Guidelines for Proxy Appointment, Registration, and List of Independent Directors to the Shareholders as Proxies to Attend the Meeting and Vote in the Annual General Meeting of Shareholders in the Year 2016 Of Aqua Corporation Public Company Limited

On Friday 22 April 2016

Appointment of proxy

The Company has dispatched Proxy (Form B), as specified by the Ministry of Commerce with clear details, to any shareholders unable to attend the meeting themselves, in order to appoint other persons or any of the independent directors/ Audit Committee. **Mr. Watcharakiti Watcharothai as independent director and Chairman of the Audit Committee, aged 56 years, residing at No. 39, Soi Attakrawi 1, Khlongtan, Khlongtoey, Bangkok.**

Shareholders may specify the name of the Director, more than one, as the proxy and send to the company secretary of Aqua Corporation Public Company Limited, No. 121/68-69, 21st Floor, RS Tower, Ratchadapisek Road, Din Daeng, Bangkok 10400 by mail one day prior to the meeting.

Registration to attend the meeting

The Company will start monitoring the integrity of the proxy statement and the opening of registration from 12 a.m. to 2 p.m. at Panorama 2 Room, Floor 14, The Emerald Hotel Bangkok, No. 99/1, Ratchadapisek Rd., Din-Daeng, Bangkok.

Participants are requested to produce the following documents before attending the meeting

- **Individual Shareholders**

  Shareholders who are Thai nationals

  a) The identity of the shareholders (ID card or Government Official ID or State Enterprise Employee Card)

  b) In case of appointment of a proxy, copy of identification card of the proxy, and a copy of identity card or passport (in case of foreigner) of the proxy.

  Foreign shareholders

  a) The passport of the shareholder.

  b) In case of appointment of a proxy, copy of the passport of proxy, and a copy of identity card or passport (in case of foreigner) of the proxy.

- **In case of juristic shareholders**

  Juristic shareholders registered in Thailand

  a) A certificate of juristic issued within 90 days by the Department of Business Development, Ministry of Commerce.

  b) A copy of identity card or passport (in case of foreigner) of directors authorized to sign the proxy form and a copy of ID card or passport (in case of foreigner) of the proxies.

  Juristic shareholders registered abroad

  a) A certificate of juristic

b) A copy of identity card or passport (in case of foreigner) of directors authorized to sign the proxy form and a copy of ID card or passport (in case of foreigner) of the proxy.

Copy of the document to be certified true copy and if a document is prepared abroad it should be notarized by a Notary Public.

Voting Procedure

Shareholders can vote on an equal number of shares (one share one vote) and must vote either agree, disagree or abstained cannot split the vote as some (unless the vote of the custodian). Shareholders who appoint a proxy to attend the meeting and Proxy Mark in Section 4 (B). The proxy is to vote according to the wishes of the shareholders. For these proxies, the company will collect the votes of the already registered proxies. To facilitate the proxies, the proxies do not need to fill out their ballots in the conference room.

Voting results at the end of the meeting agenda, Chairman of the meeting discuss. Shareholders attending the meeting in person and by proxy (the shareholders who did not indicate their intention to vote with a proxy, or not clearly specified a proxy has the right to consider and vote on behalf) are able to vote in the ballot that the officers of the Company have distributed and return them to the officials for the record with the shareholder proxy votes in advance to the directors of the Company; and the registered voting of proxies that the Company recorded as mentioned above. All votes will be submitted to the chairman at the conclusion of the meeting's agenda of those that agreed, disagree or abstained. For each agenda, uses the latest number of shares of the attendees.

Independent directors information to be presented to the proxy.

Name : **Mr. Watcharakiti Watcharothai**

Age : 56 Years

Address : 39, Soi Attakrawi 1, Khlongtan, Khlongtoey, Bangkok

Company Shareholding (%) : None

Stakeholders in the conference : None

Education : Bachelor Degree of Arts (Political Science), Kasetsart University

: Master Degree of M.P.A. (Master of Public Administration) Roosevelt University, IL U.S.A

: Honorary Doctorate Degree of Public Administration of theology, Ramkhamhaeng University.

