

### **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 2019 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 form 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 in 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.**

Name – Surname	Mr. Phonlasit Phumiwasana		
Position in the Company	Director, Executive Director, Director authorized signatory		
Age	45 years old		
Nationlity	Thai		
Education Background	<ul style="list-style-type: none"> <li>▪ Master of MBA (Finance) , MS (Economic) Claremont Graduate University</li> <li>▪ Bachelor of BBA , La Sierra University</li> </ul>		
Training Course from Thai Institute of	DAP Class 78/2009		
Directors Association (IOD)			
Working Experience	2018-Present	Director	KTB Rich Management Co., Ltd.
	Feb 17-Present	Director	Boardway Media Co., Ltd.
	April 19- Present	Director	Aqua Ad PLC.
	Nov 15- Present	Director	Accomplish Way Holding Co., Ltd.
	June 14- Present	Director ,	Thai Consumer Distribution Center Co., Ltd.
		The Chief Executive	
		Officer Director, Executive	
	2011 – Present	Director	Aqua Corporation PLC.
	2011 – Present	Director	Mantra Asset Co., Ltd.
Type of director nomination	Director		
Holding position of directors and executives in other companies			
▪ Listed companies	-None-		
▪ Non-Listed companies	There are 6 companies as follows :		
	Director of KTB Rich Management Co., Ltd. , Boardway Media Co., Ltd. , Aqua Ad PLC. , Accomplish Way Holding Co., Ltd., Thai Consumer Distribution Center Co., Ltd and Mantra Asset Co., Ltd.		
▪ Other business that cause conflict of interest.	-None-		
Years as the Director	8 years and 2 months (2 February 2011 – Present)		
Attendance in meetings during Year 2018	Attend the Board of Directors' Meeting of 7 times from 7 times, accounted for 100%		
Relations with the Company			
▪ Shares holding in Company	-None-		
▪ A close relative to the executives / major shareholders / subsidiaries.	-None-		
▪ Relation with Company / Subsidiary / Affiliated Company or Legal Entitles 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 persons to be appointed as directors	-None-		

Note : Mr. Phonlasit Phumiwasana, Directors who have been nominated for this time have passed the screening process of the Board of Directors that they have qualifications suitable for the business of the Company.

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



Name – Surname	Mr. Grisada Jarreonkonkit		
Position in the Company	Director		
Age	52 years old		
Nationlity	Thai		
Education Background	<ul style="list-style-type: none"> <li>▪ Master of Arts in Economics, Chulalongkorn University</li> <li>▪ Bachelor of Arts in Economics, Dhurakij Pundit University</li> </ul>		
Training Course from Thai Institute of Directors Association (IOD)	DAP Class 117/2015		
Working Experience	April 16-Sep 18	Director	Aqua Ad Plc.
	Dec 15-Jan 18	Director	Texas 121 Co., Ltd.
	2013 - Present	Director	Aqua Corporation Plc.
	2013 - 2017	Director	Maxtric PLC.
	April 13–Aug 13	Independent Director /Audit Committee	TWZ Corporation Plc.
	2012 - 2014	Director	General Engineering Plc.
Type of director nomination	Director		
Holding position of directors and executives in other Companies	<ul style="list-style-type: none"> <li>▪ Listed companies -None-</li> <li>▪ Non-Listed companies -None-</li> <li>▪ Other business that cause conflict of interest. -None-</li> </ul>		
Years as the Director	6 years (9 April 2013 – Present)		
Attendance in meetings during Year 2018	Attend the Board of Directors' Meeting of 7 times from 7 times, accounted for 100%		
Relations with the Company	<ul style="list-style-type: none"> <li>▪ Shares holding in Company -None-</li> <li>▪ A close relative to the executives / major shareholders / subsidiaries. -None-</li> <li>▪ Relation with Company / Subsidiary / Affiliated Company or Legal Entitles 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 : -None-</li> <li>▪ Professional service provider : -None-</li> <li>Business relations : -None-</li> </ul> </li> <li>▪ Opportunity for shareholders to nominate persons to be appointed as directors -None-</li> </ul>		

Note : Mr. Grisada Jarreonkonkit, Directors who have been nominated for this time have passed the screening process of the Board of Directors that they have qualifications suitable for the business of the Company.

