



Invitation to the  
Annual General Meeting of Shareholders  
for the year 2023

AQUA CORPORATION PCL.

Wednesday April 12, 2023 at 2.00 p.m.

via electronic media (E-AGM)

live at the Company's meeting room at 121/68-69 RS Tower, 21<sup>st</sup>  
Floor, Ratchadaphisek Road, Din Daeng Subdistrict,  
Din Daeng District, Bangkok 10400

Registration starts from 12.00 AM - 2.00 PM



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

(Translation)

No. AQUA-016/OTH-008/23

March 27, 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders to be held via electronic media (e-AGM)

To: Shareholders of Aqua Corporation Public Company Limited

- Attachments:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 (Document for Agenda 1)
  2. 2022 Annual Report via QR Code (Document for Agenda 2 and Agenda 3)
  3. Profiles of Director Candidates (Document for Agenda 5)
  4. Documents and Evidence Required for Meeting Attendance Registration, Proxy Appointment Procedures, and Steps for Using the Electronic Conferencing System by Inventech Connect
  5. Articles of Association of the Company in Connection with the Shareholders' Meeting
  6. Information of Independent Directors for Proxy Appointment
  7. Proxy Form B. and Proxy Form C.

As the meeting of the Board of Directors of Aqua Corporation Public Company Limited (the "Company") resolved to convene the 2023 Annual General Meeting of Shareholders on April 12, 2023, at 2:00 p.m. via electronic media (e-AGM) under the Emergency Decree on Electronic Conferencing B.E. 2020 (as amended) and any other related laws, which shall be broadcast live from the Company's meeting room, No. 121/68-69, RS Tower, 21<sup>st</sup> Floor, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400, with the business on the agenda as follows:

**Agenda 1** To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022.

### Rationale

The Company held the Extraordinary General Meeting of Shareholders No. 1/2022 on December 23, 2022, and prepared and submitted the minutes of such meeting to the Stock Exchange of Thailand and the Ministry of Commerce within the specified period, as well as making the same public through the Company's website [www.aquacorp.co.th](http://www.aquacorp.co.th) already, the details of which are as shown in the copy of the minutes of the meeting sent to shareholders per **Attachment No. 1**.

### Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 as detailed above to the shareholder's meeting for consideration and adoption.



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

### Resolution

This agenda item must be adopted by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 2** To consider and acknowledge the report on the Company's operating results for the fiscal period ended December 31, 2022.

### Rationale

The Company has summarized the operating results and various information of the Company for the fiscal period ended December 31, 2022, in the 2022 Annual Report (56-1 One Report) under the section "Management Discussion and Analysis (MD&A)", where shareholders can download the 2022 Annual Report via the QR CODE in **Attachment No. 2**.

### Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the report on the operating results of the Company for the fiscal period ended December 31, 2022, as detailed above to the shareholder's meeting for consideration and acknowledgement.

### Resolution

This agenda item does not require voting since it is for acknowledgement.

**Agenda 3** To consider and approve the auditor's report, the Statement of Financial Position, and the Statement of Comprehensive Income for 2022.

### Rationale

Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA") requires that the public limited company must prepare a statement of financial position and the statement of comprehensive income as at the end of its fiscal year and propose the same to the annual general meeting of shareholders for consideration and approval, and must arrange for an auditor to audit such statement of financial position and statement of comprehensive income before presenting the same to the shareholders' meeting.

Therefore, the Board of Directors has arranged for the preparation of the Statement of Financial Position and the Statement of Comprehensive Income for 2022, which has been audited by the auditor and reviewed by the Audit Committee, as detailed in the 2022 Annual Report under the section "Financial Statements", where shareholders can download the 2022 Annual Report via the QR CODE in **Attachment No. 2**.



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

### Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the auditor's report, the Statement of Financial Position, and the Statement of Comprehensive Income for 2022, which has been audited by the auditor and reviewed by the Audit Committee, as detailed above to the shareholder's meeting for consideration and approval.

### Resolution

This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 4** To consider and approve the non-allocation of profit to the legal reserve and the suspension of dividend payment for the operating results of 2022.

### Rationale

Section 116 of the PLCA and Article 37 of the Company's Articles of Association require that the Company must allocate to the reserve fund not less than 5 percent of the annual net profit, less the accumulated loss brought forward (if any), until the reserve fund is not less than 10 percent of the registered capital. In addition, Section 115 of the PLCA requires that dividend shall not be paid other than out of profits and dividend shall be paid according to the number of shares, each entitled to an equal amount of dividend.

The Company has set a dividend payment policy to pay dividends at the rate of not less than 40 percent of the net profit after corporate income tax and legal reserve of each year where the dividend payment is scheduled to be made twice a year. However, the dividend payment is also subject to various factors related to the operations and management, such as the financial conditions and strength, liquidity, business expansion plans/investment plans.

Since the Company has operating losses according to the separate financial statements for 2022 in the amount of 190.93 million Baht, the Company is unable to allocate any profit to the legal reserve and pay dividends.

### Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose to consider and approve the non-allocation of profit to the legal reserve and the suspension of dividend payment for the operating results of 2022 as detailed above to the shareholder's meeting for consideration and approval.

### Resolution

This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.



**Agenda 5** To consider and approve the election of directors to replace those retiring by rotation.

**Rationale**

Section 71 of the PCLA and Article 13 of the Company's Articles of Association require that one-third of the total number of directors at every annual ordinary general meeting of shareholders shall retire from office. and if the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire where the director whose term of office is the longest shall retire. Any director who has retired by rotation may be re-elected.

At present, the Board of Directors consists of 11 members. In the 2023 Annual General Meeting of Shareholders, there are three directors who must retire by rotation as follows:

- |                                |   |
|--------------------------------|---|
| (1) Mr. Sutee Pongpaiboon      | Independent Director / Chairman of the Audit Committee /<br>Chairman of the Nomination and Remuneration Committee |
| (2) Ms. Pranee Ratakam         | Independent Director / Audit Committee /<br>Nomination and Remuneration Committee                                 |
| (3) Mr. Korchoke Saengtongaram | Director / Executive Director / Authorized Director   |

The Company provided an opportunity for shareholders to propose director candidates in accordance with the criteria disclosed on the Company's website during December 15, 2022, to January 31, 2023; however, no shareholder nominated any director candidate at the 2023 Annual General Meeting of Shareholders.

The Company has entrusted the Nomination and Remuneration Committee with the responsibility to select director candidates in line with the good corporate governance principles of the Stock Exchange of Thailand, the Company's Articles of Association, and the Company's criteria and policy on nomination and remuneration, which provide that the directors of the Company must have all qualifications under the PLCA, the Securities and Exchange Act B.E. 2535 (as amended), and/or the relevant rules, and propose the same to the Board of Directors and the shareholder's meeting for consideration and approval.

In this regard, the Nomination and Remuneration Committee (by disinterested members), having considered the profiles and qualifications of the three director candidates pursuant to the Company's Articles of Association and the Company's criteria and policy on nomination and remuneration, viewed that the three retiring directors had the knowledge, experience, and skill that would benefit the Company; understood the Company's business; were qualified and did not have any prohibited characteristics under the laws and/or regulations of the regulatory agencies; and had morality and work ethics. Moreover, the candidates nominated as independent directors had all qualifications as independent directors in accordance with the applicable laws and rules. As such, it was deemed appropriate to propose the re-election of the three retiring directors for another term to the Board of

Directors and the shareholders' meeting for consideration and approval. Details on the director candidates are as shown in **Attachment No. 3**.

#### Opinion of the Board of Directors

The Board of Directors (by disinterested members), having shared the same view as the Nomination and Remuneration Committee in all respects, deemed it appropriate to propose the re-election of the retiring directors, i.e., (1) Mr. Sutee Pongpaiboon, (2) Ms. Pranee Ratakam, and (3) Mr. Korchoke Saengtongaram, for another term as detailed above to the shareholders' meeting for consideration and approval.

#### Resolution

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 6** To consider and approve the determination of the remuneration of the Board of Directors and the sub-committees for 2023

#### Rationale

Article 14 of the Company's Articles of Association provides that 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 set out as a criterion and may be stipulated from time to time or shall remain in effect forever until there is a change; in addition, they are also entitled to receive allowances and various welfare according to the Company's regulations.

The Company has entrusted the Nomination and Remuneration Committee with the responsibility to consider the remuneration of the Company's directors by taking into account their duties, responsibilities, and the Company's operating results as appropriate and propose the same to the Board of Directors and the shareholders' meeting for consideration and approval.

In this regard, the Nomination and Remuneration Committee, having considered the duties, responsibilities, and the Company's operating results as appropriate, and deemed it appropriate to propose the determination of the remuneration of the Board of Directors and the sub-committees for 2023 in the amount of up to 5.5 million Baht as detailed below to the Board of Directors and the shareholders' meeting for consideration and approval:

Position	(Unit: Baht)							
	2023 (proposed)				2022			
	Monthly remuneration	Meeting allowances per meeting	Yearly bonus	Other benefits	Monthly remuneration	Meeting allowances per meeting	Yearly bonus	Other benefits
<b>Remuneration of the Board of Directors</b>								
Chairman of the Board	50,000	8,000	250,000	-None-	50,000	8,000	300,000	-None-
Non-Executive Directors	20,000	8,000	100,000	-None-	20,000	8,000	200,000	-None-
Executive Directors	-	8,000	100,000	Yes <sup>/1</sup>	-	8,000	200,000	Yes <sup>/1</sup>
<b>Remuneration of the sub-committees</b>								
Audit Committee (AC)								
Chairman of the AC	30,000	8,000	200,000	-None-	30,000	8,000	250,000	-None-
AC members	20,000	8,000	150,000	-None-	20,000	8,000	-	-None-
Nomination and Remuneration Committee (NRC)								
Chairman of the NRC	-	8,000	-	-None-	-	8,000	-	-None-
NRC members	-	8,000	-	-None-	-	8,000	-	-None-
<b>Total</b>	<b>1,920,000</b>	<b>Per number of meetings.</b>	<b>1,450,000</b>	<b>None, except for Executive Directors.</b>	<b>1,890,000</b>	<b>959,000</b>	<b>2,099,000</b>	<b>None, except for Executive Directors.</b>
<b>Up to a total of</b>	<b>5,500,000</b>				<b>5,000,000</b>			

Remark<sup>/1</sup> Executive Directors receive salaries, bonuses, and other benefits, such as provident fund contributions and various welfare as employees of the Company.

