

## **Criteria for shareholders to propose agenda and nominee to be elected as director**

### **For the 2017 Annual General Meeting of Shareholders**

#### **Objective**

Aqua Corporation Public Company Limited (the "Company") has implemented a policy to the shareholders' right and equitable treatment of shareholders in accordance with the Good Corporate Governance policy. The Company would like to invite shareholders to propose (1) any matter considered important and truly beneficial to the Company as agenda for the 2017 Annual General Meeting of Shareholders and (2) nominee to be elected as director prior to the meeting. The criteria are as follows:

#### **1. The Qualifications of Shareholder**

All of the shareholders can propose the agenda and/or nominee to be elected as director.

#### **2. Criteria for Proposing**

##### **2.1 To propose agenda for the meeting**

The Company will not include following matters as agenda for the meeting:

- (1) Matters that violate to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the Articles of Association, the shareholders' resolution and the good corporate governance policy of the Company.
- (2) Other matters that the Board deems unnecessary to place as the agenda.

##### **2.2 To propose qualified candidate to be elected as director**

The person nominated to be director must have qualified qualifications and must not have the prohibited characteristics as follows:

- (1) Having such qualifications without any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act and other relevant rules.
- (2) Having knowledge and skill in the areas significantly beneficial to the Company.

#### **3. Procedure for Proposing**

##### **3.1 To propose agenda for the meeting**

- (1) The shareholders can propose the agenda of the meeting to the Board of Directors by filling in the **"Form for proposing agenda for the 2017 Annual Ordinary General Meeting of Shareholders"** (**Form A**) with his/her signature. The form can be downloaded from [www.aquacorp.co.th](http://www.aquacorp.co.th)
- (2) To submit the form along with the other supporting documents for the Board of directors' consideration.

3.2 To propose qualified candidate to be elected as director

The shareholders can nominate the person to be elected as director by filling in the “**Form for proposing name of qualified candidate to be elected as director**” (Form B) and “**Information of the proposed candidate to be elected as directors**” (Form C). All forms can be downloaded from [www.aquacorp.co.th](http://www.aquacorp.co.th). The shareholders must submit those forms along with the other supporting documents for the Board of Directors’ consideration.

4. **Required Support Documents**

The shareholders are required to enclose required documents with the proposal as follow:

- 4.1 The evidence of shareholding i.e. certificate of shares, confirmation letter from the Securities Companies or and other evidences from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 4.2 Supporting documents required for proposing the agenda for the meeting and/or the nominating the person to be elected as director to be certified true and correct for the Board’s consideration.

5. **Channels for Proposal Submission**

In order to facilitate the shareholders, the channels for submitting proposed agenda are as follow:

- 5.1 To submit the proposal via e-mail to Company Secretary : Ms. Rewadee Whanchid / Mrs. Orathai Nateruang at [orathai.n@aquacorp.co.th](mailto:orathai.n@aquacorp.co.th) or facsimile number 0 2694 8888
- 5.2 To submit certified true copies of documents and evidence for the Board’s consideration to the following address:

Company Secretary

Aqua Corporation Public Company Limited

No. 121/68-69 RS Tower 21<sup>st</sup> Floor, Ratchadapisek Road.

Din-Daeng, Bangkok 10400

- 5.3 For Further information, please kindly contact Company Secretary Department at telephone number 0 2694 8888 Ext. 8804

6. **Procedures for Consideration**

- 6.1 Initially, the Remuneration and Nomination Committee will consider the qualification of proposed candidate and the matter proposed by the shareholder before further proposing to the Board of Directors for consideration.
- 6.2 The matter and/or nominated person which proposed by shareholder will be informed together with the Board’s opinion in the Notice of AGM.

7. **Deadline for Proposal Submission**

The company provides the opportunity to shareholders to send the proposal from now until 31 January 2017.