

## Qualifications of Independent Director and Audit Committee's member

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### Qualifications of Independent Director of the Company

The qualifications of Independent Director of the Company which been set under the Company's Corporate Governance Policy of which have been defined more restrictive than the minimum requirement of the Securities Exchange Commission (SEC).

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholders or controlling person of the Company which include the shares held by related persons of the independent director;
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company's unless the foregoing status has ended no less than 2 years prior to the date of application filing with the office;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiaries;
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment;

The business relationship as mentioned shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the applicant or from 20 million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person;

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. 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 two million Baht per year from the Company, its parent company, subsidiary company, associate 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;
7. Not being a director who has been appointed for being a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner which is significant in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.

### Qualifications of Independent Director and Audit Committee's member

On the appointment of Directors and Audit Committee's members who will retire by rotation, and consider for re-election, Mr. Seri Suksathaporn, Mr. Vichai Srikwan and, Dr. Pairoj Boonkongchuen M.D.. Such directors are complied with SEC's Audit Committee's member and independent director qualifications and has no relationship with major shareholders and the managements of the Company as follows:

Relationship Characteristics	Proposed Independent Director		
	Mr. Seri Suksathaporn	Mr. Vichai Srikwan	Dr. Pairoj Boonkongchuen M.D.
1. Holding of SMART ordinary shares (as of March 14 ,2023) - No. of shares - % of the total number of voting rights of the Company	927,750 0.09%	-	150,000 0.01%
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company's unless the foregoing status has ended no less than 2 years prior to the date of application filing with the office;	No	No	No
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiaries;	No	No	No

### Qualifications of Independent Director and Audit Committee's member

Relationship Characteristics	Proposed Independent Director		
	Mr. Seri Suksathaporn	Mr. Vichai Srikwan	Dr. Pairoj Boonkongchuen M.D.
<p>4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment;</p> <p>The business relationship as mentioned shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the applicant or from 20 million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person;</p>	No	No	No
<p>5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;</p>	No	No	No
<p>6. 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 two million Baht per year from the Company, its parent company, subsidiary company, associate 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;</p>	No	No	No

### Qualifications of Independent Director and Audit Committee's member

Relationship Characteristics	Proposed Independent Director		
	Mr. Seri Suksathaporn	Mr. Vichai Srikwan	Dr. Pairoj Boonkongchuen M.D.
7. Not being a director who has been appointed for being a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;	No	No	No
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner which is significant in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	No	No	No
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.	No	No	No

## Qualifications of Independent Director and Audit Committee's member

### Qualifications of Audit Committee's member

Comparison Qualifications of Mr. Vichai Srikwan and Dr. Pairoj Boonkongchuen M.D. and Qualifications of the Audit Committee's member of the Securities Exchange Commission (SEC).

Qualifications of the Audit Committee's member of SEC	Proposed Audit Committee member	
	Mr. Vichai Srikwan	Dr. Pairoj Boonkongchuen M.D.
1. Being an independent director , qualification from the SEC.	Yes	Yes
2. All members of the Audit Committee should be Independent Directors with the qualifications as specified in the announcement of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand	Yes	Yes
3. Not being a person who has been empowered by the Board of Directors for any decision in the business operation of the Company, parent company, subsidiaries or affiliated Companies, same-level of subsidiaries as well as any juristic person, major shareholder, or controlling person of the Company.	No	No
4. Not being a director in parent company subsidiaries and any same-level of subsidiaries which is a listed company.	No	No
5. Having sufficient knowledge, experience, and time to perform duties as the Audit Committee members.	Yes	Yes
6. At least 1 member of the Audit Committee should have sufficient knowledge and experience in accounting or financial to review the financial statement credibility and the Company has to put his/her name in the filing of Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report). In addition, such qualification also has to be put in the committee certified letter which will be submitted to SET.	Yes	Yes

Term of the Audit Committee member is 3 years. All members shall be in post no longer than 3 terms except getting a unanimous approval from the Nominating and Compensation Committee and the Committee ensures that the extra term will not cause or impact to the independent of such director, and shall be approved from the Board of Directors and/or the shareholders' meetings.