

## Definition and information of the independent directors to present as proxy

1. Mrs. Yajai Pattanasukwasun (Age 61 years)

Independent Director, Audit Committee and  
Chairman of Nomination and Remuneration Committee

Address: 319 Chamchuri Square Building, 17<sup>th</sup> Floor, Phayathai, Pathumwan, Bangkok  
10330

Date of appointment: 14 August 2014 (6 year 5 months)

Shareholding as of 31 December 2020: -None-

Education / Training:

- Master of Public Administration, Chulalongkorn University
- Bachelor of Accountancy, Thammasat University
- Bachelor of Laws, Sukhothai Thammathirat Open University
- Certification of Public Law, Thammasat University

Director Training from Thai Institute of Directors Association (IOD):

- Boards that Make a Difference (BMD) Class 6/2018
- Risk Management Program for Corporate Leader Class 16
- Advanced Audit Committee Program (AACP) Class 22/2016
- Audit Committee Program (ACP) Class 4/2005
- Director Certification Program (DCP) Class 43/2004

Work Experience (5 years past experiences):

Board member / Management in Listed Company – The Stock Exchange of Thailand: 1 company

- 2014 - Present Independent Director, Audit Committee and Chairman of Nomination and  
Remuneration Committee  
AIRA Factoring Public Company Limited

Board member / Management in Non - Listed Company – The Stock Exchange of Thailand: 1 company

- 2020 – Present Director Audit Committee and Office Evaluation  
Office of the National Anti-Corruption Commission
- 2020 – Present Director and Audit Committee  
The Market Organization Under the Ministry of Interior
- 2019 - Present Director  
AIRA Asset Management Company Limited



- Jan 2019 - Sep 2019 Director, Chairman of Risk Management Committee and Remuneration and Nomination Committee  
Small and Medium Enterprise Development Bank of Thailand
- Apr 2019 - Sep 2019 Inspector for Ministry of Finance  
Office of Permanent Secretary Ministry of Finance
- 2018 - Sep 2019 Director and Audit Committee  
Sports Authority of Thailand
- 2016 - Apr 2019 Advisor on Policy and Strategy  
Office of Permanent Secretary for Finance, Ministry of Finance
- 2014 - Sep 2019 Director, Director of Executive Committee and Legal Advisor  
Government Pharmaceutical Organization

**Position in other organization / Institutions: 2 places**

- 2019 - Present Vice president  
Thammasat University Commerce and Accountancy Alumni
- 2012 - Present Director and CFO  
Institute of Research and Development for Public Enterprises
- 2015 - 2019 Secretary  
Thammasat University Commerce and Accountancy Alumni

**Position in conflict of interest to the company: -None-**

**Relation among Family with other Directors and Management of the Company or Subsidiaries: -None-**

**Criminal-Free Track Record for the past 10 years: -None-**

**History of potential conflict of interest with the Company in the past year: -None-**

**Interests for each agenda item proposed in this meeting: Agenda 6**

**Special interests that are different from other directors for each agenda item proposed in this meeting: -None-**

**Meeting attendance in 2020:**

- The Board of Directors 6/6 Times
- Audit Committee 6/6 Times
- Nomination and Remuneration Committee 5/5 Times

2. Mr. Poonsak Thiapairat (Age 56 years)

Independent Director, Audit Committee and Nomination and Remuneration Committee

**Address:** 319 Chamchuri Square Building, 17<sup>th</sup> Floor, Phayathai, Pathumwan, Bangkok  
10330

**Date of appointment:** 25 February 2004 (16 years 10 months)

**Shareholding as of 31 December 2020:** 8,440,000 shares (0.53%)



**Education / Training:**

- MBA (Finance and International Business), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master of Science Program in Logistics, Chulalongkorn University

**Director Training from Thai Institute of Directors Association (IOD):**

- Directors Accreditation Program (DAP) class 11/2004
- Finance for Non-Finance Director (FN) class 23/2005

**Work Experience (5 years Past Experiences):**

**Board member / Management in Listed Company – The Stock Exchange of Thailand: 1 company**

- 2004 - Present Independent Director, Audit Committee and Nomination and Remuneration Committee  
AIRA Factoring Public Company Limited

**Board member / Management in Non - Listed Company – The Stock Exchange of Thailand: 2 companies**

- 2015 - Present Director  
Poons Group of companies
- 2014 - Present Director  
Bellugg Group Company Limited
- 2014 - 2020 Director and Senior Executive Advisor  
Eternity Grand Logistics Public Company Limited and the subsidiaries company

