



(Translation)

## Minutes of the 2012 Annual General Shareholders' Meeting

Eastern Water Resources Development and Management Public Company Limited

held on 30<sup>th</sup> April 2013, at Jupiter, 3<sup>rd</sup> floor, Miracle Grand Convention Hotel, Vibhavadi-rangsit Road,  
Laksi, Don Muang , Bangkok

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Mr. Chanin Yensudjai, Chairman of the Board of Directors, presided over the Meeting as its Chairman, informed the Meeting that the Company had total 3,606 shareholders and 1,663,725,149 shares respectively. The shareholders have attended the Meeting in person and by proxy and representing as follows:

Shareholders in person	262	shareholders	total shares	10,151,061	shares
Shareholders by proxy	211	shareholders	total shares	1,350,989,337	shares
Total	473	shareholders	total shares	1,361,140,398	shares

or 81.8128% of the total issued shares, thereby forming the quorum required under the Company's Articles of Association.

There were 11 members of the Board of Directors attending this Meeting, whose names appeared as follows:

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|------------------------------------|---|
| 1. Mr. Chanin Yensudjai            | Chairman of the Board of Directors  |
| 2. Mr. Jiratt Nithianantporn       | Chairman of the Executive and Investment Committee<br>Member of the Corporate Governance and Nominating Committee<br>Member of the Corporate KPIs Assessment and Remuneration Committee |
| 3. Mr. Thairatana Jotikabhukkana   | Chairman of the Audit Committee   |
| 4. Mr. Kallayana Vipattipumiprates | Chairman of the Corporate Governance and Nominating Committee<br>Member of the Audit Committee  |
| 5. Mr. Chinawat Assavapokee        | Chairman of the Risk Management Committee<br>Member of Executive and Investment Committee<br>Member of the Corporate Governance and Nominating Committee                                |
| 6. Mr. Prinya Nakchudtree          | Chairman of the Corporate KPIs Assessment and Remuneration Committee  |
| 7. Gen. Chuchai Boonyoi            | Member of the Audit Committee   |

- |     |                         |   |
|-----|-------------------------|---|
| 8.  | Mrs. Rattana Kitchawan  | Member of the Risk Management Committee   |
| 9.  | Mr. Sahust Pratuknukul  | Member of the Corporate KPIs Assessment and Remuneration Committee<br>Member of the Risk Management Committee                     |
| 10. | Mr. Verapong Chaiperm   | Member of the Corporate Governance and Nominating Committee<br>Member of the Corporate KPIs Assessment and Remuneration Committee |
| 11. | Mr. Praphant Asava-aree | Member of the Executive and Investment Committee<br>Member of the Risk Management Committee<br>President & CEO                    |

Directors who were absent from the Meeting: None

**Executives and concerned parties attending the Meeting were as below:**

**Executives of the Eastern Water Resources Development and Management Public Company Limited (EASTW):**

- |    |                              |   |
|----|------------------------------|---|
| 1. | Mr. Jaroensuk Worapansopak   | Executive Vice President, Operation                                   |
| 2. | Mr. Namsak Wannavisute       | Executive Vice President, Finance and Accounting                      |
| 3. | Mrs. Namphon Rassadanukul    | Senior Vice President, President & CEO Office and Corporate Secretary |
| 4. | Mrs. Thidarut Kraiprasit     | Senior Vice President, Internal Audit Department                      |
| 5. | Mr. Cherdchai Pitiwacharakul | Vice President, Operation and Customer Services Department            |
| 6. | Mrs. Wirawan Tharanont       | Vice President, President & CEO Office                                |
| 8. | Ms. Kanyanart Viraphandu     | Vice President, President & CEO Office                                |
| 9. | Mr. Sombat Yusamart          | Vice President, Finance and Accounting Department                     |

**Executives of the Universal Utilities Company Limited (UU):**

- |    |                         |   |
|----|-------------------------|---|
| 1. | Mr. Niphon Boondechanan | Managing Director                         |
| 2. | Mr. Pitipong Cheeranont | Deputy Managing Director (Administration) |

**Auditors from the Pricewaterhouse Coopers ABAS Company Limited: Mr. Vichien Khingmontri**

**Legal advisors from LS Horizon Company Limited: Mr. Sunpasiri Sunpa-asa, Ms. Panida Wongsriyanon and Ms. Nopparat Lerkpisut**

**Inspector from the Capital Law Office Limited: Mr. Chatri Trakulmanenate**

The Chairman declared the Meeting open at 13.30 hours. For the orderliness of the Meeting, the Chairman then assigned the MC to inform the Meeting of the method of voting and vote counting before starting with the agenda as follows:

## 1. Voting:

The resolution of shareholders' meeting shall be made by voting, and one share shall be counted as one vote. A shareholder may cast a vote for approval, disapproval or abstention and the vote shall not be separated for each purpose. In a normal case, the meeting resolution shall be made by a majority of votes of the shareholders and proxies attending the Meeting and having voting right. In case of a tie vote, the Chairman of the Meeting shall cast a deciding vote. Voting can be divided into two following cases.

1. Attendance in person: The Chairman of the Meeting shall ask the shareholders to exercise a vote in each agenda item. Any shareholders wishing to cast disapproved or abstained votes shall raise their hands so that the official will come to collect their ballots. All attending shareholders will receive the ballots at the registration counter. If there was no shareholder attending the Meeting in person raising hands, it shall be deemed that the Meeting unanimously resolved to approve such agenda as proposed.

2. Attendance by proxy: If a shareholder appointing a proxy do not specify his/her intention to vote in any agenda item, the proxy will have right to consider and exercise his/her votes as he/she deems appropriate. In case of a shareholder appointing a proxy to attend and vote on his/her behalf according to his/her intention of voting earlier specified in the proxy form, such vote shall be counted and recorded by the Company at the time of registration for attending the Meeting. Only one proxy shall be entitled to attend the Meeting. To vote in each agenda item, the shareholders will be requested to exercise their votes on the ballots only for disapproval and abstention. The votes for approval shall not be cast in the ballots. Exception shall be made for the voting in Agenda Item 8 regarding the appointment of directors, the shareholders shall cast their votes and hand in all the ballots for either approval, or disapproval or abstention. For this agenda, the voting shall be made for each individual nominee; however, to facilitate and speed up the vote counting, all votes for each individual nominee shall be collected at once.

Invalid votes shall be applied to the following cases:

1. The ballots are so damaged that the voters' intention cannot be identified.
2. The Company has later found that the proxy fails to vote in accordance with the proxy grantor's intention

## 2. Vote counting and announcement of voting results

To ensure adherence to the shareholder meeting practices of the AGM checklist from the Office of Securities and Exchange Commission (SEC) and shareholders' convenience, the Company has assigned the Thailand Securities Depository Company Limited (TSD) to provide the barcode system for registration and E-Voting for vote counting for this Meeting. Only votes for disapproval and abstention on each agenda item will be counted and deducted from the total number of votes of shareholders attending the Meeting, while the remaining portion will be deemed as approved votes on such agenda item.

After the shareholders finished their voting, the TSD will then proceed with vote counting and the officer will report the voting results to shareholders at the end of each agenda item. Also, upon the completion of the last agenda item, the summary of the votes in each agenda will be announced once again and the Company would further announce the voting results through the Company's website and the Stock Exchange of Thailand (SET) in the following day.

