



Enclosure No.5

Definition of “Independent Director”
of Well Graded Engineering Public Company Limited

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1. Holds shares not exceeding 1% of the total shares with voting right of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor earning regular monthly salary, nor controlling parties of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company, unless having exempted from the aforementioned nature for not less than 2 years. However, the said prohibited positions do not include where independent directors used to be a government official or as a consultant of a government agency which is a major shareholder or controlling party of the Company.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of other director, management, major shareholders, controlling party or the person who is in the process of nomination to be the director, management or controlling party of the Company or its subsidiary.
4. Do not have or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company in respect of holding the power which may cause the obstacle of the independent decision-making, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless having exempted from the aforementioned nature for not less than 2 years.
5. Is not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and has never been the significant shareholder, controlling party, or partner of the auditing firm which employs such auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless having exempted from the aforementioned nature for not less than 2 years.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor which received the service fee more than Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and has never been the significant shareholder, controlling parties, or partner of the above mentioned professional service provider, unless having exempted from the aforementioned nature for not less than 2 years.
7. Is not the director who is nominated to be the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders.
8. Does not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for exceeding 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the Company, or its subsidiaries.
9. Does not have any quality causing the disability to give an independent opinion regarding the business operation of the Company.

Such independent director may be assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.