

Equitable Water Distribution Network for Stable Growth





Water

for national security

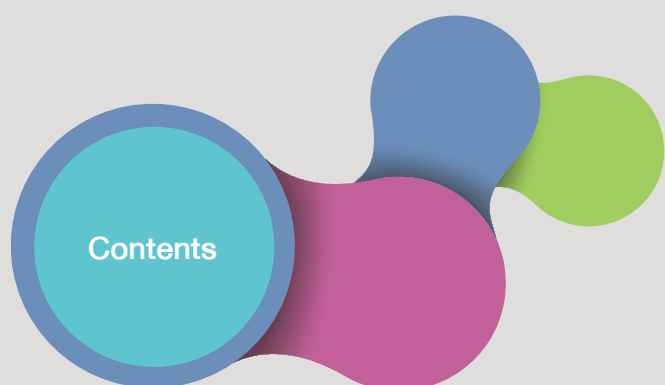


Water is the lifeblood of human lives, be it for domestic consumption, agriculture, or industrial processes. Water is the fuel that powers numerous activities, whose demand is constantly increasing in step with economic growth. In combination with the inconsistent amount of rainfall each year, drought indicators are a significant risk factor to the economic development and security of the country.

The development and management of water resources to ensure sufficient water availability and distribution is an important responsibility. East Water closely monitors and evaluates water demand throughout the year to ensure stability, economic well-being and livelihood of the country by procuring and distributing sufficient raw water to all our users.

During the past 20 years of operations, East Water has demonstrated that we are the leader in the sustainable water logistics business through our proven capabilities, such as our investment potential, which consistently grows year on year, or strength of an organization managed according to the principle of good governance and responsibility towards society and the environment, as well as the capabilities of our shareholders and trusted business partners who are always ready to cooperate with all developments. East Water is ready to confidently move forward into the future by leveraging our past strengths.

East Water has grown along with the community, as we have always paid utmost care in all of our endeavors to bring them to success, such as the importance of developing the water business while preserving the environment for the future. We deeply care for the community and society's wellbeing and seek to forge lasting bonds, by furthering education for the youth, encouraging community spirit, as well as systematically minimizing and managing environmental impact.



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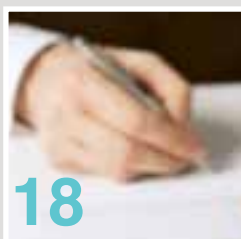
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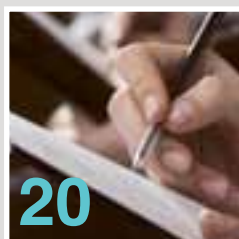
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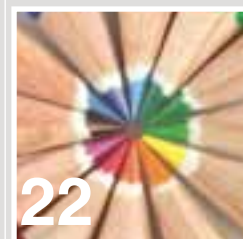
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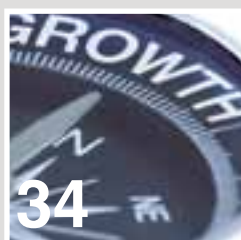
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Board of
Directors Profile



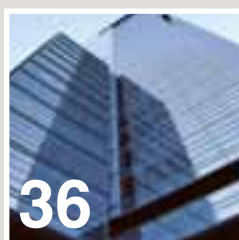
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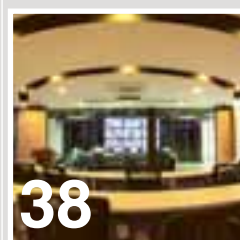
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Top 10 Major
Shareholders



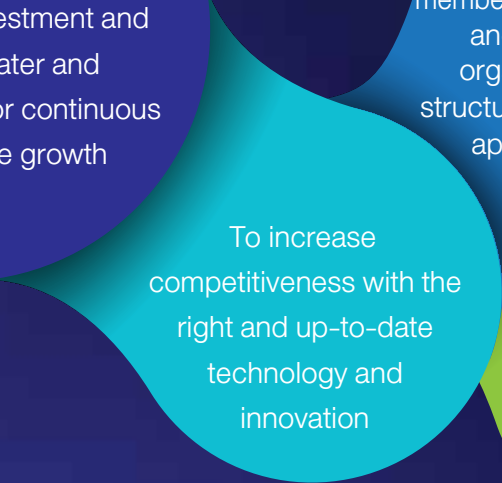
Vision :

Being a leader in sustainable water management that grows in accordance with the country's economy and expands to ASEAN region.



Missions :

To expand the investment and develop the water and related business for continuous and sustainable growth



To increase competitiveness with the right and up-to-date technology and innovation



To develop staff members' competency and improve organizational structure to be more appropriate



To be responsible for communities, societies and environment and maintain good relation with the stakeholders



To manage the business with efficiency and transparency according to the good governance principles

Strategies :

- Increase net profit and strengthen current business
- Develop water-related business to support the continuous long-term growth
- Have highly efficient financial and investment management tools
- Increase East Water Group competitiveness and developing innovation for water related
- Operate business with good corporate governance principle, care for community, society and the environment



Investment
Potential

Bright Future

Strong
Organization

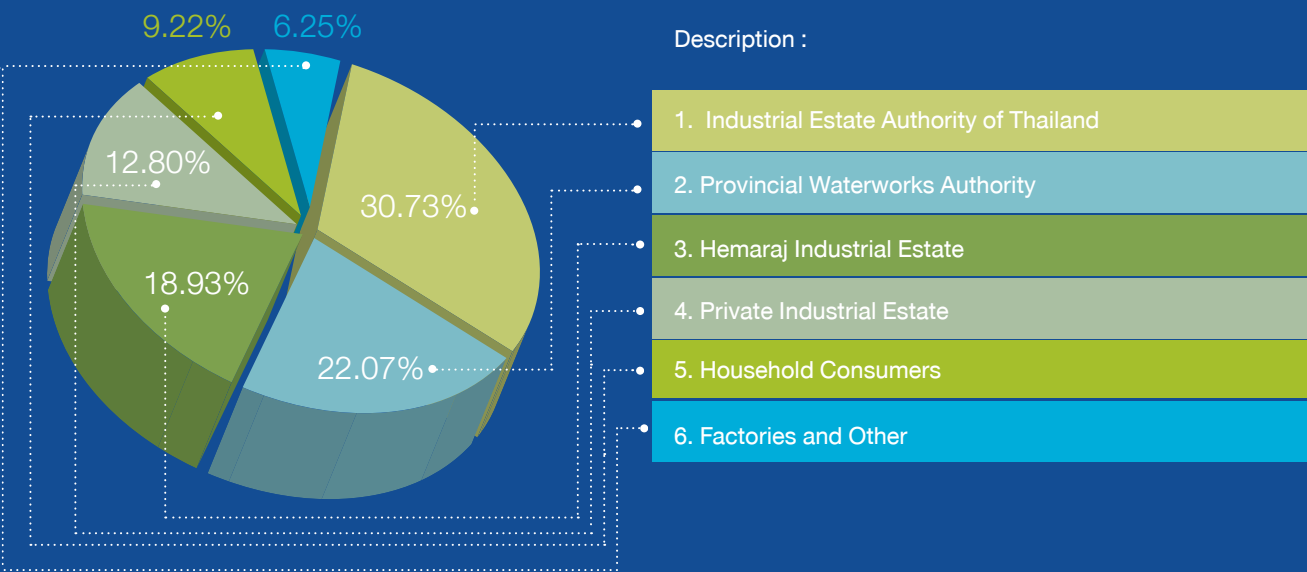
Continuous
Growth

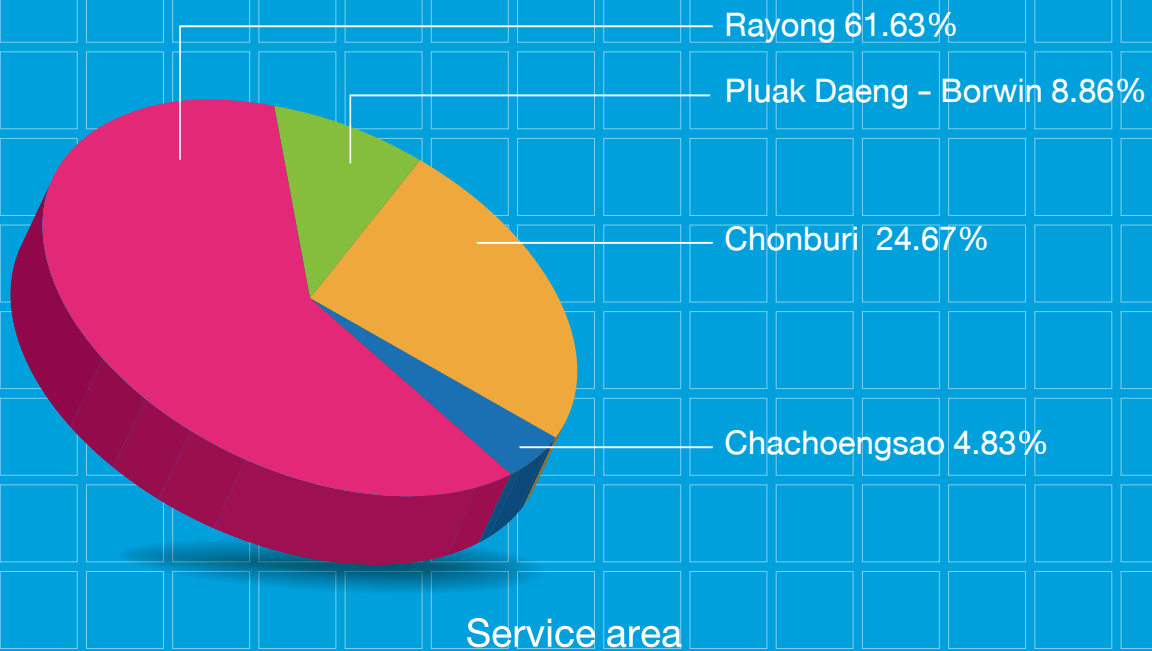


For over 20 years in business, East Water has already proved that it is a leader in providing valuable and sustainable water distribution system management. East Water has high potential in every aspect of its business. This includes an investment potential that is continuously expanding as a result of organizational strengths obtained by adhering to the principles of corporate social responsibility for the welfare of community, society, and environment. East Water’s shareholders and business partners also possess a high potential. Their loyalty and cooperation with the company facilitates the development in every aspect. As a consequence, East Water has been standing strong throughout these year, and stably moving forward to a brighter future.

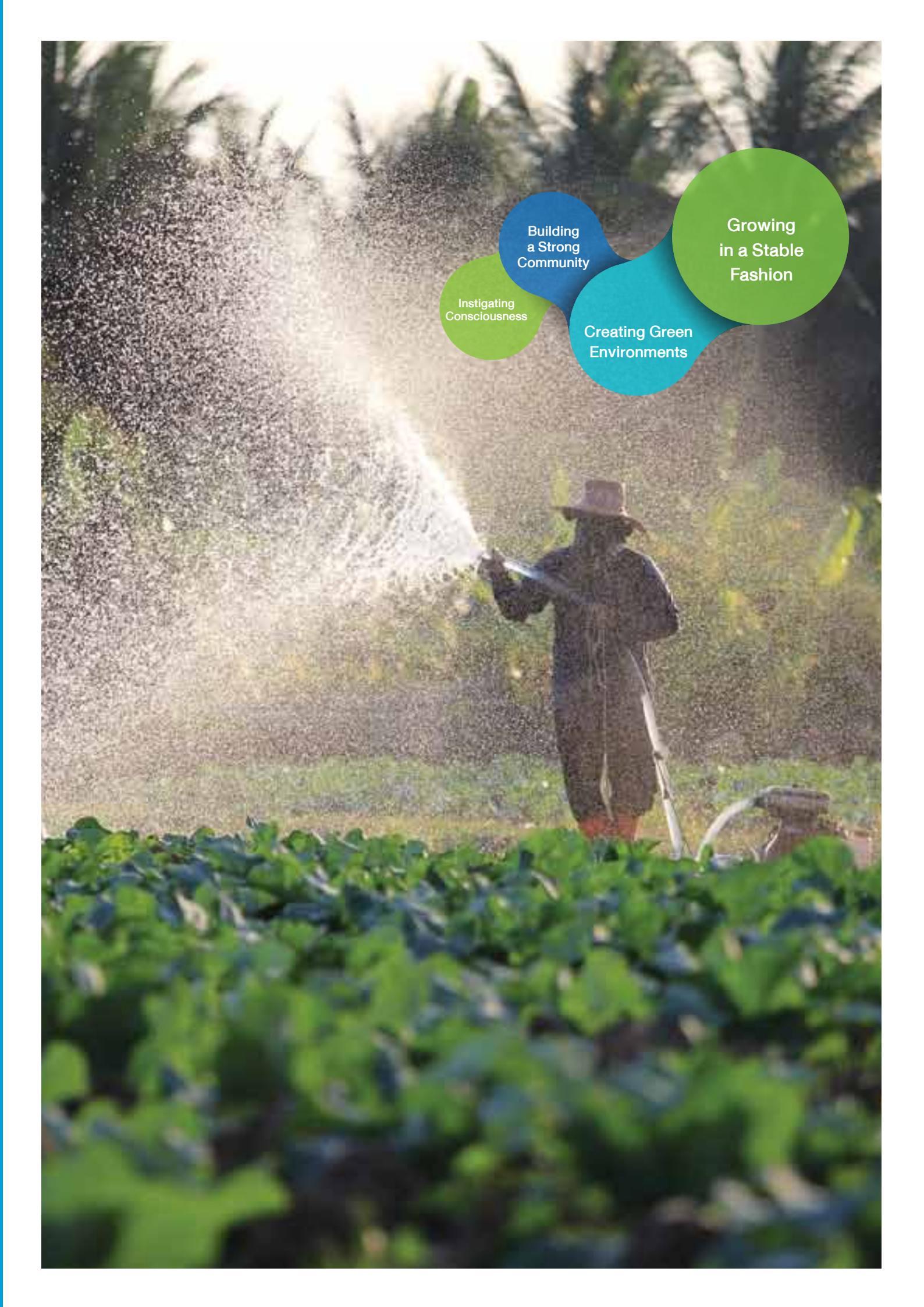


East Water's Customer chart





An important factor that has contributed to East Water's growth and social closeness for a long time is the company's close attention paid to every mission carried out. The hope is to accomplish all the missions and to reach the company's ultimate goal. For example, East Water places great emphasis on developing energy business and environment that can be further expanded, providing care for communities and societies with regard to their well-being, improving youth education, and promoting public mind. Systematically managing the surrounding parties facilitates a creation of a sustainable relationship between East Water and everyone.

A person wearing a wide-brimmed hat and a dark jacket is standing in a field, holding a long-handled spray wand. They are spraying a large, dense cloud of water or mist that fills the upper half of the frame. The foreground is filled with green, leafy plants. The background shows more greenery and trees under a bright sky.

Instigating
Consciousness

Building
a Strong
Community

Growing
in a Stable
Fashion

Creating Green
Environments

3 Dimensions of success (2014)

Economy:



Society:



community access to clean water is more than

> 226 million liters per annum (5,731 households)

Environment:



More than **255,983** trees have been planted by East Water



As a result, the forest area has been increased by more than **2,600** Rais



while the amount of CO₂ emissions has reduced by more than **3.8** million kilograms per day.

The one and only most modernized and complete water distribution

1

network of the country

Distributing water in three service areas

3

Chonburi

Rayong

Chachoengsao

provinces

Current authorized capitals

1,663.73

million Baht

394.5

kilometers of water supply pipeline networks

East Water manages water for life, economy, and community

HIGHLIGHTS
OF THE YEAR

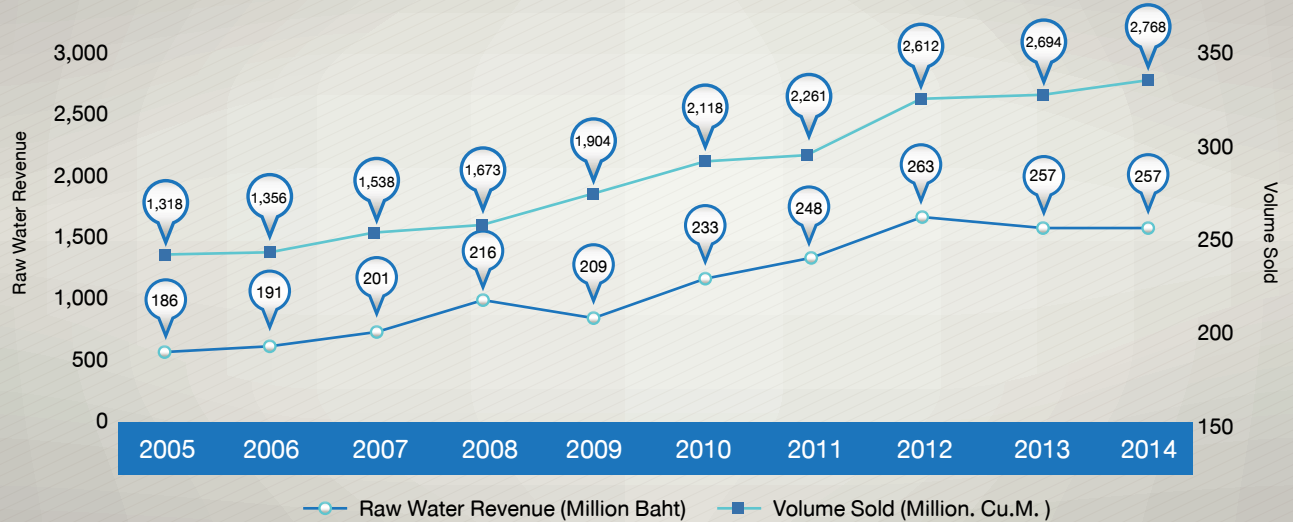
STATEMENT OF INCOME		(Million Baht)	2010	2011	2012	2013	2014
Raw Water Revenue			2,117.50	2,261.02	2,612.22	2,694.30	2,768.38
Tap Water Revenue			716.23	765.85	841.60	876.38	988.74
Total Revenue			4,674.80	3,310.04	3,725.95	3,816.14 ¹	4,035.84 ¹
EBITDA			1,793.91	1,868.57	2,079.04	2,196.13	2,288.42
Net Profit (Loss)			912.13	1,008.02	1,240.17	1,312.85	1,334.45
Net Profit (Parent Company Portion)			911.75	1,007.55	1,239.74	1,312.94	1,334.21
STATEMENT OF FINANCIAL POSITION		(Million Baht)	2010	2011	2012	2013	2014
Total Assets			9,884.57	10,784.47	12,440.09	13,480.45	15,243.45
Total Liabilities			3,296.96	3,848.27	5,119.62	5,578.52	6,726.37
Total Shareholders Equity			6,587.61	6,936.20	7,320.46	7,901.93	8,517.07
Parent Company Portion			6,584.82	6,933.08	7,316.94	7,872.13	8,487.56
FINANCIAL RATIOS			2010	2011	2012	2013	2014
Book Value (per share)	(Baht)		3.96	4.17	4.40	4.73	5.10
Net Profit (per share)	(Baht)		0.55	0.61	0.75	0.79	0.80
Dividend (per share)	(Baht)		0.38	0.42	0.44	0.42	0.21 ³
Net Profit to Total Revenue	(%)		27.87 ²	30.44	33.27	34.40	33.06
Return on Equity (ROE)	(%)		14.10	14.91	17.40	17.31	16.31
Return on Assets (ROA)	(%)		9.58	9.75	10.68	10.13	9.29
Debt to Equity ratio (D/E)	(Time)		0.50	0.56	0.70	0.71	0.79

Notes: ¹ Total Revenues in 2013 and 2014 exclude "construction revenue under concession agreement", which is a newly classified revenue as a result of a new interpretation of financial reporting standards TFRIC12 under the topic of "Service concession arrangements".

² Excluding revenue, costs, and profits from the construction project of the pipeline connecting between Prasae Reservoir and Klong Yai District in Rayong province.

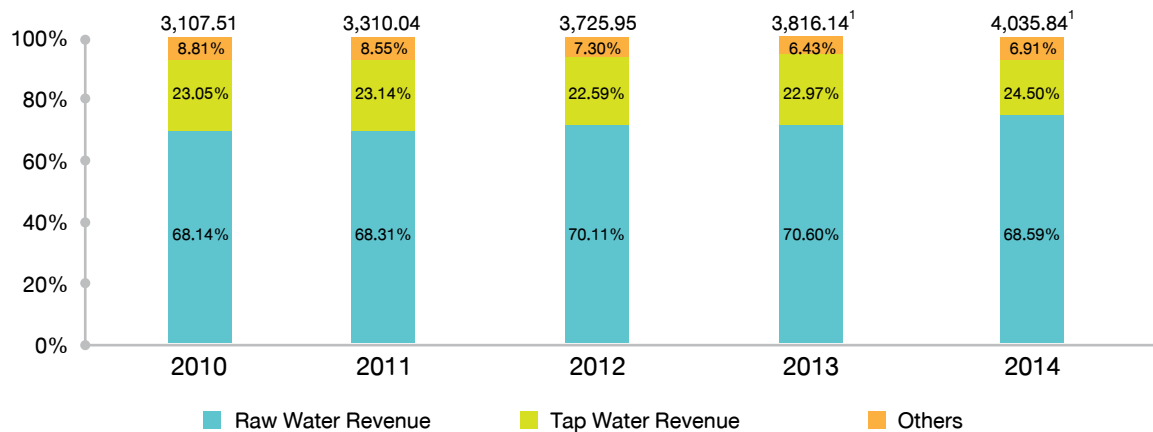
³ The dividend payment in 2014 is the interim dividend payment announced in accordance with the resolution of the board of directors on August 27, 2014.

Raw Water Volume Sold and Revenue



Notes: Excluding the amount of raw water distributed to the company and its subsidiaries for tap water production.

Sources of Income (Million Baht)



Notes: ¹ Total revenues in 2013 and 2014 exclude "construction revenue under concession agreement", which is a newly classified revenue as a result of a new interpretation of financial reporting standards TFRIC12 under the topic of "Service concession arrangements".

Dividend Payment History (Baht/Share)



Notes: Dividend payment in 2014 will be considered for approving in Annual General Meeting by shareholders on 27th April 2015.



Message from the Chairman

In 2014, East Water was continuously trying to improve the organization. The Company was preparing to expand its business into the ASEAN region. Feasibility studies were conducted for both potential domestic and overseas investment project. At the same time, the Company also placed great emphasis on human resources development to increase its competitiveness and to be ready for the ASEAN Economic Community at the end of 2015. East Water organized a number of training programs for its employees, especially programs to improve English and ASEAN languages proficiency. In addition, the Company always supports employees with creativity via the Innowave Project to make East Water an innovative organization. Innowave Project has been continually organized for three years and awarded projects have also been patented.

Although East Water was adversely affected by domestic and international economic downturns over the period between 2013 - 2014, resulted in the gradual reduction of industrial use of raw water, the Board of Directors is still bounded for effective management. The hope is to continuously create returns and value added for East Water's shareholders. As a result, East Water is able to pay interim dividends for the fiscal year 2014. Furthermore, TRIS Rating has affirmed the Company credit rating at "A+ Stable" for another year. This reflects the steady strength in East Water's operating system and financial stability.

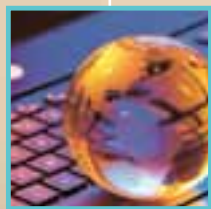
Water Management System was improved to promote water security. The Company tries to create more supplies from its pipeline networks to cope with drought circumstances that are expected to occur in 2015. Additional raw water sources have been sought in Rayong and Chonburi provinces in order to reduce electricity costs from the water diversion between Rayong and Chonburi. Furthermore, East Water has developed several new water sources to contend with long-term water demand. Meanwhile, East Water's existing investment projects have been followed up to make sure that they are completed within scheduled. All of East Water's government institutional partners and customer groups have been explicitly informed of its current management situations to gain customer confidence in its stable water distribution.

Furthermore, East Water is aware of the importance of developing its business together with promoting social and environmental welfare. As a consequence, numerous CSR activities have been continuously performed by the Company. The raw water projects include development of tap water system for communities along the pipeline networks, activities to instill conscience in water and environment for young students, and activities to create youth leadership groups for water resources conservation.

The Board of Directors realizes that East Water's success is constituted by cooperation among all related parties, especially supports from Provincial Waterworks Authority, Ministry of Interior, executives, employees, and shareholders, all of which can be considered as a power engine that moves the Company forward to achieve its ultimate goal of being a leading water management Company in the ASEAN region by 2015.

Finally, on behalf of the Board of Directors, I would like to express my gratitude to all customers, shareholders, business partners, all of private and government institutional stakeholders, and employees who have always been part of East Water's stable and sustainable growth.

Mr. Wittaya Chaisuwan
Chairman





Audit Committee's fiscal year 2014 corporate governance report

The Audit Committee comprising of three independent directors whose qualifications meet the Stock Exchange of Thailand's requirements was appointed by the Board of Directors of the Eastern Water Resources Development and Management Public Company Limited. Required qualifications, directorial term, and duties of the audit committee were stated in the charter of the Audit Committee. Currently, the Audit Committee includes Mr. Amorn Laohamontri as the chairperson, and Mr. Chanin Thinnachote and Mrs. Tatchada Jitmahawong as committee members.

In 2014, the Audit Committee held 11 meetings, including a consultation meeting with internal auditors, executives, and auditors. The Audit Committee submitted a report on meeting results and its operation to the meeting of the Board of Directors on a quarterly basis. The Audit Committee was required to act in accordance with the charter of the Audit Committee. This charter was established to be consistent with the regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand. Their duties in 2014 could be summarized as follows:

1. Verifying financial reports

The Audit Committee, together with auditors and internal auditors, examined the company's quarterly and annual financial reports in 2014 and the consolidated financial statement. The audit committee was also responsible to address the administrative department's explanation. The results indicated that these financial statements are accurate, credible, and sufficient and timely with regard to their information disclosure. The Audit Committee also made additional recommendations in issues believed to be beneficial to the company. In addition, the Audit Committee held a meeting with the auditors without any involvement from the company's administrative department to acknowledge independency and audit scope of the auditors.

2. Verifying the effectiveness of the internal control system

The Audit Committee considered the 2014 internal audit plan, including the audit scope by looking at the Risk Based Internal Audit Plan and the overall operation of the company and its subsidiaries. The data was gathered from the 2014 enterprise risk assessment report, executive interview about requirements and worries, financial statement analyzes, and auditor's comments.

The Audit Committee verified results of efficiency and effectiveness of the company's internal control system tested by the audit department and the internal audit consulting firm. The test was carried out in accordance with international standards and on a quarterly basis. An emphasis was placed on every working procedure of the company and its subsidiaries. The Audit Committee provided further recommendations that would be helpful for making

the company's operation more efficient and effective. A follow-up was also conducted on the administrative department's corrective actions suggested by the Audit Committee. In this regard, the Administrative Department was required to submit a progress report on its corrective actions to every meeting of the Audit Committee and to be assessed by relevant internal control departments. The assessment results indicated that the company's internal control system is excellent and sufficient.

3. Verifying regulatory compliance

The Audit Committee supervised the transparency of the information disclosure and conducted a review to ensure that compliance with related business operation laws, the Securities and Exchange Act, and the regulations set by the Stock Exchange of Thailand. The Audit Committee also required the Audit Department to conduct an annual report on the results of the company's regulatory compliance. In 2014, the report found no actions that was inconsistent with related laws and regulations.

4. Supervising internal audit works

The Audit Committee considered and approved action plan, annual budget, and manpower framework of the Audit Department, as well as provided support for the Audit Department to work independently and efficiently. This was done by making the Audit Department under the direct supervision of the Audit Committee.

In 2014, the Audit Committee considered and commissioned KPMG Phoomchai Business Advisory Ltd. to provide consulting services and to cooperate with the Internal Audit Department to perform internal audit-related works. Additionally, KPMG was required to exchange its knowledge and experience with the company to increase efficiency of the company's internal audit-related works and to provide recommendations on audit issues that would continuously add more value to the company.

The Audit Committee reviewed the manual and the charter of the internal Audit Department in order to make sure that they are brought up to international standards and consistent with changing situations.



5. Verifying auditor's operation and appointing the 2015 auditor

The Audit Committee held a confidential meeting with auditors to ensure their independency and to understand their work plan and boundary.

In a consideration for the 2015 appointment of the auditor, the Audit Committee acknowledged operation assessment results of the current auditor (PricewaterhouseCoopers ABAS Ltd. (PwC)) reported from the Administrative Department. Considering the assessment results, experiences, qualifications, and auditing fees, the Audit Committee then submitted a proposal to the board of directors and to the 2014 general meeting of shareholders that PwC should be appointed as the company's auditor again in 2015.

6. Self-assessing and reviewing manual and charter of the audit committee

The Audit Committee conducted a self-assessment of its performance by adhering to the principles of good corporate governance, and then submitted a report to be considered by the Board of directors. The self-assessment results indicated "very good performance". In addition, it conducted a review on the charter and the manual of the Audit Committee in order to make them consistent with changing situations and ensure completion of the committee's operation and consistency with good practices set by the Stock Exchange of Thailand. A report was then submitted to the Board of Director for approval.

In summary, the Audit Committee completed its duties that were stated in the charter of the Audit Committee approved by the Board of Directors. Its performance was also in compliance with regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee and the auditor agreed that the company's financial reports were accurate and in accordance with the Generally Accepted Accounting Standards of Thailand. In addition, the company set up the internal control system and the internal audit system that were appropriate and effective. Its operation throughout 2015 showed no significant issues or mistakes. Finally, the company attempted to constantly improve its operation in order to make it consistent with and appropriate for current context of the business operation.



Mr. Amorn Laohamontri
Chairman of the Audit Committee



Executive & Investment Committee's Report

Dear Shareholders,

The Executive & Investment Committee performs their duties under the assigned authority from the Board of Directors that meets the company's objectives and seeks for new investment in any opportunities or any activities to increase the growth of the Company's net profit.

In 2014, the Executive & Investment committee held the meeting 16 times. The overall results could be summarized as follows:

1. Considering and proposing to the Board of Directors to review the company's vision and missions, then incorporating to be in the strategic plans for the year 2015 - 2017
2. Following up the performance of executives and considering policies, directions, and strategies in business operation in accordance with current economic conditions and competition, and also providing preliminary recommendation and suggestion before proposing to be considered by the Board of Directors
3. Brainstorming with executives and officers to set up the strategy for East Water investments to achieve the Company's vision and missions formulated by the Board of Director
4. Providing recommendations to improve of the company's performance and proposing to the Board of Directors to acknowledge on a quarterly basis
5. Assessing performance of the Executive & Investment Committee and using its results to improve efficiency of the Company's operating before reporting to the Board of Directors on an annual basis. In 2014, the panel self-assessment results had a score of 97.88% while personal self-assessment results had a score of 98.40%. The Executive & Investment Committee intended to use these results for improvement of its operational efficiency in the future.

The Executive & Investment Committee will improve their policy formulation in management and investment that are advantage to its business diversification in different areas in accordance with government policies. For increasing the company's business strength and promoting sustainable financial stability.

Mr. Phaiboon Siripanoosatien
Chairman of Executive and Investment Committee



Corporate Governance & Nomination Committee's Report

Dear Shareholders,

Eastern Water Resources Development and Management Public Company Limited placed great emphasis on good corporate governance and compliance with regulations of the Securities and Exchange Commission. The company adhered to the 2012 principles of good corporate governance for listed companies that were corrected, updated, and made consistent with social and economic conditions, and also implemented ASEAN Corporate Governance Scorecard to be ready for the competition in the ASEAN region.

In 2014, the Corporate Governance & Nomination Committee held 7 meetings and had performed the following duties.

1. **Nomination:** The committee submitted a proposal to the Board of Directors on the selection of qualified candidates to be part of Board of Directors of the company, the Board of Directors of the subsidiaries, all sub-committees, and to replace directors who completed their directorial term or directors who resigned. These candidates must have qualifications that were consistent with the requirements set by the Securities and Exchange Commission and the Stock Exchange of Thailand in order to equally protect the interest of all stockholders without any conflicts of interest. In addition, these candidates must have sufficient time to dedicate their knowledge and skills to provide independent opinion and must not have prohibiting characteristics according to the public law.

In addition the committee proposed methodology for recruitment of high-level executives and used it as a framework for internal operation. The nomination methodology conforms to qualifications and procedures stated in the principles of good corporate governance. This was in order to obtain a careful nomination process, which would result in qualified and experienced persons being recruited and continuity of the management.

2. **Corporate governance:** The committee approved the 2014 corporate governance activity plan and assigned the Administrative Department to carry out various activities to promote ethical behavior and instigate consciousness in creating a safe and healthy workplace for staffs and stakeholders including employees, business partners, and tenants. Other duties of the Corporate Governance & Nomination Committee could be summarized as follows:

- 2.1 Following up the progress on organizing corporate governance activities on a quarterly basis.
- 2.2 Approving policy and plan against internal corruptions and assigning the Administrative Department to communicate this policy and plan to all staff to increase their knowledge and understanding and also instigate their consciousness
- 2.3 Reviewing code of business ethics for staff in order to make it consistent with the principles of good corporate governance newly modified by the Stock Exchange of Thailand with regard to clue notifications, additional channels for receiving complaints, and protection of informers.
- 2.4 Specifying criteria for giving the right to minority shareholders to submit meeting agenda and nominate candidates to assume the position of directors prior to the annual general meeting of shareholders.
- 2.5 Encouraging every committee to conduct self-assessment on the committee as a whole and individually, and using the assessment framework to examine committee performance and improve the operation in order to be consistent with the charter of the committee and the company's policies and visions.

The Corporate Governance & Nomination Committee emphasized the Board of Directors, executives, staff, and related parties to strictly follow the principles specified in the manual of the Board of Directors and code of business ethics for staff to make the management system efficient, transparent, honest, responsible, and beneficial to all stakeholders. This would lead to a sustainable growth of the organization in the future.

Police Major General Vichai Sangparpai
Chairman of the Corporate Governance & Nomination Committee



Report of the Risk Management Committee

Dear Shareholders,

The Board of Directors of Eastern Water Resources Development and Management Public Company Limited (East Water) emphasizes on efficiency risk management to achieve business target and sustainable growth under uncertainty factors in 2014.

As a result, the Board of Directors assigns the Risk Management committee to supervise and conducting risk management to support the company's strategic plans and goals. In 2014, the Risk Management Committee performance could be summarized as follow:

1. Reviewing and rectifying enterprise risk management policies and criteria in accordance with business direction and international standard
2. Considering risk management plans for reducing risks to be acceptable levels and follow up the company's risk management results
3. Providing appropriate suggestion for improve risk management performance

The committee has commitment for following up, and reviewing risk management measures to ensure that the East Water Group has sufficient supervision included risk management for supporting cooperate mission, objectives and targets that will make sustainable value add to company shareholder included stakeholders.

Mr. Maitri Inthusut
Chairman of Risk Management Committee



Report of Evaluation and Remuneration committee

Dear Shareholders,

The Board of Directors of Eastern Water Resources Development and Management Public Company Limited appointed the Evaluation and Remuneration Committee according to the good corporate governance principles for listed companies. The board of directors approved the charter for the Evaluation and Remuneration committee that has been used as a framework for qualifications, and clear guidelines to perform role of Evaluation and Remuneration Committee.

In 2014, Evaluation and remuneration committee performance could be summarized as follows.

