

Ref.EW010/159/12

29th March 2012

To : President, the Stock Exchange of Thailand

Subject: Resolution of the 2011 Annual General Shareholders' Meeting

Eastern Water Resources Development and Management Public Company Limited held the 2011 Annual General Shareholders' Meeting on 29th March 2012, at 13.30 hours, at Jupiter Room, 3rd Floor, the Miracle Grand Convention Hotel, as mentioned in the invitation letter. The quorum for the Shareholders' Meeting consisted of 362 shareholders attending the meeting representing 1,361,375,729 shares or 81.827 % of all paid-up ordinary shares. The Shareholders had considered and made the resolutions as follows:

1. To inform the meeting.

Resolution: The meeting resolved to acknowledge the information from Chairman of the Meeting.

2. To acknowledge the Minutes of the 2010 Annual General Shareholders' Meeting.

Resolution: The meeting resolved to acknowledge the Minutes of the 2010 Annual General Meeting of Shareholders.

3. To acknowledge the Board of Directors' report on the 2011 Company's Performance.

Resolution: The meeting resolved to acknowledge the Board of Directors' report on the 2011 Company's Performance.

4. To consider and approve the amendment of the Company's Articles of Association: Article 40; Article 52; Article 53; Article 54 and Article 59.

Resolution: The meeting approved the amendment of the Company's Articles of Association: Article 40; Article 52; Article 53; Article 54 and Article 59 as follows:

Articles of Association (Current)	Articles of Association (Amendment)
<p>Article 40: The matters to be considered at the Annual General Meeting are:</p> <p>(1) Acknowledge the report of the Board of Directors regarding the business operations of the Company in the past year.</p> <p>(2) Consider and approve the Balance Sheets.</p> <p>(3) Consider and allocate profits.</p> <p>(4) Vote directors to replace those resigned at the end of the term.</p> <p>(5) Nominate auditor.</p> <p>(6) Others.</p>	<p>Article 40: The matters to be considered at the Annual General Meeting are:</p> <p>(1) Acknowledge the report of the Board of Directors regarding the business operations of the Company in the past year.</p> <p>(2) Consider and approve the Statement of Financial Position.</p> <p>(3) Consider and allocate profits.</p> <p>(4) Vote directors to replace those resigned at the end of the term.</p> <p>(5) Nominate auditor.</p> <p>(6) Others.</p>
<p>Article 52: The Board of Directors shall prepare a balance sheet and a profit and loss account at least once during each twelve month period which is an accounting year of that company.</p>	<p>Article 52: The Board of Directors shall prepare a Statement of Financial Position and a profit and loss account at least once during each twelve month period which is an accounting year of that company.</p>
<p>Article 53: The Board of Directors shall prepare the balance sheet and the profit and loss account as of the last day of the accounting year of the company for submission to the meeting of shareholders for approval at the annual ordinary meeting. And The Board of Directors shall have the balance sheet and the profit and loss account examined by an auditor prior to submission to the meeting of shareholders.</p>	<p>Article 53: The Board of Directors shall prepare the Statement of Financial Position and the profit and loss account as of the last day of the accounting year of the company for submission to the meeting of shareholders for approval at the annual ordinary meeting. And The Board of Directors shall have the Statement of Financial Position and the profit and loss account examined by an auditor prior to submission to the meeting of shareholders.</p>
<p>Article 54: The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for Annual General Meeting:</p> <p>(1) copies of the balance sheet and the profit and loss account which have been examined by the auditor together with the audit report of the auditor;</p> <p>(2) the annual report of the board of directors and supplementary documents.</p>	<p>Article 54: The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for Annual General Meeting:</p> <p>(1) copies of the Statement of Financial Position and the profit and loss account which have been examined by the auditor together with the audit report of the auditor;</p> <p>(2) the annual report of the board of directors and supplementary documents.</p>

Articles of Association (Current)	Articles of Association (Amendment)
<p>Article 59: The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.</p>	<p>Article 59: The auditor has the duty to attend every meeting of shareholders at which the Statement of Financial Position, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.</p>

The meeting, by more than three-fourth of the total number of votes of the Shareholders attending the meeting and having the right to vote, approved this agenda with the voting comprising

approval	1,438,361,082	votes, or	100.0000 %
disapproval	0	votes, or	0.0000 %
abstention	0	votes, or	0.0000 %

5. To consider and approve the Statement of Financial Position and Income Statements for the year ended (1st January – 31st December 2011).

Resolution: The meeting resolved to approve the Statement of Financial Position and Income Statements for the year ended (1st January – 31st December 2011), with the voting comprising

approval	1,438,326,082	votes, or	99.9975 %
disapproval	0	votes, or	0.0000 %
abstention	35,000	votes, or	0.0024 %

6. To consider and approve the appointment of the auditor of the Company and the auditor's remuneration for year 2012.

Resolution: The meeting approved to appoint the auditor of the Company and the auditor's remuneration for year 2012 as follows:

1. The appointment of Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977 or Mr. Sudwin Panyawongkhanti Certified Public Accountant (Thailand) No. 3534 or Mr. Prasit Yuengsrikul Certified Public Accountant (Thailand) No. 4174 of PricewaterhouseCoopers ABAS Limited (PWC) to be appointed as the Company's auditors, anyone being authorized to conduct the audit and express an opinion on the financial statements of the Company.

