



AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)
(ทะเบียนเลขที่ 0107547000397)

Aqua Corporation Public Company Limited

Criteria for the Rights of Shareholders to propose Agenda

to the Directors for inclusion at the Annual General Meeting of Shareholders

(AGM) 2023

1. Objectives

In compliance with corporate good governance, the Company provides opportunities for shareholders to propose agenda at the Annual General Meeting of Shareholders, as well as to nominate qualified persons to be directors of the Company, through a fair and transparent procedures.

2. Qualification of Shareholders

Shareholders who wish to propose an agenda and/or candidates for the Board of Directors must possess qualifications in accordance with the following criteria:

1. hold minimum shares of not less than 1 share
2. Continue to hold shares from the date of holding until the date of offering for consideration, together with proof of shareholding, such as holding documents.

3. Agenda Proposal Methods

3.1. Consideration Procedure

1. A shareholder who possesses the qualifications in accordance must submit the complete agenda proposal form to the Board, which can be downloaded and presented on the agenda of the 2023 Annual General Meeting of Shareholders via email address to secretary.aqua@aquacorp.co.th before sending the original completed agenda proposal form to the Board. The agenda item is proposed 1 per 1 agenda item and signed as evidence.

In this regard, the original completed agenda proposal form with the shareholder's signature, plus evidence of share(s) held, namely a Certified Letter of the Securities Company, or other evidence of the Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand, together with any supporting documents beneficial to the consideration by the Board (if any), must be delivered to the Company by February 6, 2023, at the following address:

Office of the Company Secretary,
Aqua Corporation Public Co., Ltd.,
121/68-69 RS Tower 21st Floor, Ratchadapisek Road, Din-Daeng,
Bangkok 10400 (Ext:02-041-8804)

2. The Company Secretary will collect and screen all accepted documentation before submitting proposed agendas from shareholders to the Board of Directors for their consideration, prior to being accepted for inclusion in the agenda of AGM 2023, which should only be agendas appertaining to the Company and benefits from its business operations.

3. A proposed agenda approved by the Board, together with the Board's opinion, will be included in the Agenda of the AGM 2023 notice and the proposal result will be announced via company's website.

4. If a proposed agenda is not approved by the Board, the Company will inform the proposed agenda shareholder of the reason(s) for refusal through the Company's website and it will also be announced to all shareholders formally at the AGM 2023.

3.2 Agenda Proposals unacceptable for consideration

1. Proposals that violate the law, rules, or regulations of government agencies, or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company
2. Proposals beneficial only for specific persons, or groups
3. Proposals concerning the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation
4. Proposals which, in the opinion of the Directors, are considered unnecessary for consideration
5. Proposals contain incomplete and inaccurate information or in case that shareholder is unable to be contacted for additional information
6. Proposals for the company to take action which is beyond the power or control
7. Agenda that has been proposed within the past twelve months and received votes less than ten percent of the total votes; except the new items proposed are changed substantially from the first time

4. Nomination of director candidates

4.1 The Company offers shareholders the right to nominate directors not exceeding the number of directors having completed their tenure for the year.

4.2 Characteristics/Qualifications of the persons nominated for election as directors

4.2.1 For the director position:

1. The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy:

2. The person must be knowledgeable, competent, no conflict of interest, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities; and

The Company would like to inform you that, the Company, as a listed company on the Stock Exchange of Thailand, is required to ensure that it has a corporate governance policy in order to its operation to be conducted in accordance with the standards and the appropriate guideline. Consequently, the Board of Directors must consist of independent directors and members of the audit committee who

possess the characteristics and qualifications as prescribed in the notification of 3 the Capital Market Supervisory Board, i.e. at least one third of the board shall be independent directors, and in any cases, the number shall not be fewer than three, having at least three members of the Audit Committee. Therefore, in case the shareholders wish to nominate candidates to considerate as Independent Director and/or a member of Audit Committee of the Company. Such person must be qualified to be an independent director and a member of the Audit Committee as follow:

4.2.2 For the independent director position:

The independent directors shall possess complete qualifications as specified by the Capital Market Supervisory Board as follows:

1. The person shall hold the shares of not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, including shares held by related persons of such independent director;

2. The person is not or had never been an executive director, employee, staff, advisor who receives a salary, or a controlling person of the Company, its parent company, subsidiary companies, associate companies, same-level subsidiary companies, major shareholders or controlling persons, unless the foregoing status has ended not less than 2 years ago;

3. The person is not related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of other director, executive, major shareholder, controlling person, or person to be nominated as the director, executive, or controlling person of the Company or its subsidiary companies;

4. The person has no or had never been in a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years ago.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or his or her counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurring during the period of 1 year prior to the date on which the business relationship with the person commences;

5. The person is not or had never been an auditor of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years ago;

6. The person is not or had never been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years ago;

7. The person is not a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder;

8. The person shall not undertake any business of the same nature and in competition with the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff member, or advisor who receives a salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary companies; and

9. The person shall not possess any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

4.2.3 For a member of the Audit Committee:

- (1) A member of the Audit Committee must be an independent director of the Company; and
- (2) The Audit Committee must be comprised of at least three independent directors, and at least one of its members must possess knowledge or working experience in accounting or auditing that is sufficient for the performance of duties to audit the reliability of the financial statements.