In order to comply with the shareholder meeting practices of the AGM checklist, the Company has assigned an independent legal advisor to observe, with two volunteers to witness the vote counting consisting of:

- Ms. Voraluck Vorachattarn      Independent legal advisor from the Capital Law Office Limited
- Ms. Naridsara Naprom          Representative of the Company
- Mr. Narong Wangcharoen      Shareholder presents in the Meeting

If a shareholder wishing to raise questions or express opinions, he/she shall raise his/her hand. Once the Chairman grants permission, then he/she can state his/her name and status of whether in person or by proxy, before raising questions in each agenda item.

**Agenda 1      To inform the Meeting**

The Chairman informed the Meeting as follows:

1. According to the meeting of the Corporate Governance and Nomination Committee held on 5<sup>th</sup> September 2012 and the meeting of the Board of Directors held on 19<sup>th</sup> September 2012 had defined the process to facilitate the rights of minority shareholders to propose the AGM's agendas in advance through the websites of the Company and the Stock Exchange of Thailand (SET), there was no minority shareholder proposing the agendas through the Company's website.

2. The points of corporate governance of company in 2012, consisted of the report of quality evaluation of Annual General Shareholders' Meeting 2012 is scored 93.50 which rated in "Excellent", according to the evaluation of Thailand Investor Association. In addition, the Company was also evaluated in term of Corporate Governance Report of Thai Listed Companies 2012 by Thai Institute of Directors (IOD). It also well scored at 90%, rated in "Excellent".

The Meeting acknowledged that there was no minority shareholder proposing the agendas through the Company's website and SET according to the procedure for minority shareholder to propose an agenda through the Company's website and SET, and acknowledge the scored of Corporate Governance

Then, the Chairman informed the meeting that for the precise and time-effective which will benefit all of the shareholders, all the inquiries be asked in precise, non-repetitive and shall take 5 minutes each.

Mr. Hangchai Akkawatsakul, shareholder presents himself in person, requested the meeting to stand still for 1 minute to commemorate Mr.Chanchai Sunthornmut, former Chairman of the Executive Committee, who passed away on 2<sup>nd</sup> December 2012.

Mr. Chatri Charoenuang, shareholder presents himself in person, requested the company to arrange the refreshment to all shareholders for equality.

**Agenda 2**      **To certify the Minutes of the 2011 Annual General Shareholders' Meeting**

The Company had held the 2011 AGM on 29<sup>th</sup> March 2012 of which the meeting had considered subjects as stipulated by law. The Company had submitted a copy of the minutes of the meeting to SET and the Ministry of Commerce within 14 days as stipulated by law, including distributed through the Company's website and enclosed with shareholder meeting invitation.

The Chairman gave a chance to shareholders to ask and suggest. No shareholders give any suggestions, the Chairman then propose the meeting to certify the AGM of 2011.

**Resolution**      The meeting, by majority votes of shareholders attending and eligible to vote, approved this agenda with the voting comprising

Approved	1,437,314,678	votes	equivalent to	99.9999%
Disapproved	0	vote	equivalent to	0.0000%
Abstained	100	votes	equivalent to	0.0000%
Voided Ballot	0	vote		

**Agenda 3** To acknowledge the Board of Directors' report on the 2012 Company's Performance.

The Chairman presented that the period of 1<sup>st</sup> January – 31<sup>st</sup> December 2012, the Company and its subsidiary's performance as follows:

**Company's performance**

1. Water sales volume	
1.1 Raw Water	278.69 Million Cubic Meters
1.2 Tap Water Services	<u>66.82</u> Million Cubic Meters
<b>Total</b>	<b><u>345.51</u> Million Cubic Meters</b>

		Unit: Baht
	<b>Consolidated</b>	<b>Separated</b>
	<b>Financial Statement</b>	<b>Financial Statement</b>
2. Revenue from raw water and related business	3,725,949,106	3,210,785,114
3. Operating Expenses	2,031,227,068	1,682,238,994
4. Financial Expenses	89,990,782	63,474,844
5. Corporate Income Tax	(364,559,726)	(318,224,098)
6. Net Profit	1,240,171,530	1,146,847,178
6.1 Owner of the parent company	1,239,741,859	1,146,847,178
6.2 Non-controlling interests	429,671	-

In January – December 2012, the Company operated several tasks and activities, as stated below.

1. Improvement of effectiveness of water resources – the Company has studied and reviewed core projects of water resources development and improvement plans for water pipes in eastern area to enable to fulfill the need in upcoming 10 years. The plan and project were finished in November 2012. According to said plan, there will be pipeline layout project from Pra-Sea reservoir to Nong-Pla-Lai reservoir, Cholburi, and the pipeline improvement project which is the project to improve to capacity to deliver raw water Mabtaput, and pipeline layout project from Nong-Kor to Sriracha water supply and the project is estimated to be completed within 2013.

2. The improvement of pipeline water delivery system, the company has improved main pipeline system in Rayong province to extend the potential both in capacity to deliver the water and the management of water supply as a continual project which is the construction of 3<sup>rd</sup> route pipeline Nong-Pla-Lai to Mabtaput that, when completed, has the capacity to handle the increase both in consumption and industrial usage in Mabtaput and Satthahib area for not less than 105 million cubic meter per year. The construction will be complete within this 2013 and the company has been using the pipeline and the elevation station since September of 2012.
3. Improvement of water management – Company has developed the water supply control system to centralization, located in Maptaphut office by implementing SCADA system with central control concept. The system support complete management system comprises delivery system, pipe, metering and measuring and also include the simulation of the water flow, water allocation and the energy management in one clearing house which can be accessed by both the company and the customer.
4. Business Development – due to the expertise of water management in eastern area and water supply business with various kinds of water treatment technology as well as the studies of new technology for business development in term of industrial water treatment, wastewater treatment, wastewater recycling etc., aiming for making the company to be a leader in water business. In addition, the Company try to explore the opportunity in renewable energy business to increase the Company's revenue and shape the better image as the green organization. In term of international investment, the Company is also looking for the business opportunities especially in ASEAN region and preparing for the competition in the upcoming AEC.

From humble start with constant development, the company is entering its 3<sup>rd</sup> decade with new vision to be “The Leader in Value and Sustainable Water Management System, developing infrastructural environment and Alternative energy” which focusing on the constant and sustainable growth of the organization both in economic, social and environment. Therefore in 2012, Corporate Social Responsibility scheme will be vivid and reflect the Company's purpose. The local community development programs are as follows:

- Development of basic infrastructure for long term improvement of the quality of life focusing on the water which is a foundation of agricultural base community e.g. community irrigation project, clean

drinking water and raw water for community, waste water treatment in school canteen and the monitoring of water source quality

- Development of economic and social to create the economic which co-existing with fundamental need in community e.g. local network meeting, Friend visit Friend project and Rak-Keaw project.
- Supporting the lifelong education which will be foundation of long term development focusing on compulsory education system, non-compulsory education and arbitrary education in community e.g. Youth training in water and environment conservation, Soccer training in community, 3R water management innovation contest, computer literacy for the disable. And in this 20<sup>th</sup> anniversary, the company and Rayong provincial administration organization has create the knowledge park project, RK Park as a gift to new generation of Rayong.

