

Minutes of the Annual General Meeting of Shareholders 2022
AQUA CORPORATION Public Company Limited

The meeting was held on 11 April 2022, at 2.00 PM via electronic meeting (E-AGM) under the Decree on Electronic Meetings B.E. 2563 (including as amended) and any other related laws, live streamed at the Company's Meeting Room No. 121/68-69, RS Tower, 21 Floor, Ratchadapisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400.

Mr. Nitirat Chanachot assigned by the Chairman of the Board of Directors to act as the meeting moderator (the "Meeting Operator"), welcomed all attendees and clarified the implementation of covid-19 prevention measures for the meeting in accordance with the recommendations of the Department of Disease Control. The Ministry of Health and the Company's good corporate governance policy regarding the fair and equitable stewardship of shareholders' rights that the Company has always followed are as follows:

1. The Company has given the opportunity for shareholders to nominate individuals to serve as directors and propose the agenda of the 2022 Annual General Meeting of Shareholders in advance of the date of the meeting to be considered for the election of persons as directors in accordance with the criteria prescribed by the Company and has published on the Company's website www.aquacorp.co.th between November 30, 2021 and January 31, 2022. Nominate persons to be elected as directors of the Company and no shareholders. Propose matters for consideration in determining the agenda of the 2022 Annual General Meeting of Shareholders.

2. The Company has given shareholders the opportunity to submit questions in advance. For the 2022 Annual General Meeting of Shareholders via the Company's website www.aquacorp.co.th between November 30, 2021 and January 31, 2022, it appears that no shareholders have submitted any questions in advance.

3. The Company has provided an opportunity for shareholders to proxy for independent directors to attend the electronic meeting (E-AGM) and vote on behalf of shareholders. The independent director assigned by the Company to be a proxy from the shareholders at this time is Mr. Sutee Pongpaiboon, who has a brief history. It appears in Attachment 10 of the notice of the meeting that has been sent to the shareholders.

4. The voting procedures for the shareholders' meeting of the Company shall be in accordance with the Articles of Association, Section 4 of the "Shareholders' Meeting", Article 27 , 28 and Article 29, which are attached in the notice of the meeting to the shareholders in advance as follows:

Article 27 The shareholders' meeting, the chairman of the board shall be the chairman of the meeting. If there is no chairman or chairman does not attend the meeting. If there is a vice chairman, the vice chairman shall be the chairman. If the vice chairman does not have or but is unable to perform duties then the meeting shall elect one shareholder who attended the meeting to be the chairman.

Article 28. In voting, one share is one vote and the resolution of the shareholders' meeting shall consist of the following votes:

- (1) In normal cases, the majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and had the right to vote.
 - (a) Selling or transferring all or part of the Company's business to another person.
 - (b) The purchase or acceptance of transfer of the business of another company or a private company to the company.
 - (c) Making, amending or terminating contracts relating to the leasing of all or substantial parts of the Company's business; Assigning other people to manage the company's business or a merger with another person with the purpose of sharing profit and loss.
 - (d) Amendments to the memorandum of association or bylaws.
 - (e) An increase or decrease in the Company's capital or issuance of debentures.
 - (f) Merger or dissolution


Article 29. The activities that the annual general meeting should do are as follows:


- (1) Consider the report of the Board of Directors presented to the meeting showing the results of the Company's operations in the past year.
 - (2) Consider and approve the balance sheet and profit and loss account of the past fiscal year.
 - (3) Consider appropriation of profit and allocate money as a reserve fund.
 - (4) Electing directors to replace those retiring by rotation and set compensation
 - (5) Appoint an auditor and set compensation.
 - (6) Other businesses.
5. Vote counting has the following criteria:
1. The Company will count the votes of shareholders at the meeting, disagree and/or abstain from voting and deduct from the total number of votes of shareholders at the meeting. The rest are treated as votes of approval.
 2. The voting results indicate the votes using the number of shares of the most recent delegates. This can lead to unequal votes for each term.
 3. In case to be considered a voided ballot means a case where a shareholder or proxies have shown unclear intent on an electronic ballot, such as voting more than one slot on an electronic ballot or having a split vote (except in the case of Custodian).

4. The system will process the votes of the shareholders according to the voting practices for each agenda item and will inform the shareholders of the results of the counting of votes for all agendas before the meeting is completed.

The aforementioned vote counting criteria shall be the same for all agendas except agenda item 5, "Consideration and approval of the appointment of directors instead of directors who must retire according to the term of office", the method of voting to elect directors individually and for transparency and compliance with good corporate governance policy. Once the results of the voting on a particular agenda are announced, the vote on the agenda is final.

6. Vote process (e-Voting)

1. Press the menu "Voting" or the symbol 
2. Select the agenda that you want to vote on.
3. Press the voting button as you wish.
4. The system will display the status of the last vote that was

To cancel the last vote, press the button 

Which means your most recent result will be equal to a no vote or your vote will be added to the vote determined by the meeting. You can amend your vote until the system is closed.

7. In proposing opinions or questions, the Company reserves the right to propose to the point and concisely in order to make the meeting effective and not waste time on the meeting of the public.

In the event that a number of questions related to the agenda are submitted to the system, the Company will select the questions as appropriate. For questions or other suggestions not answered at the meeting, the Company will summarize the questions and answers as a whole in an attachment to the minutes of the 2022 Annual General Meeting of Shareholders, which will be published through the set system and the Company's website within 14 days from the completion of the meeting.

Directors attending the meeting

- | | | | |
|----|-----------------|----------------|--|
| 1) | Mr. Chaipipat | Kaewtrirat | Director and Managing Director |
| 2) | Mrs. Warangkana | Kalayanapradit | Director and member of the Nomination and Remuneration Committee |

Directors attending the meeting via electronic Zoom

- | | | | |
|----|--------------|---------------|---|
| 1) | Mr. Yuth | Chinsupakul | Chairman of the Board Acting as the chairman of the meeting |
| 2) | Mr. Sutee | Pongpaiboon | Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 3) | Ms. Pranee | Rattakam | Independent Director, Audit Committee, Member of Nomination and Remuneration Committee |
| 4) | Mr. Shine | Bunnag | Director and Acting Chairman of the Executive Committee |
| 5) | Mr. Korchoke | Saengtongaram | Director |

Directors on leave

- 1) Mr. Apivut Thongkam Director and Vice Chairman
- 2) Mr. Phonlasit Phumiwasana Director

Executives of the company who attended the meeting

- 1) Mr. PAUL EDMOND SCALES Director of Subsidiaries, Warehouse Business

Attendees

- 1) Mrs. Orathai Naterueng Company Secretary
- 2) Ms. Jerapha Kanjanakorn Accounting Manager
- 3) Mr. Porntip Amornchailertpattana Company's auditor from Pitisevi Company Limited
- 4) Ms. Yaowarote Klinboon Legal Advisor from Hunton Andrews Kurt (Thailand) Ltd.
- 5) Mr. Karinevidch Olivero Legal Advisor from Hunton Andrews Kurt (Thailand) Ltd.
- 6) Mr. Worawas Wassanont Independent Financial Advisor from Avantgarde Capital Co., Ltd.
- 7) Ms. Benjawan Tuntichumnankul Independent Financial Advisor from Avantgarde Capital Co., Ltd.

There were 7 directors attending the meeting from a total of 9 directors, accounting for 77.78% of the total directors attending the meeting.

The meeting moderator informed the meeting that at this 2022 Annual General Meeting of Shareholders, there were 46 shareholders and proxies attending the meeting, representing a total number of shares. 2,461,023,375 shares, equivalent to 41.6243 percent of the total number of shares sold 5,912,456,522 A quorum was formed according to the Company's Articles of Association.

Start the meeting

Mr. Yuth Chinsupakul, the Chairman of the meeting welcomed the attendees and opened the 2022 Annual General Meeting of Shareholders by assigning them to the moderators of the meeting. Present details on each agenda as follows :

Agenda No. 1. To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The moderator of the meeting proposes to the meeting to certify the minutes of the 2021 Annual General Meeting of Shareholders held on April 27, 2021, which the Company has submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the specified period. In addition, the Company has published it through the Company's website at www.aquacorp.co.th to ensure that shareholders are informed and able to verify their accuracy within a reasonable time. However, it does not appear that anyone objected or amended the details of the minutes of the meeting. The details of the minutes of the meeting appear in attachment 1 of the notice of the meeting that has been sent to all shareholders.

The committee considering that the minutes of the 2021 Annual General Meeting of Shareholders have been recorded accurately and completely, it is deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders for consideration and certify the minutes of such meeting.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions. No shareholders asked for further comment or comment.

Therefore, the Chairman asked the shareholders' meeting to vote on the agenda to certify the minutes of the 2021 Annual General Meeting of Shareholders held on April 27, 2021.

This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Meeting resolution The meeting approved the minutes of the Annual General Meeting of Shareholders for the year 2021 held on April 27, 2021 as proposed. with unanimous votes as follows:

Resolution	Votes	% of total shares with voting right
Approved	2,461,023,375	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	None	-

Agenda No. 2. Acknowledge the operating results and annual report of the Board of Directors for 2021

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The moderator of the meeting informed to the meeting that the Company has provided a summary of the operating results and significant changes that occurred in the year 2021, details of which appear in the company's annual report for the year 2021. The company has provided a summary of the operating results and significant changes that occurred in the year 2021, details of which appear in the company's annual report for the year 2021, which the Company has sent to all shareholders in the form of QR CODE (as per Enclosure 2) of the invitation to this meeting and on this agenda, invite Mr. Chaipipat Kaewtrirat Director and Managing Director report details to the meeting for acknowledgment.

