



- Translation -

No. TTW/068/14

21 February 2014

Subject: Invitation to attend the 2014 Annual Ordinary General Meeting of Shareholders

Attention: Shareholders of Thai Tap Water Supply Public Company Limited

- Attachments:
1. The Minutes of 2013 Annual Ordinary General Meeting of Shareholders
 2. 2013 Annual Report and Sustainable Report (CD-ROM)
 3. Biography of the Nominated Company's Auditors
 4. Biography of the Nominated Persons to be elected as Directors and the Company's Definition on Independent Director
 5. Determination of Directors' Remuneration for the Year 2014 and Directors' Bonus for the Year 2013
 6. Company's Articles of Association regarding the Shareholders' Meeting and Voting
 7. Information on Independent Director as Proxy to Attend the Meeting
 8. Registration Form (to be brought to the meeting)
 9. Proxy Form (recommend to use Form B);
 10. Map of the Meeting Place

The Board of Directors of Thai Tap Water Supply Public Company Limited (the company) has passed a resolution in its Meeting No. 1/2014 held on Monday, 27th January 2014, to summon the 2014 Annual Ordinary General Meeting of Shareholders to be held on Friday, 14 March 2014 at 2.00 p.m. at Landmark Ballroom, The Landmark Bangkok Hotel, 138 Sukhumvit Road, Klongtoey, Bangkok. Details related to the meeting were publicized on company's web site www.thaitap.com in advance since 12th February 2014. Agendas as follows:

Agenda 1 To Consider and Approve the Minutes of the 2013 Annual Ordinary General Meeting of Shareholders

Facts and Reasons: Thai Tap Water Supply Plc. has sent 2013 Annual General Meeting report held on 22 March 2013 to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the prescribed time frame. It has also uploaded on the company's website and attached herewith this letter as Attachment 1.

Opinion of Board of Directors : The shareholder should approve the minutes of the 2013 Annual Ordinary General Meeting of shareholders which was correct and complete.

Resolution : This agenda shall be determined by the majority of votes of shareholders present in pursuant to Clause 31 of the Company's Article of Association.

Agenda 2 To Acknowledge the Performance of the Company for the Year 2013

Facts and Reasons : the performance of the company for the year 2013 is as per Attachment 2 which concerns all stakeholders i.e. customers, suppliers, employee.

Activities relate to social, community and environment such as;

- 1) Activities for communities such as granting scholarships for students near service areas, organizing national children day fair etc.
- 2) Activity at national level which was 1 million trees planting project year 3 and the hand -over ceremony of 200,000 trees planted on year 1 to the to the Department of National Parks Wildlife and Plant Conservation.
- 3) Activity at international level which was sending Mahidol wittayanusorn school team who was the winner of year 2012 with the project name: A Novel Bio absorption Instrument for Removal Heavy Metals in Wastewater to participate in SJWP 2013 at Stockholm, Sweden. It was the first time a Thai team has participated in such event which reflects not only the company care for water resources but also the capability of Thai youth to create water conservation innovation concept.

Year 2013 Performance

- 1) The company year 2013 sale volume was 136.0 mil. m³ or 5 mil. m³ higher than that of 2012. Daily sale volume was 372,839 mil. m³. This year marked the accumulated sale volume of 1 mil m³. The company is preparing to expand its production capacity by 100,000 mil. m³/day as well as Pathum Thani Water Company Limited (PTW), its subsidiary to increase the distribution station at 50,000 mil. m³/day. Other activities as follows.
- 2) Tax exemption privileged from major flood year 2011 for 8 years at 927.4 mil Baht effective from 27 May 2013.
- 3) The company sold 999,999 shares of CK Power at 13 Baht per share in order to keep holding ratio at 25 percent.
- 4) Receivable from tax return of PTW year 2009 and 2011 at 324 mil Baht.
- 5) Incorrect utilizing tax exemption privileged in year 2012 resulting in paying of 260.5 mil Baht tax in November 2013.
- 6) Receive “excellent” rating for good governance from SET and IOD.