These activities were created to help uplifting quality of life to communities and continued successful projects to communities, hoping to create the great benefit to communities, along with sustainable social and economic development. The successful project will be carried on such as the community irrigation project which provide the community with clean water where it might become local community business in hope that it will expand to the company service coverage area with one aim to create sustainable social value in the community as guided by the CEO's speech : "the development of community shall be based on sustainable concept focusing to teach how to catch fish rather than providing fish for the community to be able to stand on its own feet" and concurrently with acceptance and response community need and request.

The Chairman gave a chance to shareholders to ask and suggest. There were inquiries and suggestions by shareholders, as follows.

**Mr. Suphot Auechailertkul, shareholder presents himself in person**, compliment the CSR project of the company. Moreover, requested the board of director to explain the case of Office of Auditor General (OAG) regarding the company's executive committed fraud for 10,000 million Bath.. The case was publicized in public media that the company is aware of the case and undergoing the establishment of investigation committee within 30 days. The shareholder requested the board to inform the progress of the issue.

**Mr. Hangchai Akkawatsakul**, informed the meeting that he received many complaints relates to the company which would like to inquire and suggest on the following:

1. The independent director shall act as an representative of the shareholder and the investigation committee shall seek facts of the issue. The news is on both television and newspaper which shall be taken as priority. Therefore, the independent director shall explain in detail to the shareholder and update the investigation progress. Though major shareholder of the Company is Provincial Waterworks Authority (PWA) which is state enterprise but the management here shall be in form of public company where the shareholder needed to be well informed.

2. The Board of Directors had a resolution to renew the CEO's contract for 3 years and later revoked such resolution. The shareholder requested the Chairman explain said decision as an independent director.

**Mr. Mongkol Rattanawichai, present himself as proxy**, requested the shareholder to inquire precisely for the board of director can explain clearly and direct to the point, and request the director to limit the time to accept question and request to accelerate the process of the meeting.

**Mr. Chatri Charoenuang**, commented that the investigation process is delayed and request the board of director to explain the situation and report the progress.

**Mr. Suebsak Pipopmongkol, shareholder presents himself in person**, requested the board of director to explain the situation and report the progress because the issue influences the value of the share which directly affects the shareholder.

**Mr. Anupoj Panapornsirikul, shareholder presents himself in person**, propose that since the Chairman of the Board of Director has been replaced, the new Chairman should introduce himself and requested the Chairman to summarize background story of the OAG case for all shareholders can be aware of the situation.

The Chairman informed that OAG's claim is still confidential and might affect third party. Therefore, the Company need to use utmost care in disclosing any of the information and has appointed an ad-hoc subcommittee to investigate according the OAG's claim and while the investigation is not completed, the company cannot disclose any information. The Company aware that this issue is in attention of all shareholders, so the Company will carry on the investigation process and would like to confirm that these claims do not affect the Company's performance.

**Mr. Anupoj Panapornsirikul** stated that although it is confidential but the issue was publicized on television and would like to request, again, to the Board of Directors to explain the fact of the issue.

Mr. Chinnawat Assavapokee, repeats that the company does not refrain from any action to assure the rights of its shareholder. The company has set up an investigation subcommittee to investigate the issue but the investigation will take time and the fact that the claims will affect third party, any information disclosed need to be verify. The investigation is conducted on the basis of transparency and not violates any persons' right for the ultimate benefit of the Company and its shareholder.

Mr. Praphant Asava-Aree informed that as he is the accused party. The preliminary shall be disclosed. It is because if the Chairman makes a false statement, the chairman might be sued, and informed further that the claim by OAG to request investigation of the company's executive. The claims state that the executive illegally invested 10,000 million THB in the non-existing project. However, for the AGM to proceed further and with many more agendas to consider, this issue shall be postponed to the last agenda.

**Mr. Jonathan Chi, the proxy of Norbax Inc. 13**, a representative of Utilico Emerging Markets Limited (Utilico), has congratulated for the excellent performance. This financial strength has allowed the

company to continue to invest in their water network and build new reservoirs to reduce the risks of water scarcity during dry or drought periods and improve the quality of water by reducing pollution and turbidity

In the past financial year, Utilico note that the company has spent 1.67 billion baht on the Tapma reservoir, Bangpra pumping station and the Nongplalai – Mapthaphut third pipeline as well as smaller investments to improve the efficiency of other pumping stations and pipelines. The total cost of some of these projects will be over 3.5 billion baht. Were it not for the solid financial performance over the years, this kind of investment would be difficult to undertake. More importantly, it has allowed for both raw water and tap water customers to have constant, uninterrupted access to supply and provides extra capacity for future demand. Financial strength allows the company to make investments which is good for all stakeholders.

Utilico is encouraged that the Board has been implementing the Stock Exchange of Thailand's Principle of Good Corporate Governance for Listed Companies 2006, as well as trying to adopt the OECD's Principle of Corporate Governance. We hope that the company's core values of "Transparency, Honesty, Responsibility and Competitiveness" are found from the very top to the very bottom of this organization.

It is in this light that Utilico would strongly encourage the Board to clarify the current tariff structure with the PWA. This clarity and transparency mitigates any possible conflict of interest where the PWA is both a major shareholder as well as a major customer of the company. We would ask that the company be vigilant in ensuring the terms of the tariff structure are adhered to, and to ask that the PWA pay for its water usage on time. We would also request the Board ensures that there is no conflict of interest in regards to returns to shareholders. Specifically we ask the board to focus on the determination of dividend payments where we understand the PWA may be less incentivized to maximize returns given it passes on the dividends to the government, so is not a direct beneficiary.

The PWA should be aware that the growth and success of the company benefits all stakeholders in the form of better water supply and that the PWA, as the largest shareholder, should do everything in its power to help the company succeed as they stand to make the largest gains. While the Board should act for the benefit of all shareholders it is paramount that it adheres to international best practice on corporate governance and the protection of minority interests, and takes into consideration these aforementioned conflicts of interest in determining future decisions. All customers should pay a fair rate for their water supply. This allows the company to continually reinvest in their infrastructure to the benefit of all customers and stakeholders.

Lastly, we are extremely concerned to see that Praphant Asava-Aree has declined to be re-appointed as director. He has led this company admirably and with great skill in balancing the interests of all stake holders. He is a big asset to the company and we call upon the board to openly support his re appointment to the board and as CEO. As an independent shareholder we have strongly encouraged him to reconsider his decision. Over the years, we have found him to be a transparent and honest gentleman whose leadership of the company has been a cornerstone of its success over the past 6 years.

Utilico also gratitude for the opportunity for allowing putting the statement on record and wishing the Board, management and all staff succeed in conveying the company's achievement and trust that the company will find the right balance between all the stakeholders so that East Water will continue to perform well in 2013 and beyond.

The Chairman thanked Utilico for the statement.

The Chairman gave a chance to shareholders to ask and suggest. No shareholders give any suggestions, the Chairman then propose the meeting to acknowledge the Board of Directors' report on the 2012 Company's Performance.

**Resolution**      The meeting resolved to acknowledge the Board of Directors' report on the 2012 Company's Performance.

**Agenda 4** To consider and approve the Statement of Financial Position, and Income Statement for the year ended (1<sup>st</sup> January – 31<sup>st</sup> December 2012).