Mr. Chaipipat Kaewtrirat reported the results of operations and the annual report for the year 2021 ended December 31, 2021 to the meeting to acknowledge that in 2021, the Company operates in 3 main businesses as follows:

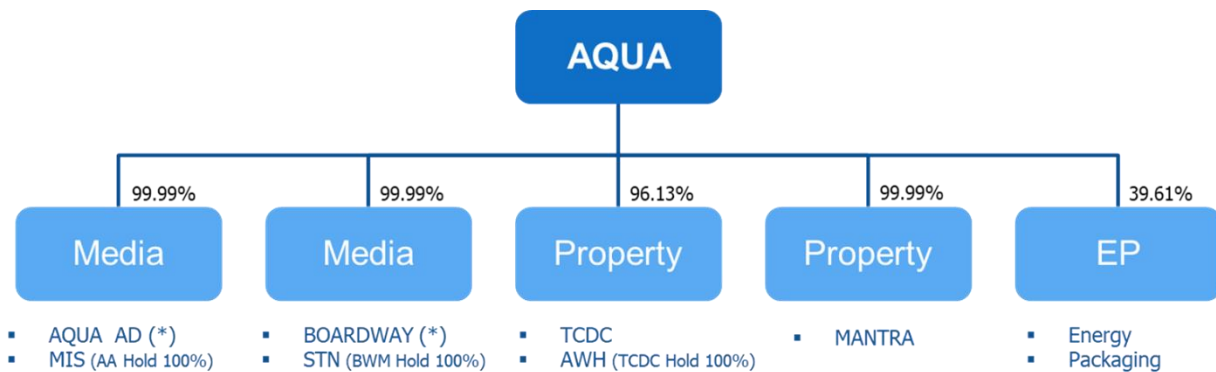
Group 1. Out Of Home Media business consists of (1) Aqua Ad Public Company Limited or "AA" in which AQUA holds 99.99% of shares, AA holds 100% of M.I.S shares, (2) Broadway Co., Ltd. Media Co., Ltd. or "BWM" in which AQUA holds 99.99 percent of shares, and BWM holds 100 percent of shares in STN.

Group 2. Investment Property business consists of (1) Thai Consumer Distribution Center Company or “TCDC” in which AQUA holds 96.13% of shares, TCDC holds 100% of AWH shares, (2) Company Mantra Asset Co., Ltd. or “MAN” in which AQUA holds 99.99% of shares.

Group 3. Energy business group managed under Eastern Power Group Public Company Limited or “EP” in which AQUA holds 39.61% of shares.

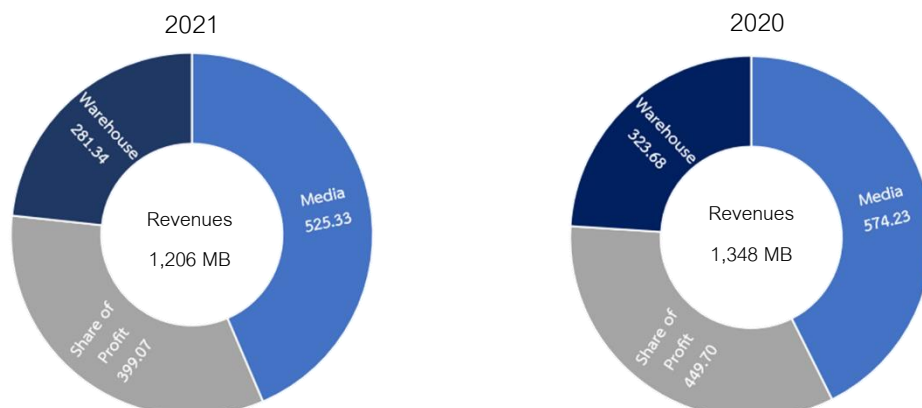
The business structure is as follows:

1. Business structure as of 31 December 2021



2. Performance of the Group

In 2021, the Company had an income of 1,206 million baht compared to the year 2020 where the Company had an income of baht 1,348 million. The income in 2021 comes from 3 main parts: Part 1. Income from the Investment Property business group, earning of baht 281.34 million, part 2. Revenue from the Media business group, with an income of baht 525.33 million and part 3. The income from profit sharing from associates or EP in the amount of baht 399.07 million, with the following details:



3. Performance of the Group of Companies - Classified by Business

Mr. Chaipipat Kaewtrirat report the operating results for the year 2021 classified by business groups for the meeting to acknowledge as follows:

Service Income

In 2021, the Company's group had total revenue from services of baht 807 million, a decrease from 2020, which was of baht 898 million, divided into the out-of-home media business group in the amount of baht 525 million, a decrease from 2020, which had baht 574 million and the group of real estate for rent and services or investment property amounting to baht 281 million, a decrease from 2020, which was baht 324 million.

Costs and Expenses

In 2021, the Company's group had total costs and expenses of baht 892 million, a decrease from 2020, which was baht 937 million, divided into out-of-home advertising media or Media, which had costs and expenses of baht 825 million, an increase from the year 2020, which amounted to baht 791 million, and the real estate business group for rent and services or Investment Property had costs and expenses of baht 67 million, decreased from the year 2020, which amounted to baht 145 million.

However, higher expenses for the year 2021 because the company has invested in a new LED screen, MEGA Connect, which has already been built. which will start recognizing revenue from the end of 2021, which is when the company has sold the OOH business group.

Profit (loss) before income tax and extraordinary items

In 2021, the Group had a profit before income tax and special items totaling of baht 326 million, a decrease from 2020, which had a total of baht 428 million, separated by a loss from out-of-home advertising or media business in the amount of baht 291 million, an increase in loss compared to the year 2020, which amounted to baht 209 million, the real estate rental and service business or Investment Property had a profit before income tax and special items of baht 218 million, an increase in profit compared to the year 2020, which amounted to baht 188 million.

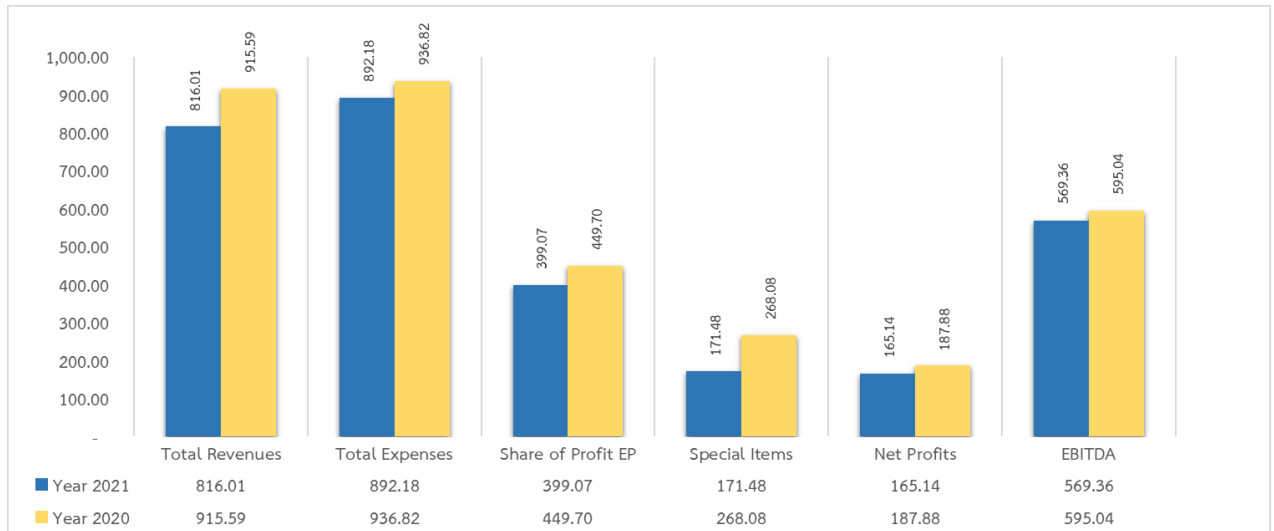
In 2021, there was a loss on impairment of goodwill in the amount of baht 171 million caused by the announcement of the sale of investments in the OOH business group, resulting in the company's profit in the year 2021 in the amount of baht 165 million, a decrease from year 2020, which amounted to baht 188 million, or decreased by baht 23 million.