Statement of Financial Position

(unit : million Baht)

Particular	Consolidated financial statements			Separate financial statement		
	As at 31 December			As at 31 December		
	2013	2012	2011	2013	2012	2011
Total assets	24,525	24,672	21,728	23,650	23,994	21,348
Total liabilities	13,514	14,011	11,537	13,349	13,858	11,395
Total shareholders' equity	11,011	10,660	10,192	10,331	10,136	9,954
Sales and services	5,182	4,925	4,546	3,442	3,245	3,017
Total revenues	5,790	5,273	4,635	4,777	4,141	3,746
Cost of sales of treated water and service	1,550	1,495	1,323	900	870	748
Administrative expense	342	262	222	274	190	167
Gross profit margin	3,632	3,430	3,223	2,542	2,375	2,269
Net profit	2,574	2,338	2,113	2,359	2,041	2,063
Book value (Baht / share)	2.76	2.67	2.55	2.59	2.54	2.49
Earnings per share (Baht/share)	0.65	0.59	0.53	0.59	0.51	0.52

Financial ratio

Particular	Consolidated financial statements			Separate financial statement		
	As at 31 December			As a31 December		
	2013	2012	2011	2013	2012	2011
Profitability Ratio						
Gross profit margin(%)	70.09	69.64	70.90	73.85	73.19	75.21
Net profit margin (%)	44.46	44.34	45.59	53.21	49.29	55.07
Return on Equity (%)	23.38	21.93	20.73	22.83	20.14	20.73
Efficiency Ratio						
Total assets turn over (%)	10.50	9.48	9.72	9.97	8.51	9.66
Fixed assets turn over (%)	22.40	19.55	16.77	27.52	23.19	22.52
Leverage Ratio						
Debt to equity ratio	1.23	1.31	1.13	1.29	1.37	1.14
Dividends payout (%)	85.24	80.20	66.07	93.01	91.87	67.67

Opinion of Board of Directors : The shareholders should acknowledge the performance of the company for the year 2013.

Resolution : This agenda shall not be determined by votes since it is only a report for share holders' acknowledgement.

Agenda 3 To Acknowledge 2013 Interim Dividend Payment

Facts and Reasons : the Board of Directors at its meeting no 3/2013 on 26 July 2013 resolved to pay interim dividend payment from profit of 6 months ended on June 30, 2013 subject to 20 percent corporate income tax at the rate of 0.25 Baht per share on August 23, 2013, making the total interim dividend pay-out of 997,500,000 Baht.

Opinion of Board of Directors : The shareholders should acknowledge the interim dividend payment from profit of 6 months ended on June 30, 2013 subject to 20 percent corporate income tax at the rate of 0.25 Baht per share on August 23, 2013, making the total interim dividend pay-out of 997,500,000 Baht.

Resolution : This agenda shall not be determined by votes since it is only a report for share holders' acknowledgement.

Agenda 4 To Approve the Statement of Financial Position for the Year Ended on December 31, 2013

Facts and Reasons : Company statement of financial position and statement of comprehensive income for the year ended on 31 December 2013 which have been reviewed by Mr.Khitsada Lerdwana, CPA No.4958 from Ernst & Young Co. Ltd. and the Audit Committee that were accurate and in line with accounting standard as per attachment 2 page 72 which could be summarized below.

(unit : million Baht)

Particular	Consolidated financial statement		Separate financial statement	
	2013	2012	2013	2012
Statement of financial position				
Total assets	24,525	24,672	23,650	23,994
Total liabilities	13,514	14,011	13,349	13,858
Shareholders' equity	11,011	10,660	10,300	10,136
Statement of comprehensive income				
Total revenues	5,790	5,273	4,777	4,141
Total expenses	2,124	1,982	1,432	1,312
Net profit	2,574	2,338	2,359	2,041
Earnings per share	0.65	0.59	0.59	0.51

Particular	Consolidated financial statement		Separate financial statement	
	2013	2012	2013	2012
Cash flow statement				
Cash flow from operating activities				
Net cash from operating activities	3,279	3,384	1,860	2,234
Cash flow from investing activities				
Net cash flow (used in) investing activities	(1,101)	(3,067)	368	(1,945)
Cash flow from financing activities				
Net cash from (used in) financing activities	(2,707)	392	(2,684)	405
Net increase (decrease) in cash and cash equivalents	(529)	710	(456)	693
Cash and cash equivalents at beginning of year	2,677	1,967	2,098	1,405
Cash and cash equivalents at end of year	2,148	2,676	1,643	2,098

Opinion of Board of Directors : The shareholder should approve the financial statements for the year ended on December 31, 2013 which were reviewed by the company's auditors and Audit Committee as per Attachment 2.

Resolution : This agenda shall be determined by the majority of votes of shareholders present and casting their votes in pursuant to Clause 31 of the Company's Article of Association.

