

**The profiles  
of retiring directors proposed for re-election**

**1. Mr. Adisak Ruckariyaphong (Age 42 years)**

**Position :** Vice Chairman of Board of Directors and Chairman of Executive Committee

**Type of director :** Executive Director

**Period of directorship at SAPPE:** 2 years 7 months (since 2<sup>nd</sup> September 2013)

**Nationality :** Thai

**Education :**

- Master of Business Management, Nagoya University, Japan
- Bachelor of Business Management, Assumption University

**Training**

- Director Accreditation Program (DAP) 103/2013

**Percentage of SAPPE Shareholding (%) (As of 13<sup>th</sup> January 2016):** 17.23

**Family Relationship of Management:** Son of Mr..Anan Ruckariyapong and sibling of Ms. Piyajit Ruckariyapong and Mr..Arnupap Ruckariyapong

**Benefits from his expertise for SAPPE director:** He is the second generation of the family "Ruckariyaphong" who possess creative thinking. He has shown his vision in the field of marketing, and then differentiated the family business from manufacturing and distributing of Thai snacks to beverage industry. The first product, brand "Mogu Mogu" (means yummy chewing), was launched to the market in 2001. After that the Company launched a number of healthy beverages with the unique concepts under "SAPPE" brand. In 2006, the Company launched "SAPPE Beauti Drink", the first functional drink with the concept of "Just drink...let's Beauty!!" which is rapidly successful as the products are matched with the needs of end consumers who focus on the beauty.

**Other Current Positions (As of 31<sup>st</sup> December 2015):**

- In other listed Company: None
- In other company which may have conflicts of interest against SAPPE: 6 companies

Period	Position	Company name/Type of Business
Dec 2015 - Present	Director	Sappe Hong Kong Company Limited / Indirect subsidiary
June 2015 – Present	Director	Sappe Trading (Hong Kong) Company Limited / Indirect subsidiary
May 2015 – Present	Director	Sappe Holding (Thailand) Company Limited / Subsidiary
Aug 2013 – Present	Director	3T Engineering Company Limited/ Manufacturer and distributor of conveyor system for industry
Sep 2010 – Present	Director	Hayashi Product Company Limited/ distributor of condom
Year 2007 – Present	Director	Toyox Trading (Thailand) Company Limited / Distributor of pressure-resistant vinyl hoses for industry



- In non-listed company: None
- Experiences in the past 5 years :

Period	Position	Company name/Type of Business
Sep 2013 – Jan 2015	Director and CEO	Sappe Public Company Limited / Manufacturer and distributor of functional beverage
Jul 2008 – Aug 2013	Director and CEO	Sapanan General Food Company Limited / Manufacturer and distributor of functional beverage

Meeting Attendances in year 2015: Board of Directors 6/6 times

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**2. Mr. Thana Thienachariya (Age 47 years)**

**Position :** Director and Chairman of Audit Committee

**Type of director :** Independent Director

**Period of directorship at SAPPE:** 2 years 7 months (since 2<sup>nd</sup> September 2013)

**Nationality :** Thai

**Education :**

- Master of Business Administration, Washington State University, USA.
- Bachelor of Economics (Second Class Honors), Chulalongkorn University

**Training**

- Director Certification Program (DCP) 181/2013
- TLCA Executive Development Program (EDP) 8/2011
- Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute 1/2011
- Leadership Program (CMA), Capital Market Academy –Class 8

**Percentage of SAPPE Shareholding (%) (As of 13<sup>th</sup> January 2016):** None

**Family Relationship of Management:** None

**Business relationship or professional service provider of independent director in past fiscal year:** None

**Benefits from his expertise for SAPPE director:** He is an executive who has management experiences in many Thailand leading companies. He is expertise specifically in good corporate governance including business strategy and marketing which could benefit in making good recommendations for the Company.

**Other Current Positions (As of 31<sup>st</sup> December 2015):**

- In other listed Company: 3 companies

Period	Position	Company name/Type of Business
Year 2015 – Present	Advisor to the CEO	Siam Commercial Bank Public Company Limited / Commercial Bank
Year 2015 – Present	Senior Management Advisor	Samart Corporation Public Company Limited / Communication
Year 2015 – Present	Independent Director and Audit Committee	Singha Estate Public Company Limited / Real estate

- In other company which may have conflicts of Interest against SAPPE: None



- In non-listed company : 3 companies

Period	Position	Company name/Type of Business
Aug 2013 – Present	Director	SF Corporation Company Limited / Cinema
Year 2013 – Present	Director	Southpaw Business Company Limited / Business advisory and planning
Year 2013 – Present	Principal & Founder	Academy of Business Creativity Sripatum University / Education

- Experiences in the past 5 years :

Period	Position	Company name/Type of Business
Jul 2013 – Aug 2013	Independent Director and Chairman of Audit Committee	Sapanan General Food Company Limited / Manufacturer and distributor of functional beverage
Year 2012 – Year 2013	Chief Executive Officer (Broadcasting Business)	GMM Grammy Public Company Limited /Entertainment and media
Year 2011 – Year 2012	Chief Executive Officer	P.K. Garment (Import-Export) Company Limited /Gament
Year 2010 – Year 2011	Vice Chief Executive Officer – Corporate Affairs and Strategy	Total Access Communication Public Company Limited / Communication

