

Profiles of independent directors proposed to act as proxies for shareholders



Associate Professor Kalyaporn Pan-ma-rerng

Age 67 years

Position : Independent Director, Chairman of the Audit Committee,
Nomination and Remuneration Committee, Chairman of Risk Management Committee

Nationality : Thai

Address : Chow Steel Industries Public Company Limited
2525 FYI Center Tower 2, 10th Floor, Unit 2/1006-1008, Rama 4 Road, Khlongtoei,
Bangkok 101 10

Education / Training : - Master of Business Administration,
National Institute of Development Association (NIDA)
- Bachelor of Accounting, Bangkok University
- Certificate Visiting Colleague Program, University of Hawaii at Manoa, USA
- Certificate Advance Higher Education Management (Class 8),
Ministry of University Affairs

Director Training : - Director Accreditation Program (DAP) class 28/2004 Thai Institute of Director
- Audit Committee Program (ACP) class 13/2006 Thai Institute of Director

Shareholding in the Company as of :
31 December 2019 -None-

Other Directorship Position / Other :
Positions at present

(a) Other Listed company (1 company)
- Independent Director, Chairman of Audit Committee
Sonic Interfreight Public Company Limited

(b) Non- listed company (2 company)
- Director, President Automobile Industries Co., Ltd.

Conflict of interest on the Meeting's :
Agenda Has interest in Agenda no.6 To consider and approve the election of directors to replace
whose who retire by rotation in 2019 and Agenda no.7 To consider and approve the
annual remuneration for directors in2019

Details of Independent Directors Proposed to be Proxy of Shareholders



Associate Professor Dr.Narong Yoothanom

Age 76 years

Position : Independent Director, Audit Committee,
Chairman of Nomination and Remuneration Committee,
Chairman of Corporate Governance Committee

Nationality : Thai

Address : Chow Steel Industries Public Company Limited
2525 FYI Center Tower 2, 10th Floor, Unit 2/1006-1008, Rama 4 Road, Khlongtoei,
Bangkok 10110

Education / Training : - Doctor of Philosophy in Electrical Engineering, University of Missouri of Science and
Technology, USA
- Master of Electrical Engineering, Stanford University, USA
- Bachelor of Engineering in Electrical Engineering (First-Class Honor), Chulalongkorn
University
- Certificate in Regulatory Economics and Processes, University of Florida, USA
- Certificate in Telecommunications, Southern Alberta Institute of Technology, Canada

Director Training : - Director Accreditation Program (DAP) class 78/2009 Thai Institute of Director

Shareholding in the Company as of :
31 December 2019 -None-

Other Directorship Position / Other :
Positions at present

(c) Other Listed company - None-

(d) Non- listed company (1 company)
- Director, SPUniSearch Co., Ltd.

Conflict of interest on the : Has interest in Agenda no.6 To consider and approve the election of directors to replace
Meeting's Agenda whose who retire by rotation in 2019 and Agenda no.7 To consider and approve the annual
remuneration for directors in2019

Qualifications of Independent Directors of the Company

Independent directors are those not under the influence of major shareholders or groups of major shareholders, and command the following qualifications. :

1. Not own shares exceeding 1% of paid-up capital in the Company, the parent company, the Company's subsidiaries, associated companies, or any juristic persons that may have conflicts of interest with the Company and the related parties.
2. Not get involved in management as a director, either in the past or at present, not be an employee or corporate advisor receiving a regular salary, or having controlling power of the Company, subsidiaries, associated or related companies, or any juristic persons that may have conflicts of interest with the Company, except having retired from such work for not less two years before the date of submission made to the Office of Securities and Exchange Commission (SEC) for approval or before the date of having been appointed as a member of the Audit Committee.
3. Not relate by blood or by law such as being parents, spouse, siblings and children, including children's spouse of the executives or a major shareholder of the Company, person with controlling power, or person who will be nominated as an executive or person with controlling power of the Company or its subsidiaries (if any).
4. Have no business relationship with the Company, subsidiaries, associated, or any juristic persons that may have conflicts of interest with the Company in the manner that may obstruct the exercise of independent judgment; not being, either in the past or at present, a major shareholder, a director, but not an independent director, or an executive of the person who has business relationship with the Company, subsidiaries, associated, or any juristic persons that may have conflicts of interest with the Company, except having retired from such work for not less two years before the date of submission made to the Office of the SEC for approval or before the date of having been appointed as a member of the Audit Committee. The above-mentioned relationship includes normal conduct of commercial transactions, renting or letting property, transactions relating to assets or services, or providing or receiving financial assistance by receiving or giving loans, guarantee, mortgage, including other acts of the same nature which would oblige either the Company or its contracting party to pay debts to the other party in a proportion of 3% of the Company's net tangible assets or from 20 million baht or more, whichever amount is lower. The calculation of this debt burden must be according to the method for calculating value of connected transactions as prescribed by the Notification of the Capital Market Supervisory Board on the criteria for connected transactions mutatis mutandis. But in determining the said debt burden, the debts that have incurred during one year prior to having established business relationship with the same person must be taken into account.
5. Not be, either in the past or at present, an auditor of the Company, subsidiaries, associated, or any juristic persons that may have conflicts of interest with the Company; not being a major shareholder, a director, but not an independent director, an executive or managing partner of auditing firm to which the auditor of the Company, subsidiaries, associated, or any juristic persons that may have conflicts of interest is attached, except having retired from such work for not less two years before the date of submission made to the Office of the SEC for approval or before the date of having been appointed as a member of the Audit Committee.
6. Not be, either in the past or at present, a provider of professional services which shall include legal advisory service or financial adviser whose service fees are more than two million Baht per year obtainable from the Company, subsidiaries, associated, or

any juristic persons that may have conflicts of interest. In the case the provider of professional services is a juristic person, it shall include the major shareholder, a director, but not an independent director, an executive or managing partner of that provider of professional service, except having not involved in such manner for not less than two years before the date of submission made to the Office of the SEC for approval or before the date of having been appointed as a member of the Audit Committee.

7. Not be a director appointed to represent the director of the Company, major shareholder, or shareholders having related with the Company's major shareholders.
8. Not employ any other characteristics which make him incapable of expressing views independently concerning the Company's business operations.
9. Not be a director who has been assigned by the Board of Directors to make operational decisions in the corporate headquarters, associated companies, subsidiaries at the same level as associated companies, or juristic person that may potentially be in conflict with the Company.
10. Not be a director of corporate headquarters, associated companies, subsidiaries at the same level as associated companies, in particular a registered company.