

Definition of Independent Director

Independent director is the director who is independent from major shareholder, management or related person and can conduct fair deals involving of shareholders' interest and does not join in management of the company, related company or any related business which may effect or limit to the independent suggestion. Independent directors equal qualification along as defined in notification of Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET).

The Company's independent director has qualification as follow;

1. Being a director who holds the company's shares not more than 1 % of paid up capital.
2. Being a director who does not take part in the management of company and related company.
3. Being a director who does not an employee, staff or advisor who receives regular salary from the company, related companies or major shareholder of the company.
4. Being a director who has no benefit or interest both in direct or indirect in finance and management of company, related company or major shareholder of the company.
5. Being a director who has no benefit or interest as mentioned in item for period one year before his appointment to be member of independent director
6. Being a director who has not related or closely relative to any management member or major shareholder of company.
7. Being a director who does not be appointed as a representative to safeguard interest of the company's director, major shareholder or related of major shareholder.
8. Being a director who is capable to perform duties, giving opinions or reporting the result of performance according to the duties delegated by the board of directors, free and clear of the control of management or major shareholder including related person or closed relative of the said person.
9. Being a director who has experience, knowledge and ethic.

Nomination and Remuneration Policy

The Nomination and Remuneration Committee establishes policies and guidelines for the Nomination and Remuneration of directors and subcommittees in order to promote the Principles of Good Corporate Governance that are transparent and fair, based on business knowledge, competence, and related business experiences, or from the Company's experienced major shareholders as well as providing opportunities for minority shareholders to nominate qualified persons. The criteria are as follows.

- (1) Consider the appropriateness of the organizational structure, the Composition of the Board of Directors and sub-committees, and the appropriate number of directors.
- (2) Consider recruiting, selecting, and nominating qualified candidates for Director positions whose term has expired and/or there is a vacancy and/or additional appointment.
- (3) Consider and determine the necessary and appropriate remuneration, both monetary and non-monetary, for the Board of Directors individually or group
- (4) Consider and determine the remuneration of the Board of Directors to ensure appropriateness to the obligations, responsibility, performance, and comparison with companies in similar businesses, as well as expected benefits from directors to propose to the Board of Directors for consideration and presentation to the shareholders' meeting for approval.

The appointment and remuneration of directors must be presented to the Board of Directors' meeting upon approval and then presented to the shareholders' meeting for further approval, Except for directors nominated to fill vacancies, the remainder of the term of office shall be the remaining term.