1. Determined 2014 corporate KPIs according to company's business policies. These KPIs were used by the management and employees as a framework to deploy performance indicator at all process
2. Monitored and assessed operation result, provided recommendation for improvement and efficiency to ensure that the goals and objectives are met
3. Determined remunerations for directors and members of the sub-committees before submitted for approval by the shareholders' meeting and evaluated the performance of the directors of subsidiaries and the CEO

The Evaluation and Remuneration Committee performed its duty with responsibility towards the company's performance 2014. The remuneration is comparable to other business of the same nature to ensure that it is suitable and can motivate directors and quality

Mr. Sahust Pratuknukul
Chairman of Evaluation and Remuneration committee

Board of Directors Profile



Mr. Wittaya Chaisuwan Age 60 Years

Position

- Chairman (Independent Director)

Education

- Master of Arts (Social Development) National Institute of Development Administration (NIDA)
- Bachelor of Science (Agronomy) Kasetsart University

Special Course

- BYP 4
- TEPCOT6
- NDC2007

Work Experiences

1 December 2014 - Present

- Chairman Eastern Water Resources Development and Management Public Company Limited (A)

2014

- Member of The National legislative Assembly The National legislative Assembly

2009 - 2014

- Inspector - General Ministry of Agricultural and Cooperative

2007 - 2009

- Deputy Director - General Rice Department

2006 - 2007

- Director of the Bureau of Rice Policy and Strategy Acting of Deputy Director - General Rice Department

Summary Being a director in company and other companies

(A) Listed companies	1 company
(B) Non-listed companies	None



Mr. Maitri Inthusut Age 58 Years

Position

- Director (Independent Director)
- Chairman of Risk Management Committee
- Director of Evaluation and Remuneration Committee

Education

- Master of Arts Program in Political Science Thammasat University
- Bachelor of Political Science Program Thammasat University

Special Course

- NDC2006

Work Experiences

1 December 2014 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

Present

- Deputy Permanent Secretary Ministry of Interior

2012

- Governor of Phuket

2011

- Governor of Payao

2009

- Governor of Trang

2008

- Vice Governor of Lopburi

2006

- Vice Governor of Sisaket
- Vice Governor of Lopburi

Summary Being a director in company and other companies

(A) Listed companies	1 company
(B) Non-listed companies	None



Mr. Amorn Laohamontri Age 64 Years

Position

- Director (Independent Director)
- Chairman of Audit Committee
- Director of Corporate Governance and Nomination Committee

Education

- Master of Public Administration Pennsylvania State University
- Bachelor of Laws Chulalongkorn University

Work Experiences

1 December 2014 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

2014

- Working Group of Deputy Ministry for Interior 2007 - 2010

- Legal Advisor Office of the Permanent Secretary for Interior Ministry of Interior

2005 - 2007

- Senior Expert in Local Legal Affairs Department of Local Administration Ministry of Interior

2002 - 2005

- Director Bureau of Local Legal Affairs Department of Local Administration Ministry of Interior

2000 - 2003

- Director Division of Structure and System Development, Bureau of Local Administration Department of Provincial Administration Ministry of Interior

Summary Being a director in company and other companies

(A) Listed companies	1 company
(B) Non-listed companies	None

BOARD OF DIRECTOR



Mr. Phaiboon Siripanoosathien
Age 51 Years

Position

- Director (Independent Director)
- Chairman of Executive and Investment Committee
- Director of Evaluation and Remuneration Committee

Education

- Master of Arts Program in Political Science Sukhothai Thammathirat Open University
- Bachelor Degree (Faculty of Engineering) Chulalongkorn University

Special Course

- HRP 4/2013
- SFE 13/2011
- ACP 28/2009
- DCP 105/2008

Work Experiences

1 December 2014 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

2008 - Present

- Director Finansia Syrus Securities Public Company Limited (A)

2014 - Present

- Director Provincial Electricity Authority (PEA)

2014 - Present

- Director Amanah Leasing Public Company Limited (A)

2008 - 2014

- Independent Director The Electricity Generating Public Company Limited

2009 - 2010

- Director Government Saving Bank

Summary Being a director in company and other companies

(A) Listed companies 3 companies
(B) Non-listed companies 1 state enterprise



Mr. Chanin Tinnachote Age 52 Years

Position

- Director (Independent Director)
- Director of Audit Committee
- Director of Corporate Governance and Nomination Committee

Education

- Doctor of Engineering (Remote Sensing & Geographic Information System) Asian Institute of Technology (AIT), Thailand
- Master of Sciences (Integrated Map and Geo-Information Production) International Institute for Aerospace Survey and Earth Science (ITC), The Netherlands
- Bachelor of Engineering (Survey) Chulalongkorn University
- Post-Graduate Diploma (Cartography) International Institute for Aerospace Survey and Earth Science (ITC), The Netherlands

Work Experiences

1 December 2014 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

9 December 2014 - Present

- Director Metropolitan Waterworks Authority (MWA) (B)

April 2014 - Present

- Head of Department of Survey Engineering Faculty of Engineering, Chulalongkorn University

June 2013 - Present

- Board Director Geo-Informatics and Space Technology Development Agency (B) (Public Organization))

2007 - Present

- Associate Professor, Department of Survey Engineering Faculty of Engineering, Chulalongkorn University

2000 - 2006

- Assistant Professor, Department of Survey Engineering Faculty of Engineering, Chulalongkorn University

Summary Being a director in company and other companies

(A) Listed companies 1 company
(B) Non-listed companies 2 state enterprises



Pol. Maj. Gen. Vichai Sangparpai
Age 59 Years

Position

- Director (Independent Director)
- Chairman of Corporate Governance and Nomination Committee
- Director of Risk Management Committee

Education

- Master of Public Administration in Social Development National Institute of Development Administration (NIDA)
- Bachelor of Laws Sripatum University

Special Course

- KPI 6
- URB-GREEN 2
- Superintendent training course class 35
- Senior Command course class 25

Work Experiences

8 December 2014 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

23 June 2014

- Deputy Senior Inspector General Office of Inspector General

27 December 2011

- Deputy Commissioner

16 February 2009

- Metropolitan Police Commander Division 1

1 October 2008

- Metropolitan Police Commander Division 3

18 December 2003

- Metropolitan Police Commander Division 2

Summary Being a director in company and other companies

(A) Listed companies 1 company
(B) Non-listed companies None



Colonel Premjiras Tanathaipakdee
Age 41 Years

Position

- Director (Independent Director)
- Director of Executive and Investment Committee
- Director of Evaluation and Remuneration Committee
- Director of Risk Management Committee

Education

- Bachelor of Engineering (Industrial Engineering)
Chulachomklao Royal Military Academy

Work Experiences

8 December 2014 - Present

- Director
Eastern Water Resources Development and Management
Public Company Limited (A)

2014

- Staff Sub-Division
Royal Thai Army Headquarter

2010

- Infantry Battalion Commander 3 Division
1 Guard (Queen's guard)

2009

- Assistant Chief of Operations staff Officer,
military operations, 1st Corps

2006

- Assistant Chief of Operations, Division 6

2003

- Company commander , 1st Army Area

Summary Being a director in company and other companies

(A) Listed companies	1 company
(B) Non-listed companies	None



Mrs. Tatchada Jitmahawong
Age 57 Years

Position

- Director (Independent Director)
- Director of Audit Committee
- Director of Corporate Governance and Nomination Committee

Education

- Master of Business Administration
Kasetsart University
- Bachelor of Arts (Accounting),
Chiang Mai University

Work Experiences

24 December 2014 - Present

- Director
Eastern Water Resources Development and Management
Public Company Limited (A)

28 November 2011 - Present

- Director of Office of Government Fiscal Management Information System
The Comptroller General's Department

2007 - 2011

- Specialist of Development Fiscal Management System
The Comptroller General's Department

2005 - 2007

- Head of Office of Secretary
The Comptroller General's Department

1999 - 2005

- Provincial Treasury
The Comptroller General's Department

1997 - 1998

- Head of Planning Division
The Comptroller General's Department

1996 - 1997

- Head of Internal Audit Group
The Comptroller General's Department

Summary Being a director in company and other companies

(A) Listed companies	1 company
(B) Non-listed companies	None



Mr. Verapong Chaiperm Age 48 Years

Position

- Director

Education

- Doctor of Engineering in Environmental Engineering (Water and Wastewater Engineering)
Asian Institute of Technology (AIT)
- Master of Science in Civil Engineering (Environmental Engineering)
University of Missouri-Rolla , U.S.A.
- Bachelor of Science in Engineering (Civil Engineering), Chulalongkorn University

Special Course

- IBID 1
- TEA 3
- DCP 161/2012
- KPI 15

Work Experiences

25 April 2012 - Present

- Director
Eastern Water Resources Development and Management
Public Company Limited (A)

23 March 2011 - Present

- Governor Industrial Estate Authority of Thailand (IEAT) (B)

July 2011 - March 2012

- Deputy Governor (Corporate Strategy and Finance)
The Industrial Estate Authority of Thailand (IEAT)

October 2008 - June 2011

- Deputy Governor (Industrial Port)
The Industrial Estate Authority of Thailand (IEAT)

January 2008 - September 2008

- Acting Deputy Governor (Industrial Port)
The Industrial Estate Authority of Thailand (IEAT)

October 2004 - September 2008

- Director, Industrial Estate and Port Directing Department
The Industrial Estate Authority of Thailand (IEAT)

November 2003 - October 2004

- Director, Strategy and Business Development Department
The Industrial Estate Authority of Thailand (IEAT)

Summary Being a director in company and other companies

(A) Listed companies	1 company
(B) Non-listed companies	1 company



Mr. Sahust Pratuknukul Age 59 Years

Position

- Director
- Chairman of Evaluation and Remuneration Committee
- Director of Executive and Investment Committee

Education

- Bachelor of Engineering (Electrical Engineering) Chulalongkorn University

Special Course

- TEA 2
- NDC 2008
- CMA14
- DCP 73/2006

Work Experiences

25 April 2012 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

1 October 2011 - Present

- President The Electricity Generating Public Company Limited (EGCO) (A)
- Chairman, Gulf Electric Public Company Limited (A)
- Chairman Khanom Electricity Generating Company Limited (B)
- Chairman EGCO Engineering and Service Company Limited (B)
- Director, Xayaburi Power Company Limited (B)
- Director, BLCP Power Company Limited (B)

October 2010 - September 2011

- Deputy Governor-Policy and Planning Electricity Generating Authority of Thailand (EGAT)

January 2008 - December 2010

- Director, EGAT International Company Limited

Summary Being a director in company and other companies

(A) Listed companies 3 companies
(B) Non-listed companies 4 companies



Mr. Somnug Limtongsittikoon Age 59 Years

Position

- Director

Education

- Master of Engineering (Civil Engineering) Kasetsart University
- Bachelor of Engineering (Civil Engineering) Kasetsart University

Work Experiences

22 April 2014 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

2013 - Present

- Deputy Governor (Operation 3) Provincial Waterworks Authority (PWA) (B)

2012 - 2013

- Deputy Governor (Operation 1) Provincial Waterworks Authority (PWA)

2011 - 2012

- Director, Regional 4 Provincial Waterworks Authority (PWA)

2009 - 2011

- Director, Regional 1 Provincial Waterworks Authority (PWA)

2008

- Assistant Governor (Operation 3) Provincial Waterworks Authority (PWA)

2005 - 2008

- Director, office of Operation and Acting for Director, Regional office 2 Provincial Waterworks Authority (PWA)

Summary Being a director in company and other companies

(A) Listed companies 1 company
(B) Non-listed companies 1 company



Mr. Wanchai Lawattanatrakul Age 58 Years

Position

- Director
- President & CEO
- Director of Executive and Investment Committee
- Director of Risk Management Committee

Education

- Master of Engineering (Water Resources Development) Asian Institution of Technology (AIT)
- Bachelor of Engineering (Civil) Chulalongkorn University

Special Course

- KPI 6
- JSP 19
- DCP 43/2004
- FND 1/2003

Work Experiences

30 August 2013 - Present

- President and CEO Eastern Water Resources Development and Management Public Company Limited

15 August 2013 - Present

- Director Eastern Water Resources Development and Management Public Company Limited (A)

27 September 2013 - Present

- Director, Universal Utilities Company Limited (B)
- Director, Bangkokong Water Supply Company Limited (BWS) (B)
- Director, Nakhonsawan Water Supply Company Limited (NWS) (B)
- Director, Chachoengsao Water Supply Company Limited (CWS) (B)

2012 - Present

- Independent Director & Director of Audit Committee SPCG Public Company Limited (A)

2010 - Present

- Director & Technical Affairs Thai Waterwork Association (TWWA) (B)

Summary Being a director in company and other companies

(A) Listed companies 2 companies
(B) Non-listed companies 5 companies

Remark

BYP : Training Course on Administrative Justice for Executives, The Administrative Court
TEPCOT : Top Executive Program in Commerce and Trade
NDC : National Defence College, The National Defence Course
HRP : How to Develop a Risk Management Plan
SFE : Successful Formulation & Execution the Strategy
ACP : Audit Committee Program
DCP : Director Certification Program
KPI : Advance Certificate Course in Public Administration and Law for Executives, King Prajadhipok's Institute
URB-GREEN : Urban Green Development Institute Bangkok
KPI : Advance Certificate Course in Politics and Governance in

Democratic

adjustments for Executives, King Prajadhipok's Institute
CMA : Capital Market Academy
JSP : National Defence College , The Joint State - Private Sector Course
TEA : Energy Literacy for A Sustainable Future, Thailand Energy Academy
IBID : Executive Management with Business Development and Investment Course Institute of Business and Industrial Development
DAP : Director Accreditation Program
FND : Finance for Non-Finance Director
PSB : Administrative Relationship Development , RTARF
HPL : High Potential leaders
CST : Civil Service Training Institute, Office of the Civil Service Commission

Advisory to the Board Profile



General Thanadol Paojinda Age 63 Years

Position

- Advisory to the board
- Advisory to Executive and Investment Committee
- Advisory to Evaluation and Remuneration Committee

Education

- Bachelor of Science (ARMY)
Chulachomklao Royal Military Academy

Special Course

- Army War College 2000
- Army Command and General Staff College 1985

Work Experiences

24 December 2014 - Present

- Advisory to the board
- Advisory to Executive and Investment Committee
- Advisory to Evaluation and Remuneration Committee
Eastern Water Resources Development and Management
Public Company Limited

2011

- Senior Army Advisor

2009 - 2011

- Commandant
Territorial Defense Command

1983

- Company Commander
Chulachomklao Royal Military Academy



Admiral Amorntep Na Bangchang Age 60 Years

Position

- Advisory to the board
- Advisory to Executive and Investment Committee

Education

- Master of Public and Private Management, (Honour)
National Institute of Development Administration (NIDA)
- Bachelor of Business Administration
Sukothai Thammathirat Open University
- JSP20
- Naval War College Class 30
- German Naval Academy
- Royal Thai Naval Academy Class 70
- Pre-Cadet School Class 13

Special Course

- CMA11
- TEA Class 1
- DAP 98/2012

Work Experiences

24 December 2014 - Present

- Advisory to the board
- Advisory to Executive and Investment Committee
Eastern Water Resources Development and Management
Public Company Limited

August 2014 - Present

- Member of the National Legislative Assembly (NLA)

November 2011 - Present

- Director Novotel Suvarnabhumi Airport Hotel Company Limited

1 October 2013 - 30 September 2014

- Deputy Chief of Defence Forces

1 August 2014

- Chairman of Subcommittee on Frequency Coordination for
The Government Defence in Telecommunication Services,
Office of The National Broadcasting and Telecommunication :
NBTC



Mr. Lertviroj Kowattana Age 57 Years

Position

- Advisory to the board
- Advisory to Executive and Investment Committee

Education

- Master of Business Administration
Florida Institute of Technology U.S.A.
- Bachelor of Science (Civil Engineering)
Central New England College of Technology U.S.A.
- Bachelor of Laws
Ramkhamhaeng University

Special Course

- BYP 6
- PSB 5
- CMA 12
- NDC 2003
- HPL 1 class 43
- Chief of staff class 44

Work Experiences

24 December 2014 - Present

- Advisory to the board
- Advisory to Executive and Investment Committee
Eastern Water Resources Development and Management
Public Company Limited

2012 - Present

- Director-General
Royal Irrigation Department

2011

- Deputy Permanent Secretary
Ministry of Agricultural and Cooperative

2009

- Secretary of Agricultural Land Reform Office
Ministry of Agricultural and Cooperative

2008

- Inspector - General
Ministry of Agricultural and Cooperative

2006

- Deputy Director-General
Royal Irrigation Department

Executives Corporate Profile



Mr. Wanchai Lawattanatrakul Age 58 Years

Position

- President and CEO

Education

- Master of Engineering (Water Resources Development), Asian Institution of Technology (AIT)
- Bachelor of Engineer (Civil), Chulalongkorn University

Special Courses

- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executive Class 6
- Diploma, National Defence College, The Joint State - Private Sector Course Class 19
- Director Certification Program - DCP 43/2004
- Finance For Non-Finance Director - FDN 1/2003

Work Experiences

August 2013 - Present

- Director
Eastern Water Resources Development and Management Public Company Limited
- President and CEO
Eastern Water Resources Development and Management Public Company Limited

September 2013 - Present

- Director, Universal Utilities Company Limited
- Director, Bangpakong Water Supply Company Limited
- Director, Nakornsawan Water Supply Company Limited
- Director, Chachoengsao Water Supply Company Limited

2012 - 2013

- Independent Director and Director of Audit Committee SPCG Public Company Limited

2010 - 2013

- Director of Technical Affairs, Thai Waterwork Association (TWWA)



Mr. Jaroensuk Worapansopak Age 51 Years

Position

- Executive Vice President, Operation

Education

- M.Sc. Hydraulic Engineering, International Institute for Hydraulic and Environmental Engineering (IHE), Delft, The Netherlands.
- B.E in Water Resources, Kasetsart University

Special Courses

- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Director Certification Program - DCP 146/2011
- Senior Executive Program - SEP 2010
- Executive Development Program - EDP Class 3/2009

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

January 2011 - Present

- Executive Vice President, Operation

March 2010 - December 2010

- Acting Executive Vice President, Operation

January 2009 - February 2010

- Vice President, Customer Service Department and Acting Executive Vice President Project Planning and Customer Service

November 2002 - December 2008

- Vice President, Project Planning Department

August 2008 - May 2009

- Director, Egcom Thara Company Limited

EXECUTIVES CORPORATE PROFILE



Mr. Namsak Wannavisute Age 49 Years

Position

- Executive Vice President, Finance and Accounting

Education

- MS. (Finance), University of Colorado, USA.
- B.B.A. (Accounting and Finance), Thammasat University

Special Courses

- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Director Certification Program, DCP155/2012, Thai Institute of Directors Association
- Advance Senior Executive Program, ASEP-5/2010, Kellogg School of Management of Northwestern University, USA. and SASIN, Thailand

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

January 2011 - Present

- Executive Vice President, Finance and Accounting

January 2009 - December 2010

- Vice President, Finance and Accounting Department

June 2007 - December 2008

- Vice President, General Affairs Department and Acting Vice President, Human Resource Department

November 2002 - June 2007

- Vice President, Business Development Department

November 2001 - October 2002

- Acting Vice President, Business Development Department

March 2001 - October 2001

- Manager, Business Development Division



Mrs. Namphon Rassadanukul Age 52 Years

Position

- Senior Vice President, President & CEO Office and Corporate Secretary

Education

- M. Pol. Sc. (Politics and Governments), Sukhothai Thammathirat University
- M.A. in Public Administration, Glasgow College of Technology, UK
- Certificate in Computer Programming and Information Processing, London School, UK
- B.A. Pol.Sc. (Public Administration), Thammasat University

Special Courses

- The Management of administrative justice for Executive Class 5
- The Management of Sustainable Development Administrative for Executive Class 1
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Senior Executive Program - SEP 2011
- Advanced Certificate, Politics and Governance in Democratic systems for Executives, Class 11, KPI
- Advanced Certificate, Public Administration and Law for Executives, Class 1, KPI
- Director Certification Program - DCP 4/2000

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

June 2007 - Present

- Senior Vice President, President and CEO Office and Corporate Secretary

February 2004 - June 2007

- Senior Vice President, Audit Department and Corporate Secretary

November 2001 - February 2004

- Vice President, Audit Department

March 2001 - October 2001

- Vice President, President and CEO Office

1994 - 2001

- Vice President, Management Department

Executives Corporate Profile



Mrs. Thidarut Kraiprasit Age 51 Years

Position

- Senior Vice President, Audit Department

Education

- MBA, Kasetsart University
- BBA. (Accounting), Thammasat University
- Certified Public Accountant (CPA)

Special Courses

- Director Certificate Program – DCP 197/2014
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Audit Committee Program (ACP) Class 26/2009
- Executive Development Program (EDP) Class 4
- Advanced Certificate Course in Public Economics Management for Executives, Class 5

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

January 2009 – Present

- Senior Vice President, Audit Department

June 2007 – December 2008

- Senior Vice President, Finance and Accounting Department

October 2004 – June 2007

- Senior Vice President, Finance and Human Resources Department

2001 – October 2004

- Vice President, Finance and Human Resources Department

1997 – 2001

- Vice President, Finance and Procurement Department



Mr. Cherdchai Pitiwacharakul Age 50 Years

Position

- Senior Vice President, Operation and Customer Service Department

Education

- M.S. (Information Technology), King Mongkut's Institute of Technology, Lat Krabang
- B.E Khon Kean University

Special Courses

- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Executive Development Program (EDP) Class3
- Integration Water Resources Management for Executives, Class 2
- Director Certification Program – DCP132 /2010
- Mini MBA Kasetsart University Class 21 (2002)
- Mini MIS Kasetsart University Class 2 (1997)

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

September 2013 – Present

- Senior Vice President, Operation and Customer Service Department

March 2010 – September 2013

- Vice President, Operation and Customer Service Department

January 2009 – March 2010

- Vice President, Business Development Department

August 2008 – January 2009

- Acting Managing Director Universal Utilities Company Limited

November 2007 – January 2009

- Vice President, Special Project Department

November 2001 – November 2007

- Vice President, Chachoengsao Operation Center and Acting Vice President, Rayong Operation Center

EXECUTIVES CORPORATE PROFILE



Mrs. Wirawan Tharanont Age 56 Years

Position

- Vice President, Human Resource Department

Education

- MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- B.Acc. Chulalongkorn University

Special Course

- Director Certificate Program – DCP 192/2014
- Anti-Corruption : The Practical Guide, Thai institute of Directors (IOD) – ACPG 8/2014
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Company Secretary Program, Thai Institute of Directors (IOD)
- Occupational Safety and Environment at Work Committee
- Organizational Risk Management Program, Listed Companies Association

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

September 2013 – Present

- Vice President, Human Resource Department
January 2009 – September 2013
- Vice President, Corporate Affairs Department
June 2007 – December 2008
- Vice President, Audit Department
October 2006 – June 2007
- Vice President, Department of President and CEO Office
October 2005 – September 2006
- Manager, Department of President and CEO Office
2004 – 2005
- Manager, Corporate Risk Department



Mr. Sombat Yusamart Age 44 Years

Position

- Vice President, Finance and Accounting Department

Education

- MBA, Kasetsart University
- BBA, Kasetsart University (Accounting)
- Certified Public Accountant (CPA)

Special Course

- Anti-Corruption : The Practical Guide, Thai institute of Directors (IOD) – ACPG 10/2014
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Executive Development Program (EDP) Class 5/2010

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

February 2011 – Present

- Vice President, Finance and Accounting Department
October 2009 – January 2011
- Assistant Vice President, Finance and Accounting Department
April 2009 – September 2009
- Acting Assistant Vice President, Finance and Accounting Department
April 2009 – January 2009
- Finance and Accounting Manager (Secondment – UU)
March 2007 – March 2009
- Accounting Manager, Finance and Accounting Department
April 2005 – February 2007
- Administrative and Finance Manager (Secondment – GWS)
November 2003 – March 2005
- Budget and Finance Manager, Finance and Human Resource Department
April 2003 – October 2003
- Acting Budget and Finance Manager, Finance and Human Resource Department

Executives Corporate Profile



Ms. Kanyanart Viraphandu Age 45 Years

Position

- Vice President, Corporate Communications Department

Education

- BBA. (Accounting), Assumption University

Special Course

- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2013 (Module 2)
- Leadership Development Workshop by Executive Coaching Institute, Berkeley USA., 2012 (Module 1)
- Executive Development Program (EDP) class 5, 2010

Work Experiences

Eastern Water Resources Development and Management Public Company Limited

February 2011 - Present

- Vice President, Corporate Communications Department
- August 2007 - January 2011
- Assistant Vice President, Corporate Communication Department

October 2006 - July 07

- Public Relations Manager, CEO Office

October 2002 - September 2006

- Administrative and General Cooperation Manager, (Secondment - EHP)

December 2001 - September 2002

- Corporate Relations Manager, General Affairs Department

March 2001 - November 2001

- Corporate Relations Manager, CEO Office

January 1996 - February 2001

- Public Relations Specialist, General Affairs Department



Mr. Sokul Chuepakdee Age 50 years

Position

- Vice President, Project Planning Department

Education

- MBA. , Thammasat University
- Bachelor of civil engineering , Chulalongkorn University

Special Course

- Anti-Corruption : The Practical Guide, Thai Institute of Directors (IOD) ACPG 13/2014

Work Experiences

January 2014 - present

- Vice President, Project Planning Department
- Eastern Water Resources Development and Management Public Company Limited

2011 - 2013

- Vice president, Engineering Department
- Wastewater Management Authority

2009 - 2011

- Executive vice president
- General Engineering Public Company Limited

1999 - 2009

- Senior Manager, Business Development Department
- Eastern Water Resources Development and Management Public Company Limited

EXECUTIVES CORPORATE PROFILE



Mr. Pitipong Cheeranont Age 56 years

Position

- Vice President, Business Development Department

Education

- Master of Engineering, Lamar University, Texas, USA.
- Bachelor of Engineer (Civil), Chulalongkorn University

Special Course

- Leadership Succession Program (LSP), IRDP
- Leader as Communicator, Berkeley Executive Coaching Institute
- Psychology operation, policy level class 2, National Defence Studies Institute
- Certificate in Public Economics Management for Executives Class4, King Prajadipok's institute
- Psychology operation, general staff division class 95, National Defence Studies Institute
- Mini MBA class 29 Kasetsart University
- Bridge Engineering Tokyo, Japan

Work Experiences

2013- Present

- Vice President, Business Development
Eastern Water Resources Development and Management
Public Company Limited

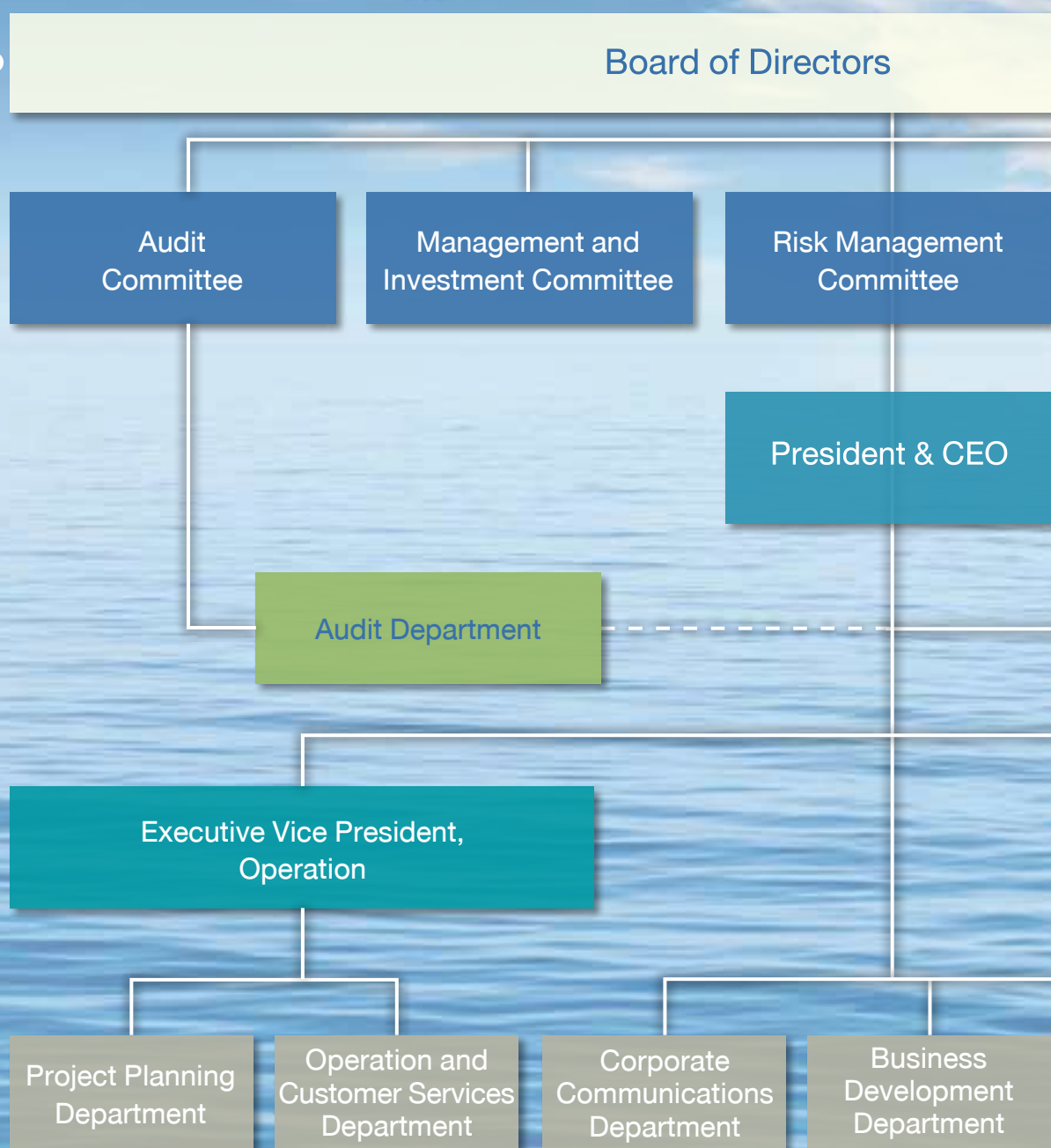
2006-present

- Deputy Managing Director (Administration)
Universal utilities Company Limited

2001- 2006

- Managing Director, Bangpakong Water Supply
Company Limited and Chachoengsao Water Supply
Company Limited

Organizational Structure





Corporate Governance &
Nomination Committee

Evaluation and
Remuneration Committee

President & CEO office and Corporate
Secretary

Executive Vice President,
Finance and Accounting

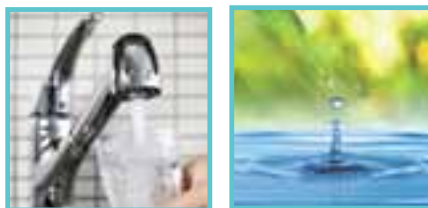
Human Resources
Department

Corporate Affairs
Department

Finance and
Accounting
Department

Information
Technology
Department

Industry and Competitiveness Analysis

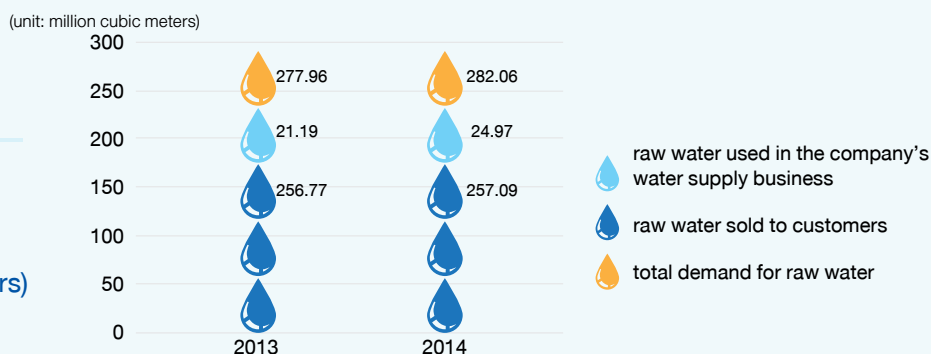


An overview of Thai economy in 2014

Thai economy in the first quarter of 2014 continued to slow down from the last quarter of 2013 due to the political situation that adversely affected household consumptions and business investments. Another factor contributing to this slow down was a steadiness in the export segment. On the other hand, the tourism sector improved since the second quarter of 2014. In the second half of the year however, economic activities changed for the better. Numerous BOI projects to support investments were approved since June 2014, equivalent to the amount of more than 700,000 million Baht. Most of these projects were investment projects in Eastern and Central regions of Thailand. Nevertheless, recovery of economy was continuously sluggish until the end of 2014, when it got better. Driving forces contributing to this improvement included exporting sector, tourism sector, and government expenditure at the beginning of the fiscal year. Private sector consumption, in contrast, was holding up. The reason was that this sector still assessed clarity of economic recovery and government's infrastructure investment. Household debt remained high even though oil prices were lower that reduced costs of living. Overall, the economy in 2014 grew 0.7%, compared to last year.



Demand for the company's raw water in 2013 and 2014 (unit: million cubic meters)

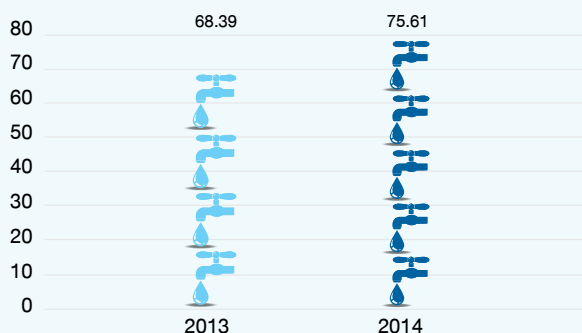


Note: Raw water was used in the production and distribution of water supply for the company's business groups.

The demand for the company's raw water in the first six months of 2014 was equivalent to the amount of 143 million cubic meters. This represented a 3.7% reduction, compared to the same period last year. A sign of recovery from an increase of water use began to show since June. However, the demand for raw water in the second half of the year improved because of better economic conditions. A 7.4% increase in the use of raw water, compared to the same period in the previous year, was the result. Overall, the demand for raw water for the whole year was equal to the amount of 282 million cubic meters. This represented a 1.5% increase, compared to the amount in 2014.



The demand for the company's water supply in 2013 and 2014 (unit: million cubic meters)



The amount of the company's water supply distribution grew in every area, especially in Sattahip-Pattaya area that showed a considerable growth after the project to expand water distribution pipelines was completed in February 2014. Water supply area in Bowin also illustrated a quick growth in the demand for water due to an expansion of industrial estates in the area. Therefore, the amount of water supply distribution in these two areas increased more than 20%. In 2014, the amount of the company's water supply distribution was equivalent to the amount of 75.6 million cubic meters, representing a 10.5% increase from 2013.

Economic conditions in 2015

Thai economy in 2015 is expected to grow more than previous year. This expectation is based on global economic recovery in major areas, the government's clear plan to invest for infrastructure development, an increase in government spending, and an expected increase in confidence of private sectors. However, important factors that are worth paying attention to include Russian economy that is expected to slow down from reduced oil prices, European economy that still does not reach its recovery stage, and a Yen depreciation that might affect the export sector of Thailand. It is forecasted that Thai economy in 2015 will grow by 3.5 - 4.5%.

Tendency of the demand for raw water and water supply in 2015

Since the economy is expected to improve in 2015, the company predicts that the demand for the company's raw water and water supply should increase, compared to year 2014. It is expected that the demand for raw water should increase by 5%, while the demand for water supply should exhibit a higher growth rate (approximately 7 - 8%).

Water situations in 2015

The prolonged dry spell in 2014 resulted in below average water resources. The company must therefore undergo a drought preventive measure since the end of July 2014. Water situations improved from more rainfalls during October and November periods. This improvement made water level normal again. As a consequence, the drought preventive measure was ultimately cancelled in December.

Thailand Meteorological Department and most of domestic and international forecast centers analyze water situations in 2015 by using statistical methods and dynamic models. It is expected that a mild-strength El Nino will occur, resulting in an increase of the temperature in summer and winter. In contrast, the amount of rainfalls is expected to remain normal.

Nevertheless, the company has been preparing for the worst and closely following water situations. Numerous preventive measures to solve water shortage problems have been constantly implemented. In addition, the company gave a big push to complete the following construction projects.

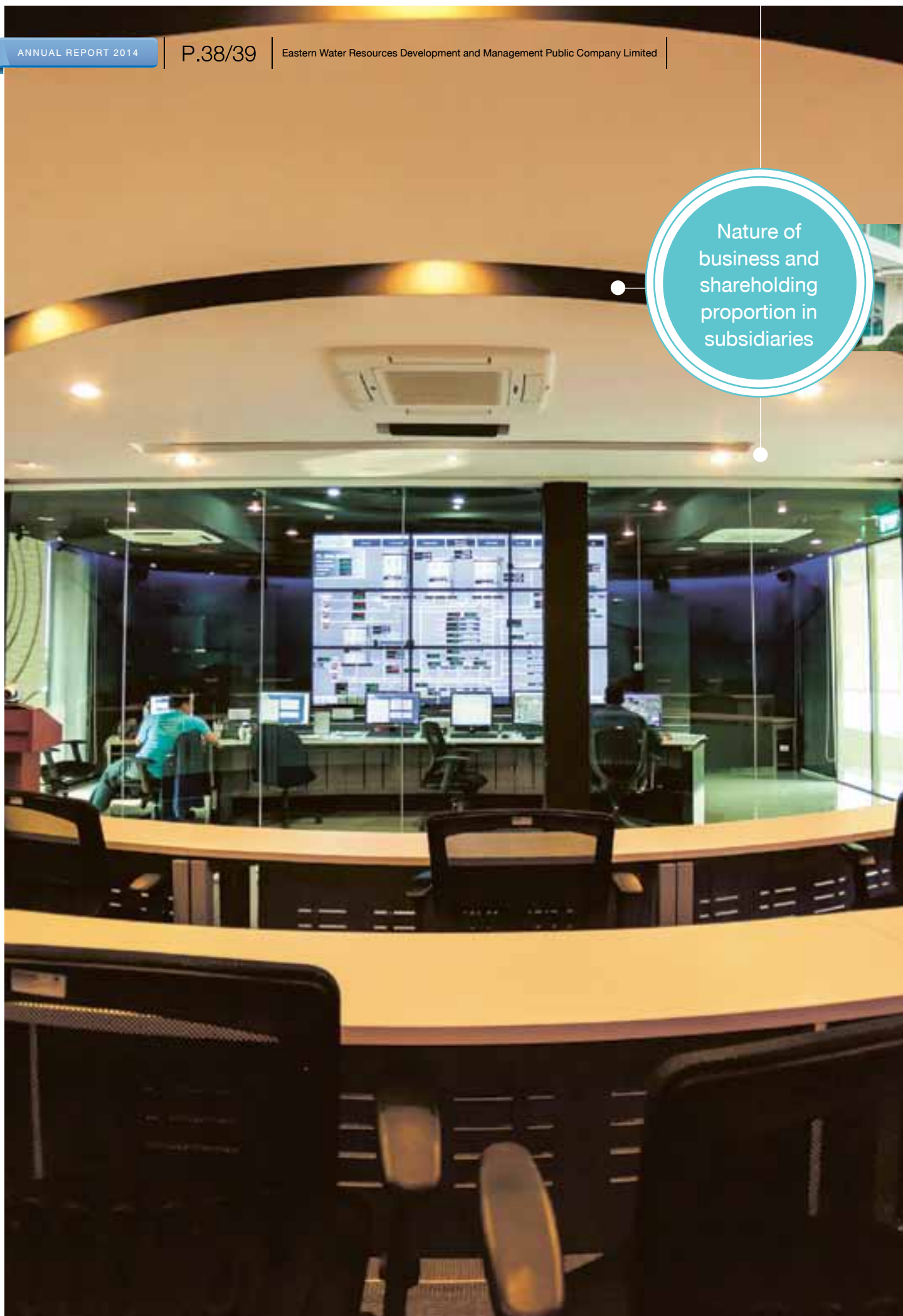
1. A project to develop Tub Ma Reservoir in Rayong province that is expected to increase the company's water resources by 47 million cubic meters per year. This project is set to complete in 2015.
2. A project to construct a pipeline to connect Prasae Reservoir and Nong Plalai Reservoir that is expected to increase its capacity to divert water from Prasae Reservoir to Nong Plalai Reservoir by 70 million cubic meters per year. This project is set to complete in 2016.

