

(Translation)

**Board of Directors Charter
SCG Decor Public Company Limited**

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Board of Directors Charters for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the charter after the transformation into a public limited company.

The Board of Directors of SCG Decor Public Company Limited (the "Company"), as the leader and driver of the organization's operations to lead to sustainable business growth, has an important role and duty in setting the vision, main goals, strategies, and policies in the company's business operations as well as supervision and management of the company and its subsidiaries to integrate factors affecting sustainability, both opportunities and risks related to the company's business context for good long-term and reliable performance. The Board of Directors must perform their duties with responsibility, caution, prudence, and honesty, and protect the interests of the Company and its subsidiaries for the utmost benefit of shareholders in the long term and to meet the expectations of stakeholders. All stakeholder groups comprehensively.

The Board of Directors should act as a good example and create organizational values and culture in both operations and ethics. They must act fairly to stakeholders under good corporate governance and take care of the operations of the Company and its subsidiaries to be in accordance with the law, objectives, regulations and resolutions of the Board of Directors' meetings, as well as the resolutions of the shareholders' meetings. In addition, the Board of Directors also has a role and duty in supervising and evaluating the performance of the management and the Chief Executive Officer and President in managing the business of the Company and its subsidiaries successfully according to the established plans.

Therefore, the meeting of the Board of Directors resolved to establish this Charter of the Board of Directors in order for all company directors to be aware of their duties and responsibilities in order to perform their duties correctly and completely.

1. Scope of Duties

The Board of Directors has the following duties:

Take responsibility as an organization leader that creates sustainable value for the business.

1.1 Manage the business of the company and its subsidiaries for the best benefit of the company, its subsidiaries, and stakeholders (Fiduciary Duty) by adhering to 4 important practices:

1.1.1 Performing duties responsibly, carefully and cautiously. (Duty of Care)

1.1.2 Performing duties with honesty and integrity. (Duty of Loyalty)

1.1.3 Compliance with the law, objectives, company regulations, resolutions of the board of directors and resolutions of shareholder meetings. (Duty of Obedience)

1.1.4 Disclosing information to shareholders is accurate, sufficient, complete, transparent, verifiable, and timely. (Duty of Disclosure)

- 1.2 Ensure that the company and its subsidiaries comply with various policies of the company and its subsidiaries.
- 1.3 Set the vision, mission and business strategy of the company and its subsidiaries, taking into account ethics, social and environmental impacts as important, which are reviewed and approved together with the management on an annual basis.
- 1.4 Manage the company and subsidiaries in accordance with the law, objectives, regulations, approval authority schedule, resolutions of the Board of Directors, and resolutions of the shareholders' meeting with responsibility, care, caution, and honesty for the optimal benefit of the company and fairness to all involved.
- 1.5 Prepare a charter for the Board of Directors and sub-committees, as well as amend the charter of the Board of Directors and approve the proposal of the sub-committees to change the contents of the charter to be up-to-date and appropriate to the laws and regulations and changing situations and review the charter of the Board of Directors at least once a year.

Set the objectives and main goals of the business towards sustainability.

- 1.6 Consider the main operating plan, budget, goals and policies for business operations, as well as develop the capabilities of the company and its subsidiaries to compete internationally, including supervising the administration and management of the management in accordance with policies, plans, budgets, goals, business policies and business strategies for sustainability that are set for the highest benefit of the company, subsidiaries, and shareholders.

Strengthen effective corporate boards

- 1.7 Determine and review the board structure regarding the number of directors, proportion of independent directors, including various qualifications to suit the company's business operations.
- 1.8 Supervise the selection and election process for directors in a transparent manner by creating a Board Skills Matrix to determine the qualifications of directors to be recruited based on the company's business strategy and determining the remuneration of company directors and sub-committees appropriately to present to the shareholder meeting for approval. In considering the remuneration of the board of directors, various factors must be taken into account, such as consistency with the short-term, and long-term strategies and goals of the company, experience, duties and responsibilities, scope and roles and responsibilities, standards for remuneration of directors in the same industry including benefits expected to receive from each director, etc.
- 1.9 Dedicate adequate time to perform duties, attend meetings of the Board of Directors and shareholders' meetings, except in cases of force majeure where company directors who are unable to attend meetings must notify the chairman or secretary of the board or company secretary know in advance before the meeting
- 1.10 Consider establishing a governance mechanism that allows the company to control, supervise, manage and be responsible for the operations of its subsidiaries as if they were a unit of the company, including measures to monitor the management of subsidiaries in order to maintain interests in the Company's investments shall be in accordance with the announcement of the Securities and Exchange Commission and/or Related announcements from the Capital Market Supervisory Board.

