

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 2022 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. Apivut Thongkam 59 Years old

Current Position Director / Vice Chairman

Nationality Thai

Shareholding Proportion

- There is no shareholding in the company.

Education Background

- Master's degree in International Law American University, USA
- Master's degree Comparative Law Howard University, USA
- Thai Barrister Legal Education Training Office of the Thai Bar Association
- Bachelor of Laws Ramkhamhaeng University

Training Course from Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 89 Year 2007
- Chartered Director Class (CDC) Class 1, 2007 and Class 3, 2008

World Intellectual Property Organization Switzerland

- Certificate in Intellectual Property from the School of Criminal Justice University of Michigan
- Certificate in Computer Crime Trends and Problems

Thammasat Association under the Royal Patronage.

- Course announcement executive "Thammasat for Society" (Thammasat University) Class 7
- Course announcement executive "Top Executives, Golf Thammasat" Class 2

National Defense College National Defense College

- Diploma of Advanced Security Management Program "Class 6"
- Diploma of National Defense College of the State-Joint Private Sector, Class 24, Academic Year 2011-2012

Ministry of Justice

- Training on Techniques for Negotiation, Dispute Resolution and Crisis Resolution, Class 1, Dharmniti Training and Seminar Company Limited
- Advanced Tax Accounting Seminar for Lawyers and Businessmen, Class 1, Central Tax Court, Denpasar, Indonesia
- Certificate of training in modern technology and enforcement of licensing laws, Lead Business Institute of Cornell University
- Certificate of Global Business Leader Program, Class 1 (2016)

Work Experience

| | | | |
|--------------------|-----------------------------|---|--|
| ■ Listed Companies | 1 Nov 2021 – Present | Director / Vice Chairman Aqua Corporation Public Company Limited | |
| | 3 Jan 2018 – Present | Independent Director / Chairman of the Audit Committee Nation Multimedia Public Company Limited | |
| | 14 Nov 2016 – 10 May 2021 | Independent Director / Chairman of the Audit Committee Eternal Energy Public Company Limited | |
| | 15 Feb. 2018 – 29 Aug. 2018 | Executive Director / Nomination and Remuneration Committee and Chief Executive Officer AQ Estate Public Company Limited | |
| | 2015 – 2017 | Vice Chairman News Network Corporation Public Company Limited | |
| | 2014 | Audit Committee Millcon Steel Public Company Limited | |
| | 2013 | Chairman of the Audit Committee Krirtsada Mahanakorn Public Company Limited | |
| | ■ Non-listed companies | 6 Nov 2020 – Present | Director Thai Consumer Distribution Centre Co., Ltd. |
| | | 4 Sep 2003 – Present | Director FBLP Legal Company Limited |
| | | 2011 – 2014 | Appeal Committee Social Security Office Ministry of Labor |
| | 2011 - 2013 | Honorary Advisor to the Energy Commission House of Representatives | |

Type of director nomination Director

Holding position of directors and executives in other companies

■ Listed companies 1. Independent Director / Chairman of the Audit Committee
There are 1 listed Companies: Nation Multimedia Public Company Limited

■ Non - Listed companies 1. Director Thai Consumer Distribution Centre Co., Ltd.
There are 2 listed Companies: 2. Director FBLP Legal Company Limited.

Other business that cause conflict of interest. -None-

Years as the Director Total to be newly appointed is 8 months
(Date of entering into the director 29 October 2021)

Attendance in meetings during Year 2021 Attend the Board of Directors' Meeting of 2 times from 2 times, accounted for 100%

Relations with the Company

- Being close relatives to management / major shareholder / subsidiary - None -
- Relation with Company / Subsidiary /Affiliated Company or Legal Entities that cause conflict of interest at present or during the past 2 years
 - 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 - In this year there was no shareholder proposed persons to be appointed as directors

Note : Mr. Apivut Thongkum, the director nominated for this time, has undergone a careful screening process by the Board of Directors to have qualifications suitable for the Company's business operation.

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



Mr. Phonlasit Phumiwasana 48 Years old

Current Position Director / Executive Director

Nationality Thai

Shareholding Proportion ■ There is no shareholding in the company.

Education Background ■ Master's degree (Finance), MS (Economic) Claremont Graduate University
 ■ Bachelor BBA, La Sierra University

Training Course from Thai Institute of Directors Association (IOD) ■ Director Certification Program (DCP) Class 78 Year 2009

Work Experience

| | | |
|------------------------|-----------------------|---|
| ■ Listed Companies | 2011 – present | Director Aqua Corporation Public Company Limited |
| ■ Non-listed companies | 2011 – present | Director Mantra Assets Company Limited |
| | Jun 2014 – Present | Director Thai Consumer Distribution Centre Co., Ltd. |
| | Nov 2015 – Present | Director Accomplish Way Holding Company Limited |
| | Apr 2016 - Jan 2021 | Director Aqua Ad Public Company Limited |
| | Feb. 2017 – Jan. 2021 | Director Broadway Media Company Limited |
| | 2018 – present | Director KTB Rit Management Company Limited |
| | Jan 2021 - present | Director Aqua Ad Public Company Limited |

Type of director nomination Director (Authorized Director)

Holding position of directors and executives in other companies

■ Listed companies -None-

▪ Non - Listed companies

There are 4 listed Companies:

1. Director Thai Consumer Distribution Centre Co., Ltd.
2. Director Accomplish Way Holding Co., Ltd.
3. Director KTB Rit Management Co., Ltd.
4. Director Aqua Ad PCL.