Agenda 5 To approve the 2013 Profit Appropriation and Dividend Payment

5.1 To Approve 2013 Net Profit Allocation to Other Reserve

Facts and Reasons : The company has fully set the legal reserve at 10 percent of its registered capital or 399 mil Baht. However, the company is required to set aside other reserve fund of 10 percent of its annual net profit as described in the amendment of concession right. The company had the 2013 net profit of 2,358,836,039 Baht so it is required to set aside 235,883,604 Baht to other reserve.

Opinion of Board of Directors : The shareholders should approve the allocation of 2013 net profit to other reserve at the amount of 235,883,604 Baht.

Resolution : This agenda shall be determined by the majority of votes of shareholders present and casting their votes in pursuant to Clause 31 of the Company's Article of Association.

5.2 To Approve of Dividend Payment

Facts and Reasons : The company in 2013 has net profit of 2,358,836,039 Baht with no accumulated loss so it can pay dividend in accordance with Public Company Act and Company's Article of association. The dividend payment policy stipulated that dividends shall be paid at the rate of no less than 50 percent of net profit after corporate income tax, statutory reserve and other reserve as described in any agreement. Having considered such policy, the company still has free cash to pay dividend of 0.60 Baht per share total 2,394,000,000 Baht to its shareholders. As the company has already paid the interim dividend payment of 0.25 Baht per share so it is allowed to pay dividend of 0.35 Baht more per share or 1,396,500,000 Baht. The payment shall be made on 21 March 2014. Information relating to previous paid dividend as follows.

Particular	Separate financial statement		
	2013	2012	2011
1. Net profit (mil Baht)	2,612	2,124	2,063
2. No. of share (mil shares)	3,990	3,990	3,990
3. Dividend (Baht/share)	0.60	0.52	0.40
4. Total of dividend (mil Baht)	2,394	2,075	1,596
5. Payment ratio (%)	91.65	97.69	77.40

- 1) Profit gained from corporate income tax-exempted business (BOI) at the rate of 0.22 Baht totaling 877.80 mil Baht. Recipients of natural person shareholders are not subjected to withholding tax and shall not be entitled to tax credited.

- 2) Profits gained from 20 percent corporate income tax-paid business at the rate of 0.06 Baht per share totaling 239.40 mil Baht. Recipients of natural person shareholders are subjected to 10 percent withholding tax and shall be entitled to tax credited.
- 3) Dividend from unappropriate retained earnings at the rate of 0.07 Baht per share totaling 279.30 mil Baht. Recipients of natural person shareholders are subjected to 10 percent withholding tax that can be tax credited.

Opinion of Board of Directors : The shareholder should approve the distribution of additional dividend at the rate of 0.35 Baht per share, making the total additional dividend payment of 1,396.50 mil Baht. The list of shareholders shall be collected pursuant to Section 225 of the Securities and Exchange Act by setting the shareholder register book closing date on Thursday, 11 February 2014. The dividend payment shall be made on March 21, 2014. Thus, the company has paid the dividend for the year 2013 at the rate of 0.60 Baht per share.

Resolution : This agenda shall be determined by the majority of votes of shareholders present and casting their votes in pursuant to Clause 31 of the Company's Article of Association.

Agenda 6 To Approve the Appointment of Auditor and Determination of Remuneration

Facts and Reasons : According to Public limited company act 1992 and article 32 of company's Article of Association, the auditor shall be appointed and auditor's fee shall be approved at the Annual General Meeting of Shareholders.

The Audit Committee had considered appointing the auditor for year 2014 by their experience, transparency and capability to provide technical service in timely manner. It is deemed appropriate to nominate the same auditor namely, Ernst & Young Office Limited, as the company's auditor for year 2014 comprising of Ms. Siraporn Ouaanunkun, CPA No.3844 or Ms.Sumalee Reewarabandith, CPA No.3970 or Mr.Khitsada Lerdwana CPA No.4958 to sign certify the company financial statement. The remuneration fee is not more than 1,235,000 Baht. The fee is as same as year 2013 with an increase to cover additional cost associates with 1 more

BOI tax privilege. Furthermore, the proposed auditors are the auditors of subsidiary companies and have no conflict of interest with the company or subsidiaries, management and major shareholders. Details of remunerations presented below:

Particular	Year 2014	Year 2013	Year 2012
1. Examination of annual financial statements	525,000	525,000	525,000
2. Review of financial statements for the first 3 quarters	570,000	570,000	570,000
3. Review of BOI compliance	140,000	70,000	140,000
Total	1,235,000	1,165,000	1,235,000

Opinion of Board of Directors : The shareholders should approve the appointment of auditors from Ernst & Young Office Limited, namely Ms.Siraporn Ouaanunkun, or Ms.Sumalee Reewarabandith, or Mr.Khitsada Lerdwana to be the auditors of the company for the year 2014 and the audit remuneration of not exceeding 1,235,000 Baht as proposed by Audit committee.

