

Definition of Independent Director of Right Tunnelling Public Company Limited

Independent Director refers to the person who is well-qualified and independent as determined in Corporate Governance Code of the Company by the Board of Directors, and in pursuant to requirements of the Stock Exchange of Thailand as follows:

1. Does not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an Executive Director, employee, staff, advisor who receives salary, nor holds shares exceeding 1% of total voting shares of any other companies which operate the same and competitive business with the business of the Company, or its subsidiaries.
2. Holds shares not exceeding one percent of total voting shares of the Company, its parent company, subsidiaries, associates, or a juristic person of the person who may have a conflict of interest, provided that shares held by related parties of an independent director shall be included.
3. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling party of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or of controlling party that may have a conflict unless the position has been terminated for over two years prior submitting application to the SEC. This prohibited qualification does not include an independent director who is a former government official or advisor to the government office which is the Company's major shareholder or controlling party.
4. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, sibling, and children. The prohibitive persons also include spouses of daughters and sons of the management, major shareholders, controlling party or the person who is in the process of nomination as the management or controlling party of the Company or its subsidiaries.
5. Does not have or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholder, or controlling party that may be in conflict which may harm an independent decision-making, including not being or never been a significant shareholder, non-independent director or executive of the person who has business relation with the Company, its parent company, subsidiaries, associates, major shareholder, or controlling party, unless having exempted from the aforementioned nature for not less than 2 years before the date of submitting the application to the SEC.
6. Is not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling party, and has never been a significant shareholder, controlling party or partner of the auditing firm which employs an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling party that may have a conflict

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7. Is not or has never been the professional service provider, including but not limited to legal consultant or financial advisor who received the service fee more than THB 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling party, and has never been a significant shareholder, controlling person or partner of such professional service provider, unless the position has been terminated for at least two years prior to submission of the application to the SEC.
8. Is not a director who is nominated as the representative of directors of the Company, major shareholders, or any other shareholders related to major shareholders.
9. Does not have any quality causing the disability to give an independent opinion regarding the business operation of the Company.