

Ref. EW 01/6248

24 January 2008

Dear President, the Stock Exchange of Thailand  
Subject: Resolution of the 2007 Annual General Shareholders' Meeting.

**Eastern Water Resources Development and Management Public Company Limited** held the 2007 Annual General Shareholders' Meeting on 24 January 2008, at 14.00 hours, at the Pimarnman room, The Four Seasons Hotel, as mentioned in the invitation letter. The quorum for the Shareholders' Meeting consisted of 226 shareholders attending the meeting representing 1,434,834,900 shares or 86.24 % of all paid-up ordinary shares. The Shareholders had considered and made the resolutions as follows:

1. To adopt the Minutes of the 2006 Annual General Shareholders' Meeting.

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

approval	1,433,615,660	votes, or	99.92%
disapproval	10,000	votes, or	0.00 %
abstention	1,209,240	votes, or	0.08%

2. To consider the Board of Directors' report on the 2007 Company's Performance.

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

approval	1,433,440,120	votes, or	99.90%
disapproval	166,540	votes, or	0.01%
abstention	1,228,240	votes, or	0.09 %

**3. To acknowledge the report of the Audit Committee for the year 2007.**

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

approval	1,434,806,300	votes, or	100.00 %
disapproval	18,400	votes, or	0.00 %
abstention	10,200	votes, or	0.00 %

**4. To consider and approve the Balance Sheet and Income Statements for the year ended 30 September 2007.**

**Resolution:** Upon a motion duly made, seconded and carried, the Balance Sheet and Income Statements for the year ended 30 September 2007, which have been audited by the Auditor, were approved as below:

approval	1,434,686,000	votes, or	99.99 %
disapproval	103,400	votes, or	0.00 %
abstention	45,500	votes, or	0.00 %

**5. To consider and approve the appropriation annual profit allocation, and dividend payment.**

**Resolution:** Upon a motion duly made, seconded and carried, it was resolved that the 2007 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 8 February 2008, and the payment will be made on 22 February 2008. The resolution was adopted by

approval	1,434,794,893	votes, or	100.00 %
disapproval	39,007	votes, or	0.00 %
abstention	1,000	votes, or	0.00 %

**6. To approve the amendment to Article 50 of the Articles of Association of the Company to change the Company accounting period to be ending 31 December of the Calendar Year.**

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

approval	1,434,196,500	votes, or	99.96 %
disapproval	8,400	votes, or	0.00 %
abstention	630,000	votes, or	0.04 %

**7. To appoint the external auditors and fix their remuneration for the year 2008 and 2009.**

**Resolution :** Upon a motion duly made, seconded and carried, the external auditors and their remuneration for the year 2008 and 2009 was granted as below:

1. Mrs. Saifon Inkaew C.P.A. License No.4434, or Ms. Ratana Jala C.P.A. License No.3734, or Ms. Kamontip Lertwitworathep C.P.A. License No.4377 of Ernst & Young Office Limited are appointed as the auditors of the company for the fiscal year 2008, anyone being authorized to conduct the audit and express an opinion on the annual financial statements of the Company,
2. The Company's remuneration of Baht 1,218,000 and Baht 1,110,000 for 2008 and 2009 respectively.

approval	1,433,481,200	votes, or	99.91 %
disapproval	1,318,400	votes, or	0.09 %
abstention	35,300	votes, or	0.00 %

**8. To consider and approve the reduction of Company's registered share capital by canceling the ordinary shares to facilitate warrants, due to theirs expiration.**

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

approval	1,434,825,500	votes, or	100.00 %
disapproval	9,400	votes, or	0.00 %
abstention	-	votes, or	0.00 %

**9. To consider and approve the amendment to Article 4 of the Memorandum of Association of the Company to reflect the reduction in registered capital in agenda 8.**

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

approval	1,434,825,500	votes, or	100.00 %
disapproval	9,400	votes, or	0.00 %
abstention	-	votes, or	0.00 %

**10. To approve the Director's remuneration for the year 2008.**

**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 Advisors to the Board of Directors' monthly remuneration as granted in year 2006 which is equal to Baht 43,800 per person per month.
2. To decrease bonus of Directors and Advisors to the Board of Directors from 460,000 Baht per person to 420,000 Baht per person.
3. Regarding to above 1 and 2 statements, 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 2007.

approval	1,434,385,870	votes, or	99.97 %
disapproval	432,830	votes, or	0.03 %
abstention	16,200	votes, or	0.00 %

#### **11. To consider the appointment of Directors**

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

1. Mr. Rungson Sriworasat
2. Mr. Uthai Juntima
3. Mr. Somchai Boonnamsiri
4. Mr. Phphant Asava-aree

Upon a motion duly made, seconded and carried, it was resolved the candidates who are appointed to replace the retiring directors that

1. Mrs. Monta Pranootnorpai
 

approval	1,333,089,870	votes, or	92.91 %
disapproval	84,975,030	votes, or	5.92 %
abstention	16,770,000	votes, or	1.17 %
2. Gen.Sujate Wattanasook
 

approval	1,297,766,465	votes, or	90.45 %
disapproval	119,879,380	votes, or	8.35 %
abstention	17,189,055	votes, or	1.20 %

3.	Mr. Siva Sangmanee			
	approval	1,284,158,320	votes, or	89.50 %
	disapproval	133,547,780	votes, or	9.31 %
	abstention	17,128,800	votes, or	1.19 %
4.	Mr. Rasda Pongpaew			
	approval	1,276,934,340	votes, or	89.00 %
	disapproval	66,156,300	votes, or	4.61 %
	abstention	91,744,260	votes, or	6.39 %

Whilst, the qualification of the elected directors will be justified to be complied with related rules and regulations, including to reaffirm there is no conflict of interest.

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

1.	Pol .Lt.Gen. Jaruk	Saengtawee	Chairman
2.	Mr. Anucha	Mokkhavesa	Vice Chairman
3.	Mr. Borwornsak	Uwanno	Director
4.	Mr. Utid	Tamwatin	Director
5.	Lt. Gen. Chayuth	Suwanamas	Director
6.	Mr. Chavalit	Sarun	Director
7.	Mr. Somnuk	Kyavatanakij	Director
8.	Mrs. Monta	Pranootnorpal	Director
9.	Gen.Sujate	Wattanasook	Director
10.	Mr. Siva	Sangmanee	Director
11.	Mr. Rasda	Pongpaew	Director

## 12. Other business (if any)

There was no other business being raised up into discussion; the meeting then, adjourned at 19.30 hours.

Please kindly be informed accordingly.

Yours sincerely,

Praphant Asava-aree

President & CEO

Office of CEO Department

Tel : 02-272-1600 Ext 2573, 2574