

Minutes of the 2008 Annual Ordinary General Meeting of Shareholders  
of  
Thai Tap Water Supply Public Company Limited

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Time and Place :

The Meeting was held on 10<sup>th</sup> April 2008, at 10.00 a.m. at The Salaya Pavillion Hotel, Mahasawasdee Room, 6<sup>th</sup> Floor, 999 Buddha Monthon 4 Road, Salaya, Nakhon Pathom

Attending Directors

Present : All 11 Directors

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|-----------------------------|--|
| 1. Mr. Plew Trivisvavet     | Chairman of the Meeting  |
| 2. Mr. Techapit Sangsingkeo | Independent Director, Chairman of the Audit Committee and<br>Chairman of the Risk Management Committee |
| 3. Mr. Phairuch Mekarporn   | Independent Director and Chairman of the Nomination and<br>Remuneration Committee                      |
| 4. Mr. Somnuk Chaidejsuriya | Independent Director and Chairman of the Corporate<br>Governance Committee                             |
| 5. Mr. Narong Sangsuriya    | Chairman of the Executive Committee  |
| 6. Mr. Suvich Pungchareon   |  |
| 7. Mr. Prasert Marittanapom |  |
| 8. Dr. Sombat Kitjalaksana  |  |
| 9. Mr. Tomoaki Matsumoto    |  |
| 10. Mr. Yoshio Kometani     |  |
| 11. Mr. Sompodh Sripoom     |  |

Management

Present : 5 Members

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Sahachai Hengtrakool       | Operations Manager                              |
| 2. Mr. Somkiat Pattamamongkolchai | Accounting and Finance Manager                  |
| 3. Ms. Pathida Chaiyasen          | Human Resource & Administration Manager         |
| 4. Mr. Preeda Tantikulprasut      | Plant Manager                                   |
| 5. Mrs. Mattana Sookdhis          | Manager Attached to Office of Managing Director |

Auditor's Representatives from Ernst & Young Office Limited

Present : 1 Member

Mr. Chatchai Kasemsrithanawat

Legal Advisor from The Legists Ltd.

Present : 1 Member

Mr. Nopadol Intralib

Preliminary Proceedings

Mr. Plew Trivisvavet, Chairman of the Meeting, stated that there were 46 Shareholders present in person and by proxy, representing 3,279,707,500 shares equivalent to 99.68 percent of the total issued shares of 3,290,000,000 shares, thereby constituting a quorum in accordance with Article 30 of the Articles of Association.

Prior to proceeding with the Meeting in accordance with the agenda, the Meeting was informed the details of the Meeting and vote counting procedures as follow:

This Meeting consisted of all regular agenda and according to Clause 31 of the Company's Articles of Association, each Shareholder or a proxy authorized by anyone of the Shareholders to vote on his/her behalf had his/her votes equal to the number of share holding. One share would be entitled to one vote.

Vote casting would be executed on each of the meeting's agenda, except Agenda 2 – Acknowledgment of the 2007 Annual Performance Report, and Agenda 3 – Acknowledgement of Principle of Dividend Payment for 2007 Operation which were for acknowledgment. Shareholders could cast their votes either "against" or "abstain" by marking on the voting cards with signatures. However, those who voted "against", or "abstain" were requested to raise their hands so that TTW officers could collect the voting cards.

Voting results could be counted by deducting "against" votes and "abstain" votes from the total number of votes casted by the Shareholders present at the Meeting in which the remaining votes would be considered as affirmative votes in favor of such agenda. To reach a resolution, all casted votes in every agenda were required to gain majority votes from Shareholders present at the Meeting. In case of equality of votes, the Chairman of the Meeting would cast the final vote, except Agenda 7 – Approval of Determination of Directors' Remuneration which would require not less than two-thirds of all votes of the Shareholders present at the Meeting.

Details of cast votes for each agenda would be informed to the Meeting before the Meeting adjourned.

