship for:**

14 years 3 Months (Date of First Director's Appointment 1 January 2008)



**Educational qualifications:**

- Bachelor, California State University San Diego, U.S.A.
- International Marketing Institute, Tuft University, U.S.A.
- Program for Management Development, Harvard Business School, U.S.A.

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

- Director Certification Program (DCP) Class 89/2007
- Director Accreditation Program (DAP) Class BJC/2004

**Work experiences:**

Aug 2021- Present	Director and Vice Chairman of the Board of Director No. 1 Siam Food Products Public Company Limited
Aug 2021- Present	Acting Chairman of the Board Quality Pineapple Products Co.,Ltd.
2017 - Present	Vice Chairman of the Executive Board, Cristalla Co., Ltd
Sep 2016 – Present	Remuneration and Nomination Committee Member, Siam Food Products Public Company Limited
Aug 2012 – Present	Senior Executive Vice President of Special Affairs, TCC Corporation Company Limited
Nov 2011 – Present	Vice Chairman of the Executive Board, Plantheon Company Limited
Oct 2011 – Present	Director and Chairman of the Executive Board, Terrago Bio-Tech Company Limited
Mar 2011 – Nov 2011	(Acting) Senior Executive Vice President of International Business Group and (Acting) Senior Executive Vice President of Processed Goods, Plantheon Company Limited
2010 - Present	Director and Vice Chairman Quality Pine Apple Products Company Limited



Jun 2009 – Present	Director and Chairman of the Executive Board, Terrago Fertilizer Company Limited
Jan 2009 – Mar 2011	President, Plantheon Company Limited
Jan 2008 - Present	Director, Vice Chairman of the Executive Board and Risk Management Committee Member, Berli Jucker Public Company Limited
2007 - Present	Director and Vice Chairman of the Executive Board, Siam Food Products Public Company Limited

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

- **Listed Companies:** Total of 1 Company
  - 1) Director and Vice Chairman of the Board of Director No. 1, Remuneration and Nomination Committee Member, Siam Food Products Public Company Limited
- **Non-listed Company:** Total of 5 Companies
  - 1) Acting Chairman of the Board and Director, Quality Pineapple Products Co., Ltd.
  - 2) Vice Chairman of the Executive Board, Cristalla Co., Ltd.
  - 3) Vice Chairman of the Executive Board, Plantheon Company Limited
  - 4) Director and Chairman of the Executive Board, Terrago Bio-Tech Company Limited
  - 5) Director and Chairman of the Executive Board, Terrago Fertilizer 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. Prasert Maekwatana'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 2021 (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 Mr. Weerawong Chittmittrapap as the Director**

**Name and Surname:** Mr. Weerawong Chittmittrapap

**Type of Directorship Proposed:** Independent Director

**Age:** 64 years



**Holding directorship for:**

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

**Educational qualifications:**

- Master in Law, LL.M, University of Pennsylvania, U.S.A.
- Thai Barrister-at-Law and the first Thai Lawyer to be admitted to The New York State Bar
- Bachelor of Law, Chulalongkorn University (Outstanding Alumnus 2013) Faculty of Law, Chulalongkorn University
- Capital Market Academy Leader Program 12 (CMA 12),
- Capital Market Academy

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

- Train of the Trainer (TOT) Class 1/2013
- The Executive Director Course (EDC) Class 1/2012
- Director Certification Program (DCP) Class 0/2000

**Work experiences:**

2018 – Present	Director and Member of Corporate Asset World Corp Public Company Limited
2001 – Present	Independent Director, Berli Jucker Public Company Limited
Mar 2016 – Present	Director, Big C Supercenter Public Company Limited
2015 – Present	Independent Director and Member of Audit Committee, Bangkok Dusit Medical Services Public Company Limited
Aug 2014 – Present	Director and Member of Nomination and Remuneration Committee, Siam Commercial Bank Public Company Limited
2013 – Present	Director, Frasers Centrepoint Limited (Singapore Listed Company)
2011 – March 2020	Independent Director and Chairman of Nominating, Compensation and Corporate Governance Committee (NCCG), SCB Life Assurance Public Company Limited
Aug 2014 – May 2017	Independent Director and Chairman of Audit Committee Thai Airways International Public Company Limited



2008 – May 2017	Director, National Power Supply Public Company Limited
Jul 2014 – Sep 2015	Nomination Committee member and Chairman of the Compensation, Thai Airways International Public Company Limited
2012 - 2014	Director, Fraser and Neave Limited
2012 – 2014	Director and Audit Committee member Golden Land Property Ccompany Limited.
2009 – 2013	Director, Minor International Public Company Limited
2008 – 2014	Chairman, Weerawong, Chinnawat and Peangpanor Company Limited
2007 - 2011	Director and Audit Committee member, Siam Food Public Company Limited
2006 - 2014	Director and Audit Committee member, GMM Grammy Public Company Limited
2001 – 21 Mar 2016	Independent Director and Audit Committee member, Berli Jucker Public Company Limited
1996 – Present	Senior Partner, Weerawong, Chinnawat & Partners Limited