Therefore, the company is confident in the potential of its water distribution pipelines that they will be sufficient to cope with future use of water.

Operational targets in 2014

The company sets a target to grow its earnings by 6% in 2015. It is believed that this growth rate can be realized through an opportunity from investment liberalization in the ASEAN Economic Community (AEC). As a consequence, the company has adjusted its investment expansion strategy. The focus now is not only on expanding raw water customer base in the Eastern region, but also on other regions, especially the AEC region. Apart from that, with its expertise in water business for over 20 years, the company has a plan to go further in its industrial water business and its water supply business. The company aims to improve its cost management in order to maximize efficiency and to reach full capacity. This is believed to make the company a leader of water management companies in the region. It has been expected that the company's operating performance in 2015 will be at a better level.

Nature of
business and
shareholding
proportion in
subsidiaries



Nature of business and shareholding proportion in subsidiaries

East Water Group's main business is providing and distribution raw water in the eastern seaboard of Thailand. The related business has been run by subsidiaries which can be shown as follows.



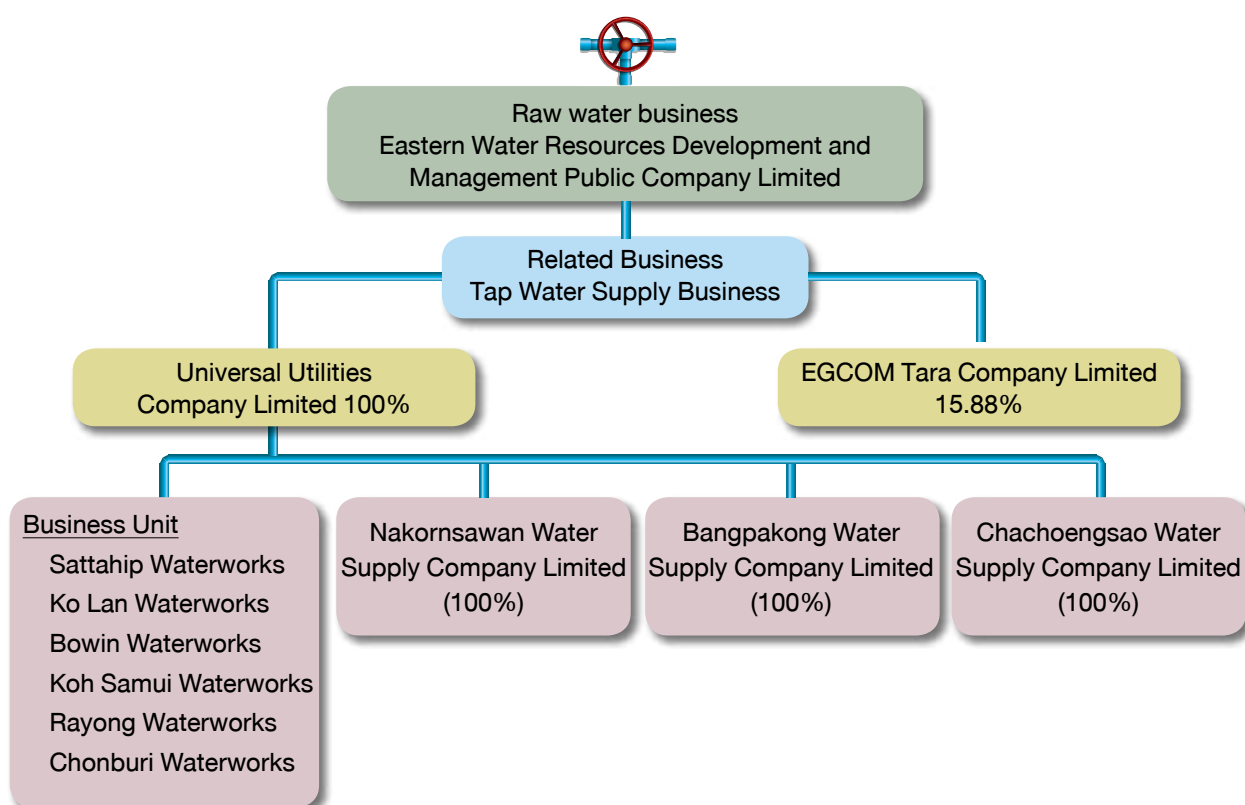
1. Raw water business

The company is engaged in development and management of main water distribution pipeline systems for industrial estates, factories in the Eastern Seaboard of Thailand. The main water pipeline has 394.5 kilometers which coverage Rayong, Chonburi, and Chachoengsao provinces with annual capacity 619 million cubic meters.

2. Related business

The water supply-related business is run by Universal Utilities Company Limited (UU) which is comprehensive expertist in water business as follow

- Engineering consultants in water distribution pipeline systems
- Maintenance services for water distribution pipelines included associated equipments
- Providing equipments and spare parts for pumping and distributing systems
- Tap water concession businesses



Risk factors



Eastern Water Resources Development and Management Public Company Limited (East Water) is aware of various risk factors facing the company. East Water realizes that the existence of these risks and their possible future occurrence might adversely affect the company's business operation. East Water therefore has set up a risk management to deal with various risky circumstances events. In particular, East Water's board of directors has assigned the risk management committee to set up a suite of policies to control and mitigate significant corporate risks. This committee is also responsible for reviewing criteria for risk assessment and continually following up the monthly progress of the risk management plan. In summary, significant risk factors facing East Water in 2014 are as follows.

1. Risks pertaining to water resources and water distribution systems

1.1 Insufficient water resource. East Water has been keeping track of the water level in its main reservoirs in order to design appropriate planning for coping with adverse effects from the imbalance in annual rainfall which affected to insufficient water resources for sales in the coming year. To solve the problem, East Water is planning to divert water from numerous sources such as Prasae Reservoir, Bangpakong River, and other private water resources to Rayong and Chonburi which guarantee to customers that East Water is always capable of supplying sufficient amount of raw water required.

1.2 Damages to water transmission pipeline systems. East Water has been constantly executing a preventive maintenance plan, testing water transmission pipeline systems, and arranging regular maintenance. This is in order to ensure that machines and equipments are always in usable condition, so that they will not be damaged during the operation. The company has also acquired various property insurances to cover potential losses following future perils affecting all the pipeline routes. Third-party liability insurances and business interruption insurances have also been purchased. East Water is therefore confident that it can continue to efficiently provide water distribution services.

2. Risks that possibly result in operation disruption

2.1 Disruption of water transmission due to power outages. Since East Water provides a 24-hour water transmission service for its customers, possessing reserves of water becomes necessary in emergency cases such as power outages, maintenance period, or installations of new pipelines. The company requires water reserves from reserving ponds in numerous areas to realize a constant transmission of water to its customers. Presently, East Water's water reserves have a total capacity of 116,300 cubic meters. These reserves are enough to handle emergency cases in Rayong for up to 17 hours.

2.2 Risks from catastrophic accidents and natural disasters East Water has prepared a back-up plan to deal with disasters and catastrophes such as earthquakes, terrorist attacks, sabotages (bombings, riots, and civil unrests caused by violent protestors). The responsible personnel are ready to take control of the situations and set up emergency teams to cooperate with all the relevant parties. Apart from that, East Water has also raised its monitoring and defensive measures in work areas

by installing additional security equipments such as CCTV cameras, lights, restricted area signs, and other notices and instructions.

In every year, East Water acquires property insurances for covering potential losses in its business assets and also losses from business interruption and third-party liability.

3. Financial risks

Risks from an increase of loan rates of interest

East Water's strong financial status and low debt-to-equity ratio allows the company to secure long-term loans from various financial institutions to finance its investment projects. The capital that East Water has acquired from the financial institutions can be divided into two portions: 1. fixed interest rate loans and floating interest rate loans. East Water has planned to use both portions of capital wisely by paying close attention to the company's cost of capital. Meanwhile, East Water always keeps track of the current trend of market interest rates and sets up a suite of measures to cope with rising interest rates. For example, East Water holds some capital reserves and use them to redeem portions of loans that will be adversely affected by an increase in interest rates. In addition, East Water has also undergone a revision of its capital structure and a plan for adjusting the capital structure of its business groups to satisfy its steady future business expansion.

4. Risks from community resistance against East Water's business operations

Huge amount of raw water from water resources in the Eastern region is used by East Water annually. This might adversely affect the corporate image and cause community misunderstanding in East Water's use of water. As a result, East Water has allocated 5% of its net earnings to be used for matters relating to development of environments, societies, and communities in service areas. East Water is engrossed in building a good rapport with the communities, promoting positive perspectives among the people, and creating a mutual understanding with the communities with regard to its business operations. This vision has led the company to support several projects aiming to develop local communities and to make sure that all communities are provided with sufficient water for their consumptions and agricultural activities.

Several projects that East Water cooperates with local administrations and public charity organizations in 2014 include canal dredging, mobile drinking water vehicles, East Water Young Leader Camp for Water Resources Conservation, youth scholarships, wastewater treatment system in schools projects (2nd year), and quality of life and environment improvement activities for community centers such as temples and schools.



Management discussion and analysis for year 2014



1. Significant events affecting to business operation in 2014

1.1 Raw water business

1.1.1 The company signed a contract, on 31st January 2014, to construct the Prasae-Nongplalai reservoirs water transmission system at amount of Baht 1,999.00 million. The total project cost was Baht 2,837.85 million.

1.1.2 The Company had entered into unsecured loan agreements with local banks, a credit facility of Baht 2,900.00 million, for Prasae-Nongplalai pipeline project on 7 July 2014.

1.1.3 The new Bangpra pumping station and extended pipeline with capacity 200,000 Cubic Meters per day was handed over to the company on 15th September 2014.

1.1.4 The company signed a contract, on 6th November 2014, to construct pumping stations and pipeline from private pond in Chonburi at amount of Baht 244.00 million in order to serve higher water demand in Chonburi and Chachoengsao.

1.1.5 As of 31st January 2015, the construction progress of Tabma reservoir was 58.1% faster than the plan at 57.6%. The construction is expected to be completed by 2015 and start operation in 2016.

1.1.6 The progress of Prasae-Nongplalai pipeline project as of 31st January 2015 was 45.5% , ahead from the plan at 10.5%. The project completion is expected in September 2016.

1.2 Tap water business

1.2.1 Universal Utilities (UU), a subsidiary, expanded tap water pipeline capacity by 18,000 Cubic Meters per day, in order to cover demand growth in Pattaya and Sattahip. The system was commissioning on February 2014.

1.2.2 The subsidiary company (UU) had signed a 30 years Water Purchase Agreement with Huaro district in Phitsanulok province on 28th March 2014. The construction of water treatment plant capacity 7,200 Cubic Meters per day is expected to complete by December 2014.

1.2.3 UU carried out a capacity expansion of Chonburi Waterworks from 28,800 to 40,800 Cubic Meters per day to satisfy the demand in Chonburi area. The construction was completed in April 2014.

1.3 Other issues

1.3.1 Universal Utilities (UU), a subsidiary, had signed a 15 years (start from 1st February 2015) contract with Yodpiman Market Company Limited on 15th September 2014 to supply chilled water for air conditioning system.

1.3.2 The Board of Director meeting held on 24th February 2014 had a resolution on the 2nd half of 2013 dividend payment, based on the operating results of six months end at 31st December 2013, at Baht 0.22 per share. Total dividend payment of FY 2013 was at Baht 0.42 per share. The record date which shareholders had the right to receive the interim dividend was on 30th April 2014 and the dividend paid on 21st May 2014. Total dividend paid was Baht 366.02 million. (Total dividend for FY 2013 was Baht 698.76 million)

1.3.3 The Board of Director meeting held on 27th August 2014 had a resolution on the interim dividend payment, based on the operating results of six months end at 30th June 2014, at Baht 0.21 per share. The record date which shareholders had the right to receive the interim dividend was on 10th September 2014 and the dividend paid on 26th September 2014. Total dividend paid was Baht 349.38 million.

1.3.4 The company adopted the new accounting policy, TFRIC 12-Service Concession Arrangements, which was effective from 1st January 2014 onwards. The company had to apply this new interpretation for the tap water concessions. However, the change in the company's financial results was insignificant and will not impact to operating cash flow. (The impact of TFRIC 12 adoption was mentioned in Note No.2 of the financial statement as of 31st December 2014).

Table 1: Summary of Financial Performance in 2014

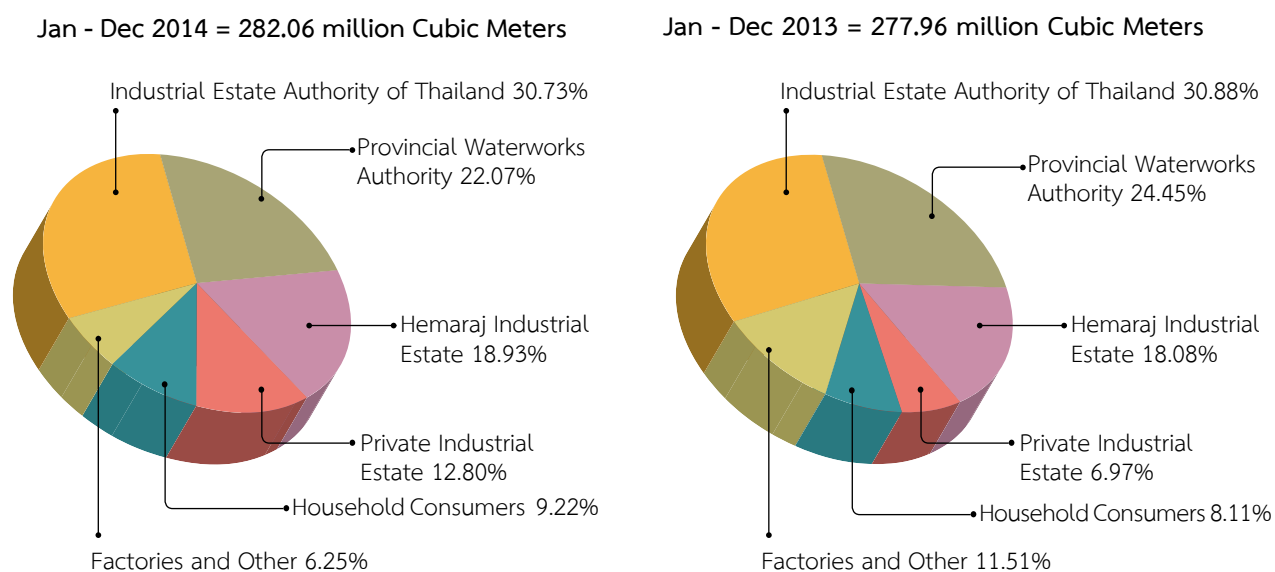
Items	Amount (Baht million: MB)				Increased (Decreased)	
	2014	%	2013	%	MB.	%
Raw Water Sold (Million Cubic Meters)	257.09	-	256.77	-	0.32	0.13%
Tap Water Sold (Million Cubic Meters)	75.61	-	68.39	-	7.21	10.55%
Total Revenue	4,304.76	100.00%	3,955.92	100.00%	348.84	8.82%
Raw Water Revenue	2,768.38	64.31%	2,694.30	68.11%	74.08	2.75%
Tap Water Revenue ¹	988.74	22.97%	876.38	22.15%	112.35	12.82%
Office Rental and Services	216.20	5.02%	189.17	4.78%	27.03	14.29%
Construction Revenue Under Concession Agreement	268.92	6.25%	139.78	3.53%	129.14	92.39%
Other Income	62.52	1.45%	56.29	1.42%	6.23	11.07%
Costs of Sales and Services	2,097.65	48.73%	1,785.09	45.12%	312.56	17.51%
Raw Water Costs	1,039.69	24.15%	940.44	23.77%	99.25	10.55%
Tap Water Costs	590.12	13.71%	523.74	13.24%	66.39	12.68%
Rental and Services	198.91	4.62%	181.13	4.58%	17.79	9.82%
Construction Costs Under Concession Agreement	268.92	6.25%	139.78	3.53%	129.14	92.39%
Gross Profit	2,207.11	51.27%	2,170.83	54.88%	36.28	1.67%
Sales and Administration Expenses	412.23	9.58%	392.25	9.92%	19.98	5.09%
Earnings Before Interest and Tax	1,794.87	41.70%	1,778.58	44.96%	16.30	0.92%
Interest	121.23	2.82%	115.21	2.91%	6.01	5.22%
Earning Before Tax	1,673.65	38.88%	1,663.37	42.05%	10.28	0.62%
Tax	339.20	7.88%	350.51	8.86%	(11.31)	(3.23%)
Net Profit	1,334.45	31.00%	1,312.85	33.19%	21.60	1.64%
Net Profit Attributable to Equity Holders of The Parent Company	1,334.21	30.99%	1,312.94	33.19%	21.27	1.62%
Earnings per Share	0.802		0.789		0.013	1.62%
EBITDA	2,288.42	53.16%	2,196.13	55.51%	92.30	4.20%

2.1 Raw water business

2.1.1 Raw water revenue in 2014 was Baht 2,768.38 million, increased by Baht 74.08 million or 2.75% YoY. Total volume sold was 257.09 million Cubic Meters (Excluding internal usage for tap water production of 24.97 million Cubic Meters) increased by 0.32 million Cubic Meters or 0.13% YoY. The average raw water tariff was Baht 10.77 per Cubic Meters, increased by Baht 0.28 per Cubic Meters or 2.62% YoY, in according to the tariff adjustment policy.

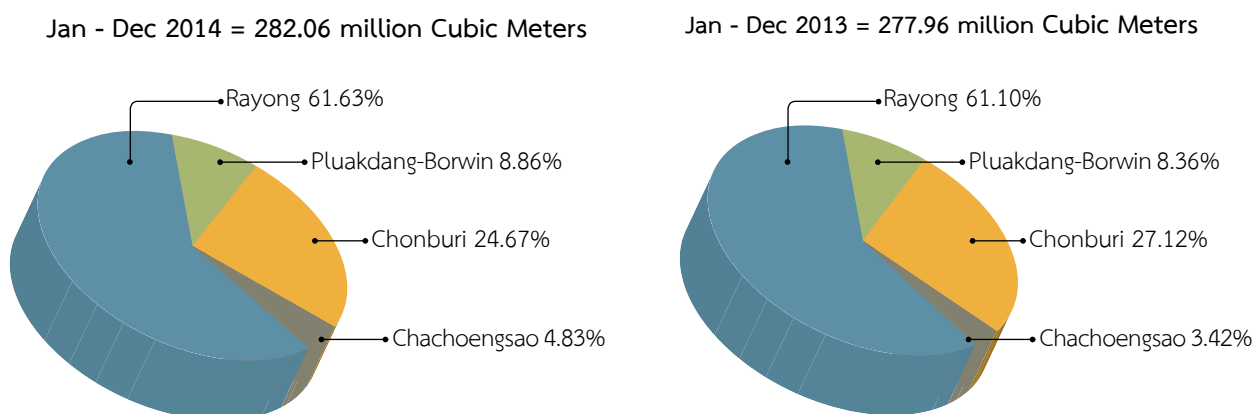
In Q4/2014, raw water revenue was Baht 648.81 million, increased by Baht 54.91 million or 9.25% YoY. Total volume sold was 60.42 million Cubic Meters, increased by 5.27% YoY.

Picture 1 : Raw Water Distribution by Customer Groups (Internal usage for tap water business are included)



Note : Raw Water Sold = Raw Water Distributed – Internal Usage

Picture 2 : Raw Water Distribution by Areas (Internal usage for tap water business are included)



2.1.2 Cost of raw water sales in 2014 was Baht 1,039.69 million, increased by Baht 99.25 million or 10.55% YoY. Major costs of raw water are shown in Table 3 below:

Table 2: Major costs of Raw Water Business

Item	2014		2013		Change	
	(MB)	(%)	(MB)	(%)	(MB)	(%)
Volume (Million Cubic Meters)	257.09	-	256.77	-	0.32	0.13
Raw Water Revenue	2,768.38	100.00	2,694.30	100.00	74.08	2.75
COGS	1,039.69	37.56	940.44	34.90	99.25	10.55
- Raw Water	139.96	5.06	147.69	5.48	(7.72)	(5.23)
- Electricity	420.19	15.18	358.57	13.31	61.62	17.19
- Depreciation	271.25	9.80	253.49	9.41	17.76	7.01
- Maintenance	72.02	2.60	63.33	2.35	8.68	13.71
- Others	136.28	4.92	117.37	4.36	18.91	16.11
Gross Profit (Raw Water)	1,728.68	62.44	1,753.85	65.10	(25.17)	(1.44)

- (1) **Cost of raw water** was Baht 139.96 million, decreased by Baht 7.72 million or 5.23% YoY, due to better raw water reserve in Chonburi during the first half of 2014.
- (2) **Electricity costs** was Baht 420.19 million, increased by Baht 61.62 million or 17.19% YoY due to higher electricity tariff and pumping raw water from Bangpakong River to Chonburi and transferring raw water from Prasae to Nongplalai reservoir (Rayong), in accordance to water shortage mitigation measures.
- (3) **Depreciation** was Baht 271.25 million, increased by Baht 17.76 million or 7.01% YoY, basically from the full completion of Nongplalai-Mabtaput III project in November 2013 and handed over of the Bangpra pumping station and extended pipeline on 15 September 2014.
- (4) **Maintenance** was Baht 72.02 million, increased by Baht 8.68 million or 13.71% YoY due to the maintenance of aging pipelines, in according to maintenance schedule and the preparation of Prasae-Nongplalai pumping system.
- (5) **Other expenses** were Baht 136.28 million, increased by Baht 18.91 million or 16.11% YoY, mainly from written off deteriorated assets and increasing in land rental fee of Mabkha 1 and Mabkha 2 ponds and land rental fee for the pipeline of Tabma project.
- (6) **Gross profit of raw water business** in 2014 was Baht 1,728.68 million, decreased by Baht 25.17 million or 1.44% YoY. The gross profit margin was 62.44% of raw water revenue.

2.2. Tap Water Business

2.2.1 Total tap water revenue in 2014 was Baht 988.74 million, increased by Baht 112.35 million or 12.82% YoY. Total tap water sold was 75.61 million Cu.M., increased by 7.21 million Cubic Meters or 10.55% YoY, mainly from the completion of Sattahip-Pattaya pipeline extension in February 2014 and the demand growth in Borwin area. The average tap water tariff was Baht 13.08 per Cubic Meters, increased by Baht 0.26 per Cu.M. or 2.06% YoY.

2.2.2 Total cost of tap water in 2014 was Baht 590.12 million, increased by Baht 66.39 million or 12.68% YoY. Details of tap water cost are shown in Table 4 below;

Table 3 Major costs of Tap Water Business

Item	2014		2013		Change	
	(MB)	(%)	(MB)	(%)	(MB)	(%)
Volume (Million Cubic Meters)	75.61	-	68.39	-	7.21	10.55
Tap Water Revenue	988.74	100.00	876.38	100.00	112.35	12.82
Cost of Tap Water	590.12	59.68	523.74	59.76	66.39	12.68
- Raw Water	138.22	13.98	112.34	12.82	25.89	23.04
- Electricity	136.18	13.77	124.87	14.25	11.32	9.06
- Chemical	20.94	2.12	20.92	2.39	0.02	0.09
- Payroll and Outsource Expenses	156.14	15.79	153.43	17.51	2.71	1.17
- Depreciation	112.78	11.41	81.15	9.26	31.63	38.98
- Other Expenses	25.86	2.62	31.03	3.54	(5.18)	(16.68)
Gross Profit	398.62	40.32	352.65	40.24	45.97	13.04

- (1) **Raw water costs** was Baht 138.22 million, increased by Baht 25.89 million or 23.04% YoY, mainly from raw water purchased for Chonburi Waterworks and consumed more of East Water's raw water in Sattahip-Pattaya Waterworks and Bowin Waterworks due to increase in tap water sold.
- (2) **Depreciation** was Baht 112.78 million, increased by Baht 31.63 million, due to the recognition of assets and depreciations on water treatment plant of Chonburi Waterworks from December 2013; and Sattahip-Pattaya pipeline extension of 18,000 Cubic Meters per day in June 2014.
- (3) **Gross profit of tap water business** was Baht 398.62 million or 40.32% of total tap water revenue.

2.3 Selling and Administrative expenses

Selling and Administrative expenses in 2014 was Baht 412.23 million, increased by Baht 19.98 Million or 5.09% YOY, mainly from salary increase, business development expenses and the compensation for Sattahip-Pattaya Waterworks Baht 30.34 million. However, total expenses slightly increased as a result of expenses control policy.

2.4 Financial expenses

In 2014, financial expense was Baht 121.23 million, increased by Baht 6.01 million or 5.22% YoY from handed over of the Bangpra project (pumping station and extended pipeline) and the recognition of interest expenses commenced from September 2014.

3. Statement of Financial Position

Table 4 : Summary of the statement of Financial Position

Items	Amount (Million Baht)		Increased (Decreased)	
	As of 31 December 2014	As of 31 December 2013	MB.	%
Assets	15,243.45	13,480.45	1,763.00	13.08%
Liabilities	6,726.37	5,578.52	1,147.85	20.58%
Equity	8,517.07	7,901.93	615.14	7.78%
- Equity attributable to owners of the parent	8,487.56	7,872.13	615.43	7.82%

3.1 Assets

As of 31st December 2014, total assets were Baht 15,243.45 million, increased by Baht 1,763.00 million or 13.08% due to:

- (1) Non-current asset held for sale reported Baht 57.68 million were from the re-classification of the assets and liabilities of Samed Utilities Company Limited according to the Board of Directors' resolution to sell all shares held by the company. The detail is shown in Note No.10 of the financial statement as of 31 December 2014.
- (2) In according to new accounting policy, TFRIC 12-Service Concession Arrangements, requires the company to re-classify assets under tap water concession stated on statement of financial position as of 31st December 2013 such as property, plant and equipment, asset under concession contract and deferred concession right acquisition costs into intangible assets. The detail of re-classification was mentioned in Note No.2 in the financial statement.

As of 31st December 2014, Intangible assets stated Baht 1,725.36 million, increased by Baht 192.73 million from pipeline extension for Sattahip-Pattaya, Borwin, Chachoengsao, Nakornsawan, Nongkham and Huaror Waterworks after net of amortization.

- (3) Property, plant and equipment after adopting new accounting policy reported Baht 11,747.78 million, increased by Baht 1,463.63 million from work in progress projects and after net of depreciation.
- (4) Other current asset was Baht 725.03 million, increased by Baht 192.73 million, mainly from advance payment of Prasae-Nongplalai pipeline project.

3.2 Liabilities

As of 31st December 2014, total liabilities were Baht 6,726.37 million, increased by Baht 1,147.85 million or 20.58% due to:

- (1) Short-term loan was Baht 233.00 million, increased by Baht 77.00 million, due to financial cost management by using the bridging finance.
- (2) Payable for purchase of fixed assets reported Baht 479.05 million, increased by Baht 214.82 million from the company's construction projects.
- (3) Long-term loan from financial institutions was Baht 5,212.00 million, increased by Baht 801.64 million from loan drawdown for construction projects (net after loan repayment on schedule).

3.3 Shareholder's Equity

As of 31st December 2014, Shareholders' equity was Baht 8,487.56 million, increased by Baht 615.43 million, basically from net profit after dividend payment of 2014.

4. Key Financial Ratios

Table 5 : Key Financial Ratios

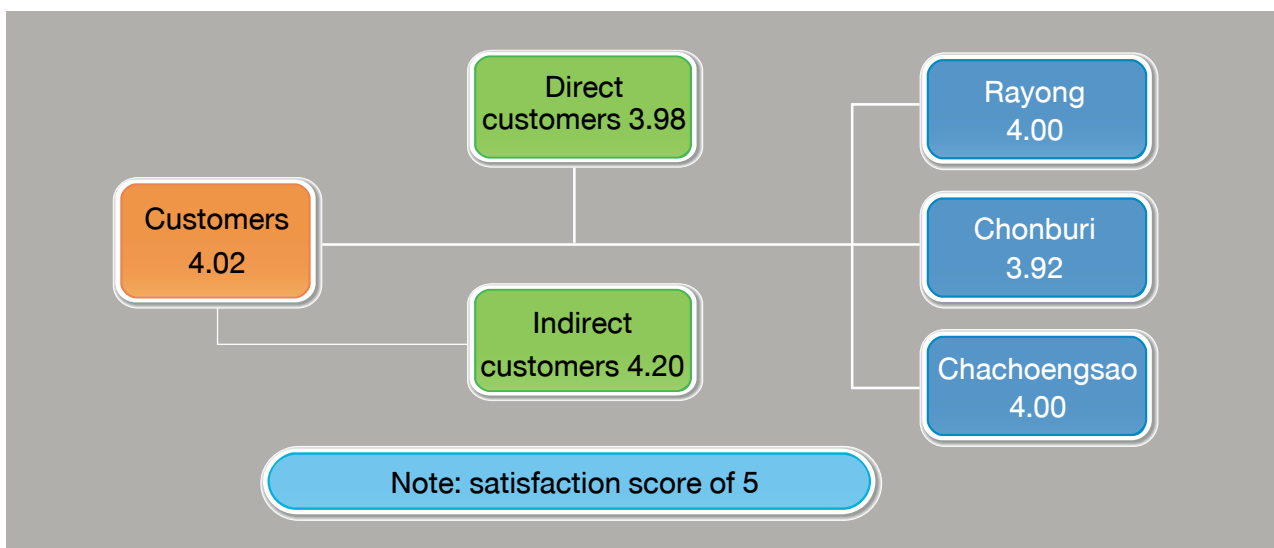
Items	As of 31 December 2014	As of 31 December 2013
Profitability ratio		
Gross profit/ total revenue* (%)	54.69%	56.89%
Net profit/ total revenue* (%)	33.06%	34.40%
Return on Equity (ROE) (%)	16.31%	17.31%
Return on Assets (ROA) (%)	9.29%	10.13%
Financial structure and liability ratio		
Debt to Equity ratio (time)	0.79	0.71
Debt Service Coverage ratio (DSCR) (time)	3.32	2.57

In 2014, East Water Group reported gross profit and net profit margin at 54.69% and 33.06%, respectively. The company continued to perform well this year despite drought condition and cost increasing from the water shortage mitigation measures. Return of Equity (ROE) and Return on Assets (ROA) closed to those of the previous year. Debt to Equity ratio was 0.79 time, increased from the long-term loan for construction projects, but debt service coverage ratio remains strong at 3.32 times.

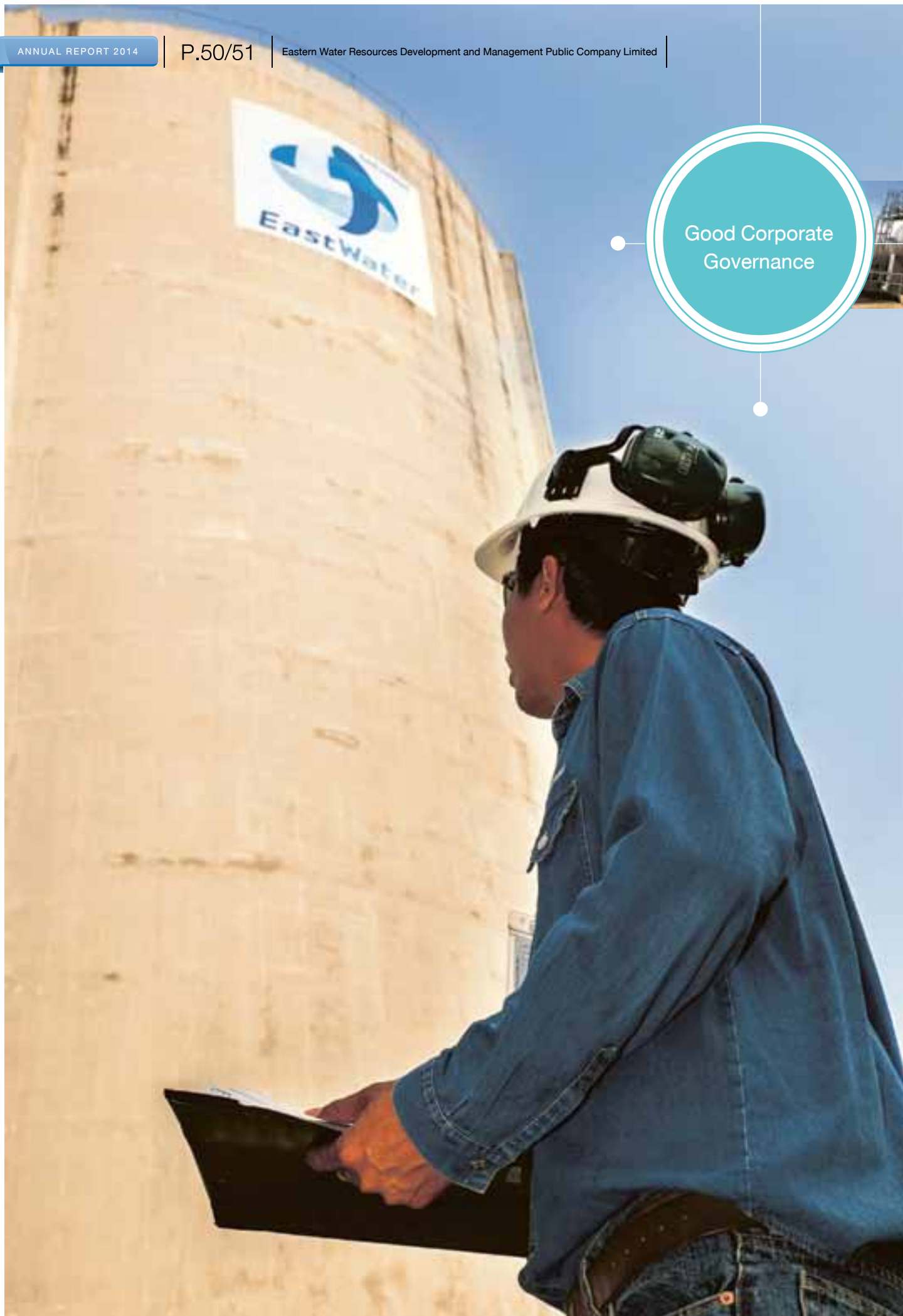
Level of customer satisfaction in 2014

The overall customer satisfaction in 2014 is at the level of “very satisfactory”, with an average score of 4.02, equivalent to the KPI of 80.4%. Looking at each category of customers finds that direct customers reveal a “very satisfactory” level of satisfaction, with an average score of 3.98. On the other hand, indirect customers show an increase in their satisfaction level by 0.57 percentage points from 2013. Their satisfaction remains at the “very satisfactory” level, with an average score of 4.20.

A comparison is also made between customer satisfaction in 2014 and customer satisfaction in 2013. Results show that the overall customer satisfaction on the quality of services slightly declines, but remains at the “very satisfactory” level. The subject that contributes to the reduction of the satisfaction score is “satisfying customer needs”. Hence, the company should focus on improving its service procedures and dealing with complaints to be faster and more accurate. In order to show outcomes that satisfy customers, the company has brought the outcome of the satisfaction survey of the current year to establish an action plan. This action plan sets up a self-management team to look after customers in each area. The hope is to provide customers with quicker services than those of the old control center system integration platform.