The Chairman, thus, declared the Meeting open and proceeded with the Meeting in accordance with the following agenda:

**Agenda 1. Approval of the Minutes of the 2007 Annual Ordinary General Meeting of Shareholders**

The Chairman requested the Meeting to consider approving the Minutes of the 2007 Annual Ordinary General Meeting of Shareholders which had been reviewed and recommended by the Board of Directors. Copies of the Minutes were distributed together with the Meeting Notice to all Shareholders prior to this Meeting.

**Resolution** : The Meeting resolved to approve the Minutes of the 2007 Annual Ordinary General Meeting of Shareholders.

**Agenda 2. Acknowledgement of the 2007 Annual Performance Report**

The Chairman requested the Managing Director to give a summarized report on the performance to the Meeting, after which any questions from the Shareholders would be welcomed.

The Managing Director reported the 2007 performance to the Meeting as follow :

TTW made a giant forward move when it acquired 89 percent of Pathum Thani Water Co., Ltd.'s shares in June 2007 and another 9 percent in December 2007. But the most noticeable event in 2007 was probably when the Securities and Exchange Commission ("SEC") approved both the ESOP and IPO applications in late November 2007. Following the approval, TTW offered 40 million new ordinary shares to directors, management and staff of TTW and WF during 3<sup>rd</sup> – 4<sup>th</sup> December 2007. All shares were fully subscribed and, subsequently, registration of the increase in TTW capital from 3,250 million Baht to 3,290 million Baht was completed in late December 2007.

TTW delivered slightly over 93 million m<sup>3</sup> of treated water to PWA in 2007, showing a 12 percent increase in supplied volume from that of 2006. However, most of the increase occurred during the second half of the year where the average monthly sale volume reached its peak at 275,410 m<sup>3</sup>/day in November 2007. The sale volume growth came mostly from the industrial sector.

However, number of new connections increased at a declining rate when compared to that of the previous year (10,405 new connections in 2006 VS 7,549 news connections in 2007).

In order to maintain good relationship with PWA, end users and surrounding communities, customer and public relation activities such as customer visits, market survey, water treatment plant visits, scholarship support and drinking water support were conducted throughout the year.

TTW had 107 staff (including WF's staff) working on a normal 8-to-5 basis and on a 24-hour shift work basis. In 2007, TTW developed "Training Master Plan" in order to ensure that each level of its staff would be trained properly. This master plan divided knowledge bases into 5 disciplines where each level of TTW staff would be trained in all discipline, however, with different emphasis. Total training hours in 2007 were 8,274 hours compared to the target of 8,260 hours. In addition to the training, employee relation activities were also arranged throughout the year. Most important, 2007 was another no-accident year. As at the end of December 2007, no-accident working hours accumulated to 836,370.

Having acquired PTW in 2007, TTW and its subsidiaries booked their 2007 total revenues at 2,623 million Baht, and total expenses at 1,680 million Baht. As a result, consolidated net profit increases from 674 million Baht in 2006 to 920 million Baht in 2007.

As there was no further question, the Chairman requested the Meeting to acknowledge the Company's 2007 performance report.

**Resolution :** The Meeting acknowledged the Company's 2007 performance report as presented.

**Agenda 3. Acknowledgement of Principle of Dividend Payment for 2007 Operation**

The Chairman requested the Managing Director to report to the meeting.

The Managing Director reported to the Meeting that the Board of Directors' Meeting No. 2/2551 on 18<sup>th</sup> March 2008 had resolved to approve in principle that after the Company was listed on the Stock Exchange of Thailand and complied with the conditions of the Credit Facility Agreement, dividend payment from the results of year 2007 operation would be made in the fourth quarter of year 2008. However, proper approval from Shareholders would be required before the payment would actually be made.

After the aforesaid Board of Directors Meeting, the Ministry of Natural Resources and Environment approved the amendments to the waterworks concession regarding restrictions on dividend payment. In addition the Company's lenders also approved the amendments to certain conditions of the Credit Facility Agreement. As a result, the Board of Directors had held its meeting No.3/2551 on 10 April 2008 prior to this Shareholders Meeting to resolve that, after deduction of various reserves, dividend payment of Baht 0.15 per share from 2007 operation could be made during the fourth quarter of year 2008. Nonetheless, another Shareholders Meeting would be called to approve the payment before the actual payment could take place.