- 1.11 Appoint persons to serve as directors of subsidiaries and associated companies that conduct core businesses at least in proportion to their shareholding in subsidiaries and associated companies that conduct core businesses, determine remuneration and determine the scope of authority, duties and responsibilities of directors and the appointed executives also set the framework for voting authority in the meetings of the boards of subsidiaries and associated companies that operate the main business on important matters that require the opinion of the board of directors first and supervise management and the management of subsidiaries and associated companies that conduct core businesses in accordance with the operating plans and policies of the company and supervise various transactions to be in accordance with relevant laws and regulations, including monitoring and overseeing that subsidiaries and associated companies that operate core businesses disclose complete and correct information regarding financial status and operating results, related transactions, and the acquisition or disposal of significant assets, and monitor and ensure that directors and executives of subsidiaries and associated companies that operate business practices comply with their duties and responsibilities as required by law.
- 1.12 Evaluate the performance of the Board of Directors every year by having 3 types of performance evaluation: As a Whole, Self-Assessment, and evaluating the performance of the Chairman of the Board and following up on results of the Board of Directors and sub-committee members for joint consideration by the Board of Directors and regular reviews of performance evaluation forms of the Company Directors and sub-committee members, including disclosing the criteria, procedures and results of the evaluation in the overall picture included in the annual report.
- 1.13 Continuously develop knowledge and ability to work, attend training or participate in courses related to the performance of director duties or seminar activities that continuously increase knowledge in work.
- 1.14 Appoint the company secretary and determine the scope of authority and duties of the company secretary in accordance with the law on securities and exchange to be responsible for various operations on behalf of the company or the board of directors and to assist the board of directors in performing various tasks in order to comply with relevant laws, announcements, and regulations, such as preparing and maintaining a directory register, notices calling meetings of the board of directors and minutes of board meetings, notices calling meetings of shareholders and minutes of shareholders' meetings, and keeping report on interest, etc.

Recruiting and developing senior executives and personnel management

- 1.15 Consider the management structure, the development plan for senior executives and the succession plan for the Chief Executive Officer and President, and supervise the effective performance evaluation of senior executives on an annual basis, and have a system in place. Consideration of compensation for senior executives that is prudent, transparent, consistent with responsibilities and performance to create incentives both in the short and long term, and can be compared with compensation standards in the same industry.

- 1.16 Supervise the establishment of an appropriate compensation structure and evaluation, understand the structure and relationships of shareholders that may affect the management and operations of the business, as well as monitor and supervise the management and development of appropriate personnel amount, knowledge, skills, experience, and motivation.

Promote innovation and responsible business operations

- 1.17 Supervise and support the creation of innovations that create value for the company and its subsidiaries along with creating benefits for all stakeholders.
- 1.18 Provide a written code of conduct manual to serve as a standard for the work of directors, executives, and employees of the company. The board of directors should seriously monitor compliance with the code of conduct manual.
- 1.19 Monitor and supervise the implementation of strategies and business plans of the company and its subsidiaries and follow up on the measurement of the performance of the management by requiring regular reporting of the operating results of the company, subsidiaries and associated companies, including a policy for developing and improving business operations by taking into account safety and health, social and environmental responsibility, as well as personnel development.
- 1.20 Supervise the management of information technology and measures to maintain the security of information technology systems.

Ensure that there is an appropriate risk management and internal control system.

