

Definition of Independent Director of S P V I Public Company Limited

S P V I Public Company Limited has defined the definition of Independent Directors which are more restrictively than the minimum criteria defined by The Securities and Exchange Commission and The Stock Exchange of Thailand. The Details as follows;

The Qualifications of Independent Directors

1. Held shares not exceeding 0.5 percentage of total number of voting right of the company including the shares hold by related persons
2. Neither be nor has been the executive director who participate in managing the business, staff, employee, consultant who receive salary, authorized person of the company unless the foregoing status has ended for no less than 2 years prior to the date of appointment.
3. Not being a person related by blood or by registration under law as parent, spouse, sibling and child including the spouse of child with the executive, major shareholder, the authorized person of the company, or the person who was nominated to be an executive or authorized person of the company.
4. Neither has nor has ever had a business relationship with the company or juristic person which may have any conflict in a manner that interfere with the exercise of independent judgment unless the foregoing relationship has ended for no less than 2 years prior to the date of appointment.
5. Neither be nor having been an auditor of the company or juristic person which may have any conflict of interest, and not having been a major shareholder, director who is not an Independent Director, executive, or managing partner of Audit firm which employs auditor of the company or juristic person who may have any conflict of interest unless the foregoing status has ended for no less than 2 years prior to the date of appointment.
6. Neither be nor having been a professional advisor including legal and financial advisor who receive service fee from the company for more than 2 million baht per year or juristic person who may have any conflict of interest. In case the professional advisor is juristic person, it must include being major shareholder, director who is not an Independent Director, executive, or managing partner of the professional advisor unless the foregoing status has ended for no less than 2 years prior to the date of appointment.
7. Not being the director who is appointed to be a representative of the company, major shareholder, or shareholder who relate to the major shareholder of the company.
8. Not have any characteristic, which cause him/her to express independent opinion toward the business operation of the company.

Name List of Independent Director to Present as Proxy



Mr. Teera Aphaiwongse Age 72 Years

Present Position

- Independent Director
- Chairman of the Board
- Chairman of Audit Committee
- Chairman of Nomination and Remuneration Committee

Nationality

Thai

Shareholding Proportion (as of 28 December 2018) Ordinary shares 400,000 shares (0.10%)

Educations

- Master of Computer Science and Engineering, University of New South Wales, Australia
- Certificate from National Defence Collage of Thailand, Class 377.

Governance Training of Thai Institute of Directors (IOD) Certificate from Director Certification Program (DCP), Class 5/2001

Work Experience for the Past 5 years

- Listed Company 2012 - Present Chairman of the Board, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee
S P V I Public Company Limited
- Non-Listed Company 2017 - Present Advisor to the Board
National Credit Bureau Company Limited
- 2017 - Present Advisor to the Board
Electronic Transactions Development Agency,
Ministry of Information and Communication Technology
- 2016 - Present Chairman
INFOMAX System Solutions and Service Company
Limited
- 2016 - 2017 Director
Electronic Transactions Development Agency,
Ministry of Information and Communication Technology
- 2014 - 2016 Member of Financial Institutions Policy Committee,
Bank of Thailand

Address	1213/58-59 Soi Ladprao 94, Srivara Road, Plubpla Sub-District, Wang Thong Lang District, Bangkok 10310
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Illigal recorded in past 10 years	- None -
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Relationship with Management	- None -
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Having the following interests in the Company that may have conflicts at present or in the past 2 years

1. Being Director who takes part in managing business operation, employee, staff, or advisor who receives a regular salary or fee - None -
2. Being professional advisor (such as auditor, lawyer) - None -
3. Having the significant business relations that may affect the - None -

Having different conflict of interest from other Directors in any agenda proposed in this meeting - Have -

- Agenda 5 To consider and approve the appointment of Directors to replace the Directors retiring by rotation

Remark

- Due to being one of the Directors retiring by rotation and been approved reappointment for another term

Name List of Independent Director to Present as Proxy



Mr. Sujin Suwannagate

Age 68 Years

Present Position

- Independent Director
- Member of Audit Committee
- Member of Nomination and Remuneration Committee

Nationality

Thai

Shareholding Proportion (as of 28 December 2018) Ordinary shares 300,000 shares (0.08%)

Educations

- Master of Business Administration, Long Island University, USA

Governance Training of Thai Institute of Directors (IOD)

Certificate from Director Accreditation Program (DAP), Special Class SET 2012

Work Experience for the Past 5 years

- Listed Company 2012 - Present Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee
S P V I Public Company Limited
- Non-Listed Company 2008 - 2014 Director
Siam City – Factoring Public Company Limited

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Illigal recorded in past 10 years

- None -

Relationship with Management

- None -

Having the following interests in the Company that may have conflicts at present or in the past 2 years

1. Being Director who takes part in managing business operation, employee, staff, or advisor who receives a regular salary or fee - None -
2. Being professional advisor (such as auditor, lawyer) - None -
3. Having the significant business relations that may affect the - None -

Having different conflict of interest from other Directors in any agenda proposed in this meeting - None -

Name List of Independent Director to Present as Proxy



Mrs. Susama Rativanich Age 41 Years

Present Position

- Independent Director
- Member of Audit Committee
- Member of Nomination and Remuneration Committee

Nationality

Thai

Shareholding Proportion (as of 28 December 2018) Ordinary shares 300,000 shares (0.08%)

Educations

- Master of Science in Information Systems, American University, USA

Governance Training of Thai Institute of Directors (IOD)

Certificate from Director Accreditation Program (DAP), Special Class SET 2012

Work Experience for the Past 5 years

- **Listed Company**

2012 - Present	Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee S P V I Public Company Limited
2012 - 2017	Assistant Vice President, General Administration Division MCOT Public Company Limited
- **Non-Listed Company**

2017 - Present	Program Department Manager Amarin Television Company Limited
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Illigal recorded in past 10 years

- None -

Relationship with Management

- None -

Having the following interests in the Company that may have conflicts at present or in the past 2 years

1. Being Director who takes part in managing business operation, employee, staff, or advisor who receives a regular salary or fee - None -
2. Being professional advisor (such as auditor, lawyer) - None -
3. Having the significant business relations that may affect the - None -

Having different conflict of interest from other Directors in any agenda proposed in this meeting - None -