#### Opinion of the Board of Directors

The Board of Directors, having shared the same view as the Nomination and Remuneration Committee in all respects, deemed it appropriate to propose to consider and approve the determination of the remuneration of the Board of Directors and the sub-committees for 2023 in the amount of up to 5.5 million Baht as detailed presented above to the shareholders' meeting for consideration and approval.

#### Resolution

This agenda item must be approved by a majority vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote.

#### Agenda 7 To consider and approve the appointment of auditors and the determination of their remuneration for 2023

#### Rationale

Section 120 of the PCLA and Article 35 of the Company's Articles of Association require that the annual general meeting of shareholders must appoint an auditor and determine the amount of remuneration every year.

The Audit Committee, having considered the workload and past performance in comparison with the remuneration proposed by the auditors as appropriate, including their independence, professional expertise, auditing experience, sufficiency of personnel, and readiness to provide auditing services to the Company,

deemed it appropriate to propose the appointment of 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 2023 and the determination of their remuneration of up to 2,600,000 Baht, as well as the authorization of the Board of Directors to approve fees for other special audits that may occur during the year in addition to the audit fee for 2023 to the Board of Directors and the shareholders' meeting for consideration and approval.

In this regard, Office of Pitisevi Company Limited and the auditors proposed to be appointed as the Company's auditors did not have any relationship or interest with the Company, its subsidiaries, directors, executives, major shareholders, or their related persons in a manner that will affect the independent performance of their duties in any way.

In addition, the auditor of the subsidiaries and associates of the Company will be the same auditor from Office of Pitisevi Company Limited.

A comparison of the remuneration of the Company's auditor for 2023 and 2022 is as follows:

Unit : Baht	2023 (proposed)	2022
<b>Audit fee</b>		
Fee for the annual audit	580,000	470,000
Fee for the review of quarterly financial statements (three quarters)	630,000	630,000
<b>Total</b>	<b>1,121,000</b>	<b>1,100,000</b>
<b>Non-audit fee<sup>1</sup></b>	<b>-</b>	<b>7,742</b>

Remark:<sup>1</sup> Such as travelling expenses.

Moreover, the auditors from Office of Pitisevi Company Limited were the Company's auditors from 2012 to 2022, a total of 11 years, where details on the signing of the financial statements are as follows:

Name of Auditors	Certified Public Accountant	Signing of the Financial Statements
1) Miss Chaovana Viwapanachati	No. 4712	2012 – 2016
2) Miss Wanpen Aunruen	No. 7750	2017 - 2020
3) Miss Porntip Amornchailertpattana	No. 9589	2021 – 2022

**Opinion of the Board of Directors**

The Board of Directors, having shared the same view as the Audit Committee in all respects, deemed it appropriate to propose the appointment of 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 2023



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

and the determination of their remuneration of up to 2,600,000 Baht, as well as the authorization of the Board of Directors to approve fees for other special audits that may occur during the year in addition to the audit fee for 2023 as detailed above to the shareholders' meeting for consideration and approval.

### Resolution

This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

### Agenda 8 To consider other business (if any)

Section 105 of the PLCA provides that shareholders holding not less than one-third of the total issued shares may propose other business on the agenda for consideration at the shareholders' meeting. In addition, the Company provided an opportunity for shareholders to propose business on the agenda of the 2023 Annual General Meeting of Shareholders via the Company's website during December 15, 2022, to January 31, 2023, however, no shareholder proposed any business on the agenda of the 2023 Annual General Meeting of Shareholders.

The Company hereby invites the shareholders to attend the 2023 Annual General Meeting of Shareholders on April 12, 2023, at 2:00 p.m. via electronic media (e-AGM). In this regard, details on the documents and evidence required for meeting attendance registration, proxy appointment procedures, and steps for using the electronic conferencing system by Inventech Connect are as shown in **Attachment No. 4**.

In the event that a shareholder wishes to appoint a director of the Company or any other person as his/her proxy to attend the meeting and vote on his/her behalf, please fill out and sign the proxy form attached to this notice of the meeting (Form B. or Form C.), affix a 20 Baht stamp duty thereon, and send the proxy form, including the supporting documents for the proxy appointment, to "Company Secretary: Aqua Corporation Public Company Limited, No. 121/69 RS Tower Building, 21<sup>st</sup> Floor, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400" at least one business day prior to the meeting date.

If shareholders wish to ask for additional information related to the agenda to be presented in this meeting, please contact the Company Secretary at Tel: 02-041-8888.

In addition, the Board of Directors has determined the date for determining the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on March 17, 2023.

By the Order of the Board of Directors  
Aqua Corporation Public Company Limited

-Signature-

(Mr. Yuth Chinsupakul)  
Chairman of the Board

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

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The meeting was held on 23 December 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.

Ms. Lakkhana Namchamrat was assigned by the Chairman to conduct the meeting. ("Meeting Operator") welcomed all attendees. and clarify the guidelines for attending the meeting via electronic media. This is in line with the Company's good corporate governance policy regarding fair and equitable treatment of shareholders' rights that the Company has always adhered to as follows:

1. The Company allows shareholders to appoint independent directors as their proxies. Participate in meetings via electronic media (E-EGM) and vote on behalf of shareholders. The independent director assigned by the Company to be the proxy of the shareholders this time is Mr. Sutee Pongpaiboon, who has a brief background. as appeared in Enclosure 4 in the invitation letter of the meeting that had already been delivered to the shareholders. in which shareholders can submit proxy forms together with supporting documents to the company by post within December 20, 2022, no later than 5:00 p.m. at Company Secretary Department, Aqua Corporation Public Company Limited, No.121/68-69, Building R. S Tower, 21st Floor, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400
2. Shareholders can submit a request to attend the meeting via electronic means by themselves. via Link <https://app.inventech.co.th/AQUA132830R> or scan QR code.



Available from December 16, 2022 at 8:30 a.m. Registration will be closed on December 23, 2022 by electronic conferencing system. The system will be open for access on December 23, 2022 at 12:00 noon (2 hours before the start of the meeting) by shareholders or proxies using the Username and Password received and following the manual in the system. The details appear in Enclosure 2 in the invitation letter to the meeting. that the company has already sent to all shareholders.

3. Procedures for the shareholders' meeting of the company shall be in accordance with the **Company's Articles of Association, Chapter 4: Shareholders' Meeting, Article 27, Article 28, and Article 29**, which have been attached to the invitation letter for shareholders' acknowledgment in advance as follows:

**Article 27**

In the meeting of shareholders", the chairman shall preside if there is no chairman or the chairman does not attend the meeting. If there is a vice-president, the vice-president shall be the chairman, if the vice-president is absent or unable to perform his duties, the meeting shall elect one of the shareholders present to be the chairman of the meeting."

**Article 28**

In voting, 1 share is entitled to 1 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 shareholders attending the meeting and having the right to vote is required:
  - (a) sale or transfer of all business of the Company or some important part to other people
  - (b) Purchasing or Accepting Transfer of Other Companies' Businesses or a private company to be a company
  - (c) Making, amending or terminating all contracts relating to the rental of the Company's business or some important. Assigning other persons to manage the business of the Company or merging business with other persons for the purpose of sharing profit and loss.
  - (d) Amendment to the Memorandum of Association or regulations.
  - (e) Increasing or decreasing the company's capital or issuing debentures.
  - (f) Amalgamation or dissolution of the company.

**Article 29**

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

- (1) Considered the report of the Board of Directors presented to the meeting showing the Company's operating results in the past year.
  - (2) Consider and approve the balance sheet and profit and loss account of the past fiscal year.
  - (3) Consider allocating profits and allocating money as a reserve fund.
  - (4) Election of directors to replace those retiring by rotation and determination of remuneration.
  - (5) Appointment of auditors and determination of remuneration.
  - (6) Other businesses.
5. Vote counting has the following criteria:
1. The Company will count the votes of the shareholders in the meeting, only those who vote against and/or abstain, and deduct them from the total number of votes of the shareholders in the meeting. The remainder will be considered as approval votes.
  2. The voting results will indicate the votes using the number of shares of the latest meeting attendees, therefore, there may be unequal votes on each agenda.

3. In the event that the ballot is considered invalid means the case where the shareholder or proxy expresses unclear intention in the electronic ballot. For example, voting for more than 1 box on an electronic ballot or having a split vote. (Except in the case of custodians)
4. The system will process from the shareholders' votes according to the voting procedures for each agenda and will inform the shareholders of the voting results of every agenda before the meeting is adjourned.

The vote counting criteria will be applied the same in every agenda and for transparency and in accordance with the good corporate governance policy. When the voting results for any agenda are announced, voting for that agenda is final.

#### 6. Procedure for e-Voting

1. Press menu "Voting" or symbol 
2. Choose the agenda that you want to vote on.
3. Press the vote button as needed.
4. The system will show the status of the last vote that has been selected.

To cancel the last vote, press the button.

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This means that the latest vote of the shareholder will be equal to abstain or combine the shareholder's vote with the vote set by the meeting. Shareholders can amend their votes until the voting system is closed.

- Shareholders will have 1 minute to vote after opening the voting system for each agenda. And when the voting system is closed, the voting results will be announced to the meeting immediately.
- For proxies whose shareholders have specified their votes in the proxy form, the Company will count the votes from the proxy form. The proxies do not have to vote in the electronic system again.

#### 7. How to ask questions via Inventech Connect.

1. Before voting on each agenda, the Company will allow shareholders or proxies to ask questions or express opinions on issues related to that agenda as appropriate. By

Press the menu "Send a question" or the symbol



- For typing questions, select the agenda that you want to ask questions/type questions and press "Send". 
- For sending voice messages
  - Choose the agenda that you want to ask questions.
  - Press the "Microphone" button or symbol. 
  - Then say the question you want to ask.
  - To stop recording, press the recording symbol and
  - Press the button "Send Question" or symbol 

Ask the shareholders or proxies to inform their names and surnames. Including the status of being a shareholder or proxy before asking questions every time to record the minutes of the meeting.