The Chairman presented that the Statement of Financial Position and the Income Statement in 2012 (from 1<sup>st</sup> January – 31<sup>st</sup> December 2012) of the Company, which was already examined by the Audit Committee and the Auditors. The Company already submitted the information to the SET on 27<sup>th</sup> February 2013 and be stimulated on Financial Statement of Annual Report 2012 which can be summarized as follows:

Unit : Baht

Description	Consolidated Financial Statement	Separated Financial Statement
Total Assets	12,440,085,031	11,080,079,381
Total Liabilities	5,119,624,832	4,283,261,953
Equity attributable to the Company's shareholders	7,320,460,199	6,796,817,428
Total Revenue	3,725,949,106	3,210,785,114
Net Profit	1,240,171,530	1,146,847,178
Net Profit per Share	0.75	0.69

Mr. Anupoj Panapornsirikul inquired for the following:

1. Explanation in the note to financial statement by the auditor no.38 regarding the project compensation.

2. Direction for the Company to manage the accrued income, as described in Annual Report page 86, amounted as high as 387 million THB and other debtor amounted to 65 million Baht and requested to know the debtor's name.

3. Difference in pricing policy for general customer and PWA. And request to know whether PWA has pending payment to the Company and what action the company would take.

The Chairman asked management for explanation.

Mr. Namsak Wannavisute, Executive Vice President, Finance and Accounting Department, explained that, regarding the note no.38, the Treasury Department transferred Nong-Pla-lai - Nong-Kor Pipeline project to the company which is a pipe used to deliver the water from Rayong to Chonburi. Because such property is subjected to Private Participation in a State Undertaking B.E. 2535, the committee under section 13 has a resolution to approve the Company's rental of a pipeline without an auction and already

submitted this to the Cabinet for approval before considering the compensation rate in the next process. Currently, the company leases the pipeline at rate for 3% of income resulted from the preliminary agreement.

Regarding the trade receivable, the trade receivables consisting of the Company and subsidiary which engaged in water selling business describe. For Separate Financial Statement in 2012 amounted to 340,767 million Baht comparing with 2011 at 297 million Baht, the account receivable turnover was at 45 days which is normal. In consolidated financial statement where, in 2012, the trade receivable amounted to 473.962 million Baht and 417.582 million Baht in 2011 with 66 days turnover rate.

Mr. Sombat Yusamart, Vice President, Finance and Accounting Department, stated that the other receivable is included the receivable of Universal Utilities Company Limited (UU) resulted from failure to supply the water to PWA at requirement, therefore UU obliged to provide alternative source to fulfill the agreement with PWA. UU has a policy to manage the debt by rely more on itself and settle with its own receivable to gradually supply the raw water, remission and balance trade-off.

Mr. Jaroensuk Worapansopak, Executive Vice President, Planning and Operations, informed that the company announced its water pricing structure since 2008 but hold said pricing in 2010-2011 and resume again in 2012-2014. The Company considers its pricing scheme to suit all types of customer which reflects actual cost for benefits of all stakeholders.

In 2012 the Company adjusted water price to 10.00 THB per CBM. Currently, the water price is 10.50 per CBM but PWA paid at the former price resulting in the debt from PWA at 46 million Baht. However, the Company is preparing to negotiate further with PWA.

The Chairman also added that the board is seeking the new CEO to proceed with the negotiation.

Mr. Anupoj Panapornsirikul suggests that the company need to have solid plan in the negotiation and further questioned on the fraud of 10,000 million Baht for where it is presented in the Financial Statement.

The Chairman informed that said amount is not presented in the Financial Statement because it not yet affects the Financial Statement.

The Chairman gave a chance to shareholders to ask and suggest. No shareholders give any suggestions, the Chairman then propose the meeting to consider and approve the Statement of Financial Position, and Income Statement for the year ended (1<sup>st</sup> January – 31<sup>st</sup> December 2012).

**Resolution** The meeting, by majority votes of shareholders attending and eligible to vote, approved this agenda with the voting comprising

Approved	1,436,039,838	votes	equivalent to	99.9997%
Disapproved	0	vote	equivalent to	0.0000%
Abstained	3,140	votes	equivalent to	0.0002%
Voided Ballot	0	vote		

**Agenda 5** To consider and approve the net profit allocation and dividend payment

The Chairman informed that the Company has allotted profit and established capital reserve, stipulated by law of article 116 of the Public Limited Company Act B.E. 2535, in amount of 166.50 million baht since 30<sup>th</sup> September 2006 which has been legally done, as stipulated by law, that the capital reserve is obligatory to have not less than 10% of registered capital. Therefore, it is no need to add capital reserve from net profit of 2012.

The following table is the summary of the Company's dividend payment to shareholders:

Description	Unit	2012 (Proposed year)	2011
1. Net Profit	Baht Million	1,240.17	1,008.02
2. Profit as a reserve <sup>❶</sup>	Baht Million	- <sup>❶</sup>	- <sup>❶</sup>
3. Earnings per share	(Baht/share)	0.75	0.61
4. Amount of shares			
4.1 Amount of shares for the interim dividend payment	share	1,663,725,149	1,663,725,149
4.2 Amount of shares for the annual dividend payment		1,663,725,149	1,663,725,149
5. Total dividend per share (Baht :share)		<u>0.44</u>	<u>0.42</u>
5.1 Interim dividend	(Baht/share)	0.20 <sup>❷</sup>	0.12
3.2 The second half 2012 dividend	(Baht/share)	0.24	0.30
6. Total dividend (Baht Million)	Baht Million	732.04	698.77
7. Dividend payout ratio	%	59.03	68.85

**Remark** <sup>❶</sup> The Company has allotted profit and established capital reserve, stipulated by Section 116 of the Public Limited Company Act B.E. 2535, in amount of 166.50 million baht since 30<sup>th</sup> September 2006 which has been legally conformed, as stipulated by law that the capital reserve is obligatory to own not less than 10% of registered capital. Therefore, it is unnecessary to add capital reserve from the net profit of 2012.

<sup>❷</sup> The Company paid interim dividend on at 21<sup>st</sup> September 2012 at the rate of 0.20 Baht/share (the Company's performance from 1<sup>st</sup> January – 30<sup>th</sup> June 2012), according to the Board of Directors' approval in the Meeting No. 8/2012 (22<sup>nd</sup> August 2012)

The Board of Directors agreed and approved the opinion of Executive and Investment Committee for further proposing to the AGM for approval on net profit allocation and dividend payment as follows:

1. Allocation of the profit: The Company had completely allocated its profit as a capital reserve following Section 116 of the Public Company Limited Act B.E. 2535 since 30<sup>th</sup> September 2006.

2. Dividend payment: The Company had a net profit of 1,240.71 million Baht. According to its dividend payment policy, it is stipulated that the dividend payment is no less than 30% of the net profit of the

consolidated financial statement. Thus, this shall be further proposed to the AGM for consideration dividend payment at 0.44 Baht per share as follows:

2.1 Interim payment: According to the Board of Directors meeting no. 8/2012 (22<sup>nd</sup> August 2012) approved the interim payment from the operating results of the six-month period as ended 30<sup>th</sup> June 2011 paid dividend at 0.20 Baht per share, paid on 21<sup>st</sup> September 2012.

2.2 The second half 2012 dividend payment at 0.24 Baht per share. The Record Date specifies the list of shareholders entitled to receive dividend is on 10<sup>th</sup> May 2013, and the list of shareholders shall be complied pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (additional amendment till 2008) by closing of the share register book to suspend the share transfer on 13<sup>th</sup> May 2013. The dividend payment date is set on 23<sup>rd</sup> May 2013.

