

Definition of Independent Director

“Independent Director” means the director, who is independent in expressing his opinion to the operation of the Company, must be a person who has no involvement or interest to the result of operation either directly or indirectly. The qualifications of the Independent Director are as follows:

1. Hold share not more than 1% of paid up capital of the Company, Affiliates Company, joint company, associated company, including the shares held by the related person.
2. Being independent either directly or indirectly of both financial and management of the Company or joint company or major shareholders of the Company, and having no benefit or interest in such manner within 2 years before being appointed as the Independent Director, unless the Board of Director has carefully considered and see that such participation in having benefit or interest will not affect the duty performing and the independence in giving an opinion.
3. Being independent from the executives and major shareholders of the Company. Must not be the Director who has been appointed as the representative to maintain the interest of the Director of the Company, major shareholders, or shareholders who are related to the major shareholders of the Company.
4. Must not participate in management and must not be employee, staff or consultant who receives regular salary in the Company, Affiliate Company, joint company, company or major shareholder of the Company.
5. Must not be related person or relatives of the executive or major shareholders of the Company.
6. Capable to perform his duty and express opinion or report result of duty performing independently as assigned by the Board of Directors, and not under the control of the Executive or major shareholders of the Company, including related person or close relatives of such person.
7. No other character that causes the inability to give opinion to operation of the Company independently.

All the definition above has complied with the rules and regulations stipulated by Securities and Exchange Commission and the Stock Exchange of Thailand.

Qualifications of Independent Director and Audit Committee's member

Directors are completed with SEC's independent directors qualifications and have no relationship with major shareholders and the managements of the Company as follows:

Relationship Characteristics	Proposed Independent Directors		
	Mr. Somchart Limpanuphap	Mr. Chor Nun Peppaisit	Mr. Somyot Akapaiboon
1. Holding of SAMTEL ordinary shares - No. of shares - % of issued shares	850,000 (0.14%)	-none-	30,300 (0.01%)
2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;	No	No	No
3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of executive, major shareholder, controlling persons, or persons to be nominated as executive or controlling person of the Company or subsidiaries;	No	No	No
4 . Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No	No
5 . Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person,	No	No	No

unless the foregoing relationship has ended not less than two years prior to the date of appointment;			
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No	No
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder.	No	No	No
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries.	No	No	No
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.	No	No	No

Comparison Qualification Mr. Somchart Limpanuphap, Mr. Chor Nun Peppaisit and Mr. Somyot Akapaiboon to the qualifications of the Audit Committee's member for Securities Exchange Commission (SEC) are as follows:

Qualifications of the Audit Committee's member of the SEC	Proposed Audit Committee's member		
	Mr. Somchart Limpanuphap	Mr. Chor Nun Peppaisit	Mr. Somyot Akapaiboon
1. Being an independent director	Yes	Yes	Yes
2. Not being a person who has been empowered by the Board of Directors for any decision in the business operation of the Company, parent company, subsidiaries or affiliated Companies, same-level of subsidiaries as well as any juristic person, major shareholder, or controlling person of the Company.	No	No	No
3. Not being a director in parent company subsidiaries and any same-level of subsidiaries which is a listed company.	No	No	No
4. Having sufficient knowledge, experience, and time to perform duties as the Audit Committee members.	Yes	Yes	Yes