

### **Selection of directors and executives**

The company appoints directors via the shareholders' meeting. The company's regulations state that there must be no less than 5 company directors, and that they shall be elected through a process of majority voting in accordance with the following criteria and methods:

1. The vote of each shareholder is equal to the number of shares he or she holds
2. In electing directors, it is possible to elect directors either on an individual basis or to elect several individuals simultaneously as a team, or to elect directors by any other method as deemed appropriate by the shareholder meeting. In passing resolutions, shareholders must use all their votes simultaneously as stated in 1 (above), and apportion their votes among individuals or teams.
3. The election of directors shall be conducted through majority voting. If the number of votes is equal, the chair of the meeting shall hold the casting vote.

### **Definition of Independent Director**

Independent Director is the Director who has independent decision and not relate with major shareholders, the management and related person in the Company, Subsidiary Company and Related Company. Independent Director can conduct fair deals involving of all shareholders' interest and has qualifications equal with the regulations of the SET and SET as follow:

1. Hold company's share not exceed 5 percent of the paid-up capital of the Company, Subsidiary Company, Associated Company and Related Company.
2. Must not participate in management activities, not an employee, staff or advisor who receives regular salary from the Company, Subsidiary Company, Associated Company and Related Company.
3. Has no direct or indirect on business relationships, interests, benefits or stakes in both financial and management of the Company, Subsidiary Company and Major Shareholders.
4. Must not be a relative to the management or major shareholders.
5. Not be nominated to protect the interests of Directors, Major Shareholders or shareholders who are related to major shareholders.
6. Able to perform duties and opinions or reports as assigned by the Board of Directors without any influence from managements, major shareholders and related persons or relatives of such persons