

Information of the Independent Directors proposed to serve as a proxy for shareholders.

The Company offers an option for shareholders to appoint the Company's Independent Directors, who do not have any relationship and/or special interest different from other directors in the agenda items proposed at the meeting, as their proxy to attend and vote on behalf of the shareholders as follows:



Mr. Sumek Chantrasuriyarat

Independent Director

Age: 62 years

Contact Address: 95/11 Golden Lanna Village, Soi Ramkhamhaeng 92, Saphan Sung District, Bangkok 10240



Mr. Apichet Paiboonpan

Independent Director

Age: 55 years

Contact Address: 284/1 Soi Lat Phrao 107 (Dee Somchok), Khlong Chan Subdistrict, Bang Kapi District, Bangkok 10240

Definition and Qualifications of Independent Directors

An Independent Director means a director who can express opinions and perform duties independently, including possessing the qualifications specified by the Company and in accordance with the regulations of the Capital Market Supervisory Board and/or the Securities and Exchange Commission as follows:

1. Independent directors must possess independence qualifications as prescribed by the Capital Market Supervisory Board, and in accordance with the same guidelines as the qualifications of the Audit Committee, according to the notification of the Capital Market Supervisory Board and/or the notification of the Stock Exchange of Thailand regarding the qualifications and scope of work of the Independent Committee and the Audit Committee. They must be able to protect the interests of all shareholders equally and prevent conflicts of interest. Additionally, they must be able to attend the Board of Directors' meetings and express opinions independently. The qualifications prescribed by the Capital Market Supervisory Board are as follows:
 2. Holding shares not exceeding 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary, associate Company, major shareholder, or controlling person of the Company. This includes shares held by related persons of such independent director.
 3. Neither being nor having been an executive director, employee, staff member, advisor who receives a regular salary, or controlling person of the Company, its parent company, subsidiary, associate Company, same-level subsidiary, major shareholder, or controlling person of the Company. An exception is made if they have been free of such characteristics for at least 2 years before the date of appointment. However, such prohibited characteristics shall not include the case where an independent director was a government official or an advisor to a government agency that is a major shareholder or controlling person of the Company.
 4. Not having a blood relationship or legally registered relationship as father, mother, spouse, sibling, or child, including the spouse of the child, of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives, or controlling persons of the Company or its subsidiary.
 5. Neither having nor having had a business relationship with the Company, its parent company, subsidiary, associate Company, major shareholder, or controlling person in a manner that may interfere with their independent judgment. They must also neither be nor have been a significant shareholder or controlling person of any individual having a business relationship with the Company, its parent company, subsidiary, associate Company, major shareholder, or controlling person of the Company, unless they have been free from such characteristics for not less than two years before the date of appointment.

6. The business relationship under the above paragraph includes normal business transactions for business operations, the rental or lease of immovable property, transactions relating to assets or services, or the giving or receiving of financial assistance through borrowing or lending, guarantees, providing assets as collateral, and any other similar actions. These actions result in the Company or its counterparty having an obligation to repay the other party in an amount equal to 3% or more of the Company's net tangible assets or 20 million baht or more, whichever is lower. The calculation of such debt obligations shall follow the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board regarding rules on connected transactions, mutatis mutandis. However, the consideration of such debt obligations shall include debts incurred within the one year preceding the establishment of a business relationship with the same person.
7. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associate Company, major shareholder, or controlling person of the Company. They must also not be a significant shareholder, controlling person, or partner of an audit firm that employs auditors of the Company, its parent company, subsidiary, associate Company, major shareholder, or controlling person of the Company, unless they have been free from such characteristics for not less than two years before the date of appointment.
8. Neither being nor having been a provider of any professional services, including serving as a legal advisor or financial advisor, who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate Company, major shareholder, or controlling person of the Company. They must also not be a significant shareholder, controlling person, or partner of such professional service providers, unless they have been free of such characteristics for at least 2 years before the date of appointment.
9. Not being a director appointed as a representative of the Company's directors, a major shareholder, or a shareholder who is related to the Company's major shareholder.
10. Not operating any business of the same nature as and in significant competition with the business of the Company or its subsidiary. They must also not be a significant partner in a partnership, or an executive director, employee, staff member, advisor who receives a regular salary, or hold shares exceeding 1% of the total number of shares with voting rights of any other company operating a business of the same nature as and in significant competition with the business of the Company or its subsidiary.
11. Not having any other characteristics that make them incapable of expressing independent opinions regarding the Company's business operations.

After being appointed as an independent director with characteristics complying with items 1–11, the independent director may be assigned by the Board of Directors to make decisions regarding the business operations of the Company, its subsidiary, associate Company, major shareholder, or controlling person, provided that such decisions are made as a collective decision.