**Resolution** The meeting approved the allocation of the profit as a capital reserve in compliance with laws in the amount of 166.50 Million Baht since 30<sup>th</sup> September 2006, approved the 2012 dividend payment at the rate of 0.44 Baht per share which paid for interim dividend payment at the rate of 0.20 Baht per share, on 21<sup>st</sup> September 2012. Therefore, the dividend will be paid for the fiscal year 2012 is remained 0.24 Baht per share which determined the date to list shareholders who was entitled to receive dividend on 10<sup>th</sup> May 2013, 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 13<sup>th</sup> May 2013. The dividend payment date will be on 23<sup>rd</sup> May 2013, with voting comprising

Approved	1,446,039,828	votes	equivalent to	99.9997%
Disapproved	0	vote	equivalent to	0.0000%
Abstained	3,140	votes	equivalent to	0.0002%
Voided Ballot	0	vote		

**Agenda 6** To consider and approve the additional amendment on the Articles of Association of the Company.

The Chairman addressed that according to the consideration of the Federation of the Public Company Limited Act, section 66/1 state that 'the companies can repurchase shares. In order to be in line with the above-mentioned section and to enable the company to exercise the repurchase of shares as an effective financial mechanism for the benefits of the company and its shareholders, thus, the company proposed the additional amendment on Articles of Association of the Company by additional Article 11/1 as follows:

'Article 11/1. The provision of article 11 related to the company owning the shares shall not apply in the following cases:

(1) The company may repurchase shares from a shareholder who votes against the resolution of the meeting of shareholders to amend the articles of association of the company related to the right of vote and the right of dividend payment which is unfair in the view of such shareholder;

(2) The company may repurchase the shares for the purpose of financial management, when the operating results reflect accumulated profits and surplus liquidity and such repurchase shall not cause a financial problem for the company.

The shares held by the company shall not be counted to constitute the quorum of a meeting of shareholders and such shares shall contain no right of vote and dividend payment.

The company shall dispose of the shares repurchased under clause one within the period under the rules and procedures prescribed in Public Company Act and related regulations. If it does not dispose of or is unable to dispose of all the shares within such period, the company shall reduce its paid-up capital by canceling the remaining registered shares in disposable.

The repurchase of the shares on clause one, dispose of the shares and cancellation of the shares on clause three shall be in accordance with the rules and procedures prescribed in the Public Company Act and related regulations.

The repurchased shares execution must be approved by shareholders, except for the purchase such shares not 10% excessive of the paid up capital, the approval shall be the authority of the Board of Directors.'

Mr. Hangchai Akkawatsakul stated that the new section 11/1 (1) limits the right of minority shareholder and request to know more detail about its extent.

The Chairman informed that the amendment is made for the benefits of the shareholder and to comply with the law

Mr. Sunpasiri Sunpa-Asa, legal advisor from LS Horizon Limited, added that this amendment is made so the regulation in complied with the law where the Company is entitled to buy the share back in the specific scenario and the shareholder has full right to either accept or reject the buyback offer.

The Chairman gave a chance to shareholders to ask and suggest. No shareholders give any suggestions, the Chairman then propose the meeting to consider and approve the additional amendment on the Articles of Association of the Company.

**Resolution** The meeting, by not less than three-fourth of the total number of votes of the shareholders who attend the meeting and are eligible to cast the vote, approved this agenda with the voting comprising

Approved	1,437,490,651	votes	equivalent to	99.4085%
Disapproved	7,910,127	votes	equivalent to	0.5470%
Abstained	642,200	votes	equivalent to	0.0444%
Voided Ballot	0	vote		

**Agenda 7** To consider and approve the appointment of the auditor of the Company and the auditor's remuneration for the year 2013.

The Chairman addressed that for year 2013, the PricewaterhouseCoopers ABAS Ltd (PwC) is on the list that has been approved by the Securities and Exchange Commission (SEC), offered the services as the Company's auditor and the Management has considered the performance of PwC and compare the fee to previous year. The Board of Directors' Meeting No.2/2013 (27<sup>th</sup> February 2013) considered the resolution of the Audit Committee Meeting No. 1/2013 (13<sup>th</sup> February 2013) submitted to approval of further proposing the AGM of 2012 for the appointment of the auditors of PricewaterhouseCoopers ABAS Limited (PwC) as the Company's external auditors, and remunerate the audit fees for the year 2013 as follows:

1. The list of auditors as below:

- |     |                            |   |
|-----|----------------------------|---|
| 1.1 | Mr. Vichien Khingmontri    | C.P.A. (Thailand) No. 3977<br><br>(has signed as the Company's audited financial statements for 3 consecutive years since 2010) |
| 1.2 | Mr. Prasit Yuengsrikul     | C.P.A. (Thailand) No. 4174<br><br>(never signed the Company's audited financial statements)                                     |
| 1.3 | Mr. Sudwin Panyawongkhanti | C.P.A. (Thailand) No. 3534<br><br>(never signed the Company's audited financial statements)                                     |

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The auditors' profiles and past experiences are shown in Attachment 4.

2. The audit's fee of the Company is Baht 890,000 and the other expenses in accordance with the actual cost in excess of two (2) percent of the audit fees.

The comparison of the audit's fee to previous year is as follows:

Comparison of the Auditing Fee

Unit: Baht

Types of Auditing Fee	2013 (proposed year)	2012	Change Increase / (Decrease)	
			Amount	%
Auditing Fee of the Company	890,000	890,000	-	-
Auditing Fee of the Subsidiaries	1,494,000	1,295,000	199,000	15.37
<b>Total</b>	<b>2,384,000</b>	<b>2,185,000</b>	<b>199,000</b>	<b>9.10</b>
out-of-pocket expenses	Cost of actual not exceed 2% of the audit fee	Cost of actual not exceed 2% of the audit fee	-	-

In addition, PwC and the proposed auditors do not have any interest or relationship with the Company, its subsidiaries, the Management, major shareholders, or other related parties in a way that will affect their independence in discharging their duties. In addition, the non-audit fee paid to the office of the auditors and other related parties of the auditors' office is significant and should not affect their independent judgments in reviewing the financial statements.

No shareholders give any suggestions, the Chairman then propose the meeting to consider and approve the appointment of the auditor of the Company and the auditor's remuneration for the year 2013

**Resolution** The meeting approved to appoint the auditors and auditor's remuneration for the year 2013 as follows:

1. Appoint the Company's auditor as below:

- |                                |                            |
|--------------------------------|----------------------------|
| (1) Mr. Vichien Khingmontri    | C.P.A. (Thailand) No. 3977 |
| (2) Mr. Prasit Yuengsrikul     | C.P.A. (Thailand) No. 4174 |
| (3) Mr. Sudwin Panyawongkhanti | C.P.A. (Thailand) No. 3534 |

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

2. Approve the audit's fee of the Company in the amount of Baht 890,000 and the other expenses in accordance with the actual cost in excess of two (2) percent of the audit fees.

The meeting approved this agenda with the voting comprising

Approved	1,446,039,838	votes	equivalent to	99.9997%
Disapproved	0	vote	equivalent to	0.0000%
Abstained	3,140	votes	equivalent to	0.0002%
Voided Ballot	0	vote		

**Agenda 8** To consider and approve the appointment of directors to replace those who retire by rotation.

The Chairman proposed Chairman of the Corporate Governance and Nominating Committee (Mr. Kallayana Vipattipumiprates) to present this agenda.

