

Profiles of the Independent Directors for the Appointment as Proxy by Shareholders and  
Definition of the Independent Director

1. **Mr. Mechai Viravaidya**

Independent director

Age 80 years

Address 245/2, Soi Sukhumvit 31 (Sawasdee)  
Klongtoei Nua Sub-district, Wattana District,  
Bangkok, 10110

Conflict of interest with the  
meeting agenda None

Shareholding ratio in the Company None



2. **Mrs. Amporn Purintawaragul**

Independent director

Age 58 years

Address 99/1, Soi Ratchadaphisek 32,  
Chan Kasem Sub-district, Chatuchak District,  
Bangkok, 10900

Conflict of interest with the  
meeting agenda None

Shareholding ratio in the Company None



In this regards, the Independent Director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

### Definition of the Independent Director

The Board of directors of Thai Nippon Industry Public Company Limited (the “Company”) has determined the Definition of Independent Directors of the Company in accordance with the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding not more than 1 percent of all shares entitled to vote of the Company, the parent company, subsidiary, joint/associated company, juristic person major shareholder or person who has controlling power in the Company. This is inclusive of the shares held by the connected person.
2. Not being or used to be a director who participates in the management, employees, staff, consultant which receive monthly salary or person who has controlling power in the Company, parent company, subsidiary, joint/associated company, subsidiary in equal level, major shareholder or person who has controlling power in the Company, except he/she has been released from such characteristics for not less than 2 years.
3. Not have blood relationship or legal registration relationship as father, mother, spouse, sibling, and child/children including spouse of child/children of other director, executive, major shareholder, person who has controlling power or person who will be nominated as director, executive or person who has controlling power in the Company or the subsidiaries.
4. Not have or used to have business relationship with the Company, the parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in the Company in the manner that may obstruct the exercise of independent discretion, including not being or used to be a significant shareholder or person who has controlling power in the person who has business relationship with the Company, the parent company, subsidiary, a joint/associated company, major shareholder or person who has controlling power in the Company, except he/she has been released from such characteristics for not less than 2 years.

Such business relationship in the first paragraph is inclusive of the trading transaction in normal practice to operate the business, a lease or rental of immovable property, a transaction related to assets or services, a provision or an acceptance of financial assistance by lending money, provide guarantee, provide asset as collateral of debt, including other similar actions which result in the Company or counter contracting party have an obligation to another party from the amount of 3 percent of net tangible assets (NTA) of the Company

or from 20 Million Baht, whichever is lower. The consideration of such debt is inclusive of the debt(s) arising within 1 year prior to the day of business relationship occurred with the same person.

5. Not being or used to be an auditor of the Company, parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in the Company, and not being significant shareholder, person who has controlling power, or a partner of, the audit firm which the auditor of the Company, parent company, subsidiary, joint/associated company, major shareholder, or person who has controlling power in the Company, is belonged to, except he/she has been released from such characteristics for not less than 2 years.
6. Not being or used to be a person who renders any professional service including the legal advisory service or financial consultancy service who has received the service fee of more than Baht 2 Million per year from the Company, the parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in the Company, and not being a significant shareholder or person who has controlling power in, or a partner of, such professional service provider, except he/she has been released from such characteristics for not less than 2 years.
7. Not being a director who is appointed as a nominee of a director of the Company, major shareholder or a shareholder who is connected with the major Shareholder.
8. Not engage in a business of the same nature and is significantly competitive to the Company's business, or subsidiary, or not being a significant partner in a partnership, or a director who participates in the management, employees, staff, or consultant who receive monthly salary or hold more than 1 percent of all voting shares of another company, which is engaged in a business of the same nature and is significantly competitive to the business of the Company or subsidiaries.
9. Not have any other characteristic which prevents him or her to grant independent opinion about the operation of the Company.

Following the appointment as Independent Director, the Independent Director may be assigned by the Board of Directors to make decisions for the operation of the Company, parent company, subsidiary, joint / associated company, subsidiary in equal level, major shareholder, person who has controlling power in the Company whereby the decision making is made as a collective decision.