The revenue structure and performance are as follows:

Comprehensive Profit and Loss	Midia		IP		CONSO	
	YE'2021	YE'2020	YE'2021	YE'2020	YE'2021	YE'2020
REVENUES:						
Out of Home Media	525	574	-	-	525	574
Real estate for rent and service	-	-	281	324	281	324
Total Revenues	525	574	281	324	807	898
Interest income	1	1	-	3	1	4
Others income	7	7	1	6	8	14
Gain on change in fair value of investment property	-	-	3	-	3	-
Total Net Income	534	583	285	333	819	916
Costs and Expenses						
Cost of services	522	498	21	19	543	518
Sales and administrative expenses	205	206	20	93	225	299
Finance cost	97	87	27	33	124	121
Total Costs and Expenses	825	791	67	145	892	937
Profit (loss) before the share of capital gains in associates.	(291)	(209)	218	188	(73)	(21)
Share of capital gains in associates according to the equity method.	-	-	-	-	399	450
Profit (loss) before income tax and special items	(291)	(209)	218	188	326	428
Special items						
Losses from changes in the fair value of investment properties	-	-	-	268	-	268
Loss on impairment of goodwill	-	-	-	-	171	-
Total Special items	-	-	-	268	171	268
Profit (loss) before income tax	(291)	(209)	218	(81)	154	160
Income (expenses), income tax	49	6	(38)	22	11	28
Net profit (loss) for the year	(242)	(203)	180	(59)	165	188

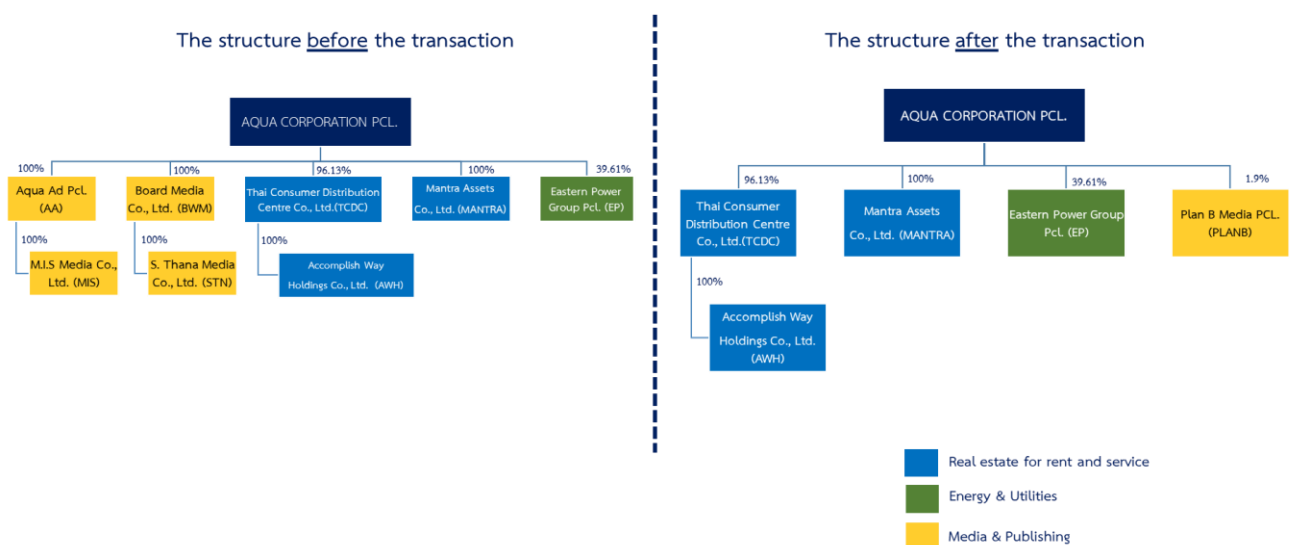
The operating results classified by income and expense groups of the Company Group will find that in 2021, revenue and expenses decreased from 2020 due to the COVID-19 epidemic situation, while EBITDA in 2021 was amount of baht 569.36 million, a decreased from the year 2020, which amounted to baht 595.04 million.

The income structure and performance of the group of Companies for the year 2021 compared to the year 2020 are as follows:



4. Summary of the disposal of ordinary shares in a subsidiary which operates out-of-home advertising media business (Out of Home Media)

Mr. Chaipipat Kaewtrirat, Director and Managing Director reported to the meeting that after the Company has already disposed of the investment in the subsidiary which operates out-of-home advertising media or OOH, the Company will purchase 84 million newly issued ordinary shares of PLAN B, with a total value of not exceeding of baht 606.48 million, representing 1.96 of the total number of shares issued and sold of Plan B, which PLAN B will present this transaction to the 2022 Annual General Meeting of Shareholders for approval within April 2022. The structure before and after the transaction is as follows.



5. Anti-Fraud and Corruption Policy (CAC)

On May 21, 2019, CAC resolved to approve AQUA as a member of the Thai Private Sector Collective Action Coalition Against Corruption. The certificate will be valid for 3 years from the date of approval. (Starting from May 21, 2019, ending May 21, 2022) and the company is currently in the process of submitting documents to request for renewal of the certificate. and is between the CAC committee considering the document

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

Mr. Kobchai Kosakarn, a minority shareholder, came by himself to ask as follows.

1. Real estate investment business 2 Existing warehouses when will the contract with Uniliver expire, will the contract be renewed or not, and the contract to be renewed for a long time or not.
2. Uniliver plans to let the Company build more warehouses, if adding, how much money will be required and what percent of IRR.
3. What does the Company plan to do with MANTRA that terminated the contract with The Cabin, the company plans to continue developing or selling and how is the progress.
4. When will the EP COD the project in Vietnam and how good is the electricity income and what does EP plan to do next. I saw the news that there will be more wind power projects in Laos including building a power plant in Vietnam, 1,500 MW, but seeing the news is silent, please help update.

Mr. Chaipipat Kaewtrirat Director and Managing Director, summary of questions and answers to questions about Uniliver and Mantra or The Cabin as follows:

As for Uniliver, the contract will expire in 2023. Currently, it is in the process of negotiating to extend the contract for IRR if there is any progress. The company will inform the shareholders through the system of the Stock Exchange of Thailand. As for Mantra's approach to The Cabin, the company is now It is in the process of considering ways to find partners to join the project. If the company how it has been considered, the company will inform the shareholders later. which is expected to be informed to the shareholders by the end of this year.

Regarding questions related to EP, Mr. Yuth Chinsupakul, the chairman of the meeting clarify to the shareholders that EP will COD the 100 MW project in Vietnam on April 15, 2022 and another 60 MW will be COD by June 2022. As for future projects, EP is studying the feasibility of building a power plant. Wind power plant in Savannakhet Province, Laos, which is an area connected to the border of Vietnam. It will be sold to Vietnam because Vietnam has PDP Plan 7 on energy purchases from Laos. which is in the process of considering whether it will be a 500 or 600 MW project.

The 1,500 MW is a gas-fired power generation project, Vietnam will issue PDP Plan 8. If this project is included in the PDP Plan 8 that will be released, the EP will have the opportunity to propose this project plan.

There were no further questions or comments from shareholders.

This agenda is an agenda for acknowledgment Therefore, shareholders do not have to vote.

Meeting resolution Acknowledge the operating results and the annual report of the Board of Directors for the year 2021.

Agenda No. 3. To consider and approve the auditor's report and the 2021 financial statements for the year ended on 31 December 2021

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The moderator of the meeting informed to the meeting that according to the Public Limited Company Act B.E. 2535, the Board of Directors must prepare a statement of financial and the statement of comprehensive income at the end of the company's fiscal year. Propose to the Annual General Meeting of Shareholders for approval. and must arrange for the auditor to audit the statement of financial position and the statement of comprehensive income before presenting to the shareholders' meeting. The company has prepared the statement of financial position and statement of comprehensive income of the company for the year 2021, which has been reviewed by the audit committee. and has been audited and certified by an auditor Appears in the 2021 Annual Report (as per Enclosure 2).

Board of Directors have considered It was deemed appropriate to propose to the shareholders' meeting to consider and approve the Company's financial statements for the year 2021 ended December 31, 2021.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

The Chairman then asked the shareholders' meeting to resolve to consider and approve the auditor's report and financial statements for the year 2021 ended December 31, 2021, which had been reviewed by the Audit Committee and audited and certified by an auditor and has been approved by the Board of Directors' meeting.

This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Meeting resolution The meeting resolved to approve the auditor's report and financial statements for the year 2021 ended December 31, 2021, which were reviewed by the Audit Committee. and audited and certified by an auditor and has been approved by the Board of Directors' meeting. with unanimous votes as follows:

Resolution	Votes	% of total shares with voting right
Approve	2,461,023,375	100.0000
Disapprove	-	-
Abstain	-	-
Voided Ballot	None	-

Agenda No. 4. To consider and approve the suspension of allocation of profits to the legal reserve and the suspension of dividend payment from the 2021 operating results

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The moderator of the meeting informed to the meeting that the legal reserve according to the Public Limited Company Act, B.E. 1992 and Article 37 of the Company's Articles of Association stipulates that the Company must allocate a portion of the annual net profit as a reserve of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve is available. The amount is not less than 10% of the registered capital.

Dividend payment The Company has set a dividend payment policy that The Company has a policy to pay dividends at the rate of not less than 40percent of net profit after corporate income tax and legal reserve each year. The dividend payment is scheduled to be paid twice a year. The dividend payout also takes into account various factors related to operations and management such as financial position and strength, liquidity, business expansion plans/investment plans, etc.

From the operating results according to the financial statements in 2021 , the Company's operating loss according to the separate financial statements is equal to 78.15 million baht according to the company's regulations. As mentioned above, the Company is unable to allocate money for legal reserve and pay dividends

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

The Chairman therefore asked the shareholders' meeting to consider and approve the omission of profit allocation for legal reserve and the omission of dividend payment for the year 2021 operating results.

