

## Profiles of the independent directors who can act as shareholder proxies



Name :	Mr.Jirasuk Sugandhajati	Mr. Vira Jungjaroensuk
Age :	70	68
Position :	Independent Director, Audit Committee, Nomination and Remuneration Committee and Chairman of the Risk Management Committee	Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee
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Conflict of interest in item Nos. 1 - 12:	None	None

## Definition of Independent Director including profiles of Independent Directors acting as Shareholder Proxies

### Definition of Independent Director of Srinanaporn Marketing Public Company Limited

Independent directors shall have all the qualifications as stipulated under the laws on Security Exchange, regulations issued by the Office of Security Exchange Committee, regulations issued by Capital Market Supervisory Board, Security Exchange Committee and other relevant regulations. Such independent directors shall be able to look after the benefits of all shareholders equally and not cause the conflicts of interest. In addition, they shall be able to attend to the Board of Directors' Meeting and express their opinions independently.

Independent directors shall have the following qualifications

1. Holds no more than 1% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major Shareholder or controlling persons who may have conflicts of interest, including stocks held by connected persons of the Independent Director;
2. Is not or has not ever been an executive Director, employee, staff, advisor who receives salary of a controlling person of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major Shareholder or controlling persons who may have conflicts of interest unless the foregoing status has ended for more than 2 years before the date of appointment as Independent Director;
3. Is not a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major Shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;
4. Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons who may have conflicts of interest, in the manner that may interfere with his independent judgment, or is not or has not ever been a major Shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies a major Shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as Independent Director; The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of 1 years prior to the date on which the business relationship with the person commences;
5. Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries or its associated companies who may have conflicts of interest and is not a major Shareholder, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its

- associated companies, a major Shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as Independent Director;
6. Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, its subsidiaries, its associated companies, a major Shareholder or controlling persons who may have conflicts of interest, and is not a major Shareholder, controlling persons or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years appointment as Independent Director;
  7. Does not represent the Company's or its major Shareholder's Board member or a Shareholder who is related to the Company's major Shareholder
  8. Is not an entrepreneur in any business similar to or material competing with the Company or its subsidiaries or not being the material partner in partnership, executive Director, employee, staff, advisor who receives salary or holds no more than 1% of total voting stocks of the company similar to or material competing with the Company or its subsidiaries;
  9. Has not any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

After having been appointed as Independent Director with qualifications complying with the criteria under 1 to 9 mentioned above, the Independent Director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one. The Company may appoint a person who has a business relationship or provides a professional service described in Item No. 4 or 6 above if the Board carefully considers the business relationship or service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the Independent Director's responsibilities. The Company must disclose the following information in the item regarding the appointment of Independent Directors on the agenda of the Shareholders' Meeting :

- a) The nature of the business relationship or professional service that excludes the nominated Independent Director from the standard requirements.
- b) The reason or need to retain or appoint this person as an Independent Director.
- c) The Board's opinion on proposing the appointment of this person as an Independent Director.