Good Corporate
Governance



Good Corporate Governance



The board of directors continually places great emphasis on conducting the business in accordance with the principles of good corporate governance in order to maximize shareholders' benefits. To follow these principles, all stakeholders of the company are taken into account, and society, community, and environment are cared for. In the past year, the company took actions to improve its good corporate governance practices by emphasizing on implementing The Principles of Good Corporate Governance for Listed Companies 2012 issued by the Stock Exchange of Thailand. In addition, the company organized a few activities to promote good corporate governance in the organization and its business groups. The hope is to instill the company's core value of "transparency", "honesty", "responsibility", and "competitiveness" in employees at all levels.

Good Corporate Governance Policy

The board of directors has defined the company's vision, missions, and good corporate governance policy in written statements since August 1, 2003 by the corporate governance & nomination committee was assigned to submit these to the board of directors, who would subsequently review and keep the policies up-to-date.

To encourage the new employees to realize the importance of following good ethical practices that is one of the main topics stated in the principles of good corporate governance, the company requires these employees to sign the Business Ethics Acknowledgement Form on the orientation day. Their signature indicates that they are fully aware of the business ethics that should be followed. Similarly, every director must sign and acknowledge the board of directors' handbook.

Throughout the year 2014, the company has always implemented the principles of good corporate governance in its operation. Principles of good corporate governance include principles and regulations of corporate governance in five categories as follows:

- 1) Rights of shareholders
- 2) Equitable treatment of shareholders
- 3) Role of stakeholders
- 4) Disclosure and transparency
- 5) Responsibilities of Board

1. Rights of shareholders

East Water realizes every shareholder rights and places great emphasis on promoting basic shareholder rights according to the laws and regulations and equitable treatment of shareholders. Some examples include adhering to the principles of good corporate governance in setting up the suite of policies and practices and correct, transparent, and on time disclosure of company information. The hope is to continuously promote the company's business growth in a valuable and sustainable manner.

1.1 Meeting of shareholders

Before the meeting date

- The company allowed shareholders to submit meeting agenda to be considered at the annual general meeting of shareholders and nominate any person to be appointed as a director three months in advance (from October 1, 2014 to December 31, 2014). This submission and nomination could be done via the Stock Exchange of Thailand's information system and the company's website.
- The company notified its shareholders the date and agenda of the 2013 general meeting of shareholders via the Stock Exchange of Thailand's information system and the company's website in advance (at least 30 days prior to the meeting date).
- The company distributed invitation letters and agenda details (including objectives and reasons of the meeting according to the board of directors' opinion), together with the proxy form (in Thai and English), to its shareholders and notified the shareholders about the document distribution at least 28 days prior to the meeting date. The company also published its meeting document in the newspaper for 3 consecutive days, and at least 3 days prior to the meeting date. Furthermore, invitation letters and meeting document were posted on the company's website 30 days before the meeting took place.
- In case that any shareholder could not attend the meeting, they could vote on proposals by means of a proxy using the proxy form issued by the Department of Business Development of the Ministry of Commerce (Form A, B, or C). The shareholder could identify his proxy or appoint one of the three independent directors (arranged by to company) to attend the meeting and vote on their behalf.

On the meeting date

- The 2013 annual general meeting of shareholder was held at Vibhavadee Ballroom B, Centara Grand Hotel at Central Plaza Lad Prao, Phahonyothin Rd. Jatujak, Bangkok. on April 22, 2014 at 1.30 pm. The voting procedure was facilitated with the use of special electronic voting system developed by the Thai Security Depository Co., Ltd (Barcode and E-voting). To be transparent, the company arranged 3 voting examiners (representatives from law firms and shareholders attending the meeting)
- 11 directors attended the meeting (100% of all directors) including chairman, president of the executive & investment committee, president of the audit committee, president of the governance & nomination committee, and president of the performance assessment indicator specification and remuneration consideration committee.
- Top executives, company secretaries, auditors, and legal advisors also attended the meeting to answer any questions and acknowledge shareholders' opinion.

Before the meeting began, the meeting chairperson informed the meeting about voting methods and vote counting process for each agenda. Before the voting of each agenda, the chairperson provided an opportunity for all shareholders to assess the company performance by raising any queries and giving opinions. A suitable timeframe was allowed to the discussion and was notified to shareholders. The right to provide opinion was given to shareholders in an equitable manner. After directors and executives provided answers to all the questions asked, the chairperson advised the meeting to vote. For the agenda relating to the election of directors, the chairperson informed shareholders that the vote was to be carried out in a discrete fashion using individual ballot papers.

- The meeting chairperson announced voting results of each agenda before consideration of the next agenda and before the conclusion of the meeting. The chair person adhered

to the rules of the company to conduct the meeting in order of the declared agenda, unless more than two-thirds (2/3) of the shareholders attending the meeting voted for a change of the agenda order. In this meeting however, the agenda order was not changed from that indicated in the invitation letter. After the declared agenda were scrutinized, the chairperson informed the meeting that shareholders with the total of one-third (1/3) of the shares subscribed could request additional agenda.

After the meeting date

- The company published the resolution of the 2013 annual general meeting of shareholders via the Stock Exchange of Thailand's information system and the company's website as soon as the meeting was concluded.
- The company prepared the minutes of the 2013 annual general meeting of shareholders and submitted to the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Ministry of Commerce within 14 days from the date of the meeting. The discussion and the meeting resolution were recorded in an explicit manner. Voting results were recorded as "Approve", "Disapprove", or "Abstain".
- Thai Investors Association has launched the AGM Assessment Project to rate the quality of the 2013 annual general meeting of shareholders. The project awarded the score of "Excellence" to the company for holding of its general meeting of shareholders in 2013.

2. Equitable treatment of shareholders

The Company ensures that all shareholders are treated equitably and fairly, such as attendance and voting in the meeting of shareholders, the right of minority shareholders to nominate any person to be appointed as a director, and the right to propose meeting agenda 3 months in advance (before the fiscal year-end date of the fiscal period between October 1, 2014 and December 31, 2014). The Company also prepares the English version of the meeting document for foreign shareholders. In addition, the Company has the policy for directors who may have a conflict of interest to abstain for consideration of related agenda

3. Consideration given to role of stakeholders

3.1 Responsibilities to stakeholders

The company specifies a working philosophy, by focusing on responsibility and equitable treatment to win the trust of stakeholders.

(1) Responsibilities to shareholders: By generating appropriate and fair returns and also maintain the company's financial stability to support prolonged existence and promote sustainable growth.

(2) Responsibilities to customers: By continually managing and developing water resources and quality services in order to maximize customer satisfaction. The company emphasizes on maximizing customer satisfaction by managing water resources in such a way that they are sufficient for customer utilization. Equal care and service is given to all customers. The company solves related problems in order to provide the best and timely service to its customers. Constantly keeping and improving the quality of its services is also part of the company's main goals.

(3) Responsibilities to creditors: By following terms, conditions, and covenants specified in loan agreements, refraining from misrepresenting actual financial status of the company and its subsidiaries, and also abstaining from using loans to conduct activities that are inconsistent with the objectives stated in loan agreements.

(4) **Responsibilities to staffs:** By respecting legal rights of every employee and providing good & safe working environment, appropriate welfare system, and fair employment & compensation schemes in accordance with market conditions. The company also provides equal opportunities for all staffs to advance their career, and builds a good & sustainable relationship between the organization and staffs.

(5) **Responsibilities to business partners:** By attempting to build a good rapport that will optimize the benefits of all related parties, including business partners, suppliers, and joint investors. This relationship building is performed in such a way that it is consistent with the principles of good corporate governance.

(6) **Responsibilities to society and environment:** By conducting its business with full awareness of possible externalities on lives and properties of people, communities, and environments. The company does this by following related laws and regulations.

(7) **Responsibilities to competitors:** By adhering to the principles of fair and lawfully commercial competition, and not seeking competitors' commercially sensitive information by using dishonest or inappropriate methods.

3.2 Policies for non-involvement in human right violation

The company realizes and respect equal right and human right of employees by following the principles of human rights protected by the Constitution of the Kingdom of Thailand, Thai laws, and other treaty obligations. The company will not take any actions that violate human dignity, personal right and liberty, and will avoid discrimination with regard to people's origins, races, languages, sexes, ages, physical conditions or health, social statuses, religious beliefs, educations and trainings, political views, or personal characteristics that are unrelated to works.

3.3 Policies and practices against corruptions and business frauds

On September 1, 2011, the company signed an agreement with a number of private sectors to show its intention of participating in the Collective Action Coalition Project. This project was initiated by the Office of the National Anti-Corruption Commission and eight other organizations, including Thai Institute of Directors, Thailand International Chamber of Commerce, Thai Listed Companies Association, Thai Bankers' Association, Federation of Thai Capital Market Organizations, Federation of Thai Industries, and Tourism Council of Thailand to push forward a set of measures against corruptions in private sectors.

The company prepared to be approved as a member of the Collective Action Coalition, together with Thai private sectors, for opposing corruptions by assigning its responsible staffs to join the Training Program for Anti Corruption: The Practical Guide organized by the IOD. This program is supposed to train its staffs to have sufficient skills to be able to implement anti-corruption measures. On July 9, 2014, the company's CEOs appointed "a working group of Anti - Corruption". This working group was directly responsible for running projects against internal corruptions. Its boundary of responsibilities and duties can be summarized as follows:

1. Setting up policies and practices against corruptions
2. Creating a self-assessment form for assessing measures of corruption prevention
3. Training/organizing activities to support internal corruption prevention
4. Encouraging compliance with related policies and regulations
5. Passing on related practices against corruptions to company staffs

The working group to support measures of corruption prevention set up policies against corruptions by assessing risks or chances of corruption occurring in organizational procedures. The fourth meeting of the corporate governance & nomination committee in 2014 held on July 16, 2014 and the ninth meeting of the board of directors in 2014 held on August 27, 2014

approved the policies against internal corruptions and announced their implementation for all the company groups to confirm the company's intention of adhering to related laws & regulations and the principles of good corporate governance in doing business. These policies were communicated to all employees through emails and internal activities. At the same time, these policies and terms of reference were sent to the company's business partners. The policies were published on the company's website. These policies' four focus areas included: (1) definition of corruptions, (2) policies against corruptions, (3) roles, duties, and responsibilities, and (4) practical guidelines. Details of these policies could be found on http://eastw-th.listedcompany.com/anti_corruption.html.

Furthermore, the company constantly took part in the Collective Action Coalition's numerous activities against corruptions organized by Thai IOD and other institutions such as Anti-Corruption Day "Hand In Hand...Reform for Suitable Victory" held on September 6, 2014 and Thailand's 5th National Conference on Collective Action Against Corruption "Tackling Corruption through Public-Private Collaboration" held on October 16, 2014.

3.4 Policies for employees' remunerations that are consistent with short-term and long-term company performances

Employees are the company's important stakeholders since they significantly and constantly contribute to the company's growth of business profits. The board of directors therefore has enacted a set of policies that signifies good wages as follows.

- Wages are assigned in a competitive manner, considering current labor markets and the country's economic conditions.
- Wages are consistent to operations performance assessment to incentivize staffs to constantly give good performance.
- Wages are set in such a way that will not place too much burden on the company, by considering the company's growth rate, current economic conditions, and future trends.

Wage payment is set to be correlated to employees' performance. Key Performance Indicators are used to gauge performance of employees at every level. KPIs are consistent from the organizational level to department and personal levels. This is in order to have a consistent goal for all organizational levels and to be consistent with the organization's vision and missions.

3.5 Policies for filing complaints

The company gives stakeholders the right to monitor operations of the company and its subsidiaries and assess efficiency, effectiveness, and transparency of the operations. The board of directors of the company and its subsidiaries set up a specific channel to receive complaints regarding illegal practices embedded in the company's and its subsidiaries' operations and possible conflicts of interest with related parties such as business partners, water users, communities, and institutions. Complainers can file their complaints in a written form, along with supporting documents, to the board of directors of the company and its subsidiaries.

To have a fair inquiry process and to obtain solutions that are fair to all related parties, the board of directors of the company and its subsidiaries believe that it can keep identity of the informants secret. Appropriate protective measures and fair treatments in accordance with related laws and regulations shall be given to complainers who provide honest information without incriminating intentions. These informants shall not receive unfair treatments such as subsequent changes in their working characteristics and working locations, suspensions, harassments, interruptions, removals, or other aspects that signify unfair treatments.

Witnessed staffs or staffs participated in the inquiry procedure shall be protected and shall not be subsequently defamed, transferred, or punished, unless these staffs testify with

prejudices, incriminations, bespattering, pretense, or provide no cooperation in the inquiry procedure. Punishments given in the form of furloughs and complaints against the directors, CEOs will appoint a committee to consider the punishments/complaints on a case-by-case basis. The committee will be dissolved once the consideration is finished.

The company set up three different channels to receive clues or complaints pertaining to corruptions, illegal & unethical activities, incorrect financial reports, violation of rights, and defective internal control or anti-corruption systems..

The company's website : www.eastwater.com

Email : AC_EW@eastwater.com

To CEO : CEO@eastwater.com

To Corporate Secretary : Corporate_secretary@eastwater.com

Mail: To the audit committee:

Eastern Water Resources Development and Management Public Company Limited
25th Floor - East Water Building 1 Soi Vibavadeerangsit 5, Vibavadeerangsit Road, Jomphol, Jatujak Bangkok 10900

3.6 Procedures for dealing with staff complaints with regard to possible misconducts

The company has a set of rules with regard to staff complaints. In the case that a staff has an opinion or a conflict about their employment structure, works, interests, duties, and responsibilities, they may refer to the following rules.

3.6.1 meaning and boundary of filing complaints

- (1) Staff complaints must be related to opinions or conflicts about systems, working methods, interests, contracts or employment conditions, staff behaviors and fairness.
- (2) Complaints must not be related to personal appointments, transfers, layoffs, and dismissals.
- (3) Complaints must be about working systems, and must not bear no relation to any personal matter, unless that matter is related to works.

3.6.2 methods and steps for filing complaints

- (1) Before following the procedures for filing complaints, staff must consult their direct superior. The direct superior should place importance on staff problems, regardless of how serious they are. Furthermore, the superior is required not to neglect the problems, but rather find a way to solve the problems as soon as possible.
- (2) If the problem cannot be solved in an appropriate timeframe, or the problem is directly related to their superior, staffs may file their complaint to higher-level superiors in the form of letters by clearly explaining causes of the problem and providing complete supporting document within 7 days after the conflict. Higher-level superiors must then inquire the complaint, make a final decision and notify the result to the staff within 20 days after reception of the complaint. The notification could be in the form of oral explanation, which must be recorded. The complainer must then sign to acknowledge the result. Notification of the result could also be in letter formats depending on the case.

3.6.3 appealing the decision

Any complainers who are not satisfying with the notification or the decision have the right to appeal the decision to CEOs or assigned personnel. The appeal must be submitted in letter formats within 7 days after reception of the notification or the decision as stated in 3.2.2. Further inquiry and consideration must be done within 15 days after the appeal. Notification of the appeal could be in the form of oral explanation, which must be recorded. Notification of the appeal could also be in letter formats depending on the case. The decision of the appeal is final.

3.6.4 protection of complainers and related people

- (1) Complaints will be fairly considered, with no consequential defaming, transfers, or punishments, unless the complaints are filed with corrupt intention.
- (2) Witnessed staffs or staffs participated in the inquiry procedure shall be protected and

shall not be subsequently defamed, transferred, or punished, unless these staffs testify with prejudices, incriminations, bespattering, pretense, or provide no cooperation in the inquiry procedure.

(3) Punishments given in the form of furloughs and complaints against the directors, CEO will appoint a committee to consider the punishments/complaints on a case-by-case basis. The committee will be dissolved once the consideration is finished.

The company has set up 5 channels to receive recommendations, complaints, opinions including fraud from the staffs.

1. the company's website: www.eastwater.com
2. Email: CEO at CEO@eastwater.com
3. Email: the audit committee at AC_EW@eastwater.com
4. Mail: The audit committee

Eastern Water Resources Development and Management Public Company Limited
25th Floor East Water Building 1 Soi Vipavadeerangsit 5, Vipavadeerangsit Road, Jomphol, Jatujak Bangkok 10900

5. Opinion box 24th Floor - Head Office Building and 1st Floor - Map Ta Phut Operation Center, Rayong If a staff considers that he/she has not received a fair treatment or sees any risks or wrongdoings that might adversely affect the company, he/she could file complaints via the 5 channels explained above. Filing and inquiry procedures have been explicitly specified in the 2012 staff manual. All staffs must strictly acknowledge and follow the manual.

3.7 Policies or guidelines to protect employees or complainers who report misconducts

For complaints pertaining to staffs' ethical misconducts, the company will investigate the matters according to the procedures and will keep written records of the investigation. The identity of informants will not be disclosed. Information of the complaints will also be kept secret to prevent possible negative consequences from occurring to the informants.

4. Information disclosure and transparency

The board of directors of East Water and its subsidiaries ensures that the administrative department has an appropriate communication system to distribute important and effective information to the stakeholders. The company makes sure that the stakeholders are informed of the company's financial information that is independently audited and meets the accounting standards. The company is willing to rectify its financial information disclosure based on editor's recommendations and other general information so that all the financial information revealed to the stakeholders are accurate, complete, transparent, and reasonable in accordance with the Stock Exchange of Thailand's announcement. In addition, the company encouraged the administrative department to use good measures in keeping confidentiality of non-public information that may affect the decision-making of security trading or changes in security prices.

All information will be published via the Stock Exchange of Thailand's information system, www.eastwater.com, and www.uu.co.th both in Thai and English. The administrative department is engaged in keeping the information disclosure up-to-date and providing accurate information to the investor relation unit who is the company's agent responsible for conveying beneficial information to shareholders, investors, security analysts, and other stakeholders. Those who want to be informed of the most up-to-date company information have the following contact channels.

Telephone: 02-272-1600 ext. 2489, 2458

Email: IR@eastwater.com

Website: <http://eastw-th.listedcompany.com/home.html>

Furthermore, East Water also has set up a compliance unit to make sure that its operation conforms to rules and regulations relating to the Stock Exchange of Thailand and the Securities

and Exchange Commission. The compliance unit is also responsible for the disclosure of information via different channels such as the company's website, the Stock Exchange of Thailand's website, and the annual report. The compliance unit will ensure that information published is accurate, sufficient, punctual, and complete according to related laws so that investors can be confident in the company's business operation.

5. Responsibilities of the board of directors

The board of directors is confident that good corporate governance procedure is one of the key factors leading to an achievement of the company's ultimate goal, which is to maximize shareholder value. It is a legal obligation that the board of directors must adhere to the principles of good corporate governance. As for the responsibility toward stakeholders, the board is responsible for monitoring operations of the administrative department to ensure its efficiency and effectiveness. Doing that will maximize the benefits of company groups and their stakeholders.

5.1 Leadership and vision

The board of directors plays a significant role in the determination of the company's vision, policies, and strategic plans. A revision process is set to take place every year. A long term corporate plan is designed every three years. The administrative department is required to analyze a 10-year business plan to develop water resources and improve water transmission systems in the eastern region of Thailand. Due to quick changes in technologies and surrounding geographical & economic factors, the administrative department proposes strategies and activities to the executive & investment committee and then to the board of directors on an annual basis. The committee and the board will provide recommendations and approve annual action plan and annual budget. Furthermore, the administrative department must submit a report on the progress of the action plan and its implementation problems to the meeting of the audit committee and then submit a report to be acknowledged by the board of directors. A proposal on acquisition of investment projects with the value of over 200 million Baht must also be submitted to the board of directors for consideration and approval.

The board of directors monitors operations of the administrative department by requiring a report on its performance, with a comparison made to the company's target and business profits. Quarterly management performance is reported to the meeting of the board of directors under the agenda "Quarterly Financial Status Report". Apart from that, the board realizes the importance of legal and regulation compliance. As a consequence, the administrative department is required to inform the board of directors any changes in related laws and rules of the Securities and Exchange Commission and the Stock Exchange of Thailand, and also any new laws announced or to be announced in the future that affect the company.

5.2 Conflicts of interest

The board of directors set up policies pertaining to conflicts of interest under the framework for good corporate governance and the manual of the board of directors.

- A written document must be provided in case that the board of directors wants to assign other persons to perform works on behalf of the board. Alternatively, this matter must be recorded as a resolution of the board of directors in its meeting minutes. Authorization boundary of the proxy must be clearly stated, and must not be given to persons with possible conflicts of interest. Decisions relating to the company's business operation must be made in a collective manner.
- All staffs at every level must avoid conflicts of interest that will destroy the company groups' overall benefits or cause operational conflicts.
- Every staff is responsible for reporting matters with possible conflicts of interest to their

superior. Supporting documents depicting details of the matter must be provided and presented to the CEO.

- Directors of the company or its subsidiaries must not use their authorization power to seek personal benefits or benefits for close associates and close relatives directly or indirectly.

The board of directors and executives are required to disclose the following information.

- Transactions possibly involving personal interest or interest of related persons must be reported to the company. The company secretary shall submit a copy of relating documents to be acknowledged by the chairman and the chairperson of the audit committee.
- Possession of securities of the board of directors, executives, and related persons must be reported.

In case of related transactions, the company must strictly adhere to the relevant regulations announced by the Securities and Exchange Commission and the Stock Exchange of Thailand. The administrative department will inform the meeting of the board of directors about related transactions. Directors with possible conflicts of interest will abstain from the vote and will be requested to leave the meeting during the consideration of that agenda.

Related transactions with suppliers and business partners must be reported in accordance with the regulations of the Securities and Exchange Commission. This will be used as a piece of information to make the administrative department more cautious in its approval process of related transactions that may generate conflicts of interest. Related transactions between the company and its subsidiaries or stakeholders will be carefully, correctly, and clearly considered and approved. Price structure and general commercial conditions will be applied to these transactions as would be applied to other business partners. Related transactions are disclosed in the annual report and Form 56-1.

5.3 Business ethics

To show its devotion to conducting business under the principles of good corporate governance, the board of directors approved the implementation of “principles of good corporate governance of the company group”, “the manual of the board of directors”, “the manual of the independent directors”, and “the manual of business ethics” on August 17, 2006. These guidelines are continually reviewed and updated to reflect changing conditions and regulations. These guidelines provide standards and practices that are consistent with the principles of good corporate governance. Every director is required to sign to acknowledge the manual of the board of directors. Employees of the company are constantly educated about good corporate governance via various training programs in order to increase their knowledge and understanding.

5.4 Checks and balances of non-executive directors

As of December 31, 2014, the board of directors included 12 members as follows:

- 1 executive director
- 11 non-executive directors
- 8 independent directors

5.5 Centralization and decentralization of power

The board of directors emphasizes on the transparency of business operation, decentralization of decision makings, and clear separation of screening and approving authorization. With this in mind, chairman of the board of directors is required not to be the same person as the CEO. Also, members of the audit committee shall be independent directors with no approval authority that will legally bind the company, no financial and management conflicts of interest with the company and its subsidiaries.

5.6 Directors/CEO/executives' participation in other companies' boards

1. A director can assume a position in the board of directors of no more than three listed companies, and no more than five companies in total, including a position in state enterprises
2. A CEO and an executive can assume a position in the board of directors of no more than four listed companies.

5.7 Responsibilities of directors

1. Responsibilities to the company and its subsidiaries

1. Devoting time to the company and its subsidiaries to the best of his capability in order to perform numerous duties as a director of the company and its subsidiaries and adhering to the principles of good corporate governance and code of ethics of the company and its subsidiaries.
2. Providing independent and discretion judgment on commissioning the company's and its subsidiaries' business activities.
3. Performing duties with full responsibility given to shareholders by adhering to related ethics and laws, and considering stakeholders' rights.
4. Following the company's and its subsidiaries' business operations with regard to their compliance with related laws & regulations and contracting conditions between the company or its subsidiaries and business partners. Furthermore, the board must not support or give in to any conducts that attempt to avoid compliance with related laws and regulations. The board must also supervise the administrative department in carrying out the company's and its subsidiaries' important works. The supervision is given so that all assigned targets are satisfied, and efficiency and effectiveness are obtained.
5. To continuously exchange skills, experiences, and to continuously improve themselves, board members should join the seminars or training programs aimed to increase the potential of the performance of their duties. A good example is a training program organized by the Thai IOD.
6. The board of directors of the company and its subsidiaries should be assessed for its performance at least once a year to be aware of problems and barriers in performing its duties. This done, solutions to deal with those problems and barriers can be found in order to continually increase the board's potential.
7. The meeting of independent directors or non-executive directors should be organized at least once a year. CEO must be informed of the meeting results.

2. Responsibilities to shareholders

1. The board must adopt appropriate control measures in order to be confident that the company and its subsidiaries provide maximum satisfaction to shareholders. This can be done by promoting a sustainable growth of the company and its subsidiaries. This sustainability can be clearly illustrated from having an appropriate financial and management status, and constantly aiming to improve to protect and increase the interest of shareholders.
2. The board must adopt appropriate control measures in order to be confident that the company and its subsidiaries disclose correct and complete financial & operational information to investors in a timely & equitable manner. This information disclosure must be transparent and meets the standards according to the regulations pertaining to information disclosure announced by related monitoring institutions.
3. The board must adopt appropriate control measures in order to be confident that all shareholders receive equitable treatment.

3. Responsibilities to creditors

1. The board must adopt appropriate control measures in order to be confident that the company and its subsidiaries follow terms, conditions, and covenants specified in loan agreements, refrain from misrepresenting actual financial status of the company and its

subsidiaries, and also abstain from using loans to conduct activities that are inconsistent with the objectives stated in loan agreements.

2. During an event that might adversely affect creditors, e.g., the company or its subsidiaries have an instable financial status or experience a severe financial distress, the board of directors of the company and its subsidiaries must quickly seek outside help from relevant experts to improve the situations in a timely & careful manner.

4. Responsibilities to other stakeholders

1. Control

To be confident that the company and its subsidiaries will not discriminate against stakeholders because of racial, religious, and sexual differences, or marriage status and physical disability, the board of directors makes sure that the company obey related laws and regulations by carefully considering matters that might adversely affect staffs, other stakeholders, communities, society, and environment.

2. Receiving complaints (additional details, please see 3.5 on page 55 - 56)

The company gives stakeholders the right to monitor operations of the company and its subsidiaries and assess efficiency, effectiveness, and transparency of the operations. The board of directors of the company and its subsidiaries set up a specific channel to receive complaints regarding illegal practices embedded in the company's and its subsidiaries' operations and possible conflicts of interest with related parties such as business partners, water users, communities, and institutions. Complainers can file their complaints in a written form, along with supporting documents, to the board of directors of the company and its subsidiaries. To have a fair inquiry process and to obtain solutions that are fair to all related parties, the board of directors of the company and its subsidiaries believe that it can keep identity of the informants secret. Appropriate protective measures and fair treatments in accordance with related laws and regulations shall be given to complainers who provide honest information without incriminating intentions. These informants shall not receive unfair treatments such as subsequent changes in their working characteristics and working locations, suspensions, harassments, interruptions, removals, or other aspects that signify unfair treatments.

5.8 Approval authorization of the board of directors

The board of directors has an authorization to approve numerous matters in accordance with the company's laws, regulations, and disciplines, such as annual action plan and annual budget, dividend policy, determination of accounting policies and their changes, and adjustment of management structure.

5.9 Responsibilities of the chairman and CEO

Chairman and CEO must have appropriate knowledge, experience, and qualifications and must not be the same person. This is in order to have a balance of power by having a clear separation between control and management. Also, chairman must be non-executive director, leading the board, responsible for calling the meeting of the board of directors, chairing the meeting of the board of directors, giving a decisive vote, and chairing the meeting of shareholders.

The CEO is the head and leader of the company's management teams and corporate secretaries. He/she is required by the board of directors to perform his/her management duties in order to achieve planned targets.

5.10 Corporate secretary

In order to be compliance with the regulations specified in the Securities and Exchange Act B.E. 2535 under the principles of Good Corporate Governance of listed companies in the classification of responsibilities of the board of directors, the Board of Directors has appointed the corporate secretary to perform the following duties.

- Monitoring the compliance with laws and regulations relating to the Company's operations and providing correct recommendations on compliance with laws and regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand in the for the Board of Directors meeting.
- Submitting a report on operating control results to related agencies, always investigating details of the event occurring, and immediately submitting a report on events that might significantly affect the Company and the capital market.
- Providing and Collecting documents such as director registration, invitation letters and minutes of the Board of Directors meeting, annual report, invitation letter, and minutes of shareholders meeting, as well as reports on conflict of interest submitted by directors or executives.
- Participating in the consideration of process in the operating procedures or in carrying out new transactions in order to comply with policies, guidelines, and criteria set by the Board of Directors, as well as criteria, code of ethics, and any related laws and Regulations.
- Gathering and distributing data, educating and providing consultations to different units in the company about operating methodologies that are consistent with related laws, announcements, disciplines, regulations, code of ethics, or practices, and also organizing relevant training programs.
- Liaising with the Stock Exchange of Thailand and the Securities and Exchange Commission.

5.11 Remunerations of directors and executives

A scheme for remunerations of directors and executives has been fostered to be consistent with the policy set by the board of directors. An idea is that remuneration elements should be appropriate and sufficient in order to keep qualified directors, but should avoid the overpayment trap. The performance assessment indicator specification and remuneration consideration committee is responsible for screening an appropriate scheme for remunerations before submitting a proposal to be approved by the board of directors. The report will then be presented to the annual general meeting of shareholders for further approval. The basic rate of remuneration is proportional to the length of time that the director has been in the position. It is based on net profits, dividends, and operating results of directors. This rate is reviewed every year. In the fiscal year 2014, remunerations paid to directors and executives can be summarized as follows.

1. Monthly remuneration and meeting allowance of directors and sub-committee members

The 2013 general meeting of shareholders held on Tuesday of April 22, 2014 made a resolution to approve director remunerations in 2014, which could be summarized as follows.

Directors

- Monthly remuneration of 30,000 Baht/person
- Meeting allowance of 10,000 Baht/person. If more than one meeting is held in any month, only 1 meeting allowance is paid.

The chairman will however receive additional 25% of allowance on top of the normal rate.

Sub-committee

1. Audit committee
 - Monthly remuneration -none-
 - Meeting allowance of 20,000 Baht/person/meeting attended

2. Other sub-committee
 - Monthly remuneration -none -
 - Meeting allowance of 10,000 Baht/person/meeting attended.

Members of the sub-committee will receive their meeting allowance at every meeting attended, but not more than 20,000 Baht per month.

2. Bonus for the board of directors

In the 12th meeting of the board of directors in 2005 (on December 28, 2005), a set of criteria for the determination of bonus remunerations for the board of directors was established. In particular, these bonus remunerations will be paid only when the company has positive net profits and will be paid at the maximum rate of 5% of annual net profits. The chairman will receive additional 25% of bonus on top of the normal rate. Calculation of bonus rates is based on duration of the position.

Report of director & executive remunerations for the fiscal year 2014

Director remunerations paid during the period between January 1, 2014 – December 31, 2014

(Unit : Baht)

List of directors			Duration of the position until 2014	Meeting allowance for the board of directors ⁶	Meeting allowance for the sub-committee ⁶	Monthly remuneration, proportional to the duration of the position (in months)	Bonus from the operating results in 2013 paid in 2014 (after tax)
1	Mr. Wittaya Chaisuwan	Chairman	1	12,500	-	37,500	-
2	Mr. Chanin Yensudjai	Former chairman ¹	-	-	-	-	227,843.44
3	Squadron Leader Sita Divari	Former chairman ²	11	112,500	-	412,500	283,538.50
4	Mr. Jiratt* Nithiantaporn	Former director ¹	-	-	-	-	182,274.75
5	Mr. Chinawat Assavapokee	Former director ¹	-	-	-	-	182,274.75
6	Mrs. Rattana Kitchawan	Former director ¹	-	-	-	-	182,274.75
7	Mr. Praphant Asava-aree	Former director ¹	-	-	-	-	145,819.80
8	ML. Panasarn Husadin	Former director ²	11	90,000	210,000	330,000	291,639.60
9	Mr. Chotisak Arsapawiriya	Former director ²	11	90,000	210,000	330,000	255,184.97
10	General Chuchai Boonyoi	Former director ²	11	100,000	220,000	330,000	437,459.40
11	Mr. Prinya Nakchudtree	Former director ²	11	90,000	50,000	330,000	437,459.40
12	Mr. Thairatana Jotikabhukkana	Former director ²	11	90,000	220,000	330,000	437,459.40
13	Mr. Kallayana Vipattipumiprates	Former director ²	12	60,000	210,000	360,000	437,459.40
14	General Sahachart Pipithkul	Former director ²	11	100,000	220,000	330,000	255,184.97
15	Miss Krithpaka Boonfueng	Former sub-committee member ³	-	-	260,000	-	-

List of directors			Duration of the position until 2014	Meeting allowance for the board of directors ⁶	Meeting allowance for the sub-committee ⁶	Monthly remuneration, proportional to the duration of the position (in months)	Bonus from the operating results in 2013 paid in 2014 (after tax)
16	Mr. Verapong Chaiperm	Directors	12	80,000	-	360,000	437,459.40
17	Mr. Sahust Pratuknukul	Directors ⁴	12	100,000	90,000	360,000	486,066.00
18	Mr. Somnug Limtongsittikoon	Directors	8	70,000	-	240,000	-
19	Mr. Wanchai Lawatanatrakul	Directors	12	100,000	190,000	360,000	162,022.20
20	Mr. Maitri Inthusut	Directors	1	10,000	-	30,000	-
21	Mr. Amorn Laohamontri	Directors	1	10,000	-	30,000	-
22	Mr. Phaiboon Siripanoosatian	Directors	1	10,000	-	30,000	-
23	Mr. Chanin Tinnachote	Directors	1	10,000	-	30,000	-
24	Police Major General Vichai Sangraphai	Directors	1	10,000	-	30,000	-
25	Colonel Premjiras Tanathaipakdee	Directors	1	10,000	-	30,000	-
26	Mrs. Tatchada Jitmahawong	Directors ⁵	-	-	-	-	-

Note: * Mr. Jiratt has his first name changed to Mr. Piboonketh

Notes :

1. Former chairman and Former director whose term expired before December 31, 2013
2. Former chairman and Former director whose term expired before December 31, 2014
3. Former sub-committee member
4. Director remuneration for Mr. Sahust Pratuknukul in the amount of 1,036,066 Baht was paid according to the regulations of Electricity Generating Public Company Limited (EGCO) that directly transferred this remuneration to the account of the Thai Rakpa Foundation for his directorial duty of other companies.
5. Appointed as a director by the resolution of the board of directors for the 14th meeting of the board of directors in 2014 on December 24, 2014.
6. Number of meetings attended (summarized on page 70)

Executive remuneration

11 directors who assumed the position of executive directors and executives received compensations for their operation in 2014 in the form of salary and remuneration. The total amount paid to these directors was 41,307,851.23 Baht.

5.12 Policies and guidelines for directors' remunerations

The company gauges executives' performance on a yearly basis. Key Performance Indicators are used to gauge the performance of executives and staffs at every level. A comparison between operating results and assigned KPIs is made in the consideration for new salaries and annual bonus payments.

5.13 Policies for CEO short-term and long-term remunerations and CEOs' performance assessment

The Evaluation and Remuneration committee is responsible for determining annual remunerations of CEO. Remuneration assessment focuses on achievement of the works performed, compared to work plans approved by the board of directors. The assessment occurs every six months.