This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Meeting resolution The meeting resolved to approve the omission of profit allocation for legal reserve and the omission of dividend payment for the operating results of the year 2021 with unanimous votes as follows:

Resolution	Votes	% of total shares with voting right
Approve	2,461,023,375	100.0000
Disapprove	-	-
Abstain	-	-
Voided Ballot	None	-

Agenda No. 5. To consider and approve (1) the election of directors to replace those retiring by rotation and (2) the increase of one board seat and appointment of a new director

Before starting the meeting on this agenda, Mr. Yuth Chinsupakul, Chairman of the Board of Directors, Informed the meeting that for transparency in voting Invite 1 director who has been nominated to be the Company's director for another term to leave the meeting room and close the Zoom system as follows:

(1) Mr. Shine Bunnag

For directors who must retire by rotation and was nominated for re-election for another 2 persons not attending the meeting

And assign the meeting moderator presented the details of this agenda to the meeting.

The moderator of the meeting informed to the meeting that According to the Public Limited Company Act, B.E. 1992 and Article 13 of the Company's Articles of Association stipulates that at every annual general meeting. If the number of directors cannot be divided exactly into 3 parts, the number closest to one-third of the directors shall be retired.

The director who has been in office for the longest time must retire. and the retiring committee may be elected to take up a new position. For the 2022 Annual General Meeting of Shareholders, there are 3 directors who must retire by rotation, namely

- | | | |
|-----|---------------------------|---|
| (1) | Mr. Phonlasit Phumiwasana | Director, Executive Director, Authorized Director |
| (2) | Mr. Shine Bunnag | Director, Executive Director, Authorized Director |
| (3) | Mr. Apivut Thongkam | Director, Vice Chairman |

At present, the Board of Directors consists of 9 members who are qualified with knowledge, abilities, skills, experiences and expertise in various fields that are consistent with the Company's business. To increase the efficiency of management in accordance with the company's business operations. And new investments. Therefore, the meeting was requested to consider electing new directors of the Company. 1 additional person including

Name	Position
Mr. Charlie Dithaluksana	Independent Director / Member of the Audit Committee

Nomination and Remuneration Committee Responsible for selecting persons to replace directors and executives. In the event of a full term resignation or other cases This is in line with the good corporate governance guidelines of the Stock Exchange of Thailand. and in accordance with the regulations of Aqua Corporation Public Company Limited, the Board of Directors and the Company's executives. Must be a person who has all the qualifications under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act B.E. 2535 and submit to the Board of Directors for approval.

In addition, the Company has given the opportunity to shareholders to propose additional meeting agendas and to nominate qualified persons to be elected as directors in the 2022 Annual General Meeting of Shareholders via the Company's website. which appeared that no one proposed the meeting agenda or nominate a person to be elected as the Company's director at the 2022 Annual General Meeting of Shareholders

Nomination and Remuneration Committee will consider selecting a person with knowledge understanding of the company's business are qualified and do not have any prohibited characteristics by law or regulations of a public company regulatory agency to present to the Board of Directors to consider and propose to the shareholders' meeting to consider the election of directors The Nomination and Remuneration Committee has considered deemed appropriate to nominate all 3 persons to be re-elected as directors for another term. Because these 3 people are those who have knowledge, experience and abilities that are useful to the company. as well as being a person with morals and ethics in work as detailed Information of the directors who have been nominated to be re-elected as directors (According to Enclosure 3) as follows:

- (1) Mr. Phonlasit Phumiwasana re-elected as Director, Executive Director, Authorized Director
- (2) Mr. Shine Bunnag re-elected as Director, Executive Director, Authorized Director
- (3) Mr. Apivut Thongkam re-elected as Director , Vice Chairman

Board of Directors The directors who have conflict of interest did not participate in the consideration. has considered and agreed with the proposal of the Nomination and Remuneration Committee that should be proposed to the shareholders' meeting for consideration and appointment (1) Mr. Phonlasit Phumiwasana, (2) Mr. Shine Bunnag and (3) Mr. Apivut Thongkam returned to serve as a director for another term

And proposed to the shareholders' meeting to consider appointing Mr. Chalie Dithaluksana as an independent director / Audit Committee 1 more person.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.
There were no further questions or comments from shareholders.

The Chairman then asked the Meeting of Shareholders to consider and approve the appointment of a director to replace the director who retired by rotation and an increase in the number of directors of 1 person and the appointment of a new director.

This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote

Meeting Resolution To approved the election of directors to replace those retiring by rotation and increase of one board seat and appointment of a new director, with unanimous votes as follows;

- 5.1 Approve the appointment of **Mr. Phonlasit Phumiwasana**: return to the position of Director, Executive Director, Authorize Director, serve for another term with the following votes :

Resolution	Votes	% of total shares with voting right
Approve	2,454,617,275	99.7396
Disapprove	6,406,100	0.2603
Abstain	-	-
Voided Ballot	None	-

- 5.2 Approve the appointment of **Mr. Shine Bunnag** : return to the position of Director, Executive Director, Authorize Director , serve for another term with the following votes :

Resolution	Votes	% of total shares with voting right
Approve	2,454,617,275	99.7396
Disapprove	6,406,100	0.2603
Abstain	-	-
Voided Ballot	None	-

- 5.3 Approve the appointment of **Mr. Apivut Thongkam**: return to the position of Director, Executive Director, Authorize Director , serve for another term with the following votes :

Resolution	Votes	% of total shares with voting right
Approve	2,454,617,275	99.7396
Disapprove	6,406,100	0.2603
Abstain	-	-
Voided Ballot	None	-

- 5.4 Approve the appointment of **Mr. Chalie Dithaluksana** : appointed as Independent Director and Audit Committee for additional director positions.

Resolution	Votes	% of total shares with voting right
Approve	2,454,617,275	99.7396
Disapprove	6,406,100	0.2603
Abstain	-	-
Voided Ballot	None	-

The Chairman invited the directors outside the meeting room to return to the meeting room to join the meeting in the next agenda

Agenda No. 6. To consider and approve the remuneration of the Board of Directors and sub-committees for 2022

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The moderator of the meeting informed to the meeting that according to Article 14 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. according to the regulations or as approved by the shareholders' meeting which may be defined as a fixed number or put it as a criterion and may be stipulated from time to time or shall remain in effect forever until there is a change. And in addition to receiving allowances and various welfares according to company regulations.

Nomination and Remuneration Committee to consider the remuneration of the Company's directors by considering the suitability of the duties responsibility and the Company's performance and propose to the Board of Directors for approval.

Board of Directors and the Nominating Committee Considered and agreed to propose to the shareholders' meeting to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2022 in the amount not exceeding 5.00 million baht, with the details of the remuneration rate as follows.

Position	Proposed (2022)				Actual (2021)			
	Per month	Per meeting	Per year	Per month	Per month	Per meeting	Per year	Other Benefits
Remuneration of the Board of Directors								
Chairman of the Board	50,000	8,000	250,000	-None-	50,000	8,000	330,000	-None-
Directors	20,000	8,000	100,000	-None-	20,000	8,000	230,000	-None-
Executive Directors	-	8,000	100,000	(*)	-	8,000	230,000	(*)
Remuneration of the Sub-committees								
1. Audit Committee (AC)								
Chairman of the AC	30,000	8,000	200,000	-None-	30,000	-	280,000	-None-
Directors / Members of the AC	20,000	8,000	150,000	-None-	-	-	230,000	-None-
2. Nomination and Remuneration Committee (NRC)								
Chairman of the NRC	-	8,000	-	-None-	-	-	-	-None-
Members of the NRC	-	8,000	-	-None-	-	-	-	-None-
Total	2,000,000	1,000,000	2,000,000	-None-	1,910,000	824,000	2,220,000	
Up to / year	5,000,000				5,000,000			
Paid					4,954,000			

(*) Receive salary, bonus and other benefits such as provident fund and various welfares in the position of employees of the company

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

Therefore, the shareholders' meeting is requested to consider and approve the determination of remuneration for the Board of Directors and sub-committees for the year 2022.

This agenda must be approved with a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and have the right to vote.

Meeting resolution To approve the remuneration of the Board of Directors and sub-committees for 2022, with unanimous votes as follows;

Resolution	Votes	% of total shares with voting right
Approve	2,459,489,575	99.9376
Disapprove	-	-
Abstain	1,533,800	0.0623
Voided Ballot	None	-

Agenda No. 7. To consider and approve the appointment of auditors and their remuneration for 2022

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting. According to the Public Company Limited Act B.E. 2535 and Article 35 of the Company's Articles of Association, the annual general meeting of shareholders appoints an auditor and determine the amount of compensation every year in appointing the auditor, the same auditor may be reappointed. The auditor must not be a director, employee, employee or person holding any position and duties of the Company.

The Audit Committee has considered the suitability in terms of workload and performance. Comparison with the remuneration proposed by the auditor including when considering independence professional expertise Auditing experience having enough personnel Ready to provide audit services to the company deemed appropriate to propose to the Board of Directors to consider and propose to the shareholders' meeting to consider and appoint Miss Chaovana Viwapanachati ,CPA Registration No. 4712; or Miss Wanpen Aunruen, CPA Registration No. 7750; or Miss Porntip Amornchailertpattana, CPA Registration No. 9589, of OFFICE OF PITISEVI COMPANY LIMITED as the auditors of the Company and its subsidiaries for the fiscal period ending 31 December 2022 and their remuneration of up to THB 1,650,000 as well as authorize the Board of Directors to approve the financial statements review fees that may occur during the year.

