Enclosure 5

Definition of independent director including profiles of independent directors acting as shareholder proxies

The Definition of Independent Director including profiles of Independent Directors acting as shareholder proxies

Definition of Independent Director of THAICOM Public Company Limited

Independent directors shall have all the qualifications stipulated by the Capital Market Supervisory Board. Independent directors have a duty to protect the interests of every shareholder in a fair and impartial manner in order to avoid any conflict of interests that may arise. They shall be able to attend board meetings and independently express their comments and opinions.

Independent directors shall have the following qualifications:

1. Holds no more than 0.1% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or controlling persons who may have conflicts of interest, including stocks held by connected persons of the independent director;
2. Is not or has not ever been an executive director, employee, staff, advisor who receives salary of a controlling person of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing status has ended for more than 2 years before the date of appointment as independent director;
3. Is not a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;
4. Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons who may have conflicts of interest, in the manner that may interfere with his independent judgment, or is not or has not ever been a major shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as independent director;

   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 applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the applicant 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 Capital Market Supervisory Board concerning Rules on Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of 1 years prior to the date on which the business relationship with the person commences;
5. Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries or its associated companies who may have conflicts of interest and is not a major shareholder, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as independent director;

6. Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest, and is not a major shareholder, controlling persons or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years appointment as independent director;
7. Does not represent a the Company's or its major shareholder's board member or a shareholder who is related to the Company's major shareholder;
8. Is not an entrepreneur in any business similar to or material competing with the Company or its subsidiaries or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1% of total voting stocks of the company similar to or material competing with the Company or its subsidiaries;
9. Has not any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

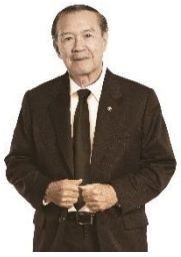
After having been appointed as Independent Director with qualifications complying with the criteria under 1 to 9 mentioned above, the Independent Director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

The Company may appoint a person who has a business relationship or provides a professional service described in Item Nos. 4 or 6 above if the Board carefully considers the business relationship or service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. The Company must disclose the following information in the item regarding the appointment of independent directors on the agenda of the shareholders' meeting:

a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements.
b) The reason or need to retain or appoint this person as an independent director.
c) The Board's opinion on proposing the appointment of this person as an independent director.

* Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent.

Profiles of Independent Directors acting as shareholder proxies



Name	:	Professor Hiran Radeesri
Age	:	88 years
Address	:	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District,Muang Nonthaburi District, Nonthaburi 11000
Positions	:	Independent Director and Chairman of the Audit Committee
Shareholding	:	None
Highest Education	:	• Master of Business Administration, Wharton School, University of Pennsylvania, USA • Honorary Doctorate Degree in Accounting , Thammasat University
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	:	• DCP: Directors Certification Program Class 2000 • Directors Certification Program from Yale School of Management USA • Education Policy and Enterprise Management Certification Program from Harvard University • Project Planning and Management Certification Program from University of Bradford
Working Experiences	:	Independent Director and Chairman of the Audit Committee, Thaicom Plc. <u>Position in other listed company</u> • Independent Director and Chairman of the Audit Committee, Navakit Insurance Plc. • Independent Director and Chairman of the Audit Committee, Dusit Thani Plc. • Advisor to the Audit Committee, Siam Cement Plc. <u>Position in other non-listed company</u> • Honorary Chairman of Director ,Thai Institute of Directors Association • Specialist-Corporate Governance and Social Responsibilities, The Stock Exchange of Thailand • Chairman of the Tax Auditor Examination Committee, Revenue Department • Honorary Member of University Council, Thammasat University • Advisor to the Federation of Accounting Professions Board, Federation of Accounting Professions under the Royal Patronage of His Majesty the King • Member of C.P. Group Corporate Governance Committee <u>Past Experience</u> • Chairman, Price Waterhouse Co., Ltd. • Governor of the Board of Governors, The Stock Exchange of Thailand

- Chairman of the Audit Committee, The Stock Exchange of Thailand
- Director, Thailand Securities Depository Co., Ltd.
- Governor, State Railway of Thailand
- Chairman of the Board of Directors, Mass Rapid Transit Authority of Thailand
- Qualified Member, Accounting Profession Supervision Council

Illegal Record in the past 10 years	**:**	None
Date of Appointment as a director	**:**	20 March 2001
Duration of being an Independent Director of the Company	**:**	16 years 8 months (Counting until the date of Extraordinary General Meeting of Shareholders No. 1/2017)
Interest to the agendas	**:**	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Profiles of Independent Directors acting as shareholder proxies