5.14 Shareholding of directors and executives

order	name	position	Amount of shares held as of December 31, 2013	Amount of shares held as of December 31, 2014	Changes in the amount of shares held during 2014
1.	Mr. Wittaya Chaisuwan ^{1/}	chairman	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
2.	Mr. Maitri Inthusut ^{1/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
3.	Mr. Amorn Laohamontri ^{1/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
4.	Mr. Chanin Tinnachote ^{1/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
5.	Mr. Phaiboon Siripanoosatie ^{1/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
6.	Colonel Premjiras Tanathaipakdee ^{2/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
7.	Police Major General Vichai Sangparpai ^{2/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
8.	Mrs. Tatchada Jitmahawong ^{3/}	Independent director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
9.	Mr. Verapong Chaiperm	Director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
10.	Mr. Sahust Pratuknukul	Director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none

order	name	position	Amount of shares held as of December 31, 2013	Amount of shares held as of December 31, 2014	Changes in the amount of shares held during 2014
11.	Mr. Somnug Limtongsittikoon	Director	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
12.	Mr. Wanchai Lawattanatrakul	CEO	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
13.	Mr. Jaroensuk Worapansopak	Executive vice president (operation)	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
14.	Mr. Namsak Wannavisute	Executive vice president (Finance and accounting)	549,000	549,000	none
	Spouse and heirs that do not yet reach their legal age.		24,580	24,580	none
15.	Mrs. Namphon Rassadanukul	Senior vice president (president & CEO Office and Corporate Secretary)	2,000	2,000	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
16.	Mrs. Thidarut Kraiprasit	Senior Vice President (Audit Department)	630,000	630,000	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
17.	Mr. Cherdchai Pitiwacharakul	Senior Vice President Operation and Customer Service Department)	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
18.	Mrs. Wirawan Tharanont	Vice President (Human Resource Department)	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
19.	Mr. Sombat Yusamart	Vice President (Finance and Accounting Department)	none	none	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
20.	Miss Kanyanart Virapandu	Vice President (Corporate Communications Department)	222,000	222,000	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none
21.	Mr. Sokul Chuepakdee	Vice President (Project Planning Department)	250	250	none
	Spouse and heirs that do not yet reach their legal age.		none	none	none

Notes: ^{1/} Appointed as the director since December 1, 2014

^{2/} Appointed as the director since December 8, 2014

^{3/} Appointed as the director since December 24, 2014

Report on security holding of directors who resigned in 2014

			Amount of shares held as of December 31, 2013	Amount of shares held as of December 31, 2014	Changes in the amount of shares held during 2014	Date of resignation
1.	Squadron Leader Sita Divari	Chairman	none	none	none	November 28, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	
2.	Mr. Thairatana Jotikabhukkana	Independent director	none	none	none	November 28, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	
3.	ML. Panasarn Husdin	Independent director	none	none	none	November 30, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	
4.	Mr. Chotisak Asapaviriya	Independent director	none	none	none	November 30, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	
5.	Mr. Prinya Nakchudtree	Independent director	none	none	none	November 30, 2014
	Spouse and heirs that do not yet reach their legal age.		583,000	600,000	17,000	
6.	General Sahachart Pipithkul	Independent director	none	none	none	December 8, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	
7.	General Chuchai Boonyoi	Independent director	none	none	none	December 8, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	
8.	Mr. Kallayana Vipattipumiprates	Independent director	none	none	none	December 15, 2014
	Spouse and heirs that do not yet reach their legal age.		none	none	none	

5.15 The Board of Directors' Meeting

The Board of Directors normally holds a meeting on a monthly basis on the fourth week of the month. The meetings are planned in advance to provide sufficient flexibility for the directors to attend every meeting. Chairman and CEO, performs as the secretary to the Board of Directors co-arrange the meeting agenda, including scope and important level of each agenda. The significant matters should be included in the meeting agenda, in order of their important level and urgency. The invitation letters are sent by the Corporate Secretary five days prior to the meeting in order to give sufficient time for the board of directors to review information before attending the meeting. During the meeting, after the Executives presentation in each agenda, Chairman then requests directors to raise questions or express their opinions and mutually discuss the problems. After a conclusion is reached from the discussion, chairman is responsible to summarize meeting resolutions in order to clarify matters and inform all the related departments. This leads to a careful consideration. A sufficient time will be allocated for the directors to discuss the problems together. If there is no objection to the meeting's resolution, Chairman will lead the meeting to consider the next agenda.

In 2014, the Board of Directors held 14 meetings. The details of each director's meeting attendances could be summarized as follow.

Name of Directors			Meetings Attended/ Total Number of Meetings	Effective Period
1	Mr. Wittaya Chaisuwan	Chairman	2/2	December 1, 2014
2	Squadron Leader Sita Divari	Former Chairman	11/11	June 11, 2013 – November 28, 2014
3	M.L. Panasarn Husdin	Former Director	11/11	April 30, 2013 – November 30, 2014
4	Mr. Chotisak Asapaviriya	Former Director	11/11	June 11, 2013 – November 30, 2014
5	General Sahachart Pipithkul	Former Director	12/12	June 11, 2013 – December 8, 2014
6	Mr. Thairatana Jotikabhukkana	Former Director	11/11	December 20, 2012 – November 28, 2014
7	Mr. Kallayana Vipattipumiprates	Former Director	8/13	December 13, 2012 – December 15, 2014
8	Mr. Prinya Nakchudtree	Former Director	11/11	December 20, 2012 – November 30, 2014
9	General Chuchai Boonyoi	Former Director	12/12	December 13, 2012 – December 8, 2014
10	Mr. Maitri Inthusut	Director	2/2	December 1, 2014
11	Mr. Amorn Laohamontri	Director	2/2	December 1, 2014
12	Mr. Phaiboon Siripanoosatien	Director	2/2	December 1, 2014
13	Mr. Chanin Tinnachote	Director	2/2	December 1, 2014
14	Police Major General Vichai Sangparpai	Director	1/1	December 8, 2014
15	Colonel Premjiras Tanathaipakdee	Director	1/1	December 8, 2014
16	Mrs. Tatchada Jitmahawong	Director	-	December 8, 2014
17	Mr. Verapong Chaiperm	Director	11/14	April 25, 2012
18	Mr. Sahust Pratuknukul	Director	14/14	April 25, 2012
19	Mr. Somnug Limtongsittikoon	Director	7/7	April 22, 2014
20	Mr. Wanchai Lawattanatrakul	Director and CEO	14/14	August 30, 2013

Apart from the regulation of the company on the topic of quorum and meetings of the Board of Directors at least two-thirds of the directors must attend the meeting in order to carry out votes for approving meeting resolutions. in order to follow the principles of good and efficient corporate governance.

Independent Directors' meetings and Non-Executives Directors' meeting

The Board of Directors has a policy to set up independent directors meetings and, non-Executives Director meeting in order to provide an opportunity to discuss the company's business-related problems and topics of interested issues.

5.16 The Sub-Committees

The Board of Directors has appointed the sub-committees consisting of members with appropriate expertise to preliminarily study and screen particular assigned works to ensure their accuracy, clearness, and consistency with the company's missions and policies, before submitting a proposal to the Board of Directors for approval, acceptance, or providing recommendations on a case-by-case basis. Details on the committees appointed by the Board of Directors and their meeting attendance during the 2014 fiscal year are as follows:

5.16.1 The Audit Committee, as of December 31, 2014, included three independent directors.

	Name - Surname	Position	Meeting Attendance/Number of meetings
1.	Mr. Amorn Laohamontri ¹	Chairman of the committee	-
2.	Mr. Chanin Thinnachote ¹	Director	-
3.	Mrs. Tatchada Jitmahawong ¹	Director	-
	Mr. Thairatana Chotikapukkana ²	Former Chairman	11/11
	General Chuchai Boonyoi ³	Former Director	11/11
	Mr. Kallayana Vipattipumiprates ⁴	Former Director	8/11
	Mr. Jakkrit Paraphuntakul ⁵	Former Advisor	6/11

Notes : 1. Appointed as the Chairman of the Audit Committee and committee member since December 24, 2014.
2. Resigned from Director of the company since November 28, 2014.
3. Resigned from Director of the company since December 8, 2014.
4. Resigned from Director of the company since December 15, 2014.
5. The contract as Advisor of the Audit Committee was terminated since December 24, 2014

The Audit Committee is mainly responsible for ensuring accuracy and credibility of the company's financial statements. The audit committee is also obliged to make sure that the company's financial statements conform to Thai Financial Reporting Standards (TFRS) and Thai Accounting Standards (TAS) announced by the Federation of Accounting Professions, before presenting to the Board of Directors. Another duty of the Committee is to establish an effective, independent, and transparent audit procedure among the Board of Directors, the Internal Audit Department, and the external auditor. In order for them to revise and provide appropriate recommendations for efficiency and effectiveness assessment of the company's internal control system, so that it abides by related laws and regulations. Furthermore, related-party transactions or conflict of interest transactions must be considered and assured by the Audit Committee that they are lawfully performed with reasonable implementation, for the utmost benefits of the company. In regard to its duty pertaining to information disclosure, the audit committee must include its report in the company's annual report. In addition, the committee is required to provide initial approval of the appointment, remuneration, and contract termination of external auditors, which will later be presented for consideration by the Board of Directors and shareholders. Finally, the Audit Committee is in charge of approving the appointment, relocation, and dismissal of the head of audit department. To ensure independency of the audit department, this department is overseen by the audit committee.

5.16.2 The Executive and Investment committee, as of December 31, 2014, included four directors and three Advisors.

	Name – Surname	Position	Meeting Attendance/Number of meetings
1.	Mr. Phaiboon Siripanoosatien ¹	Chairman of the committee	-
2.	Colonel Premjiras Thanathaipakdee ¹	Director	-
3.	Mr. Sahust Pratuknukul ¹	Director	-
4.	Mr. Wanchai Lawattanatrakul	Director	16/16
5.	General Thanadol Paojinda ²	Advisor	-
6.	Admiral Amorntep Na Bangchang ²	Advisor	-
7.	Mr. Lertviroj Kowattana ²	Advisor	-
	ML. Panasarn Husdin ³	Former Chairman	16/16
	General Sahachart Pipithkul ⁴	Former Director	16/16
	Mr. Chotisak Asapaviriya ³	Former Director	13/16
	Miss Krithpaka Boonfueng ⁵	Former Director	16/16
	Rear Admiral Samarn Sukwiboon ⁶	Former Advisor	16/16
	Mr. Prempracha Supasamut ⁶	Former Advisor	16/16
	Mr. Wittaya Chaisuwan ⁷	Former Advisor	7/12

Notes : 1. Appointed as Chairman of the Executive and Investment Committee member since December 24, 2014.
 2. Appointed as Advisor to the executive and investment committee since December 24, 2014.
 3. Resigned from Director of the company since November 30, 2014.
 4. Resigned from Director of the company since December 8, 2014.
 5. Resigned form Advisor to the board of directors and all sub-committees since December 2, 2014.
 6. The contract as the Advisor of the executive and investment committee was terminated since December 24, 2014.
 7. Appointed as Advisor to the Executive and Investment Committee since April 28, 2014 and resigned from Advisor of the Executive and Investment Committee since November 28, 2014.

The Executive and Investment Committee has been assigned by the Board of Directors to oversee the company's business operation ensure efficiency and strength of the business that is in accordance with the board's policies. The committee is also responsible for screening and reviewing the company's business plans, operation plans, annual budgets, and especially the procurement of investment projects under the budget allocated from the Board of Directors. In addition, the Management and Investment Committee has responsible to determine the procedures and criteria of all investment projects (also including financial investment projects). Other functions of the Committee include giving counsel, recommendations, and supports to the management department in order to achieve the company's goals and objectives. Finally, the Committee has to constantly prepare the performance report for the Board of Directors.

5.16.3 The Corporate Governance and Nomination Committee, as of December 31, 2014, included 4 directors.

	Name - Surname	Position	Meeting Attendance/Number of meetings
1.	Police Major General Vichai Sangparpai ¹	Chairman Of the Committee	-
2.	Mr. Amorn Laohamontri ¹	Director	-
3.	Mr. Chanin Thinnachote ¹	Director	-
4.	Mrs. Tatchada Jitmahawong ¹	Director	-
	General Sahachart Pipithkul ²	Former Chairman	7/7
	ML. Panasarn Husdin ³	Former Director	6/6
	Mr. Kallayana Vipattipumiprates ⁴	Former Director	5/7
	Miss Krithpaka Boonfueng ⁵	Former Director	7/7

Notes : 1. Appointed As Chairman Of The Corporate Governance And Nomination Committee And Director Since December 24, 2014.
2. Resigned from Director Of The Company Since December 8, 2014.
3. Resigned from Director Of The Company Since November 28, 2014.
4. Resigned from Director Of The Company Since December 15, 2014.
5. Resigned from the Former Director Of the Board Of Directors and all Sub-Committees Since December 2, 2014.

Corporate Governance

The Corporate Governance Committee is responsible for supporting operations of the Board of Directors to ensure that the operations are accurate, transparent, and beneficial to shareholders and stakeholders of the company by scrutinizing the manual of the Board of Directors, business Ethics, and staff Ethics. At the same time, the committee is required to ensure that practices of good Corporate Governance contribute to the company's development and best Corporate Governance practices. Another important function of the corporate governance committee is to investigate and make sure that the company follows important practice guidelines of effective corporate governance procedures that are consistent with the Stock Exchange of Thailand's regulations. The Committee must also conduct the performance appraisal periodically.

Nomination

The Nomination Committee is appointed by the Board of Directors to select and nominate suitable persons to be appointed as Directors of the company and its subsidiaries. The Committee is also responsible for screening qualified applicants and presenting a file to the Board of Directors to consider and appoint executive consultants to the board and other subcommittees. Another role of the Nomination Committee is to provide recommendations to the Board of Directors and subcommittees on their management structure and submitting a proposal to the Board for considering and approving the improvement.

5.16.4 The Risk Management Committee, as of December 31, 2014, included four directors.

	Name - Surname	Position	Meeting Attendance/Number of meetings
1.	Mr. Maitri Inthusut ¹	Chairman of the committee	-
2.	Police Major General Vichai Sangparpai ¹	Director	-
3.	Colonel Premjiras Thanathaipakdee ¹	Director	-
4.	Mr. Wanchai Lawattanatrakul	Director	3/4

Remuneration

The Remuneration Committee is mainly engaged to proposing policies pertaining remunerations and other financial and non-financial interests of the employees of all levels to the Board of Directors. The Committee is also responsible for providing recommendations to the Board of Directors for considering annual remunerations of directors, members of all sub-committees, Advisors of the Board of Directors, Advisors of all sub-committees, Chairman, CEO, and employees. In order to determine an appropriate remuneration scheme, the committee must give consideration to duties, responsibilities, assigned missions, and the company's equity. The committee is required to prepare a report to the Board of Directors at least twice a year.

5.17 Criteria, Process and results of the performance assessment of the Board of Directors and Sub-Committees

Performance assessment of the Board of Directors and Sub-Committees

The board of directors meeting (No 10/2003 November 20th, 2003) approved the annual self-assessment of the board of directors to review performance, problems and obstacles found during the previous year, in order to improve the efficiency of its operations appropriately and comply with the principles of good corporate governance.

In addition, the charter of each sub-committee specifies that each sub-committee conduct a self-assessment and report problems and obstacles that contribute to unsuccessful operations (if exist) to the board of directors on an annual basis.

Criteria for the performance assessment of the Board of Directors and Sub-Committees

Performance assessment as a holistically

1. The board of directors assess its self-assessment on the following important topics.
 1. Readiness of directors
 2. Strategic and business planning
 3. Risk management and internal control
 4. Monitoring to avoid conflicts of interest
 5. Following up on financial reports and operations
 6. Meetings of the Board of Directors
2. The Audit Committee assess its a self-assessment on the following important topics.
 1. Authorization and duties
 2. Members of the Audit Committee
 3. Meetings
 4. Internal control
 5. Financial reporting
 6. Compliance with related laws and regulations
 7. Auditors
 8. Internal auditors
 9. Reporting of the Audit Committee
 10. Performance assessment
 11. Charter

3. Other committees including 1) executive & investment committee, 2) corporate governance and nomination committee, 3) risk management committee, and 4) Evaluation consideration and remuneration Committee assess its a self-assessment on the following important topics.

1. Readiness of committee members
2. Meetings of the committee
3. Authorization, duties, and responsibilities of the committee

Performance assessment as an individual

Performance assessment as an individual of every committee covers important topics such as meeting attendance, perceptions, continuous improvement of knowledge and skills, relationship with the administrative department, and self-assessment of individual strengths and weaknesses.

Process to assess the performance of the board of directors and sub-committees

Every year, secretary of the board of directors and secretaries of every sub-committee consider the assessment form and gather supporting information to facilitate the assessment of the board of directors and sub-committees. Any issues that may improve the assessment will be presented to each committees for approval before a complete version of the assessment form (holistically and individual) is finalized with in December of every year. As a results of the performance assessment and opinions of the board of directors and sub-committees will be reported to the board of directors in January of the following year.

Results of performance assessment of the board of directors and sub-committees in 2014

The board of directors acknowledged the results on performance assessment of the board of directors and sub-committees in 2014 at the meeting of the board of directors (1st meeting of 2015 held on January 19, 2015). The meeting also recognized ways to improve three assessment areas that received the lowest score for every committee (on a whole committee and on an individual basis).

1. The board of directors

- Assessment results (holistically) representing 94.04%
- Assessment results (individual) representating 96.83%

2. Sub-committees

Sub-committees	Assessment results (holistically) Representing	Assessment results (individual) Representing
1. Audit Committee	100.00%	96.72%
2. Executive and Investment Committee	97.88%	98.40%
3. Corporate Governance and Nomination Committee	97.75%	97.00%
4. Risk Management Committee	98.45%	99.50%
5. Evaluation and Remuneration Committee	95.87%	98.67%

5.18 Criteria, processes, and results of the performance assessment of the CEOs

The Evaluation and Remuneration committee is responsible for considering annual remunerations of the CEOs. Performance of the CEOs must meet the assessment criteria. A comparison with work plans approved by the Board of Directors is also made during the assessment.

5.19 Director orientation

In 2014, the company organized an orientation for new directors. The orientation was aimed to inform new directors the company's vision, missions, business policies, and related information such as structure of shareholders, organizational structure, operating results, related laws and regulations, former resolutions of the board of directors, problems and obstacles, and future strategic plan. CEOs, corporate secretaries, and executives will present related information and distribute the manual of the board of directors and information for directors including:

- Company's profile
- Operating results and activities of the company
- Annual registration statement (Form 56-1)
- Annual report (Form 56-2)
- Manual of the Board of Directors
- Principles of Good Corporate Governance of the group of company
- Charters of the sub-committees
- Minutes of the Board of Directors' meetings
- Risk management manual
- The company's Article of Association, Certificates, Rules, and Regulations

In addition, the company has a tradition for new directors to visit the company's operating within three months to after date of directorship increase their understanding of the business.

5.20 Board of directors and Advisory to the board training program

The board of directors and CEOs places great emphasis on constantly joining training programs relating to intellectual improvement in performing the board's duties (details given in each director's profile). A special encouragement is given by the company for the board members to continuously join relevant training programs organized by the Thai Institute of Directors and other institutes. The aim is to increase board members' knowledge and understanding of the principles of good corporate governance, rules, set of regulations, and role and responsibility for effective oversight function that is also consistent with the company's ethical code of ethics. An additional benefit gained by joining relevant training programs is the creation of new beneficial ideas that can be applied to the company's business operation. A list of IOD training programs that board members have jointed can be summarized as follows:

Name of directors and Advisory to the board	IOD training programs joined by directors and Advisory to the board of December 31, 2014					
	DCP ¹	ACP ²	SFE ³	HRP ⁴	FND ⁵	DAP ⁶
Directors						
Mr. Wittaya Chaisuwan ⁷	-	-	-	-	-	-
Mr. Maitri Inthusut ⁸	-	-	-	-	-	-
Mr. Amorn Laohamontri ^{9,10,12}	-	-	-	-	-	-
Mr. Phaiboon Siripanoosati	105/2008	28/2009	13/2011	4/2013	-	-
Mr.Chanin Tinnachote ^{9,10,11,12}	-	-	-	-	-	-
Police Major General Vichai Sangparpai ⁸	-	-	-	-	-	-
Colonel Premjiras Tanathaipakdee	-	-	-	-	-	-

Name of directors and Advisory to the board	IOD training programs joined by directors and Advisory to the board of December 31, 2014					
	DCP ¹	ACP ²	SFE ³	HRP ⁴	FND ⁵	DAP ⁶
Mrs. Tatchada Jitmahawong ^{9,10,12}	-	-	-	-	-	-
Mr. Verapong Chaiperm	161/2012	-	-	-	-	-
Mr. Sahust Pratuknukul	73/2006	-	-	-	-	-
Mr. Somnug Limtongsittikoon	-	-	-	-	-	-
Mr. Wanchai Lawattanatrakul	43/2004	-	-	-	1/2003	-

Advisory to the board						
General Thanadol Paochinda	-	-	-	-	-	-
Admiral Amornthep Na Bangchang	-	-	-	-	-	98/2012
Mr. Lertviroj Kowattana	-	-	-	-	-	-

- Notes
1. DCP : Director Certification Program
 2. ACP : Audit Committee Program
 3. SFE : Successful Formulation & Execution the Strategy
 4. HRP : How to Develop a Risk Management Plan
 5. FND : Finance for Non-Finance Director
 6. DAP : Director Certification Program

- Programs applied by directors
7. Role of the Chairman Program (RCP)
 8. Risk Management Committee Program (RMP)
 9. Advanced Audit Committee Program (AACP)
 10. Director Accreditation Program (DAP)
 11. Financial Statements for Directors (FSD)
 12. Director Certification Program (DCP)

In 2014, directors and Advisory to the board completed various training programs from different institutes as follows:

Name of directors and Advisory to the board	Program/institution
Directors	
Mr. Maitri Inthusut	1. leadership Course 2. Thinking and management Course 3. Effective Development Program for high-level executives APM Group Building Tomorrow's Leaders and Organizations Today
Mr. Verapong Chaiperm	1. Executive Management with Business Development and Investment course / 1 st Batch - Institute of Business and Industrial Development 2. Energy Literacy for A Sustainable Future /3 rd Batch. Thailand Energy Academy
Advisory to the board	
Mr. Lertviroj Kowattana	1. Administrative Relationship Development / 5 th Batch - RTARF 2. Training Course on Administrative Justice for Executives / 6 th Batch - Administrative Course

5.21 Criteria for recruitment of directors and executives

The company provides the manual for the board of directors. The manual states that recruitment of appropriate persons to assume the position of directors must follow the articles of association and regulations of the board of directors. Suitable candidates must have appropriate qualifications in accordance with related laws. The corporate governance & nomination committee (the sixth meeting of 2013 held on December 25, 2013) approved the revision of some rules pertaining to the recruitment of directors. The revision was aimed to make the rules consistent with the company's principles of good corporate governance that were edited based on rules relating good corporate governance for listed companies of the Stock Exchange of Thailand announced in 2012, and assessment guidelines of the project to survey the corporate governance of Thai listed companies of the Thai Institute of Directors Association. The revision was then presented to the board of directors for approval. Details of the recruitment criteria can be summarized as follows:

- Must have appropriate qualifications and must not have prohibitive characteristics as prescribed under the regulations of the Stock Exchange of Thailand. One must also have consistent and complete qualifications if he/she is to be recruited as an independent director.
- Must consist of persons with knowledge in water resources or other professions relating to the business and must have at least one director with expertise in accounting and finance.
- The recruitment of the board of directors must consider candidates with a variety of skills including knowledge in business, industry, accounting and finance, management and decision making skills, comparable business at a global level, business strategies, crisis management, good corporate governance, and legal issues.
- Chairman of the board of the directors should be an independent director and should not be chairperson or member of sub-committees.
- The company assigns the board of director to assume the position of the board of directors of its subsidiaries if the company holds more than 50% of the shares in those subsidiaries. Holding more than 50% of shares should give the company the right to appoint directors or appropriate persons to take part in the board of directors of the subsidiaries. Also included is the right to appoint executive directors (at least half of the total number of executive director positions). If the company holds more than 50% of shares, the right to appoint directors of the subsidiaries should be proportional to its shareholding.
- The number of other listed companies that directors of the company can assume the same position is 3 (in the position of executive directors), 3 (in the position of non-executive directors). Directors of the company can assume the same position in 5 companies in total, including state enterprises.
- The age of directors is limited to 75 years old. Directorial term is not limited so as to avoid loss of opportunities in appointing directors with knowledge, skills, and experience. In contrast, the duration of the position of independent directors is limited to nine years from the first appointment date. To appoint independent directors whose term is completed to assume the same position further, the board of directors must carefully consider the necessity of that renewal.
- Directors must not hold shares of the parent company, subsidiaries, affiliated company, or juristic persons with possible conflicts of interest (including related persons under Section 258 of the Securities and Exchange Act B.E. 2551).

Succession plan of high-level executives

The company realizes the importance of efficient management. As a consequence, the company sets a policy for the succession of high-level managers. The purpose is to have guidelines to prepare potential officers to be ready for assuming the management position of the company. These guidelines closely adhere to the principles of transparency, fairness, and accountability.

- (1) The corporate governance & nomination committee is responsible for defining nomination criteria and approving the succession plan, recruiting staffs at the management level or external persons to assume the position of CEO and submitting a report to the board of directors for approval.
- (2) CEO is authorized to recruit persons with appropriate knowledge, skills, and experience to assume the position of vice presidents, and report the appointment results to the executive & investment committee and the board of directors.

The company is engrossed in improving the potential of its staffs so that they can grow together with the organization. Furthermore, the company emphasizes on improving its human resource management system in various regards such as improving the organizational structure to cope with its business expansion to the ASEAN region, using different tests in the recruitment of staffs, improving staffs using the coaching procedure from the superior, staff relationship activities, career growth management, salary and welfare management, and continuous planning for the succession of staffs. The company has begun to design a succession plan, especially for positions that are important to the organization. This plan has been designed in such a way that a new job is related to relevant professions of the successor. The company sets an acceleration procedure for improvement via the individual development plan (IDP). The IDP allows staff development to be direct to the point and quicker. It also represents a special development in addition to the standard development of all employees. Ever since the first day that staffs become a family member of Eastwater, the company set up development programs for creating business knowledge and adapting to working teams and company traditions to build a relationship from the beginning. After that, development programs that are appropriate for duties and responsibilities of employees at each level will be formed. These subsequent development programs focus on improving skills in working management, principles of conducting business, and leadership skills for oneself and working teams. If any changes in employees' position or working level occur, appropriate development programs will be organized to provide employees with foundations and readiness to work in a new position with new duties and responsibilities.

5.21.1. Criteria for recruitment of directors and executive

The company provides the manual for the board of directors. The manual states that recruitment of appropriate persons to assume the position of directors must follow the articles of association and regulations of the board of directors. Suitable candidates must have appropriate qualifications in accordance with related laws. The board of directors approved the revision of some rules pertaining to the recruitment of directors. The revision was aimed to make the rules consistent with the company's principles of good corporate governance that were edited based on rules relating good corporate governance for listed companies of the Stock Exchange of Thailand and assessment guidelines of the corporate governance of Thai listed companies of the Thai Institute of Directors Association. The revision was report approval by the board of directors. Details of the recruitment criteria can be summarized as follows:

- Must have appropriate qualifications and must not have prohibitive characteristics as prescribed under the regulations of the Stock Exchange of Thailand. One must also have consistent and complete qualifications if he/she is to be recruited as an independent director.



- Must consist of persons with knowledge in water resources or other professions relating to the business and must have at least one director with expertise in accounting and finance.
- The recruitment of the board of directors must consider candidates with a variety of skills including knowledge in business, industry, accounting and finance, management and decision making skills, comparable business at a global level, business strategies, crisis management, good corporate governance, and legal issues.
- Chairman of the board of the directors should be an independent director and should not be chairperson or member of sub-committees.
- The company assigns the board of director to assume the position of the board of directors of its subsidiaries if the company holds more than 50% of the shares in those subsidiaries. Holding more than 50% of shares should give the company the right to appoint directors or appropriate persons to take part in the board of directors of the subsidiaries. Also included is the right to appoint executive directors (at least half of the total number of executive director positions). If the company holds more than 50% of shares, the right to appoint directors of the subsidiaries should be proportional to its shareholding.
- The number of other listed companies that directors of the company can assume the same position is 4 (in the position of executive directors), 3 (in the position of non-executive directors). Directors of the company can assume the same position in 5 companies in total, including state enterprises.
- The age of directors is limited to 75 years old. Directorial term is not limited so as to avoid loss of opportunities in appointing directors with knowledge, skills, and experience. In contrast, the duration of the position of independent directors is limited to nine years from the first appointment date.
- Directors must not hold shares of the parent company, subsidiaries, affiliated company, The Independent or juristic persons with possible conflicts of interest (including related persons under Section 258 of the Securities and Exchange Act B.E. 2551).

2. Appointment and decommission of directors

1. The administrative department must liaise with experts to ask for their curriculum vitae, and preliminarily screen their qualifications. If the qualifications meet the criteria, the department then submits a proposal to be considered and approved by the corporate governance & nomination committee.
2. In every annual general meeting, 1 third of directors are decommissioned. If the number of directors cannot be separated into three portions, the proportion of decommissioned directors must as close to 1/3 as possible. In the first year and second year, if no agreements

are reached with regard to the method for selecting directors to be decommissioned, decommissioning is selected by a draw. After that, directors with the longest duration of the position will be decommissioned. Decommissioned directors may be appointed again.

3. The meeting of shareholders elects directors using a majority vote approach. Each shareholder has one voting right and is eligible to elect individual board members. Highest scoring candidates are appointed as the directors. The number of persons elected to be directors should match available number of directors of that election. If two or more than two candidates have equal score and the meeting only requires one candidate for the director position, the chairperson of the meeting will give a decisive vote.

4. In case that the director position is available due to other reasons apart from the need to be decommissioned, the board of directors is responsible for choosing a person with qualifications required by the company and with no prohibitive characteristics according to the laws pertaining to public companies to assume the position of a director. This newly elected director is required to attend the next meeting of the board of directors. If the remaining directorial term is less than two months, newly elected director will only stay in the position for a period of time equal to former director's remaining term. Resolutions of the board of directors must be approved by 3 fourths of the votes of remaining directors.

5. Apart from completing his/her directorial term, director may be decommissioned when he/she

- (1) dies
- (2) Resigns
- (3) lacks qualifications or has prohibitive characteristics according to Public Limited Companies Act
- (4) is dismissed by the resolution of the meeting of shareholders
- (5) is dismissed by the court decision

3. Appointment of executives

The company realizes the importance of efficient management. As a consequence, the company sets a policy for the succession of management positions. The purpose is to have guidelines to prepare potential officers to be ready for assuming the management position of the company. These guidelines closely adhere to the principles of transparency, fairness, and accountability.

(1) The corporate governance & nomination committee is responsible for defining nomination criteria and approving the succession plan, recruiting staffs at the management level or external persons to assume the position of CEOs, and submitting a report to the board of directors for approval.

(2) CEOs and related departments are responsible for defining nomination criteria, developing persons with knowledge and capability, and recruiting staffs or external persons to assume the position of executive vice presidents, and submitting a report to the executive & investment committee for consideration and appointment. CEOs are authorized to appoint managers at a department level.

5.21.2 Policies for constituting a board of diversified directors

The recruitment of the board of directors must consider candidates with a variety of skills including knowledge in business, industry, accounting and finance, management and decision making skills, comparable business at a global level, business strategies, crisis management, good corporate governance, and legal issues.

5.22 Insider information control

The company has a set of policies relating to the use of insider information. This policy set is stated under the principles of good corporate governance of the company group and used as a practical guideline for directors, executives, and staffs as follows:

(1) Policies to prevent the use of insider information

Executives, staffs, including their spouse and heirs not yet reaching the legal age are prohibited from using the company's material and unpublished insider information for their own benefits of speculative trading of securities or for the purpose of creating a trading advantage for a person or a group of persons.

(2) Policies regarding trading of the company's securities

Executives, staffs, including their spouse and heirs not yet reaching the legal age are not allowed to buy, sell, or transfer stocks of the company within 1 month before the disclosure of the company's financial statements to the Stock Exchange of Thailand, and within 3 days after the disclosure of the company's financial statements to the Stock Exchange of Thailand. This is in order to provide sufficient time for shareholders and investors to access and understand materiality of the company's information/news or financial statements disclosed to the Stock Exchange of Thailand.

Directors and high-level managers must notify the corporate secretary of their trading of company stocks at least 1 day prior to the trading date. The corporate secretary will then report this stock trading to the meeting of the board of directors.

(3) Policies regarding business information of the company

1. Directors, administrative department, staffs, outsourcers and freelancers of the company and its subsidiaries sometimes must work with information and documents that cannot be published and/or are commercially sensitive such as contractual information, blueprints, maps, figures, formulas, and innovations. The company has the right to protect this type of information since it is highly important for the company's future success, and highly important for job stability of everyone.

Directors, administrative department, staffs, outsourcers and freelancers of the company and its subsidiaries have a responsibility to enter into an agreement to abide by related laws and code of ethics that they will not disclose secret or commercially sensitive information and documents.

2. Confidential level of information

Commercially sensitive information, which is also the company's insider information, must be kept a secret from outsiders. Confidential levels of this information may be classified according to its order of importance. For example, the information may be classified as "publishable information", or "classified information", or "secret information".

The use of insider information must be within the boundary of one's assigned duties and responsibilities.

3. Information provided to outsiders

All information published must be approved by CEOs of the company or CEOs of subsidiaries or designated persons. Information relating to other joint investors must be approved by these investors.

Central divisions who are responsible for publishing the company's information include Corporate Communication Department, Marketing Department, and Investor Relations Department. Officers from the relation activities division are responsible to inform the company's staffs of related information.

The activity owner is responsible for giving details and coordinating with superiors of a particular job line. The disclosure must be approved by CEOs of the company or its subsidiaries first.



5.23 Definition of independent directors

Independent directors play an important role in good corporate governance of the company. They are responsible for providing supports to policies that are beneficial to shareholders, and opposing non-transparent decision makings that might adversely affect the benefits of shareholders and other stakeholders. Therefore, independent directors must be free from control of managers and major shareholders, and must not have conflicts of interest with regard to finance and management of the company. The company has defined independent directors in accordance with the principles of good corporate governance and more strictly than the Notification of the Capital Market Supervisory Board¹ as follows.

- (1) Non-executive directors not involving in the company's day-to-day management, not being shareholders of the company, parent company, subsidiary company, and affiliated company, and not being directors that are representatives of major shareholders, and having qualifications in accordance with related laws.
- (2) Not being a person related by blood or legally registered as father, mother, spouse, sibling, and heir of other directors, executives, major shareholders, controlling persons, persons to be nominated as managers, controlling persons of the company and its subsidiaries.
- (3) Not conducting similar business that presents a significant competition to the business of the company or its subsidiaries, or not being a significant partner in partnerships, or not being an executive director, an employee, a staff, an advisor who receives salary or holds more than 1% of shares with voting rights of other companies that conduct a similar business that presents a significant competition to the business of the company and its subsidiaries.
- (4) Not having a business relationship with the company, parent company, subsidiary company, affiliated company, or juristic person with possible conflicts of interest that may interfere with his/her independent judgement.

¹ Notification of the Capital Market Supervisory Board: number Tor Chor 28/2551

Re: Asking for permission and permission of initial public offering of newly issued shares

(A) Relationship characteristics

Relationship with a characteristic of professional services

- 1) Auditors and persons providing professional services such as legal advisors, financial advisors, and property appraisers.
- 2) Significance level that signifies non-independency
 - Auditor: prohibited in any case
 - Persons providing professional services: Transaction value exceeding 2 million Baht per year.

Commercial or business relationship (in line with the Stock Exchange of Thailand's regulations pertaining to connected transactions)

- Relationship characteristics: Covering all types of business, including normal business transactions, real estate rental transactions, transactions relating to properties/services, and transactions for providing or receiving financial supports.
 - Significance level that signifies non-independency: Transaction value equaling to or exceeding 20 million Baht, or equivalent to 3% of the company's net tangible assets (NTA), whichever is lower. Transactions occurring six months prior to the transaction date must also be included.
- (B) In case that the relationship characteristics can be specified under (a), i.e., with juristic persons or persons with non-independency including major shareholders and directors (excluding independent directors/members of the audit committee)
 - (C) Assigning the period in which the relationship specified under (a) and (b) is not allowed at present and two years before the appointment
 - (5) Not being a director who is appointed to be a representative of the company's directors, major shareholders, shareholders relating to major shareholders of the company.
 - (6) Not having any characteristics that might prevent independent recommendations
 - (7) Independent directors having qualifications under 1-6 may be authorized by the board of directors to make decisions relating to business operations of the company, parent company, subsidiary company, affiliated company, associated subsidiary, or juristic person with possible conflicts of interest. The decision making shall be performed in a collective manner.
 - (8) The term of independent directors should not exceed 9 consecutive years, starting from the first appointment date.²

(Referring to the Notification of the Securities and Exchange Commission: Number (Wor) 32/2551 Re: Adjustment of the regulations pertaining to independent directors and members of the audit committees.)

² The resolution of the corporate governance & nomination committee (1st meeting of 2015 held on January 8, 2015)

Assessment of the sufficiency of the internal control system



The second meeting of the board of directors for the year 2015 was held on February 16, 2015. In this meeting, the board assessed the internal control system from the audit committee report. The assessment was conducted in five elements, including internal control, risk assessment, operational control, information and communication system, and monitoring system.

Control Environment

The board of directors and executives announced that the company would implement “the principles of good corporate governance of the Eastern Water Resources Development and Management Public Company Limited”. The implementation of such principles was a policy and a discipline that employees must acknowledge, understand, and obey in order to be consistent with the company’s suite of policies and ethics all the time. This also covered daily performance of duties, decision makings, and also treatment of business partners, customers, and other third parties. Moreover, the company required all employees to obey the principles of business ethics that are the subset of the principles of good corporate governance. Any violations shall be interrogated and penalized according to the staff manual.

The company required that roles and duties between the board of directors and the administrative department are mutually exclusive. The board of directors would not interfere with the administrative department’s burdens or duties to establish a balance between administration and corporate governance. Furthermore, the board of directors was responsible for monitoring the administrative works to ensure that appropriate policies and procedures had been applied effectively. In this regard, the board of directors had selected suitable personnel to assume the position of high-level executives and members of the sub-committees. These executives and members of the subcommittees must perform their duties in accordance with the company’s set of regulations and the board of directors clause set by the Stock Exchange of Thailand. Their role also included the establishment of vision, 3 year-strategic plan, and annual action plan. The annual action plan emerged through the cooperation between all department heads, and was designed to be consistent with the company’s long term strategic plan. The plan also specified objectives, targets, budgets, risk factors, periodical activities, and expected returns that could be concretely measured in order to achieve the overall goal.

