



**Information of Independent Directors Proposed to Proxy**

**Name** : Mr.Sutee Pongpaiboon  
**Age** : 54 years old  
**Address** : 198 Soi Charoen Mit, Phra Khanong Nuea, Wattana, Bangkok 10110  
**Shareholding (%)** : None  
**The stakeholders in the meeting** : None  
**Education** : Bachelor of Laws, Ramkhamhaeng University, 1987  
: Diploma of Vocational Education (2nd Training), Lawyer Council of Thailand  
: Extraordinary members of the Thai Bar Association, 1988

**Working Experience**

Time	Position	Company
Dec18-Present	Chairman of Audit Committee Chairman of the Nomination and Remuneration Committee	Aqua Corporation Plc.
April18- Present	Independent Director/Audit Committee Legal Consultant Legal Consultant and Lawyer Legal Consultant and Lawyer Legal Consultant Legal Consultant and Lawyer Legal Consultant Legal Consultant Legal Consultant and Lawyer Legal Consultant and Lawyer Legal Consultant and Lawyer Legal Consultant Legal Consultant	Nation Broadcasting Corporation (NBC) Thai-German Product Plc. Kuang Pei San Food Products Plc. Christiani & Nielsen (Thai) Plc. Hitachi Industrial Technology Thailand) and Affiliated company Pangman Somdej Co., Ltd. AIM Star Network Co., Ltd. Lea Trois and Affiliated Company U-Nakan Co., Ltd. Titanco International Co., Ltd. and Affiliated Company Iris Group Co., Ltd. The Thai Dairy Industry Co., Ltd. Inter Express Logistics Co., Ltd. and Affiliated Company
1999-Present	Managing Director	Sutee Pongpaiboon Low Office Co., Ltd.

### Qualification of Independent Director of Aqua Corporation Public Company Limited

#### (The minimum requirements of the SEC and the SET)

At the Annual General Meeting of Shareholders for the year 2019 The Company has an independent director who is retired by rotation. And propose to the shareholders' meeting to re-appoint the independent director for another term. The definition of independent directors is as follows.

#### **Independent Directors Definition**

1. Holding shares not over 1 percent of the total shares with voting right of the applicant for license, holding company, subsidiary, associated company or juristic person that may have conflicts, however, it includes shareholding by related persons of the independent director also.
2. Not being or has been a director with management participation on employees, consultant with regular salary or authorized person of the applicant for license, parent company, subsidiaries, associated company, subsidiaries in same level, or juristic person that may have conflicts, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
3. Not being person of whole blood or registration as stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, major shareholders, authorized person or person designated to be management or authorized person of the applicant for license or subsidiary.
4. Not have or has been in business such as making a normal commercial transactions to operate a rental business. or rent a property, concerning assets or services or providing or receiving financial assistance. Other similar circumstances apply to the company, parent company, subsidiaries, associated company or juristic person that may have conflicts in a manner that may obstruct the use of judgment freely, and never as a major shareholder. Non-Independent Directors or management of persons who have business relationship with the company, its parent company, subsidiaries, associated company or juristic person that may have conflict of interest, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
5. Not being or has been auditor of the applicant, holding company, subsidiaries, associated company or juristic person that may have conflicts and not a major shareholder, Non-Independent Directors, managers or managing partners of the audit, the auditors of the Company, parent company, subsidiaries, associated company or juristic person that may have conflicts, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
6. Not being or has been any professional provide which includes legal consulting or financial consulting with service fee over two million baht a year from the applicant, parent company, subsidiaries, associated company or juristic person that may have conflicts, In the case of the professional service provider is a juristic person including a major shareholder, non-Independent Directors, the manager or managing partner of the professional service provider, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
7. Not being a director appointed to be agent of the director of the applicant, major shareholder or shareholder with relation with the major shareholder.
8. Not being a director assigned by the Board of Directors to decided on the operation of the company, parent company, subsidiaries, associated company, subsidiaries in same level, or juristic person that may have conflicts.
9. If the independent directors are independent directors in the parent company, subsidiaries and subsidiaries in same level. The company must disclose information about such positions and the total remuneration received by the independent director in Form 56-1 and Form 56-2.
10. There are no other characteristics that make it impossible to give an independent opinion about the operation of the company.

Additional features for independent directors who have been nominated.

(having / not having a vested interest in The Company / parent company / subsidiary / associated company or juristic person that may have conflicts in the past or 2 years ago.)

Relation with Company / Subsidiary / Affiliated Company or Legal Entities that cause conflict of interest at present or during the past 2 years.	List of Nominees Qualified as Independent Directors
	Mrs. Podchane Phaosavasdi
- Being a Director who is involved in management, employee or consultant who receive salaries	-Not-
- Being a professional service provider (such as an auditor, legal advisor)	-Not-
- Business relationships that may result in the inability to act independently (such as purchases / sales of raw materials / products / services, borrowing /loan) with the size of the transaction (if any).	-None-