

Definition of Independent Directors of TWZ Corporation Plc.


An Independent Director is a qualified individual and possesses an independency according to the Notification of the Capital Market Supervisory, and the criteria established by the Stock Exchange of Thailand, which have been defined equal to the criteria established by the Stock Exchange of Thailand.

An Independent Director must:

1. Holding shares not more than 1% of the total shares with voting rights of the Company, its subsidiaries, which shall be inclusive of the shares held by related persons.
2. Not being or having previously been a director who takes part in management, an employee, a staff member or advisor who receives a regular salary, or a controlling person of the Company, its subsidiaries unless the termination of being in such position had occurred at least 2 years before an appointment as the Company's independent director.
3. Not being a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, sibling and child as well as child's spouse, of its executives, its major shareholders, its controlling persons or such other persons who will be nominated to be executives or controlling persons of the Company or its subsidiaries.
4. Having no current or previous business relationship with the Company, its subsidiaries, its major shareholders or its controlling persons which may interfere his /her independent discretion , and not being or having previously been a major shareholder or controlling person of the company which has a business relationship with the Company, its subsidiaries, its major shareholders or its controlling persons, unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
5. Not being or having previously been an auditor of the Company, its subsidiaries, its major shareholders or its controlling persons and not being a major shareholder or partner of the audit office of the auditor of the Company, its subsidiaries, its major shareholders or its controlling persons unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
6. Not being or having previously been any professional service provider including legal advisor or financial advisor who receives more than 2 million baht annually from the Company, its subsidiaries, its major shareholders or its controlling persons and not being a major shareholder, controlling person or partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
7. Not being a director appointed as a representative of the Company's directors, major shareholder or a shareholder who is related to the Company's major shareholder.

8. Not operating any business which has the same nature and significant in competition with the Company, its subsidiaries or not being a major shareholder in partnership or a director who takes part in the management, an employee, a staff member or advisor who receives a regular salary or holding shares more than 1% of total shares with voting rights of other company who operates same business and significantly competes with the Company and its subsidiaries.
9. Having no characteristics that may affect the giving of independent opinions on the operation of the Company and its subsidiaries.

Profile of the independent director to present as proxy

Name	Mr. Phongcharn Samphaongern	
Age(year)	63	
Position	Independent Director and Chairman of Audit Committee	
Number of years as Director	2 years (2020-Present)	
Shareholding	None	
Highest Education	Master of Public Administration Program - National Institute of Development Administration	
Director Training	Director Accreditation Program (DAP) Class 43/2005	
Working Experiences		

May 2021-Present	Independent Director and Chairman of Audit Committee of TWZ Corporation Plc.
Aug 2020 – May 2021	Independent Director and Member of Audit Committee of TWZ Corporation Plc.
2019-2019	Acting Managing Director of Small And Medium Enterprise Development Bank Of Thailand
2017-2019	Deputy Managing Director of Small And Medium Enterprise Development Bank Of Thailand
2013-2016	Assistant Managing Director of Small And Medium Enterprise Development Bank Of Thailand
2010-2010	Senior Vice President of Small And Medium Enterprise Development Bank Of Thailand

Illegal Record in past 10 year	- None -
Relationship with Management	- None -
Conflict of interest in the agenda	-None-

Interests in the Company / Parent Company / Subsidiary / Associated Company or juristic persons that may have conflicts of interest at present or during the past 2 years

1. Being a director who participates in management, staff, employee, or advisor who receives a regular salary
2. Being a professional service provider (such as auditors, legal advisors) is not
3. Having a significant business relationship which may result in the inability to act independently