**Position in other organization / Institutions:** -None-

**Position in conflict of interest to the company:** -None-

**Relation among Family with other Directors and Management of the Company or Subsidiaries:** -None-

**Criminal-Free Track Record for the past 10 years:** -None-

**History of potential conflict of interest with the Company in the past year:** -None-

Interests for each agenda item proposed in this meeting: Agenda 6

Special interests that are different from other directors for each agenda item proposed in this meeting: -None-

Meeting attendance in 2020:

- |   |     |       |
|---|-----|-------|
| - The Board of Directors                | 6/6 | Times |
| - Audit Committee                       | 6/6 | Times |
| - Nomination and Remuneration Committee | 5/5 | Times |

## Definition of Independent Director

Definition of “Independent Director” are as follows:

1. Must not hold more than 1 % of the shares with voting rights of the total stake of the Company. Parents companies, subsidiaries, Joint Ventures, Major Shareholders or Controlling Shareholder are considered when calculating the total shares held by the Independent Director.

2. The Independent Director must not be or have previously been a Director related to the management of the employees, staffs, a consultant who receives a salary, or someone with authority. Parent companies, subsidiaries, Joint Venture, subsidiaries of the same parent company, Major Shareholders or Controlling Shareholders, in which the Independent Director is not positioned as Director or previously been a Director related to the management of the employees, staffs, a consultant with a salary, or someone with authority must wait at least 2 years before the intention to formally register as an Independent Director. If the Independent Director was previously a government official or a consultant for the Government for which the Government was a Major Shareholder or Controlling Shareholder, such waiting time would be null.

3. The Independent Director must not be blood related or registered legally with the following individuals: father, mother, spouse, brothers, sisters, children, spouse of children, spouse of Management, spouse of Major Shareholders, spouse of someone with the authority to control, or spouse of a nominee for the position of Management, someone with the authority to control, or subsidiaries.

4. The Independent Director does not have or previously have a business relationship with the parent company, subsidiaries, Joint Ventures, Major Shareholders or Controlling Shareholders, in which such relationship will have an effect on the independent decision making of the Independent Director. The Independent Director does not own or have previously own a significant portion of stocks or have significant business control over parent company, subsidiaries, Joint Venture, Major Shareholders or Controlling Shareholders, unless the Independent Director has waited at least 2 years before the intention to formally register as an Independent Director.

The definition of a business relationship is defined as the follow: transactions that are in accordance with normal business operations, to lent or rent property, transactions of assets or of service, giving or receiving financial aid from lending or borrowing, guarantees, offering assets to be collateral, and other actions with similar objectives. Such business transactions will result in either the Independent Director or the partner in the business transaction to be in debt and will need to repay the other party in the amount of 3% of the net tangible assets of the Independent Director or an amount higher than 20 Million Baht, whichever is lower. The calculation of such debt will be in accordance to the appraised value of the related transactions announced by the Capital Market Commission in relation to the guidelines of related transactions complied. The verification of such debt will be 1 year prior to such business relationship.

5. The Independent Director must not be or was previously been an Auditor of a parent company, subsidiaries, Joint Venture, Major Shareholder or Controlling Shareholders, and not a Partner of these companies or have authority to control. The Independent Director must also not be a stakeholder of such auditing firms in which audits the parent company, subsidiaries, Joint Venture, Major Shareholders or someone with the authority to control unless the Independent Director has waited at least 2 years before the intention to formally register as an Independent Director.

6. The Independent Director must not be or have previously offered professional services which includes legal and financial consultant receiving more than 2 million Baht per year from the parent company, subsidiaries, Joint Venture, Major Shareholders or controlling shareholders, and not be a Partner or controlling shareholders of such companies that offer professional services unless the Independent Director has waited at least 2 years before the intention to formally register as an Independent Director.

7. The Independent Director must not be appointed to be the representative of other Directors, Major Shareholder or shareholders that are related to the Major Shareholders

8. The Independent Director must not operate any company with the same business as the Company or any company that significantly competes with the Company or subsidiaries. The Independent Director must also not hold a significant stake of such companies, take the role of Director, Management, Employee, Staffs, or Consultant of such company, and must not hold more than 1% of the total voting rights of the company in which operates in the same business as the Company or significantly competes with the Company or subsidiaries.

9. The Independent Director must not have other characteristics that will not allow the Independent Director to have an independent judgment.

After the appointment of the Independent Director according to (1) to (9), the Independent Director may be given responsibility by the Board of Directors to allow judgment and management of parent company, subsidiaries, Joint Venture, subsidiaries with the same parent company, major shareholders or Controlling shareholders, in which the decision will be regarded as a collective decision