

Definition of Independent Directors

S&P has established criteria for independent directors in accordance with the standards of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

1) Holding shares not exceeding 1% of the total voting shares of S&P, subsidiaries, affiliates, and related companies. This includes shares held by related parties of such independent director.

2) Not being or having been directors involved in management, employees, regular salaried consultants, or controlling persons of S&P, subsidiaries, affiliates, and related companies, unless they have been exempted from such position for at least 2 years.

3) Not being a person who is related by blood or registered according to the law of another director, executive, major shareholder, controlling person, or a person proposed to be a director, executive, or controlling person of S&P or the subsidiaries.

4) Not having or having had a business relationship with S&P, subsidiaries, affiliates, or related companies in a manner possibly interfering with their independent judgment, including not being or having been a shareholder with an interest or a controlling person of individuals with a business relationship with S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.

5) Not being or having been an auditor of S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of the office of the auditor, which has auditors of S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.


6) Not being or having been a professional service provider, including providing legal or financial consulting services, which received fees exceeding 2 million baht per year from S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of such professional service provider, unless exempted for at least 2 years.

7) Not being a director appointed to represent the directors of S&P, major shareholders, or shareholders who are related to major shareholders.

8) Not engaging in similar business activities and competing directly with S&P or the subsidiaries, not being a shareholder with an interest in a partnership, or being directors involved in management, employees, regular salaried consultants, or holding shares exceeding 1% of the total voting shares of another company engaged in similar business activities and competing directly with S&P or the subsidiaries.

9) Having no other characteristics that would prevent providing independent opinions on S&P's operations.

Furthermore, the Board has the policy allowing independent directors to serve consecutively for up to 9 years from the date of their initial appointment as independent directors. Upon completion of this term, the board may propose the reappointment of such independent directors for consideration and election at the next ordinary shareholders' meeting. The board must consider the independence in carrying out duties, performance, as well as reasons and necessity for reappointment.

Profile of Independent Directors to Present as Proxy		
Name-Surname	Ms.Sophavadee Uttamobol	
Age	64 years	
Address	2034/100-103 Italthai Tower 23 floor New Petchburi Rd., Bangkapi, Huaykwang, Bangkok 10310	
Present Position	Independent Director, Lead Independent Director and Corporate Governance and Sustainability Committee	
Education / Training	<ul style="list-style-type: none"> • MBA Business Administration, Chulalongkorn University • BBA Bachelor of Law, Thammasat University • Director Accreditation Program Certificate (DAP), Thai Institute of Directors Association (IOD) • Audit Committee Program Certificate (ACP), Thai Institute of Directors Association (IOD) 	
Working Experience and Directorship / Executive in Other Company		
Position in Other Listed Company	<ul style="list-style-type: none"> • 2001 - Present Independent Director, Audit Committee Director / Bumrungrad Hospital Public Company Limited 	
Position in Non-Listed Companies/Other Organizations	<ul style="list-style-type: none"> • 2017 – Present Limited Partnership / Kao Pin Petch Limited Partnership 	
Position in Other Company that compete to Company	- None -	
Attendance of Meeting in 2023	<ul style="list-style-type: none"> • Board of Directors' Meeting 6/6 times • Audit Committee's Meeting 6/6 times • Annual General Meeting of Shareholders 1/1 time 	
Illegal Record in Past 10 years	- None -	
Relationship with Director and Management	- None -	
Conflict of Interest in this Meeting	Agenda 6: To approve the director's remuneration for Year 2024	
Conflict of Special Interest in this Meeting	- None -	
Having the following interests in the Company, Parent company, Subsidiaries, Affiliates or any legal entities that have conflicts, at present		
1. Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee	- None -	
2. Being a professional service provider (i.e., auditor, lawyer)	- None -	
3. Having the significant business relations that may affect the ability to perform independently	- None -	