8. In submitting comments or questions, please be straight to the point and concise in order to make the meeting efficient and not waste time in meetings of the public. The company reserves the right to take appropriate action.

In the event that a large number of questions related to that agenda were sent into the system. The Company will consider selecting questions as appropriate. For questions or other suggestions that were not answered at the meeting, the Company will summarize the questions and answers as an attachment to the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, which will be disseminated through the system of the Stock Exchange of Thailand 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. Apivut    | Thongkam      | Director and Vice Chairman  |
| 3) | Mr. Sutee     | Pongpaiboon   | Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 4) | Ms. Pranee    | Rattakam      | Independent Director, Audit Committee, Member of Nomination and Remuneration Committee                  |
| 5) | Mr. Chalie    | Dithaluksana  | Independent Director, Audit Committee   |
| 6) | Mr. Phonlasit | Phumiwasana   | Director  |
| 7) | Mr. Korchoke  | Saengtongaram | Director  |

**Directors on leave**

- |           |        |   |
|-----------|--------|---|
| Mr. Shine | Bunnag | Director and Acting Chairman of the Executive Committee |
|-----------|--------|---|

**Attendees**

- |    |                |             |  |
|----|----------------|-------------|--|
| 1) | Ms. Yaowarote  | Klinboon    | Legal Advisor from Hunton Andrews Kurt (Thailand) Ltd. |
| 2) | Ms. Phatthamon | Pisitbuntul | Legal Advisor from Hunton Andrews Kurt (Thailand) Ltd. |

In the Extraordinary General Meeting of Shareholders No. 1/2022, the Company has assigned Inventech Systems Thailand Co., Ltd. to perform registration, inspection, vote counting in the meeting, as well as organizing the meeting system by electronic means.

There were 9 directors attending the meeting from a total of 10 directors, accounting for 90% of the total directors attending the meeting.

The meeting facilitator informed the meeting that in this Extraordinary General Meeting of Shareholders No. 1/2022, there were 32 shareholders and proxies attending the meeting counted as the total number of shares 3,088,956,591 shares representing 54.074 percent of the total number of shares sold in 5,712,456,522. 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 Extraordinary General Meeting of Shareholders by assigning them to the moderators of the meeting. Present details on each agenda as follows:

### Agenda 1. To certify the Minutes of the 2022 Annual General Meeting of Shareholders

The chairman assigned the meeting conductor the details of this agenda were presented to the meeting.

Meeting operator proposed the meeting to consider certifying the minutes of the 2022 Annual General Meeting of Shareholders held on April 11, 2022, which the company had submitted to the Stock Exchange of Thailand. and Ministry of Commerce within the specified period. In addition, the Company has published through the Company's website at [www.aquacorp.co.th](http://www.aquacorp.co.th) so that the shareholders could acknowledge and be able to verify the accuracy within a reasonable time. However, there was no objection or amendment to the minutes of the meeting. Details of the minutes of the meeting appeared in Attachment 1 of the meeting invitation letter. which has already been delivered to all shareholders

The Board of Directors has considered that the Minutes of the Annual General Meeting of Shareholders for the year 2022 have been recorded correctly and completely. Therefore, it was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and certify the minutes of such meeting.

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

**Mr. Phuwanart Na Songkhla : Shareholders' Rights Protection Volunteer by proxy from the Thai Investors Association** informed the meeting that the viewed images and text displayed on the screen are not clear, please correct them.

The meeting facilitator then informed the meeting to acknowledge and make further corrections.

There were no further questions or comments from shareholders.

The Chairman asked the meeting of shareholders to vote on the agenda to approve the minutes of the 2022 Annual General Meeting of Shareholders held on April 11, 2022.

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

**Meeting's Resolution** The Meeting resolved to certify the Minutes of the 2022 Annual General Meeting of Shareholders held on April 11, 2022 as proposed with unanimous votes as follows:

Resolution	Votes	% of total shares with voting right
Approved	3,088,956,591	100%
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-

**Agenda 2. To consider and approve the increase of one director position and the appointment of a new director.**

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

Meeting operator Informed the meeting that the Board of Directors played a role as representative of the shareholders. It is responsible for making important decisions about the company's policies and strategies and ensuring that the management has implemented policies and strategies to comply with the policy for the best interests of the shareholders. The committee should therefore consist of those who are qualified to perform such duties effectively. The proportion of directors who are involved in the management and directors who are not involved in the management will make the board knowledgeable. A wide range of expertise is suitable for business and there is a balance of power within the Board of Directors to allow all directors to express their opinions freely and without any person or group of people having power over the decisions of the Board of Directors.

**The composition of the listed board of directors must comply with the rules of the Office of the SEC as follows:**

1. There are independent directors at least one-third of the total number of directors but not less than 3 persons, and
2. There are at least 3 members of the Audit Committee.

At present, the Company's Board of Directors consists of 10 members, consisting of independent directors and 3 audit committee members. Therefore, in order to comply with the regulations of the SEC and for the Board of Directors, as representatives of shareholders, to efficiently supervise the management of the Company. Requested the meeting to consider the election of new directors of the Company. 1 additional person, namely

**- Ms. Mathaya Osathanond Position Independent Director**

In this regard, the Company has a Nomination and Remuneration Committee responsible for nominating candidates to replace directors and executives in case of term completion, resignation, or other cases. In order to comply 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 executives of the Company must be fully qualified. According to the Public Limited Company Act B.E. 2535 and the Securities and Exchange Act B.E. 2535 and proposed to the Board of Directors for approval

The Board of Directors has considered and agreed to propose to the shareholders' meeting to approve the addition of one more position of director, totaling 11 positions, by proposing to the shareholders' meeting to consider and approve the appointment of Ms. Madaya Osathanon. Independent Director of the Company

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

**Mr. Puwanart Na Songkhla : Shareholders' Rights Protection Volunteer Proxy from Thai Investors Association** asked questions at the meeting as follows:

1. In adding a director this time Does the company have a plan to change the direction of its business operations and what is the main business of the company at present?
2. According to the information in the invitation letter indicating that the resolution of the Company's Executive Board Meeting No. 14/2022 held on November 4, 2022 has made an MOU with a company in order to study the feasibility of The purchase of ordinary shares of a company that operates an



airline business and has deposited 85 million baht, will it change the business of AQUA or is it just an additional business? And now can it be disclosed or not which company it is?

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

**Mr. Chaipipat Kaewtrirat, Director and Managing Director** clarified the question regarding the increase in the number of directors that the Company has no plan to change the direction of the business. This increase in the number of independent directors is to comply with the SEC's criteria that the composition of the listed board of directors must consist of at least one-third of the total number of independent directors. But must not be less than 3 people. At present, the company has a total of 10 directors, consisting of 3 independent directors. According to the criteria, there must be 4 independent directors, so additional appointments are required. for the rest of the questions Please continue to answer in other agendas.

There were no further questions or comments from shareholders.

The Chairman asked the shareholders' meeting to consider and approve the addition of one director position 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.

**Resolution of the meeting:** The meeting resolved to approve the addition of one position of director and the appointment of a new director with the majority of votes as follows:

Resolution	Votes	% of total shares with voting right
Approved	3,078,689,291	99.6676 %
Disapproved	10,267,300	0.3323
Abstained	-	-
Voided Ballot	-	-

**Agenda 3. To consider and approve the amendment of the debenture limit from the amount not exceeding 2,000,000,000 baht or equivalent, not more than 3,000,000,000 baht or equivalent and details of the issuance and offering of debentures**

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

The meeting conductor informed the meeting that As the Annual General Meeting of Shareholders for the year 2017 held on April 25, 2017 resolved to approve the Company to issue and offer debentures with the offering price not exceeding 2,000,000,000 million baht or equivalent.

To prepare the investment source of the group of companies Including other businesses that may occur in the future. The Company wishes to amend the credit limit for the issuance of debentures. From the old credit line "not exceeding 2,000,000,000 baht or equivalent" to a new credit line "not exceeding 3,000,000,000 baht or equivalent" in order to support the increasing demand for funds from low-cost funding sources of the company. Previously, the company had issued debentures. In the amount approved by the 2017 Annual General Meeting of Shareholders as follows:



1. Secured debentures of Aqua Corporation Public Company Limited No. 2/2020 due 2022 (AQUA22DA) worth not more than 453 million baht issued on December 9, 2020.

2. Secured debentures of Aqua Corporation Public Company Limited No. 1/2021 due 2023 (AQUA23NA) worth not more than 500 million baht, issued on May 28, 2021

3. Secured debentures of Aqua Corporation Public Company Limited No. 1/2022 due 2024 (AQUA247A) worth not more than 628.80 million baht issued on July 21, 2022.

In addition, the issuance and offering of debentures by the Company must comply with the regulations of the Securities and Exchange Commission ("SEC"), the Capital Market Supervisory Board, the Stock Exchange of Thailand and relevant government agencies As well as being appropriate with the company's money needs and market conditions.