In addition, considering the performance and results of operation over the past years, the Company was confident that, the Company's operation and performance would improve in the future, thus, enable the Company to pay dividend at a rate not lower than those in the previous years. In this connection, the Company thus intended to pay dividends at the rate not lower than those in the previous years.

The Chairman thus requested the Meeting to kindly acknowledge this matter.

Resolution : The Meeting acknowledged the principle of dividend payment as reported.

Agenda 4. Approval of the Balance Sheet and Profit and Loss Accounts for the Year Ended 31<sup>st</sup> December 2007

The Chairman requested the Managing Director to report to the Meeting.

The Managing Director reported to the Meeting that according to Article 32 and Article 35 of the Articles of Association, the Board of Directors should cause the financial statements to be made as of the end of the Company's fiscal year and examined by the company's auditor for submission to the Annual Ordinary General Meeting of Shareholders for approval within 4 months from the end of the fiscal year.

The Audit Committee Meeting No.1/2551 and the Board of Directors Meeting No. 1/2551, held on 11<sup>th</sup> February 2008, had resolved to propose 2007 financial statements to the 2008 Annual Ordinary General Meeting of Shareholders for approval.

The Chairman, thus, requested the Meeting to kindly consider this matter.

Resolution : The Meeting unanimously resolved to approve the balance sheet and profit and loss accounts for the year ended 31<sup>st</sup> December 2007 which were audited by the auditor as proposed.

Agenda 5. Approval of Appointment of Auditor and Determination of Remuneration

The Chairman requested the Managing Director to report to the Meeting.

The Managing Director reported to the Meeting that according to Article 32 of the Articles of Association, the auditor should be appointed and remuneration should be fixed at the Annual Ordinary General Meeting of Shareholders.

For year 2007, the Annual Ordinary General Meeting of Shareholders held on 10<sup>th</sup> April 2007 resolved to approve the appointment of Mr. Supachai Phanyawattano and/or Ms. Vissuta Jariyathanakorn and/or Ms. Thipawan Nananuwat, of Ernst & Young Office Limited as TTW's auditor with the annual remuneration fee at 720,000 Baht.

The Audit Committee Meeting No. 1/2551 and the Board of Directors Meeting No. 1/2551, on 11<sup>th</sup> February 2008, had approved to propose Mr. Supachai Phanyawattano and/or Ms. Vissuta Jirayathanakorn and/or Ms. Thipawan Nananuwat, auditors from Ernst & Young Office Limited, for appointment as auditor of TTW for year 2008 with remuneration of not exceeding 1,050,000 Baht. Such amount was 43.7 percent increase from last year.

The Chairman, thus, requested the Meeting to kindly consider this matter.

Resolution : The Meeting unanimously resolved to approve the appointment of Mr. Supachai Phanyawattano and/or Ms. Vissuta Jirayathanakorn and/or Ms. Thipawan Nananuwat, from Ernst & Young Office Limited, as auditor of TTW for year 2008 with remuneration of not exceeding 1,050,000 Baht as proposed.

Agenda 6. Approval of Appointment of Directors

The Chairman requested the Managing Director to report to the Meeting.

The Managing Director reported that under Articles 16 of the Articles of Association, at every annual general meeting, one-third of the number of directors should vacate their office. If the number of directors was not a multiple of three, then the number nearest to one-third was required to retire from office. A retiring director was eligible for reappointed.

The directors to retire during the first and second years following the registration of the Company should be drawn by lots. In each subsequent year, the directors who had been in office for the longest term should retire. A retiring director was eligible for reappointed.

TTW had 11 directors. Therefore, 4 directors who had served the Board of Directors for the longest term would retire. These 4 directors were:

- Mr. Yoshio Kometani
- Mr. Tomoaki Matsumoto
- Mr. Techapit Sangsingkeo
- Mr. Phairuch Mekarporn

The Nomination and Remuneration Committee Meeting No. 1/2551 and the Board of Directors Meeting No. 1/2551 held on 11<sup>th</sup> February 2008, had deemed to propose the above mentioned 4 retiring directors to resume their office.