Chairman of the Corporate Governance and Nominating Committee informed that to be relevant with the regulation of good governance and gave the opportunity to shareholders for asking with fair and transparency. He then asked certain directors who might be in conflict of interest, namely Mr. Prinya Nakchudtree, Gen. Chuchai Boonyoi, Mr. Praphan Asava-aree and himself to leave the meeting until the premeditating of this agenda were over. He authorized Mr. Chanin Yensudjai, to be the Chairman of the meeting to propose this agenda.

**Mr. Chatri Charoenuang** requested that the nominated director remain in the meeting for there is no regulation of SET or Securities and Exchange Commission Thailand (SEC) stated that the nominated directors need to be outside the meeting room.

**Mrs. Siriporn Sangobtum, the proxy of Thai Investors Association,** described that while there is no regulation of SET or SEC regarding the election of the director, but corporate governance practice's principle generalized that all the stakeholders shall remain outside the meeting room to relieve the pressure to the shareholder in voting. Moreover, all the nomination has been nominated and verified by the Corporate Governance and Nominating committee.

**Mr. Mongkol Rattanawichai** requested that all the nominated directors be outside the meeting room for all stakeholder and for gallantness and honor of the directors.

The Chairman request 4 directors to leave the meeting and also informed that according to the Article 17 of the Company's Articles of Association, at the Annual General Shareholder's Meeting, 1/3 of Directors have to retire by rotation. 4 directors retiring by rotation are:

1. Mr. Prinya Nakchudtree
2. Gen. Chuchai Boonyoi
3. Mr. Kallayana Vipattipumiprates
4. Mr. Praphant Asava-aree

Mr. Praphant Asava-aree, who will vacated office by retirement, has declined to be re-appointed. Moreover, according to the Company had defined the procedure to provide the right of minority shareholders to nominate qualified candidate(s) to be the directors through the websites of the Company and SET. There was no minority shareholder proposing candidates for the position of Directors.

The Corporate Governance and Nominating Committee Meeting held on 17<sup>th</sup> April 2013 excluded the conflict of interest, had carefully considered the qualifications, experiences, company's performances, and agreed to propose to the Shareholders for consideration and approval the appointment of directors who retired by rotation.

Name of replacements directors who retired by rotation are:

- |    |               |                   |                                    |
|----|---------------|-------------------|------------------------------------|
| 1. | Mr. Prinya    | Nakchudtree       | re-appointed                       |
| 2. | Gen. Chuchai  | Boonyoi           | re-appointed                       |
| 3. | Mr. Kallayana | Vipattipumiprates | re-appointed                       |
| 4. | M.L. Panasarn | Hasdin            | replacing Mr. Praphant Asava-aree, |

A Brief Profiles of 4 Nominated to be the Company's Directors are as follows:

#### 1. Mr. Prinya Nakchudtree

**Nomination Rationale:** The Corporate Governance and Nominating Committee has considered and agreed to nominate Mr. Prinya Nakchudtree as the Company's director for another term as he is a qualified director according to the criteria determined by the Company: strong leadership; good knowledge in the Company's operation and related businesses; being independent. He devoted his time to manage the Company's affairs, also defining the evaluation criteria in line with the Company's policy, reviewing and recommending on remuneration policy for all level staff as well as improving operational efficiency. Therefore, the re-appointment will create the continuity to the Company's business operations.

#### 2. Gen. Chuchai Boonyoi

**Nomination Rationale:** The Corporate Governance and Nominating Committee has considered and agreed to propose Gen. Chuchai Boonyoi as the Company's director for another term as he is a qualified director according to the criteria determined by the Company: strong leadership; good knowledge in the Company's operation and related businesses; being independent. During his tenure as the Member of Audit Committee,

he devoted his time to manage the Company's affairs by well taking care of, determining audit management with efficiency, transparency, and clearly, focusing on the good culture of audit to stimulate and improve the operation. Therefore, the re-appointment will create the continuity to the Company's business operations.

### **3. Mr. Kallayana Vipattipumiprates**

**Nomination Rationale:** The Corporate Governance and Nominating Committee has considered and agreed to nominate Mr. Kallayana Vipattipumiprates as the Company's director for another term as he is a qualified director according to the criteria determined by the Company: strong leadership; good knowledge in the Company's operation and related businesses; being independent. During his tenure as the Director of Audit Committee, he devoted his time to manage the Company's affairs by well taking care of, determining audit management with efficiency, transparency, and clearly, focusing on the good culture of audit to stimulate and improve the operation as well as being a member of Corporate Governance and Nominating Committee by monitoring the Company to comply with SEC regulations, equitable rights of shareholders including financial disclosure. Therefore, the re-appointment will create the continuity to the Company's business operations.

### **4. M.L. Panasarn Hasdin**

**Nomination Rationale:** The Corporate Governance and Nominating Committee has considered and agreed to nominate M.L. Panasarn Hasdin as the Company's director as he is fully qualified as required by the Public Limited Companies Act B.E. 2535, being an expert with knowledge, capability and experience that are beneficial to the Company's operation. His experience in this business as Advisor of the Company's Board of Directors, and in government management experience will enhance the efficiency management of the Company.

Mr. Hangchai Akkawatsakul requested that all the nominated director give a vision speech to the shareholder.

Mr. Chatri Charoenuang stated that the opinion from the proxy of Thai Investors Association was incorrect.

The Chairman informed that Corporate Governance and Nominating Committee has verified the qualifications of the nominated directors. Therefore, for the efficiency and uninterrupted process of the meeting, the Chairman requested the shareholder to examine nominated director's profile in the document attached with the invitation letter.

Mrs. Namphon Rassadanukul, Company Secretary, added that the secretary office has enclosed support document with the invitation letter and the profile of the nominated director is in the attachment 5 consists of curriculum vitae and working experience and opinion from the Corporate Governance and Nominating Committee. Moreover, all the profile information is also displayed on screen for the meeting.

The Chairman informed that for this 8<sup>th</sup> agenda on the appointment of directors, all the shareholder shall submit all the ballot either the approval, disapproval and abstainer and this voting is for each of the director separately. The officer will collect 4 ballot altogether and for the efficiency and uninterrupted process of the meeting, the Chairman allow the shareholder to question on the related topic to this agenda.

Mr. Chatri Charoenuang suggested that this agenda's voting result shall detail descriptive information both on the voting score and the voted shareholder.

The Chairman responded that the suggested process would take much more time than normal counting method but accepted the suggestion for future study and adaptation.

Mr. Chinnawat Assavapokee added that the vote counting regulation is share based not shareholder based. Also, there are much more subjects that the shareholder need to be clarified and requested to end the question related to this topic.

No shareholders give any suggestions, the Chairman then propose the meeting to consider and approve the appointment of nominated director.