Other business that cause conflict of interest.

-None-

Years as the Director

Total to be newly appointed is 14 years and 2 months

Attendance in meetings during Year 2021

(Date of entering into the director 2 February 2011)

Attend the Board of Directors' Meeting of 10 times from 12 times, accounted for 83.33%

Relations with the Company

▪ Being close relatives to management

- None -

/ major shareholder / subsidiary

▪ Relation with Company / Subsidiary

Director who is involved in management, employee or consultant who receive salaries.

/Affiliated Company or Legal Entities

- None -

that cause conflict of interest at present

Professional service provider - None -

or during the past 2 years

Business relations - None -

▪ Opportunity for shareholders to nominate

- In this year there was no shareholder proposed persons to be appointed as directors

Note : Mr.Phonlasit Phumiwasana the director nominated for this time, has undergone a careful screening process by the Board of Directors to have qualifications suitable for the Company's business operation.

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



Mr.Shine Bunnag 40 Years old

Current Position Director / Executive Director
Acting President

Nationality Thai

Shareholding Proportion

- There is no shareholding in the company.

Education Background

- Master of Business Administration Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor Degree of Accounting and Finance, The London School of Economics and Political Science (LSE), University of London

Training Course from Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 78 Year 2009

Work Experience

▪ Listed Companies

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|----------------------------|---|
| 1 Jul. 2020 – Present | Acting President Aqua Corporation Public Company Limited |
| 14 May 2020 – Present | Director and Chief Executive Officer Aqua Corporation Public Company Limited |
| 1 Jun 2020 – Present | Chairman of the Board Nation Broadcasting Corporation Plc. |
| 1 Oct. 2019 – Present | Executive Chairman Nation Broadcasting Corporation Plc. |
| 26 Feb 2019 – Present | Director Nation Broadcasting Corporation Plc. |
| 26 Feb. 2019 – 31 May 2020 | Vice Chairman Nation Broadcasting Corporation Plc. |
| 26 Feb. 2019 – 1 Oct. 2019 | Executive Director Nation Broadcasting Corporation Plc. |
| 24 Mar. 2020 – Present | Executive Chairman Nation Multimedia Group Plc. |
| 11 Jan 2019 – Present | Director / Vice Chairman of the Board / Chairman of Executive Committee Nation Multimedia Group Plc. |

▪ Non-listed companies

| | |
|-----------------------|--------------------------------|
| 23 Dec 2021 – Present | Director KHOBANAM Co., Ltd. |
| 15 Nov 2021 – Present | Director |

| | |
|-----------------------------|--|
| | NBC NEXT VISION Co., Ltd. |
| 27 Aug. 2019 – Present | Director |
| | SWENN CORPORATION Co., Ltd. |
| 6 Jul. 2017 – 17 Dec. 2018 | Director / Chairman of the Board / Chief Executive Officer |
| | THANSETTAKIJ MULTIMEDIA Co., Ltd. |
| 22 Jun. 2017 – 17 Dec. 2018 | Director / Chairman of the Board / Chief Executive Officer |
| | NEWS NETWORK MULTIMEDIA Co., Ltd. |
| 5 Jun. 2017 – 17 Dec. 2018 | Director / Chairman of the Board / Chief Executive Officer |
| | SPRINGNEWS Co., Ltd. |

Type of director nomination

Director (Authorized Director)

Holding position of directors and executives in other companies

▪ Listed companies

There are 2 listed Companies:

1. Chief Executive Officer / Chairman of Executive Committee / Chairman of the Board Nation Broadcasting Corporation Plc.
2. Chief Executive Officer / Vice Chairman / Chairman of Executive Committee Nation Multimedia Group Plc.

▪ Non - Listed companies

There are 3 listed Companies:

1. Director KHOBSANAM Co., Ltd.
2. Director NBC NEXT VISION Co., Ltd.
3. Director SWENN CORPORATION Co., Ltd.

Other business that cause conflict of interest.

-None-

Years as the Director

Total to be newly appointed is 4 years and 10 months

Attendance in meetings during Year 2021

(Date of entering into the director 14 May 2020)

Attend the Board of Directors' Meeting of 12 times from 12 times, accounted for 100%

Relations with the Company

▪ Being close relatives to management

- None -

/ major shareholder / subsidiary

▪ Relation with Company / Subsidiary

Director who is involved in management, employee or consultant who receive salaries.

/Affiliated Company or Legal Entities

- None –

that cause conflict of interest at present

Professional service provider - None -

or during the past 2 years

Business relations - None –

▪ Opportunity for shareholders to nominate

- In this year there was no shareholder proposed

persons to be appointed as directors

Note : Mr.Shine Bunnag the director nominated for this time, has undergone a careful screening process by the Board of Directors to have qualifications suitable for the Company's business operation.