



Profiles of the Independent Directors for the Appointment as Proxy by Shareholders

Mr. Nopparat Panthongwiriyaikul, MD.

- Independent Director
- Chairman of Nomination and Remuneration Committee
- Member of Audit Committee

Age:

61 years

Address:

1 Charoenrat Road,
Thung Wat Don Sub-
district, Sathon District
Bangkok 10120



Conflict of interest with the meeting agenda:

None

Date of Appointment as Director:

16 May 2019

Relationship with executives or major shareholders of the Company or its subsidiaries:

None

Conflict of interest with the meeting agenda:

None

Record of legal dispute in the past 10 years:

None

This Independent Director does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.



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 requirements of the SEC and the SET 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 the shares held by the connected person.
2. Not being or used to be a director who participate the management, employees, staff, consultant which receive monthly salary or person who has controlling power in, of 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 or used to 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, of 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, of 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 the trading transaction in normal practice to operate the business, a lease or rental of 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 party of the contract have to repay the debt 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 who has controlling power or a partner of, the audit office which the auditor of the Company, parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in the Company, is belong 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 rendering any professional service including the legal advisor service or financial consultant service who has received the service fee of more than 2 Million Baht per year from the Company, the parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in, of 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, major shareholder or a shareholder who is connected with the major Shareholder, of the Company.
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 participate the management, employees, staff, consultant who receive monthly salary, or who holds more than 1 percent of all shares entitled to vote 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 to the operation of the Company.

Following being appointed 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, of the Company in form of collective decision.