- 1.21 Set a risk management policy to cover the entire organization and supervise effective risk management, including reviewing and evaluating the risk management system regularly and when risk levels change.
- 1.22 Encourage employees at all levels to be conscious of ethics and morality and comply with the principles of corporate governance, ethics and various policies, as well as supervise the company and its subsidiaries to have appropriate internal control and internal audit systems, including providing process of regularly evaluating the appropriateness of the internal control system of the company and its subsidiaries in order to reduce the risk of corruption and abuse of power, as well as prevent illegal acts.
- 1.23 Establish an audit and risk management committee that can perform its duties efficiently and independently.
- 1.24 Supervise, control, prevent, monitor and manage conflicts of interest that may occur between stakeholders of the company and its subsidiaries, the company and the management, the board of directors, or shareholders, supervise to prevent improper use of the assets of the Company and its subsidiaries and transactions with those who are related to the Company and/or its subsidiaries in an inappropriate manner. In the event that any company director has an interest in any transaction that is made with the company and/or its subsidiaries or has an increase or decrease in the proportion of shares held in the company and/or its subsidiaries, the said director shall notify the company without delay.

- 1.25 Consider, approve and/or give opinions on entering into transactions that have a significant impact on the business, including acquisitions or disposals of assets of the company or its subsidiaries, connected transactions between the company or its subsidiaries with related persons as stipulated in the Securities and Exchange Act, as well as related regulations of the Stock Exchange of Thailand ("Stock Exchange") and the Capital Market Supervisory Board, and consider and approve principles regarding trade agreements with conditions in entering into transactions between the company or its subsidiaries and directors, executives or related persons in order to establish a framework for the management to have the authority to carry out such transactions within the framework and scope of relevant laws and criteria, including considering and/or giving opinions on entering into various transactions of the company (if the value of the transaction does not fall within the conditions that must be considered and approved by the shareholder meeting) to be consistent and in accordance with relevant laws, announcements, rules and regulations.
- 1.26 Establish and follow a policy regarding corporate governance of the company and its subsidiaries in accordance with the principles of good corporate governance in writing and encourage communication to everyone in the company for their acknowledgment and serious adherence such as anti-corruption policy, policy for receiving complaints of corruption and wrongdoing, and policy for managing inside information that affects stock prices, etc. and the effective application of such policies to ensure that the company and its subsidiaries to be responsible to all groups of stakeholders with fairness, including supervising and developing good corporate governance of the company and its subsidiaries to be at the international level as a guideline for conducting business, monitoring to ensure compliance, and is a role model in following the principles of good corporate governance and the company's code of ethics.
- 1.27 Consider and approve the adequacy and appropriateness of the mechanisms used by the focal company to supervise the management and operations of the subsidiaries under the focal company.
- 1.28 Supervise the existence of processes and channels for receiving and dealing with complaints from those wishing to report clues or all stakeholders effectively, and provide opportunities for all stakeholders to contact/complaint on matters that may be a direct problem with the Board of Directors.

Maintain financial credibility and disclosure.

- 1.29 Supervise the company and its subsidiaries to have an accounting system, financial reporting and financial statement review that complies with relevant rules and guidelines.
- 1.30 Monitor financial liquidity and ability to repay debts, including plans or mechanisms for resolving problems if problems arise.
- 1.31 Consider preparing a sustainability report as appropriate.
- 1.32 Arrange for the disclosure of appropriate information to stakeholders, persons with conflicts of interest and related persons, including the disclosure of important information to shareholders in the financial statements and appropriately report information to shareholders. Such information should be published through the stock exchange system first and may be further disseminated through the company's website including appointing a person responsible for providing information to investors. The board of directors should disseminate information correctly, adequately, completely, appropriately, and on time, and promote the use of information technology in disseminating information.

Support participation and communication with shareholders

- 1.33 Ensure that shareholders participate in decision-making on important matters of the company and its subsidiaries, as well as ensuring that operations on the day of the shareholder meeting are orderly, transparent, efficient, and conducive to exercise their rights, ensure that the disclosure of shareholder meeting resolutions and the preparation of shareholder meeting minutes are correct and complete, respect the rights and treat shareholders, both major and minor, and stakeholders in a fair and transparent manner.

