

(Translation)

Eastern Water Resources Development and Management Public Company Limited
Minutes of the 2006 Annual General Shareholders' Meeting

The Meeting was held on January 26, 2007 at 14.00 hours at the Tulip Room, Rama Gardens Hotel, No.9/9 Vipavadeerangsit Road, Kwaeng Taladbangken, Khet Laksi, Bangkok 10210.

There were 4 persons of Board of Directors attended the meeting namely :

- | | | | |
|----|----------------|----------------|---|
| 1. | Mr. Borwornsak | Uwanno | Director and Chairman of Audit Committee |
| 2. | Mr. Prasert | Chuaphanich | Director |
| 3. | Mr. Somchai | Boonnamsiri | Director and The Nomination and
Remuneration Committee |
| 4. | Mr. Wanchai | Lawatanatrakul | Director and President & CEO |

Mr. Borwornsak Uwanno, Chairman stated that there were 60 shareholders attending the meeting in person or by proxy representing 1,118,994,625 shares or 84.51% thus constituting a quorum. In accordance with the Articles of Association, he declared the shareholders to make their votes in the given forms after presenting each agenda, and give the votes to the attendants. The summary result of agendas' votes would be shown before the meeting adjournment. He then declared the meeting duly commence to consider the agenda as follows:

1. To adopt the Minutes of the 2005 Annual General Shareholders' Meeting.

Resolution: Upon a motion duly made, seconded and carried, the minutes was adopted by

approval	1,118,994,625	votes, or	100.00 %
disapproval	-	votes, or	0.00 %
abstention	-	votes, or	0.00 %

2. To consider the Board of Directors' report on the 2006 Company's Performance.

The Meeting should consider and acknowledge the report on the 2006 Company's performance.

In 2006, The company and its subsidiary gained Million baht 2,400.94 of total revenue. The increased revenue was Million baht 307.37 from 2005 or 14.69% due to the 5% growth rate of raw water consumption in industrial and domestic sector, revenue from tap water business, Leakage control project and efficient cost control to the budget. As a result, net profit was Million baht 507.81, increase Million baht 7.76 or 1.56% as summary of performance belows :-

1. Water sales volume (mcm.)	
1.1 Raw Water	199.36
1.2 Tap Water Services	<u>26.53</u>
Total	<u>225.89</u>
2. Revenue from raw water and related business (Mb)	2,400.93
3. Operating Expenses (Mb)	1,617.75
(not included interest expense 93.19)	
4. Corporate Income Tax (Mb)	227.34
5. Net Profit (Mb)	507.81

This year the water resource situation was less severe. The large amount of rainfall throughout the year resulted in the main reservoir filling to 90% capacity. The company installed raw water pipeline from other water resources such as Bangpakong River, Rayong River, and Prasae Reservoir, led to confidence that the company would have sufficient water resources to meet current needs, including water demand from the implementation of the Petrochemical Project, Phase 3, in Rayong Province and urban development in support of the Suvarnabhumi International Airport. However, the investment of the Raw Water Pipeline Installation Project which was exceeding 4,000 million Baht, in order to solve water scarcity crisis last year and protect the economics and Industry impact in Rayong and Chonburi Province, resulted to a breaching Net Debt to EBITDA ratio as of September 30, 2006 at 4.6 times, as compared to the debenture's covenant at 4.5 times which the Bondholder's meeting on January 12, 2007 resolved that waiver on the breaching ratio was granted and no default under the bond's covenant.

Regarding to the changing environment, the Board of Directors has revised its vision and mission in 2007 - 2009. The emphasis now is on specializing of water development and management and resolving problems efficiently and effectively to ensure the stability of the water distribution systems in our service area. The company has also initiated a Corporate Value program to be used as a guideline for business operations within society, with consideration also given to the environment, as well as to strive for the sustainable use of water resources.

Not only to optimize benefit to all stakeholders, but the company also emphasize on developing its business administration based on the concepts of risk management and good corporate governance. As a result the company was presented the award for the Best Corporate Governance Report 2006 by the Securities and Exchange Commission. Moreover, TRIS Rating Company granted a credit rating of A+ to the company and its stable outlook reflects the company's strong position in terms of a high and increasing demand for water, as well as the low risks of its business operations.