The Chairman, thus, requested the Meeting to kindly consider this matter,

**Resolution :** The Meeting unanimously resolved to approve the reappointment of Mr. Yoshio Kometani, Mr. Tomoaki Matsumoto, Mr. Techapit Sangsingkeo and Mr. Phairuch Mekarporn as TTW's directors as proposed.

**Agenda 7. Approval of Determination of Directors' Remuneration**

The Chairman requested the Managing Director to report to the Meeting.

The Managing Director reported to the Meeting that according to Article 32 of the Articles of Association, the Annual Ordinary General Meeting of Shareholders should approve remuneration for directors. In this regard, the Nomination and Remuneration Committee Meeting No. 1/2551 and the Board of Directors Meeting No. 1/2551, held on 11<sup>th</sup> February 2008, had passed a resolution on the directors' year 2007 bonus and year 2008 remuneration as follows:

- 1) Year 2007 bonus in the total amount of 5,542,000 Baht (5.14 percent increase from that of 2006)
- 2) Year 2008 remuneration in the total amount of 4,718,000 Baht (3.39 percent increase from that of 2007)

The Chairman, thus, requested the Meeting to kindly consider this matter.

**Resolution :** The Meeting, excluding the Directors, unanimously resolved to approve the determination of Directors' bonus for the year 2007 and remuneration for the year 2008 as proposed.

Agenda 8. Approval of Allocation of 2007 Profit to Other Reserve

The Chairman requested the Managing Director to report to the Meeting.

The Managing Director reported to the Meeting that TTW had already fully set the legal reserve at 10% of its registered capital or 399,000,000 Baht. However, TTW was required to set aside a reserved fund at 10% of its net profit for the year as described in the amendment to the waterworks concession.

TTW had the 2007 net profit of 724,468,249 Baht. As stipulated in the amendment to the waterworks concession, TTW should allocate 72,446,825 Baht from the 2007 net profit to other reserve.

The Board of Directors had passed a resolution during its meeting No. 2/2551 held on 18<sup>th</sup> March 2008 to approve the allocation of 2007 net profit to other reserve.

The Chairman, thus, requested the Meeting to kindly consider this matter.

Resolution : The Meeting unanimously resolved to approve to allocate 72,446,825 Baht from the 2007 profit to other reserve as proposed.

Agenda 9. Approval of Amendment of Dividend Policy

The Chairman requested the Managing Director to report to the Meeting.

The Managing Director stated to the Meeting that the Meeting was requested to kindly consider approving the amendment of the dividend policy which had been previously approved by the Extraordinary General Meeting of Shareholders No. 1/2549 held on 26<sup>th</sup> September 2006 in order to make TTW shares be more competitive among its peers categorized under the SET's Energy & Utility sector.

After being listed on the SET, TTW would be categorized in the Energy & Utility sector where the average dividend yield in this sector mostly ranges around 5 – 6 percent. This Meeting was requested to acknowledge the principle of dividend payment from year 2007 operations in the previous agenda. In order to ensure that TTW would be able to continue maintaining its dividend payment level compatible to other companies listed under the Energy & Utility sector, its current dividend policy should be further amended to reflect such intention. The Board of Directors had resolved during its meeting No. 2/2551 held on 18<sup>th</sup> March 2008 to propose a new dividend policy to



the Annual General Meeting of Shareholders for approval, as per the details in Attachment 6 to the Notice of the Meeting.

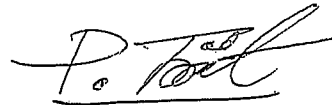
The Chairman, thus, requested the Meeting to kindly consider this matter.

Resolution : The Meeting unanimously resolved to approve the amendment of dividend policy as proposed.

Agenda 10. Other Matters

- None -

There was no other matter for consideration. The Chairman, thus, adjourned the Meeting at 11.30 a.m.



(Mr. Plew Trivisvavet)

Chairman of the Meeting