In this regard, OFFICE OF PITISEVI COMPANY LIMITED and the auditor proposed to be appointed as the Company's auditors no relationship or interest in the company / subsidiary / management / major shareholder or those related to such persons in a manner that will affect the independent performance of duties in any way

In addition, the auditors of the subsidiary and associated companies of the Company is an auditor from the same auditing office as the Company's auditor

The Board of Directors deems it appropriate to propose the Meeting of Shareholders for approval of the appointment of Miss Chaovana Viwapanachati ,CPA Registration No. 4 7 1 2 ; or Miss Wanpen Aunruen, CPA Registration No. 7750; or Miss Porntip Amornchailertpattana, CPA Registration No. 9589, of OFFICE OF PITISEVI COMPANY LIMITED as the auditors of the Company and its subsidiaries for the fiscal period ending 31 December 2022 and their remuneration of up to THB 1,650,000 as well as authorize the Board of Directors to approve the financial statements review fees that may occur during the year.

Audit Summary of the Company and its subsidiaries

Unit : Baht	2022 (proposed for approval)		2021	
	AQUA	3 subsidiaries	AQUA	3 subsidiaries
Annual audit fee	530,000	235,000	700,000	235,000
Fee for reviewing quarterly financial statements (3 quarters)	570,000	315,000	720,000	315,000
Total	1,100,000	550,000	1,420,000	550,000
including group	1,650,000		1,970,000	
Non-audit fee		-		6,930

Non-audit fee Consists of travel expenses for audit office staff.

Pitisevi Office Co., Ltd. has been the Company's auditor since 2012, with the details of certifying the financial statements as follows:

Auditor's name	Certified Public Accountant	Signed to certify the year's financial statements
1) Miss Chaovana Viwapanachati	No. 4712	2555 - 2559
2) Miss Wanpen Aunruen	No. 7750	2560 - 2563
3) Miss Porntip Amornchailertpattana	No. 9589	2021 and 2022 is the second year

In this regard, the auditors of subsidiaries and associated companies of the Company Being an auditor belonging to the same auditing firm as the Company's auditor.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

The Chairman therefore request the shareholders' to consider and approve the appointment and determination of the auditor's remuneration for the year 2022.

This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Meeting resolution The meeting resolved to approve the appointment and determination of the auditor's remuneration for the year 2022 as proposed. with a unanimous votes as follows;

Resolution	Votes	% of total shares with voting right
Approve	2,461,023,375	100.0000
Disapprove	-	-
Abstain	-	-
Voided Ballot	None	-

Agenda No. 8. To consider and ratify the grant of THB 168,000,000 financial assistance to Eternity Power Public Company Limited, which is a connected transaction

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

Reference is made to the grant of financial assistance in the form of a bill of exchange in the amount of THB 84,000,000 to Eternity Power Public Company Limited (“ETP”) as ETP was in the process of drawing down a loan from a financial institution and was in need of short-term financing for a period of four days to pay for the construction costs of its 160.00 MW wind farm project in Vietnam, hence ETP’s request for THB 84,000,000 financial assistance from the Company. The Board of Directors resolved to grant such financial assistance to ETP. However, given that ETP continued to face difficulties in drawing down the loan from the financial institution, on 31 May 2021, ETP requested to repay the debt under the bill of exchange by issuing a demand promissory note bearing interest at the rate of 7.0 percent per year in the amount of THB 84,000,000 to the Company where ETP subsequently repaid the debt under such promissory note to the Company on 7 June 2021 (the foregoing grants of financial assistance shall be collectively referred to as the “Grant of THB 168,000,000 Financial Assistance Transaction”).

Such grant of financial assistance, which is not proportionate to the Company’s shareholdings, is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (the “Connected Transaction Notifications”) as such assistance was granted to ETP, the Company’s connected person. The value of the transaction approved at that time was in the total amount of THB 168.10 million (comprising the bill of exchange of THB 84,000,000; the promissory note of THB 84,000,000; and interest of THB 95,690.95) or 4.43 percent of the net tangible assets (NTA) of the Company according to its consolidated financial statements as of 31 March 2021, which was THB 3,793.20 million. After combining such value and the value of the grant of financial assistance by the Company in the previous six months before that time, i.e. the grant of THB 50,000,000 financial assistance to ETP for the investments in its wind farm project in Vietnam, whose value was 1.33 percent of the Company’s NTA according to its consolidated financial statements as of 31 December 2020, which was THB 3,764.07 million, the total value of the grants of financial assistance was 5.76 percent of the Company’s NTA, which was more than 3 percent of the Company’s NTA. Therefore, the Company

was required to undertake the following actions in connection with the Grant of THB 168,000,000 Financial Assistance Transaction:

(a) disclose information on the Company's connected transaction to the Stock Exchange of Thailand (the "SET") in accordance with the Connected Transaction Notifications;

(b) obtain approval for entering into the Company's connected transaction from a shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, where the Company must send a notice of such meeting to the shareholders at least 14 days in advance; and

(c) appoint an independent financial advisor to provide an opinion on the Company's connected transaction and deliver such opinion to the Office of the Securities and Exchange Commission (the "SEC Office") and the SET.

However, the Company entered into such transaction without proposing the same for the shareholders' meeting's consideration and approval and did not comply with the duties under the Connected Transaction Notifications as there was a misunderstanding in the calculation of the transaction value. Nevertheless, the Company later engaged legal advisors to provide legal advice to the Board of Directors at its meetings. The legal advisors then discovered that the entry into the Grant of THB 168,000,000 Financial Assistance Transaction did not comply with the Connected Transaction Notifications. Therefore, the Board of Directors' Meeting No. 3/2022 held on 25 February 2022 considered such matter and viewed that, in order for the Company to fully and accurately comply with the requirements under the Connected Transaction Notifications, the Company should propose such transaction for the shareholders' meeting's consideration and ratification, with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders. In this regard,

The Company has arranged for Avantgarde Capital Company Limited, the independent financial advisor, to provide an opinion for consideration by the shareholders so that they can make a decision in relation to the ratification of such transaction.

In this regard, details on the Grant of THB 168,000,000 Financial Assistance Transaction and the opinion of the independent financial advisor are provided in Enclosure 4 and Enclosure 5, respectively.

The Board of Directors (by disinterested members) viewed that the entry into said transaction was reasonable and beneficial to the Company since its conditions were not less favorable than transactions entered into with a third-party. Moreover, the entry into such transaction was beneficial to the business operations of ETP, the subsidiary of the Company's associate, as ETP was in the process of drawing down a loan from a financial institution and was in need of short-term financing to pay for the construction costs of its 160.00 MW wind farm project in Vietnam. The Board of Directors resolved to grant such financial assistance to ETP since the source of funds for the grant of financial assistance to ETP was from the funds that the Company had prepared for investments

in its LED expansion project where payments would be due in instalments within June 2021 and the grant of financial assistance to ETP would allow the Company to manage its cash flows and receive higher yield than the interest rates from savings (the interest rate was 0.25 percent - 0.4 percent per year) and the Company's financing cost (the Company's financing cost from its debentures was 6.68 percent per year) where the yield received by the Company from entering into said transaction was calculated at the rate of 7.0 percent per year, which was higher than the interest rates from savings and the Company's financing cost as mentioned above. In addition, before providing such financial assistance to ETP, the Company also considered ETP's ability to repay its debt in a timely manner so it requested ETP to issue and deliver a post-dated cheque in the amount of THB 84,000,000 to the Company as collateral for the debt repayment. Therefore, the Board of Directors (by disinterested members) deemed it appropriate to propose the Grant of THB 168,000,000 Financial Assistance Transaction, which is a connected transaction, for the shareholders' meeting consideration and ratification.

This agenda item requires approval from the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders.

Moreover, Mr. Pakorn Mongkoltada, as a shareholder of the Company holding 1,027,693,800 shares (information as at 14 March 2022) and having an interest in the proposed transaction because of his directorship and shareholdings in EP shall be prohibited from exercising his voting rights at the shareholders' meeting.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

The Chairman therefore request the shareholders' meeting to consider and vote for approval. Ratify financial assistance to Eternity Power Public Company Limited in the amount of 168,000,000 baht, which is a connected transaction.

Meeting resolution To approved the ratify the grant of THB 168,000,000 financial assistance to Eternity Power Public Company Limited (ETP), which is a connected transaction, with unanimous votes as follows:

Resolution	Votes	% of total shares with voting right
Approve	1,426,923,475	99.5530
Disapprove	6,406,100	0.4469
Abstain	-	-
Voided Ballot	None	-
Not entitled to vote	1,027,693,800	-

Agenda No. 9. To consider and approve the grant of up to THB 300,000,000 revolving financial assistance to Eastern Power Group Public Company Limited for a period of one year in the form of loans or debt instruments, which is a connected transaction.

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting. The Board of Directors' Meeting No. 3/2022 held on 25 February 2022 resolved to approve the grant of up to THB 300,000,000 revolving financial assistance to Eastern Power Group Public Company Limited ("EP") for a period of one year after the shareholders' meeting has approved the entry into such transaction in the form of loans or debt instruments with interest or yield at the rate of 7 percent per year as detailed in item 3.2 of Enclosure 4 (the "Grant of up to THB 300,000,000 Revolving Financial Assistance Transaction").

