



## Attachments 9

## Profiles of Independent Directors for the appointment of proxies by the shareholders and the definition of the Independent Directors

Details of Independent Directors which the Company proposes for proxies from the shareholders		
Name - Surname	Mr. Wirach Morakotkarn	Mrs. Pannee Jarusombat
Age	54 years	66 years
Address	44/2 Moo 2, Tivanont Road, Bangkadi, Muang, Pathumthani	44/2 Moo 2, Tivanont Road, Bangkadi, Muang, Pathumthani
Position	Chairman of Audi Committee/ Independent Director	Audi Committee/ Independent Director
Holding shares in the Company (As of 31 December 2022)		
- Amount of shares	-None-	-2,000,000 shares
- Ratio of issued shares having voting rights	-None-	0.028%
Being close relatives to other directors / executive / major shareholders / controlling person / or person to be nominated as director / executive / controlling person of Company / its subsidiaries	-None-	-None-
Having relationship in any of these characteristics with the Company / Parent company / subsidiary company / associate company or other entities which may have conflict of interests in present or during the past two years		
- Being director taking part in management, staff, employee or advisor who receives salary.	-None-	-None-
- Being a professional service provider (such as an auditor or a lawyer)	-None-	-None-
- Having important business relationship in such a way that may affect their independence (such as buy / sell raw materials / products / services / lending / borrowing) – specify transaction size (if any)	-None-	-None-
Having a special interest that is different from other directors In every agenda proposed at the 2021 Annual General Meeting of Shareholders	<ul style="list-style-type: none"> <li>No special conflict of interest which is different from other directors in all of the proposed agendas in this shareholders' meeting</li> <li>Special conflict of interest in Agenda 7: To consider and approve remuneration for the Board of Directors, Audit Committee and other committees (if any) for the year 2023</li> </ul>	<ul style="list-style-type: none"> <li>No special conflict of interest which is different from other directors in all of the proposed agendas in this shareholders' meeting</li> <li>Special conflict of interest in Agenda 7: To consider and approve remuneration for the Board of Directors, Audit Committee and other committees (if any) for the year 2023</li> </ul>

## Attachment 9

**Definition of Independent Committee**

The General Engineering Public Company Limited has specified the definition of Independent Directors more than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand according to Announcement of the Capital Market Commission, the details are as follows:

Independent Directors mean the persons who have full qualification and are independent as the Board of Directors defined in the Corporate Governance policy of the Company and as complying with the regulations of the Capital Market Commission as follows:

1. Holding shares not more than 1% of total shares having right to vote of the company, parent company, subsidiaries, associate companies, or the entity which may have conflict of interests. The count of shares shall be inclusive of shares of related persons of Independent Directors.
2. Not being, have not ever been director taking part in management, staff, employee or advisor who receives salary or not being controlling person of Company, parent company, subsidiaries, associate company, same level to subsidiaries, or the entity which may have conflict of interests unless he/she has passed such characteristics for at least 2 years prior to appointment.
3. Not being person having relationship by blood relationship or by legal registration relationship in the kind of father, mother, spouse, brother-sister and child including spouse of child of Executive Director, major shareholder, controlling person, or the person who has been proposed to be Executive Director or controlling person of the Company or subsidiaries.
4. Never or have not ever had business relationship such as the normal trading transaction for renting or letting out for rent of immovable property, transaction related to asset or service, or giving or receiving financial aid, including other similar behaviors with the Company, parent company, subsidiaries, associate company, or the entity which may have conflict of interests in characteristic that may interrupt his/her independent judgment, including have not ever been major shareholder, director who is not independent director or executive director of entity having business relationship with the Company, parent company, subsidiaries, associate companies, or the entity which may have conflict of interests unless he/she has passed such characteristics for at least 2 years prior to appointment.
5. Never or have not ever been auditor of the Company, parent company, subsidiaries, associate companies, or the entity which may have conflict of interests, and never or have not ever major shareholder, director who is not independent director or executive director, managing partner of audit firm who has auditor of the Company, parent company, subsidiaries, associate companies, or the entity which may have conflict of interests unless he/she has passed such characteristics for at least 2 years prior to appointment.
6. Never or have not ever been professional service provider including lawyer or financial adviser which has received the service fee more than 2 Million Baht per year from the Company, parent company, subsidiaries, associate companies, or the entity which may have conflict of interests. In this regard, if professional service provider is an entity, it shall include being major shareholder, director who is not independent director or executive director or managing partner of the professional service provider unless he/she has passed such characteristics for at least 2 years prior to appointment.

7. Not being director appointed for being agent of director of the Company, major shareholder, or shareholder related to the major shareholder of the Company.
8. Not being director nominated from the Board of Directors to decide in business operation of the Company, parent company, subsidiaries, associate companies, associate company in the same level, or the entity which may have conflict of interests.
9. If the Independent Director is in the position of independent director in parent company, subsidiaries, associate companies, and associate companies in the same level, the Company must disclose the information of such position and total remuneration that Independent Director shall receive in form 56-1 One report.
10. There is no any other characteristic causing unable to give comment independently related to the operation of the Company.