

Definition of Independent Director of the Company

1. Holding shares not exceeding 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliated company or juristic person which may have conflicts of interest. This shall include the shares held by related person of such dependent director;
2. Not being or having been an executive director, employee, staff, or advisor who receives regular salary, or a controlling person of the Company, its parent company, subsidiary, affiliated company, same-level subsidiary or juristic person who may have conflicts of interest, at present or during 2 years before the appointment;
3. Not being a person related by blood or registration under laws such as father, mother, spouse, sibling, and child, including spouse of the child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary;
4. Not having a business relationship with the Company, its parent company, subsidiary, affiliated company, or juristic person who may have conflicts of interest, in the manner which may impede his/her independent judgment; and not being or having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliated company, or person who may have conflicts of interest, at present or during 2 years before the appointment. The term “business relationship” includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance, in the amount of 3% or more of the Company’s net tangible assets or Baht 20 million or more, whichever is lower.
5. Not being or having been an auditor of the Company, its parent company, subsidiary, affiliated company, or juristic person who may have conflicts of interest; and not being a major shareholder, non-independent director, executive, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliated company or juristic person who may have conflicts of interest, at present or during 2 years before the appointment;
6. Not being or having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, subsidiary, affiliated company, or juristic person who may have conflicts of interest, at present or during 2 years before the appointment. In case the professional advisor is a juristic person, the prohibition shall include a major shareholder, non-independent director, executive or partner of the professional advisor.
7. Not being a director who has been appointed as a representative of the Company’s director, major shareholder or shareholders who are related to the Company’s major shareholder.
8. Not having any characteristics which make him/her incapable of expressing independent opinions regarding the Company’s business.
9. Not being a director who has been assigned by the Company’s Board of Directors to make decision in respect of business operation of the Company.
10. Not being a director of the Company’s parent company, subsidiary or associated company, or a subsidiary of another company in the same level of the Company.
11. Holding directorship positions in the listed companies not more than 5 companies.

Remark: SVI Company Limited has been identified the qualification and criteria of the Independent Director are equally the minimum requirement of SEC and The Stock Exchange of Thailand.