Such grant of financial assistance, which is not proportionate to the Company's shareholdings, is considered a connected transaction under the Connected Transaction Notifications as such assistance would be granted to EP, the Company's connected person. The value of the transaction was 6.85 percent of the Company's NTA according to its consolidated financial statements as of 31 December 2022, which was THB 4,687.64 million, where the Company has not had any other connected transactions with such connected person or any of its related persons within the past six months prior to the Board Directors' Meeting No. 3/2022. Since the value of such transaction was more than 3 percent of the Company's NTA, the Company was required to undertake the following actions in connection with the Grant of up to THB 300,000,000 Revolving Financial Assistance Transaction:

- (a) disclose information on the Company's connected transaction to the SET in accordance with the Connected Transaction Notifications;
- (b) obtain approval for entering into the Company's connected transaction from a shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, where the Company must send a notice of such meeting to the shareholders at least 14 days in advance; and
- (c) appoint an independent financial advisor to provide an opinion on the Company's connected transaction and deliver such opinion to the SEC Office and the SET where the Company has appointed Avantgarde Capital Company Limited as the independent financial advisor to perform said duties.

In this regard, details on the Grant of up to THB 300,000,000 Revolving Financial Assistance Transaction and the opinion of the independent financial advisor are provided in Enclosure 4 and Enclosure 5, respectively.

The Board of Directors (by disinterested members) viewed that the entry into said transaction was reasonable and beneficial to the Company since its conditions were not less favorable than transactions entered into with a third-party. Moreover, after the Board of Directors' Meeting No. 2/2022 held on 25 January 2022 resolved to approve the disposal of ordinary shares in the subsidiaries operating the out-of-home media business, the

Company would receive cash flows from such disposal transaction and the grant of financial assistance to EP would allow the Company to manage its cash flows and receive higher yield than the interest rates from savings (the interest rate was 0.25 percent - 0.4 percent per year) and the Company's financing cost (the Company's financing cost was 6.68 percent per year) where the interest or yield to be received by the Company from entering into said transaction would be calculated at the rate of 7.0 percent per year, which was higher than the interest rates from savings and the Company's financing cost as mentioned above. In addition, as at the date on which the Board of Directors' Meeting No. 3/2022 approved the entry into said transaction, the Board of Directors already considered that EP had not had any risk that would require it to request for financial assistance from the Company any time soon and that EP had not sent any written request for financial assistance from the Company. Moreover, before providing each financial assistance to EP, the Company must receive prior written request for financial assistance from EP and the Board of Directors would also carefully consider to ensure that the Company has sufficient liquidity, e.g. the Company's current assets to current liabilities must be more than 1 time, that EP is able to repay its debt in a timely manner, that each grant of financial assistance is beneficial to the business operations of EP, the Company's associate, and that the interest or yield to be received by the Company must be higher than the interest rates from savings and the Company's financing cost. Therefore, the Board of Directors (by disinterested members) deemed it appropriate to propose the Grant of up to THB 300,000,000 Revolving Financial Assistance Transaction, which is a connected transaction, for the shareholders' meeting consideration and approval.

This agenda item requires approval from the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders.

Moreover, Mr. Pakorn Mongkoltada, as a shareholder of the Company holding 1,027,693,800 shares (information as at 14 March 2022) and having an interest in the proposed transaction because of his directorship and shareholdings in EP shall be prohibited from exercising his voting rights at the shareholders' meeting.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

The Chairman therefore request the shareholders' meeting to approve the grant of up to THB 300,000,000 revolving financial assistance to Eastern Power Group Public Company Limited for a period of one year in the form of loans or debt instruments, which is a connected transaction

Meeting resolution To approve the grant of up to THB 300,000,000 revolving financial assistance to Eastern Power Group Public Company Limited for a period of one year in the form of loans or debt instruments, which is a connected transaction, with unanimous votes as follows;

Resolution	Votes	% of total shares with voting right
Approve	1,426,923,475	99.5530
Disapprove	6,406,100	0.4469
Abstain	-	-
Voided Ballot	None	-
Not entitled to vote	1,027,693,800	-

Agenda No. 10. To consider and approve the issuance and offering of up to 2,956,228,261 units of the Warrants to Purchase Ordinary Shares of Aqua Corporation Public Company Limited No. 3 (AQUA-W3) to the existing shareholders proportionate to their respective shareholdings (Rights Offering)

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The Company would like to issue and offer 2,956,228,261 units of the Warrants to Purchase Ordinary Shares of Aqua Corporation Public Company Limited No. 3 (AQUA-W3) (the “Warrants W3” or the “Warrants”) to the existing shareholders proportionate to their respective shareholdings (Rights Offering), which will give the Company flexibility and financial readiness for the business operations of the Company and its subsidiaries in the future. Therefore, it is proposed that the shareholders’ meeting consider and approve the following:

(1) The issuance and offering of 2,956,228,261 units of the Warrants W3 to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at no cost and at the allocation ratio of two existing ordinary shares to one unit of the Warrants (any fraction from the calculation of the Warrants allocation ratio shall be disregarded). The term of the Warrants W3 is two years from the issuance date and the holders of the Warrants can exercise their rights thereunder only once on the maturity date of the Warrants at the exercise ratio of one unit of the Warrants to one ordinary share and at the exercise price of THB 1.20 per share, which is higher than the pre-offering market price of THB 0.64 per share, which is the volume weighted average price of the Company’s ordinary shares traded on the SET for 15 consecutive business days prior to the date on which the meeting of the Board of Directors resolved to propose the offering for consideration at the 2022 Annual General Meeting of Shareholders (between 3 February 2022 - 24 February 2022).

(2) The authorization of the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee (a) to determine and amend any other conditions and details that are necessary and appropriate in connection with the issuance and offering of the Warrants, such as details of the offering; (b) to sign applications and supporting evidence relevant to the issuance of the Warrants, including contacting and filing such applications and supporting evidence with any governmental agencies or relevant bodies in connection with the issuance of the Warrants issuance as well as listing the Warrants on the SET; and (c) to take any other actions that are necessary and appropriate in connection with the issuance and offering of the Warrants.

(3) The authorization of the Board of Directors to consider cancelling or determining the date on which the names of shareholders entitled to be allocated the Warrants W3 proportionate to their respective shareholdings (Record Date) as appropriate where the Board of Directors must consider the benefits and significant impact on the Company.

The Board of Directors has determined the date on which the names of shareholders entitled to be allocated the Warrants W3 (Record Date) are determined on 14 March 2022.

In this regard, details on the issuance and offering of the Warrants W3 are provided in Enclosure 6.

The Board of Directors deemed it appropriate to propose the issuance and offering of 2,956,228,261 units of the Warrants W3 to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and the authorization of the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee to undertake actions in connection with the issuance and offering of the Warrants W3 as detailed above for the shareholders' meeting consideration and approval.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

Mr. Kobchai Kosakarn Minority shareholders come by themselves, ask if the warrants distributed in lieu of dividends will go into port around the same time.

The Chairman assigned Mr. Chaipiphat Kaewtrirat, Director and Managing Director Clarify this question.

Mr. Chaipiphat Kaewtrirat, Director and Managing Director clarified that the details of the issuance of warrants, including the date on which the warrant will be entered, are pending consideration by the Board of Directors and, if clear, will be announced to shareholders through the stock exchange system.

There were no further questions or comments from shareholders.

The Chairman therefore asked the shareholders' meeting to consider the resolution for approval issuance and offering of warrants to purchase 2,956,228,261 units of Aqua Corporation Public Company Limited (AQUA-W3) ordinary shares allocated to existing shareholders in proportion to their shareholding (Rights Offering)

This agenda item requires approval from the shareholders' meeting with a simple majority vote of the shareholders attending the meeting and casting their votes.

Meeting resolution To approve the issuance and offering of up to 2,956,228,261 units of the Warrants to Purchase Ordinary Shares of Aqua Corporation Public Company Limited No. 3 (AQUA-W3) to the existing shareholders proportionate to their respective shareholdings (Rights Offering), with unanimous votes as follows;

Resolution	Votes	% of total shares with voting right
Approve	2,461,023,375	100.0000
Disapprove	-	-
Abstain	-	-
Voided Ballot	None	-

Agenda No. 11. To consider and approve the reduction of the registered capital of the Company by THB 29,221,739 from the registered capital of THB 2,985,450,000 to THB 2,953,228,261 by cancelling 58,443,478 authorized but unissued ordinary shares at a par value of THB 0.50 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

Since the Company would like to issue and offer (a) the Warrants W3 to the existing shareholders proportionate to their respective shareholdings (Rights Offering) as proposed for the shareholders' meeting consideration and approval in Agenda No. 10 above and (b) newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate as shall be proposed for the shareholders' meeting consideration and approval in Agenda No. 12 and Agenda No. 13, the Company is required to increase its registered capital as shall be proposed for the shareholders' meeting consideration and approval in Agenda No. 12.