The company had established a clear organizational structure to facilitate achievement of company’s goals and effective internal control. A separation of responsibilities was maintained between main operation line and supporting operation line. Power balance mechanism was instituted to balance the power between the board of directors, the administrative department, and shareholders. An investor communication mechanism was also established to publish the company’s important information.

In addition, the company realized the importance of incentivizing, developing, and keeping intellectual and capable employees. With that in mind, the company had established an individual development plan (IDP), a career management policy, and a succession plan to prepare for staff transitions, particularly at the executive level in the company’s main businesses. The Key Performance Indicators (KPIs) were applied to gauge the performance of employees to consider the feat.

Risk Assessment

The audit committee cooperated with the auditor, and the internal control department to verify the company's financial reports. A particular consideration is given at their accuracy and consistency with generally accepted accounting principles and sufficiency of disclosure.

The company implemented the concepts of enterprise risk management by requiring executives and relevant employees to indicate and analyze risk factors in terms of their chance of occurrence and effects in order to establish control measures. The company also had a risk management division to develop a risk management plan and follow up on its implementation in order to reduce risks to the level accepted. Another duty of this division was to review risk factors and submit a report to be considered by the risk management committee, and subsequently present the report to the board of directors on a quarterly basis. The board of directors then considered and gave its verdict on the report for the continuity of the company's risk management process. Meanwhile, risk management policies and regulations were communicated to every staff to acknowledge and put into practice. This was part of the company's culture that everyone participates in taking good care of the organization through a mutual understanding of the risk management process. In addition, the company had created the business continuity plan.

Control Activities

Rules and regulations pertaining to procurement, budget, project investment and management, and accounting and finance were also announced by the company. The company specified the boundary of each administrative department's authority and function and also the financial amount that can be approved in order to be consistent with the principles of good internal control. A separation of responsibilities and verifications was also established between the administrative departments, especially in areas of approval duties, accounting transaction recording, information, and asset storing duties. Furthermore, the company had been ISO9001:2008 and ISO 14001:2004 accredited. This accreditation required that the company arranged a procedure manual for references during the operation and staff training programs to encourage accurate operation and consistency with the manual.

Any connected transactions between the company and its subsidiaries and stakeholders would be accurately considered and approved by audit department, audit committee, management teams, and auditors in accordance with the Stock Exchange of Thailand's regulations. Details of these connected transactions would also be noted in the annex to the financial statement. The company was required to report these transactions to the Securities and Exchange Commission (SEC). Furthermore, directors having potential conflicts of interest cannot vote on the resolution approving connected transactions.

The company was determined to constantly follow up the operation of its subsidiaries. A progress report on the operation of subsidiaries would be submitted to the board of directors. In accordance with the resolution of the board of directors, the company also set up a special unit to follow up the overall operation of its subsidiaries. This was to ensure that all subsidiaries' operation is consistent with the policy set by the board of directors. Furthermore, the company assigned the company secretary to supervise legal and compliance matters to ensure that its operation is consistent with relevant laws and regulations.

Information & Communication

The company was determined to provide adequate and important information to be used by the board of directors for making decisions. This information provision was to be done in advance prior to the meeting of the board of directors through various communication tools.

The company set up a call center to receive external complaints. An investor relation unit was also established to communicate and arrange activities with shareholders and investors. A special communication channel known as AC_EW or CEO mail Box was provided for employees and external units to make notifications or file complaints.

In addition, the company continually applied and developed information system and internal information database. This was part of the policy pertaining to the use of information & communication technology, which was, in turn, part of the company's principles of good corporate governance. The company required that its staffs understand the application of internal communication under good internal control, such as internet, email, and telecommunication medias (including telephone, fax, radio telegraph, signal receiving equipment). Staffs were constantly informed and made aware of how not to violate any information-related laws (including Official Information Act and Electronic Transaction Act).

Monitoring Activities

The administrative department had correction guidelines to deal with operational performances that do not meet the target. The department must submit a report on correction methods and deadlines to be acknowledged and considered by the board of directors. The board might provide further opinions. On the other hand, the audit department was responsible to follow up the correction results and also emphasized the deadlines previously assigned. The audit department then submitted a monthly follow up report to the meeting of the audit committee and also presented a report to the board of directors on a quarterly basis.

The company placed great emphasis on the internal audit to provide value added to the organization. This was done through internal risk assessment data and risk based audit planning. The company assigned the audit department and internal audit consultants to investigate efficiency and effectiveness of the internal control system for every working procedure. A report must then be presented to executives and the audit committee on a quarterly basis. This was aimed to increase the confidence of the board of directors and the administrative department in efficiency and effective of the internal control system and also accuracy of all information types, including financial & accounting information and operational information. The audit department was determined to follow up results of the correction methods suggested by the audit committee and constantly submit a report to the audit committee. Apart from that, the company also had a constant monitoring process through the use of the ISO 9001:2008 and ISO 14001: 2004 accredited internal quality and environment audit system.

With the main points of the assessment of the sufficiency of the internal control system taken into account, the board of directors, the audit committee, and auditors had a consistent opinion that the company's internal control system is sufficient and appropriate for business operation, that the company had enough staffs to implement the system, and that the company had an internal system to efficiently monitor the operation of its subsidiaries in order to facilitate the effectiveness of its sustainable business operation.

In addition, according to the company's structure, the audit department is regulated and directly supervised by the audit committee. Currently, Miss Thidarut Kraiprasit assumes a position of senior director of the internal audit department who is also the head of the department. The company has hired KPMG Phoomchai Business Advisor Ltd. (KPMG) to be the internal audit consultant. The audit committee and CEOs are responsible to gauge the performance of the senior director of the internal audit department. The results indicate that her performance shows good quality and understanding in activities and operation of the company. Therefore, the company sees that she fits the position. According the charter of the audit committee, appointments, transfers, layoffs, dismissals, and merit consideration of the head of the audit department must be approved by the audit committee.



Report of the Board of Directors' Responsibility toward Financial Statement Report

The Board of Directors of the Company had initiated financial statement preparation to present the Company's financial positions and operating results for the year ended December 31, 2014 under the Public Company Act B.E. 2535. The Company's Board of Directors has realized its duties and responsibility as Directors of listed company in the Stock Exchange of Thailand to be responsible for financial statements and consolidated financial statements of the Company, including financial information appeared in the annual report for the year ended December 31, 2014.

Thus, the Company's Board of Director appointed the Audit Committee which consists of Independent Directors and Non-Executive Directors of the Company who are responsible for the quality of financial statements and reviewing the adequacy and effectiveness of the internal control system of the Company and its affiliated companies to reasonably ensure that the records of accounting information are accurate, complete, and adequate to protect the Company's assets, including being guidelines for the Company and its affiliated companies to significantly prevent corruption or irregular activity. The opinion of the Audit Committee shall appear in the Corporate Governance Report of the Audit Committee of the fiscal year 2014 as shown in this Annual Report.

Therefore, the Board of Directors considered that the Company's financial statements were carefully true and fairness prepared with the best estimations under the appropriate accounting policies and consistent conformity with Thai generally accepted accounting standards, including the sufficient important information is already disclosed in the Notes to financial statements.

Mr. Wittaya Chaisuwan
Chairman

Mr. Wanchai Lawattanatrakul
President and CEO



Auditor's report

To the Shareholders of Eastern Water Resources Development and Management Public Company Limited

I have audited the accompanying consolidated and company statements of Eastern Water Resources Development and Management Public Company Limited and its subsidiaries and of Eastern Water Resources Development and Management Public Company Limited, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the related consolidated and company statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated and company financial statements referred to above present fairly, in all material respects, the consolidated and company financial position of Eastern Water Resources Development and Management Public Company Limited and its subsidiaries and of Eastern Water Resources Development and Management Public Company Limited as at 31 December 2014, and its consolidated and company results of operations and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

I draw attention to Note 37 to the financial statements regarding the compensation for the Company's pipeline connecting project. The Company is paying the compensation at a preliminary rate because the government agency is considering a deal for the Company to rent/manage the connecting projects and the compensation rate, which might change. My opinion is not qualified in respect of this matter.

Vichien Khingmontri
Certified Public Accountant (Thailand) No. 3977
PricewaterhouseCoopers ABAS Ltd.

Statement of Financial Position

Eastern Water Resources Development and Management Public Company Limited

As at 31 December 2014

(Unit: Baht)

		Consolidated			Company	
	Notes	31 December 2014	(Restated) 31 December 2013	(Restated) 1 January 2013	31 December 2014	31 December 2013
Assets						
Current assets						
Cash and cash equivalents	6	112,859,747	243,306,452	238,473,244	90,464,122	133,894,733
Short-term investments	7	55,069,783	86,878,547	96,307,798	-	-
Trade and other receivables	8	420,588,385	414,274,653	481,641,358	290,352,713	308,345,969
Inventories	9	9,231,640	10,536,370	7,745,450	-	-
Other current assets		61,063,020	45,639,764	23,864,564	39,774,457	25,587,790
Non-current assets held for sale	10	57,677,839	-	-	32,009,985	-
Total current assets		716,490,414	800,635,786	848,032,414	452,601,277	467,828,492
Non-current assets						
Investments in subsidiaries	11	-	-	-	510,000,000	543,749,985
Other long-term investments	12	91,470,300	91,470,300	91,470,300	91,470,300	91,470,300
Investment property-net	13	224,620,933	227,990,090	236,770,393	239,476,697	242,424,339
Property, plant and equipment-net	14	11,747,778,313	10,284,152,959	9,223,379,329	11,592,737,268	10,169,771,654
Intangible assets-net	15	1,725,358,935	1,533,155,454	1,475,315,570	41,032,716	34,163,252
Deferred tax assets	16	12,693,150	10,737,119	13,040,166	-	-
Other non-current assets	17	725,033,042	532,307,719	555,440,550	670,483,115	461,038,238
Total non-current assets		14,526,954,673	12,679,813,641	11,595,416,308	13,145,200,096	11,542,617,768
Total assets		15,243,445,087	13,480,449,427	12,443,448,722	13,597,801,373	12,010,446,260
Liabilities and shareholders' equity						
Current liabilities						
Short-term borrowings from financial institutions	18	233,000,000	156,000,000	111,000,000	139,000,000	156,000,000
Trade accounts payable	19	130,002,645	144,146,713	157,560,565	111,599,966	103,625,335
Payable for purchase of fixed assets		479,050,047	264,227,195	38,465,477	457,153,810	244,234,406
Current portion of long-term liabilities under finance lease agreements	20	2,008,414	300,864	2,023,942	2,008,414	300,864
Current portion of long-term borrowings from financial institutions	21	563,280,000	568,610,000	737,690,000	454,000,000	490,250,000
Corporate income tax payable		129,534,752	131,518,767	135,652,998	117,371,988	125,265,126
Accrued expenses	22	155,043,267	133,155,312	119,999,719	98,974,598	86,382,393
Other current liabilities		49,155,958	57,278,691	55,852,366	27,490,526	38,677,340
Liabilities included with asset classified as held-for-sale	10	269,099	-	-	-	-
Total current liabilities		1,741,344,182	1,455,237,542	1,358,245,067	1,407,599,302	1,244,735,464

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Statement of Financial Position (Cont'd)

Eastern Water Resources Development and Management Public Company Limited

As at 31 December 2014

(Unit: Baht)

		Consolidated			Company	
	Notes	31 December 2014	(Restated) 31 December 2013	(Restated) 1 January 2013	31 December 2014	31 December 2013
Liabilities and shareholders' equity (Cont'd)						
Non-current liabilities						
Long-term liabilities under finance lease agreements	20	3,136,321	-	300,864	3,136,321	-
Long-term borrowings from financial institutions	21	4,648,721,206	3,841,751,206	3,456,280,694	4,114,000,000	3,261,750,000
Deferred tax liabilities	16	42,447,206	36,436,914	30,311,157	20,279,434	13,184,606
Employee benefit obligations	23	104,433,197	91,423,543	89,385,385	68,292,091	60,295,155
Long-term provisions	24	13,239,626	22,778,026	27,914,861	-	-
Other non-current liabilities	25	173,053,101	130,893,399	182,882,384	143,988,238	110,523,109
Total non-current liabilities		4,985,030,657	4,123,283,088	3,787,075,345	4,349,696,084	3,445,752,870
Total liabilities		6,726,374,839	5,578,520,630	5,145,320,412	5,757,295,386	4,690,488,334
Shareholders' equity						
Share capital	26					
Registered share capital						
Ordinary shares, 1,663,725,149 shares of par Baht 1 each		1,663,725,149	1,663,725,149	1,663,725,149	1,663,725,149	1,663,725,149
Issued and paid-up share capital						
Ordinary shares, 1,663,725,149 shares of par Baht 1 each		1,663,725,149	1,663,725,149	1,663,725,149	1,663,725,149	1,663,725,149
Share premium	26	2,138,522,279	2,138,522,279	2,138,522,279	2,138,522,279	2,138,522,279
Retained earnings						
Appropriated - legal reserve	27	166,500,000	166,500,000	166,500,000	166,500,000	166,500,000
Unappropriated		4,493,850,084	3,875,024,850	3,294,104,828	3,846,798,981	3,322,853,397
Other components of equity	28	24,959,578	28,357,101	31,754,624	24,959,578	28,357,101
Equity attributable to owners of the parent		8,487,557,090	7,872,129,379	7,294,606,880	7,840,505,987	7,319,957,926
Non-controlling interests		29,513,158	29,799,418	3,521,430	-	-
Total shareholders' equity		8,517,070,248	7,901,928,797	7,298,128,310	7,840,505,987	7,319,957,926
Total liabilities and shareholders' equity		15,243,445,087	13,480,449,427	12,443,448,722	13,597,801,373	12,010,446,260

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Statement of Comprehensive Income

Eastern Water Resources Development and Management Public Company Limited

For the year ended 31 December 2014

(Unit: Baht)

		Consolidated		Company	
	Notes	2014	(Restated) 2013	2014	2013
Revenues	34				
Sales-raw water		2,768,375,793	2,694,295,164	2,810,731,725	2,854,127,184
Sales-tap water		988,739,040	876,384,672	335,719,500	281,727,583
Construction revenue under concession agreement		268,923,208	139,782,693	-	-
Rental and service income		216,202,093	189,170,542	86,766,051	80,328,127
Total sales and service income		4,242,240,134	3,899,633,071	3,233,217,276	3,216,182,894
Other income	30	62,519,603	56,287,978	78,941,831	70,209,156
Total revenues		4,304,759,737	3,955,921,049	3,312,159,107	3,286,392,050
Expenses	34				
Costs of sales-raw water		1,039,690,961	940,441,020	1,065,246,030	996,230,226
Costs of sales-tap water		590,123,299	523,737,158	283,136,381	263,385,535
Construction cost under concession agreement		268,923,208	139,782,693	-	-
Costs of rental and services		198,914,696	181,128,438	69,039,080	67,432,341
Total costs of sales and services		2,097,652,164	1,785,089,309	1,417,421,491	1,327,048,102
Selling expenses		14,147,147	17,489,498	10,700,793	14,893,922
Administrative expenses		398,087,249	374,764,378	262,503,597	276,477,832
Finance costs		121,225,452	115,212,721	81,224,697	82,490,738
Total expenses	31	2,631,112,012	2,292,555,906	1,771,850,578	1,700,910,594
Profit before income tax		1,673,647,725	1,663,365,143	1,540,308,529	1,585,481,456
Income tax expense	32	(339,197,329)	(350,510,462)	(300,982,933)	(326,926,369)
Net profit for the year		1,334,450,396	1,312,854,681	1,239,325,596	1,258,555,087
Other comprehensive income (expense):					
Write off asset transferred from customer		(3,397,523)	(3,397,523)	(3,397,523)	(3,397,523)
Other comprehensive expense for the year, net of tax		(3,397,523)	(3,397,523)	(3,397,523)	(3,397,523)
Total comprehensive income for the year		1,331,052,873	1,309,457,158	1,235,928,073	1,255,157,564
Profit attributable to					
Equity holders of the parent company		1,334,205,246	1,312,937,088	1,239,325,596	1,258,555,087
Non-controlling interests		245,150	(82,407)	-	-
		1,334,450,396	1,312,854,681	1,239,325,596	1,258,555,087
Total comprehensive income attributable to					
Equity holders of the parent company		1,330,807,723	1,309,539,565	1,235,928,073	1,255,157,564
Non-controlling interests		245,150	(82,407)	-	-
		1,331,052,873	1,309,457,158	1,235,928,073	1,255,157,564
Earnings per share for profit attributable to owners of the parent (Baht)	33				
Basic earnings per share		0.80	0.79	0.74	0.76

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Statement of Changes in Shareholders' Equity

Eastern Water Resources Development and Management Public Company Limited

For the year ended 31 December 2014

(Unit: Baht)

Consolidated									
	Owners of the parent							Non-controlling interests	Total shareholders' equity
	Issued and paid-up share capital	Premium on share capital	Retained earnings		Other components of shareholders' equity		Total owners of the parent		
			Appropriated - legal reserve	Unappropriated	Other comprehensive income	Assets transferred from customers-net			
Total									
Opening balance as at 1 January 2013									
- as previously reported	1,663,725,149	2,138,522,279	166,500,000	3,316,436,717	31,754,624	31,754,624	7,316,938,769	3,521,430	7,320,460,199
Adjustments from changes in accounting policy	-	-	-	(22,331,889)	-	-	(22,331,889)	-	(22,331,889)
Opening balance as at 1 January 2013									
- as restated	1,663,725,149	2,138,522,279	166,500,000	3,294,104,828	31,754,624	31,754,624	7,294,606,880	3,521,430	7,298,128,310
Comprehensive income for the year - as previously reported	-	-	-	1,316,057,393	(3,397,523)	(3,397,523)	1,312,659,870	(82,407)	1,312,577,463
Adjustments from changes in accounting policy	-	-	-	(3,120,305)	-	-	(3,120,305)	-	(3,120,305)
Comprehensive income for the year - as restated	-	-	-	1,312,937,088	(3,397,523)	(3,397,523)	1,309,539,565	(82,407)	1,309,457,158
Proceeds from shares increased of subsidiary	-	-	-	-	-	-	-	26,887,515	26,887,515
Dividend paid	-	-	-	(732,017,066)	-	-	(732,017,066)	(527,120)	(732,544,186)
Closing balance as at 31 December 2013	1,663,725,149	2,138,522,279	166,500,000	3,875,024,850	28,357,101	28,357,101	7,872,129,379	29,799,418	7,901,928,797
Opening balance as at 1 January 2014									
- as previously reported	1,663,725,149	2,138,522,279	166,500,000	3,900,477,044	28,357,101	28,357,101	7,897,581,573	29,799,418	7,927,380,991
Adjustments from changes in accounting policy	-	-	-	(25,452,194)	-	-	(25,452,194)	-	(25,452,194)
Opening balance as at 1 January 2014									
- as restated	1,663,725,149	2,138,522,279	166,500,000	3,875,024,850	28,357,101	28,357,101	7,872,129,379	29,799,418	7,901,928,797
Dividend paid	-	-	-	(715,380,012)	-	-	(715,380,012)	(531,410)	(715,911,422)
Comprehensive income for the year	-	-	-	1,334,205,246	(3,397,523)	(3,397,523)	1,330,807,723	245,150	1,331,052,873
Closing balance as at 31 December 2014	1,663,725,149	2,138,522,279	166,500,000	4,493,850,084	24,959,578	24,959,578	8,487,557,090	29,513,158	8,517,070,248

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Statement of Changes in Shareholders' Equity (Cont'd)

Eastern Water Resources Development and Management Public Company Limited

For the year ended 31 December 2014

(Unit: Baht)

	Company					
	Total	Issued and paid-up share capital	Premium on share capital	Retained earnings		Total shareholders' equity
				Appropriated - legal reserve	Unappropriated	
Opening balance as at 1 January 2013		1,663,725,149	2,138,522,279	166,500,000	2,796,315,376	6,796,817,428
Comprehensive income for the year		-	-	-	1,258,555,087	1,255,157,564
Dividend paid	29	-	-	-	(732,017,066)	(732,017,066)
Closing balance as at 31 December 2013		1,663,725,149	2,138,522,279	166,500,000	3,322,853,397	7,319,957,926
Opening balance as at 1 January 2014		1,663,725,149	2,138,522,279	166,500,000	3,322,853,397	7,319,957,926
Comprehensive income for the year		-	-	-	1,239,325,596	1,235,928,073
Dividend paid	29	-	-	-	(715,380,012)	(715,380,012)
Closing balance as at 31 December 2014		1,663,725,149	2,138,522,279	166,500,000	3,846,798,981	7,840,505,987

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Statement of Cash Flows

Eastern Water Resources Development and Management Public Company Limited

For the year ended 31 December 2014

(Unit: Baht)

		Consolidated		Company	
	Notes	2014	(Restated) 2013	2014	2013
Cash flows from operating activities					
Profit before income tax		1,673,647,725	1,663,365,143	1,540,308,529	1,585,481,456
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities					
Depreciation	13, 14	373,967,007	324,914,363	337,676,715	307,057,902
Amortisation	15	116,645,961	84,226,855	5,176,245	3,902,092
Impairment losses on concession right	15	1,310,000	630,000	-	-
Impairment losses on investment in subsidiary	10	-	-	990,000	-
Income from amortisation of assets transferred from customers		(3,397,523)	(3,397,523)	(3,397,523)	(3,397,523)
Losses on disposals/written off of property, plant and equipment		5,023,737	11,174,877	3,956,281	11,174,877
Losses on disposals of subsidiaries		-	-	322,990	-
Provisions	24	3,058,741	4,236,601	-	-
Employee benefit obligations		13,766,791	13,251,881	8,672,281	8,359,887
Dividend income	30	(24,486,277)	(24,053,425)	(48,456,273)	(44,351,422)
Interest income	30	(6,364,488)	(9,167,887)	(915,278)	(4,495,033)
Interest expenses and amortisation of deferred interest under finance lease agreements		120,065,993	111,231,632	80,203,311	78,630,169
Income from operating activities before changes in operating assets and liabilities		2,273,237,667	2,176,412,517	1,924,537,278	1,942,362,405
Change in operating assets (increase) decrease					
Trade and other accounts receivables		(7,002,432)	24,058,712	17,993,256	32,421,355
Inventories		1,304,730	(2,790,920)	-	-
Other current assets		(16,329,796)	(9,944,570)	(14,404,507)	(12,839,544)
Other non-current assets		11,141,152	(11,518,821)	(5,578,402)	(13,228,119)
Change in operating liabilities increase (decrease)					
Trade accounts payable		(14,101,268)	(13,413,852)	7,974,631	(43,780,601)
Accrued expenses		15,329,952	17,574,578	6,270,968	(1,640,273)
Other current liabilities		(8,415,662)	(8,945,483)	(11,349,765)	(6,349,294)
Employee benefit obligations		(757,137)	(11,213,725)	(675,345)	(6,670,723)
Provisions	24	(14,442,161)	(11,634,541)	-	-
Other non-current liabilities		42,159,702	(51,988,985)	33,465,129	(47,305,798)
Cash provided by operating activities		2,282,124,747	2,096,594,910	1,958,233,243	1,842,969,408
Interest paid		(111,606,671)	(113,547,804)	(73,882,074)	(83,049,154)
Income tax paid		(337,127,083)	(357,904,104)	(301,781,243)	(317,700,402)
Net cash provided by operating activities		1,833,390,993	1,625,143,002	1,582,569,926	1,442,219,852

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Statement of Cash Flows (Cont'd)

Eastern Water Resources Development and Management Public Company Limited

For the year ended 31 December 2014

(Unit: Baht)

		Consolidated		Company	
	Notes	2014	(Restated) 2013	2014	2013
Cash flows from investing activities					
Purchases of short-term investment	7	(109,367,779)	(94,754,121)	-	-
Proceeds from disposals of short-term investment	7	141,176,543	104,183,372	-	-
Acquisition for subsidiary		-	-	-	(32,999,985)
Proceeds from disposals of subsidiaries		-	-	427,010	-
Interest received		7,271,028	8,652,430	1,133,118	4,363,741
Dividend received from a related party and subsidiaries		24,486,277	24,053,425	48,456,273	44,351,422
Proceeds from disposals of property, plant and equipment		11,754,139	-	10,162,922	-
Purchase of intangible assets		(299,316,215)	(155,632,818)	(12,045,710)	(4,504,824)
Purchases of property, plant and equipment and advance construction payment		(1,797,739,837)	(984,546,134)	(1,652,923,843)	(985,791,353)
Interest paid for fund borrowed specifically to acquire qualifying assets		(103,175,057)	(76,163,034)	(103,175,057)	(73,437,748)
Net cash used in investing activities		(2,124,910,901)	(1,174,206,880)	(1,707,965,287)	(1,048,018,747)
Cash flows from financing activities					
Proceeds from short-term borrowings from financial institutions		3,816,000,000	409,500,000	3,514,000,000	256,000,000
Payment on short-term borrowings from financial institutions		(3,739,000,000)	(364,500,000)	(3,531,000,000)	(100,000,000)
Proceeds from long-term borrowings	21	1,384,000,000	967,830,512	1,320,000,000	822,000,000
Payment on long-term borrowings	21	(582,360,000)	(751,440,000)	(504,000,000)	(704,000,000)
Payment on liabilities under finance lease agreements		(1,818,189)	(2,023,942)	(1,818,189)	(2,023,942)
Proceeds from issuing of ordinary share of subsidiary		-	27,000,015	-	-
Dividends paid to shareholders		(715,217,200)	(731,942,379)	(715,217,061)	(731,942,476)
Dividends paid to non-controlling interests		(531,408)	(527,120)	-	-
Net cash generated from (used in) financing activities		161,073,203	(446,102,914)	81,964,750	(459,966,418)
Net increase (decrease) in cash and cash equivalents		(130,446,705)	4,833,208	(43,430,611)	(65,765,313)
Cash and cash equivalents at beginning of the year		243,306,452	238,473,244	133,894,733	199,660,046
Cash and cash equivalents at ending of the year	6	112,859,747	243,306,452	90,464,122	133,894,733
Supplemental cash flow information					
Non-cash related transactions:					
Purchases of fixed assets on payable and financial lease agreement		455,121,108	230,506,822	443,256,226	230,336,822

The accompanying notes on pages 96 to 145 are an integral part of the financial statements.

Eastern Water Resources Development and Management Public Company Limited

Eastern Water Resources Development and Management Public Company Limited

For the year ended 31 December 2014

1 General information

Eastern Water Resources Development and Management Public Company Limited (“the Company”) is a public limited company incorporated and resident in Thailand. The address of the Company’s registered office is as follows:

23rd - 26th Floors, East Water Building, No. 1 Soi Vipavadeerangsit 5, Vipavadeerangsit Road, Jomphol Sub-district, Chatujak District, Bangkok.

The Company is listed on the Stock Exchange of Thailand. For reporting purposes, the Company and its subsidiaries are referred to as the Group.

The principal business operations of the Group are development and management of the major water distribution pipeline systems in the Eastern Seaboard area of Thailand, supply of raw water, produce and supply of tap water, waterworks management, and engineering services.

These consolidated and company financial statements were authorised by the Audit Committee of the Company under authority delegated by the Company’s Board of Directors on 13 February 2015.

2 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below.

2.1 Basis of preparation of financial statements

The consolidated and company financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Professions Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and company financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

An English version of the consolidated and company financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

2 Accounting policies (Cont'd)

2.1 Basis of preparation of financial statements (Cont'd)

The consolidated financial statements include the financial statements for the years ended 31 December 2014 and 2013 of the Company and the following subsidiaries:

Company's name	Nature of business	Country of incorporation	Percentage of Shareholding	
			2014 %	2013 %
<u>Subsidiaries held directly by the Company</u>				
Universal Utilities Company Limited	Production and supply of tap water, water loss treatment and investment in three tap water supply companies	Thailand	100	100
EW Utilities Company Limited	Water transportation by pipeline	Thailand	-	100
EW Water Balance (Chonburi) Company Limited	Water transportation by pipeline	Thailand	-	100
EW Smart Water (Rayong) Company Limited	Production and supply of industrial	Thailand	-	100
Samed Utilities Company Limited	Production of tap water from sea water	Thailand	55	55
<u>Subsidiaries held by Universal Utilities Company Limited</u>				
Chachoengsao Water Supply Company Limited	Production and supply of tap water	Thailand	99	99
Bangpakong Water Supply Company Limited	Production and supply of tap water	Thailand	99	99
Nakornsawan Water Supply Company Limited	Production and supply of tap water	Thailand	100	100

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards interpretation of accounting standards and financial reporting standards

- 1) Revised accounting standards and financial reporting standards, new interpretation of accounting standards and financial reporting standards which are effective on 1 January 2014 are:

TAS 1 (revised 2012)	Presentation of financial statements
TAS 7 (revised 2012)	Statement of cash flows
TAS 12 (revised 2012)	Income taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee benefits
TAS 21 (revised 2012)	The effects of changes in foreign exchange rates
TAS 24 (revised 2012)	Related party disclosures
TAS 28 (revised 2012)	Investments in associates
TAS 31 (revised 2012)	Interest in joint ventures
TAS 34 (revised 2012)	Interim financial reporting
TAS 36 (revised 2012)	Impairment of assets
TAS 38 (revised 2012)	Intangible assets
TFRS 2 (revised 2012)	Share-based payment

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards interpretation of accounting standards and financial reporting standards (Cont'd)

TFRS 3 (revised 2012)	Business combinations
TFRS 5 (revised 2012)	Non-current assets held for sale and discontinued operations
TFRS 8 (revised 2012)	Operating segments
TFRIC 1	Changes in existing decommissioning, restoration and similar liabilities
TFRIC 4	Determining whether an arrangement contains a lease
TFRIC 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds
TFRIC 7	Applying the restatement approach under TAS 29 financial reporting in hyperinflationary economies
TFRIC 10	Interim financial reporting and impairment
TFRIC 12	Service concession arrangements
TFRIC 13	Customer loyalty programmes
TFRIC 17	Distributions of non-cash assets to owners
TFRIC 18	Transfers of assets from customers
TSIC 15	Operating leases - incentives
TSIC 27	Evaluating the substance of transactions in the legal form of a lease
TSIC 29	Service concession arrangements: Disclosure
TSIC 32	Intangible assets - Web site costs

These revised accounting standards, revised financial reporting standards, and related interpretations have no impact to the Group except the following:

TFRS 8 (revised 2012) clarifies that an entity is required to disclose a measure of segment assets if the measure is regularly reported to the chief operating decision-maker. This revised standard has an impact to the Group on disclosure. Segment assets will not be disclosed due to this information is not regularly reported to the chief operating decision-maker.

TFRIC 12 deals with public-to-private service concession arrangements for the delivery of public services. It applies only to concession agreements where the use of the infrastructure is controlled by the grantor. This interpretation requires two different accounting treatments, depending on the specific terms of the concession agreement. When the operator builds infrastructure and has an unconditional contractual right to receive cash or another financial asset from the grantor, that right is treated as a financial asset. The operator shall recognise an intangible asset to the extent that it receives a right (a licence) to charge users of the public service. A right to charge users of the public service is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses the service. It is impracticable for the Group to apply this interpretation retrospectively. The Group, therefore, recognised intangible assets that existed at the start of the earliest period presented as at 1 January 2013 by using the previous carrying amounts of those intangible assets as their carrying amounts. The effect is mentioned in Note 2.2 (2). The Group also presented the statement of financial position as at 1 January 2013 in consolidated financial statement as a comparative information according to requirement of TAS 1.

TSIC 29 contains disclosure requirements in respect of public-to-private service arrangements. This standard has an impact on disclosure as mentioned in Note 38.

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards interpretation of accounting standards and financial reporting standards (Cont'd)

2) The effects of the adoption of the new standards

The effects of the adoption of the revised standards and related interpretations to the statement of financial position as at 1 January 2013 is presented as following:

(Unit : Baht)

	Consolidated		
	As previously report	Adjustments	As restated
Statement of financial position as at 1 January 2013			
Property, plant and equipment	9,542,766,521	(290,998,550)	9,223,379,329
Asset under concession contract	491,762,394	(491,762,394)	-
Deferred concession right acquisition costs	531,792,478	(531,792,478)	-
Intangible assets	160,762,148	1,314,553,422	1,475,315,570
Deferred tax assets	9,676,475	3,363,691	13,040,166
Deferred tax liabilities	32,530,438	(2,219,281)	30,311,157
Long-term provisions	-	27,914,861	27,914,861
Shareholders' equity			
Unappropriated retained earnings			
as at 1 January 2013	3,316,436,717	(22,331,889)	3,294,104,828

The effects of the adoption of the revised standards and related interpretations to the statement of financial position as at 31 December 2013 and the statement of comprehensive income for the year ended 31 December 2013 are presented as following:

(Unit : Baht)

	Consolidated		
	As previously report	Adjustments	As restated
Statement of financial position as at 31 December 2013			
Property, plant and equipment	10,593,512,779	(309,359,820)	10,284,152,959
Asset under concession contract	555,571,905	(555,571,905)	-
Deferred concession right acquisition costs	522,445,956	(522,445,956)	-
Intangible assets	153,016,142	1,380,139,312	1,533,155,454
Other non-current assets	533,959,935	(1,652,216)	532,307,719
Deferred tax assets	6,610,085	4,127,034	10,737,119
Deferred tax liabilities	38,526,297	(2,089,383)	36,436,914
Long-term provisions	-	22,778,026	22,778,026
Shareholders' equity			
Unappropriated retained earnings			
as at 31 December 2013	3,900,477,044	(25,452,194)	3,875,024,850

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards interpretation of accounting standards and financial reporting standards (Cont'd)

The effects of the adoption of the revised standards and related interpretations to the statement of financial position as at 31 December 2013 and the statement of comprehensive income for the year ended 31 December 2013 are presented as following: (Cont'd)

(Unit : Baht)

	Consolidated		
	As previously report	Adjustments	As restated
Statement of comprehensive income period ended 31 December 2013			
Construction revenue under concession agreement	-	139,782,693	139,782,693
Rental and service income	189,512,767	(342,225)	189,170,542
Other income	55,945,753	342,225	56,287,978
Cost of sales-tap water	524,264,603	(527,445)	523,737,158
Construction cost under concession agreement	-	139,782,693	139,782,693
Administrative expenses	372,744,289	2,020,089	374,764,378
Finance costs	112,951,617	2,261,104	115,212,721
Income tax expense	351,143,906	(633,444)	350,510,462
Total comprehensive income	1,312,577,463	(3,120,305)	1,309,457,158

- 3) Revised accounting standards and financial reporting standards, new financial reporting standards and revised interpretation of accounting standards and financial reporting standards which are effective on 1 January 2015

- a) Revised accounting standard which is relevant to the Group is:

TAS 1 (revised 2014)

Presentation of financial statements

TAS 1 (revised 2014), the key change is that an entity is required to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently. This standard will impact to the Group presentation of other comprehensive income item in the statement of other comprehensive income.