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

- **Listed Company:** Total of 4 Companies

- 1) Director and Member of Corporate, Asset World Corp Public Company Limited
- 2) Director and Member of Nomination and Remuneration Committee, Siam Commercial Bank Public Company Limited
- 3) Independent Director and Member of Audit Committee, Bangkok Dusit Medical Services Public Company Limited
- 4) Director, Frasers Centrepoint Limited (Singapore Listed Company)

- **Non-listed Company:** Total of 2 Companies

- 1) Director, Big C Supercenter Public Company Limited
- 2) Senior Partner, Weerawong, Chinnawat & Partners 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. Weerawong Chittmittrapap'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 2021 (Number of attended meeting(s) / Total number of meeting(s)):**

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

Remark: The meeting of the Board of Directors No.1/2022, held on February, 2022, resolved to approve the qualifications and limitations of Mr. Weerawong Chittmittrapap as a professional advisor that they would not cause any harm or affect his role as an Independent Director in compliance with the requirements of the Notification of the Capital Market No. Thor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (which is amended by the Notification of the Capital Market No. Thor Chor. 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares No. 2 and the Notification of Capital Market Supervisory Board No. Thor Chor. 15/2554 Re: Application for Approval of Offer for Sale of Newly Issued Shares No. 5.



**Agenda 5.5 To consider and approve the re-election of Associate Prof. Kamjorn Tatiyakaveem, M.D. as the Director**

**Name and Surname:** Associate Prof. Kamjorn Tatiyakaveem, M.D.

**Type of Directorship Proposed:** Independent Director

**Age:** 66 years

**Holding directorship for:**

5 Years 2 Months (Date of First Director's Appointment 15 February 2017)

**Educational Qualifications:**

- National Defence Program, National Defence College
- Sasin Executive Program, Chulalongkorn University
- Health Care Evaluation and Management Skills, University of Toronto
- Mini MBA in Health, Chulalongkorn University
- Certificate in the Paediatrics (equivalent to doctorate), Chulalongkorn University
- Bachelor of Medicine, Chulalongkorn University
- Bachelor of Science (Medical Science), Chulalongkorn University

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

- Director Accreditation Program (DAP) Class 35/2005

**Work experience:**

2018 - Present	Committee member of Council, Chitralada Technology Institute
Feb 2017 - Present	Independent director, Berli Jucker Public Company Limited
Present	Retired Government Official
Apr 2015 -Sep 2016	Secretary, The Higher Education Commission

**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 :** None

**Area of expertise:** Business Management





**Criteria and nomination procedure:**

The Company considered the recommendation of the Nomination and Remuneration Committee that Associate Prof. Kamjorn Tatiyakaveem, M.D.'s qualification fully conforms 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 2021 (Number of attended meeting(s) / Total number of meeting(s)):**

- Annual General Meeting	1/1	Time(s)
- Board of Directors	6/6	Time(s)
- Sustainability Development Committee	4/4	Time(s)



**Agenda 5.6 To consider and approve the re-election of Miss Potjaneer Thanavaranit as the Director**

**Name - Surname:** Miss Potjaneer Thanavaranit

**Proposed Director Type:** Independent Director

**Age:** 75 years

**Holding directorship for:**

5 years 6 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):**

- Director Leadership Certification Program (DLCP) Class 0/2021
- Board Nomination and Compensation Program (BNCP) Class 11/2021
- IT Security Awareness, Virtual Training Class 2020
- ESG and Sustainable Banking Development, including response to the Covid-19 situation Class 2020
- Bangkok Sustainable Banking Forum 2019 "An Industry Wake-up Call" Class 2019
- 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



### Working Experiences:

Mar 2020 – Present	Chairman of the Audit and Evaluation Committee, Office of The National Anti - Corruption Commission
Jul 2020 – Present	Chairman of Audit Committee, Thai Reinsurance Public Company Limited
Nov 2017 - Present	Independent Director and Chairman of the Risk Management Committee, Berli Jucker Public Company Limited
Aug 2017 - Present	Chairman of the Audit Committee, Thai Institute of Directors
Jun 2017 – Present	Vice Chairman of the Board of Directors, Thai Institute of Directors
May 2017 - Present	Director, Thai Institute of Directors
Mar 2017 - 2020	Qualified member of the Board, Thai Investor Association
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	Member of the Nomination and Remuneration Committee, Thai Reinsurance Public Company Limited
2010 - 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 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 – Jun Present

Qualified Member, The Federation of the Insurance Organization

2007 - 2012

Director and treasurer of Bhumirajanagarindra Kidney Institute Hospital

2006 - Present

Member of Council, State Office of the Council of State

**Acting as directors / Executive in other Companies:**

• **Listed Company:** Total of 5 Companies

- 1) Independent Director and Chairman of Audit Committee  
Thai Reinsurance Public Company Limited
- 2) Independent Director, Chairman of the Remuneration Committee and Chairman of the Good Corporate Governance Committee, and Audit Committee Member  
Oishi Group Public Company Limited
- 3) Chairman of the Audit Committee, Bank of Ayudhya Public Company Limited
- 4) Independent Director and Director of the Audit Committee,  
Bangkok Insurance Public Company Limited
- 5) Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, 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 Management



**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 him as a director.

**Meeting attendance in 2021 (Number of attended meeting(s) / Total number of meeting(s)) :**

- Annual General Meeting	1/1	Time(s)
- Board of Directors	6/6	Time(s)
- Risk Management Board	4/4	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.