

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 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.**

Name – Surname Mr. Sutee Phongpaiboon
Position in the Company Independent Director , Chairman of Audit Committee ,
Chairman of the Nomination and Remuneration Committee
Age 55 years old
Nationality Thai
Education Background
▪ Bachelor of Laws, Ramkhamhaeng University, 1987
▪ Diploma of Vocational Education (2nd Training), Lawyer Council of Thailand.
▪ Extraordinary members of the Thai Bar Association, 1988
Training Course from Thai Institute of Directors Association (IOD) DAP 2007
Working Experience

Time	Position	Company
Dec18-Present	Independent Director / Chairman of Audit Committee Chairman of the Nomination and Remuneration Committee	Aqua Corporation Plc.
April18– Present	Independent Director/Audit Committee Legal Consultant Legal Consultant and Lawyer Legal Consultant and Lawyer Legal Consultant Legal Consultant and Lawyer Legal Consultant Legal Consultant Legal Consultant and Lawyer Legal Consultant and Lawyer Legal Consultant and Lawyer Legal Consultant Legal Consultant	Nation Broadcasting Corporation (NBC) Thai-German Product Plc. Kuang Pei San Food Products Plc. Christiani & Nielsen (Thai) Plc. Hitachi Industrial Technology Thailand) and Affiliated company Pangman Somdej Co., Ltd. AIM Star Network Co., Ltd. Lea Trois and Affiliated Company U-Nakan Co., Ltd. Titanco International Co., Ltd. and Affiliated Company Iris Group Co., Ltd. The Thai Dairy Industry Co., Ltd. Inter Express Logistics Co., Ltd. and Affiliated Company
1999-Present	Managing Director	Sutee Pongpaiboon Low Office Co., Ltd.

Type of director nomination	Independent Director
Holding position of directors and executives in other companies	
▪ Listed companies	Independent Director/Audit Committee (<u>Nation Broadcasting Corporation (NBC)</u>)
▪ Non-Listed companies	Managing Director (<u>Sutee Pongpaiboon Low Office Co., Ltd.</u>)
▪ Other business that cause conflict of interest.	-None-
Years as the Director	4 years and 3 months (11 December 2018 – Present)
Attendance in meetings during Year 2019	Attend the Board of Directors' Meeting of 8 times from 8 times, accounted for 100% Attend the Audit Committee Meeting of 5 times from 5 times, accounted for 100% Attend the Nomination and Remuneration Committee Meeting of 3 times from 3 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	<ul style="list-style-type: none"> ▪ 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	- There were 1 shareholder proposing -

Note : 1) Board of directors Nomination and Compensation Committee Considered that Mr. Sutee Phongpaiboon is the person who can give independent opinion and in accordance with the relevant rules.

2) Mr. Sutee Phongpaiboon, this nominated director has already passed the board's scrutiny process that Have qualifications suitable for the company's business.



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

Name – Surname	Mr. Korchoke Saengtongaramand		
Position in the Company	Director / Executive Committee / Authorized Director		
Age	30 years old		
Nationality	Thai		
Education Background	<ul style="list-style-type: none"> ▪ Master of Finance, University of Exeter ▪ Bachelor of Economics, Chulalongkorn University 		
Training Course from Thai Institute of Directors Association (IOD)	Not training		
Working Experience	2017 - Present	Director	Boardway Media Co., Ltd.
	2016 - Present	Director / Executive Committee	Aqua Corporation Plc.
		Investment analyst	Aqua Corporation Plc.
July 2014 – July 2015			
Type of director nomination	Director (Boardway Media Co., Ltd.)		
Holding position of directors and executives in other Companies	<ul style="list-style-type: none"> ▪ Listed companies -None- ▪ Non-Listed companies Director Z-None- ▪ Other business that cause conflict of interest. -None- 		
Years as the Director	6 years 6 months (Date of becoming a Director 15 August 2016)		
Attendance in meetings during Year 2019	Attend the Board of Directors' Meeting of 6 times from 8 times, accounted for 75%		
	Attend the Board of Executive Committee Meeting of 9 times from 9 times, accounted for 100%		
Relations with the Company	<ul style="list-style-type: none"> ▪ 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 <ul style="list-style-type: none"> ▪ 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 - There were 1 shareholder proposing - 		

Note : Mr. Korchoke Saengtongaramand, 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	Ms. Pranee Ratakam		
Position in the Company	Independent Director , Audit Committee , Member of Nomination and Remuneration Committee		
Age	56 years old		
Nationlity	Thai		
Education Background	<ul style="list-style-type: none"> ▪ Master of Business Administration Chulalongkorn University ▪ Bachelor Degree of Accountancy Chulalongkorn University 		
Training Course from Thai Institute of Directors Association (IOD)	▪ DAP training Class 79/2009		
Working Experience	2010-Present	Independent Director / Audit Committee / Nomination and Remuneration Committee Director	Aqua Corporation PLC.
	April 16 - Present	Independent Director / Chairman of Audit Committee	WIJK PCL.
	2003 – Present	Assistant Chief Executive Officer	Krungthai Card PLC.
Type of director nomination	Independent Director		
Holding position of directors and executives in other Companies	<ul style="list-style-type: none"> ▪ Listed companies There are 2 companies as follows <ol style="list-style-type: none"> 1. Independent Director / Chairman of Audit Committee (WIJK PCL.) 2. Assistant Chief Executive Officer (Krungthai Card PLC.) ▪ Non-Listed companies -None- ▪ Other business that cause conflict of interest. -None- 		
Years as the Director	12 years 11 months (Date of becoming a Director 11 May 2010) <u>Reasons for holding the position for more than 9 years:</u> because Ms. Pranee Ratakam is knowledgeable, experience and ability That is useful for the company		
Attendance in meetings during Year 2019	<ul style="list-style-type: none"> ▪ Attend the Board of Directors’ Meeting of 8 times from 8 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 3 times from 3 times, accounted for 100% 		
Relations with the Company	<ul style="list-style-type: none"> ▪ 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 <ul style="list-style-type: none"> ▪ 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 -There were 1 shareholder proposed- 		

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

2. Ms. Pranee Ratakam, 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.