In performing its duties, the Board of Directors should have access to additional necessary information from the Chief Executive Officer and President, the Company Secretary, or other assigned executives, within the scope of specified policies and, if necessary, the Board of Directors may provide independent opinions from outside consultants or professionals at the Company's expense.

2. Roles and duties of the chairman of the board

The Chairman of the Board shall have the following duties:

- 2.1 Consider setting meeting agendas for the Board of Directors together with the Chief Executive Officer and President and ensure that Company Directors receive accurate, complete, clear, and timely information before the meeting so that Company Directors can make appropriate decisions.
- 2.2 Be the leader of the Board of Directors and chair the Board of Directors' meetings.
 - 2.2.1 Conduct meetings of the Board of Directors according to the agenda, company regulations and the law.
 - 2.2.2 Allocate adequate time and encourage all company directors to discuss, exchange opinions fully, independently and use careful discretion with complete consideration of all stakeholders.
 - 2.2.3 Clearly summarize the meeting resolutions and what needs to be done next.
 - 2.2.4 Schedule a meeting of the Board of Directors without directors from the management as appropriate.
- 2.3 Lead shareholder meetings in accordance with the agenda, company regulations, and laws by allocating appropriate time, including giving shareholders equal opportunities to express their opinions, and ensuring that shareholders' questions are answered appropriately and transparently.
- 2.4 Support and be a good example in following the principles of good corporate governance and the company's code of ethics.
- 2.5 Strengthen good relationships between the Board of Directors and management and support the performance of duties of the Chief Executive Officer and President and management according to company policy.
- 2.6 Supervise the disclosure of information and transparent management in cases of conflicts of interest.
- 2.7 Supervise the Board of Directors to have appropriate structure and composition.
- 2.8 Supervise the performance of duties of the Board of Directors, including various sub-committees and individual company directors, to be efficient and effective.

Nonetheless, the Chairman of the Board must not be the same person as the Chief Executive Officer and President.

3. Composition of the Board of Directors

The Board of Directors shall have the following composition:

- 3.1 The Company's Board of Directors consists of not less than 5 Company Directors who are appointed and removed by a meeting of shareholders, and not less than half of the Company's directors must reside in the Kingdom and must have qualifications as required by law.
- 3.2 The Company's Board of Directors consists of at least one-third of the total number of independent directors but not less than three. The independent directors must be independent from the control of management, major shareholders, and those with controlling power and must not be involved or have a vested interest in finance and business management and must have all the qualifications according to the independent director qualification criteria as specified in the announcement of the Capital Market Supervisory Board and have the scope of duties and responsibilities as specified by the Stock Exchange. The announcement specifies that the qualifications of the company's independent directors appear in the attached documents.
- 3.3 The Board of Directors consists of qualified persons with knowledge and ability in various professional skills, experience, and special expertise that are beneficial to the business operations of the Company and its subsidiaries, regardless of gender, race, religion, age, or professional skills in order to provide the Board of Directors with a broader perspective that will help in the decision-making process and be able to oversee business operations with efficiency and sustainability.
- 3.4 The Board of Directors shall elect one director to be the Chairman of the Board.

When a person is appointed as a director, the company will organize an orientation for new directors by sending a director's handbook and other related information to all new directors to make them aware of their roles and responsibilities of company director.

The Board of Directors will consider arranging the structure and composition of the committee that can oversee the business strategy for sustainability. It may consider assigning duties and responsibilities to sub-committees to oversee the operations according to the business strategy for sustainability.

4. Qualifications of company directors

- 4.1 Directors must have all qualifications and must not have prohibited characteristics according to the Public Company Limited Act, B.E. 2535 (including amendments) ("Public Company Act"), the Securities and Exchange Act B.E. 2535 (Including amendments ("Securities Act"), including announcements, regulations and/or related rules and regulations of the company as specified, including not having untrustworthy characteristics of directors or executives according to the announcement of the Securities and Exchange Commission, they must be persons whose names are in the information system for names of directors and executives of companies that issue securities according to the announcement of the Capital Market Supervisory Board regarding criteria for displaying names of persons in the system. Information on names of directors and executives of companies issuing securities.
- 4.2 Directors cannot engage in business that has the same nature and competes with the business of the Company, or become a partner in a general partnership or a partner with unlimited liability in a limited partnership, or be a director in any other juristic person that carries out business that has the same nature and is in competition with the Company's business whether for your own benefit or the benefit of others, unless the shareholder meeting is notified before the appointment is resolved.

