

**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

01



Mr. Teera Aphaiwongse	Age 71 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 29 December 2017)

Ordinary shares 400,000 shares (0.10%)

Educations

Master of Engineering (Computer Science), University of New South Wales, Australia

Governance Training of IOD

- Certificate from Director Certification Program (DCP), 5/2001
- Certificate Nation Defence College, 377

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 / Independent Director<br>S P V I Public Company Limited |
| • Non-listed Company | 2017-Present | Advisor to the Board<br>National Credit Bureau Company Limited   |
|                      | 2016-Present | Chairman<br>Infomax System Solutions & Services Company Limited  |
|                      | 2016-2017    | Director<br>Electronic Transactions Development Agency<br>Ministry of Information and Communication Technology   |
|                      | 2014-2016    | Member of Financial Institutions Policy Committee<br>Bank of Thailand  |
|                      | 2010-2013    | Chairman of the Board<br>Thai Digital ID Company Limited   |
|                      | 2010-2012    | Member of the Electronic Transactions Committee<br>Ministry of Information and Communication Technology  |
|                      | 2005-2012    | Chairman of the Board<br>National ITMX Company Limited   |

Address 1213/58-59 Soi Ladprao 94, Sriwara Road, Phlapphla, Wangthonglang  
Bangkok 10310

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Illegal Record in Past 10 years - None -

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Relationship with Management - None -


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

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- |   |          |
|---|----------|
| 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 ability to perform independently                                 | - None - |
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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

<p style="font-size: 24px; font-weight: bold;">02</p>		<p><b>Mr. Sujin Suwannagate</b> Present Position</p>	<p><b>Age 67 Years</b> Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee</p>
		<p>Nationality</p>	<p>Thai</p>

Shareholding Proportion (as of 29 December 2017)	Ordinary shares 300,000 shares (0.08%)				
Educations	Master of Business Administration, Long Island University, USA				
Governance Training of IOD	Certificate from Director Accreditation Program (DAP), SET 2012				
Work Experience for the Past 5 years					
<ul style="list-style-type: none"> <li>• Listed Company</li> </ul>	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%;">2012-Present</td> <td style="width: 15%;">Independent Director , Member of Audit Committee and Member of Nomination and Remuneration Committee</td> </tr> <tr> <td></td> <td>S P V I Public Company Limited</td> </tr> </table>	2012-Present	Independent Director , Member of Audit Committee and Member of Nomination and Remuneration Committee		S P V I Public Company Limited
2012-Present	Independent Director , Member of Audit Committee and Member of Nomination and Remuneration Committee				
	S P V I Public Company Limited				
<ul style="list-style-type: none"> <li>• Non-listed Company</li> </ul>	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%;">2008-2014</td> <td style="width: 15%;">Director</td> </tr> <tr> <td></td> <td>Siam City Leasing - Factoring Public Company Limited</td> </tr> </table>	2008-2014	Director		Siam City Leasing - Factoring Public Company Limited
2008-2014	Director				
	Siam City Leasing - Factoring Public Company Limited				
Address	1213/58-59 Soi Ladprao 94, Sriwara Road, Phlapphla, Wangthonglang Bangkok 10310				
Illegal Record 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 ability to perform independently                                 | - 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

03



Mrs. Susama Rativanich	Age 40 Years
Present Position	Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee
Nationality	Thai

Shareholding Proportion  
(as of 29 December 2017)

Ordinary shares 300,000 shares (0.08%)

Educations

Master of Science in Information Systems, American University, USA

Governance Training of IOD

Certificate Director Accreditation Program (DAP), 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<br>S P V I Public Company Limited |
|                      | 2012-April 2017  | Assistant Vice President, General Administration Division<br>MCOT Public Company Limited   |
| • Non-listed Company | May 2017-Present | Program Department Manager<br>Amarin Television Company Limited  |

Address

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Bangkok 10310

Illegal Record 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 ability to perform independently                                 | - None - |

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

Agenda 5 Consider approve the appointment of Director to replace the Director retiring by rotation

Remark

Due to his retiring by rotation in this year and nomination to re-appoint for another term