


Name and profile of Independent Directors Appointed as Proxy

Name - Surname	Mr.Teeranut Thangsatapornpong			
Nationality	Thai			
Current Position	Independent Director			
Shareholding percentage	0.045 % (As of 30 November 2018)			
Family relation with executives	None			
Highest education	Master's Degree of Arts (Economics), Thammasat University			
IOD Training and other training	Director Certification Program (DCP), Class of 161/2012 of Thai Institute of Directors (IOD)			
Experience (during the last 5 years)	2018 – current	Director	Simat Technologies Public Company Limited	
	2018 – current	Director / Managing Director	K.C. Property Public Company Limited	
	2017 – current	Independent director / Director / Audit committee member	Filter-vision Public Company Limited	
	2015 – current	Independent director / Director / Audit committee member / Chairman of the Risk Management committee / Nominee and Remuneration Committee member / Chairman of the Good Corporate Governance Committee	Chayo Group Public Company Limited	
	2015 – 2017	Deputy Managing Director	KTB Securities Company Limited	
	2011 – 2015	Chief Financial Officer	Globlex Securities Company Limited	
Position as director or executive of other Organizations/Institution	Other Listed Company	K.C. Property Public Company Limited, Filter-vision Public Company Limited, Simat Technologies Public Company Limited		
	Others (Non-listed Company)	None		
	Other rival incorporation /any related business with the Company	None		
Years as director	3 Years			
Prohibited Qualifications	<ol style="list-style-type: none"> Never dishonestly committed an offence relating to property. Never enter into any transaction which may cause conflict of interest against the company during the year. 			



บริษัท ชัย กรุ๊ป จำกัด (มหาชน)

Chayo Group Public Company Limited

(English Translation)

เลขทะเบียน/Juristic Person ID: 0107560000214

Enclosure 6

Criminal Offense record during the past 10 years	None
Having interests in the Company, parent company, subsidiaries, affiliates or other legal entities which may have conflicts at present or in the past 2 years	None
Interest to the agendas	None

Definition of Independent Director Qualification of Chayo Group Public Company Limited

Chayo Group Public Company Limited (“the Company”) defines Independent Director as per the minimum requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

Independent Director is the person who has expertise beneficial to the company and who has a good understanding on the nature of the business and the responsibilities of a director. Independent Director must be independent on providing the opinions of any business decision, and has the responsibility to ensure that the decision is for the ultimate benefit of the Company and to ensure equitable treatment of shareholders or stakeholders. The Independent Director shall allocate sufficient time to perform his role and has no business relationship with the Company preventing him/her from independent decisions. Qualifications of Independent Director are as follows:

1. An Independent Director must hold no more than 1% of all shares with voting rights of the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority. This is inclusive of shares held by anyone who is affiliated with them.
2. An independent Director is a Director, who does not involve in the management, employees, staff, consultant with monthly salary or entities with controlling authority over the Company, the parent company, a subsidiary, a joint/associated company, a subsidiary of equal level or an entity with controlling authority (either at the present time or within 2 years prior to his/her appointment as an Independent Director).
3. An Independent Director has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of an Executive, a major shareholder, and an entity with controlling authority or the person who is proposed to be the Executive or the controlling authority of the company or the subsidiaries.
4. An Independent Director must not have business relationship with the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a significant shareholder or an entity with controlling authority over a party with business relationship with the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority, either at the present time or within 2 years prior to his/her appointment as Independent Director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a lease or rent of property; a transaction involving assets or services; a provision or an acceptance of any financial assistance through means of loan, a guarantee, a use of asset as collateral against debt; and other similar actions which result in the contract having a debt to be repaid to another party for the amount from 3 per cent of net tangible assets of the Company or from 20 million baht, whichever is lower. This amount is determined by the calculation of related transaction value as per the announcement of the Securities and Exchange Commission. Debt arising within one year prior to the day of business relationship is inclusive.

5. An Independent Director is not an auditor of the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority, or partner to the audit office with which the auditors of the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority are associated.

6. An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than two million baht in service fee per year by the Company, the parent company, a subsidiary, a joint company, a major shareholder or an entity with controlling authority, directors, executives or the partner to the professional service provider at the present or within two years prior to his/her appointment as an Independent Director.
7. An Independent Director is not a director who is appointed to be a nominee of a director of the company, a major shareholder or a shareholder who is connected to a major shareholder.
8. An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company or a subsidiary or is not a significant partner to a partnership or director with involvement in the management, employees, staff, consultant with monthly salary, or who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a subsidiary.
9. An Independent Director shall not be authorized by the Board of Directors to take part in business decision of the Company, a parent company, a subsidiary, a joint/associated company, a subsidiary of equal level or an entity with controlling authority and not a director of the listed company of the equal level.
10. An Independent Director does not have any other characteristic preventing from opining freely on the operation of the Company.

Following appointment as Independent Directors as prescribed in point number 1 to 10 above, they may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the parent company, a subsidiary, a joint/associated company, a subsidiary of equal level, a major shareholder or an entity with controlling authority.

The Company may appoint the Independent Directors who used to have business relationship with the Company or who used to provide professional service as prescribed in point 4 and 6 above. The Board of Directors shall at all times make precise decisions on the appointment of the Independent Directors and also disclose in the invitation letter on the director election agenda.

- (a) To declare the conflict of business nature or the professional service type.
- (b) To provide necessary rational on the appointment of the Independent Director
- (c) Opinion from Board of Directors on the appointment of the Independent Director