The Board of Directors has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the amendment of the debenture limit from the amount of "not exceeding 2,000,000,000 baht or equivalent" to a new amount of "not exceeding 3,000,000,000 baht or equivalent" and Details of the issuance and offering of debentures. Details of the issuance and offering of debentures are as follows:

Objective	:	For general business use and/or loan repayment and/or investment of the Company and its subsidiaries and/or used as working capital of the Company and its subsidiaries or for other purposes as the Board of Directors deems appropriate.
Type	:	Debentures of all types and forms with either named holder or without holder name, with or without collateral or guarantor, with or without bondholders' representative subordinated or not subordinated. <u>With or without redemption date.</u> This depends on the appropriateness of market conditions at the time of each bond issuance and offering and other related factors.
Currency	:	Thai baht and/or foreign currencies <u>in the equivalent amount using the exchange rate at the time of each bond issuance and offering.</u>
Total Value of Debentures	:	The total principal value of the debentures does not exceed <u>1,000,000,000</u> baht or equivalent amount in other currencies. <u>Using the exchange rate at the time of each bond issuance and offering.</u> The company can issue and offer debentures at one time or several times. and/or as a project and can offer debentures to replace existing debentures that can be redeemed in various forms on the same day (Revolving Basis). The debentures that the company has already issued. but has not yet been redeemed, at any time, must not exceed the amount mentioned above.
Interest rate	:	Depending on market conditions at the time of each bond issuance <u>or offering or according to the terms and conditions of each bond issuance. This shall be subject to the relevant rules and regulations of the Securities and Exchange Commission. Capital Market Supervisory Board Stock Exchange of Thailand and relevant government agencies which shall be effective at the time of issuance and offering of each debenture.</u>

Year	:	Not more than 5 years from the date of each bond issuance. This is subject to the requirements of the Capital Market Supervisory Board. and/or the Securities and Exchange Commission/ <u>as may be determined from time to time Depending on market conditions at the time of issuing and offering debentures or according to the terms and conditions of each issuance of debentures. This shall be subject to the relevant rules and regulations of the Securities and Exchange Commission, Capital Market Supervisory Board, The Stock Exchange of Thailand and related government agencies which shall be effective at the time of issuance and offering of each debenture.</u>
Redemption before maturity	:	Bondholders and/or the Company may have the right or has no right to redeem the debentures before maturity. This depends on the terms and conditions of each bond issued.
Offering	:	Offer for sale all the debentures at one time <u>or several times</u> by dividing the debentures into several tranches or a single tranche or issuing debentures gradually. <u>and/or as a project and/or in a circular manner (Revolving)</u> , which may be offered for sale to public and/or to private investors including but not limited to institutional investors and/or high net worth investors and/or high net worth investors or any other investors as defined in the relevant notifications of the Securities and Exchange Commission, whether domestically and/or internationally. in accordance with the rules prescribed in the notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or in accordance with the notifications, ministerial regulations, rules, and other relevant laws in force at the time of issuance and offering of debentures.
Secondary market	:	The Company may register the debentures with the Thai Bond Market Association or any other secondary market as appropriate.
Authority to determine other details	:	<p>Authorize the Board of Directors and/or the Executive Committee and/or the person assigned to have authority in relation to and/or in connection with the issuance of debentures, including (but not limited to) the following matters: following</p> <ol style="list-style-type: none"> <li>1) To prescribe conditions and details necessary and relevant to the issuance and offering of debentures, including (but not limited to) such as designation of debenture name, type of collateral (if any), currency, amount, maturity, par value Offering price per unit interest rate right of redemption. Offering method Issuance and offering period method of repayment, method of allocation and terms of rights, etc., as the circumstances will allow and according to the appropriate period. by issuing and offering debentures in various forms at one time or can be divided from time to time.</li> <li>2) Take necessary and appropriate actions for the issuance of such debentures and has the power to appoint a debenture holder representative and/or a debenture registrar and/or distributors and/or the insurer <u>and/or financial advisors</u> and/or various advisors and/or any other persons related to the issuance and offering of debentures and/or credit rating agencies and/or</li> </ol>

	<p>asset appraisers, etc., as well as registering debentures with the Bond Market Association Thailand or other secondary markets <u>as well as having the power to apply for permission to disclose information and take any other actions with relevant agencies.</u></p> <p>3) Contact, provide information, negotiate, enter into, sign, certify and amend documents and contracts related to the issuance and offering of debentures. This includes (but is not limited to) permission applications, prospectus, Registration form including documents and other evidence that must be submitted to the Office of the Securities and Exchange Commission, The Thai Bond Market Association and/or any other agencies involved in the issuance and offering of such debentures. as well as contact and coordinate and submission of the above documents to the Office of the Securities and Exchange Commission Thai Bond Market Association or other agencies or any person involved</p> <p>4) Take any other necessary and appropriate actions in order for the Company's debenture issuance to be successful and in line with its objectives.</p>
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The chairman gave an opportunity for shareholders to ask questions and express additional opinions.

**Mr. Puwanart Na Songkhla: Shareholders' Rights Protection Volunteer Proxy from Thai Investors Association** asked questions at the meeting as follows:

1. In requesting approval for the issuance of debentures in 2017, the company has already issued 3 series totaling 1,581.8 million baht, which will gradually mature at the end of this year, 453 million baht, next year 500 million baht and another 628.8 million baht in 2024. Approval This time, to increase to 3,000 million baht, will it include the parts that have already been released in 3 models or not? Or is it a new credit limit of another 3,000 million baht, the full amount?

2. On the purpose of raising money Indicated for general business use and/or loan repayment and/or used in the investment of the Company and its subsidiaries and/or used as working capital of the Company and its subsidiaries or for other purposes as the Board of Directors deems appropriate. I would like to know whether there is a clear proportion or not and how.

The chairman assigns **Mr. Chaipipat Kaewtrirat Director and Managing Director** clarify this question.

**Mr. Chaipipat Kaewtrirat: Director and Managing Director** clarified the above 2 questions as follows:

1. The increase of the debenture limit from 2,000 million baht to 3,000 million baht in the issuance of the company's debentures at any given time. The credit limit must not exceed 3,000 million baht.

2. Purpose of using that money in order to prepare the company's funding source and to invest in other businesses, including for working capital of the Company.

There were no further questions or comments from shareholders.

The Chairman then asked the shareholders' meeting to pass a resolution on approving the amendment of the debenture limit. from the amount not exceeding 2,000,000,000 baht or equivalent to not more than 3,000,000,000 baht or equivalent and details of the issuance and offering of debentures

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

**Resolution of the meeting:** The meeting resolved to approve the amendment of the debenture limit. from the amount not exceeding 2,000,000,000 baht or equivalent to not more than 3,000,000,000 baht or equivalent and details of the issuance and offering of debentures with unanimous votes as follows:

Resolution	Votes	% of total shares with voting right
Approved	3,088,956,591	-
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-

#### **Agenda 4. Other matters (if any)**

The meeting moderator handed over the meeting proceedings for this agenda to the chairman of the meeting.

##### **Mr. Yuth Chinsupakul : Chairman of the Board**

Asked if any shareholders had additional matters to be considered. And if any shareholders would ask any other questions or not.

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** Informed that there was no matter proposed for consideration by the shareholders. But there were questions from shareholders who asked.

The Chairman then assigned Mr. Chaipipat Kaewtrirat Director and Managing Director is the person who clarifies the question.

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** informed the meeting that There are questions from many shareholders. Therefore, we would like to summarize the issues for each group of companies as follows:

1. When does the EP subsidiary predict that it will COD electricity in Vietnam? And how will the electricity cost be?

2. EP subsidiary, wind energy project in Laos 300 MW, how is the progress?

for the above two questions. Mr. Chaipipat Kaewtrirat would like to invite Mr. Yuth Chinsupakul, Chairman of the Board of Directors, to clarify to the shareholders.

**Mr. Yuth Chinsupakul : Chairman of the Board** clarified to the meeting as follows:

1. The government of Vietnam will set the electricity price in FIT type, which will be announced as a range at the end of January 2023, which is expected to be a range between 7 - 7.7, which will be negotiated later, and COD is expected in the first quarter of the year 2023.

2. The Lao wind power project will have a full MOU negotiated in the first week of January 2023 and an MOU will be announced two weeks later as the EP seeks to include the project in the framework of negotiations between the Lao Prime Minister and Prime Minister of Vietnam. The Prime Ministers of the two countries will meet and negotiate on December 29, 2022 in Vientiane to negotiate assistance to Laos Regarding the debt of Laos to the country that sells electricity to Laos along with negotiating the purchase of electricity from Laos. EP is trying to include EP's projects into the framework of this negotiation. Which, if possible, would like it to be completed by the end of 2022. So that wind energy projects in Laos can COD within 2025.

As for other questions, the Chairman assigned **Mr. Chaipipat Kaewtrirat Director and Managing Director** clarified according to business groups as follows:

- Questions about TCDC business groups

1. How much is the dividend income from TCDC per year as far as following the company? It seems that there is a part that the bank has set aside to reserve the borrowed money, making it unable to pay dividends fully. When will this section expire?

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** clarified at the meeting that at present TCDC has not yet paid dividends to AQUA because the profits received by TCDC must first repay the loan to the financial institution, which the loan repayment will be completed in the next 2 years.

- Questions about P2P Lending business groups

1. When will P2P lending start? And what is the expected borrowing volume in the first year? and how much growth is expected.

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** reported the progress of the P2P lending business to the meeting that The service will be available in late January or no later than February 2023. The lending volume is expected to be around 2,000 – 5,000 million baht by 2023.

2. Opinions on the possibility of requesting permission from the BOT to issue new P2P products that do not use shares as collateral, such as vehicle registration or house registration, and when do you think it can happen?

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** clarified in the meeting that as for the issuance of new produce, the company is currently studying and discussing with the BOT to consider risks and risk prevention guidelines before launching other products.

3. P2P lending business, Net Profit Margin is expected to be about how many % of the loan amount?

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** explained to the meeting that in the beginning, the margin will be between 1.5 - 2% for new products with higher risks. It may cause the company to have a higher margin according to the company's risk.

- Questions about Thai Parcel business groups

1. Apart from P2P and land transportation business, does the company plan to invest in other companies? And when is the plan to bring TP (Thai Parcel) into the market?

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** clarified to the meeting that the introduction of TP (Thai Parcel) into the market is currently in the process of document review by the SEC and is expected to be submitted around the first week of January 2023, after which it will go into the examination process , Company Visit and expected to be able to trade around mid-2023.

2. Acquiring a transportation company for both people and goods, The company has an idea to use EV as well or not.

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** clarified to the meeting that The company is in the process of studying ways to change diesel cars to EV cars and will report further. which plans to use the money to increase capital this time Part of this is to fund the future replacement of diesel cars with EV.

#### Other questions

1. From the news that the company has studied the guidelines for investing in airline company stocks. Why the company is interested in investing. Although the airline business is a difficult business to make a profit. and has high all-round risks.

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** clarified at the meeting that for airline business Currently, the company is in the process of investing feasibility studies. If there is any progress The company will report to the shareholders through the system of the Stock Exchange of Thailand.

2. Is AQUA's tendency to become a Holding Company? If so, what is the progress?

**Mr. Chaipipat Kaewtrirat : Director and Managing Director** clarified at the meeting that Currently, the company is an investment company, managing investments in businesses that provide attractive returns.

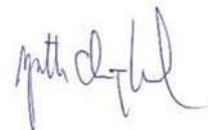
If not, any shareholders would ask other questions.