Resolution : This agenda shall be determined by the majority of votes of shareholders present and casting their votes in pursuant to Clause 31 of the Company's Article of Association.

Agenda 7 To Approve the Election of Directors to Replace Those Retiring by Rotation

Facts and Reasons : According to article 26 of Company's Article of Association, each Annual Ordinary General Meeting the directors who serve the longest shall resign by rotation up to one third of the existing directors during that time. The resigned directors may be re-elected.

There are 4 directors need to be resigned in year 2014 are Dr.Thanong Bidaya, Mr.Pairuch Mekarporn, Mr.Ryotaro Sumi and Mr.Tomonori Susuki.

From 1 October 2013 to 30 December 2013 the company has opened opportunity for shareholder to nominate names to be elected as directors but there was no nomination.

The nomination and Remuneration Committee has suggested that those 4 resigned directors shall be re-appointed. Biography of them as per Attachment 4

Opinion of Board of Directors : the shareholders should approve the election of 4 directors resigning by rotation, namely Dr.Thanong Bidaya, Mr.Pairuch Mekarporn, Mr.Ryotaro Sumi and Mr.Tomonori Susuki to be the directors for another term as proposed by the Nomination and Remuneration Committee and as per Attachment 4.

Resolution : This agenda shall be determined by the majority of votes of shareholders present and casting their votes in pursuant to Clause 31 of the Company's Article of Association.

Agenda 8 To Approve the Determination of Directors' Remunerations

Facts and Reasons : According to Public limited company act 1992, Directors' Remunerations shall be determined by the Annual Ordinary General Meeting with the majority vote of no less than two third of the shareholders present. Article 32 of company's Article of Association stipulated that directors shall receive remuneration such as salary, per diem and bonus etc.

The Nomination and Remuneration Committee thoroughly consider related factors and recommend that the remuneration of directors for 2014 should be:

1. Bonus: For year 2013 totaling of 18,421,000 Baht or 0.77 percent of the dividend paid. The net profit of 2013 is 2,573,764,791 Baht compared to 2,337,503,938 Baht of 2012 or 10.11 percent increased. Bonus for 2012 was at 0.78 percent of paid dividend.
2. Salary and per diem: totaling of 7,334,000 Baht. Paid by considering performance against targets at the rate of 0.31 percent of paid dividend compared to 0.33 of year 2013

Remuneration Table

Description	2014	2013	2012
Board of Directors	4,840,000	4,549,290	4,292,000
Executive Committee	879,000	828,900	782,000
Audit Committee	433,000	406,600	383,500
Risk Management Committee	394,000	372,100	351,000
Nomination and Remuneration committee	394,000	293,700	277,000
Corporate Governance Committee	394,000	372,100	351,000
Total	7,334,000	6,822,690	6,436,500

Details as per [attachment 5](#)

Opinion of Board of Directors : The shareholders should approve the bonus for the year 2013 in the amount of 18,421,000 Baht and Directors' remuneration at the amount of not exceeding 7,334,000 Baht as proposed by the Nomination and Remuneration Committee and as per [Attachment 5](#).

Resolution : This agenda shall be determined by the votes of not less than two-thirds of the total votes of shareholders present in pursuant to Section 90 of the Public Company Limited Company Act 1992.

Agenda 9 Changing of Company's Name

Facts and Reasons : The 2011 Annual General Meeting of shareholders held on 7 March 2011 approved the amendment to the Memorandum of Association (Company's objectives) in order to accommodate the company's new vision in expanding business horizon to include energy and environmental service businesses. The company has expanded its business into energy sector by investing 2,760 mil.Bt. in CK Power Plc., the holding company which main business is to hold shares of energy business companies. Under the 5-year Business Plan, due to increasing financial strength, the company had a plan to acquire business by M&A in order to reduce income proportion from PWA. This means that the

company's income will not only derive from tap water business. To reflect the new business, the company's name should be changed. In doing so, The Board of Directors at its 1/2014 meeting held on 27 January 2014 has considered that the company's name should be changed

from บริษัท น้ำประปาไทย จำกัด (มหาชน)

Thai Tap Water Supply Public Company Limited

to บริษัท ทีทีดับบลิว จำกัด (มหาชน)

TTW Public Company Limited

Note that the proposed new company's name still retains its originality at a certain level.