- b) Revised accounting standards, financial reporting standards, interpretation for accounting standards and financial reporting standards which have no impact to the Group are:

TAS 2 (revised 2014)

Inventories

TAS 7 (revised 2014)

Statement of cash flows

TAS 8 (revised 2014)

Accounting policies, changes in accounting estimates and errors

TAS 10 (revised 2014)

Events after the reporting period

TAS 11 (revised 2014)

Construction contracts

TAS 12 (revised 2014)

Income taxes

TAS 16 (revised 2014)

Property, plant and equipment

TAS 17 (revised 2014)

Leases

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards interpretation of accounting standards and financial reporting standards (Cont'd)

- 3) Revised accounting standards and financial reporting standards, new financial reporting standards and revised interpretation of accounting standards and financial reporting standards which are effective on 1 January 2015 (Cont'd)

b) Revised accounting standards, financial reporting standards, interpretation for accounting standards and financial reporting standards which have no impact to the Group are: (Cont'd)

TAS 18 (revised 2014)	Revenue
TAS 19 (revised 2014)	Employee benefits
TAS 20 (revised 2014)	Accounting for government grants & disclosure of government assistance
TAS 21 (revised 2014)	The effects of changes in foreign exchange rates
TAS 23 (revised 2014)	Borrowing costs
TAS 24 (revised 2014)	Related party disclosures
TAS 26 (revised 2014)	Accounting and reporting by retirement benefit plans
TAS 27 (revised 2014)	Separate financial statements
TAS 28 (revised 2014)	Investments in associates and joint ventures
TAS 29 (revised 2014)	Financial reporting in hyperinflationary economies
TAS 33 (revised 2014)	Earnings per share
TAS 34 (revised 2014)	Interim financial reporting
TAS 36 (revised 2014)	Impairment of assets
TAS 37 (revised 2014)	Provisions, contingent liabilities and contingent assets
TAS 38 (revised 2014)	Intangible assets
TAS 40 (revised 2014)	Investment property
TFRS 2 (revised 2014)	Share-based payment
TFRS 3 (revised 2014)	Business combinations
TFRS 5 (revised 2014)	Non-current asset held for sale and discontinued operations
TFRS 6 (revised 2014)	Exploration and evaluation of mineral resources
TFRS 8 (revised 2014)	Operating segments
TFRS 10	Consolidated financial statements
TFRS 11	Joint arrangements
TFRS 12	Disclosure of interests in other entities
TFRS 13	Fair value measurement
TSIC 10 (revised 2014)	Government assistance - No specific relation to operating activities
TSIC 15 (revised 2014)	Operating leases - Incentives
TSIC 25 (revised 2014)	Income taxes - changes in the tax status of an entity or its shareholders
TSIC 27 (revised 2014)	Evaluating the substance of transactions involving the legal form of a lease

2 Accounting policies (Cont'd)

- 3) Revised accounting standards and financial reporting standards, new financial reporting standards and revised interpretation of accounting standards and financial reporting standards which are effective on 1 January 2015 (Cont'd)

- b) Revised accounting standards, financial reporting standards, interpretation for accounting standards and financial reporting standards which have no impact to the Group are: (Cont'd)

TSIC 29 (revised 2014)	Service concession arrangements: Disclosures
TSIC 31 (revised 2014)	Revenue - barter transactions involving advertising services
TSIC 32 (revised 2014)	Intangible assets - Web site costs
TFRIC 1 (revised 2014)	Changes in existing decommissioning, restoration and similar liabilities
TFRIC 4 (revised 2014)	Determining whether an arrangement contains a lease
TFRIC 5 (revised 2014)	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds
TFRIC 7 (revised 2014)	Applying the restatement approach under IAS29 Financial reporting in hyperinflationary economies
TFRIC 10 (revised 2014)	Interim financial reporting and impairment
TFRIC 12 (revised 2014)	Service concession arrangements
TFRIC 13 (revised 2014)	Customer loyalty programmes
TFRIC 14 (revised 2014)	TAS 19 - The limit on a defined benefit asset, minimum funding requirements and their interaction
TFRIC 15 (revised 2014)	Agreements for the construction of real estate
TFRIC 17 (revised 2014)	Distributions of non-cash assets to owners
TFRIC 18 (revised 2014)	Transfers of assets from customers
TFRIC 20	Stripping costs in the production phase of a surface mine

- 4) New financial reporting standard which is effective on 1 January 2016.

TFRS4 (revised 2014)	Insurance contracts
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TFRS 4 applies to all insurance contracts (including reinsurance contracts) that an entity issues and to reinsurance contracts that it holds. TFRS 4 is not relevant to the Group's operations.

2.3 Group Accounting - Investment in subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred

2 Accounting policies (Cont'd)

2.3 Group Accounting - Investment in subsidiaries (Cont'd)

and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains or loss on transactions between Group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Group's principal subsidiaries is set out in Note 11.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Baht, which is the company's functional and the group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

2.5 Cash and cash equivalents

In the consolidated and Company statement of cash flows, cash and cash equivalents comprise cash on hand, deposits held at call with banks and fixed deposit with are held to maturity three months or less, and other short-term highly liquid investments with maturities of three months or less from the date of acquisition.

2 Accounting policies (Cont'd)

2.6 Trade accounts receivable/water loss treatment service income receivable

Trade accounts receivable and water loss treatment service income receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written off during the year in which they are identified and recognised in profit or loss within administrative expense. The Group record revenue that has been recognised as revenue but not yet billed to the customers under “Unbilled receivables” and “Unbilled water loss treatment service income receivable” which have been included in trade accounts receivable and water loss treatment service income receivable in the statement of financial position.

2.7 Inventories

Inventories are stated at the lower of cost or net realisable value. Cost is determined by moving average basis. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow moving and defective inventories.

2.8 Investments

Investments other than investments in subsidiaries, associates and interests in joint ventures are classified into the following four categories: (1) trading investments; (2) held-to-maturity investments; (3) available-for-sale investments; and (4) general investments. The classification is dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

- (1) Investments that are acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.
- (2) Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held-to-maturity and are included in non-current assets, except for maturities within 12 months from the statement of financial position date which are classified as current assets.
- (3) Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale; and are included in non-current assets unless management has expressed the intention of holding the investment for less than 12 months from the statement of financial position date or unless they will need to be sold to raise operating capital, in which case they are included in current assets.
- (4) Investments in non-marketable equity securities are classified as general investments.

All categories of investment are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost. Currently, the Group has investments with fixed maturity and investments in non-marketable equity.

Held-to-maturity investments are carried at amortised cost using the effective yield method less impairment loss.

Investment in non-marketable equity security held as other investment is determined at cost less allowance for impairment.

2 Accounting policies (Cont'd)

2.8 Investments (Cont'd)

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to the profit or loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss.

2.9 Non-current assets held-for-sale

Non-current assets are classified as assets held-for-sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of the carrying amount and fair value less cost to sell if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use.

2.10 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at cost less any accumulated depreciation and any accumulated impairment losses.

Land is not depreciated. Depreciation on other investment properties is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Building	20 and 35 years
Building improvement	10 years

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.11 Property, plant and equipment

Land is stated at cost less allowance for impairment (if any). Plant and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

2 Accounting policies (Cont'd)

2.11 Property, plant and equipment (Cont'd)

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Pumping plants	20, 35 years
Building	10, 20, 35 years
Leasehold and building improvements	5, 10 years but not more than leased term
Machinery and equipment	
- Water pool, Pipeline and related equipment	40 years
- Water pump	30 years
- SCADA, Fiber Optic	5, 15 years
- Other machineries and equipment	5, 10 years
Office equipment	3, 5 years
Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other (losses)/gains-net' in profit or loss.

Interest costs on borrowings to finance the construction of property, plant and equipment are capitalised as part of cost of the asset, during the period of time required to complete and prepare the property for its intended use. The borrowing costs include interest on short-term and long-term borrowings, related taxes and amortisation of discounts or premiums relating to borrowings. All other borrowing costs are recorded as expense in profit and loss.

2.12 Service concession arrangements

Service concession arrangements are arrangements between government (the grantor) and a private sector entity (an operator) which involve the operator constructing the infrastructure used to provide the public service or upgrading it and operating and maintaining that infrastructure for a specified period of time. The operator is paid for its services over the period of the arrangement. The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them, and at what price and the grantor control-through ownership, beneficial entitlement or otherwise-any significant residual interest in the infrastructure at the end of the term of the arrangement.

If the Group as the operator provides construction or upgrade services, revenue and costs relating to construction or upgrade services shall be accounted for based on the stage of completion on the construction contract. The consideration received or receivable by the operator shall be recognised at its fair value of a financial asset or an intangible asset.

The Group shall recognise a financial asset to extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services and recognise an intangible asset to the extent that it receives a right (a licence) to charge users of the public service. A right to charge users of the public service is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses the service. If the operator is paid for the construction services partly by a financial asset and partly by an intangible asset it is necessary to account separately for each component of the operator's consideration. Revenue and costs relating to operation services shall be recognised when service is provided by reference to the contract term.

Contractual obligations to maintain or restore infrastructure, except for any upgrade element shall be recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the end of the reporting period.

2 Accounting policies (Cont'd)

2.13 Intangible assets

2.13.1 Cost to operate the businesses under concession

Cost to operate the subsidiaries' businesses under concession awarded to the subsidiaries by the government agency or entity over a limited a concession period. Rights are stated at cost less accumulated amortisation and allowance for impairment (if any) and are amortised using the straight-line method over a period of 27 years, being the concession period awarded to the subsidiaries to carry out their business operation. The carrying amounts of intangible assets are written down when there is an impairment.

2.13.2 Computer software

Expenditure on acquired computer software is capitalised on the basis of the costs incurred to acquire and amortised using the straight-line method over its estimated useful lives of 10 years.

2.14 Impairment of assets

Assets that have an indefinite useful life, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.15 Deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets are realised or the deferred income tax liabilities are settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 Accounting policies (Cont'd)

2.16 Borrowings

Borrowings are recognised initially at the fair value of proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in profit and loss over the period of the borrowings. Interest expenses is recognised as expenses on an accrual basis by using interest rate specified in the contracts

Borrowings are classified as current liabilities unless the Group has right to defer settlement of the liability for at least 12 months after the end of reporting date.

2.17 Leases

Where a Group company is the lessee

Leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant or equipment which substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of income over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant or equipment acquired under finance leases is depreciated over the shorter period of the useful life of the asset or the lease term.

Where a Group company is the lessor

Assets leased out under operating leases are included in property, plant and equipment and investment property in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

2.18 Employee benefits

The Group has employee benefits consist of post-employment benefits and other long-term benefits. The post-employment benefits consist of defined benefit plan and defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. Other long-term benefit is the benefit which the Group will be paid to employees up to the completion of service period.

2.18.1 Post-employment benefits

- **Defined contribution plan**

- Provident fund

- The Group operates a provident fund, being a defined contribution plan, the assets for which are held in a separate trust fund. The provident fund is funded by payments from employees and by the Group. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 Accounting policies (Cont'd)

2.18 Employee benefits (Cont'd)

2.18.1 Post-employment benefits (Cont'd)

- **Defined benefit plan**

- Retirement benefit**

Under Labour Laws applicable in Thailand and Group's employment policy, the severance pay will be at the rate according to salary and number of years of service which will happen in the future. The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using government bond interest rate that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related liability.

Gain and loss from actuarial estimation for employee benefit is recognised immediately in other comprehensive income.

Past-service costs are recognised immediately in income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period.

2.18.2 Other long-term benefits

The Group operates and other long-term benefit for employees who complete the service year according to the Group's policy. The liability recognised in the statement of financial position in respect of other long-term benefit is present value of the other long-term benefit obligation at the end of the reporting period. The other long-term benefit is calculated by independent actuaries using the projected unit credit method.

2.19 Provisions

Provisions, excluding the provisions for employee benefits, are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where the Group expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. Provisions are not recognised for future operating losses.

2.20 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and service after eliminating sales within the Group. The revenue recognition policy of each type of revenue, as follows:

(a) Sales

Sales of goods are recognised as revenue when significant risks and reward of ownership of goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting goods returns and discounts.

(b) Rental and service income

Rental income is recognised as revenue over the rental period at the rate stipulated in the contracts.

Service income is recognised as revenue by the amount excluding value added tax when services have been rendered with reference to the stage of completion.

(c) Revenue from pipeline installation project and water loss reduction project

Revenue from water pipeline installation project and water loss reduction project are recognised as revenue under the percentage of completion method. The expected loss on unprofitable contracts is recognised as soon as such loss can be foreseen.

2 Accounting policies (Cont'd)

2.20 Revenue recognition (Cont'd)

(d) Interest and dividend income

Interest income is recognised on an accrual basis. Dividend income is recognised when rights to receive dividends are established.

(e) Other income

Other income is recognised on an accrual basis.

2.21 Dividends distribution

Dividend distribution to the Company's shareholders is recorded in the Group's financial statements in the period in which they are approved by the Company's shareholders or the Board of Directors in case of interim dividend.

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Chief Executive Officer (CEO) that makes strategic decisions.

3 Critical accounting estimates, judgments and assumptions

Estimates, judgments and assumptions are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Significant accounting judgments and estimates are as follows:

3.1 Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

3.2 Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

3.3 Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and salvage values of the plant and equipment and to review estimate useful lives and salvage values when there are any changes or at least at the end of each reporting period.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying cost. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

3.4 Value in use

Value in use is the present value of the future cash flows expected to be derived from assets, discounted by discount rates, determined by the management of the Group. The cash flow projections based on financial forecasts for the remaining useful lives of assets or concession periods and approved by the management of the Group are calculated based on estimated growth rates, which do not exceed their capacity and customers'

3 Critical accounting estimates, judgments and assumptions (Cont'd)

3.4 Value in use (Cont'd)

demands. Key assumptions used for value-in-use calculations are growth rates, expense to revenue ratios and gross margin rate. Management determines such rates based on their past performance, their expectations for market development, and business plan. The discount rates used are pre-tax and reflect specific risks relating to the business after considering the remaining useful lives. The value derived from this method may vary due to changes in revenue structure, cost structure, discount rate, industrial conditions and economic conditions.

The Group assesses for impairment loss of right from service concession arrangements at the cash-generating unit level being the concession contracts of each location. The recoverable amount is determined by the value in use method. The discounted net cash flows from continuing use of assets is calculated over the remaining concession period of each contract for approximately 6-17 years. The revenues are calculated from tap water volume usages which do not exceed their capacity and estimated growth rate during 5 years based on customers' demands at each location and steady for a subsequent 5 years. The tap water rate charge is based on an agreed price as stipulated in the contract. The Group applies a discount rate by pre-tax weighted average cost of capital at 8.35% per annum.

3.5 Investment property

The fair value of investment property is carried based on valuations by independent appraisal. Fair value of land is determined using the market approach by comparing the market price of land in the same location with land of the Group. The fair value of buildings and building improvements is determined by the income approach. This is measured by discounted cash flow projection which reflects rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the property and applies a rate of return of 8% per annum. The discount rate reflects current market assessments of the time value of money and risk adjusted which are at the rate 11% per annum.

3.6 Employee Benefits

The present value of defined benefit obligations and other long-term benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for obligations include inflation rate, future salary increases and the discount rate. Any changes in these assumptions will have an impact on the carrying amount of defined benefit obligations and other long-term benefits. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the obligations. In determining the appropriate discount rate, the Group considers the appropriated rate by using government bond interest rate that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related liability.

The key assumptions for defined benefit obligations and other long-term benefits are based in part on current market conditions is disclosed in Note 23.

3.7 Provision and contingent liabilities

The Group has contractual obligations to maintain or restore infrastructure which be estimated from maintenance plan over concession period.

The Group has contingent liabilities as a regarding of litigation. The Group's management has used judgment to assess of the results of the litigation and believes that no significant loss will result apart from provision for liabilities which already recorded at each reporting date.

3.8 Significant uncertainty

The Group has an uncertainty regarding to a deal for the Company to rent/manage the 2 pipeline connecting projects which disclosed the information in Note 37. Based on the Group's management judgement, the projected compensation was recorded in financial statements using the best estimation of compensation rate computing from the current information.

5 Segment information (Cont'd)

(Restated)
(Unit: Baht'000)

	Consolidated						
	2013						
	Sales		Service income			Elimination	Total
	Supply of raw water business	Supply of Tap water business	Waterworks management business	Engineering services	Others		
Revenue							
Revenue from third parties	2,694,295	1,015,825	49,949	64,381	75,183	-	3,899,633
Revenue from inter-segment	159,832	-	239,191	-	4,803	(403,826)	-
Total revenue	2,854,127	1,015,825	289,140	64,381	79,986	(403,826)	3,899,633
Cost of sales and services	(996,230)	(625,798)	(296,306)	(62,651)	(67,432)	263,328	(1,785,089)
Segment operating profit	1,857,897	390,027	(7,166)	1,730	12,554	(140,498)	2,114,544
Unallocated revenue (expenses)							
Other income							56,287
Selling expenses							(17,489)
Administrative expenses and other expenses							(374,764)
Finance costs							(115,213)
Income tax							(350,510)
Net profit							1,312,855

Information about major customer

The Group had major revenues from entities under the control of a government from raw water, tap water and engineering services segments. The revenues for the year ending 31 December 2014 represent approximately Baht 2,403.3 million (2013 : Baht 2,354.0 million).

6 Cash and cash equivalents

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Cash on hand	544,045	537,635	90,045	72,467
Deposits with banks - current accounts	3,000	49,925	-	-
- saving accounts	52,309,920	242,717,134	30,371,295	133,820,508
- fixed accounts	2,782	1,758	2,782	1,758
Securities under repurchase agreement	60,000,000	-	60,000,000	-
	112,859,747	243,306,452	90,464,122	133,894,733

As at 31 December 2014, the interest rate on saving deposits with banks was 0.40% - 2.70% per annum (2013: 0.50% - 2.70% per annum). The fixed deposits with banks have maturity date within 3 months and interest rate at 1.15% per annum (2013: 1.75% per annum). The securities under repurchase agreement have maturity date within 1 month and interest rate at 1.95% per annum.

7 Temporary investments

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Opening net book amount	86,878,547	96,307,798	-	-
Additions during the year	109,367,779	94,754,121	-	-
Redeem during the year	(141,176,543)	(104,183,372)	-	-
Closing net book amount	55,069,783	86,878,547	-	-

As at 31 December 2014, temporary investments are fixed deposits with financial institutions in consolidated financial statement that have maturity date more than 3 months but within 1 year and interest rate of 2.60% - 3.15% per annum (2013 : 3.30% - 3.45% per annum).

8 Trade and other receivables

The detail of trade and other receivables as at 31 December 2014 and 2013 is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Trade receivables	381,656,399	379,137,713	272,889,485	289,958,759
Others receivables	11,401,566	7,693,369	1,112,416	1,047,617
Water loss treatment service income receivable - related party (Note 34.2)	5,507,372	4,096,219	-	-
Prepayments	20,808,156	21,702,457	15,512,362	16,759,841
Others	1,214,892	1,644,895	838,450	579,752
	420,588,385	414,274,653	290,352,713	308,345,969

Other receivables in the consolidated financial statement included accounts receivable between a subsidiary and a private company. This related to support from the subsidiary to help the private company to produce tap water to meet the minimum requirement for the Provincial Waterworks Authority in accordance with sale and purchase agreement for tap water for Chonburi Province with the Provincial Waterworks Authority.

On 11 July 2013, the subsidiary entered into a raw water purchase and sales agreement with the private company to produce tap water by itself. The subsidiary will partially pay for raw water to the private company and the remaining will be off-set with the accounts receivable balance within four years. To present information in accordance with the fact mentioned above, as at 31 December 2014, the company prepared the consolidated financial statements by presenting this accounts receivable which totalling Baht 34.6 million (2013: Baht 46.7 million) as other receivables under trade and other receivables as Baht 10.4 million (2013: Baht 3.1 million) and other non-current assets as Baht 24.2 million (2013: Baht 43.6 million) (Note 17).

8 Trade and other receivables (Cont'd)

The detail of trade account receivables as at 31 December 2014 and 2013 is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Trade accounts receivable - billed				
- Third parties	111,317,722	96,416,707	105,089,839	90,525,494
- Related parties (Note 34.2)	204,310,185	194,127,313	164,774,034	188,013,976
Total trade account receivable - billed	315,627,907	290,544,020	269,863,873	278,539,470
Unbilled receivables				
- Third parties	6,361,378	6,266,371	-	-
- Related parties (Note 34.2)	59,667,114	82,327,322	3,025,612	11,419,289
Total unbilled receivables	66,028,492	88,593,693	3,025,612	11,419,289
	381,656,399	379,137,713	272,889,485	289,958,759

The age analysis of the trade accounts receivable-billed is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Within credit term	314,889,964	241,027,498	269,133,853	229,231,354
Overdue below 3 months	361,697	18,234,186	360,871	18,058,492
Overdue 3 - 6 months	136,967	11,390,537	129,870	11,385,861
Overdue 6 - 12 months	164,732	19,844,327	164,732	19,816,291
Overdue more than 12 months	689,700	662,625	689,700	662,625
	316,243,060	291,159,173	270,479,026	279,154,623
Less: Allowance for doubtful accounts	(615,153)	(615,153)	(615,153)	(615,153)
	315,627,907	290,544,020	269,863,873	278,539,470

9 Inventories

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Raw materials and supplies	9,231,640	10,536,370	-	-
	9,231,640	10,536,370	-	-

10 Non-current assets held for sale

On 9 October 2014, the Management and Investment Committee meeting no. 14/2014 was held as authorised by the Company's Board of Directors. The meeting approved the sale of 6.6 million shares in Samed Utilities Company Limited a subsidiary to a private company at Baht 4.85 per share which the cost was Baht 33.0 million. The total selling price was Baht 32.0 million. The Company recorded an allowance for impairment of investment amount of Baht 1.0 million and classified as held-for-sale in the company financial statements.

The detail of non-current assets classified as held-for-sale and liabilities included with asset classified as held-for-sale in the consolidated financial statements is this investment as held-for-sale item of Samed Utilities as follows:

(Unit: Baht)

	2014
Non-current assets classified as held-for-sale	
Current assets	
Cash and cash equivalents	57,274,887
Other current assets	174,074
Total current assets	57,448,961
Non-current assets	
Property, plant and equipment - net	228,878
Total non-current assets	228,878
Total	57,677,839
Liabilities included with asset classified as held-for-sale	
Current liabilities	
Payable for purchase of fixed assets	169,999
Trade accounts payable	42,800
Accrued expenses	56,300
Total	269,099

11 Investments in subsidiaries

Movements in the investments in subsidiaries for the year ended 31 December 2014 and 2013 are as follows:

(Unit: Baht)

	Company	
	2014	2013
As at 1 January	543,749,985	510,887,500
Increased investment	-	32,862,485
Decreased investment	(750,000)	-
As at 31 December	542,999,985	543,749,985
Reclassify to non-current assets held for sale	(32,999,985)	-
As at 31 December	510,000,000	543,749,985

11 Investments in subsidiaries (Cont'd)

As at 31 December 2014 and 2013, investments in subsidiaries which present in the separate financial statements are as follows:

Company's name	Nature of business	Country of incorporation	Company							
			Paid-up share capital		Ownership interest		Investment value		Dividends income	
			2014 Million Baht	2013 Million Baht	2014 %	2013 %	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Universal Utilities Company Limited	Produce and Supply of tap water	Thailand	510	510	100	100	510,000,000	510,000,000	23,969,997	20,297,997
EW Utilities Company Limited	Water transportation by pipeline	Thailand	-	0.25	-	100	-	250,000	-	-
EW Water Balance (Chonburi) Company Limited	Water transportation by pipeline	Thailand	-	0.25	-	100	-	250,000	-	-
EW Smart Water (Rayong) Company Limited	Produce and supply of industrial water	Thailand	-	0.25	-	100	-	250,000	-	-
Samed Utilities Company Limited	Produce tap water from sea water	Thailand	-	60	-	55	-	32,999,985	-	-
Total investment in subsidiaries							510,000,000	543,749,985	23,969,997	20,297,997

On 29 January 2013, Samed Utilities Company Limited registered the increased share capital with the Ministry of Commerce from 200,000 ordinary shares with a par value of Baht 5 per share to 12,000,000 ordinary shares with a par value of Baht 5 per share. The Company paid increased share capital amounting to Baht 32.9 million. The Company invested in 6,600,000 registered ordinary shares with par value of Baht 5 per share. Total Company's investment is Baht 33.0 million or 55% of investment. Currently, this company has no revenue from operation.

As at 31 December 2014, investment in Samed Utilities Company Limited is classified as assets held-for-sale as detail mentioned in Note 10.

On 24 February 2014, a meeting of the Company's Board of Directors passed a resolution to liquidate three subsidiaries; these are EW Utilities Company Limited, EW Water Balance (Chonburi) Company Limited and EW Smart Water (Rayong) Company Limited. On 18 August 2014, the liquidation of these subsidiaries has been finished.

12 Other long-term investments

	Consolidated and Company					
	Number of shares		Ownership interest		Investment value	
	2014 Shares	2013 Shares	2014 %	2013 %	2014 Baht	2013 Baht
Opening net book amount	5,479,140	5,479,140	15.88	15.88	91,470,300	91,470,300
Additions	-	-	-	-	-	-
Closing net book amount	5,479,140	5,479,140	15.88	15.88	91,470,300	91,470,300

As at 31 December 2014 and 2013, the Company has long-term general investments which are investments in non-marketable equity security as follows:

12 Other long-term investments (Cont'd)

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Long-term investments				
General investments				
- Egcom Tara Company Limited	91,470,300	91,470,300	91,470,300	91,470,300
Total long-term investments	91,470,300	91,470,300	91,470,300	91,470,300

Egcom Tara Company Limited

The Company had a long-term investment in equity securities of Egcom Tara Company Limited which operation is to generate tap water for sale solely to the Provincial Waterworks Authority.

In 2014, Egcom Tara Company Limited paid dividend to the Company amount of Baht 23.9 million (2013: Baht 24.1 million).

13 Investment property - net

(Unit: Baht)

	Consolidated		
	Land	Building and building improvement	Total
At 1 January 2013			
Cost	47,388,642	235,075,742	282,464,384
Less Accumulated depreciation	-	(45,693,991)	(45,693,991)
Net book amount	47,388,642	189,381,751	236,770,393
For the year ended 31 December 2013			
Opening net book amount	47,388,642	189,381,751	236,770,393
Additions	-	33,113	33,113
Depreciation charge	-	(8,813,416)	(8,813,416)
Closing net book amount	47,388,642	180,601,448	227,990,090
At 31 December 2013			
Cost	47,388,642	235,108,855	282,497,497
Less Accumulated depreciation	-	(54,507,407)	(54,507,407)
Net book amount	47,388,642	180,601,448	227,990,090
For the year ended 31 December 2014			
Opening net book amount	47,388,642	180,601,448	227,990,090
Additions	635,906	6,247,460	6,883,366
Depreciation charge	-	(10,252,523)	(10,252,523)
Closing net book amount	48,024,548	176,596,385	224,620,933
At 31 December 2014			
Cost	48,024,548	241,356,314	289,380,862
Less Accumulated depreciation	-	(64,759,929)	(64,759,929)
Net book amount	48,024,548	176,596,385	224,620,933
Fair value	113,408,416	195,480,324	308,888,740

Depreciation expense of Baht 10.3 million (2013: Baht 8.8 million) was included in cost of rental and service.

13 Investment property - net (Cont'd)

(Unit: Baht)

	Company		
	Land	Building and building improvement	Total
At 1 January 2013			
Cost	49,349,351	251,311,640	300,660,991
Less Accumulated depreciation	-	(48,849,923)	(48,849,923)
Net book amount	49,349,351	202,461,717	251,811,068
For the year ended 31 December 2013			
Opening net book amount	49,349,351	202,461,717	251,811,068
Additions	-	35,399	35,399
Depreciation charge	-	(9,422,128)	(9,422,128)
Closing net book amount	49,349,351	193,074,988	242,424,339
At 31 December 2013			
Cost	49,349,351	251,347,040	300,696,391
Less Accumulated depreciation	-	(58,272,052)	(58,272,052)
Net book amount	49,349,351	193,074,988	242,424,339
For the year ended 31 December 2014			
Opening net book amount	49,349,351	193,074,988	242,424,339
Additions	772,171	7,618,678	8,390,849
Net disposal	-	(171,819)	(171,819)
Depreciation charge	-	(11,166,672)	(11,166,672)
Closing net book amount	50,121,522	189,355,175	239,476,697
At 31 December 2014			
Cost	50,121,522	258,793,899	308,915,421
Less Accumulated depreciation	-	(69,438,724)	(69,438,724)
Net book amount	50,121,522	189,355,175	239,476,697
Fair value	120,229,264	209,603,446	329,832,710

Depreciation expense of Baht 11.2 million (2013: Baht 9.4 million) was included in costs of rental and services.

In 2014, the fair value of investment properties were revalued by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and categories of the investment properties valued.

Amounts recognised in profit and loss that are related to investment property are as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Rental and service income of building	69,170,657	63,717,910	74,130,931	68,796,342
Direct operating expense arise from investment property that generated rental income (Building)	(62,050,192)	(58,543,704)	(62,050,192)	(58,543,704)
Direct operating expense arise from investment property that did not generate rental income (Land)	(203,536)	(172,411)	(203,536)	(172,411)
	6,916,929	5,001,795	11,877,203	10,080,227

14 Property, plant and equipment – net

(Restated)
(Unit: Baht)

	Land	Pumping plants	Buildings	Leasehold and building improvement	Machinery and equipment	Office equipment	Vehicles	Construction in progress	Total
Consolidated									
At 1 January 2013									
Cost	427,049,159	674,474,038	513,139,413	250,301,610	7,901,634,462	341,990,860	867,048	1,478,394,054	11,587,850,644
Less Accumulated depreciation	-	(159,646,421)	(143,261,130)	(106,220,920)	(1,658,701,084)	(295,808,917)	(832,843)	-	(2,364,471,315)
Net book amount	427,049,159	514,827,617	369,878,283	144,080,690	6,242,933,378	46,181,943	34,205	1,478,394,054	9,223,379,329
For the year ended 31 December 2013									
Opening net book amount	427,049,159	514,827,617	369,878,283	144,080,690	6,242,933,378	46,181,943	34,205	1,478,394,054	9,223,379,329
Additions	-	399,890	-	1,594,235	40,020,335	4,687,286	562,992	1,339,131,727	1,386,396,465
Transfer	-	343,605,003	2,299,276	15,130,962	474,469,997	7,358,208	-	(839,413,446)	3,450,000
Disposal/write-off, net	-	-	-	(250,845)	(9,419,461)	(61,068)	(1)	(3,240,513)	(12,971,888)
Depreciation charge	-	(28,782,293)	(19,806,053)	(21,827,980)	(229,923,272)	(15,705,693)	(55,656)	-	(316,100,947)
Closing net book amount	427,049,159	830,050,217	352,371,506	138,727,062	6,518,080,977	42,460,676	541,540	1,974,871,822	10,284,152,959
At 31 December 2013									
Cost	427,049,159	1,018,478,931	515,438,689	266,057,820	8,398,886,813	339,825,860	1,240,736	1,974,871,822	12,941,849,830
Less Accumulated depreciation	-	(188,428,714)	(163,067,183)	(127,330,758)	(1,880,805,836)	(297,365,184)	(699,196)	-	(2,657,696,871)
Net book amount	427,049,159	830,050,217	352,371,506	138,727,062	6,518,080,977	42,460,676	541,540	1,974,871,822	10,284,152,959
For the year ended 31 December 2014									
Opening net book amount	427,049,159	830,050,217	352,371,506	138,727,062	6,518,080,977	42,460,676	541,540	1,974,871,822	10,284,152,959
Additions	-	880,000	3,887,329	5,344,401	50,836,958	9,545,846	-	1,776,409,663	1,846,904,197
Transfer	-	474,369,403	5,166,346	8,027,626	685,009,603	7,865,865	-	(1,171,498,893)	8,939,950
Disposal/write-off, net	-	-	(191,027)	(189,258)	(9,369,140)	(333,462)	(1)	(18,421,421)	(28,504,309)
Depreciation charge	-	(37,358,523)	(27,962,141)	(24,319,680)	(259,899,469)	(14,062,073)	(112,598)	-	(363,714,484)
Closing net book amount	427,049,159	1,267,941,097	333,272,013	127,590,151	6,984,658,929	45,476,852	428,941	2,561,361,171	11,747,778,313
At 31 December 2014									
Cost	427,049,159	1,493,728,334	524,251,914	278,770,397	9,109,167,346	350,555,230	1,205,786	2,561,361,171	14,746,089,337
Less Accumulated depreciation	-	(225,787,237)	(190,979,901)	(151,180,246)	(2,124,508,417)	(305,078,378)	(776,845)	-	(2,998,311,024)
Net book amount	427,049,159	1,267,941,097	333,272,013	127,590,151	6,984,658,929	45,476,852	428,941	2,561,361,171	11,747,778,313

Depreciation expense total of Baht 363.7 million (2013: Baht 316.1 million) has been charged in cost of goods sold, Baht 314.1 million (2013: Baht 292.6 million) and in administrative expense, Baht 49.6 million (2013: Baht 23.5 million).

14 Property, plant and equipment – net (Cont'd)

(Unit: Baht)

	Company								Total
	Land	Pumping plants	Buildings	Leasehold and building improvement	Machinery and equipment	Office equipment	Vehicles	Construction in progress	
At 1 January 2013									
Cost	374,438,297	678,474,933	497,750,912	238,192,308	7,835,029,618	317,282,927	572,894	1,477,956,054	11,419,697,943
Less Accumulated depreciation	-	(160,877,829)	(140,462,837)	(99,757,333)	(1,623,458,516)	(275,318,762)	(538,693)	-	(2,300,413,970)
Net book amount	374,438,297	517,597,104	357,288,075	138,434,975	6,211,571,102	41,964,165	34,201	1,477,956,054	9,119,283,973
For the year ended 31 December 2013									
Opening net book amount	374,438,297	517,597,104	357,288,075	138,434,975	6,211,571,102	41,964,165	34,201	1,477,956,054	9,119,283,973
Additions	-	362,000	-	818,366	46,006,823	2,218,999	520,000	1,309,859,537	1,359,785,725
Transfer	-	340,150,210	2,299,276	11,847,809	449,941,631	6,388,208	-	(810,627,134)	-
Disposal/write-off, net	-	-	-	(17,277)	(8,371,500)	(32,980)	-	(3,240,513)	(11,662,270)
Depreciation charge	-	(28,528,460)	(19,282,094)	(20,918,787)	(215,201,781)	(13,652,789)	(51,863)	-	(297,635,774)
Closing net book amount	374,438,297	829,580,854	340,305,257	130,165,086	6,483,946,275	36,885,603	502,338	1,973,947,944	10,169,771,654
At 31 December 2013									
Cost	374,438,297	1,018,987,142	500,050,189	250,791,680	8,315,642,148	315,322,428	1,092,894	1,973,947,944	12,750,272,722
Less Accumulated depreciation	-	(189,406,288)	(159,744,932)	(120,626,594)	(1,831,695,873)	(278,436,825)	(590,556)	-	(2,580,501,068)
Net book amount	374,438,297	829,580,854	340,305,257	130,165,086	6,483,946,275	36,885,603	502,338	1,973,947,944	10,169,771,654
For the year ended 31 December 2014									
Opening net book amount	374,438,297	829,580,854	340,305,257	130,165,086	6,483,946,275	36,885,603	502,338	1,973,947,944	10,169,771,654
Additions	-	-	3,887,329	3,461,413	16,988,394	7,584,404	-	1,745,883,790	1,777,805,330
Transfer	-	477,601,516	5,166,346	6,884,688	659,314,456	2,518,630	-	(1,151,485,636)	-
Disposal/write-off, net	(772,170)	-	(191,027)	(177,077)	(8,437,739)	(330,239)	-	(18,421,421)	(28,329,673)
Depreciation charge	-	(36,886,466)	(27,490,083)	(23,124,009)	(227,324,736)	(11,580,749)	(104,000)	-	(326,510,043)
Closing net book amount	373,666,127	1,270,295,904	321,677,822	117,210,101	6,924,486,650	35,077,649	398,338	2,549,924,677	11,592,737,268
At 31 December 2014									
Cost	373,666,127	1,496,588,658	499,260,598	258,934,475	8,983,422,352	319,385,191	1,092,894	2,549,924,677	14,482,274,972
Less Accumulated depreciation	-	(226,292,754)	(177,582,776)	(141,724,374)	(2,058,935,702)	(284,307,542)	(694,556)	-	(2,889,537,704)
Net book amount	373,666,127	1,270,295,904	321,677,822	117,210,101	6,924,486,650	35,077,649	398,338	2,549,924,677	11,592,737,268

Depreciation expense total of Baht 326.5 million (2013: Baht 297.6 million) has been charged in cost of goods sold, Baht 291.8 million (2013: Baht 275.5 million) and in administrative expense, Baht 34.7 million (2013: Baht 22.1 million).

As at 31 December 2014, the Group and the Company had motor vehicles and computer under financial lease agreements with net book value amounting to Baht 4.7 million and Baht 4.7 million, respectively (2013: Baht 0.3 million and Baht 0.3 million, respectively).

Borrowing costs of Baht 103.2 million (2013: Baht 73.4 million) arising from financing specifically entered into a pipeline constructing project and tap water production system were capitalised during the year and are included in "Additions".

15 Intangible assets - net

(Restated)
(Unit: Baht)

	Consolidated		
	Right from service concession arrangements and Cost to operate the business under concession	Computer software	Total
At 1 January 2013			
Cost	1,999,479,795	37,098,008	2,036,577,803
<u>Less</u> Accumulated amortisation	(535,144,745)	(3,537,488)	(538,682,233)
<u>Less</u> Allowance for impairment	(22,580,000)	-	(22,580,000)
Net book amount	1,441,755,050	33,560,520	1,475,315,570
For the year ended 31 December 2013			
Opening net book amount	1,441,755,050	33,560,520	1,475,315,570
Additions	140,670,335	4,504,824	145,175,159
Write - off - net	(2,478,420)	-	(2,478,420)
Amortisation charge	(80,324,763)	(3,902,092)	(84,226,855)
Impairment charge	(630,000)	-	(630,000)
Closing net book amount	1,498,992,202	34,163,252	1,533,155,454
At 31 December 2013			
Cost	2,121,921,709	41,602,831	2,163,524,540
<u>Less</u> Accumulated amortisation	(616,099,507)	(7,439,579)	(623,539,086)
<u>Less</u> Allowance for impairment	(6,830,000)	-	(6,830,000)
Net book amount	1,498,992,202	34,163,252	1,533,155,454
For the year ended 31 December 2014			
Opening net book amount	1,498,992,202	34,163,252	1,533,155,454
Additions	298,113,733	12,045,709	310,159,442
Amortisation charge	(111,469,716)	(5,176,245)	(116,645,961)
Impairment charge	(1,310,000)	-	(1,310,000)
Closing net book amount	1,684,326,219	41,032,716	1,725,358,935
At 31 December 2014			
Cost	2,421,345,442	53,648,540	2,474,993,982
<u>Less</u> Accumulated amortisation	(728,879,223)	(12,615,824)	(741,495,047)
<u>Less</u> Allowance for impairment	(8,140,000)	-	(8,140,000)
Net book amount	1,684,326,219	41,032,716	1,725,358,935

As at 31 December 2014, right from service concession arrangements and Cost to acquire the concession had the remaining amortisation period of 13 to 17 years.

