

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.

The profile of independent director who may be granted a proxy

Mr. Padungdej Indralak (Age 65)

Position : Director and Chairman of Audit Committee

Type of Director : Independent Director

Period of directorship at SAPPE : 1 year 5 months (since 26th July 2017)

Nationality : Thai

Education

- Postgraduate Diploma (Development Economics),
North London Polytechnic, UK
- B.A. (Economics), Chulalongkorn University

Training

- SCG Management Development Program (Wharton Business School)
- National Defense College (NDC 2548)
- Corporate Finance Certificate, INSEAD, France.
- Capital Market Academy (CMA18)
- Director Accreditation Program Class 103/2013

Percentage of SAPPE Shareholding (%) (as of 31st December 2018) : None

Family Relationship of Management : None

Business relationship or professional service of independent directors in the past fiscal year : None

Special interest in any agenda which is proposed in the 2019 AGM : None

Other Current Positions (as of 31st December 2018):

- **In other listed companies :** 4 companies *

2018 – Present	Director and Audit Committee, Thai Group Holding Public Company Limited
2014 – Present	Director and Chairman of Audit Committee, ANZ Bank (Thai) Public Company Limited / Financial Institution
2014 – Present	Director and Audit Committee, Southeast Insurance Public Company Limited / Insurance
2014 – Present	Director and Audit Committee, Southeast Life Insurance Public Company Limited / Insurance



Ms. Kunnigar Triyangkulsri (Age 52)

Position : Director and Audit Committee

Type of Director : Independent Director

Period of directorship at SAPPE : 5 year 4 months (since 2nd September 2013)

Nationality : Thai

Education:

- Master of International Finance, American Graduate School of International Management, USA.
- Bachelor of Business Administration, Major Finance, Thammasat University

Training:

- Role and the Nomination and Governance Committee RNG 7/2015
- Audit Committee Program 45/2013
- Director Certification Program (DCP) 133/2010

Percentage of SAPPE Shareholding (%) (as of 31st December 2018) : 0.016

Family Relationship of Management: None

Business relationship or professional service of independent directors in the past fiscal year : None

The special interest in any agenda which is proposed in the 2019 AGM: None

Other Current Positions (as of 31st December 2018):

- In other listed companies : None
- In other companies which may have conflicts of interest against SAPPE: None
- In other non-listed companies : 5 company*

Feb 2018 – Present	Advisor of Supervision and Examination Division, Anti-Money Laundering Office / Government Agency
Oct 2017 – Present	Sub -Committee of Supervision and Examination, Anti-Money Laundering Office / Government Agency
Aug 2017 – Present	Director, AHG Partner Company Limited / Health & Care Business
Year 2012 – Present	Director, Arun Health Garden Company Limited / Health Clinic
Year 2005 – Present	Director, Arunotel Company Limited / Hotel and restaurant



Experiences in the past 5 period : 7 companies*

*Remark: *Only additional information provided, other information is the same as Other Current Positions section*

Jul 2013 – Aug 2013	Independent Director and Audit Committee, Sapanan General Food Company Limited / Manufacturer and distributor of functional beverage
Dec 2013 – Dec 2016	Independent Director and Member of Nominating and Remuneration Committee, The Thai Credit Retail Bank Public Company Limited / Commercial Bank

Meeting Attendances in year 2018: Board of Directors Meeting 9/9 times, Audit Committee Meeting 4/4 times