On behalf of Aqua Corporation Public Company Limited, I would like to thank all shareholders who attended the meeting in person and by proxy. as well as officials from the Stock Exchange of Thailand, shareholder representatives 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 2.54 PM.



(Mrs. Orathai Nateruang)  
Company Secretary Department



(Mr. Yuth Chinsupakul)  
Chairman of the Board

### Nomination of Directors and Executives

The Nomination and Remuneration Committee that members who are stakeholders did not participate in consideration, was nominated to select qualified persons to replace any directors or executives who had either completed their term or resigned, etc. To comply with both Aqua Corporation PCL.'s own good corporate governance practices and regulations as well as those of the Stock Exchange of Thailand, the Company's Board of Directors and Executives have to meet all qualifications as qualified as per the Public Company Limited Act B.E. 2535 and the Securities and Exchange Act B.E. 2535 and proposed to the Board of Directors for approval. Moreover, the Company had invited Shareholders to propose qualified candidates to be appointed as directors in advance for the Annual General Meeting of Shareholders 2023 via the Company's website which appears that there was no proposed candidate of directors from the shareholders.

The Company's criteria for the appointment of the Board of Directors are as follows:

1. At the shareholders' meeting, at least 5 (five) directors are appointed. Of these, more than half must reside in the Kingdom of Thailand and directors must be qualified by the law.
2. The selection of directors must be carried out at the shareholders' meeting.
3. Each shareholder shall have 1(one) vote for each share in respect of which he, she or it is the registered holder.
4. A shareholder or proxy may vote only for as many persons as vacancies on the Board of Directors are to be filled. A shareholder or proxy may not cast more than 1(one) vote for any person in respect of each share that the shareholder holds or proxy represents and may not allot his or her votes to any person in any number.
5. After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.
6. In every annual ordinary meeting, one-third of the total number of directors will complete their term. If the number of directors is not divisible by one-third, the closest number is acceptable. A drawing process is used to determine who will end their term in the first and the second year after the registration of the company. For the following year, directors who have served the longest period will resign. The resigning directors could be selected again and could therefore return to their positions as director.
7. The candidates' knowledge, capability, experience and specializations that would contribute to the Company's operational efficiency.
8. The candidates' qualifications shall support good corporate governance practices, such as ethics, independence, assertiveness, creativity, careful and integrity as well as ability to dedicate their time for the Company.

In other cases, any vacancy occurring in the Board of Directors otherwise than by completion of a vacating director's term of office shall be filled by resolution of the Board of Directors, unless the remaining period of the vacating director's term of office is less than 2 (two) months. The resolution of the Board of Directors to such effect shall be adopted by the affirmative votes of at least  $\frac{3}{4}$  (three – fourths) of the remaining directors. However, in the event that the number of vacancies in the Board of Directors is such that the number of remaining directors does not constitute a quorum, the remaining directors may act on behalf of the Board of Directors only to summon a General Meeting solely for the purpose of electing replacement directors. The said General Meeting must be held within 1 (one) month from the date on which the number of vacancies resulted in the number of remaining directors being less than a quorum. In all cases under this Article, any person appointed or elected as a replacement director shall retain his or her office during such time only as the vacating director was entitled to retain same.

Information of Directors who retired by rotation  
 and proposed to be re-elected.


Mr. Sutee Pongpaiboon	59 years old
Current Position	Independent Director / Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee
Nationality	Thai

<ul style="list-style-type: none"> <li>• Shareholding Proportion</li> </ul>	<ul style="list-style-type: none"> <li>▪ No shareholding in the company</li> </ul>
<ul style="list-style-type: none"> <li>• Education Background</li> </ul>	<ul style="list-style-type: none"> <li>▪ Bachelor of Laws, Ramkhamhaeng University, 1987</li> <li>▪ Diploma of Vocational Education (2nd Training), Lawyer Council of Thailand.</li> <li>▪ Extraordinary members of the Thai Bar Association, 1988</li> </ul>
<ul style="list-style-type: none"> <li>• Training Course from Thai Institute of Directors Association (IOD)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Director Accreditation Program (DAP) year 2007</li> </ul>

## Working Experience in the last 5 years :

<ul style="list-style-type: none"> <li>• Listed company</li> </ul>	Dec 2018 – Present	Independent Director / Chairman of Audit Committee / Chairman of the Nomination and Remuneration Committee. <b>Aqua Corporation Plc.</b>
	Apr 2018 - Sep 2022	Independent Director/Audit Committee <b>Nation Broadcasting Corporation (NBC)</b>
		Legal Consultant <b>Thai-German Product Plc.</b>
		Legal Consultant and Lawyer <b>Christiani &amp; Nielsen (Thai) Plc.</b>
<ul style="list-style-type: none"> <li>• Non-listed companies</li> </ul>	Apr 2018 - Present	Legal Consultant and Lawyer <b>Hitachi Industrial Technology Thailand) and Affiliated company</b>
		Legal Consultant and Lawyer, Pangman Somdej Co., Ltd.
		Legal Consultant, AIM Star Network Co., Ltd
		Legal Consultant, Lea Trois and Affiliated Company
		Legal Consultant and Lawyer, U-Nakan Co., Ltd.
		Legal Consultant and Lawyer, Titanco International Co., Ltd. and Affiliated Company
		Legal Consultant and Lawyer, Iris Group Co., Ltd.

		Legal Consultant, The Thai Dairy Industry Co., Ltd.
		Legal Consultant, Inter Express Logistics Co., Ltd. and Affiliated Company
	1999 - Present	Managing Director, Sutee Pongpaiboon Low Office Co., Ltd.

Type of director nomination	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
Holding position of directors and executives in <u>other companies</u>	
▪ Listed companies	- None-
▪ Non - Listed companies, 1 companies	Sutee Pongpaiboon Low Office Co., Ltd.
Other business that cause conflict of interest	- None-
Years as the Director	Total to be newly appointed is 9 months (date of entering into the director 11 Dec 2018)
Attendance in meetings during Year 2022	- Attend the Board of Directors' Meeting of 10 times from 10 times, accounted for 100%
	- Attend the Audit Committee Meeting of 4 times from 4 times, accounted for 100%
	- Attend the Nomination and Remuneration Committee Meeting of 4 times from 4 times, accounted for 100%

#### Relations with the Company

▪ Being close relatives with executives/major shareholders/subsidiaries	- None
▪ Relation with Company / Subsidiary / Affiliated Company or Legal Entities that cause conflict of interest at present or during the past 2 years	<ul style="list-style-type: none"> <li>▪ Director who is involved in management, employee or consultant who receive salaries</li> <li>- None</li> <li>▪ Professional service provider</li> <li>- None</li> <li>▪ Business relations</li> <li>- None</li> </ul>

- Opportunity for shareholders to nominate persons to be appointed as directors - This year, no shareholders have proposed.

**Note** : Mr. Sutee Phongpaiboon, the nominated director has passed the process specified by the Company and has qualifications in accordance with relevant regulations. and suitable for the business of the company.

Information of Directors who retired by rotation  
and proposed to be re-elected.



Ms. Pranee Ratakam      59 years old  
 Current Position      Independent Director / Nomination and  
    Remuneration Committee  
 Nationality              Thai

• Shareholding Proportion	▪ No shareholding in the company
• Education Background	▪ Master of Business Administration Chulalongkorn University ▪ Certified Public Accountant (CPA) ▪ Bachelor Degree of Accountancy Chulalongkorn University
• Training Course from Thai Institute of Directors Association (IOD)	▪ DAP training Class 79/2009

**Working Experience in the last 5 years :**

• Listed companies	2010 – Present	Independent Director / Audit Committee / Nomination and Remuneration Committee Director <b>Aqua Corporation PLC.</b>
	Apr 2016 - May 2022	Independent Director / Chairman of the Audit Committee <b>WIIK PCL.</b>
	2003 - Mar 2021	Assistant Chief Executive Officer <b>Krungthai Card PLC.</b>
• Non-Listed companies	- None	- None

Type of director nomination	Independent Director / Audit Committee / Nomination and Remuneration Committee
Holding position of directors and executives in <b><u>other companies</u></b>	
▪ Listed companies	- None
▪ Non - Listed companies	- None
Other business that cause conflict of interest	- None
Years as the Director	Total to be newly appointed is 16 years (date of entering into the director 11 May 2010)
Attendance in meetings during Year 2022	- Attend the Board of Directors' Meeting of 10 times from 10 times, accounted for 100%

	- Attend the Audit Committee Meeting of 4 times from 4 times, accounted for 100%
	- Attend the Nomination and Remuneration Committee Meeting of 4 times from 4 times, accounted for 100%

**Relations with the Company**

Being close relatives with executives/major shareholders/subsidiaries	- None
Relation with Company / Subsidiary / Affiliated Company or Legal Entities that cause conflict of interest at present or during the past 2 years	<ul style="list-style-type: none"> <li>▪ Director who is involved in management, employee or consultant who receive salaries               <ul style="list-style-type: none"> <li>- None</li> </ul> </li> <li>▪ Professional service provider               <ul style="list-style-type: none"> <li>- None</li> </ul> </li> <li>▪ Business relations               <ul style="list-style-type: none"> <li>- None</li> </ul> </li> </ul>

- Opportunity for shareholders to nominate persons to be appointed as directors - This year, no shareholders have proposed.

**Note :** - Ms. Pranee Ratakam, the nominated director has passed the process specified by the Company and has qualifications in accordance with relevant regulations. and suitable for the business of the company.  
- Nomination and Remuneration Committee and the Board of Directors The Board of Directors has considered that Ms. Pranee Rattakam is a person who can express opinions independently and in accordance with relevant criteria.

Information of Directors who retired by rotation  
and proposed to be re-elected.



