


Independent Directors proposed as proxy for shareholder

		
Name	Associate Professor Boonserm Vimuktanandana	Mr. Lersuk Chuladesa
Age	75 Years	70 Years
Positions	Independent Director	Independent Director
Address	16/1 Soi Samanchan-Barbos, Phra Khanong Subdistrict Khlong Toei District, Bangkok	29/133 Village No. 9, Bang Phut Subdistrict, Pak Kret District Nonthaburi Province

Relationship Characteristics:

Holding of TSR Share		
- Number of share	-	-
- Shareholding that entitled to vote	-	-
Being close relatives to other directors / executive / major shareholders / controlling person / or person to be nominated as director / executive / controlling person of company and its subsidiaries	-None-	-None-
Having relationship in any of these characteristics to SCC / parent company / subsidiary company / associate company / major shareholder / or controlling person either at present or during the past 2 years		
- Be an executive director, staff, employee or advisor who receives salary.	-None-	-None-
- Be a professional service provider (such as an auditor or a lawyer)	-None-	-None-
- Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials / products / services / lending / borrowing) – specify transaction size (if any)	-None-	-None-
Conflict of interest in each agenda Agenda 1	-None-	-None-
Conflict of interest in each agenda Agenda 2	-None-	-None-
Conflict of interest in each agenda Agenda 3	-None-	-None-
Conflict of interest in each agenda Agenda 4	-None-	-None-
Conflict of interest in each agenda Agenda 5	-None-	-None-

Qualifications of Independent Directors of TSR

Qualifications of Independent directors must be equivalent to the minimum specifications stipulated by the Securities and Exchange Commission (SEC) or Stock Exchange of Thailand (SET). These qualifications for independent directors are as follows.

1. A person owning not more than 1% of the total voting shares of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including shares held by related persons of the independent director; By definition, independent of the minimum requirements of the SEC. The SET.
2. A person not being who is involved in any day-to-day management of the Company; or a Staff member/Employee; or a consultant receiving a permanent salary; as well as not being a person with a controlling power over the Company, the parent Company, a Subsidiary Company, a JV Company, a Subsidiary Company of parallel status, or over a legal entity with a possible legal conflicts - within a 2 year prior to the Securities and Exchange Commission being appointed as an Independent Director of the Company;
3. A person not being related by blood; OR, through legal registration, having a status of being a parent, spouse, sibling, or children - including spouses of the children - of the a member of Management, a majority Shareholder and a person with a controlling interest, as well as of a person about to be nominated as a Management member or of someone with a power over the Company and/or its Subsidiary Companies. (if any);
4. Having no business relationship with the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, in a manner which may interfere with his independent judgment, and not being or having been a major shareholder, non-independent director, executive of any person having business relationship with the Company, its parent company, subsidiary, or juristic person which may have conflicts of interest, unless such characteristic ceases at least two years prior to the date of application submitted to the Securities and Exchange Commission or prior to the date of the appointment; Thus such business relationship aforementioned shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or the counterpart being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the notifications of the Capital Market Supervisory Board with regard to the disclosure of Information and act of listed companies concerning the connected transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;
5. Not being or having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, and not being a major shareholder, non-independent director, executive, or managing partner of the audit firm in which the auditor of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest is employed, unless such characteristic ceases at least two years prior to the date of application submitted to the Securities and Exchange Commission or prior to the date of the appointment;

6. Not being or having been any professional advisor, including legal advisor or financial advisor which receives service fee of more than two million Baht per year from the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, and not being a major shareholder, non-independent director, executive, or managing partner of the professional advisor which is a juristic person, unless such characteristic ceases at least two years prior to the date of application submitted to the Securities and Exchange Commission or prior to the date of the appointment;
7. Not being a director appointed as representative of a director of the Company, its major shareholder, or shareholder which is a related person of the major shareholder of the Company;
8. Not operate any business which has the same nature as and is in principle competition with the business of the Company or subsidiary, or not being a principle partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary, or holding shares not exceeding one percent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary;
9. Not having any characteristics which render him or her incapable of expressing independent opinion regarding the Company's business operation;
10. A person/Director who has not been empowered by the Board of Directors of the Company to make decisions on the operations of the Company, the parent Company, its Subsidiary Company, JV Company, a Subsidiary Company of parallel status, as well as a legal entity with a possible conflict of interest;
11. A person who is not a Director of the parent Company, its Subsidiary Company, JV Company, as well as a Subsidiary Company of parallel status that is a public listed company only.

