

Information of Independent Directors proposed for Appointment as Proxy

- 1. Pol.Gen.Werapong Chuenpagdee** Independent Director, and Member of the Audit Committee (64 years)
- Contact address 898 Ploenchit Tower, 20th floor, 898 Ploenchit Road, Lumpini, Pathumwan Bangkok 10330
- No. of share(s) in the Company (as at 16 March 2021) - None -
- Having interest in agenda proposed in the General Meeting of Shareholders - None -
- 2. Mr. Hsu-Feng Shueh** Independent Director, and Member of the Audit Committee (54 years)
- Contact address 898 Ploenchit Tower, 20th floor, 898 Ploenchit Road, Lumpini, Pathumwan Bangkok 10330
- No. of share(s) in the Company (as at 16 March 2021) - None -
- Having interest in agenda proposed in the General Meeting of Shareholders - None -

Remark:

Profiles details of the above 2 independent directors are as in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021.

Definition of Independent Directors

Country Group Development Public Company Limited (“**Company**”) has defined the qualification of Independent Directors which meets the requirement of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) definition as follows:

1. Holding shares not more than 1% of paid-up capital with the voting right of the company, its parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest, including the shares held by related persons of the independent director as stipulated in section 258 of Securities laws.
2. Not being an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, associate company, same-level subsidiary or any entity that may have a conflicts of interest unless the foregoing status has ended not less than two years prior to the date of his/her appointment.
3. Not being a person who is related by maternity and by registration under laws as parents, spouse, brother, sister, and son and daughter including spouse of children, of executives, or major shareholders, controlling persons or persons who will be nominated to be the executive or controlling persons of the company or its subsidiaries.
4. Not having a business relationship with the company, its parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary company, associate company or any entity that may have a conflict of interest unless the foregoing relationship has ended not less than two years prior to the date of his/her appointment.

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including 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 calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person commences.

5. Neither being nor having been an auditor of the company, its parent company, subsidiary company, associate company, or any entity that may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, or any entity that may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of his/her appointment.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives the fee higher than 2 million Baht per year from the company, its parent company, subsidiary company, associate company or any entity that may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor, in case that professional advisor is juristic person, unless the foregoing relationship has ended not less than 2 years prior to the date of his/her appointment.
7. Not being a director who has been appointed as a representative to safeguard interests of the company's director, major shareholder or shareholders who are related to the company's major shareholder.
8. Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the company's business affairs.
9. Having knowledge and understand structure of business of the Company.