

Definition and Qualifications of Independent Directors

An independent director is a qualified and independent person according to the Company's Corporate Governance Policy established by the Board. Moreover, the Company's criteria are stricter than "the criteria" required by the Stock Exchange of Thailand and the Securities Exchange Commission.

An independent director must meet the following criteria:

- 1) Not hold shares worth more than 0.5 per cent of the paid-up capital of the Company, an affiliated company, associated company or related company, which shall be inclusive of the shares held by related persons.
- 2) Have no participation in the management of the Company, an affiliated company, associated company or related company, or be a major shareholder of the Company. He or she shall not be an employee or advisor who receives a regular salary from the Company, an affiliated company, associated company, related company or major shareholder of the company.
- 3) Have no direct or indirect benefit from, or interest in, the finance and management of the Company, an affiliated company, associated company or related company.
- 4) Not be a related person to, or close relative of, any manager or major shareholder of the Company.
- 5) Not be appointed as a representative to safeguard the interests of the Company's directors, major shareholders or shareholders who are related to the major shareholders.

In addition, an independent director must be capable of undertaking his or her duties, giving opinions and reporting performance results as delegated by the Board, free and clear of the control of the Company's management or major shareholders including related persons or close relatives.

Information on an Independent Director

Mr. Somchai Supphatada

Age	48	
Title	Independent Director and Chairman of the Audit Committee	
Shareholding	None	
Relationship with Management	None	
Highest Education	Master Degree in Professional Accounting, University of Texas at Austin, USA	
Governance Training of IOD	DAP: Directors Accreditation Program Class 56/2006	
Experience	<p>Present Independent Director and Chairman of the Audit Committee, Shin Corporation Plc</p> <p>Asst. Prof., Department of Accounting, Faculty of Commerce and Accountancy, Thammasat University</p> <p>Associate Dean - Finance and Planning, Faculty of Commerce and Accountancy, Thammasat University</p> <p>Member of Accounting Standards Setting Committee, Federation of Accounting Professions, Thailand</p> <p>2006 – 2007 Member of the Audit Committee, Shin Corporation Plc</p> <p>2000 – 2002 Chairperson, Department of Accounting, Faculty of Commerce and Accountancy, Thammasat University</p> <p>1995 – 1998 Director, MBA Program, Faculty of Commerce and Accountancy, Thammasat University</p>	
Address	414 Shinawatra Tower 1, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400	
Term of Directorship	1 year and 9 months	
Illegal Record in past 10 years	None	
Disqualifications	<p>None</p> <p>(Has never committed an offence against property or entered into a transaction which may have caused a conflict of interest with the Company over the last year.)</p>	

Remarks: *A director is considered a connected person in the following items on the agenda:*

Item No.7 - "To consider and approve the reappointment of directors in place of those who will retire by rotation" because the director is due to retire this year and has been nominated for re-election.

Item No.8 - "To consider and approve the remuneration of the Company's Board of Directors for 2008."

Information on an Independent Director

Mr. Vithit Leenutapong



Age	52
Title	Independent Director, Member of the Audit Committee, Member of the Nomination and Governance Committee and Member of the Remuneration Committee
Shareholding	None
Relationship with Management	None
Highest Education	Master Degree in Business Administration, University of Southern California, USA
Governance Training of IOD	ACP: Audit Committee Program Class 5/2005 DCP: Directors Certification Program Class 16/2002
Experience	2005 – Present President, Thai Yarnyon Co., Ltd. Vice Chairman, Yontrakit Group Director, Yontrakit Volkswagen Marketing Co., Ltd. Director, Saha Thai Steel Pipe Plc Director, The Queen’s Gallery Director, the Bangkok Bank Foundation 2001 – Present Independent Director and Member of the Audit Committee, Shin Corporation Plc 1999 – Present Director, Worldclass Rent a Car Co., Ltd. 2002 – 2007 Director, German - Thai Chamber of Commerce 2005 – 2006 Chairman of the Board of Directors, the Government Pharmaceutical Organization 2002 – 2004 Management Board, Airports of Thailand Plc 2001 Management Board, Thai Airways International Plc 1995 – 2000 Independent Director and Member of the Audit Committee, Advanced Info Service Plc 1996 – 1997 Board of Directors, Expressway and Rapid Transit Authority of Thailand
Address	414 Shinawatra Tower 1, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400
Term of Directorship	7 years and 6 months
Illegal Record in past 10 years	None
Disqualifications	None (Has never committed an offence against property or entered into a transaction which may have caused a conflict of interest with the Company over the last year.)

Remark:	<i>A director is considered a connected person in the following items on the agenda: Item No.7 - “To consider and approve the reappointment of directors in place of those who will retire by rotation” because the director is due to retire this year and has been nominated for re-election. Item No.8 - “To consider and approve the remuneration of the Company’s Board of Directors for 2008.”</i>
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Information on an Independent Director

Mr. Chalaluck Bunnag



Age	60
Title	Independent Director and Member of the Audit Committee
Shareholding	None
Relationship with Management	None
Highest Education	Master Degree in Industrial Administration, Carnegie-Mellon University Master Degree in Civil Engineering, Oklahoma State University
Governance Training of IOD	DAP: Directors Accreditation Program Class 5/2003
Experience	2007 – Present Independent Director and Member of the Audit Committee, Shin Corporation Plc 2005 – Present Advisor, The Siam Cement Plc Advisor, Siam Yamato Steel Co., Ltd. Chairman of the Board of Directors, Siam Lemmerz Co., Ltd. Chairman of the Board of Directors, Siam Aisin Co., Ltd. Director, Michelin Siam Group Co., Ltd. Director, Thai Tokai Carbon Product Co., Ltd. 2002 – 2005 Chairman of the Board of Directors, Siam AT Industry Co., Ltd. Chairman of the Board of Directors, The Nawaloha Industry Co., Ltd. Chairman of the Board of Directors, The Siam Nawaloha Foundry Co., Ltd. Chairman of the Board of Directors, Thai Engineering Products Co., Ltd. Chairman of the Board of Directors, Siam Asahi Glass Co., Ltd. Chairman of the Board of Directors, Siam Furukawa Co., Ltd. Chairman of the Board of Directors, The Siam Kubota Industrial Co., Ltd. Chairman of the Board of Directors, Siam Toyota Manufacturing Co., Ltd. Director, The Siam United Steel (1995) Co., Ltd. Director, Toyota Motor Thailand Co., Ltd. Director, Millennium Steel Plc

Director, Pheonix Pulp & Paper Plc
President, Cementhai Holding Co., Ltd.
1995 – 2002 Vice President, The Siam Cement Plc
1987 – 1995 Managing Director, Siam Tyre Co., Ltd.
1982 – 1987 Maketing Division, The Siam Cement Co., Ltd.
1979 – 1982 Planning & Project, The Siam Cement Co., Ltd.

Address 414 Shinawatra Tower 1, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400

Term of Directorship 8 months

Illegal Record in past 10 years None

Disqualifications None
(Has never committed an offence against property or entered into a transaction which may have caused a conflict of interest with the Company over the last year.)

Remark:	<p><i>A director is considered a connected person in the following items on the agenda:</i></p> <p><i>Item No.7 - "To consider and approve the reappointment of directors in place of those who will retire by rotation" because the director is due to retire this year and has been nominated for re-election.</i></p> <p><i>Item No.8 - "To consider and approve the remuneration of the Company's Board of Directors for 2008."</i></p>
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