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



Name – Surname	Mrs. Podchane Phaosavasdi		
Position in the Company	Independent Director		
	Audit Committee		
	Member of Nomination and Remuneration Committee		
Age	58 years old		
Nationality	Thai		
Education Background	<ul style="list-style-type: none"> <li>▪ Master of Business Administration – Marketing, Ramkhamhaeng University</li> <li>▪ Bachelor of Literature Arts Official, Chulalongkorn University</li> </ul>		
Training Course from Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> <li>▪ DAP 64/2007, RCC 9/2009, DCP 151/2011, RMP 4/2014</li> <li>▪ Training course on "Enterprise Risk Management", Class 3/2014, Faculty of Economics Chulalongkorn University</li> <li>▪ Annual seminar - Energy Symposium 2016</li> <li>▪ Driving Thai industry into Thailand 4.0 era</li> <li>▪ 2017 ASEAN Infrastructure and PPP Outlook : KPMG Executive Briefing</li> </ul>		
Working Experience	Nov17-Present	Director	SH Crossings Co., Ltd.
	June17-Present	Director	TRC Utility Co., Ltd.
	2016-Present	Director	Asen Potash Chaiyaphum Co., Ltd.
	2015 - Present	Executive Director / Chief Marketing Officer. And Director of Marketing.	TRC Construction PLC. and Sahakarn Wisavakorn Co., Ltd.
	2013 – Present	Independent Director / Audit Committee	Aqua Corporation PLC.
	2013 – Present	Remuneration and Nomination Committee And Risk	TRC Construction PLC.
	2012 – Present	Management Committee	TRC Construction PLC.
	2011 – Present	Corporate Governance Director	TRC Engineering LLC and TRC Middle East LLC Republic Sultanate of Oman
	2007 – Present	Director and Managing	TRC Construction PLC.
	2006 – Present	Director	Sahakarn Wisavakorn Co., Ltd.
Type of director nomination	Independent Director		
Holding position of directors and executives in other Companies	<ul style="list-style-type: none"> <li>▪ Listed companies</li> </ul> <p>There are 2 companies as follows</p> <ol style="list-style-type: none"> <li>1. Director, <u>Asen Potash Chaiyaphum Co., Ltd.</u></li> <li>2. Executive Director / Chief Marketing Officer. And Director of Marketing, <u>TRC Construction PLC.</u></li> <li>3. Remuneration and Nomination Committee And Risk , <u>TRC Construction PLC.</u></li> </ol>		

4. Management Committee, TRC Construction PLC.
5. Director / Managing Director, TRC Construction PLC.

■ Non-Listed companies

There are 4 companies as follows

1. Director, SH Crossings Co., Ltd.
2. Director, TRC Utility Co., Ltd.
3. Executive Director / Chief Marketing Officer. And Director of Marketing, Sahakarn Wisavakorn Co., Ltd.
4. Director, Sahakarn Wisavakorn Co., Ltd.

■ Other business that cause conflict of interest.

-None-

Years as the Director

5 years 11 months (10 May 2013 – Present)

Attendance in meetings during Year 2018

Attend the Board of Directors' Meeting of 7 times from 7 times, accounted for 100%

Attend the Audit Committee Meeting of 5 time from 5 time, accounted for 100%

Attend the Nomination and Remuneration Committee Meeting of 2 times from 2 times, accounted for 100%

Relations with the Company

■ Shares holding in Company

-None-

■ A close relative to the 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

■ 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

-None-

Note : 1. Nomination and Remuneration Committee and the Board of Directors has considered that Mrs. Podchane Phaosavasdi is the person who can give comments can be independently and in accordance with relevant guidelines.

2. Mrs. Podchane Phaosavasdi, Directors who have been nominated for this time have passed the screening process of the Board of Directors that they have qualifications suitable for the business of the Company.