**Resolution**      The meeting appointed directors replacing those who retire by rotation as details below:

1. Mr. Prinya Nakchudtree      with the following votes:

Approved	1,439,858,851	votes	equivalent to	99.5827%
Disapproved	1,323,237	votes	equivalent to	0.0915%
Abstained	4,709,670	votes	equivalent to	0.3257%
  
2. Gen. Chuchai Boonyoi      with the following votes:

Approved	1,439,825,611	votes	equivalent to	99.5804%
Disapproved	1,295,267	votes	equivalent to	0.0895%
Abstained	4,770,840	votes	equivalent to	0.3299%

Voided Ballot 151,260 votes

3. Mr. Kallayana Vipattipumiprates with the following votes:

Approved 1,410,258,371 votes equivalent to 97.5355%

Disapproved 30,862,517 votes equivalent to 2.1344%

Abstained 4,770,870 votes equivalent to 0.3299%

Voided Ballot 151,220 votes

4. M.L. Panasarn Hasdin with the following votes:

Approved 1,419,229,071 votes equivalent to 98.1559%

Disapproved 1,727,577 votes equivalent to 0.1194%

Abstained 24,935,110 votes equivalent to 1.7245%

Voided Ballot 151,220 votes

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

1. Mr. Chanin Yensudjai
2. Mr. Jiratt Nithianantporn
3. Mr. Thairatana Jotikabhukkana
4. Mr. Kallayana Vipattipumiprates
5. Mr. Chinawat Assavapokee
6. Mr. Prinya Nakchudtree
7. Gen. Chuchai Boonyoi
8. Mrs. Rattana Kitchawan
9. Mr. Sahust Pratuknukul
10. Mr. Verapong Chaiperm
11. M.L. Panasarn Hasdin

Later, the Chairman invited all 3 directors and Mr. Praphant Asava-Aree to attend the meeting again.

**Agenda 9**      To consider and approve of the remuneration and the benefit of the Directors of the Company for 2013.

The Chairman addressed that the Corporate KPIs Assessment and Remuneration Committee No. 2/2013 (4<sup>th</sup> March 2013) had considered the remuneration of the Board of Directors based on the Company's operating results together with appropriateness pursuant to Directors' responsibility, comparison in similar size and category of business, remuneration rate prepared by the Thai Institute of Directors Association (IOD). The Committee therefore had submitted the resolutions to the Board of Directors to propose the AGM for consideration in remuneration as appeared on the following:

1. Remuneration of the Board of Directors for 2013

Remuneration of the Board of Directors for 2013 shall remain the monthly remuneration of 40,000 Baht, per person consisting of 10,000 Baht of the meeting allowance and 30,000 Baht of the monthly remuneration, with the increase of 25% for the Chairman of the Board. If there is more than 1 meeting per month, the meeting allowance shall remain for one meeting.

2. Remuneration of the Sub-Committee (without monthly remuneration) shall receive the meeting allowance in accordance with duty as follows:

2.1 Audit Committee: Meeting allowance of 20,000 Baht per person per meeting attendance.

2.2 Other Sub-Committees: Meeting allowance of 10,000 Baht per person per meeting attendance.

The Sub-Committee will receive the meeting allowance not exceed 20,000 Baht/month.

3. Remuneration (Bonus) of the Board of Directors for 2012

Although, net profit of 2012 has increased 23%, the Board of Directors has agreed to propose the resolution to the Shareholders for consideration and approval to maintain remuneration (Bonus) of the Board of Directors for 2012 at 486,066 Baht per person, with the increase of 25% for the Chairman of the Board, and the calculation of the bonus pursuant to the directorship period.

Details of Remuneration	2013 (proposed year)	2012
<b>Remuneration of the Board of Directors</b>		
1. Monthly remuneration	30,000 Baht /person/ month (Chairman of the Board receives an increase of 25%)	30,000 Baht /person/ month (Chairman of the Board receives an increase of 25%)
2. Meeting allowance	10,000 Baht/month (Chairman of the Board receives an increase of 25%) (Paid only to Directors attending the meeting)	10,000 Baht/month (Chairman of the Board receives an increase of 25%) (Paid only to Directors attending the meeting)
3. Bonus from the 2012 Company's Performance (Calculation of bonus pursuant to the directorship period in 2012)	486,066 Baht per person (Chairman of the Board receives an increase of 25%)	486,066 Baht per person (Chairman of the Board receives an increase of 25%)
4. Other benefits	None	None
<b>Remuneration of the Sub-Committees</b>		
	<u>Audit Committee</u> - Receive meeting allowance at 20,000 Baht/meeting (not exceed 20,000 Baht/month) - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits	<u>Audit Committee</u> - Receive meeting allowance at 20,000 Baht/meeting - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits
	<u>Other Sub-Committees</u> - Receive meeting allowance at 10,000 Baht/meeting (not exceed 20,000 Baht/month) - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits	<u>Other Sub-Committees</u> - Receive meeting allowance at 10,000 Baht/meeting - Paid only to Directors attending the meeting - No monthly remuneration - No other benefits

The Chairman gave a chance to shareholders to ask and suggest. There were inquiries and suggestions by shareholders, as follows.

Mr. Chatree Charoenuang expressed gratitude to Board of Directors for not setting the remuneration in commutation manner and for fixing the maximum value of the remuneration..

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

1. Remuneration of the Board of Directors for 2013  
Remuneration of the Board of Directors for 2013 shall remain the monthly remuneration of 40,000 Baht, per person consisting of 10,000 Bath of the meeting allowance and 30,000 Baht of the monthly remuneration, with the increase of 25% for the Chairman of

the Board. If there is more than 1 meeting per month, the meeting allowance shall remain for one meeting.

2. Remuneration of the Sub-Committee (without monthly remuneration) shall receive the meeting allowance in accordance with duty as follows:
  - 2.1 Audit Committee: Meeting allowance of 20,000 Baht per person per meeting attendance.
  - 2.2 Other Sub-Committees: Meeting allowance of 10,000 Baht per person per meeting attendance.

The Sub-Committee will receive the meeting allowance not exceed 20,000 Baht/month.

3. Remuneration (Bonus) of the Board of Directors for 2012  
Maintain remuneration (Bonus) of the Board of Directors for 2012 at 486,066 Baht per person, with the increase of 25% for the Chairman of the Board, and the calculation of the bonus pursuant to the directorship period.

The meeting approved this agenda with the voting comprising

Approved	1,439,636,648	votes	equivalent to	99.5569%
Disapproved	61,000	votes	equivalent to	0.0042%
Abstained	6,345,330	votes	equivalent to	0.4388%
Voided Ballot	0	vote		

**Agenda 10      Other matters (if any)**

The Chairman informed the Meeting that according to Section 105 under the Public Limited Companies Act stated that in case the shareholders requested the Meeting to consider other matters, the shareholders shall hold shares amounting to no less than one-third of the total number of shares sold.

No shareholder proposed any matters.

Chairman of the Board of Directors gave a chance to shareholders to ask and suggest. There were inquiries and suggestions by shareholders, as follows.

**Mr. Settapong Aim-Aot, proxy of shareholder**, inquired regarding the refusal to be reappointed as the director from Mr.Praphant Asava-Aree that whether the refusal is inclusive of the CEO position.

**Mr. Hangchai Akkawatsakul** inquired for the reason Mr.Praphant Asava-Aree does not accept the CEO role in spite of the fact that the former boarder of director had approved hire agreement of Mr. Praphant Asava-Aree. When the current board of director does not follow the previous decision, it may incur litigation risk which will later affect the shareholder. Then request the board of director to consider this matter carefully regarding the company reputation.

**Shareholder, who didn't mention his name** asked that would there be a chance that Mr. Praphant Asava-Aree be re-elected as a director and compliment past performance of Mr. Praphant Asava-Aree.

Mr. Praphant Asava-Aree stated that his position as a director and the CEO would have end sooner or later but he is proud to have been working with full perseverance for the company. However, there are many qualified executives in the company which fit the role and wish that they will be elected to further manage the company.