: Master of Business Administration, honoris causa at the School of Management, Thongsook College.

Work experience

Period	Position	Company / Business Type
2013 - Present	Independent director / Chairman of the Audit Committee	Aqua Corporation Pcl.
2013 – March 2014	Chairman of the Board	General Engineering Pcl.
2007 – Present	Grand Chamberlain	Bureau of the Royal Household.
1999 - 2013	Director / Chairman of the Audit Committee	Aq Estate Pcl.

Qualified Independent Directors of Aqua Corporation Public Company Limited

(Intensity equal to the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand)

In the 2016 Annual General Meeting of Shareholders, the Company's independent directors must retire by rotation and propose to the Shareholders' Meeting the election of following directors to serve for another term. The directors of the Company are as follows.

Definition of independent director of the Company

1. Holding shares not to exceed 1% of the total shares with voting rights of the Company, its subsidiaries, affiliates or entities that may have a conflict. The holding includes shares held by related persons of the independent directors.
2. Taking no part in the management, and not being an employee, advisor earning regular salary or a person who has controlling power over the company, its parent company, subsidiary, affiliate or juristic entity that may be in conflict for at least 2 years prior to receiving the appointment.
3. Not being related by blood or legal registration such as being parent, spouse, sibling, daughter or son, including the spouse of his or her child who is company executive, major shareholder, person with controlling power over the Company or person nominated as executive or someone with controlling power over the Company or its subsidiary.
4. There are no or ever had business relations such as commercial transactions, as usual for business operation of renting or property for rent, transaction on assets or services or the giving or receiving of financial assistance, as well as any other similar company, parent company, subsidiary, affiliate or juristic person with a conflict in a manner that may obstruct the use of independent judgment.
5. Not being or never been an auditor of the company, parent company, subsidiary, affiliate or juristic person with a conflict and not as a major shareholder who is non-independent director, executive or managing partner of the audit firm, who is the auditor of the Company, parent company, its subsidiaries, affiliates or entities may have a conflict unless it is clear from the manner for not less than two years prior to his appointment.
6. Not being or never been providing any professional services, including legal advisor, or financial advisor which has been charged more than two million baht per year from the Company, its parent company, subsidiary, affiliate or juristic person who may have a conflict. In case of a professional service as juristic person, including a major shareholder, director who is non-independent directors, executive or managing partner of a professional service also, unless it is away from the manner at least for two years prior his appointment.
7. Not being a director appointed to represent a company's director, major shareholder or shareholder who is connected to the Company's major shareholders.
8. Not being a director appointed by the Company's Board of Directors to make decisions for a company, parent company, subsidiary, affiliate or juristic entity that may be in conflict.
9. In case of an independent director who served as an independent director of the parent company, its subsidiaries and affiliated subsidiary, the Company must disclose information about the position as such and total compensation that the independent director has received in the 56-1 and 56-2 forms.
10. There are no other characteristics that make it impossible to comment freely about the operations of the company.

Additional qualifications for independent directors who have been nominated

The presence / absence of stakeholders with the Company / major companies / subsidiaries / associates or entities that may have a conflict in the present or in the past two years.

The relationship in the following manner to the Company / major companies / subsidiaries / associates or entities that may have a conflict in the present or in the past two years	**The name has been proposed which qualifies as independent directors**
	Mrs. Podchanee Phaosavasdi
- A director who is involved in the administration, an employee or consultant who receives a regular salary.	-No-
- As a professional service provider (e.g. auditors, legal counsel).	-No-
- A significant business relationship that might cause or cannot act freely (i.e. buy / sell goods / products / services. Borrowing / lending) and specify the size of item (if any).	-No-