

### **Criteria for Independent Directors**

AP (Thailand) Plc. has set up the required qualification of the Company's independent directors to be accordance with the SEC notification Tor. Jor. 4/2009 dated 20 February 2009 as followed;

1. Hold not more than 1% of all voting rights of the company, parent company, subsidiary company, affiliate company, major shareholder or controlling person unless such condition is terminated for at least 2 years. This is not applied to the independent director who was a civil servant or consultant to the government sector which hold company shares in majority or a controlling person.
2. Never be appointed as a director having a role in the company operation, employee, staff, consultant receiving fixed salary or controlling person of the company, parent company, subsidiary company, affiliate company, subsidiary company in the same share held level, major shareholder or the controlling person of the company unless such condition is terminated for at least 2 years. This is not applied to the independent director who was a civil servant or consultant of the government sector which hold company shares in majority or a controlling person.
3. Not related by blood or legal marriage to any parents, spouses, siblings, children, or spouses of children of members on the management team, major shareholders, candidates to the management team, or authorized persons to the Company or subsidiaries.
4. Never be related to the business of the company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person in a way that may affect his/her independency in discretion and never be a significant shareholder or a controlling person over the person who relates to the company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person of the company, unless such condition is terminated for at least 2 years.
5. Never be an auditor to the company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person of the company and not a significant shareholder, controlling person or partner of the audit company to the company, parent company, subsidiary company or where the major shareholder or the controlling person takes part in, unless such condition is terminated for at least 2 years.
6. Never render a professional service, including a legal and financial consultant which is paid for service more than Baht 2 millions by the company, parent company, subsidiary company, affiliate company, a major shareholder or a controlling person of the company and not being a significant shareholder, controlling person or partner of such service render company, unless such condition is terminated for at least 2 years.
7. Not appointed as a director to represent company directors, major shareholder or any shareholders related to a major shareholders.
8. Not belonging to any business or partnership that is similar to or competing with the Company or subsidiaries; or being an executive director, an employee, or a consultant that receives monthly salary; or holding more than 1% of shares that entitle to voting right in other companies that are in the same business or competing with the Company and subsidiaries.
9. No other condition that affect the independency of discretion on company management.