Mr. Korchoke Saengtongaram	33 years old
Current Position	Director / Executive Director / Authorized Director
Nationality	Thai

• Shareholding Proportion	▪ None
Education Background	▪ Master's degree in finance, University of Exeter ▪ Bachelor's degree in Economics, Chulalongkorn University
• Training Course from Thai Institute of Directors Association (IOD)	-None-

Working Experience in the last 5 years :

• Listed companies	Aug 2016 – Present	Director / Executive Director <b>Aqua Corporation PLC.</b>
	Jul 2014 - Jul 2015	Investment Analyst <b>Aqua Corporation PLC.</b>
• Non-listed companies	Jul 2020 - Jan 2021	Director <b>Aqua Ad PLC.</b>
	Feb 2017 - Jan 2021	Director <b>Boardway Media Co., Ltd</b>

Type of director nomination	Director / Executive Director / Authorized Director
Holding position of directors and executives in <u>other companies.</u>	
▪ Listed companies	- None-
▪ Non-Listed companies	- None-
Other business that cause conflict of interest	- None-
Years as the Director	Total to be newly appointed is 10 years (date of entering into the director 15 Aug 2016)
Other business that cause conflict of interest	- Attend the Board of Directors' Meeting of 10 times from 10 times, accounted for 100%

**Relations with the Company**

Shares holding in company	- None-
A close relative to the executives / major shareholders / subsidiaries.	Director who is involved in management, employee or consultant who receive salaries - None Professional service provider - None Business relations - None

- **Opportunity for shareholders to nominate persons to be appointed as directors** - This year, no shareholders have proposed.

**Note :** - Mr. Korchoke Saengtongaram, the nominated director has passed the process specified by the Company and has qualifications in accordance with relevant regulations. and suitable for the business of the company.

**Documents and evidence that attendees must present in order to register for the meeting  
and the process of using the electronic conferencing system.**

---

**Documents and evidence that attendees must present in order to register for the meeting.**

In registering the meeting, shareholders are required to present the following documents:

**1. Attending the meeting in person**

Copy of ID card or a copy of any other government-issued card that must include a photo of the shareholder or copy of passport (In the case of foreign shareholders) with a signature certifying true copy In the case of name-surname changes, evidence certifying such change must also be presented.

**Please see the details of how to participate in electronic meetings via Inventech Connect as attached herewith.**

**2. Appointment of Proxy** (It is recommended to use Proxy Form B and specify the vote in each agenda)

Proxy (The shareholder appointing a proxy must appoint only one proxy to attend the meeting and vote according to the Proxy Form B. or Form C. (According to Attachment 7) Please fill out the information and sign your name. The proxies and the proxies in their entirety in both the proxy form and the extension certificate if there is any amendment or deletion of important information. The proxy grantor must sign it everywhere. The proxy form must be affixed with 20 baht stamp duty

**Documents required for proxy**

**1. In the case of the proxy be an individual**

(1) Copy of ID card or a copy of any other government-issued ID card, which must include a photo of the proxy grantor or a copy of the book travel of the proxy (In the case that the grantor is a foreigner) with a signature certifying true copy by the grantor.

(2) Copy of ID card or a copy of any other government-issued ID card, which must include a photo of the proxy grantor or a copy of the proxy's passport (In the case that the proxy grantor is a foreigner) with a signature certifying true copy by the proxy.

**2. In the case of the proxy be a legal entity.** The proxy grantor must submit the following documents:

(1) Proxy form signed by the authorized signatory to bind the juristic person according to the juristic person's certificate issued by the Ministry of Commerce or related agencies, not older than 30 days, with the corporate seal (if any).

(2) In the case that the proxy grantor is a juristic person registered in Thailand, a copy of the juristic person certificate issued by the Ministry of Commerce must be submitted or related agencies, not older than 30 days, which has been duly certified by the authorized signatory to bind the juristic person with the corporate seal (if any).

- (3) In the case that the proxy grantor is a juristic person registered in a foreign country, a copy of the juristic person certificate issued by the competent government agency of the country where the juristic person is located. by such juristic person certificate Must be certified by a notary public or a competent government agency, not older than 1 year for foreign juristic persons Any document that is not original in English A translation into English must be attached at the same time and the authorized signatory to bind the juristic person to certify the correctness of the translation.
- (4) The proxies must submit a copy of their identification card or a copy of another government-issued card that must include a photo of the proxy or copy of passport (In the case that the proxy is a foreigner) with a signature certifying true copy In the case of shareholders who wish to exercise their voting rights but not convenient to attend the meeting Able to consider appointing a proxy to 1 independent director who has been assigned to act as a proxy from the Annual General Meeting of Shareholders for the year 2023 as follows:

Mr. Charlie Dithaluksana Independent Director/ Audit Committee

Assigning a proxy to the independent directors of the companies listed above or assign a proxy to another person to attend the meeting instead. Please fill in the details in the proxy form sent by the company together with the meeting invitation and ask you to send such proxy form along with a copy of your identification card return to the company by 10 April 2023 at 5.00 p.m.

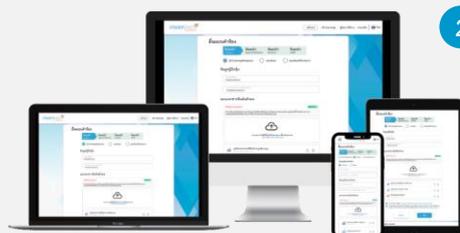
**Remark:** For shareholders who wish to attend the meeting in person or by a proxy who is not a director of the Company which this meeting will meet through electronic media. The registration system for submitting petitions will be open from 4 April 2023 at 8.30 a.m. and shall be closed on 12 April 2023 until the end of the meeting.

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://con.inventech.co.th/AQUA142326R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 4 April 2023 at 8:30 a.m. and shall be closed on 12 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 12 April 2023 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 10, 2023 at 5.00 p.m.

Aqua Corporation Public Company Limited  
 Company Secretary Office  
 121/68-69 RS Tower, 21st Floor, Ratchadaphisek Road,  
 Din Daeng Subdistrict, Din Daeng District, Bangkok 10400

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9137

 @inventechconnect



Report a problem  
 @inventechconnect

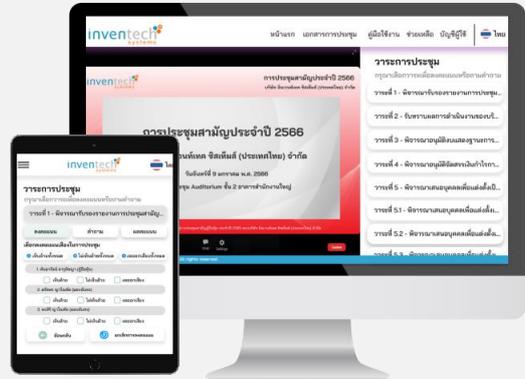


The system available during 4 – 12 April 2023 at 08.30 a.m. – 05.30 p.m.  
 (Specifically excludes holidays and public holidays)

## Step voting process (e-Voting)

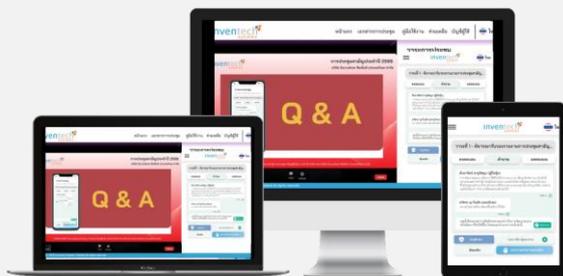
### Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
  - Type the question then click “Send”
- 2 Ask the question via video
  - Click on “Conference”
  - Click on “OK” for confirm your queue
  - Please wait for the queue for you then your can open microphone and camera

## How to use Inventech Connect



User Manual e-Request



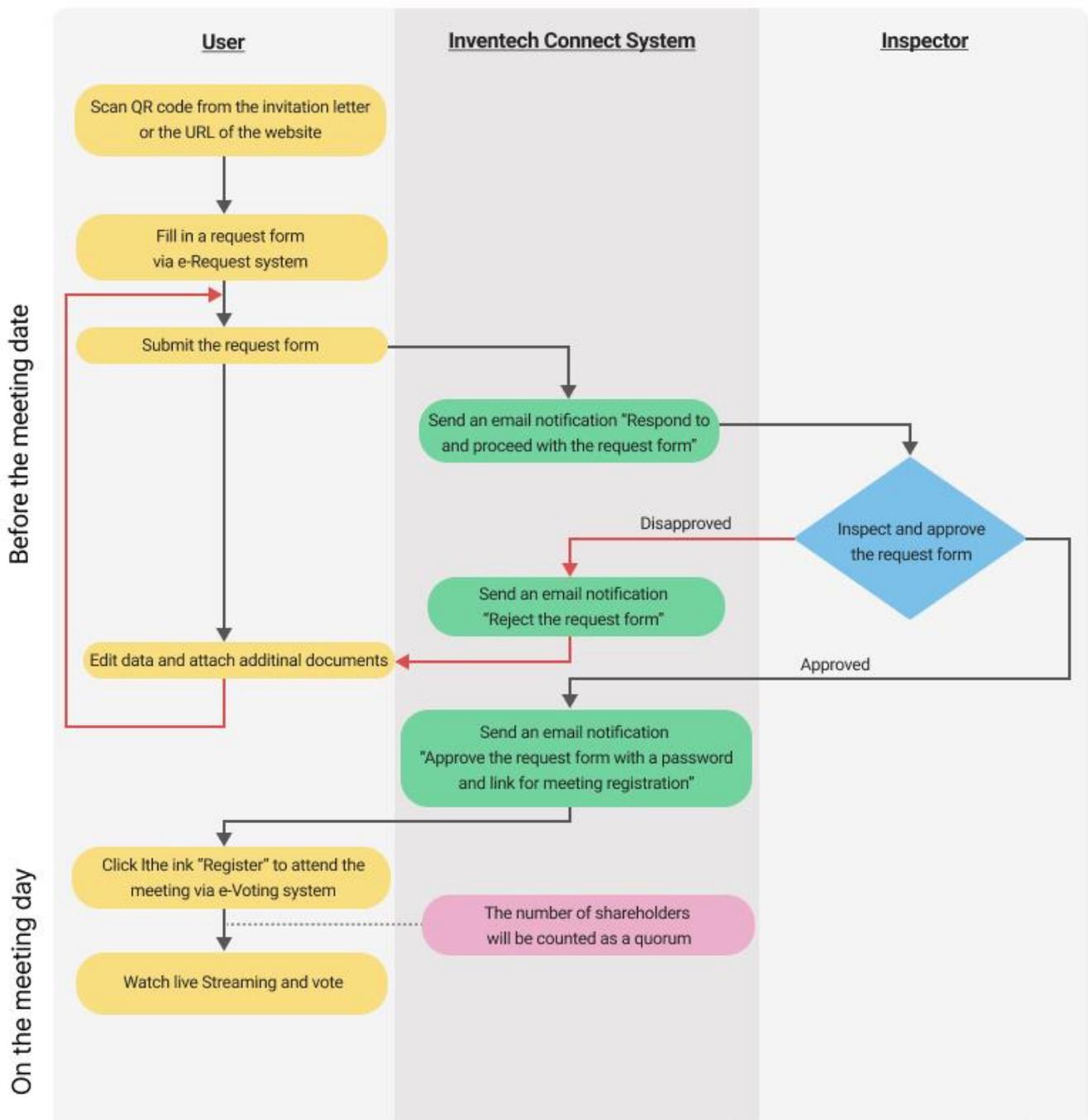
User Manual e-Voting

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

\*\* The system does not supported internet explorer.

