

## **NOTIFICATION OF THE STOCK EXCHANGE OF THAILAND**

### **Re: Independent Directors of Listed Companies in the Market for Alternative Investment, 2001**

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By virtue of Clause 5(7)(b) of the Regulations of the Stock Exchange of Thailand Re: Listing of Securities on the Market for Alternative Investment, 2001 dated January 22, 2001, the Stock Exchange of Thailand hereby issues the following regulations:

1. This Notification shall come into force on December 3, 2001.

2. In this Notification:

“company” means an applicant or a listed company;

“independent director” means a director who is independent of a major shareholder or a shareholder who is related to a major shareholder;

“parent company” means a parent company under the Notifications of the SEC, and the term “securities issuing company” under the said notifications shall mean the “company” under this Notification;

“associated company” means an associated company under the Notifications of the SEC, and the term “securities issuing company” under the said Notifications shall mean the “company” under this Notification;

“related company” means a partnership or juristic person under Section 258(3) to (7) of the Securities and Exchange Act B.E. 2535 (A.D. 1992).

3. An independent director shall have the following qualifications:

(1) Not being an employee, a staff member, or an adviser who receives a regular salary or any other benefit from the company, parent company, subsidiary company, associated company or related company;

(2) Not holding shares in excess of 5 per cent of the paid-up capital of the company, parent company, subsidiary company, associated company or related company, which shall be inclusive of the shares held by related persons;

(3) Being able to take care of the interest of all shareholders equally;

(4) Being able to prevent conflict of interest between the company and its management, major shareholders or other companies which have the same group of management or major shareholders;

(5) Being able to attend the board of directors' meetings of the company to make decision on any significant activities of the company.

4. To report names and curriculum vitae of the independent directors shall be in the form as prescribed by the Exchange.

5. An independent director shall have the duties and scope of work as follows:

(1) To take care of the interest of all shareholders equally;

(2) To prevent conflict of interest between the company and its management, major shareholders or other companies which have the same group of management or major shareholders;

(3) To give opinion to the shareholders concerning transactions for which the company must seek the resolution and approval of a shareholders' meeting;

(4) To attend the board of directors' meetings of the company to make decision on any significant activities of the company;

(5) To ensure that the company complies with the regulations of the Exchange and relevant laws;

(6) to ensure that the company has a proper and efficient internal control system, and to evaluate and give opinion concerning the adequacy and suitability of the company's internal control system at least once a year.

When the company has appointed an audit committee, the audit committee shall have the duties and responsibilities under (5) and (6) in lieu of the independent directors.

Notified on this 23rd day of November 2001.

(Signed) Kittirat Na-Ranong

(Mr. Kittirat Na-Ranong)  
President



**Form for Resume of the Independent Directors of Listed Company**  
**Form for Report on Resume of the Independent Director**  
**of Listed Company on the Market for Alternative Investment**  
..... **Company Limited**

Name..... Surname..... Position.....  
Working period..... Nationality..... Occupation.....  
Date of birth..... Age..... The number of shares held in the company,  
its affiliate, associated and related company (as of date.....)

1. Name of company....., holding..... shares,  
representing.....% of registered capital.
2. Name of company....., holding..... shares,  
representing.....% of registered capital.
3. Name of company....., holding..... shares,  
representing.....% of registered capital.

(Include the shares holding of related person.)

Address.....  
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Education.....  
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Work experience.....  
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**Marital Status**

Name of spouse....., holding..... shares, representing.....% of registered capital.

Name of children 1. ...., aged....., holding..... shares,  
representing.....% of registered capital.

2. ...., aged....., holding..... shares,  
representing.....% of registered capital.

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Direct and indirect interest in any work of the company or its subsidiary company which is a party to a contract made with the company, please specify the name, the nature of the relation, the term of contract, the nature of the activity and of the interest including the amount thereof. (if any) .....

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