Meeting Attendances in year 2015: Board of Directors 6/6 times  
Audit Committee 5/5 times

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**3. Mr. Surath Pralongsil (Age 46 years)**

**Position :** Director and Audit Committee

**Type of director :** Independent Director

**Period of directorship at SAPPE:** 2 years 7 months (since 2<sup>nd</sup> September 2013)

**Nationality :** Thai



**Education**

- Master of Finance and Investment, University of Exeter
- Master of Business Administration, Thammasat University
- Bachelor of Engineering (Industrial Engineering), Chulalongkorn University

**Training**

- Director Accreditation Program (DAP) 106/2013
- Advanced Audit Committee Program (AACP) 14/2014

**Percentage of SAPPE Shareholding (%) (As of 13<sup>th</sup> January 2016):** None

**Family Relationship of Management:** None

**Business relationship or professional service provider of independent director in past fiscal year:** None

**Benefits from his expertise for SAPPE director:** He is an executive who has management experiences in many Thailand leading companies. His expertise relies on business strategy, risk management, and total supply chain solution and logistics management.

**Other Current Positions (As of 31<sup>st</sup> December 2015):**

- In other listed Company: 1 company

Period	Position	Company name/Type of Business
Sep 2015 – Present	Director and Chief Executive Officer	Bangpakong Terminal Public Company Limited / Logistics service

- In other company which may have conflicts of Interest against SAPPE: None
- In non-listed company : None

● Experiences in the past 5 years :

Period	Position	Company name/Type of Business
Jan 2015 – Aug 2015	Senior Vice President – Marketing & SCM	Italthai Industrial Company Limited / Distributor of construction equipment
Aug 2014 – Aug 2015	Independent Director and Audit Committee	Bangpakong Terminal Public Company Limited / Logistics service
Jul 2013 – Aug 2013	Independent Director and Audit Committee	Sapanan General Food Company Limited / Manufacturer and distributor of functional beverage
Jan 2013 – Dec 2014	Vice President – Supply Chain Management	Italthai Industrial Company Limited / Distributor of construction equipment
Year 2012	Vice President, Logistics & Exports	Siam City Cement Public Company Limited / Manufacturer and distributor of cement
Year 2009 – Year 2011	Manager – Strategy & Exports	Siam City Cement Public Company Limited / Manufacturer and distributor of cement

Meeting Attendances in year 2015: Board of Directors 6/6 times

Audit Committee 5/5 times

### Qualifications of Independent Director

The Company has defined the composition of the Board of Directors to include independent directors at least one-third of the total number of directors.

The Board of Directors or the shareholders' meeting (as the case may be) shall appoint independent directors to join the Board of Directors. The Company has policy to appoint independent directors at least one-third of the total number of directors, or at least three independent directors.

The criteria for selecting and nominating independent directors are based on those for the nomination of directors. An independent director shall have the required qualifications and no prohibited characteristics, pursuant to the Public Limited Companies Act, and the Securities and Exchange law, as well as other relevant notifications, stipulations and/or regulations. The independent director shall have capabilities, specialized expertise, work experience and other required qualifications. Nominations of qualified candidates shall be submitted to the shareholders' meeting for election and appointment as directors. In case of any independent director vacating office before retiring by rotation, the Board of Directors may appoint a new independent director with the required qualifications as a replacement. The replacing independent director shall hold office only for the remaining term of office of the independent director whom he has replaced.

Qualifications of an independent director shall be as follows:

1. Holding not more than 1% of the total shares with voting rights of the Company, or its principal company, subsidiary company, associated company, major shareholder, or controlling person of the Company, which shall be inclusive of the shares held by any related person thereof;
2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Company, or its subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Company unless the foregoing status has ended for no less than 2 years before the independent director assumes the post of Audit Committee member;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of an executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or its subsidiary company;

4. Neither holding nor having held a business relationship with the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person in a manner which may interfere with his/her independent judgment; and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person unless the foregoing relationship has ended for no less than 2 years before the independent director is appointed as an Audit Committee member;
5. Neither being nor having been an auditor of the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person; and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, principal company, subsidiary company, associated company, major shareholder or controlling person unless the foregoing relationship has ended for no less than 2 years before the independent director is appointed as an Audit Committee member;
6. Neither being nor having been any professional service provider including legal advisor or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person; and not being a substantial shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended for no less than 2 years before the independent director is appointed as Audit Committee member;
7. Not being a director who has been appointed as a representative of a director of the Company, major shareholder, or shareholder related to the major shareholder of the Company;
8. Not undertaking any business the nature of which is the same as that of the Company or subsidiary company and which, in any material respect, is competitive with the business of the Company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in management, an employee, a staff member, an adviser who receives a regular salary, or a shareholder holding more than 1% of the total shares with voting rights of a company undertaking any business the nature of which is the same as that of the Company or subsidiary company;
9. Not having any characteristics that prohibit the expression of independent opinion towards the Company's business undertakings.