However, the Company's current registered capital comprises 58,443,478 authorized but unissued shares allocated to accommodate the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate in accordance with the resolutions of the 2021 Annual General Meeting of Shareholders. Therefore, in order for the Company to increase its registered capital by issuing newly issued ordinary shares, the Company must comply with Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA"), which provides that a public limited company may increase its capital by issuing new shares provided that all of its shares have been issued and paid-up, unless the remaining shares are reserved to accommodate the exercise of convertible debentures or warrants. As a result, the Company is required to reduce its registered capital by cancelling 58,443,478 authorized but unissued ordinary shares and amend Clause 4. of its Memorandum of Association to be in line with such reduction of the registered capital as detailed below:

(1) the registered capital will be reduced by THB 29,221,739 from the registered capital of THB 2,985,450,000 to THB 2,956,228,261 by cancelling 58,443,478 authorized but unissued ordinary shares at a par value of THB 0.50 per share; and

(2) Clause 4. of the Memorandum of Association of the Company will be amended to be in line with the reduction of the registered capital where the following wordings will be adopted in replacement of the existing wordings:

Clause 4.	Registered capital	THB 2,956,228,261	(Two billion nine hundred and fifty-six million two hundred and twenty-eight thousand two hundred and sixty-one baht)
	Divided into	5,912,456,522 shares	(Five billion nine hundred and twelve million four hundred and fifty-six thousand five hundred and twenty two shares)
	Par value per share	THB 0.50	(Fifty satang)
	Divided into:		
	Ordinary shares	5,912,456,522 shares	(Five billion nine hundred and twelve million four hundred and fifty-six thousand five hundred and twenty two shares)
	Preference shares	-None-	-None-

Furthermore, it is appropriate to propose the authorization of the authorized director(s) of the Company or any person authorized by such authorized director(s) to have the authority to file applications for registration of the reduction of the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, and regulations, as well as the recommendation or order of the registrar or officer.

The Board of Directors deemed it appropriate to propose the reduction of the registered capital of the Company by THB 29,221,739 from the registered capital of THB 2,985,450,000 to THB 2,953,228,261 by cancelling 58,443,478 authorized but unissued ordinary shares at a par value of THB 0.50 per share, the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital, and the authorization of the authorized director(s) of the Company or any person authorized by such authorized director(s) to undertake actions in connection with the reduction of the registered capital of the Company and the amendment to Clause 4. of the Memorandum of Association of the Company as detailed above for the shareholders' meeting consideration and approval.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

Mr. Piyapong Prasathong Minority, shareholders come by themselves. Inquire about the reduction of the Company's registered capital as a capital reduction after allocating RO, but there are still unallocated shares, so is it necessary to reduce the legal registered capital before distributing AQUA-W3 and allocating PP shares to Plan B.

The Chairman assigned Mr. Chaipiphat Kaewtrirat, Director and Managing Director clarify this question.

Mr. Chaipiphat Kaewtrirat, Director and Managing Director clarification as follows:

1. The reduction of the Company's registered capital is a reduction in the capital from the presence of unallocated shares. After the allocation of newly issued shares in RO
2. PP shares allocation will be allocated by Plan B allocated to AQUA, not AQUA allocated to Plan B.

There were no further questions or comments from shareholders.

Therefore, the Chairman requested the shareholders' meeting to consider a resolution to approve the reduction of the company's registered capital of Baht 29,221,739 from the registered capital of Baht 2,985,450,000 to Baht 2,956,228,261 by amortizing 58,443,478 unemployed ordinary shares with a par value of Baht 0.50 per share, and amending memorandum of association No. 4 to comply with the reduction of the company's registered capital.

This agenda item requires approval from the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Meeting resolution To approve the reduction of the registered capital of the Company by THB 29,221,739 from the registered capital of THB 2,985,450,000 to THB 2,953,228,261 by cancelling 58,443,478 authorized but unissued ordinary shares at a par value of THB 0.50 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital with unanimous votes as follows

Resolution	Votes	% of total shares with voting right
Approve	2,461,023,375	100.0000
Disapprove	-	-
Abstain	-	-
Voided Ballot	None	-

Agenda No. 12. To consider and approve the increase of the registered capital of the Company by THB 2,364,982,609 from the registered capital of THB 2,953,228,261 to THB 5,321,210,870 by issuing 4,729,965,218 newly issued ordinary shares at a par value of THB 0.50 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital.

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting. Since the Company would like to issue and offer (a) the Warrants W3 to the existing shareholders proportionate to their respective shareholdings (Rights Offering) as proposed for the shareholders' meeting consideration and approval in Agenda No. 10 above and (b) newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate as shall be proposed for the shareholders' meeting consideration and approval in Agenda No. 13, the Company is required to increase its registered capital by issuing 4,729,965,218 newly issued ordinary shares at a par value of THB 0.50 per share and amending Clause 4. of its Memorandum of Association to be in line with such increase of the registered capital as detailed below:

(1) the registered capital will be increased by THB 2,364,982,609 from the registered capital of THB 2,956,228,261 to THB 5,321,210,870 by issuing 4,729,965,218 newly issued ordinary shares at a par value of THB 0.50 per share; and

(2) Clause 4. of the Memorandum of Association of the Company will be amended to be in line with the increase of the registered capital where the following wordings will be adopted in replacement of the existing wordings:

Clause 4.	Registered capital	THB 5,321,210,870	(Five billion three hundred and twenty-one million two hundred and ten thousand eight hundred and seventy baht)
	Divided into	10,642,421,740 shares	(Ten billion six hundred and forty-two million four hundred and twenty-one thousand seven hundred and forty shares)
	Par value per share	THB 0.50	(Fifty satang)
	Divided into:		
	Ordinary shares	10,642,421,740 shares	(Ten billion six hundred and forty-two million four hundred and twenty-one thousand seven hundred and forty shares)
	Preference shares	-None-	-None-

Furthermore, it is appropriate to propose the authorization of the authorized director(s) of the Company or any person authorized by such authorized director(s) to have the authority to file applications for registration of the increase of the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, and regulations, as well as the recommendation or order of the registrar or officer.

In this regard, details on the increase of the registered capital of the Company are provided in Enclosure 7.

The Board of Directors deemed it appropriate to propose the increase of the registered capital of the Company by THB 2,364,982,609 from the registered capital of THB 2,953,228,261 to THB 5,321,210,870 by issuing 4,729,965,218 newly issued ordinary shares at a par value of THB 0.50 per share, the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital, and the authorization of the authorized director(s) of the Company or any person authorized by such authorized director(s) to undertake actions in connection with the increase of the registered capital of the Company and the amendment to Clause 4. of the Memorandum of Association of the Company as detailed above for the shareholders' meeting consideration and approval.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

Mr. Kobchai Kosakarn, a minority shareholder, came by himself and asked questions. Mr. Chaipipat Kaewtrirat, Director and Managing Director Summarized the issues of the questions as the following topics.

1. what price and when will the Company increase capital by general mandate and does the Company have a backup plan in case the Shareholders do not fully exercise. Has there been any discussion with major shareholders or not?
2. About Fintech, how does the Company expect profit in the period of 1 year, 3 years, 5 years, ask for a vision in this business.
3. How much does the Company expect to invest in Fintech and expects that the money from the general mandate capital increase and the sale of the OOH business will only be invested in Fintech or there are other businesses that the Company is studying.
4. Is News a new partner of the Company? and what form of joint venture will be and whether the Company plans to find additional partners?

In this regard, Mr. Chai Bunnag, Director and Acting President clarified to the shareholders as follows:

1. In 2020, the Company has applied for a general mandate capital increase for the purpose of making the company's fundraising more flexible, but the company did not call for a capital increase every time it requested approval, which the Company has many channels to raise funds, such as from financial institutions, from the issuance of various bonds, but in order to make the funding channels more flexible in the future, General Mandate is requested, but if it is not necessary, there will be no capital increase.
2. Regarding Fintech, I would like to clarify that the Company has not yet announced that it will invest in this business. only once said that the company Studying many businesses that are in the Mega Trends of the world and are related to innovation. which the company is close to a conclusion but has not yet finished All investments are expected to be finalized within the second quarter of 2022.

3. In this question, let's answer the same as in number 2. Some of the money received from the sale of OOH to Plan B has already paid off debt to the bank. The other part is used by the Company to increase capital in Plan B at the price of a share. 7.22 baht, a total of 84 million shares, totaling of baht 606.48 million as a result of the Company's sale of OOH business to Plan B, part of the Company has returned to invest and hold shares in Plan B, which the shareholders' meeting of Plan B has Make an approval transaction today. The rest of the money, the company has reserved for debt repayment. and various debentures, including further business expansion.

4. Regarding being a partner with News, I would like to clarify that the Company It has not yet been announced that the company will invest with News, but there are various investment negotiations with many partners, which must still be a business that is Mega Trends of the world, which is a good start in business and has expertise.

There were no further questions or comments from shareholders.

The Chairman then asked the shareholders' meeting to consider and approve the increase of the Company's registered capital. 2,364,982,609 baht from the registered capital of 2,956,228,261 baht in the amount of 5,321,210,870 baht by issuing new ordinary shares in the amount 4,729,965,218 shares at a par value of 0.50 baht per share and the amendment to Clause 4. of the Memorandum of Association to be consistent with the increase of the Company's registered capital.

