

Definition of Independent Director

Betagro Public Company Limited have defined the definition of Independent Directors which is equal to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand. Therefore, “Independent Director” of the Company means the director who possesses the following qualifications:

- (a) Holding shares not exceeding 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons (according to the definitions of the aforementioned terms set forth in the Notification of the Securities and Exchange Commission on the determination of definitions in the announcements relating to the issuance and offering of securities) of such independent director.
- (b) Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the date of appointment.
- (c) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person or person to be nominated as executive or controlling person of the Company or subsidiary company.
- (d) Neither having nor used to have a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person, in the manner which may interface 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, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment. The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of 1 year prior to the date on which the business relationship with the person commences.

Attachment 6

- (e) Neither being nor used to be an auditor of the Company, parent company, subsidiary company, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an auditor firm which employs auditors of the Company, parent company, subsidiary company, associated company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
- (f) 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 2 million baht per year from the Company, parent company, subsidiary company, associated company, 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 2 years prior to the date of appointment.
- (g) Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
- (h) Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or subsidiary company.
- (i) Not having any other characteristic which cause the inability to express independent opinions with regard to the Company's business operation.

After being appointed as an independent director with all qualification in items (a)-(i) specified above, such independent director may be assigned by the Board of Directors to make decisions relating to business operation of the Company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.