

## Profile of the Independent Director

For shareholder to grant the independent director as proxy



### 1. Mr. Supapat Ongsangkung

**Age** 59

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoomai, amphurmunag,  
Samutprakarn 10280

**Special Equity** -



### 2. Pol.Lt. Gen Chayoot Thanataweeruch

**Age** 64

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoomai, amphurmunag,  
Samutprakarn 10280

**Special Equity** Agenda 5 To consider and elect director to replace those who retired by rotation. As Pol.Lt.Gen Chayoot Thanataweeruch is a director who has been proposed to retire by rotation.



### 3. Dr. Mongkol Laoworapong

**Age** 50

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoomai, amphurmunag,

**Special Equity** -

### **Independent Director**

The company determines components for Board of Directors to be consisting of at least 1/3 of independent of total number of the company's directors. Board of Directors determines qualities of independent director as follows;

1. Hold shares no more than 1.0% of total number of share with voting right of the company, head office, subsidiary, joint company, major shareholder, or person with power to control the company, which shall also include shareholding of related person of that independent director.
2. Not being or never been a director involved in management, employee, consultant who receives regular salary, or person with controlling power of the company, head office, subsidiary, joint company, subsidiary at the same level, major shareholder, or of person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
3. No blood relationship or by registration according to the law in the manner of father, mother, spouse, sibling, and child, including spouse of the child, of executive, major shareholder, person with controlling power, or person to be nominated as executive or person with controlling power of the company or subsidiary.
4. Not having or never have business relationship with the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company in the manner that is preventing one's independent judgment, including not being or never been implied shareholder or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
5. Not being or never been an auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or partner of audit firm that has auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
6. Not being or never been service provider in any profession, including providing service of legal advisor or financial advisor who receive service fee of more than THB 2 million per year from the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or shareholder of service provider in that profession except being freed from such characteristic for at least 2 years before being appoint as independent director.
7. Not being a director that was appointed as director's representative of the company, major shareholder, or shareholder who is related to major shareholder.
8. Not operating a business that has the same condition, and is an implied competition with business of the company or subsidiary, or not being an implied partner in a partnership, or is a director involved in management, employee, consultant who receives regular monthly salary, or hold share more than 1.0% of total shares with voting right of other company, which operate a business that has the same condition, and is an implied competition with business of the company or subsidiary.
9. Not having any other characteristic that cannot provide independent comment regarding the company's operation.