

## Definition and Qualifications of Independent Directors of the Company

In order to comply with the good governance policy of the Company and stricter than the rules of *The Stock Exchange of Thailand*, the Company hereby specifies Qualifications and Scope of Work of the Independent Director as follows.

"Independent director" means a person who possesses the qualifications and requirements for independence stipulated in the Company's corporate governance policy (as established by the Board), and satisfies the criteria set out by the Capital Market Supervisory Board. The following conditions apply:

- 1) Not hold shares exceeding one half (0.5) percent\* of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or legal entity who may have a conflict of interest, including shares held by related persons of the independent director.
- 2) Not be nor have been an executive director, officer, employee, controlling person or advisor who receives a salary, of the Company, its parent company, subsidiary, same-level subsidiary, affiliate, or legal entity who may have a conflict of interest, unless the foregoing status ended not less than two (2) years prior to the date of appointment.
- 3) Not be a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries.
- 4) Not have a business relationship amounting to over three (3) percent of the net tangible assets of the Company or twenty (20) million baht, whichever is lower, with the Company, its parent company, subsidiary, affiliate or legal entity who may have a conflict of interest, and neither be nor have been a major shareholder, non-independent director or executive of a legal entity having a business relationship with the Company, its parent company, subsidiary, affiliate or legal entity who may have a conflict of interest, unless the foregoing relationship ended not less than two (2) years prior to the date of appointment.

The term "business relationship" shall have the same meaning as defined in the Notification of the Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares. The value of the business relationship shall be calculated according to the method stipulated by the Capital Market Supervisory Board.

- 5) Neither be nor have been an auditor of the Company, its parent company, subsidiary, affiliate or legal entity who may have a conflict of interest, nor be a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or legal entity who may have a conflict of interest, unless the foregoing relationship ended not less than two (2) years from the date of appointment.
- 6) Neither be nor have been any professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two (2) million baht from the Company, its parent company, subsidiary, affiliate or legal entity who may have a conflict of interest, and neither be nor have been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship ended not less than two (2) years from the date of appointment.
- 7) Not be a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
- 8) Not have any characteristics which make him or her incapable of expressing independent opinions with regard to the Company's business affairs.

\* Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent.

## Information of the Independent Directors

<b>Name</b>	<b>Mr. Vichakoraput Rattanaichai</b>
<b>Age</b>	50
<b>Position</b>	Director, Independent Director and Chairman of the Audit Committee
<b>Starting Date of Directorship</b>	March 7, 2007
<b>Tenure</b>	2 Years
<b>% Shareholding</b>	- None -
<b>Highest Education</b>	Bachelor Degree Laws, Ramkhamheang University
<b>Governance Training of IOD</b>	Director Accreditation Program 75/2008
<b>Working Experiences</b>	<p>2007 – Present • Director, Independent Director and Chairman of the Audit Committee, ITV Plc.</p> <p>2001 – Present • Attorney at Law, Apiboon Law Office</p> <p>2000 – Present • Director, Lawyers' Professional Etiquette Department, The Lawyers Council of Thailand</p> <p>1989 – 2001 • Attorney at Law, Somporn &amp; Associated Law Office</p> <p>2530 - 2532 • Attorney at Law, The Lawyers Council of Thailand</p> <p>2529 - 2530 • Attorney at Law, Kamnuan Chalopatam Law Office</p>
<b>Illegal record in part 10 Year</b>	- None -
<b>Relationship with Management</b>	- None -
<b>Address</b>	526/1-5, 3 <sup>rd</sup> Floor, Soi Ramkhamheang 39, Ramkhamheang Road, Wangtonglang Bangkok 10310
<b>Conflict of interest in agenda</b>	He is considered to have conflict of interest in Agenda 5 regarding the consideration and approval of the re-appointments of retired directors due to he is retired in this year as well as he is proposed to re-appointment of a retired director of the Company for another directorship term.

## Information of the Independent Directors

<b>Name</b>	<b>Mr. Sumatee Inhnu</b>
<b>Age</b>	42
<b>Position</b>	Director, Independent Director and Member of the Audit Committee
<b>Starting Date of Directorship</b>	March 7, 2007
<b>Tenure</b>	2 Years
<b>% Shareholding</b>	- None -
<b>Highest Education</b>	Bachelor Degree Laws, Ramkhamheang University
<b>Governance Training of IOD</b>	Director Accreditation Program 75/2008
<b>Working Experiences</b>	<p>2007 – Present • Director, Independent Director and Member of the Audit Committee, ITV Plc.</p> <p>1999 – Present • Attorney at Law, Freelance</p> <p>1995 – 1999 • Attorney at Law, Thammanit Law Office</p> <p>1993 – 1995 • Attorney at Law, Boonserm &amp; Friends Law Office</p> <p>1992 – 1993 • Attorney at Law, Thostep Law Office</p>
<b>Illegal record in part 10 Year</b>	- None -
<b>Relationship with Management</b>	- None -
<b>Address</b>	60/1 Moo 7, Tha Reang, Bangkhen Bangkok
<b>Conflict of interest in agenda</b>	- None -

## Information of the Independent Directors

<b>Name</b>	<b>Mr. Somboon Wangwanich</b>
<b>Age</b>	42
<b>Position</b>	Director, Independent Director and Member of the Audit Committee
<b>Starting Date of Directorship</b>	May 14, 2007
<b>Tenure</b>	1 Year and 10 Months
<b>% Shareholding</b>	- None -
<b>Highest Education</b>	Master Degree MA, (Financial Accounting), Chulalongkorn University
<b>Governance Training of IOD</b>	Director Accreditation Program 75/2008
<b>Working Experiences</b>	<p>2007 – Present • Director, Independent Director and Member of the Audit Committee, ITV Plc.</p> <p>2548 - 2549 • CFO, Boon Rawd Trading International Co., Ltd.</p> <p>2546 - 2548 • Freelance in audit and business consult area</p> <p>2542 - 2546 • Assistant General Manger, L.T.U. Apparels Co., Ltd.</p> <p>2541 - 2542 • Financial Controller, Fatima Broadcast International Co., Ltd.</p>
<b>Illegal record in part 10 Year</b>	- None -
<b>Relationship with Management</b>	- None -
<b>Address</b>	55/19 Bann Klang Muang Village, Soi Ladprao 88, Praditmanoontham Rd., Wangthonglang, Bangkok 10310
<b>Conflict of interest in agenda</b>	He is considered to have conflict of interest in Agenda 5 regarding the consideration and approval of the re-appointments of retired directors due to he is retired in this year as well as he is proposed to re-appointment of a retired director of the Company for another directorship term.

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<b>Relationship with Management</b>	- None -
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