Name	**:**	Mrs. Charintorn Vongspootorn
Age	**:**	71 years
Address	**:**	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	**:**	Independent Director, Member of the Audit Committee and Chairman of the Compensation Committee
Shareholding	**:**	None
Highest Education	**:**	Master of Business Administration, Creighton University, USA
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	**:**	• BMD: Boards that Make a Difference Class 3/2016 • SFE: Successful Formulation & Execution of Strategy Class 21/2014 • MFM: Monitoring Fraud Risk Management Class 2/2010 • AACP: Advance Audit Committee Program Class 2010 • RCC: Role of the Compensation Committee Class 6/2008 • MIA: Monitoring the Internal Audit Function Class 2/2008 • MIR: Monitoring the System of Internal Control and Risk Management Class 2/2008 • MFR: Monitoring the Quality of Financial Reporting Class 5/2007 • DCP: Refresher Course 1/2005 • ACP: Audit Committee Program Class 1/2004 • DCP: Directors Certification Program Class 8/2001
Working Experiences	**:**	2012 – Present Chairman of the Compensation Committee, Thaicom Plc. 1999 – Present Independent Director and Member of the Audit Committee, Thaicom Plc. <u>Position in other listed companies</u> -None- <u>Position in other non-listed companies</u> 2015 – Present Advisor to the Board of Directors, Solaris Asset Management Co., Ltd. 2010 - Present Independent Director and Chairman of the Audit Committee, Ini3 Digital Plc. <u>Past Experience</u> 2013 - 2017 Advisor of Chief Executive Officer, SEAMICO Securities Plc. 2008 - 2014 Advisor of Chief Executive Officer, KT ZIMICO Securities Co., Ltd. 2008 - 2012 Advisor of the Board of Director, SEAMICO Asset Management Co., Ltd.

Illegal Record in the past 10 years	**:**	None
Date of Appointment as a director	**:**	8 December 1999
Duration of being an Independent Director of the Company	**:**	17 years 11 months (Counting until the date of Extraordinary General Meeting of Shareholders No. 1/2017)
Interest to the agendas	**:**	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Profiles of Independent Directors acting as shareholder proxies



Name	**:**	Prof. Samrieng Mekkriengkrai
Age	**:**	64 years
Address	**:**	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	**:**	Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Member of the Governance and Nomination Committee
Shareholding	**:**	None
Highest Education	**:**	Master of Laws, University of Miami, USA
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	**:**	• BMD: Boards that Make a Difference Class 3/2016 • SFE: Successful Formulation & Execution of Strategy Class 19/2013 • HMS: How to Measure the Success of Corporate Strategy Class 2/2013 • FSD: Financial Statement for Directors Class 9/2010 • MFM: Monitoring Fraud Risk Management Class 2/2010 • ACP: Audit Committee Program Class 20/2007 • DCP: Directors Certification Program Class 96/2007 • Top Executive Program in Commerce and Trade (TEPCoT 8)
Working Experiences	**:**	2012 – Present Member of the Compensation Committee and Member of the Governance and Nomination Committee, Thaicom Plc. 2007 - Present Independent Director and Member of Audit Committee, Thaicom Plc. <u>Position in other listed companies</u> 2015 – Present Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Compensation Committee, Sernsang Power Corporation Plc. 2011 – Present Independent Director and Chairman of the Nomination and Compensation Committee, Unique Engineering and Construction Plc. <u>Position in other non-listed companies</u> 2014 – Present Expert Lecturer, Faculty of Law, Chulalongkorn University 1990 - Present Researcher of Law and Organization, Chulalongkorn University. <u>Past Experience</u> 2014 – 2016 Independent Director, Eternal Energy Plc. 1975 – 2014 Lecturer,Faculty of Law, Chulalongkorn University

Illegal Record in the past 10 years	**:**	None
Date of Appointment as a director	**:**	10 August 2007
Duration of being an Independent Director of the Company	**:**	10 years 3 months (Counting until the date of Extraordinary General Meeting of Shareholders No. 1/2017)
Interest to the agendas	**:**	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Profiles of Independent Directors acting as shareholder proxies



Name	**:**	Mrs. Patareeya Benjapolchai
Age	**:**	63 years
Address	**:**	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	**:**	Independent Director, Member of the Audit Committee, and Chairman of the Governance and Nomination Committee
Shareholding	**:**	None
Highest Education	**:**	Master of Business Administration, Thammasat University
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	**:**	• FGP: Financial Institutions Governance Program class 1/2010 • DCP: Directors Certification Program Class 1/2000
Working Experiences	**:**	2016 – Present Independent Director, Member of the Audit Committee and Chairman of the Governance and Nomination Committee, Thaicom Plc.

<u>Position in other listed company</u>

2014 – Present	Independent Director, Chairman of the Audit Committee, Member of the Remuneration Committee and Member of the Corporate Governance Committee, MCOT Plc.
2011 – Present	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Compensation Committee, TISCO Financial Group Plc.
2011 – Present	Independent Director and Member of the Audit Committee, TISCO Bank Plc.

<u>Position in other non-listed companies</u>

2013 – Present	Independent Director, Bangkok Glass Plc.
2013 – Present	Director, Revolving Fund Evaluation Committee, Ministry of Finance
2013 – Present	Member of the SET AWARD Committee and Corporate Governance Committee, The Stock Exchange of Thailand
2013 – Present	Director, Thai Institute of Directors Association
2013 – Present	Directors' Responsibilities Steering Committee, The Securities and Exchange Commission
2011 – Present	Member of Ethics Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

2010 – Present	Associate Judge, The Central Intellectual Property and International Trade Court
2010 – Present	Director, Baan Ruam Tang Fhun Co., Ltd.
2010 – Present	Director, Krabi Petra Co., Ltd.

Past Experience

2011 – 2016	Chairman of the Audit Committee, The Office of the Agricultural Futures Trading Commission
2006 – 2010	President and Member of Sub-Committee, The Stock Exchange of Thailand
2002 – 2010	President, The Stock Exchange of Thailand

Illegal Record in the past 10 years : None

Date of Appointment as a director : 30 March 2016

Duration of being an Independent Director of the Company : 1 year 8 months (Counting until the date of Extraordinary General Meeting of Shareholders No. 1/2017)

Interest to the agendas : None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.