4.3. Requirements for nomination are:

- (1) Proof of share ownership such as certified letter from the securities company other evidence from the Stock Exchange of Thailand (SET)
- (2) Proof of Identity
 - a. Individual shareholder must submit a certified copy of the identification card
 - b. Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company
- (3) Education and Curriculum Vitae of Director Nominee
- (4) Letter of consent of Director Nominee



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4.4. Consideration Procedure

1. Qualified shareholder shall sign up in Nomination form and submit the form with a written profile and qualifications of a director nominee including a letter of consent of each proposed nominee. All the forms could be downloaded from the Company's website at www.aquacorp.co.th and mail to Chairman of Board of Directors **within 8 February 2023** as address below:

Chairman of Board of Directors

Aqua Corporation Public Co., Ltd.,
121/68-69 RS Tower 21st Floor,
Ratchadapisek Road, Din-Daeng,
Bangkok 10400 (Tel. 02-041-8804)

2. The Company Secretary will collect and preliminarily screen for the committee by
 - a. If the person nominated not fully qualified or having prohibited characteristics as specified by the Company or shareholders who nominate directors are not fully qualified, Company Secretary will send a letter to inform the shareholders to acknowledge the closing of the matter **within February 2023.**
 - b. In the case that the documents are complete. The Company Secretary will collect and present to the Board of Directors meeting **within February 2023.**
3. Persons approved by the Board of Directors, the list of names will be included in the agenda of the shareholders' meeting along with the comments of the Board of Directors, and persons who are not approved by the Board of Directors, The Company will notify the shareholders immediately after the board meeting. along with clarifying reasons through the Company's website www.aquacorp.co.th.



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**Proposal of the agenda for the 2023 AGM
of Aqua Corporation Public Co., Ltd.**

Please follow the given guidelines accordingly.

I, (Mr./Mrs./Miss) _____

Identification No _____

Residing at _____ Road _____

District _____ Province _____ Post Code _____

Mobile Phone Number _____ Home/Office Phone Number _____

E-mail address _____

Holding the AQUA _____ shares, Registration no _____

I would like to propose the agenda of the 2023 Annual General Meeting of Shareholders

- Approval Consideration Acknowledgement subject

Facts and reason, details:

**and have the additional supporting documents which are enclosed and certified as true
copies of every page _____ pages in total.**

I certify that all information written in Agenda Proposal Form for AGM, the evidence of share(s) held and other supporting documents is correct. I hereby affix my signative as evidence below.

(_____)
Shareholder

Date: _____

AQUA CORPORATION PUBLIC COMPANY LIMITED

121/68-69 RS Tower 21st Floor. Ratchadapisek Road. Din-Daeng. Bangkok 10400. Tel. (+66) 2-041-8888

121/68-69 อาคารอร์เอสทาวเวอร์ ชั้น 21 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 โทร. (+66) 2-041-8888



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Form to nominate person for selection for the position of director

Please follow the given guidelines accordingly

Shareholder Information For persons nominating persons to be appointed as Directors

I, (Mr. / Mrs. / Miss.)

could be contacted at the following address

Address:
.....
.....

Telephone Email

Have been a shareholder of Aqua Corporation Public Co., Ltd. Since

Hold Shares, Share Register no.....

Would like to propose (Mr./ Mrs. / Miss)

to be elected as a position of Director . As details are attached

Signed by

()

Date



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Letter of Consent

Subject Nomination of Company’s Director
To Board of Directors
Aqua Corporation Public Co., Ltd.

could be contacted at the following address

Address:
.....
.....

TelephoneEmail

Here by certify that I accept the nomination to run for a Company’s Director of Aqua Corporation Public Company Limited. I fully understand the requirements and conditions in performing duties as a Company’s Director if elected.

Signed by Consent Giver
(.....)

Date



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Profiles of nominees to be appointed as directors of the Company

1. Title

Name

Surname

Date of Birth

Nationality

I.D. Card Number

Photo

2. Address

3. Contact Information

Telephone No.

Mobile No.

Email Address.

4. Education Background

Bachelor's Degree

From

Master's Degree

From

Doctorate's Degree

From

Other Degree(s) (if any)

From

Herewith attached is my curriculum vitae.



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Training history from Thai Institute of Directors Association

No.

Yes.

Please identify the taken courses

5. Previous experience as a director in a listed company for _____ years
a company limited for _____ years

6. Work experience (from present to past)

6.1 Position _____ since _____ until _____

Company _____

6.2 Position _____ since _____ until _____

Company _____

6.3 Position _____ since _____ until _____

Company _____

6.4 Position _____ since _____ until _____

Company _____

7. Other experience, skill, and expertise

7.1 in _____ Company _____

Position _____

7.2 in _____ Company _____

Position _____

7.3 in _____ Company _____

Position _____

8. Explain briefly why you are a qualified nominee for a Company's Director

9. Type of Director : Independent Director Director