

Qualification of Independent Director of Aqua Corporation Public Company Limited

(The minimum requirements of the SEC and the SET)

The Annual General Meeting of Shareholders for the year 2021, the Company has no independent directors to retire by rotation. However, the company defines the definition of independent directors 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 decide 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.

Information of Independent Directors Proposed to Proxy



Mr. Sutee Phongpaiboon 57 Years old
Current Position Independent Director and Chairman of the Audit Committee
Nationality Thai

Shareholding (%) : None

The stakeholders that different from other

Directors in every agenda proposed at the 2021

Annual General Meeting of Shareholders : None

Education : Bachelor of Laws at Ramkhamhaeng University.
 : Vocational Certificate (Class 2), Lawyers Council of Thailand.
 : Extraordinary member of the Thai Bar Association (1988)

Director training history from Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP) 2007

Working Experience

- Listed Company 2020 – Present : Independent Director / Chairman of the Audit Committee / Chairman of the Nomination Committee and consider compensation.
Aqua Corporation Public Company Limited.

Apr 2018-present : Independent Director / Audit Committee
Nation Broadcasting Corporation Public Company Limited.
 Legal advisor
Thai German Products Public Company Limited.
 Legal Counsel and Attorney
Kwang Phaisan Food Industry Public Company Limited.
 Legal Counsel and Attorney
Christiani & Nielsen (Thai) Public Company Limited.
- Non-listed company Apr 2018-present Legal advisor
Hitachi Industrial Technology (Thailand) Ltd. and affiliates.
 Legal Counsel and Attorney
Somdej Flour Mill Co., Ltd.
 Legal advisor
Aim Star Network Co., Ltd.

Legal advisor
Les Trois Co., Ltd. and affiliates.
Legal Counsel and Attorney
Unakun Co., Ltd.
Legal Counsel and Attorney
Titanco International Co., Ltd. and affiliates.
Legal Counsel and Attorney
Iris Group Co., Ltd.
Legal Counsel
The Thai Dairy Industry Co., Ltd.
Legal Counsel
Inter Express Logistic Co., Ltd. and affiliates.
Apr 2018-present Managing Director
Sutee Phongpaiboon Law Office Co., Ltd.

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Wattana District, Bangkok

Illegal record in the past 10 years -None-

Family Relation with Executives -None-

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 Entitles that cause conflict of interest at present or during the past 2 years.	List of Nominees Qualified as Independent Directors
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- Being a Director who is involved in management, employee or consultant who receive salaries	-
- Being a professional service provider (such as an auditor, legal advisor)	-
- 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).	-

** In 2021, the Company has no Independent Directors to retire by rotation.