- 4.3 All company directors must be knowledgeable, capable, have experience that is beneficial to business operations, have leadership, a broad vision, understand the nature of the company's business operations and be able to see the overall picture of the business well and are able to perform their duties and express their opinions independently, have honesty, integrity, have ethics in conducting business and are able to dedicate sufficient time to perform their duties.
- 4.4 Holding directorship positions in other listed companies outside the SCG Group which are listed on the Stock Exchange of Thailand, not more than 4 companies in total.

5. Term of office

- 5.1 At the annual general meeting of shareholders, one-third of the directors must resign from their positions. If the number of directors cannot be divided into exactly three, then the number closest to one-third must retire must leave that position by considering the director who has been in office the longest to be the person who leaves the position. However, the departing directors may be re-elected to hold the position again.
- 5.2 The election of directors must be in accordance with the Company's regulations and related laws. The selection of directors must be transparent and clear by considering the individual's educational history and professional experience, including qualifications and the absence of prohibited characteristics, sufficient details for consideration for the benefit of decision-making by the Board of Directors and shareholders.
- 5.3 In addition to retiring from office according to the terms of the company's regulations above. Company directors may leave their positions when:
- 5.3.1 Lacks the qualifications to be a company director or has prohibited characteristics according to the company's regulations or the Public Companies Act and/or the law on securities and exchange.
 - 5.3.2 Submit a resignation letter to the Board of Directors, which will be effective from the date the resignation letter reaches the company.
 - 5.3.3 Absent from the regular meetings of the Board of Directors three times in a row without taking leave from the meeting and the Board of Directors resolved to terminate with a vote of not less than half of the total number of directors.
 - 5.3.4 The shareholder meeting resolved to remove him from his position in accordance with the conditions under the Public Company Act.
 - 5.3.5 Ordered to leave by court
 - 5.3.6 Has died

- 5.4 In the event that the entire Board of Directors vacates their positions, the Board of Directors who have resigned from their positions must remain in their positions to continue operating the Company as necessary until the new Board of Directors assumes their duties.
- 5.5 In the event that the position of company director is vacant for reasons other than retirement at the end of the term, the board of directors shall appoint a person who has all the qualifications and is not prohibited by law to be a replacement company director at the next meeting of the board of directors. Unless the remaining term of the director is less than 2 months, the person who replaces him or her as a director will be in office only for the remaining term of the director he or she replaces.
- 5.6 The independent director shall hold the position continuously for no more than 9 years from the date of first appointment to the position of independent director. In the case of appointing the independent director to continue in the position, the board should reasonably consider the necessity as stated.

6. Board of Directors Meeting

- 6.1 Board meetings must be in accordance with the rules of the law and the Company's regulations.
- 6.2 The Company requires that the Board of Directors meet at least once every 3 months. Each time the main agenda for the meeting will be clearly defined in advance and there may be a special meeting to consider important or urgent matters in determining the agenda and considering matters included in the meeting agenda, the Chairman of the Board and the Chief Executive Officer and President will consider together and ensure that important matters are included in the meeting agenda. In months where there are no meetings, the management will report the operating results to the board so that the board can supervise and supervise the management's operations continuously and in a timely manner.
- 6.3 There shall be meetings among non-executive directors as necessary to discuss various management issues of interest without the participation of management, and the Chairman of the Board or a director assigned by the Chairman of the Board should inform the Chief Executive Officer and the President were also informed of the meeting results.
- 6.4 In the meeting of the Board of Directors each year, there should be at least 80 percent of directors attending the meeting on average and each director should attend at least 75 percent of the number of meetings throughout the year in case of necessity that causes any director to be unable to attend any meeting of the board of directors, that director must notify the chairman of the said necessity at the first opportunity and before that meeting.