## Guidelines for attending of Electronic Meeting



#### System Usage Conditions

##### In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account , he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

##### In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.

**Articles of Association relating to the shareholders' meeting****Chapter 4 Shareholders' Meeting**

Article 24. The board of directors must hold an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company.

Other shareholders' meetings other than those mentioned above shall be called an extraordinary meeting.

The Board of Directors may call an extraordinary meeting of shareholders at any time as it deems appropriate.

When one or more shareholders holding shares in aggregate not less than ten percent of the total number of shares sold. They may enter their names in a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, provided that the matter and reasons for calling the meeting must be clearly stated in the said letter. In such a case, the Board of Directors must hold a shareholders' meeting within forty-five days from the date of receipt of the notice from the shareholders.

In the case where the Board fails to hold a meeting within the time period under paragraph three. All shareholders who have signed their names or other shareholders aggregate the required number of shares. The meeting may be called within forty-five days from the expiration of the period under paragraph three. In such case, it shall be deemed as a meeting of shareholders convened by the Board of Directors. The company must be responsible for necessary expenses incurred in arranging meetings and providing reasonable facilitation.

In the case where it appears that any meeting of shareholders which is convened because of all the shareholders who have signed together or other shareholders aggregate the number of shares as stipulated herein, the number of shareholders attending The meeting was insufficient to constitute a quorum as stipulated in Article 27, the shareholders who signed their names or other shareholders together with the number of shares as required, shall jointly be responsible for reimbursement of expenses incurred in arranging the meeting at that time to the company.

Article 25. In summoning a shareholders' meeting, the board of directors shall prepare a notice summoning the meeting specifying the place, date, time and agenda of the meeting. and matters to be presented to the meeting with reasonable details by specifying that it is a matter to be presented for acknowledgment to approve or to consider including the opinion of the Board of Directors on such matter and submit to the shareholders and the registrar not less than 7 days before the meeting date and advertise the meeting notice in a newspaper for 3 consecutive days at least 3 days before the meeting date

The meeting of shareholders can be held at the locality where the company's head office is located or other provinces throughout the Kingdom.

In the case of an electronic shareholders' meeting, the rules shall be followed Legal methods, conditions and standards any relevant rules, regulations and/or orders which are effective as of the date of the shareholders' meeting.

Article 26. At the shareholders' meeting, a shareholder may appoint another person to attend the meeting and vote on his/her behalf at the meeting. The proxy form must be dated and signed by the shareholder appointing the proxy and must be in the form prescribed by the registrar.

This proxy must be delivered to the chairman of the board or the person designated by the chairman at the meeting before the proxy attends the meeting.

Article 27. At the shareholders' meeting Shareholders and proxies (if any) must be present at the meeting not less than 25 people and must hold shares in aggregate not less than one-third of the total number of shares sold. or having shareholders and proxies attending the meeting for not less than half of the total number of shareholders and there must be shares in aggregate not less than one-third of the total number of shares sold in order to constitute a quorum.

In the event that any shareholders' meeting After 1 hour of the appointment time, the number of shareholders attending the meeting did not constitute a quorum as specified. If the shareholders' meeting was called because the shareholders requested the meeting was cancelled. If the shareholders' meeting was not called because the shareholders requested a new meeting and send the meeting invitation letter to the shareholders not less than 7 days before the meeting date. In the latter meeting, a quorum is not required.

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.



**AQUA CORPORATION**

Attachment No. 5.

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)  
(ทะเบียนเลขที่ 0107547000397)

(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

\*\*\*\*\*

## Qualification of Independent Director of Aqua Corporation Public Company Limited (The minimum requirements of the SEC and the SET)

At the Annual General Meeting of Shareholders for the year 2023. The Company have independent directors who must retire by rotation. However, the definition of independent directors is as follows

### Independent Directors Definition

1. Holding shares not exceeding 1 percent of the number of shares with voting rights of the Company, its parent company, subsidiary company, associated company, related company major shareholder or a controlling person of the company including shares held by related persons according to Section 258 of the Securities and Exchange Act of such independent director.

2. Not being or having been a director who is involved in the management, staff, employee, consultant in any other fields who receive regular remuneration. Or a controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company major shareholder or of the person having control over the company or juristic persons that may have conflicts Unless he or she has retired from such a position for not less than 2 years before the date of appointment. or an advisor to a government agency which is a major shareholder or a controlling person of the company.

3. Independent directors must not have or used to have commercial relationships, business interests or conflicts of interest. financial or other benefits in management Either directly or indirectly with the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company in a manner that may obstruct the exercise of his independent judgment or not being or used to be a significant shareholder Or a controlling person of a person who has a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company Unless he has retired from the aforementioned position for not less than 2 years before the date of appointment.

4. Independent directors must not have relations by blood or legal registration as father, mother, spouse, siblings, and children, including spouses of children, executives, major shareholders, controlling persons. or persons nominated as executives or a controlling person of the Company or its subsidiaries.

5. Independent director must not act as an open or non-public representation of the Board of Directors. major shareholder or any shareholder who is related to any major shareholder or group of shareholders of the Company.

6. Independent directors must perform their duties and exercise their discretion. without being influenced by the director Executives or major shareholders of the Company including related persons or relatives.

7. Independent director must not be or used to be an auditor of the company, parent company, subsidiary company, associated company, major shareholder. or a controlling person of the company and not being a significant shareholder Person with controlling power or managing partner of a juristic person that is an audit firm which has auditors of the company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the company is affiliated with Unless he has retired from the aforementioned position for not less than 2 years before the date of appointment.



8. Independent director must not be or used to be a professional service provider. This includes providing legal advice. financial advisor or a property appraiser which receives service fees of more than 2 million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company. including being a significant shareholder controller or managing partner of that professional service provider as well Unless he has retired from the position for not less than 2 years before the date of appointment.

9. Do not operate a business that has the same nature and is in significant competition with the business of the Company. or its subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives regular salary or holds more than one percent of the total number of shares with voting rights of another company. which operates a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries.

10. Independent directors must not have any other characteristics that make them unable to express independent opinions on the operations of the company.

**Information of Independent Directors Proposed to Proxy**

Mr. Chalie Dithaluksana      62 years old

Position                              Independent Director / Audit Committee

Nationality                            Thai



• Shareholding (%)	▪ None
• Special interests that are different from other directors in all agendas proposed in the 2023 Annual General Meeting of Shareholders.	▪ None
• Education	▪ Master of Public Administration (M.P.A.), Chulalongkorn University. ▪ Thai Barrister at Law (B.L.T.), Institute of Legal Studies of the Thai Bar Association. ▪ Certificate in Administrative Law, Institute of Legal Training of the Thai Bar Association ▪ Bachelor of Laws (B.A.), Thammasat University (1979-1982)
• Training Course from Thai Institute of Directors Association (IOD)	▪ Corporate Governance for Executives (CGE) class 14/2019 ▪ Director Accreditation Program (DAP) class 116/ 2015

**Working Experience in the last 5 years :**

▪ Listed company	Apr 2022 - Present	Independent Director / Audit Committee <b>Aqua Corporation Pcl.</b>
	May 2019 – May 2022	Independent Director <b>Nation Broadcasting Corporation Pcl.</b>
	2014 - Apr 2020	Independent Director / Audit Committee <b>Eastern Printing Pcl.</b>
	2014 - 2018	Independent Director / Chairman of Audit Committee <b>Ditto (Thailand) Pcl.</b>
• Non-listed companies	-None	-None

Address : 9/157, Soi Ram-intra 40, yaek 35, Nuanchan, Bueng Kum, Bangkok 10240

Illegal record in the past 10 years -None -

Family relationship between executives -None -

Additional features for independent directors who have been nominated.

(having / not having a vested interest in The Company / parent company / subsidiary / associated company or juristic person that may have conflicts in the past or 2 years ago.)

Relation with Company / Subsidiary / Affiliated Company or Legal Entities that cause conflict of interest at present or during the past 2 years.	List of Nominees Qualified as Independent Directors
	-
- Being a Director who is involved in management, employee or consultant who receive salaries.	-
- Being a professional service provider (such as an auditor , legal advisor)	-
- Business relationships that may result in the inability to act independently (such as purchases / sales of raw materials / products / services, borrowing / loan with the size of the transaction (if any))	-

## หนังสือมอบฉันทะแบบ ข.

## Proxy Form B.

เลขทะเบียนผู้ถือหุ้น.....

Shareholders Registration No.