2. To approve the auditor fee for the Company's Financial Statements for the year 2012 of 890,000 Baht and the other expenses in accordance with the cost of actual cost not exceed 2 percent of the audit fees.

The meeting approved this agenda with the voting comprising

approval	1,438,351,082 votes, or	99.9993 %
disapproval	0 votes, or	0.0000 %
abstention	10,000 votes, or	0.0006 %

7. To consider and approve the net profit allocation and dividend payment.

Resolution: The meeting approved the dividend payment for the second-half-year operations of 2011 at the rate of 0.30 Baht per share, and acknowledged the interim dividend for the first-half-year operations of 2011 was 0.12 Baht per share from retained earning profit (The interim dividend was paid on 20th September 2010); therefore, in 2011, the dividend payment will be equivalent to 0.42 Baht per share and determined the date to list shareholders who are entitled to receive dividend on 10th April 2012, and list shareholders' names according to Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E. 2551) by closing the shareholders' registration book on 11th April 2012. The dividend payment date will be on 24th April 2012, with voting comprising

approval	1,438,336,082 votes, or	99.9982 %
disapproval	0 votes, or	0.0000 %
abstention	25,000 votes, or	0.0017 %

8. To appoint new directors in replacement of those who are due to retire by rotation.

According to the Company's Articles of Association, at the Annual General Shareholders' Meeting, directors whose names appear below shall retire by rotation:

- | | | | |
|----|---------------|------------------|--|
| 1. | Mr. Charnchai | Soontharamut | |
| 2. | Mr. Somchai | Choomrat | |
| 3. | Mrs. Arunee | Arkaraprasertkul | |
| 4. | Mrs. Monta | Pranootnorapal | retired on 11 th January 2012 |

Resolution: 1. The meeting reelected the 3 retiring directors to be the directors for another term, namely:

- 1.1 Mr. Charnchai Soontharamut, with the following votes:

approval	1,438,323,082 votes, or	99.9973 %
disapproval	0 votes, or	0.0000 %
abstention	38,000 votes, or	0.0026 %

1.2 Mr. Somchai Choomrat, with the following votes:

approval	1,438,323,062	votes, or	99.9973 %
disapproval	20	votes, or	0.0000 %
abstention	38,000	votes, or	0.0026 %

1.3 Mrs. Arunee Arkaraprasertkul, with the following votes:

approval	1,438,323,082	votes, or	99.9973 %
disapproval	0	votes, or	0.0000 %
abstention	38,000	votes, or	0.0026 %

2. The meeting appointed Mrs. Namphon Rassadanukul to be a new director in place of Mrs. Monta Pranootnorapal, with voting comprising

approval	1,438,267,722	votes, or	99.9935 %
disapproval	5,360	votes, or	0.0003 %
abstention	88,000	votes, or	0.0061 %

Thus, the Board of Directors consists of 11 persons whose names appear below

1. Mr. Charnchai	Soontharamut	Chairman/Independent Director
2. Mr. Somchai	Choomrat	Director
3. Mr. Poonsak	Pranootnaraparn	Independent Director
4. Mr. Rungson	Sriworasat	Independent Director
5. Mr. Vichian	Udomratanasilpa	Director
6. Pol.Gen.Wutthi	Phuawade	Independent Director
7. Mrs. Arunee	Arkaraprasertkul	Independent Director
8. Mr.Permsak	Rattana-ubon	Director
9. Miss Narinee	Talomsin	Director
10. Mr.Praphant	Asava-aree	Director and President &CEO
11. Mrs. Namphon	Rassadanukul	Director

9. To consider and approve the remuneration and the benefit of the Directors of the Company for 2012 (from 1st January 2012 – 31st December 2012).

Resolution: The meeting approved the remuneration of Directors according to their responsibility as follows:

1. Remuneration of the directors for the year 2012.

The monthly remuneration shall remain at the amount of 40,000 Baht per person, which one portion is provided for meeting allowance and three portions for monthly remuneration. The Chairman shall additionally receive 25% of the remuneration. If more than 1 meeting is held per month, the allowance shall not be given more than 1 meeting.

2. Remuneration of the sub-committees for the year 2012.

2.1 The Audit Committee: Each member shall receive meeting allowance of 20,000 Baht per attended meeting.

2.2 Other Sub Committee: Each member shall receive meeting allowance of 10,000 Baht per attended meeting.

3. Bonus for the Board of Directors for 2011.

Bonus for the year 2011 for the Board of Directors shall be increased at the amount of 486,066 Baht per person. However, the calculation of bonus shall be based on the maturity of position holding. Whereby Chairman will receive bonus 25% increased respectively from the Board of Directors' account.

The meeting approved this agenda with the voting comprising

approval	1,431,989,412	votes, or	99.5570 %
disapproval	6,335,330	votes, or	0.4404 %
abstention	36,340	votes, or	0.0025 %

10. Other business (if any)

There was no other business being raised up into discussion; the meeting then, adjourned at 15.30 hours.

Please kindly be informed accordingly.

Yours sincerely,



Mr. Praphant Asava-aree

President & CEO