

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 2018 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	(1) Mr.Chulasingh Vasantasing
Position in the company	Independent Director / Chairman of the Board
Age	67 years old
Nationlity	Thai
Education Background	<ul style="list-style-type: none"> ● Bachelor of Laws (L.L.B.) (Hons.), Chulalongkorn University ● Barrister at Law, The Institution of Legal Education ■ Master of Comparative Law (MCL.) University of Illinois, U.S.A ● Honorary Doctorate Degree in Laws, Ramkhamhaeng University ■ Honorary Doctorate Degree in Laws, Chulalongkorn University ■ Honorary Doctorate Degree in Laws, Yonok University ■ Certificate of Harvard Business School
Training Course from Thai Institute of Directors Association (IOD)	DCP 35/2003, FND 7/2003, UFS 1/2006, ACP 17/2007, Refresher Course DCP 1/2008, FGP 4/2012
Working Experience	2016 – present Independent Director / Chairman of the Board, Aqua Corporation PLC. 2010 – 2014 Independent Director / Chairman of Audit Committee, Krung Thai Bank PLC. 2010 – 2013 Independent Director / Chairman of Audit Committee, Thai Airways International PLC. 2010 – 2013 Independent Director / Chairman of Audit Committee, PTT PLC. 2009 – 2013 Attorney General, The Office of the Attorney General
Type of director nomination	Independent Director
Holding position of directors and executives in other companies	<ul style="list-style-type: none"> ■ Listed companies -None- ■ Non-Listed companies -None- ■ Other business that cause conflict of interest. -None-
Years as the Director	4 years 2 months (27 February 2014 – Present)
Attendance in meetings during Year 2017	Attend the Board of Directors' Meeting of 9 times from 9 times.
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-

Note : The Nomination and Remuneration Committee and the Board of Directors, approval that Mr. Chulasingh Vasantasingh is a person who can be independent and qualified in accordance with relevant regulations.

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



Name – Surname	Mr. Arak Ratboriharn
Position in the company	Director and Director with authorized signature Executive Director Acting in The Chief Executive Officer
Age	53 years old
Nationality	Thai
Education Background	- Master of Accountancy (Accounting and Finance), Thammasat University - Bachelor of Accountancy (Cost Accounting), Chulalongkorn University
Training Course from Thai Institute of Directors Association (IOD)	DCP 129/2010
Working Experience	2016 – present Director , Executive Director , Acting in Chief Executive Officer Aqua Corporation PCL. Director, Aqua Ad PCL. Director, Mantra Asset Co., Ltd. Director, M.I.S Media Co., Ltd. Present Director and Chief Executive Officer News Network Corporation PLC. Director, Thai-French Technical Association (TFTA) Director, Springnews Corporation Co., Ltd. Director, Zing Technology Co., Ltd. Director, Ruammua Ruamjai Co., Ltd. Director, Springnews Televisions Co., Ltd. Director, Environ Mental Solutions Integrator Co., Ltd. Director, News Network Mullimedia Co., Ltd. Director, Thansettakit Mullimedia Co., Ltd. Director, Central Lab THAI Co., Ltd. 2016 – present Director and Executive Director Eastern Printing PLC.
Type of director nomination	Director
Holding position of directors and executives in other companies	<ul style="list-style-type: none"> ▪ Listed companies 2 Companies such as <ol style="list-style-type: none"> 1. Director and Chief Executive Officer, News Network Corporation PLC. 2. Director and Executive Director, Eastern Printing PLC. ▪ Non-Listed companies 11 Companies such as <ol style="list-style-type: none"> 1. Director, Springnews Corporation Co., Ltd. 2. Director, Zing Technology Co., Ltd.

3. Director, Ruammua Ruamjai Co., Ltd.
4. Director, Springnews Televisions Co., Ltd.
5. Director, Environ Mental Solutions Integrator Co., Ltd.
6. Director, News Network Mullimedia Co., Ltd.
7. Director, Thansettakit Mullimedia Co., Ltd.
8. Director, Central Lab THAI Co., Ltd.
9. Director, Aqua Ad PCL.
10. Director, Mantra Asset Co., Ltd.
11. Director, M.I.S Media Co., Ltd.

- Other business that cause conflict of interest.

-None-

Years as the Director

1 year 9 months (July 2016 – present)

Attendance in meetings during Year 2017

- Attend the Board of Directors' Meeting of 9 times from 9 times
- Attend the Executive Committee's Meeting of 18 times from 18 times

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 : Yes (based on working Experience above)

- Professional service provider : -None-

- Business relations : -None-

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



Name – Surname	Mr. Krit Kuvijitsuwan
Position in the company	Director and the Authorized Director , Executive Director
Age	37 years old
Nationality	Thai
Education Background	- Master of Business Administration, Strathclyde University, Glasgow, Scotland, UK - Bachelor of Business Administration in Accounting, Assumption University
Training Course from Thai Institute of Directors Association (IOD)	-None-
Working Experience	March 2017 – present Director, Aqua Corporation PLC. December 2014 - 2016 Manager, The Reading Football Club (UK) November 2010 - 2012 Deputy Director, Reignwood International Resources Investment Group Co., Ltd. December 2009 – 2014 Deputy Director, Empire Asia November 2004 – 2007 Financial Consultant KPMG Phoomchai Co., Ltd.
Type of director nomination	Director
Holding position of directors and executives in other companies	
▪ Listed companies	-None-
▪ Non-Listed companies	- None -
▪ Other business that cause conflict of interest.	- None -
Years as the Director	1 year 1 month (March 2017 – present)
Attendance in meetings during Year 2017	▪ Attend the Board of Directors’ Meeting of 4 times from 4 times ▪ Attend the Executive Committee’s Meeting of 14 times from 15 time
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-