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality  
อยู่บ้านเลขที่.....  
Of

(2) เป็นผู้ถือหุ้นของ บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”) as a shareholder of Aqua Corporation Public Company Limited (“The Company”) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้ holding a total number of ..... shares and having the right to vote equal to ..... votes as follows:  
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง holding ordinary shares and having the right to vote equal to ..... votes  
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง holding preference shares and having the right to vote equal to ..... votes,

(3) ขอมอบฉันทะให้ hereby appoint

1. ชื่อ..... อายุ .....ปี อยู่บ้านเลขที่.....  
Name Age Of  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต .....  
Road Tambon/Khwaeng Amphoe/Khet  
จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Province Postal Code or  
 2. นายชวลี ดิษฐลักษณ กรรมการอิสระ อายุ 62 ปี อยู่บ้านเลขที่ 9/157 ซอยรามอินทรา 40 แยก 35  
Mr. Chalie Dithaluksana, Independent Director Age 62 years, Of 9/157, Soi Ram-intra 40, Yaek 35,  
ถนน - ตำบลแขวงนวลจันทร์ อำเภอเขตบึงกุ่ม  
Road - Nuanchan, Bueng Kum,  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240  
Province Bangkok Postal Code 10240

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy where only one of them shall attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders to be held on 12 April 2023 at 2.00 p.m. electronically (E-AGM) or on the date and at the time and place as the meeting may be postponed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows:-

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may deem appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote according to my/our intention as follows:-

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565

Agenda No. 1. To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda No. 2. To consider and acknowledge the operating results of the Company for 2022;

วาระที่ 3 พิจารณานุมัติรายงานผู้สอบบัญชีและงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปี 2565

Agenda No. 3. To consider and approve the auditor's report and the statement of financial position and statement of comprehensive income for 2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 4 พิจารณานุมัติการงดการจ่ายกำไรเพื่อสำรองตามกฎหมายและการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

Agenda No. 4. To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda No. 5. To consider and approve the election of directors to replace those retiring by rotation;

5.1 นายสุทธิ ผ่องไพบูลย์ (Mr. Sutee Pongpaiboon)/แต่งตั้งแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ (replacing those retiring by rotation)

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

5.2 นางสาวปรานี รัตคาม (Ms. Pranee Rattakam)/แต่งตั้งแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ (replacing those retiring by rotation)

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

5.3 นายก่อโชค แสงทองอร่าม (Mr. Korchoke Saengtongaram)/แต่งตั้งแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ (replacing those retiring by rotation)

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยประจำปี 2566

Agenda No. 6. To consider and approve the remuneration of the Board of Directors and Sub-committees for 2023;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda No. 7. To consider and approve the appointment of auditors and the determination of their remuneration for 2023;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 8. To consider other business (if any).

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and not made on my/our behalf as the Company's shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือ ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified the same or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as the proxy may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

(7) ผู้รับมอบอำนาจจะดำเนินการตามที่ได้รับมอบอำนาจให้ และหากผู้รับมอบอำนาจไม่ดำเนินการตามที่ได้รับมอบอำนาจ ผู้ถือหุ้นที่ได้รับความเสียหายสามารถใช้สิทธิดำเนินคดีตามกฎหมายกับผู้ชักชวนและผู้รับมอบอำนาจได้

The proxy shall comply with the instruction given by the grantor. If the proxy does not comply with the instruction given by the grantor, the shareholder to whom damage is caused shall be entitled to take a legal action against the proxy solicitor and the proxy.

**คำเตือน: ผู้ถือหุ้นควรศึกษารายละเอียดของวาระการประชุมก่อนตัดสินใจมอบอำนาจ**

Warning: Shareholders should study the agenda items in detail before appointing a proxy.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบอำนาจ/Grantor  
( )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy  
( )

#### หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy shall appoint only one proxy to attend and vote at the meeting. The shareholder cannot split the votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจตามแนบ

In case there are additional agenda items in addition to those specified above, additional details may be specified in the Attachment to Proxy Form B. enclosed herewith.

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

## Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

Proxy Appointment by a shareholder of Aqua Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders, which will be held on 12 April 2023 at 2.00 p.m. electronically (E-AGM) or on the date and at the time and place as the meeting may be postponed.

วาระที่ .....

## Agenda No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote according to my/our intention as follows:-
- เห็นด้วย/Approve                       ไม่เห็นด้วย/Disapprove                       งดออกเสียง/Abstain

วาระที่ .....

## Agenda No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote according to my/our intention as follows:-
- เห็นด้วย/Approve                       ไม่เห็นด้วย/Disapprove                       งดออกเสียง/Abstain

วาระที่ .....

## Agenda No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote according to my/our intention as follows:-
- เห็นด้วย/Approve                       ไม่เห็นด้วย/Disapprove                       งดออกเสียง/Abstain

วาระที่ .....

## Agenda No.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall vote according to my/our intention as follows:-
- เห็นด้วย/Approve                       ไม่เห็นด้วย/Disapprove                       งดออกเสียง/Abstain



**AQUA CORPORATION**

Attachment No. 7.

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบประจำต่อหนังสือมอบฉันทะถูกต้องสมบูรณ์และเป็นความจริงทุกประการ

I/we hereby certified that the above details on the continued list of the proxy are true and correct.

ลงชื่อ/ Signed \_\_\_\_\_ ผู้มอบฉันทะ/ Proxy Grantor  
( )

วันที่/ Date \_\_\_\_\_

ลงชื่อ/ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/ Proxy Holder  
( )

วันที่/ Date \_\_\_\_\_



# AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

(อากรแสตมป์ 20 บาท)

(Stamp Duty Baht 20)

## แบบหนังสือมอบฉันทะแบบ ค.

### Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(This the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น.....  
Shareholders Registration No.

เขียนที่.....  
Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....  
I/We nationality located at no. Road  
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....  
Tambol/Kwaeng Amphur Province  
รหัสไปรษณีย์.....  
Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น(Custodian) ให้กับ .....  
As the custodian of  
ซึ่งเป็นผู้ถือหุ้นของ บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder Aqua Corporation Public Company Limited (“the Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
Holding shares at the total amount of shares and have the right to vote equal to votes as follows:  
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Ordinary share shares and have the right to vote equal to votes  
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Preference shares shares and have the right to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

1. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....  
Name age years, residing at  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code or

2. ชื่อ นายชาลี ดิษฐลักษณ ตำแหน่ง กรรมการอิสระ อายุ 62 ปี อยู่บ้านเลขที่ 9/157 ซอยรามอินทรา 40 แยก 35  
Name Mr. Chalie Dithaluksana Age 62 years old, residing at 9/157, Soi Ram-intra 40, Yaek 35  
ถนน.....ตำบล/แขวง.....นวลจันทร์.....อำเภอ/เขต.....บึงกุ่ม.....  
Road Tambol/Khwaeng Nuanchan Amphur/Khet Bueng Kum  
จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10240.....  
Province Bangkok Postal Code 10240



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)  
(ทะเบียนเลขที่ 0107547000397)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy where only one of them shall attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders to be held on 12 April 2023 at 2.00 p.m. electronically (E-AGM) or on the date and at the time and place as the meeting may be postponed..

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I hereby appoint the proxy holder to attend and vote in this meeting as follows: -

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Appoint Proxy to vote equal to the total number of the shares held.

มอบฉันทะบางส่วนคือ

Appoint in Partial as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference shares shares and have the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total voting right vote(s)

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565

Agenda No. 1. To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda No. 2. To consider and acknowledge the operating results of the Company for 2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/Abstain

วาระที่ 3 พิจารณานุมัติรายงานผู้สอบบัญชีและงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปี 2565

Agenda No. 3. To consider and approve the auditor's report and the statement of financial position and statement of comprehensive income for 2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/Abstain

วาระที่ 4 พิจารณานุมัติการงดการจ่ายสรรเงินกำไรเพื่อสำรองตามกฎหมายและการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

Agenda No. 4. To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2022;

เห็นด้วย/Approve  ไม่เห็นด้วย/Disapprove  งดออกเสียง/Abstain



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

(ทะเบียนเลขที่ 0107547000397)

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda No. 5. To consider and approve the election of directors to replace those retiring by rotation;

5.1 นายสุธี ผ่องไพบูลย์ (Mr. Sutee Pongpaiboon)/แต่งตั้งแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ (replacing those retiring by rotation)

เห็นด้วย/Approve

ไม่เห็นด้วย/Disapprove

งดออกเสียง/Abstain

5.2 นางสาวปรานี รัตคาม (Ms. Pranee Rattakam)/แต่งตั้งแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ (replacing those retiring by rotation)

เห็นด้วย/Approve

ไม่เห็นด้วย/Disapprove

งดออกเสียง/Abstain

5.3 นายก่อโชค แสงทองอร่าม (Mr. Korchoke Saengtongaram)/แต่งตั้งแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ (replacing those retiring by rotation)

เห็นด้วย/Approve

ไม่เห็นด้วย/Disapprove

งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยประจำปี 2566

Agenda No. 6. To consider and approve the remuneration of the Board of Directors and Sub-committees for 2023;

เห็นด้วย/Approve

ไม่เห็นด้วย/Disapprove

งดออกเสียง/Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda No. 7. To consider and approve the appointment of auditors and the determination of their remuneration for 2023;

เห็นด้วย/Approve

ไม่เห็นด้วย/Disapprove

งดออกเสียง/Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 8. To consider other business (if any).

เห็นด้วย/Approve

ไม่เห็นด้วย/Disapprove

งดออกเสียง/Abstain

(4) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If there is any agenda considered in the meeting other than those specified above, including any amendment or addition thereof, the proxy holder shall be authorized to consider the matters and vote on my/our behalf as the proxy holder deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/we shall be liable for any action taken by the proxy holder at the meeting.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( )

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)  
(ทะเบียนเลขที่ 0107547000397)

### หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of shares may not be divided to more than one proxy holder in order to divide the vote.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้  
The shareholder must grant the power to the proxy for all the shares held which specified in clause (2). The shareholder is unable to grant only a portion of the shares less than those specified in clause (2) to the proxy.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ  
In case there is any other agendas to be considered in addition to those specified in the above mentioned, the proxy grantor may specify such agenda on the continued list of proxy attached hereto.



# AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)  
(ทะเบียนเลขที่ 0107547000397)

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

### Attachment of the Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

Proxy Appointment by a shareholder of Aqua Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 12 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders, which will be held on 12 April 2023 at 2.00 p.m. electronically (E-AGM) or on the date and at the time and place as the meeting may be postponed.

วาระที่ ..... เรื่อง.....

Agenda

Subject

เห็นด้วย/Agree

ไม่เห็นด้วย/Disagree

งดออกเสียง/Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/we hereby certified that the above details on the continued list of the proxy are true and correct.

ลงชื่อ/ Signed

ผู้มอบฉันทะ/ Proxy Grantor

( \_\_\_\_\_ )

วันที่/ Date

\_\_\_\_\_

ลงชื่อ/ Signed

ผู้รับมอบฉันทะ/ Proxy Holder

( \_\_\_\_\_ )

วันที่/ Date

\_\_\_\_\_