

### Independent Director Defined

Independent directors play a crucial role for corporate governance: in the performance of any of their assigned capacities, e.g. Chairman of the Board, a member of the Audit Committee or of the Nomination and Remuneration Committee, etc, they express opinions or make reports freely, without concerns about property interest or job security and independently of the influence of any individual or group of individuals. Nothing can deter them from giving good advice. An independent director must have all the following qualifications, including independence, as required by the Capital Market Supervisory Board:

1. Holds, including through his/her connected persons, no more than 0.5% of total voting shares of the Company, any of its affiliates or associates, or any individual who or corporate entity which may have conflicts of interest;
2. Is not, and has not never been, an executive director, employee, staff, salaried advisor or person having control of the Company, its parent company, any of its subsidiaries, associates, sister companies or any corporate entity which may have conflicts of interest;
3. Is not an individual related by blood or legal registration, i.e. father, mother, spouse, or child, including spouse of the children, management executives, major shareholders, controlling persons or persons to be nominated as management executives or controlling persons of the Company or its subsidiaries;
4. Does not, and has never had, a business relationship with the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not, and has never been, a major shareholder, non-independent director or management executive having a business relationship with the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest;
5. Is not, and has never been, an auditor of the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not a major shareholder, non-independent director, management executive or managing partner of the audit firm to which an auditor of the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest is attached;
6. Is not, and has never been, any professional advisor, including legal or financial advisor, who earns a fee in excess of THB 2 million per year from the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest; and is not, and has never been, a major shareholder, non-independent director, management executive or managing partner of any such professional advisor which is a corporate entity;
7. Is not a director who has been nominated to represent and act in the interest of the Company, any of its directors or major shareholders or a shareholder who is related to any of the Company's major shareholders; and

8. Does not have any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

The Company's independent directors are subject to a stricter control on corporate shareholding compared to the minimum requirement imposed by the Notification of the Capital Market Supervisory Board: They cannot hold, directly or through their connected persons, more than 0.5%, compared to the statutory 1%, of voting shares in the Company, its parent company, any of its associates or any corporate entity which may have conflicts of interest.

### Profile of Independent Director

**Full name:** Zonwa Denmekka  
**Age:** 57  
**Current Title:** Audit Committee & Independent Director  
**Type of Nominated** Independent Director  
**Term of directorship** 2008 - present  
**Education:**

- MBA Kasetsart University
- Bachelor of Business Administration in Accounting, Sukhothai Thammathirat Open University
- Bachelor of Business Administration in Management Sukhothai Thammathirat Open University

**Number of shares:** - -0-share (as of 30 December 2016)  
**Term of directorship:** - 2008 – present



#### **Working Experience (past 5 years)**

**Listed Company:** None

#### **Non Listed Companies:**

2012 - Present Financial Controller Energy Teamwork Limited

2012 - Present Accounting and Tax Planning Consultant I. A Chemical Co., Ltd.

**Any other positions which may cause conflict of interest with the company - None –**

#### **Training Program by Thai Institute of Directors (IOD):**

- Director Accreditation Program (DAP), 76/2008
- Audit Committee Program (ACP) 35/2011
- CG Forum # 3/2016

#### **Attendance:**

- Audit Committee's Meetings in 2016, 4 of 4
- Board of Director Meetings in 2016, 4 of 4
- Annual General Shareholders' Meeting in 2016, 1 of 1

**Criminal record:** - None -

#### **Information for consideration of the election of Independent Directors:**

- Relationship with the family of the executives or major shareholders of the company or subsidiary companies - None
- Relationship with the Company / subsidiary companies / associated companies or other juristic persons which may cause conflict at present or during the past 2 years; - None -

- Directors who participate in the management, staff, employee or advisor who are paid on a regular basis - None -
- Professional service providers e.g. auditors or legal consultants - None -
- Significant business relationship which may prevent the candidate from performing the duties independently - None -

If you would like to appoint this independent director your proxy for the purpose of exercising your rights, please send a completed proxy form and a certified copy of your national identification card or of your corporate registration certificate to the Company by the following address on or before 20<sup>th</sup> April 2017:

**PROXY FORMS – JUBILEE ENTERPRISE PUBLIC COMPANY LIMITED**

Corporate Secretary Section, Directors' Office

179 Bangkok City Tower, 10<sup>th</sup> Floor, South Sathorn Rd., Thungmahamek,  
Sathorn, Bangkok 10120