This agenda item requires approval from the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Meeting resolution To approve the increase of the registered capital of the Company by THB 2,364,982,609 from the registered capital of THB 2,953,228,261 to THB 5,321,210,870 by issuing 4,729,965,218 newly issued ordinary shares at a par value of THB 0.50 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital as follows;

Resolution	Votes	% of total shares with voting right
Approve	2,459,156,575	99.9241
Disapprove	1,533,800	0.0623
Abstain	333,000	0.0135
Voided Ballot	None	-

Agenda No. 13. To consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of the rights under the Warrants to Purchase Ordinary Shares of Aqua Corporation Public Company Limited No. 3 (AQUA-W3) and to accommodate the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate.

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

Since the Company would like to issue and offer (a) the Warrants W3 to the existing shareholders proportionate to their respective shareholdings (Rights Offering) as proposed for the shareholders' meeting consideration and approval in Agenda No. 10 above and (b) 1,773,736,957 newly issued ordinary shares at a par value of THB 0.50 per share to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate, the Company is required to allocate its 4,729,965,218 newly issued ordinary shares at a par value of THB 0.50 per share as detailed below:

(1) allocation of 2,956,228,261 newly issued ordinary shares at a par value of THB 0.50 per share to accommodate the exercise of the rights under the Warrants W3 to be allocated to the existing shareholders proportionate to their respective shareholdings (Rights Offering) where the Board of Directors and/or Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee shall be authorized to undertake actions relevant to the allocation of newly issued ordinary shares to accommodate the exercise of the rights under the Warrants W3, including, without limitation, (a) signing applications and supporting evidence necessary for and relevant to the allocation of newly issued ordinary shares, including contacting and filing such applications and supporting evidence with any governmental agencies or relevant bodies in connection with the allocation of newly issued ordinary shares as well as listing the newly issued ordinary shares on the SET; and (b) taking any other actions that are necessary and appropriate in connection with the allocation of newly issued ordinary shares; and

(2) allocation of 1,773,736,957 newly issued ordinary shares at a par value of THB 0.50 per share to accommodate the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate where the Board of Directors shall be authorized to undertake actions relevant to the allocation of the newly issued ordinary shares under the general mandate, including, without limitation, (a) determining the details on the share allocation, such as the allocation of the newly issued ordinary shares in a single or sequential allocation, offering period, offering price, share payment, allocation method, as well as other conditions and details relating to such share allocation; (b) negotiating, entering into, and signing the relevant documents and agreements and being authorized to undertake actions that are necessary and appropriate in connection with the allocation of the newly issued ordinary shares; (c) signing applications, waivers, and supporting evidence that is necessary for and relevant to the issuance and offering of the newly issued ordinary shares, including, without limitation, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any other relevant agencies, as well as listing the newly issued ordinary shares on the SET; and (d) taking any other actions that are

necessary and relevant to the issuance and offering of the newly issued ordinary shares, including appointing attorneys-in-fact to undertake actions under (b) to (d).

The Board of Directors deemed it appropriate to propose the allocation of newly issued ordinary shares to accommodate the exercise of the rights under the Warrants W3 and to accommodate the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate, the authorization of the Board of Directors and/or Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee to undertake actions in connection with the allocation of newly issued ordinary shares to accommodate the exercise of the rights under the Warrants W3, and the authorization of the Board of Directors to undertake actions in connection with the allocation of newly issued ordinary under the general mandate as detailed above for the shareholders' meeting consideration and approval.

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

Mr. Piyapong Prasatthong, a minority shareholder, came by himself, asked when will the AQUA-W3 giveaway be given out and how many baht per unit of exercise per ordinary share.

The Chairman assigned Mr. Chaipipat Kaewtrirat, Director and Managing Director, to clarify to the meeting.

Mr. Chaipipat Kaewtrirat Director and Managing Director, clarified that the distribution of AQUA-W3 is under consideration by the Board of Directors And when it is clear, will inform the shareholders later as for the exercise price of 1.20 baht per share, the right can be exercised 1 time on the maturity date of the warrant.

There were no further questions or comments from shareholders.

The Chairman then asked the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of warrants to purchase ordinary shares of Aqua Corporation Public Company Limited No. 3 (AQUA-W3) and to support the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering) under a general mandate (General Mandate).

This agenda item requires approval from the shareholders' meeting with a simple majority vote of the shareholders attending the meeting and casting their votes.

Meeting resolution To approve the allocation of newly issued ordinary shares to accommodate the exercise of the rights under the Warrants to Purchase Ordinary Shares of Aqua Corporation Public Company Limited No. 3 (AQUA-W3) and to accommodate the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) under a general mandate, with unanimous votes as follows;


Resolution	Votes	% of total shares with voting right
Approve	2,461,023,175	99.9999
Disapprove	200	0.0000
Abstain	-	-
Voided Ballot	None	-

Agenda No. 14. To consider and approve the amendment to the Articles of Association of the Company pertaining to the Company's seal and the amendment to the authority of directors

The Chairman assigned the meeting moderator the details of this agenda were presented to the meeting.

The meeting moderator reported to the Shareholders' meeting that according to the resolution of the Board of Directors No. 3/2022 dated February 25, 2022, it was resolved to propose to the Annual General Meeting of Shareholders of the Company to consider and approve the amendment of the Company's Articles of Association in relation to the Company's seal and amendments to the powers of directors are as follows:

(1) Amendment to the Articles of Association of the Company pertaining to the Company's seal:

From	To
<p>Art. 22. Any two directors may sign together with the Company's seal affixed.</p> <p>However, the shareholders' meeting or the board of directors' meeting may determine the names of directors who are the Company's authorized signatories with the Company's seal affixed.</p>	<p>Art. 22. Any two directors may sign together.</p> <p>However, the shareholders' meeting or the board of directors' meeting may determine the names of directors who are the Company's authorized signatories with the Company's seal affixed.</p>
<p>Art. 38. The Company's seal is as follows:</p>  <p style="text-align: center;">บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน) AQUA CORPORATION PUBLIC COMPANY LIMITED</p>	<p>Art 38. -Cancelled-</p>

(2) Amendment to the authority of directors:

From	To
Mr. Phonlasit Phumiwasana, Mr. Korchoke Saengtongaram, Mr. Chaipipat Kaewtrirat, Mr. Shine Bunnag, and Mrs. Warangkana Kalayanapradit, any two of these five directors signing together with the Company's seal affixed.	Mr. Phonlasit Phumiwasana, Mr. Korchoke Saengtongaram, Mr. Chaipipat Kaewtrirat, Mr. Shine Bunnag, and Mrs. Warangkana Kalayanapradit, any two of these five directors signing together.

The Board of Directors deems it appropriate for the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association in relation to the Company's seal and amendments to the powers of directors according to the details proposed

The Chairman gave the opportunity for shareholders to ask questions and express additional opinions.

There were no further questions or comments from shareholders.

The Chairman asked the Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association in relation to the Company's seal. and the amendment of the power of directors

This agenda must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and have the right to vote

Meeting resolution To approve the amendment to the Articles of Association of the Company pertaining to the Company's seal and the amendment to the authority of directors, with unanimous votes as follows;

Resolution	Votes	% of total shares with voting right
Approve	2,461,023,175	100.0000
Disapprove	-	0.0000
Abstain	-	-
Voided Ballot	None	-

Agenda No. 15. To consider other business (if any)

The meeting moderator, deliver the meeting proceedings for this agenda to the chairman of the meeting.

Mr. Yuth Chinsupakul. Chairman of the Board asked to the meeting that have any shareholders want to ask more questions.

Mr. Kobchai Kosakarn, a minority shareholder came by himself:

Question number 1, Can you tell me what the new innovative business that I will do about it?

The Chairman, assigned Mr. Chai Bunnag, Director and Acting President clarify to the meeting.

Mr. Shine Bunnag, Director and Acting President clarified to the meeting that the Company had negotiated and signed documents on information disclosure with many companies. Including complying with the SET's rules regarding the disclosure of unconvincing information, however, the Company still confirms that it will conclude a new business to invest by the second quarter of 2022, which is a business in Mega Trends. of the world and will use the proceeds from the sale of OOH to make the most of.

Question number 2 : What is the company that Company informed that it invested in ordinary shares of 2 listed companies in the amount of baht 184.98 million.

The Chairman assigned Mr. Chaipipat Kaewtrirat, Director and Managing Director, to clarify to the meeting.

Mr. Chaipipat Kaewtrirat Director and Managing Director, clarified to the meeting that It is an investment in ordinary shares of Simat Technology Public Company Limited or Simat and investment in ordinary shares of Siamese Asset Public Company Limited or SA. The shares of both companies have already been sold and the Company has a profit from investment.

Mr. Piyapong Prasatthong, a minority shareholder came by himself : Asked about the Company's seal that Is it new?

The Chairman assigned Mr. Chaipipat Kaewtrirat, Director and Managing Director, to clarify to the meeting.

Mr. Chaipipat Kaewtrirat, Director and Managing Director, clarified that the Company will proceed to register to cancel the use of the company's seal without having to use the seal anymore

If not any shareholders would asked other questions.

On behalf of Aqua Corporation Public Company Limited, I would like to thanks all shareholders. both attending the meeting in person and by proxy as well as officials from the Stock Exchange of Thailand Representative of shareholders from the Thai Investors Association Directors and executives of the company for taking the time to attend the meeting.

Mr. Yuth Chinsupakul, Chairman of the Board Acting as the chairman of the Meeting declared the meeting closed at 5.00 PM.



(Mr. Yuth Chinsupakul)

Chairman of the Board



(Mrs. Orathai Nateruang)

Company Secretary Department