Resolution: Upon a motion duly made, seconded and carried, the report was acknowledged by

approval	1,118,994,625	votes, or	100.00 %
disapproval	-	votes, or	0.00 %
abstention	-	votes, or	0.00 %

3. To acknowledge the report of the Audit Committee for the year 2006

The Meeting should acknowledge the Audit Committee's report.

In the 2006 fiscal year, the Audit Committee held four meetings with the management of the company and its subsidiaries, internal auditors and external auditors to discuss various issues to be presented to the Board of Directors. Inquiries were made and explanations were satisfactorily given. Details of the meetings and the Committee's recommendations are given below.

1. The interim financial statements and the 2006 financial statements have been reviewed and verified. Having inquired the company auditors and external auditors and having received explanations from management, the Audit Committee is of an opinion that the financial statements are valid and their material contents are in line with Thailand's generally accepted accounting principles. In addition, all connected transactions have been duly disclosed with adequate details.
2. The risk-based internal audit plan for the fiscal year 2007 has been reviewed, verified and approved. Support has been given to the Internal Audit Department to achieve improved efficiency through capacity building and professionalism of the personnel, consistent internal control systems, and application of appropriate information technology systems.
3. The efficiency and the effectiveness of the company's internal control systems have been appraised, including their compliance with obligations to third parties and relevant requirements and laws by the company and its seven subsidiary companies. In this regard, the Audit Committee is of the opinion that internal control systems of the company and its subsidiaries are adequate and appropriate for their business operations. No significant issue has been found in terms of failure to comply with relevant obligations, requirements and laws.

The Audit Committee has also monitored the development of several operational systems that will improve the Group's internal control. In the 2006 fiscal year, the Audit Committee resolved the following important matters.

- A) The company and its subsidiaries shall give importance to risk management and the management should review this issue on a quarterly basis.
 - B) The company shall closely monitor its cash flow and consider contingency financial plans to provide for unpredictable investments
 - C) The company's subsidiaries shall consider making improvements to increase efficiency in collecting payment from overdue debts and to formulate a policy to make appropriate provisions for allowance of bad debts and doubtful accounts.
 - D) The company shall consider making improvements in the operations and capital restructuring of its subsidiaries to increase their efficiency and profitability. The Audit Committee places strong emphasis on improvement of the internal control systems by the management in order to always be efficient and appropriate to the business environment.
4. Promote and support the company's business operations to be consistent with the Principles of Good Corporate Governance of a Listed Company for 2006 under the Notification of the Securities Exchange of Thailand to ensure continued development of good corporate governance.

Resolution : Upon a motion duly made, seconded and carried, the report was acknowledged by

approval	1,118,994,625	votes, or	100.00 %
disapproval	-	votes, or	0.00 %
abstention	-	votes, or	0.00 %

4. To consider and approve the Balance Sheet and Income Statements for the year ended 30 September 2006.

Resolution: Upon a motion duly made, seconded and carried, the Balance Sheet and Income Statements for the year ended 30 September 2006, which have been audited by the Auditor, were approved as below:

approval	1,118,994,625	votes, or	100.00 %
disapproval	-	votes, or	0.00 %
abstention	-	votes, or	0.00 %

5. To consider and approve the appropriation annual profit allocation.

Resolution: Upon a motion duly made, seconded and carried, it was resolved that the 2006 net profit was appropriated as the legal reserve of Baht 166,500,000 according to the Public Company Act B.E 2535 and as the dividend payment of Baht 0.25 per share to the Company's shareholders whose names appeared on the Registration Book on 12th February 2007, and the payment will be made on 26th February 2007. The resolution was adopted by

approval	1,118,994,625	votes, or	100.00 %
disapproval	-	votes, or	0.00 %
abstention	-	votes, or	0.00 %

6. To approve the Director's remuneration for the year 2007.

Resolution : Upon a motion duly made, seconded and carried, the director's remuneration was granted as below:

1. To maintain Board of Directors' and the sub-committee's monthly remuneration as granted in year 2006. However the remuneration of the Board of Directors which is equal to Baht 43,800 per person per month will be paid $\frac{1}{4}$ of the monthly remuneration in term of director's fee and another $\frac{3}{4}$ in term of monthly salary.
2. To maintain bonus of directors and advisories to the board granted in year 2005 which is equal to Baht 460,000 per person.
3. Regard to above 1 and 2 statements, whilst the remuneration and bonus of chairman and vice chairman would be increased by 25% and 12.5% of the above mentioned respectively. The bonus rate will be proportioned by the duration of the board's occupation in year 2006.

approval	1,118,888,171	votes, or	99.99 %
disapproval	101,000	votes, or	0.01 %
abstention	5,454.	votes, or	0.00 %

7. To consider appointment of new Board of Directors

Resolution: On 28th December 2006, the Board of Directors acknowledged the resignation of being board's member and chairman from Mr. Sujarit Patchimnun. and on 25th January 2007, the Board of Directors acknowledged the resignation of being board's members from Mr. Anucha Mokkhavesa and Mr. Somnuk Kyavatanakij.

According to the Company's Articles of Association, at the Annual Ordinary Shareholders' Meeting, 1/3 of directors whose names appear below shall retire.

1. M.R. Tongnoi Tongyai
2. Pol. Gen. Visut Kittivatana
3. Mr. Prasert Chuaphanich
4. Mr. Uthai Juntima

Therefore, the four remaining directors are below the number of board's member as mentioned in the Articles of Association, which affected to invalid status of the board's members' element. Thus, the company proposed to revise the agenda to consider appointment of new Board of Directors.

Therefore, upon a motion duly made, seconded and carried, it was resolved to appoint the new Board of Directors whose names appear below:

1. Pol .It.Gen. Jaruk Saengtaweeep Chairman
2. Mr. Rungsun Sriworrasart Vice Chairman
3. Lt. Gen. Chayuth Suwanamas Director
4. Mr. Borwornsak Uwanno Director
5. Mr. Praphant Asava-aree Director
6. Mr. Chavalit Sarun Director
7. Mr. Uthai Juntima Director
8. Mr. Anucha Mokkhavesa Director
9. Mr. Somchai Boonnamsiri Director
10. Mr. Somnuk Kyavatanakij Director
11. Mr. Wanchai Lawatanatrakul Director and President & CEO.

approval	1,097,816,325	votes, or 98.11 %
disapproval	7,150,000	votes, or 0.64 %
abstention	14,028,300	votes, or 1.25 %

8. To consider appointment of Directors who are authorized to sign in binding the Company.

Resolution : Upon a motion duly made, seconded and carried, it was resolved the power of the Directors that

(1) Pol. Lt. Gen. Jaruk Saengtaweeep can jointly sign with either Mr. Wanchai Lawatanatrakul, or Mr. Chavalit Sarun or Mr. Praphant Asava-aree, totaling two persons and affix the company's

seal.

(2) Mr. Wanchai Lawatanatrakul can jointly sign with either Mr. Chavalit Sarun or Mr. Praphant Asava-aree, totaling two persons and affix the company's seal.

(3) Except for the case that the company has to contact with civil services, state organization and the opening of company's account with the Bank, Mr.Wanchai Lawatanatrakul can sign and affix the company's seal.

approval	1,110,983,025	votes, or	99.28 %
disapproval	7,130,000	votes, or	0.64 %
abstention	881,600	votes, or	0.08 %

9. To appoint the external auditors and fix their remuneration for the year 2007.

Resolution : Upon a motion duly made, seconded and carried, it was resolved that either Mrs. Saifon Inkaew C.P.A. License No.4434, or Ms. Ratana Jala C.P.A. License No.3734, or Mr. Narong Puntwong C.P.A. License No.3315 of Ernst & Young Office Limited are appointed as the auditors of the company for the fiscal year 2007, anyone being authorized to conduct the audit and express an opinion on the annual financial statements of the Company, with the remuneration of Baht 792,000 per annum by

approval	1,118,994,625	votes, or	100.00 %
disapproval	-	votes, or	0.00 %
abstention	-	votes, or	0.00 %

10. Other business (if any)

There was no other business being raised up into discussion.

The meeting adjourned at 16.30 hours.

Certified Correct

(Borwornsak Uwanno)

Chairman of the meeting

Certified Correct

(Wanchai Lawatanatrakul)

President & CEO