Opinion of Board of Directors : The shareholders should consider approving company's name in order to reflect its businesses as proposed.

Resolution: This agenda shall be determined by not less than three quarter of votes of shareholder present in pursuant to Clause 31 of the Company's Article of Association.

Agenda 10 Changing of Company's Seal

Facts and Reasons: As requested to kindly consider approving the changing of company's name to บริษัท ทีทีดับบลิว จำกัด (มหาชน) / TTW Public Company Limited in agenda 9, if this has been approved the current company seal should be changed accordingly as follows:

from



to



Opinion of Board of Directors : The shareholders should consider approving company's seal as proposed.

Resolution : This agenda shall be determined by not less than three quarter of votes of shareholder present in pursuant to Clause 31 of the Company's Article of Association.

Agenda 11 Approval of Amendment of Company's Memorandum of Association (Clause 1- Company's Name)

Facts and Reasons: In order to accommodate the company's new name and new business, Clause 1 of Company's Memorandum of Association (Company's Name) need to be changed as follows:

from

Clause 1. ชื่อบริษัท “บริษัท น้ำประปาไทย จำกัด (มหาชน)”, และมีชื่อเป็นภาษาอังกฤษว่า THAI TAP WATER SUPPLY PUBLIC COMPANY LIMITED”

to

Clause 1. ชื่อบริษัท “ทีทีดับบลิว จำกัด (มหาชน) ” , และมีชื่อเป็นภาษาอังกฤษว่า “TTW PUBLIC COMPANY LIMITED”

Opinion of Board of Directors : The shareholders should consider approving Company's Memorandum of Association (Clause 1- Company's Name) as proposed.

Resolution: this agenda shall be determined by not less than three quarter of votes of shareholder present in pursuant to Clause 31 of the Company's Article of Association.

Agenda 12 Approval of Amendment of Company's Memorandum of Association (Clause 41 – Company's Seal)

Facts and Reasons: As requested to kindly consider approving the changing of company's logo in agenda 10. If this has been approved Clause 41 of Company's Article of Association (Company's Seal) will need to be amended accordingly.

from

Clause 41. The Company seal shall be as follow:



to

Clause 41. The Company seal shall be as follow:



Opinion of Board of Directors : The shareholders should consider approving Company's Memorandum of Association Clause 41- (Company's Seal) as proposed.

Resolution: this agenda shall be determined by not less than three quarter of votes of shareholder present in pursuant to Clause 31 of the Company's Article of Association.

Agenda 13 Other matter (if any)

The Company determines the list of shareholders entitled to attend the Meeting and vote in the 2014 Annual Ordinary General Meeting of Shareholders and entitled to receive dividend on Wednesday, 10 February 2014. The list of shareholders shall be collected pursuant to Section 225 of the Securities and Exchange Act by setting the shareholder register book closing date for suspension of share transfer on Thursday, 11 February 2013.

The registration and document examination of all attendees will take place at the meeting venue from 12.00 hours. The Company will conduct the meeting in

accordance with Company's Articles of Association relating to the Shareholders' Meeting and Voting as per Attachment 6.

The company is pleased to invite the shareholders to attend the meeting at above-mentioned time, date and venue. Should you be unavailable to attend the meeting yourself, you can appoint Mr. Techapit Sangsingkeo, Independent Director, to do so (his profile as per Attachment 7), or appoint any person to attend the meeting and vote on your behalf. Please kindly fill in the details and sign on the Proxy Form as per Attachment 8. To ensure that the Meeting would be conducted conveniently and orderly, in case of proxy, please send the Proxy Form to the Company via facsimile No. 0-2420-6064 by Wednesday, 12 March 2014. The shareholders or proxy holders are requested to bring and present the documents and evidence as per the list in Attachment 8 for registration on the meeting date. In addition, if there is any question relating to the agendas, such question can be submitted via www.thaitap.com or Tel. 0-2811-7526, 0-2811-7528 ต่อ 1106. Map showing the location of the meeting venue as per Attachment 10.

Very truly yours,

(Dr. Thanong Bidaya)

Chairman of the Board of Directors