In this regard, attendance at the Board of Directors' meetings according to this policy shall include meetings via electronic media that the Company has arranged, in which directors, even if they are not in the same location, can meet to discuss and express opinions between each other.

- 6.5 In calling a meeting of the Board of Directors, the Chairman or Secretary of the Board of Directors, by order of the Chairman, shall notify the Board of Directors and send meeting documents to the Directors at least 3 days in advance of the meeting date unless in an urgent to preserve the rights or benefits of the company, the meeting can be informed by other means or the meeting date can be set earlier than that.

6.6 The Board of Directors can invite relevant people such as company lawyers, outside lawyers and/or other relevant people to attend meetings to discuss, clarify, or answer questions.

7. Quorum and Voting

7.1 At a meeting of the Board of Directors, there must be at least one-half of the total number of directors present in order to form a quorum, and while the Board of Directors is voting at the meeting, there must be no less than two-thirds of the directors present, including directors who attended the meeting via electronic media, where directors, even if they are not in the same place, can meet and discuss and express opinions with each other, except in cases of urgent need to preserve the rights or benefits of the company which causes the policy to be unable to be followed. The Board of Directors may pass a resolution at the meeting even if there are less than two-thirds of the total number of directors with voting rights if it is considered that there is a reason. The quorum and voting must be in accordance with the laws and regulations of the company. In the event that the chairman of the board is not present at the meeting or is unable to perform his duties, or the position of chairman is vacant, if there is a vice chairman, the vice chairman shall be appointed. Directors act in place of the Chairman of the Board. In cases where the Chairman and Vice Chairman are not present at the meeting or are unable to perform their duties, or the positions of Chairman and Vice Chairman are vacant, the Company Directors present at the meeting shall elect one Company Director to be the Chairman at the meeting.

7.2 The final decision of the meeting shall be made by a majority vote. One director shall have one vote in voting. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

7.3 One company director has one vote, except that company directors who have an interest in a matter do not have the right to vote on that matter.

7.4 In the event that the position of company director is vacant to the extent that the number remaining is less than the number required to form a quorum, the remaining company directors may act on behalf of the board of directors, but only by holding a meeting of shareholders to elect replacement company directors in all vacant seats only and such shareholder meeting must be held within 1 month from the date the number of directors is vacant less than the number that would constitute a quorum.

8. Minutes of the Board of Directors' meeting

The Company Secretary is responsible for preparing minutes of the Board of Directors' meetings and sending them to the Board of Directors for consideration in advance before presenting them to the Board of Directors for approval in the first agenda of the next meeting, with the chairman of the meeting signing to certify the accuracy. Directors can express their opinions and request amendments to the meeting minutes to be accurate and precise. The meeting minutes that have been approved by the meeting will be systematically stored in the form of documents according to the level of secrecy and stored in electronic documents for ease of searching and reference.

9. Approval authority of the Board of Directors

The Board of Directors has the authority to approve various matters of the Company according to the scope of duties prescribed by law, the Company's regulations, the Charter of the Board of Directors, and the resolutions of the shareholders' meeting, which includes the determination delegation of authority, determination and review of vision, mission, strategy for operations, master plan for operations, risk management policy, budget plan and annual business operations plan, business plan, setting desired goals of operations results, monitoring and evaluating operations to be in accordance with the established plan, capital expenditure, important related party transactions, mergers, business separations and joint ventures or cancellation of joint ventures.

10. Compensation

Company directors shall receive compensation according to the amount approved by the shareholder meeting.

This Charter shall be effective from January 26, 2026 onwards.

Addendum to the Charter of the Board of Directors

Qualifications of Independent Director of the Company

1. Shall not hold shares exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever 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 transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, 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 becoming an independent director.

7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in significant competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall be able to attend meetings of the Board of Directors and make independent judgment.
10. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
11. Shall be able to look after the interests of all shareholders equally.
12. Shall be able to prevent conflicts of interest.

After being appointed as an independent director with all qualification items 1-12 specified above, such independent director may be assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary or any juristic person which may have a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.