**Mr. Chatri Charoenuang** stated his opinion that under the management of Mr. Praphant Asava-Aree up to this time, the Company expanded in term of profit and the share value has been increasing but from the current situation, he might sell his portion of shares because the management of the Company is essential part which needs integrity, transparency and good corporate governance.

**Mr. Hangchai Akkawatsakul** requested the board of director comprises independent director and the audit committee perform their duty, to protect the interests of shareholder, and disclose the progress

related the issued on the newspaper and television that OAG submitted the letter to the Company regarding the malpractice of Mr. Praphant Asava-Aree in the project that favor the benefits of the Democrat party.

**Shareholder, who didn't mention his name**, inquired that in case the investigation of OAG's claim is over and Mr. Praphant Asava-Aree is found not guilty, what would be the remedy from the company. And what would be estimate time the investigation will be over, for all shareholders and investor of the company can be aware of the update progress.

The Chairman informed that the detail of the issue is confidential which the company will need to take utmost care in considering from various angle for it might be litigation risk in revealing anything. Therefore, the Company cannot reveal the details of the investigation, and further stated that the issue will not affect the working performance.

Mr. Praphant Asava-Aree expressed sympathy to the board of director because the claims document was delivered from government agency with 'confidential' affixed which is the reason the board is unable to reveal the information. He further stated that because he is the accused party, he will explain the detail of the claims to the shareholder. The claims described that Mr. Praphant Asava-Aree use company's fund to invest in the non-existing project in favor to political party. When the company received the claims, the subcommittee was appointed to investigate but from examining the document, the claim was unreasonable. The reason is since the day Mr. Praphant Asava-Aree was appointed as CEO in 2007 where the company profit is 440 million THB but in 2012 the company profit at 1,270 million THB. Considering from the financial statement, it is impossible to dishonestly use 10,000 million THB and get Financial Statement approved by the Board of Director. The incompleteness of the investigation is because the OAG still not deliver other support documents. He would like to entrust the rest with the current Board of Directors since his employment will be expired tomorrow (1<sup>st</sup> May 2013) and wish for the fairness and righteousness for himself.

Mr. Praphant Asava-Aree further addressed his work and achievement of the past 6 years in his position as follow:

1. Solved the arrear on debenture for amount of 2,500 million Baht which is overdue and performed the payment in November 2007.
2. PraSae – Klong-Yai Project: at commencement of his position, this project was merely the resolution from the Cabinet with no contractual agreement while the company had already invested 1,600

million THB. Later on, the issue was solved and the company received reimbursement from Ministry of Agricultural and Cooperatives in 2010.

3. The lease with the Treasury Department under the MOU since 2000 where it is still in progress and will be a test for current Board of Directors and executives.

4. Decreasing the number of subsidiaries' directors from 80 directors to 20-22 directors (including the consultant) to reduce expenses and the managerial issue for there was too many directors.

Then Mr. Praphant Asava-Aree thanked the shareholders for all the continuous support.

Mr. Chinnawat Assavapokee informed that the subcommittee does not refrain from action and had a series of meeting on the issue but the subcommittee is also awaiting the additional document from the OAG which company, as it is not state enterprise, cannot directly request the document from the third party and would like to insist that the investigation has been conducting with transparency for all the benefits and interests of the shareholder while respecting the right of others.

Mr. Jiratt Nithianantporn added further as the Chairman of the Executive and Investment Committee regarding the press conference since many reporters has been inquiring for the information from the Company on the OAG's claim. For clarification to the public, the Company would arrange the press conference to answer all questions from the press and insist that the investigation has been conducting with transparency. The Company has not determined the procedure for detailed investigation and Mr. Praphant Asava-Aree has been on a special leave during the investigation for the subcommittee can proceed with transparency.

**Mr. Anupoj Panapornsirikul** reminded the Chairman to introduce himself and give a vision statement per the request earlier in the meeting. And further suggests regarding the OAG's claim that the fraudulent claims as high as 10,000 million THB shall be presented in the Financial Statement and, besides, internal audit system should be able to investigate the issue without awaiting third party's document. Then added, if the claims were submitted to all of the directors then every director shall be on leave hence the company will have to run without an executive officer which will cause damages to the company. Then Mr. Anupoj states his disagreement to this method without using an internal audit which shall also be deemed as neglecting the duty and requested the Board of Director to explain.

The Chairman inform that the issue affecting to many parties so it is not justified to the executives and Mr. Praphant Asava-Aree (the accused party) and, moreover, the accusing party is

government agency which shall not be taken lightly as anonymous informant, the Chairman then requested to cease discussing the issue.

**Mr. Hangchai Akkawataskul** inquire the Board of Directors, inclusive of the director nominated from PWA, which to his understanding -- 2 or 3 directors, regarding the raw water rates, where the company possess the potential to operate but limits by PWA which is the major shareholder that intent to procure better price rate than other customer. Then, added that this is inequality.

**Mrs. Panpilas Maingam, proxy from PWA**, responded to the question that there is only one representative from PWA in the board of director which is Mrs. Rattana Kitchawan, the governor of PWA.

**Mr. Pongsiri Lertvichit** inquired whether the company charges the same rate for PWA and other customer.

Mr. Praphant Asava-Aree informed that the company charged the same rate.

**Mr. Somkiet Promrat, shareholder presents himself in person**, encouraged Mr. Praphant Asava-Aree and further sated to Mr. Praphant Asava-Aree that what goes around, comes around.

**Mr. Chatri Charoenuang** inquired the board of director whether the company still have the policy for company visit or scholarship like the previous board of director.

The Chairman stated that it is a good policy and agreed that it should be carried on along with other CSR and will extend the understanding between the Company and the community.

**Mr. Hangchai Akkawatsakul** suggested the Corporate Governance and Nominating Committee that in order to perform its duty seeking the new CEO, the committee shall consider capability, professionalism and independence for this company is listed in SET where ethical and corporate governance is crucial. He further added that the procedure where the CEO was elected by majority vote would lead to erroneous process.

Mr. Kallayana Vipattipumiprates, Chairman of the Corporate Governance and Nominating Committee, explained that corporate governance is the principle he always hold on to himself during his working life and further stated that he serves as a government officer in Ministry of Foreign Affair where he oversees human resource, properties and inventory where good governance is used in managing all the work.

Mr. Somkiet Promrat expressed gratitude for the past achievement of Mr. Praphant Asava-Aree.

Shareholder, who didn't mention his name, expressed the opinion that he disagrees with the policy to seek investment abroad and that the company should initially focus on domestic investment namely on the other region of Thailand to create good waterworks management.

Mr. Nitisart Sanongsena, proxy to the shareholder, inquired regarding the appointment of Mr. Kitti Tungswong, Senior Executive Vice President, who leave the position in the short period.

The Chairman informed that it is an internal management. At time Mr. Praphant Asava-Aree was on special leave due to the investigation. The Executive and Investment Committee took action for management and appointed Mr. Kitti Tungswong to the position for only short period of time.

After that, the Chairman thanked Mr. Praphant Asava-Aree for his devotion to the Company and thanked all shareholders for their attendance and suggestions. The Company would take all shareholders' suggestions into further consideration. The Chairman of the Meeting then declared the 2012 Annual General Shareholders' Meeting adjourned.

The Meeting was adjourned at 16.45 hours.

- Signed -

Mr. Chanin Yensudjai

Chairman of the Board of Directors