

No. AQUA-049/OTH-009/16

March 17, 2016

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2016

To: Shareholders of Aqua Corporation Public Company Limited

Enc: 1. Copy of minutes of the Annual General Meeting of Shareholders for the year 2015 (documents for Item 1).

Annual Report and the Fiscal Year 2015 (CD-ROM).
(Document for agenda 2 and 3).

3. Information of Directors who retire by rotation and who are presented to shareholders for election, re-election for another term. (Document for agenda 5).

4. Guidelines for proxy about how to register and the list of independent directors as proxies from shareholders in attendance, and voting.

5. Articles of Association of the Company relating to meeting of shareholders

6. Proxy Form B

7. Map of the place where meeting is held

NOTICE is hereby given by the Board of Directors of Aqua Corporation Public Company Limited "The Company" has resolved to convene the Annual General Meeting of Shareholders for the year 2016 which will be held on April 22, 2016 at 2 p.m. at Panorama 2 Room, Floor 14, The Emerald Hotel Bangkok, No. 99/1, Ratchadapisek Rd., Din-Daeng, Bangkok, to consider the following agenda.

Agenda 1. To approve the minutes of the Annual General Meeting of Shareholders for the year 2015 on April 23, 2015

Company's Annual General Meeting of Shareholders for the year 2015 on April 23, 2015 and prepared a report submitted to the Stock Exchange of Thailand and the Ministry of Commerce within a specified period and published on the website of the Company, www.aquacorp.co.th. The details delivered a copy of the minutes of the shareholders (as presented by number 1).

Opinion of the Board of Directors:

The Board of Directors has considered it appropriate to approve the minutes of the Annual General Meeting of Shareholders for the year 2015 on April 23, 2015 as proposed.

Agenda 2. To acknowledge the results of operations and annual reports of the Directors for the year 2015.

Principles and reasons:

Results of operations, including information of the Company for the year 2015 is contained in the Annual Report 2015 (as shown in enclosed 2) and an overview of the results of the operation.



Structure of Business at December 31, 2015

Data	AQUA AD	TCDC	EPCO	MANTRA	ENERGY
Shareholding	74.00%	96.13%	38.40%	100.00%	100.00%
Paid up capital	404 Million baht	169 Million baht	736 Million baht	10 Million baht	21 Million baht
Total Assets	594 Million baht	3,232 Million baht	2,579 Million baht	18.6 Million baht	21 Million baht
Total Revenues	318 Million baht	311 Million baht	890 Million baht	1.5 Million baht	- Million baht
Net Profit	49 Million baht	156 Million baht	247 Million baht	1.1 Million baht	(6) Million baht
Dividend per share	0.05 Baht	20 Baht	0.22 Baht	1 Baht	-

Group's Income Structure

	20	14	2015		Differe	nces
Revenue Type	Million	%	Million	%	Million	%
71	baht		baht		baht	
1. Revenue from media advertising : AQUA AD						
1.1 Revenue from advertising	255.32	33.07	258.56	34.52	3.24	1.27
1.2 Revenue from Pay Act of	53.60	6.94	54.77	7.31	1.17	2.18
1.3 Others income	4.25	0.55	4.80	0.64	0.55	12.94
Total	313.17	40.57	318.13	42.47	4.96	1.58
2. Revenue from warehouse : TCDC						
2.1 Revenue from Warehousing Business	96.11	12.45	248.60	33.19	152.49	158.66
2.2 Gain on revaluation of investment properties	243.40	31.53	46.95	6.27	(196.45)	(80.71)
2.3 Others income	0.57	0.77	15.73	2.10	15.16	-
Total	340.08	44.05	311.28	41.55	(28.80)	(8.47)
3. Share of profit of associates : EPCO	85.14	11.03	94.91	12.67	9.77	11.48
Total	85.14	11.03	94.91	12.67	9.77	11.48
4. Other Income :Company and MANTRA						
4.1 Bad debt recovery	3.00	0.39	3.29	0.44	0.29	9.67
4.2 Hire - purchase interest income	0.73	0.09	0.17	0.02	(0.56)	(76.71)
4.3 Interest income	22.95	2.97	29.49	2.60	(3.46)	(15.08)
4.4 Others	6.88	0.89	1.81	0.24	(5.07)	(73.69)
Total	33.56	4.35	24.76	3.31	(8.80)	(26.22)
Total Revenues	771.95	100.00	749.08	100.00	(22.87)	(2.96)
5. Expenses						
5.1 Cost of services	181.12	23.46	204.21	27.26	23.09	12.75
5.2 Selling expenses	16.46	2.13	14.08	1.88	(2.38)	(14.46)
5.3 Administrative expenses	90.06	11.67	106.69	14.24	16.63	18.47
5.4 Finance cost	43.37	5.62	94.92	12.67	51.55	118.86
6. Net Profit	362.98	47.02	304.69	40.68	(58.29)	(16.06)



	2014		2015		2014 2015 Difference		ences
Revenue Type	Million	%	Million	%	Million	%	
Revenue Type	baht		baht		baht		
7. Net Profit of the Company	284.24	36.82	285.17	38.07	0.93	0.33	

Net Profit full and allocate calculation from the shareholding of Aqua as follows:

Unit : Million Baht	Y 2	014	Y 2	015	Cha	nge
Net Profit	Full amount	Allocations	Full amount	Allocations	Full amount	Allocations
Aqua Ad – Billboard	38.28	28.33	49.40	36.56	11.12	8.23
TCDC – Warehouse*	232.52	160.44	155.76	149.73	(76.76)	(10.71)
EPCO	220.29	84.59	247.18	94.92	26.89	10.33
Total Net Profit	491.09	273.36	452.34	281.21	(38.75)	7.85

Remark (*) Decrease from warehouse main reasons are: (1) Year 2014 revaluation of a new warehouse completed in a year from cost to fair value. As a result, net profit Year 2015 decreased 135 million baht (2) to increase shareholding from 69.01% to 96.13% on September 29, 2015, making gains increased in proportion to the new shareholders (96.13%) total of 115. Million baht

Opinion of the Board of Directors:

The Board of Directors has agreed to report the results of operations, including information of the Company for the year 2015 to the meeting of shareholders.

The votes

This agenda must be approved with majority votes of the shareholders at the Meeting and entitled to vote.

Agenda 3. To approve the financial statements for the year ended December 31, 2015.

Principles and reasons:

According to Section 112 of Public Limited Companies Act B.E. 2535 which stipulates that the Board of Directors must provide a balance sheet and profit and loss account at the end of the fiscal year for the Company which are proposed to the shareholders at the Annual General Meeting for approval and which requires an auditor to audit the balance sheet and income statement and be completed prior to submission to the shareholders.

The Board of Directors has held the balance sheet and profit and loss account for the year 2015, which was approved by the Board of Directors, and audited and certified by an auditor contained in the Annual Report 2014 (as shown in enclosed 2).

Consolidated Statements of Financial Position

Unit : Million Baht	Y 2014	Y 2015	Change (%)
Cash and cash equivalents	189	1,341	609.52%
Trade accounts and other receivable - net	126	112	-11.11%
Investments in associates	652	651	-0.15%



Unit : Million Baht	Y 2014	Y 2015	Change (%)
Investment in property	2,666	3,113	16.77%
Property, plant and equipment - net	360	315	-12.50%
Total Assets	4,069	5,621	38.14%
Trade accounts and other payable	150	93	38.00%
Loans from financial institution	95	1,833	1,829.47%
Total Liabilities	599	2,234	272.95%
Paid - up capital	2,297	2,297	-
Revaluation surplus	313	313	-
Retained earnings	471	611	29.72%
Non – controlling interests	389	166	-57.33%
Shareholders' Equity	3,470	3,387	-2.39%

Summary of consolidated income statement

Unit : Million Baht	Y 2014	Y 2015	Change
Revenue from services	405	562	38.77%
Profit (loss) from changes in fair value of real estate	243	47	-80.66%
Interest income	25	23	-8.00%
Total revenue	687	654	-4.80%
Total expenses	288	325	12.85%
Share of profit from investments in associates	85	95	11.76%
Financial expenses	43	64	48.84%
Income (expenses), income tax	(78)	(55)	-29.49%
Net profit	363	305	-15.98%
Attributable to non-controlling interests	79	20	-74.68%
Net income for Aqua	284	285	0.35%

Opinion of the Board of Directors:

The Board of Directors has agreed to propose to the Annual General Meeting of Shareholders to approve the financial statements (which includes the statement of financial position and statement of comprehensive income) of the Company for the year ended December 31, 2015, which has been considered by the Audit Committee and audited and certified by an approved auditor.



Agenda 4. To consider the allocation of profits to the legal reserve and dividend payments for the fiscal year 2015.

Principles and reasons:

<u>Legal reserve</u>, according to Section 116 of Public Limited Companies Act B.E. 2535 and Article of Association item 37 which requires the Company to allocate part of its annual net profit reserve of not less than 5% of annual net profits less the accumulated losses brought forward (if any) until the reserve is not less than 10% of the share capital of the Company.

<u>Dividend Payment</u>, the Company has determined the dividend policy. The Company will pay a dividend of not less than 40% of net profit after tax and legal reserve each year which will be paid 2 times a year. However, the payment of dividends considers various factors related to the operation and management as well as financial strength, liquidity, expansion plans / schemes invested.

The results of the overall operation. The company has a net profit for the year 2015 and retained earnings from the prior year a total of 145.04 million baht and considers paying dividends to shareholders at the rate of 0.03 baht or 100% of the net profit after tax and legal reserves and accumulated losses. Comparison rate of dividends in the past following years.

Details of dividend paymen	t since 2013	compared to	2015
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Item	Year 2015	Year 2014	Year 2013
1. Profit to be allocated (million baht)	145.04	124.38	298.72
1.1 Net Profit (million baht)	108.94	124.38	298.72
1.2 Retained earnings (million baht)	36.10	-	-
2. Retained deficit as at end of year (million baht)	-	-	-
3. The legal reserve (million baht)	7.25	6.22	14.94
4. The calculation of dividend income (million baht)	137.79	118.16	276.83
5. Number of shares (million shares)	4,593	5,000	4,154.68
6. Dividend paid per share (baht / share)	0.03	0.016	0.027125025
7. Total dividend paid (million baht)	137.79	80	112.70
8. Dividend paid on profits item 4 (%)	100	67.70	40.71

The dividend payment for the year 2015 according to the Company's dividend policy.

Opinion of the Board of Directors:

The Board of Directors has agreed to the meeting of shareholders to approve the appropriation of net profit for the year 2015 and retained earnings from the prior year for the amount of legal reserve of 7,252,106 baht and approved the dividend of the amount of 137,790,000 baht. A dividend rate of 0.03 baht per share on May 3, 2016 by requiring the grant date of the shareholders ("Record Date") to receive dividends and to close the register of shares on May 4, 2016 to gather the names of shareholders under Section 225 of the Securities and Exchange Act. The dividends will be paid to shareholders on May 18, 2016 and will be paid upon approval of the Annual General Meeting of Shareholders for the year 2016.



Agenda 5. To consider and approve the appointment of the directors to replace those who are due to retire by rotation.

Principles and reasons:

According to Public Limited Companies Act B.E. 2535 and Article of Association item 37 which requires that at each Annual General Meeting of Shareholders one-third of directors must retire by rotation. If it cannot divide the list of Directors into three parts, then the number closest to one third of the Directors, and the Directors who retire by rotation may be selected to serve for a new position. In 2015, at the Annual General Meeting of Shareholders the three directors who are retiring this year are:

(1) Mr. Phonlasit Phumiwasana, Director, Executive Director and Directors authorized signatory.

(2) Mr. Mr. Grisada Jarreonkonkit, Director.

(3) Mrs. Podchanee Phaosavasdi, Director, Independent Director and Audit Committee, and Nomination

and Remuneration Committee.

Criteria and Nominating method

Approved by the Board Nomination and Remuneration Committee. The Company also provides an opportunity for shareholders to propose agenda, and the names of persons to be elected as directors at the Annual General Meeting of Shareholders for the year 2016, by inform shareholders know through the news of the Stock Exchange. And through the company's Web site. Or fill in the company prepared to send the Company directly. It appears that there is no nomination for the agenda or for persons to be elected as directors at the Annual General Meeting of Shareholders for the year 2016.

Opinion of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee will consider candidates with knowledge, understanding of the company's business, qualifications and not prohibited by law or regulations of regulatory agencies, public companies for presentation to the Board of Directors to be presented to the meeting of shareholders for election as directors. The Nomination and Remuneration Committee has agreed to nominate three persons to serve as directors for another term. The 3 directors are those who have knowledge, experience and abilities that benefit the company, as well as those they include ethics in the workplace. The detailed information of the Company which have been nominated to serve as a directors (as shown in enclosed 3) are as follows.

(1) Mr. Phonlasit Phumiwasana, Director, (Serve for another term)

(2) Mr. Grisada Jarreonkonkit, Director, (Serve for another term)

(3) Mrs. Podchanee Phaosavasdi, Director, (Serve for another term)

By considering the sequence of Directors (3), who are independent directors because that is what qualifies as consistent with the definition of the SEC, SET, and the Company (the definition of independent directors as shown in enclosure 4).



Opinion of the Board of Directors:

Board of Directors, the directors do not participate in the consideration and has determined to approve the proposal of the Nomination Committee and the Remuneration Committee who propose to the shareholders' meeting to appointment (1) Mr. Phonlasit Phumiwasana, (2) Mr. Grisada Jarreonkonkit (3) Mrs. Podchanee Phaosavasdi, of a Director for another term. The sequence of Directors (3) shall be independent directors as compliant with the definition of independent director of the SEC, SET, and the Company.

Agenda 6. To approve the remuneration of Directors and secretary of the Company for the year 2016.

Principles and reasons:

Company's remuneration policy of the Board of Directors and the company secretary consisting of the meeting fee, monthly remuneration, and bonus clearly and transparently.

Criteria for Consideration

The Nomination and Remuneration Committee has considered remuneration of Directors and the secretary of the Company by considering the suitability of this act, responsibility of the Board and secretary of the Company and results of operations of the Company.

Opinion of the Board and the Nomination and Remuneration Committee.

They have agreed to propose to the Annual General Meeting of Shareholders to approve the remuneration of the Board and secretary of the Company for the year 2016 in an amount not to exceed 3.8 million baht and approve the compensation rate as follows:

Position	Y2	Y2015		Y2016	
	Monthly	/meeting	Monthly	/meeting	
Chairman of the Board	50,000	8,000	50,000	8,000	
Chairman of the Audit Committee as the Board of Directors	30,000	8,000	30,000	8,000	
Directors / Audit Committee	20,000	8,000	20,000	8,000	
Secretary	-	8,000	-	8,000	
The year is not over	3,500,000		3,80	0,000	

The monthly remuneration in 2015 was paid only to non-executive directors. And the payment of compensation only to Board of Directors due to Directors who served on the Board Committees as independent directors on the board, including authorized for the Chairman to consider the allocation of appropriate remuneration, if a credit balance of the pay above.



Agenda 7. To approve the appointment of auditors and the auditor's fee for year 2016.

Principles and reasons:

According to Section 120 of Public Limited Companies Act B.E. 2535 and Article of Association item 35 which require the Annual General Meeting of Shareholders to appoint auditors and determine the audit fee of the Company every year. To appoint auditors who are able to appoint the original auditors, the auditor shall neither be a director, employee, subordinate nor a person with any position in the Company.

Opinion of the Audit Committee

The Audit Committee has reviewed the appropriateness of the amount of work and performance compared to the auditing of the auditor. Including considering the liberty, professional expertise, experience in auditing, adequate personnel, availability of the service to auditor for the Company, thus recommends to the Board to propose to the shareholders to appoint Miss Chaovana Viwapanachati, CPA No.4712 or Miss Wanpen Aunruen, CPA No.7750 or Miss Porntip Amornchailertpattana CPA no. 9589 of the company's Pitisevi Company Limited as the auditor of the Company. And remuneration of the auditors for the year 2016 in an amount not exceeding 1,120,000 baht (increased from the year 2015, representing 6.67%). And to authorize the Board of Directors to approve the audited financial statements that may occur during the year.

The company's Pitisevi Company Limited and auditors to be appointed as auditor of the company, they have to have no relation to and no interest in the Company / subsidiary / the executives / the major shareholders or any person related to such persons in a manner that affects the independent performance.

Opinion of the Directors

They have agreed to the Annual General Meeting of Shareholders to appoint Miss Chaovana Viwapanachati, CPA No.4712 or Miss Wanpen Aunruen, CPA No.7750 or Miss Porntip Amornchailertpattana CPA no. 9589 of the company's Pitisevi Company Limited as the auditor of the Company. And remuneration of the auditors for the year 2016 in an amount not exceeding 1,120,000 baht (increased from the year 2015, representing 6.67%). And to authorize the Board of Directors to approve the audited financial statements that may occur during the year.

Summary of Auditor

Year	Audit fee	Non-audit fee
2016	1,120,000 Baht	No more than 10 percent of the audit fee.
2015	1,050,000 Baht	10,695 Baht
2014	1,000,000 Baht	8,400 Baht

Non-audit fee consists of the traveling expenses of the audit staff.

Miss Chaovana Viwapanachati, CPA No.4712 or Miss Wanpen Aunruen, CPA No.7750 or Miss Porntip Amornchailertpattana CPA no. 9589 of the company's Pitisevi Company Limited was appointed as auditor of the Company from 2012 to 2016, the period of 5 years. Miss Chaovana Viwapanachati, CPA No.4712 as endorsed fiscal years 2012-2014, as well as the auditors of the subsidiaries and associates of the Company, as auditors under the audit with the external auditor of the company.



Agenda 8. To approve the reduction of registered capital of 203,500,000 baht from registered capital of 2,500,000,000

baht, the remaining capital of 2,296,500,000 baht to equal the paid-up registered capital of the Company.

Opinion of the Directors

The Board of Directors has agreed to the meeting of shareholders to approve the reduction of the registered capital of 203,500,000 baht from registered capital. 2,500,000,000 baht, the remaining capital of 2,296,500,000 baht, to equal the paid-up registered capital of the Company.

Therefore the capital to be reduce this time is the authorized capital approved by the Extraordinary General Meeting of Shareholders No. 2/2014 held on July 7, 2014 to increase the registered capital of Baht 422,658,419 at par value of 0.50 baht per share by issuing 845,316,838 ordinary shares to accommodate the private placement at a price of Baht 1 per share. Subsequently, the Board of Directors No. 8/2014 held on 29 July 2014 approved the allocation of such shares to the 8 investors and on November 26, 2014, five investors have made payment of 438,316,838 shares at one baht per share for a total of 438,316,838 baht and the three remaining investors has forfeited the right to buy shares. The total forfeited shares were 407,000,000 shares at 0.50 baht for a total of 203,500,000 baht.

Agenda 9. To approve the amendment of Clause 4 of the Company to comply with the capital reduction.

Opinion of the Directors

The Board of Directors has agreed to the meeting of shareholders to approve the amendment of the Company's memorandum of Association Clause 4 in compliance with the reduction of registered capital, as per the following details;

Clause 4. Registered capital

: 2,296,500,000 Baht (two thousand two hundred and ninety six million five hundred

thousand baht)

Divided into

: 4,593,000,000 Shares (four thousand five hundred ninety three million shares)

Par value of

: 0.50 Baht (Fifty Satang)

Divided to

Ordinary shares

: 4,593,000,000 Shares (four thousand five hundred ninety three million shares)

Preference shares

: - none -

And proposed to the Shareholders to assign the person to the Board of Directors. To register the amendment to the Department of Commerce. Ministry of Commerce The power of amendment wording or take any action in order to comply with the orders of the Registrar.

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Agenda 10. Other business (if any)

You are hereby invited to attend the meeting on the date, the time and at the place as mentioned above. Registration will be open from 12.00 p.m. to 2.00 p.m., Details on how to register as shown in the proxy statement, how to register is shown in enclosed 4).

In case a shareholder wishes to appoint a proxy to attend the meeting, this can be implemented and the details of how to register are shown in the proxy statement, how to register enclosure 4.

In case a shareholder wishes to authorize one of the Company's independent directors (the list of independent directors is shown in enclosure 4.) to be his/her proxy to attend and vote, please fill in details and sign the attachment to the Proxy Statement (Form B.) with stamp duty of 20 baht and send the proxy form and required documents to "Secretary Department, Aqua Corporation Public Company Limited, No. 121/68-69, R.S. Tower, Floor 21, Ratchadapisek Road, Din Daeng, Bangkok, 10400" at least 1 day in advance prior to the meeting date.

In case a shareholder wishes to receive the 2015 annual report of the Company in the form of documents, they can contact the "Secretary Department, Aqua Corporation Public Company Limited, No. 121/68-69, R.S. Tower, Floor 21, Ratchadapisek Road, Din Daeng, Bangkok, 10400. Tel: 0-26948804 Fax: 0-26948881. E-mail address: secretary.aqua@aquacorp.co.th"

The vote on each agenda of the Annual General Meeting of shareholders this time must be approved by a majority vote of the shareholders present at the meeting and who are entitled to vote.

The shareholders may view the notice of the Annual General Meeting of Shareholders for the year 2016 with the required documents on the Company's website, since March 22, 2016. If a shareholder wishes for further information or wishes to clarify any issues on the agenda presented this time please contact Mrs. Orathai Nateruang, Tel. 0-2694-8804.

The Board of Directors has determined the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2016 on March 15, 2016 as the date for shareholders to attend the meeting (Record Date) to attend the Annual General Meeting of Shareholders for the year 2016 will be gathered in accordance with Section 225 of the Securities Exchange Act B.E. 2535 (amended B.E. 2551) with the book closing suspending share transfer on March 16, 2016.

The Board of Directors of Aqua Corporation Public Company Limited, the Board of Directors has reviewed the above information in terms and conditions of delivery to shareholders simultaneously on disclosure of information as a director of the Company hereby certify that the above information is accurate and complete in all respects.

By resolution of the Board

Aqua Corporation Public Company Limited

(Mr. Chulasingh Vasantasingh)

Chairman of the Board