

**Brief information of the Independent Director whom the Shareholder may give a proxy to attend  
and vote at the meeting**

In case any shareholder is unable to attend the 2015 Extraordinary General Meeting (EGM), he/she may appoint Mr. Kittisak Bencharit, Audit Committee, to be his/her proxy to attend and vote on his/her behalf. The profile of the Audit Committee is as follows:



**Name** Mr. Kittisak Bencharit

**Position** Independent Director and Audit Committee

**Age** 64 years

**Education** - Bachelor of Economics, University of Wisconsin, USA

**Directorship Program** - Director Certification Program (DCP) 70/2006  
- Audit Committee Program (ACP) 32/2010  
- Corporate Governance for Capital Market Intermediaries (CGI) 3/2015  
Thai Institute of Director (IOD)

**Director Tenure** 6 years

**Board of Audit Committee 2015**

- Board of Directors 8/8 times
- Board of Audit Committee 8/8 times

**Shareholding in the Company (As of September 8<sup>th</sup>, 2015)**

- None

**Current Position & Experience**

- 2009 – Present Independent Director and Audit Committee, Finansia Syrus Securities Pcl.
- 2013 – Present Independent Director and Audit Committee, Thonburi Medical Centre Pcl.
- 2013 – Present Independent Director and Audit Committee, Exotic Food Co., Ltd.
- 2009 – Present Advisor to Group CEO, Premier Group

### Qualification of Independent Directors

The independent directors must have the qualifications required by SEC as below.

1. The independent director must not hold the share exceeding 1 percent of the total shares with voting rights of the applicant, its parent company, subsidiary company, association company, major shareholders or controlling person including shares held by related persons of such independent director;
2. The independent director must not be or used to be the executive director or used to be the director, employee, staff or advisor receiving salary or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person; unless that person has ceased his/her status from the company not less than 2 years prior to the date of filing an application with the office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government until which is a major shareholder or controlling person of the applicant;
3. The independent director has no relationship by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executives, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company;
4. The independent director has no relationship in terms of business with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner that could interfere with their independent judgment as well as not be or used to be a shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of filing an application with the office.

The term "Business relationship" includes any normal business transaction, rental or lease or immovable property, transaction relating to assets or services or granting or receiving of financial assistance through receiving or extending loans, guarantee, providing assets as collateral and any similar actions, which result in the applicant of 3 percent or more of the net tangible assets of the applicant or Baht 20 million or more, which is lower. The amount of such indebtedness shall be calculated according to the method for calculation

of value of connected transactions under the Notification of the Capital market Supervisory Board governing rules on connected transaction. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. The independent director must not be or used to be an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person and is not significant shareholder, controlling person or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person; unless the foregoing relationship has ended not less than 2 years prior to the date of filing an application with the office;
6. The independent director must not be or used to be a provider of any professional services including those legal or financial advisors receiving service fee exceeding Baht 2 million per year from the applicant , its parent company, subsidiary company, associate company, major shareholder or controlling person and not be a significant shareholder, controlling person or partner of the provider of professional services; unless the foregoing relationship has ended not less than 2 years prior to the date of filing an application with the office;
7. The independent director must not be a director appointed as a representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder;
8. The independent director has no characteristics causing the inability to express independent opinions regarding to the applicant's business operation.
9. The independent director has no characteristics causing the inability to express independent opinions regarding to the applicant's business operation.

In year 2014, the Company's independent directors have met the requirements of SEC, without having any business relationship or providing professional services to the Company.

- Independent Director did not involve the management, employee, staff or advisor receiving salary from the Company or its Subsidiaries.
- There was no business relationship or Stakeholders to provide any professional management to the Company or its Subsidiaries.