

Definition of Independent Director

Independent Director is qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, which is in line with and more stringent than the criteria established by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission as follows:

1. holding shares not exceeding 1 percent of the total number of shares with the voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company; including the shares held by related persons of such independent director;
2. neither being nor used to be a director who takes part in management, employee, officer, advisor who receives regular salary, or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless it has been not less than 2 years after the person has held the position;
3. not being a person related by blood with other director, executives, major shareholders, controlling persons, or persons who will be nominated as director, executive or controlling persons of the Company or its subsidiary;
4. neither having, nor used to have any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company in any manner that may interfere with his/her independent judgment; and neither being nor used to be a substantial shareholder or controlling person of the person having business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; unless it has been not less than 2 years after the person has held the position;
5. neither being, nor used to be an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company and, nor being a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company; unless it has been not less than 2 years after the person has held the position;
6. neither being, nor used to be a provider of any professional services including legal advisory or financial advisory services that receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; and nor being a substantial shareholder, controlling person, or partner of the professional service provider; unless it has been not less than 2 years after the person has held the position;

7. not being a director who has been appointed as representative of the Company's director, major shareholder, or any shareholder who are related person of the Company's major shareholder;
8. neither operating any business having the same nature which significantly competes with the business of the Company or its subsidiaries; nor being a substantial partner or a director who take part in management, employee, officer, advisor who receives a regular salary, or hold more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the business of the Company's or its subsidiaries; and
9. not having any other condition which may obstruct the expression of independent opinions on the Company's operation.

Profiles of the Independent Directors for the appointment of proxies

Profile of Independent Directors to be appointed as a Proxy No.1

Name – Surname : Mr. Sukont Kanjanahuttakit
Type of Director/Current Position : Independent Director and Chairman of the Board of Directors
Age : 77
Address : PRTR Group Public Company Limited, No. 2034/82
 Ital – Thai Tower, 18th Floor, New Petchburi Road, Bangkapi,
 Huaykwang, Bangkok 10310
Special Interest in any agenda : None
Conflict of Interest with the company/ parent company/ subsidiary company/associated company or juristic person that may conflicts or in the past 2 years - None-

Profile of Independent Directors to be appointed as a Proxy No.2

Name – Surname : Mr. Chan Itthithavorn
Type of Director/Current Position : Independent Director //Chairman of the Audit Committee and
 Member of the Nomination and Remuneration Committee
Age : 55
Address : PRTR Group Public Company Limited, No. 2034/82
 Ital – Thai Tower, 18th Floor, New Petchburi Road, Bangkapi,
 Huaykwang, Bangkok 10310
Special Interest in any agenda : None
Conflict of Interest with the company/ parent company/ subsidiary company/associated company or juristic person that may conflicts or in the past 2 years - None-

Profile of Independent Directors to be appointed as a Proxy No. 3

Name – Surname : Mr. Niphon Bundechanan
Type of Director/Current Position : Independent Director/Chairman of the Nomination and
 Remuneration Committee and Member of the Audit Committee
Age : 53
Address : PRTR Group Public Company Limited, No. 2034/82
 Ital – Thai Tower, 18th Floor, New Petchburi Road, Bangkapi,
 Huaykwang, Bangkok 10310
Special Interest in any agenda : None
Conflict of Interest with the company/ parent company/ subsidiary company/associated company or juristic person that may conflicts or in the past 2 years - None-