

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

Ms. Kunnigar Triyangkulsri (Age 53)

Position : Director and Audit Committee

Type of Director : Independent Director

Period of directorship at SAPPE: 6 year 4 months (since 2 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 Courses by the Thai Institute of Directors Association (IOD):

- 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 31 December 2019): 0.02

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 2020 AGM: None

Other Current Positions (as of 31 December 2019):

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

Feb 2019 – Present	Advisor of Supervision and Examination Division, Anti-Money Laundering Office / Government Agency
Oct 2018 – 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 years:

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

Dec 2013 – Dec 2016	Independent Director and Member of Nominating and Remuneration Committee, The Thai Credit Retail Bank Public Company Limited / Commercial Bank
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Meeting Attendances in year 2019: Board of Directors Meeting 9/9 times, Audit Committee Meeting 5/5 times



Mr. Surath Pralongsil (Age 49 years)

Position : Director and Audit Committee

Type of director : Independent Director

Period of directorship at SAPPE: 6 years 4 months (since 2 September 2013)

Nationality: Thai

Education:

- Master's degree, M.A in Finance and Investment, University of Exeter
- Master's degree of Business Administration, Thammasat University
- Bachelor's degree of Engineering Program in Industrial Engineering, Chulalongkorn University

Training Courses by the Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) 259/2018 (2018)
- Advance Audit Committee Program (AACP) 14/2014 (2014)
- Director Accreditation Program (DAP) 106/2013 (2013)

Others Training Courses:

- Strategic Chief Financial Officer 9/2019 by The Securities Exchange of Thailand
- Executive Development Program 4/2009 by Thai Listed Companies Association

Percentage of SAPPE Shareholding (%) (As of 31 December 2019): None

Family Relationship of Management: None

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

Other Current Positions (As of 31 December 2019):

● **In other listed Company:**

March 2019 – Present Director and Executive Vice President (Finance), Kulthorn Kirby Public Company Limited.

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

● **In non-listed company:**

April 2019 – Present Director, Kulthorn Premier Company Limited.
 April 2019 – Present Director, Kulthorn Kirby Foundry Company Limited.
 April 2019 – Present Director, Kulthorn Materials and Controls Company Limited.
 April 2019 – Present Director, Kulthorn Steel Company Limited.
 April 2019 – Present Director, Kulthorn Metal Products Company Limited.
 April 2019 – Present Director, Kulthorn Research and Development Company Limited.

Experiences in the past 5 years:

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

Sep 2015 – Jun 2017 Director and CEO, Bangpakong Terminal Public Company Limited / Port facilities Service
 Aug 2014 – Aug 2015 Director and Audit Committee, Bangpakong Terminal Public Company Limited / Port facilities Service
 Jan 2015 – Aug 2015 Senior Vice President of Marketing and Supply Chain, Italthai Industrial Company Limited
 Jan 2013 – Dec 2014 Director of Supply Chain Management, Italthai Industrial Company Limited

Meeting Attendances Board of Directors 9/9 times, Audit Committee 5/5 times

in year 2019:

Mr. Thana Thienachariya (Age 50)



Position : Director

Type of director : Independent Director

Period of directorship at SAPPE: 6 years 4 months (since 2 September 2013)

Nationality : Thai

Education:

- Master's degree of Business Administration, Washington State University, USA.
- Bachelor's degree of Economic (2nd class honors), Chulalongkorn University

Training Courses by the Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) 181/2013

Others Training Courses:

- TLCA Executive Development Program (EPD) class of 8/2011 by Thai Listed Companies Association
- A new leader in democracy Program class of 1/2011, King Prajadhipok's institute
- Senior Executive Program, Capital Market Academy Program (CMA) class of 8

Percentage of SAPPE Shareholding (%) (As of 31 December 2019): None

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 2020 AGM: None

Other Current Positions (As of 31 December 2019):

- **In other listed Company:**

Year 2015 – Present Senior Executive Vice President, Chief Marketing Officer and Head of External Communication & CSR (Acting), Siam Commercial Bank Public Company Limited / Commercial Bank

Year 2015 – Present Director, Aksorn Education Public Company Limited

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

- **In non-listed company:**

Year 2013 – Present Director, Southpaw Business Company Limited

Year 2013 – Present Director - Academy of Business Creativity, Sripatum University

Experiences in the past 5 years:

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

Year 2015 – Jul 2016 Independent Director and Audit Committee, Singha Estate Public Company Limited / Real Estate

Aug 2013 – Year 2016 Director, SF Corporation Company Limited

Meeting Attendances Board of Directors Meeting 8/9 times

in year 2019: