



## Rules for Proposing the Agenda for 2011 AGM and Nominating Candidates.

### To Be Elected as the Company's Director

In order to promote the good corporate governance practice relating to the equitable treatment of shareholders, Thai Tap Water Supply Public Company Limited (TTW) would like to invite shareholders to propose the agenda item, regarded as the useful contribution to the Company, in the 2011 Annual General Meeting and open up the opportunity for shareholders to propose qualified candidates to be elected as the Company Directors in advance by complying with the following rules and procedures.

#### 1. The character of shareholders who are entitled to propose the agenda item and/or nominate the Company's Director

Shareholders who would propose the agenda item and/or do a person to be elected as the Company Directors must have the following characters.

1.1 Being the shareholder of the company which can be either on shareholder or combined shareholders.

1.2 Holding the portion of share not less than 0.05% with the holding period for a year and must hold the share on the date proposing the agenda item and/or the name of director.

#### 2. Proposing shareholders meeting agenda

The condition of considering the proposed agenda to appoint as the meeting agenda

The matters which would not be appointed as the meeting agenda

2.1 The matters which are against the laws, rules and regulations of agencies or the Company supervising regulators or do not meet the company's objective and rules, shareholder resolution and the good corporate governance practice.

2.2 The matters are particularly the interest of a person or a group of person.

2.3 The matters are under the Company's Director authority except for the case which causes the significant damage to shareholders.

2.4 The matters are already done by the Company.

2.5 The matters are out of control from the Company.

2.6 The matters which shareholders render inadequate or incorrect details or could not be contacted.

2.7 The matters are proposed by shareholders who do not meet the qualifications based on No.1

### **3. Nominating the Company's Director**

**3.1 The information of a nominated person for the consideration is composed of**

- Name Surname , Age, Nationality
- Address
- Educational Background
- The training course about the director's mantle
- Work Experience
- The current position : Listed Company/ Limited Company/Other organizations
- Holding shares in the company and other related.
- Other useful details

### **3.2 The Director Qualification**

A nominated person to be considered as the company's director must have the following qualification

(1) Having the complete qualification and having no the forbidden characters according to

- Public Limited Companies ACT
- Securities and Exchange ACT
- The Securities and Exchange Commission
- The Stock Exchange of Thailand
- The company's rules
- The company's good corporate governance practice

(2) Having the knowledge, expertise and experience making the useful contribution to the company such as laws, accounting and finance or be the expert in other fields proving useful for the company.

(3) Be dedicated and devote extremely to his duty and responsibility.

(4) Age not above 72 years on the appointed date. If already appointed, he could take the position till out of term.

#### 4. Procedures/ Methods for consideration

##### 4.1 Proposing the meeting agenda

(1) At the beginning state, the company's secretary would gather/revise the information complying with the requirement and undertake the task in accordance with the company's procedures to propose the independent director and the company's board of director and then shareholders for the consideration.

(2) The matters, which are already considered by the company's board of director and then suitable, would be appointed in the meeting agenda stated in meeting documents by appointing as the meeting agenda specified by shareholders.

(3) The matters are not appointed by the company's director in the meeting agenda and then would be informed to shareholders for the meeting further.

##### 4.2 Nominating The Company's Director :

(1) At the beginning state, the company's secretary would revise the information's completeness and adequacy as well as the nominated person's qualification and undertake the task in accordance with the company's procedures to propose the nominating committee and the company's board of director for the further consideration.

(2) A person who is endorsed by the nominating committee and the company's board of director would be nominated in the director election-related agenda in correspond with the board of director's opinion in meeting documents by specifying as a person nominated by shareholders

(3) A person who is not endorsed by the nominating committee and the company's board of director would be informed to shareholders by the company further.

4.3 The company's board of director would consider the suitable matters proposed by shareholders. For the purpose that, the judgment of company's board of director would be regarded as the final decision.

#### 5. Documents

##### Shareholders would have to submit the following documents for the consideration

5.1 Shareholding documents such as certificates from Securities firms or documents from The Stock Exchange of Thailand or The Thailand Securities Depository Co., Ltd.

##### 5.2 Document for all shareholders in case of assembling to propose

(1) In case of being a person : Copy of Identification card or Passport (for a foreigner) along with the acceptance of correction

- (2) In case of being a juristic person : Copy of the certificate of juristic person and Copy of Identification card or Passport (for a foreigner) of the authorized director showing the signature and the acceptance of correction.

### 5.3 Documents for proposing the meeting agenda

(1) A form for proposing the meeting agenda. If shareholders assemble to propose the meeting agenda , they need to fill in **“A form for exercising the right about proposing the subject to appoint as the meeting agenda in 2011 Annual General Meeting”** and put their name as the evidence to be gathers as the single list by separating a form per a proposed agenda. For the purpose that, please fill in the person name assigned by all shareholder as the contact person. In this case, contacting between the company and an authorized person would be the same as doing with all shareholders putting the signature.

(2) Additional documents which would be useful for the company’s board of director’s consideration (if any) along with the acceptance of correction.

### 5.4 Documents for nominating a person to be considered as the company’s director

(1) A form for nominating a person to be the company’s director. If shareholders assemble to nominate a person to be the company’s director, they need to fill in **“A form for exercising the right about proposing the subject to appoint as the meeting agenda in 2011 Annual General Meeting”** and put their name as the evidence to be gathers as the single list by separating a form per a proposed director. For the purpose that, please fill in the person name assigned by all shareholder as the contact person. In this case, contacting between the company and an authorized person would be the same as doing with all shareholders putting the signature.

(2) A information form of a nominated person as the director with the acceptance of a nominated person

(3) Related documents along with the certified true copy by a nominated person such as transcript, work experience/training course, the company’s shareholding documents

(4) Additional Documents which would be useful for the director’s consideration (if any) along with the certified true copy

6. The contact channel

To make you comfortable, shareholders with the complete qualification are able to inform the company in advance unofficially via the following channel.

6.1 Inform unofficially at Fax 0-2420-6064 or Email Address: [ir@thaitap.com](mailto:ir@thaitap.com)

6.2 Submit the original documents and other evidences along with the written statement for the company's director consideration within 30<sup>th</sup> December 2011 to

Office of Managing Director  
Thai Tap Water Supply Company Limited  
30/130 Moo 12 Buddha Monthon 5 Road,  
Rai Khing, Sam Pran  
Nakhon Pathom 73210

6.3 Should you have any queries, please contact at Office of Managing Director tel 0-2811-7526, 0-2811-7528 or [ir@thaitap.com](mailto:ir@thaitap.com)

7. The submitting period : from 1 October to 30 December 2011



A form for exercising the right about proposing the subject to appoint as the meeting agenda  
in 2011 Annual General Meeting  
Thai Tap Water Supply Public Company Limited

Date .....

I (Mr./Mrs./Miss.)..... as a shareholder of Thai Tap Water Public Company Limited with the number of ..... shares.  
Address..... Road ..... District  
..... City ..... Province  
..... Postcode ..... Tel (Home/Office) .....  
(Mobile) ..... Fax .....E-mail .....

I desire to propose the meeting agenda for 2011 Annual General Meeting as follows

Subject:.....  
.....

Objective/Reason: .....  
.....  
.....  
.....

Details/Additional Documents (If any) with the certified true copy in all pages with the number of  
..... Copies.

[In case of shareholders assemble to propose the agenda complying with 5.3 (1)]

I assign ((Mr./Mrs./Miss.)..... as a  
authorized person to contact with the company instead of myself

I certify the statement in a form for proposing the subject as the meeting agenda along  
with other documents and evidences are all correct.

Signature..... Shareholder  
(.....)



A form for exercising the right about a nominated person  
to be considered as the company's director  
in 2011 Annual General Meeting  
Thai Tap Water Supply Public Company Limited

Date .....

I (Mr./Mrs./Miss.)..... as a shareholder of Thai Tap Water Public Company Limited with the number of ..... shares.  
Address..... Road ..... District  
..... City ..... Province  
..... Postcode ..... Tel (Home/Office) .....  
(Mobile) ..... Fax ..... E-mail .....

I desire to propose the meeting agenda for 2011 Annual General Meeting as follows

I would like to propose (Mr./Mrs./Miss.).....to be taken into the consideration as the company's director in 2011 Annual General Meeting. For the purpose that, the nominated person meets all requirements and does not have the forbidden characters according to the company's rules. Also, I have permitted evidences of a nominated person along with the information, supplementary documents and the certified true copy with..... copies to consider the qualification in accordance with the company requirement

[In case of shareholders assemble to propose the agenda complying with 5.4 (1)]

I assign ((Mr./Mrs./Miss.)..... as a authorized person to contact with the company instead of myself

I certify the statement in a form for proposing the subject as the meeting agenda along with other documents and evidences are all correct.

Signature ..... Shareholder  
(.....)



A form of a nominated person to be considered as the company's director  
in 2011 Annual General Meeting  
Thai Tap Water Supply Public Company Limited



Name/Surname

(Thai) .....

(Eng) .....

Date of Birth (dd/mm/yy)..... Age ..... Sex .....

Nationality.....Current Address No. .... Road ..... District

..... City ..... Province .....

Postcode ..... Tel (Home/Office) ..... Fax .....

E-mail .....

Shareholding Thai tap Water Supply Public Company Limited as of..... with the number of.....shares

Married Status

Spouse's name ..... holding shares with the number of..... shares

No. of Child ..... Name

1 ..... Age ..... with the number of ..... Shares.

2 ..... Age ..... with the number of ..... Shares.

3..... Age ..... with the number of ..... Shares.

Educational Background (Please enclose transcript)

Institution	Qualification/Major	Year
.....	.....	.....
.....	.....	.....
.....	.....	.....



The Training course

Course	Institution/Organization	Year
.....	.....	.....
.....	.....	.....
.....	.....	.....

Work Experience/Taking the director position till the present

Organization	Business Type	Position	Period
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

Having the direct and indirect interest in the company, subsidiary companies, and related companies like holding shares, being a partner or the company's director in companies which have the same business operation and compete with the company (Please specify the details)

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I (Mr./Mrs./Miss.).....a nominated person are willing to be taken into consideration for taking the company's director and would like to certify all details shown in a information form and submitted documents are correct, complete and true.

Signature ..... A nominated Person  
(.....)  
Date .....