

## **Definition of Independent Director and Scope of Duties and Responsibilities of Sub-Committee**

### **Definition of Independent Director**

Board of Director determines definition of independent director who is qualified obviously based on the criteria of the Capital Market Committee.

### **Qualifications of Independent Director**

The independent director is qualified completely as the following details :

1. To hold the number of shares is not exceeding 1% of the number of shares of the total exercising votes of the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators including holding shares of related persons.

2. Not being director who participates in management, employee, officer, advisor who receives fixed salary or company's regulators of the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators.

3. No relationship with consanguinity or registration in law such as father-mother, spouse, relatives and son including son's spouse of the executive, major shareholders, regulators or person who is proposed as the executive, company's regulators or subsidiary companies.

4. No relationship in business for the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators with obstructing consideration independently including not being shareholders who implied or company's regulators, relating in business for the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators.

5. Not being auditor of the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators and not being shareholders who implied, company's regulators or partner of auditor's office which has belonging auditor of the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators.

6. Not being other profession service provider, law advisor or financial advisor who receive service fees over 2 Million Baht per year from the company, company group, subsidiary companies, corporate companies, major shareholders or company's regulators and not being shareholders who implied, company's regulators or partner of such profession service provider.

7. Not being director, appointed to be representative of director of the company, major shareholders or shareholders related with major shareholders.

8. Do not engage same type of business and have implied competition with the company or subsidiary companies or not being implied partner in partnership or as director, participating in management , employee, officer, advisor who receives fixed salary or holding the number of shares over 1% of the number of shares of the total exercising votes of other company which engages same type of business and have implied competition with the company or subsidiary companies.

9. No other appearance could not see independently regarding operation of the company.

## **Scope of Duties and Responsibilities of the Sub-Committee**

### **1. Audit Committee**

- Duties and Responsibilities of the Audit Committee as the following details.

1. To review the financial statement of the company accurately and adequately  
2. To review the internal control and internal audit system is suitable and efficient and consider internal audit section independently including the appointment, transfer and lay off the chief of internal audit section or other sector regarding internal audit.

1. To review and perform the Company's compliance with the law on securities and exchange, the regulation of the Stock Exchange of Thailand and related law with the Company's business

2. To consider, select and appoint the independent person to be the Company's auditor, propose the remuneration and attend the meeting with the auditor without the executive management at least 1 times per year.

3. To review the Connected Transactions or the transactions that may have conflicts of interests, ensure that they are reasonable and the highest benefits of the company in compliance with the laws and the Exchange's regulations.

4. To prepare the audit committee's report which is disclosed in the Company's annual report and signed by the Chairman of Audit Committee and comprise of the following details as follow :

- a) Opinion regarding the accuracy, completeness and reliability of the Company's financial report,
- b) Opinion regarding the adequate Company's internal control system,
- c) Opinion regarding on the compliance with the law on securities and exchange, the Exchange's regulations, or related law with the Company's business ,
- d) Opinion regarding on the suitable auditor,
- e) Opinion on the transactions that may have conflicts of interests,
- f) The number of the audit committee meetings, and meeting attendance of each audit committee member,
- g) Opinion or notice of the audit committee on duties in accordance with charter, and
- h) Other transactions which are declared to shareholders and general investors and subject to the scope of duties and responsibilities assigned by Board of Directors

7. To perform other act assigned by the Company's Board of Directors with the approval of the audit committee

### **2. Nominating Committee**

- Scope of Duties and Responsibilities of the Nominating Committee

1. Select persons who shall be deserved to be proposed to be the new directors or high-ranking executives.
2. Identify the procedures and criteria for recruiting and selecting the company's directors and high-ranking executives.

### **3. Remuneration Committee**

- Scope of Duties and Responsibilities of the Remuneration Committee

1. Consider the guideline for specifying the directors' remuneration, etc.
2. Identify the procedures and criteria for identifying the fair and reasonable directors' remuneration and propose to the shareholders' meeting for approval.