Amortisation of Baht 118.0 million (2013: Baht 84.9 million) was included in the cost of goods sold Baht 104.4 million (2013: Baht 0.2 million) and administrative expenses Baht 13.6 million (2013: Baht 12.1 million).

The allowance for impairment of assets as at 31 December 2014 was Baht 8.1 million for right from service concession arrangements at Koh Lan. Sales of tap water at this location were below the budget because of the uncertainty of customers' demand. Customers may substitute tap water from natural water resources.

15 Intangible assets - net (Cont'd)

(Unit: Baht)

Company	
	Computer software
At 1 January 2013	
Cost	37,098,008
<u>Less</u> Accumulated amortisation	(3,537,488)
Net book amount	33,560,520
For the year ended 31 December 2013	
Opening net book amount	33,560,520
Additions	4,504,824
Amortisation charge	(3,902,092)
Closing net book amount	34,163,252
At 31 December 2013	
Cost	41,602,831
<u>Less</u> Accumulated amortisation	(7,439,579)
Net book amount	34,163,252
For the year ended 31 December 2014	
Opening net book amount	34,163,252
Additions	12,045,709
Amortisation charge	(5,176,245)
Closing net book amount	41,032,716
At 31 December 2014	
Cost	53,648,540
<u>Less</u> Accumulated amortisation	(12,615,824)
Net book amount	41,032,716

Amortisation of Baht 5.2 million (2013: Baht 3.9 million) was included in the cost of goods sold Baht 0.7 million (2013: Baht 0.2 million) and administrative expenses Baht 4.5 million (2013: Baht 3.7 million).

16 Deferred income tax

The analysis of deferred tax assets and deferred tax liabilities is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	(Restated) 2013	2014	2013
Deferred tax assets:				
Deferred tax assets to be recovered within 12 months	422,130	364,979	422,131	364,979
Deferred tax assets to be recovered after more than 12 months	26,351,569	22,796,150	13,658,418	12,059,031
	26,773,699	23,161,129	14,080,549	12,424,010

16 Deferred income tax (Cont'd)

The analysis of deferred tax assets and deferred tax liabilities is as follows: (Cont'd)

(Unit: Baht)

	Consolidated		Company	
	2014	(Restated) 2013	2014	2013
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	-	-	-	-
Deferred tax liabilities to be settled after more than 12 months	56,527,755	48,860,924	34,359,983	25,608,616
	56,527,755	48,860,924	34,359,983	25,608,616
Present in statement of financial position as following:				
Deferred tax assets	12,693,150	10,737,119	-	-
Deferred tax liabilities	42,447,206	36,436,914	20,279,434	13,184,606

The above presentation in statement of financial position is offset between deferred tax assets and deferred tax liabilities which relate to income taxes levied by the same taxation authority for each taxable entity. Therefore, deferred tax assets and deferred tax liabilities of each company will be offset and net presented in statement of financial position.

The movement in deferred tax assets and liabilities are the following:

(Restated)

(Unit: Baht)

	Consolidated					
	Liabilities under finance lease agreements	Allowance for doubtful accounts	Plant and equipment	Impairment - assets	Employee benefit	Total
Deferred tax assets						
As at 1 January 2013	32,588	364,571	(9,094,550)	3,817,705	17,919,852	13,040,166
Transaction recorded in Profit or loss	(32,180)	-	12,526,087	(2,737,800)	364,856	10,120,963
As at 31 December 2013	408	364,571	3,431,537	1,079,905	18,284,708	23,161,129
Transaction recorded in Profit or loss	57,151	-	781,698	171,790	2,601,931	3,612,570
As at 31 December 2014	57,559	364,571	4,213,235	1,251,695	20,886,639	26,773,699

16 Deferred income tax (Cont'd)

(Restated)
(Unit: Baht)

	Consolidated		
	Intangible asset	Plant and equipment	Total
Deferred tax liabilities			
As at 1 January 2013	11,059,911	19,251,246	30,311,157
Transaction recorded in Profit or loss	10,621,284	7,928,483	18,549,767
As at 31 December 2013	21,681,195	27,179,729	48,860,924
Transaction recorded in Profit or loss	(1,521,312)	9,188,143	7,666,831
As at 31 December 2014	20,159,883	36,367,872	56,527,755

(Unit: Baht)

	Company			
	Liabilities under finance lease agreements	Allowance for doubtful accounts	Employee benefit	Total
Deferred tax assets				
As at 1 January 2013	32,588	364,571	11,763,974	12,161,133
Transaction recorded in Profit or loss	(32,180)	-	295,057	262,877
As at 31 December 2013	408	364,571	12,059,031	12,424,010
Transaction recorded in Profit or loss	57,152	-	1,599,387	1,656,539
As at 31 December 2014	57,560	364,571	13,658,418	14,080,549

(Unit: Baht)

	Company	
	Plant and equipment	Total
Deferred tax liabilities		
As at 1 January 2013	18,151,574	18,151,574
Transaction recorded in Profit or loss	7,457,042	7,457,042
As at 31 December 2013	25,608,616	25,608,616
Transaction recorded in Profit or loss	8,751,367	8,751,367
As at 31 December 2014	34,359,983	34,359,983

17 Other non-current assets

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Advance construction payment	678,298,969	444,968,863	651,648,469	443,742,863
Prepaid expenses	2,099,373	24,099,713	-	-
Deposit and Retention	19,974,084	15,178,151	18,806,521	13,228,119
Other receivables (Note 8)	24,180,702	43,579,659	-	-
Other	479,914	4,481,333	28,125	4,067,256
	725,033,042	532,307,719	670,483,115	461,038,238

18 Short-term loans from financial institutions

The detail of short-term loans from financial institutions is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Promissory note	233,000,000	156,000,000	139,000,000	156,000,000
	233,000,000	156,000,000	139,000,000	156,000,000

As at 31 December 2014, short-term loan from financial institutions is unsecured promissory note with a financial institution which is due 1 - 3 months with an interest rate of 2.60% - 2.87% per annum (2013 : 3.45% - 3.86% per annum).

19 Trade accounts payable

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Third parties	111,877,388	110,871,897	85,274,912	76,508,894
Related parties (Note 34.2)	18,125,257	33,274,816	26,325,054	27,116,441
	130,002,645	144,146,713	111,599,966	103,625,335

20 Finance lease liabilities

Finance lease liabilities - minimum lease payments:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Not later than 1 year	2,584,794	301,700	2,584,794	301,700
Later than 1 year but not later than 5 years	3,446,392	-	3,446,392	-
	6,031,186	301,700	6,031,186	301,700
Less Future finance charges on finance leases	(886,451)	(836)	(886,451)	(836)
Present value of finance lease liabilities	5,144,735	300,864	5,144,735	300,864

20 Finance lease liabilities (Cont'd)

The present value of finance lease liabilities is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Not later than 1 year (short-term portion)	2,008,414	300,864	2,008,414	300,864
Later than 1 year but not later than 5 years (long-term portion)	3,136,321	-	3,136,321	-
	5,144,735	300,864	5,144,735	300,864

21 Long-term loans from financial institutions

Movements in the long-term loans from financial institutions during the year are summarised below.

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Balances as at 1 January	4,410,361,206	4,193,970,694	3,752,000,000	3,634,000,000
Add Additional borrowings	1,384,000,000	967,830,512	1,320,000,000	822,000,000
Less Repayments	(582,360,000)	(751,440,000)	(504,000,000)	(704,000,000)
Balances as at 31 December	5,212,001,206	4,410,361,206	4,568,000,000	3,752,000,000

	Outstanding credit facilities			Consolidated		Company	
	Credit limit Million Baht	2014 Million Baht	2013 Million Baht	2014 Baht	2013 Baht	2014 Baht	2013 Baht
The Company							
a)	1,500.0	-	-	-	200,000,000	-	200,000,000
b)	1,000.0	-	-	137,250,000	228,750,000	137,250,000	228,750,000
c)	1,700.0	-	-	1,168,750,000	1,381,250,000	1,168,750,000	1,381,250,000
d)	1,520.0	595.0	744.0	925,000,000	776,000,000	925,000,000	776,000,000
e)	975.0	37.0	183.0	938,000,000	792,000,000	938,000,000	792,000,000
f)	1,215.0	841.0	841.0	374,000,000	374,000,000	374,000,000	374,000,000
g)	2,900.0	1,875.0	-	1,025,000,000	-	1,025,000,000	-
The subsidiary							
a)	474.4	-	15.8	363,730,406	411,170,406	-	-
b)	525.6	214.4	278.4	280,270,800	247,190,800	-	-
Total	11,810.0	3,562.4	2,062.2	5,212,001,206	4,410,361,206	4,568,000,000	3,752,000,000
Less Current portion				(563,280,000)	(568,610,000)	(454,000,000)	(490,250,000)
Long-term loans from financial institutions-net of current portion				4,648,721,206	3,841,751,206	4,114,000,000	3,261,750,000

21 Long-term loans from financial institutions (Cont'd)

Long-term loans of the Company and its subsidiaries from financial institutions are shown below.

Long-term loans of the Company

Credit facility (Million Baht)	Date of agreement	Objective	Period	Interest rate	Repayment schedule
a) 1,500.0	6 December 2007	To repay a bridging loan	7 years	- The 1 st - 36 th month at fixed rate per annum - The 37 th month onwards at THBFIX (3months) plus required surcharge rate	Principal is repayable in semi-annual installments, beginning after a grace period of 12 months from the agreement date as scheduled below. - The 1 st - 6 th installments Baht 50 million each - The 7 th - 11 th installments Baht 200 million each - The 12 th - 13 th installments Baht 100 million each
b) 1,000.0	22 May 2009	To invest in pipeline maintenance project	7 years	- The 1 st - 2 nd year at fixed rate per annum - The 3 rd - 7 th year at THBFIX plus required surcharge rate	Principal with accrued interest (if any) is to be fully paid within 12 months from the agreement date. On 3 September 2010, the condition for the repayment of the principal has been changed to semi-annual installments, total 10 installments at Baht 100 million each start from the end of November 2011. On 29 November 2011, the condition for the repayment of principle has been changed by installment payment for amount Baht 33 million which total 2 installments at Baht 16.5 million each start from the end of November 2011 and the end of May 2012. The remaining balance will be repaid by semi-annual installments, total 8 installments each start from the end of November 2012.
c) 1,700.0	25 August 2009	Use in the Company's pipeline construction	10 years	- The 1 st - 4 th year at fixed rate per annum - The 5 th - 10 th year at MLR minus fixed rate per annum	Principal is repayable in 16 semi-annual installments, beginning after a grace period of 30 months from the first draw down date.
d) 1,520.0	23 May 2012	To invest in Tubma project	10 years	- The 1 st - 3 rd year at fixed rate per annum - The 4 th - 10 th year at fixed deposit interest rate plus fixed surcharge rate per annum.	Principal is repayable in 14 semi-annual installments, beginning after a grace period of 42 months from the agreement date as scheduled below. - The 1 st - 4 th installments Baht 100 million each - The 5 th - 14 th installments Baht 112 million each
e) 975.0	16 July 2012	To invest in Bangphra project	10 years	- The 1 st - 3 rd year at fixed rate per annum - The 4 th year onwards at MLR minus fixed rate per annum	Principal is repayable in 14 semi-annual installments, beginning after a grace period of June 2015. - The 1 st - 8 th installments Baht 50 million each - The 9 th - 14 th installments Baht 95.83 million each

21 Long-term loans from financial institutions (Cont'd)

Long-term loans of the Company (Cont'd)

Credit facility (Million Baht)	Date of agreement	Objective	Period	Interest rate	Repayment schedule
f) 1,215.0	21 September 2012	To invest in Tubma project	10 years	- The 1st - 3rd year at fixed rate per annum - The 4th - 10th year at 6 months fixed deposit interest rate plus fixed surcharge rate per annum	Principal is repayable in 11 semi-annual installments, beginning after a grace period of 60 months from the agreement date as scheduled below. - The 1st - 4th installments Baht 100 million each - The 5th - 10th installments Baht 116 million each - The 11th year installment Baht 119 million
g) 2,900.0	7 July 2014	To repay a bridging loan	10 years	- The 1st - 3rd year at fixed rate per annum - The 4th - 10th year at minimum average 6 months fixed deposit interest rate plus required surcharge	Principal is repayable in 15 semi-annual installments, beginning after a grace period of 36 months from the agreement date as scheduled below. - The 1st - 6th installments Baht 150 million each - The 7th - 14th installments Baht 200 million each - The 15th year installment Baht 400 million

Long-term loans of subsidiary - Universal Utilities Company Limited

Credit facility (Million Baht)	Date of agreement	Objective	Period	Interest rate	Repayment schedule
a) 474.4	21 September 2012	To settle an existing loan from the Company	10 years	- The 1st - 3rd year at fixed rate per annum - The 4th year onwards at MLR minus fixed rate per annum	Principal is repayable in 20 semi-annual installments, beginning after a grace period of 6 months from the first draw down date and to be completed within 10 years from the first draw down date.
b) 525.6	21 September 2012	To invest per annum	10 years	- The 1st - 3rd year at fixed rate per annum - The 4th year onwards at MLR minus fixed rate per annum	Principal is repayable in 17 semi-annual installments, 16 equal installments and the 17 th installment (last installment) payment of all the rest, beginning after a grace period of 24 months from the first draw down date and to be completed within 10 years from the first draw down date.

Long-term loans from financial institutions of the Group are unsecured loan which the Group is required to comply with certain conditions including the maintenance of debt to equity ratio and debt service coverage ratio. The average interest rate of loans for the year 2014 was 4.53%.

22 Accrued expenses

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Accrued bonus	71,385,580	61,213,928	47,841,666	41,026,000
Accrued project compensation	33,997,407	34,988,297	33,997,407	34,988,297
Accrued utilities expenses	18,493,691	13,937,617	-	-
Others	31,166,589	23,015,470	17,135,525	10,368,096
	155,043,267	133,155,312	98,974,598	86,382,393

23 Employee benefit obligations

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Statement of Financial Position				
Post-employment benefits	100,120,901	87,840,407	65,583,389	58,048,083
Other long-term benefits	4,312,296	3,583,136	2,708,702	2,247,072
	104,433,197	91,423,543	68,292,091	60,295,155
Profit and loss				
Post-employment benefits	12,843,264	12,352,915	8,098,076	7,811,190
Other long-term benefits	923,525	898,967	574,203	548,696
	13,766,789	13,251,882	8,672,279	8,359,886

23.1 Defined benefit plan

The amounts recognised in the statement of financial position are determined as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Present value of funded obligations	100,120,901	87,840,407	65,583,389	58,048,083
Liability in the statement of financial position	100,120,901	87,840,407	65,583,389	58,048,083

The movement in the defined benefit obligation over the year is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
At 1 January	87,840,407	86,020,874	58,048,083	56,512,335
Current service cost	9,096,578	8,952,680	5,626,389	5,551,188
Interest cost	3,746,686	3,400,235	2,471,687	2,260,002
Benefits paid	(562,770)	(10,533,382)	(562,770)	(6,275,442)
At 31 December	100,120,901	87,840,407	65,583,389	58,048,083

23 Employee benefit obligations (Cont'd)

23.1 Defined benefit plan (Cont'd)

The amounts recognised in the income statement are as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Current service cost	9,096,578	8,952,680	5,626,389	5,551,188
Interest cost	3,746,686	3,400,235	2,471,687	2,260,002
Total	12,843,264	12,352,915	8,098,076	7,811,190

Of the total charge in consolidated financial statements, Baht 6.6 million (2013: Baht 6.1 million) and Baht 6.2 million (2013: Baht 6.3 million) were included in 'cost of sales' and 'administrative expenses', respectively.

Of the total charge in company financial statements, Baht 3.7 million (2013: Baht 3.5 million) and Baht 4.4 million (2013: Baht 4.3 million) were included in 'cost of sales' and 'administrative expenses', respectively.

The principal actuarial assumptions used were as follows:

(Unit : % per annum)

	2014	2013
Discount rate	4.1	4.1
Inflation rate	3.5	3.5
Salary increment rate	5.0 - 10.0	5.0 - 10.0

23.2 Other long-term benefits

The amounts recognised in the statement of financial position are determined as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Present value of funded obligations	4,312,296	3,583,136	2,708,702	2,247,072
Liability in the statement of financial position	4,312,296	3,583,136	2,708,702	2,247,072

The movement in the defined benefit obligation over the year is as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
At 1 January	3,583,136	3,364,511	2,247,072	2,093,656
Current service cost	793,875	778,801	491,618	473,313
Interest cost	129,650	120,166	82,585	75,383
Benefits paid	(194,365)	(680,342)	(112,573)	(395,280)
At 31 December	4,312,296	3,583,136	2,708,702	2,247,072

23 Employee benefit obligations (Cont'd)

23.2 Other long-term benefits (Cont'd)

The amounts recognised in the income statement are as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Current service cost	793,875	778,801	491,618	473,313
Interest cost	129,650	120,166	82,585	75,383
Total	923,525	898,967	574,203	548,696

Of the total charge in consolidated financial statements, Baht 0.9 million (2013: Baht 0.9 million) were included in administrative expenses.

Of the total charge in company financial statements, Baht 0.6 million (2013: Baht 0.5 million) were included in administrative expenses.

The principal actuarial assumptions used were as follows:

(Unit : % per annum)

	2014	2013
Discount rate	4.1	4.1
Gold price inflation rate	6.0	6.0

24 Provisions

(Unit: Baht)

	Consolidated
	Contractual obligations from service concession arrangements
At 1 January 2014	22,778,026
Additional provisions	3,058,741
Increased in finance costs	1,845,020
Utilised during period	(14,442,161)
At 31 December 2014	13,239,626

25 Other non-current liabilities

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Retentions payable	173,053,101	130,893,399	143,930,238	110,464,999
Rental guarantees received from related party (Note 34.2)	-	-	58,000	58,110
	173,053,101	130,893,399	143,988,238	110,523,109

26 Share capital

(Unit: Baht)

	Number of shares	Ordinary Share	shares premium	Total
At 1 January 2013	1,663,725,149	1,663,725,149	2,138,522,279	3,802,247,428
Issue of shares	-	-	-	-
At 31 December 2013	1,663,725,149	1,663,725,149	2,138,522,279	3,802,247,428
Issue of shares	-	-	-	-
At 31 December 2014	1,663,725,149	1,663,725,149	2,138,522,279	3,802,247,428

The total registered of ordinary shares has a par value of Baht 1 per share (2013: Baht 1 per share). All issued shares are fully paid.

27 Legal reserve

Pursuant to section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a legal reserve equal to at least 5 percent of its net profit for the year after deducting accumulated deficit brought forward (if any), until such reserve reaches 10 percent of the Company's registered share capital. The legal reserve is non-distributable. As at 31 December 2014 and 2013, the Company's legal reserve has been fully reached.

28 Other component of equity

(Unit: Baht)

	Consolidated and Company	
	2014	2013
At 1 January	28,357,101	31,754,624
Amortisation of assets transferred from customers	(3,397,523)	(3,397,523)
At 31 December	24,959,578	28,357,101

Assets transferred from customers represent water distribution pipeline systems and water measured equipment transferred to the Company by customers in accordance with the water supply agreement. The Company recorded as property, plant and equipment against assets transferred from customers account which include in equity and recognise to revenue over the useful life of asset.

29 Dividends

Dividends declared during the year consist of the following.

	Approved by	Total dividends Million Baht	Dividend per share Million Baht	Paid on
Year 2014				
Dividend for the year 2013	Annual General Meeting of the shareholders on 22 April 2014	366.0	0.22	21 May 2014
Interim dividends on operating results for the six-month period ended 30 June 2014	Board of Director's meeting on 27 August 2014	349.4	0.21	26 September 2014
		715.4		

29 Dividends (Cont'd)

Dividends declared during the year consist of the following. (Cont'd)

	Approved by	Total dividends Million Baht	Dividend per share Million Baht	Paid on
Year 2013				
Dividend for the year 2012	Annual General Meeting of the shareholders on 30 April 2013	399.3	0.24	23 May 2013
Interim dividends on operating results for the six-month period ended 30 June 2013	Board of Director's meeting on 30 August 2013	332.7	0.20	27 September 2013
		732.0		

30 Other income

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Interest income	6,364,488	9,167,887	915,278	4,495,033
Dividend income	24,486,277	24,053,425	48,456,273	44,351,422
Others	31,668,838	23,066,666	29,570,280	21,362,701
	62,519,603	56,287,978	78,941,831	70,209,156

31 Expenses by nature

Significant expenses by nature are as follow:

(Unit: Baht)

	Consolidated		Company	
	2014	(Restated) 2013	2014	2013
Salary and wages and other employee benefits	272,129,433	252,417,074	176,463,996	158,835,371
Depreciation and amortisation expenses	445,173,679	401,221,279	331,631,477	310,959,994
Rental expenses	85,548,341	70,939,694	64,977,656	55,571,346
Raw materials and consumables used	22,728,946	22,920,954	-	-
Electricity expenses	609,119,010	546,650,630	450,222,432	405,786,877
Purchases of raw water	186,450,309	187,878,366	149,994,680	155,853,083
Purchases of tap water	-	-	60,009,986	56,236,071
Hiring and service expenses	202,186,122	196,288,184	54,796,623	52,877,623
Repair and maintenance expenses	139,055,337	123,984,921	92,068,482	78,756,637
Losses on impairment of assets	2,300,000	630,000	990,000	-
Waterworks management expense	-	-	146,424,693	182,955,371
Expenses for development of life quality and environment	14,501,465	45,984,766	14,501,465	44,072,506
Finance costs	121,225,452	115,212,721	81,224,697	82,490,738

32 Income tax

(Unit: Baht)

	Consolidated		Company	
	2014	(Restated) 2013	2014	2013
Current tax:				
Current tax on profits for the year	334,931,997	336,946,834	293,677,034	314,110,925
Adjustments in respect of prior year	211,071	5,134,823	211,071	5,621,279
Total current tax	335,143,068	342,081,657	293,888,105	319,732,204
Deferred tax:				
Origination and reversal of Temporary differences	4,054,261	8,428,805	7,094,828	7,194,165
Total deferred tax	4,054,261	8,428,805	7,094,828	7,194,165
Total tax expense	339,197,329	350,510,462	300,982,933	326,926,369

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the company as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	(Restated) 2013	2014	2013
Profit before tax	1,673,647,725	1,663,365,143	1,540,308,529	1,585,481,456
Tax calculated at a tax rate of 20% (2013: 20%)	334,729,545	332,673,029	308,061,706	317,096,291
Tax effect of:				
Income not subject to tax	(4,897,255)	(4,810,685)	(9,691,255)	(8,870,284)
Expenses not deductible for tax purpose	9,153,968	17,513,295	2,401,411	13,079,083
Adjustment in respect of prior year	211,071	5,134,823	211,071	5,621,279
Tax charge	339,197,329	350,510,462	300,982,933	326,926,369

The effective tax rate was 19.05% (2013: 19.88%).

33 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

	Consolidated		Company	
	2014	(Restated) 2013	2014	2013
Net profit attributable to ordinary shareholders (Baht)	1,334,205,246	1,312,937,088	1,239,325,596	1,258,555,087
Weighted average number of ordinary shares in issue (Share)	1,663,725,149	1,663,725,149	1,663,725,149	1,663,725,149
Basic earnings per share (Baht)	0.80	0.79	0.74	0.76

There are no potential dilutive ordinary shares in issue for the years ended 2014 and 2013.

34 Related parties transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning an, indirectly or directly, interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company is a public listed company. The major shareholder is the Provincial Waterworks Authority which owns 40.2% of the company's share.

The following transactions were carried out with related parties:

34.1 Transactions incurred during the year

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Sales - raw water				
Major shareholders				
Industrial Estate Authority of Thailand	949,876,928	901,059,642	949,876,928	901,059,642
Provincial Waterworks Authority	623,795,674	703,441,918	623,795,674	703,441,918
Electricity Generating Public Company Limited	18,566,020	38,129,364	18,566,020	38,129,364
Subsidiary				
Universal Utilities Company Limited	-	-	42,355,931	159,832,020
	1,592,238,622	1,642,630,924	1,634,594,553	1,802,462,944
Sales - tap water				
Major shareholders				
Provincial Waterworks Authority	816,505,865	726,737,924	167,879,960	132,080,835
Rental and service income				
Major shareholder				
Provincial Waterworks Authority	29,706,329	22,714,208	-	-
Subsidiary				
Universal Utilities Company Limited	-	-	4,822,826	4,802,855
	29,706,329	22,714,208	4,822,826	4,802,855
Dividend income				
Subsidiary				
Universal Utilities Company Limited	-	-	23,969,997	20,297,997
Other income				
Subsidiary				
Universal Utilities Company Limited	-	-	5,713,807	4,969,005
Samed Utilities Company Limited	-	-	480,000	1,218,000
	-	-	6,193,807	6,187,005
Costs of sales and costs of services				
Subsidiary				
Universal Utilities Company Limited	-	-	206,434,679	239,191,442

Sales of raw water are charged similar to market prices.

Sales of tap water, rental and service income and other income are charged at mutually-agreed prices as stipulated in the contracts.

Costs of sales and services are charged at mutually-agreed prices as stipulated in the contracts.

34 Related parties transactions (Cont'd)

34.2 Outstanding balances at end of the years

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Trade accounts receivable - billed				
Major shareholders				
Provincial Waterworks Authority	123,970,272	71,609,527	82,045,194	61,931,414
Industrial Estate Authority of Thailand	80,338,818	121,020,565	80,338,818	121,020,565
Electricity Generating Public Company Limited	1,095	1,497,221	1,095	1,497,221
Subsidiary				
Universal Utilities Company Limited	-	-	2,388,927	3,564,776
	204,310,185	194,127,313	164,774,034	188,013,976
Unbilled receivables				
Major shareholders				
Provincial Waterworks Authority	59,667,114	82,327,322	-	-
Subsidiary				
Universal Utilities Company Limited	-	-	3,025,612	11,419,289
	59,667,114	82,327,322	3,025,612	11,419,289
Water loss treatment service income receivables				
Major shareholders				
Provincial Waterworks Authority				
- billed	771,962	686,503	-	-
- unbilled	4,735,410	3,409,716	-	-
	5,507,372	4,096,219	-	-
Other receivable				
(include in trade and other receivables)				
Major shareholders				
Provincial Waterworks Authority	18,969	10,956	-	-
Subsidiary				
Universal Utilities Company Limited	-	-	582,516	870,813
EW Smart Water (Rayong) Company Limited	-	-	-	17,510
EW Utilities Company Limited	-	-	-	17,550
EW Water Balance (Chonburi) Company Limited	-	-	-	17,491
Samed Utilities Company Limited	-	-	42,800	42,800
	18,969	10,956	625,316	966,164
Trade accounts payable				
Major shareholders				
Provincial Waterworks Authority	18,125,257	33,274,816	5,163,765	12,098,743
Subsidiary				
Universal Utilities Company Limited	-	-	21,161,289	15,017,698
	18,125,257	33,274,816	26,325,054	27,116,441
Rental guarantees				
(include in other non-current liabilities)				
Subsidiary				
Universal Utilities Company Limited	-	-	58,000	58,110

34 Related parties transactions (Cont'd)

34.3 Key management compensation

Key management compensation composed of salaries, meeting allowances gratuities and post-employee benefits can be categorised as follows:

(Unit: Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Short-term employee benefits	91,263,501	78,062,744	59,702,186	52,143,165
Post-employment benefits	5,393,644	5,177,541	4,239,516	4,072,788
Other long-term employee benefits	56,589	62,034	45,136	44,519
	96,713,734	83,302,319	63,986,838	56,260,472

35 Commitments and contingent liabilities

35.1 Capital commitments

As at 31 December 2014, the Group and the Company had commitments in respect of in-progress construction and installation of the water distribution pipeline in the consolidated and company financial statements totaling Baht 3,139.2 million and Baht 3,072.8 million, respectively (2013: Baht 2,498.6 million and Baht 2,404.7 million, respectively).

35.2 Operating lease commitments

The future aggregate minimum lease payments in respect of the lease of motor vehicles, computer and land under non-cancellable operating leases contracts are as follows.

(Unit: Million Baht)

	Consolidated		Company	
	2014	2013	2014	2013
Within 1 year	25.3	18.4	12.8	10.0
1 to 5 years	29.2	27.6	11.4	13.5
More than 5 years	4.1	4.1	-	-
	58.6	50.1	24.2	23.5

35.3 Raw water and tap water purchase agreements and long-term service commitments

35.3.1 As at 31 December 2014 and 2013, the Company had commitment in respect of a raw water purchase agreement with the Royal Irrigation Department whereby it is to purchase raw water at the price specified in a Ministerial Regulation. The agreement has no specific the end date.

35.3.2 As at 31 December 2014, the Company had commitments in respect of raw water purchase agreements with private company. The future payables were totalling Baht 5,340.3 million (as at December 2013: Baht 132.5 million).

35.3.3 As at 31 December 2014, the Group and the Company had commitments in respect of service agreements payable in the future of approximately Baht 82.8 million and Baht 68.1 million, respectively (2013: Baht 68.2 million and Baht 65.0 million, respectively).

35 Commitments and contingent liabilities (Cont'd)

35.4 Guarantees

35.4.1 As at 31 December 2014, the Group and the Company had contingent liabilities from letters of guarantee issued by local commercial banks to the Provincial Electricity Authority for electricity consumption, to the Ministry of Finance for management and operation of the major water distribution pipeline systems in the Eastern Seaboard area, to the Provincial Electricity Authority and the Royal Irrigation Department for compliance to agreements, and to counterparty for bid bonds and performance bonds totalling Baht 133.8 million and Baht 83.9 million, respectively. (2013: Baht 119.3 million and Baht 71.5 million, respectively).

35.4.2 As at 31 December 2014 and 2013, the Group had contingent liabilities in respect of being a guarantor to its three subsidiaries for letters of guarantee issued by local commercial banks to those subsidiaries in a credit limit of Baht 200 million for compliance to agreements with respect to their electricity consumption guarantee, tap water production and distribution and water consumers information records.

36 Litigation

As at 31 December 2014 and 2013, the Company and its subsidiary were sued as defendants in significant litigation cases as follows:

36.1 On 20 October 2008, the Company was sued by a company in a lawsuit with a black case number 5930/2551 regarding a breach of a construction agreement. The litigation filed with the Civil Court by the plaintiff requested that the Company pay damages totalling Baht 40.2 million.

On 29 December 2008, the Company filed a lawsuit with a black case number 6848/2551 regarding a breach of a construction contract, suing the aforementioned company and a local commercial bank as the work guarantor of that company. The litigation filed with the Civil Court by the Company requested that the defendants pay damages totalling Baht 37.4 million.

On 26 January 2009, the Civil Court set a date for the settlement of issues under the lawsuit with the black case number 5930/2551. However, the attorney of the Company has petitioned the Court to merge the settlement of issues of the lawsuit with the black case number 6848/2551 to be in one case since both cases are based on the same factual information. The Court considered the request and set a date for the settlement of issues of these two lawsuits on 23 March 2009.

On 23 March 2009, the Civil Court set a date for investigation of plaintiff's witnesses during 17 - 19 February 2011 and a date for investigation of defendant's witnesses during 23 - 24 February 2010.

On 30 July 2010, The Civil Court delivered its judgement of the red case number 3169/2553 and 3170/2553 which can be summarised as follows:

1. The litigant is required to pay a fine of Baht 8.8 million, return the advance payment of Baht 2.1 million and pay for wage supervisors during late work period of Baht 0.2 million, totalling a payment of Baht 11.1 million.
2. The Company is required to pay the 30th and 31st installment of construction cost according to the agreement of Baht 13.0 million together with the additional costs of Baht 7.0 million and the return of retention costs of Baht 3.8 million, totalling Baht 23.8 million. Moreover, the Company is required to return all eight bank guarantees to the litigant.

However, for the benefit of the Company, a lawyer was appointed to lodge an appeal with the court on 29 October 2010 regarding the fine and the additional costs.

The Company has recorded liabilities of the construction costs and the retention costs of Baht 16.8 million; still, not recorded Baht 7.0 million of the additional costs.

36 Litigation (Cont'd)

On 9 July 2013, The Appeal Court delivered its judgement to decrease additional costs that the Company is required to pay from Baht 7.0 million to Baht 1.9 million. For other judgements are remain the same. In the third quarter of 2013, the company has recorded additional liabilities of fee of bank guarantees and interest totalling Baht 5.6 million. Therefore, the Company has recorded liabilities in financial statement totalling Baht 22.4 million.

On 7 August 2013, the litigant filed a petition with the court regarding the fine and the additional costs.

As at 31 December 2014, this case is in process of consideration by the Supreme Court.

- 36.2 On 14 March 2006, Universal Utilities Company Limited, a subsidiary, was sued as a co-defendant together with the Provincial Waterworks Authority (“PWA”) in a case brought in connection with illegal acts performed by administrative agencies or state officials. The plaintiff petitioned the administrative court to void the selection process by which a private operator was selected to produce tap water for distribution to the PWA in the area belonging to the Rayong Waterworks. On 16 March 2007, the Rayong Administrative Court ordered the selection process voided in accordance with the plaintiff’s petition, and also declared void the agreement appointing a private firm to produce water for sale to the Rayong Waterworks, which had resulted from an illegal selection process. However, the PWA and the subsidiary lodged appeals with the Rayong Administrative Court on 12 April 2007 and the Rayong Administrative Court has issued a court receipt for such appeal and then passed it to the Supreme Administrative Court. The owner’s arbitrator specified the last day of fact finding to be 22 June 2012 before proposing this case to the judging panel. On 27 November 2012, the owner’s arbitrator concluded that plaintiff have no authority to indict because they were not persons those affected from selection process. Therefore, the judging panel recalled a judgement of the Rayong Administrative Court. On 8 November 2013, the Supreme Administrative Court had an order to recall a judgement of the Rayong Administrative Court for this case viewing that plaintiff have no authority to indict because they were not persons those affected from selection process. Therefore, this case has been finalised.
- 36.3 On 24 December 2013, Samed Utilities Company Limited, a subsidiary, was sued by a joint venture for compensation and damages in a lawsuit with black case number 1954/2556 regarding a breach of an agreement. The joint venture filed with the Civil Court requested the subsidiary to pay damages totaling Baht 23.8 million. The subsidiary entered a plea on 31 January 2014 and the Court set a date for settlement of the issue on 21 April 2014. On 9 July 2014, Rayong Provincial Court delivered its verdict to dismiss the case because the joint venture is not a juristic person under the law and does not have the authority to indict. The joint venture currently does not file a lawsuit within the statute of limitations. Therefore, the case is finalised.

37 Project compensation

A government agency is considering a deal for the Company to rent/manage the 2 pipeline connecting projects (“projects”) and adjust the compensation. A letter issued by this government agency stipulated that the Company was to initially pay compensation for the projects at a percentage of the raw water sales from the projects from the year operation commenced (year 1998). In addition, if it is decided that a fair rate is more than the rate at which the Company already paid, the Company is to make additional payment, in full, as a lump sum; while if the fair rate is lower, the government agency agrees to pay back the surplus paid by offsetting it against the remuneration of the following years.

On 8 January 2010, the government agency issued a letter to the Company notifying it that a deal for the Company to rent/manage the projects and the adjusting of compensation must be processed in accordance with the Act on Private Participation in a State Undertaking B.E. 2535, whereby a committee has, under Section 13, authority to set the compensation rate and negotiate benefits with the Company in order to reach a preliminary conclusion. On 9 May 2011, the Committee under section 13 had a resolution to approve the Company’s rental of a pipeline without auction. As at 31 December 2014, there is no significant progress on this matter and it is still in process of consideration the compensation rate setting and submitting to Cabinet for approval.

The Company recorded this project compensation in the financial statements at a above preliminary rate. The management considered that this rate is the best estimation based on current information.

38 Significant agreements

38.1 Concession arrangements

The Company and its subsidiaries have significant concession arrangements as follows:

- 1) Concession arrangements which the Group has to transfer assets under concession at the end of the concession period (BOOT)

No.	Arrangement date	Arrangement title	Signatories	Period	Classification of concession arrangement
1	Agreement to manage the water system at Sattahip Waterworks	28 th July 2000	The Company and the Provincial Waterworks Authority	30 years from the date that the Provincial Waterworks Authority appointed the Company to manage Sattahip Waterworks (1 March 2001)	Intangible assets
2	Agreement to produce and sell tap water to the Provincial Waterworks Authority's Nakornsawan office, Nakornsawan Province	7 th November 2000	Nakornsawan Water Supply Company Limited and the Provincial Waterworks Authority	25 years from the date of the first tap water sale (1 March 2003)	Intangible assets
3	Agreement to produce and sell tap water to the Provincial Waterworks Authority's Chachoengsao office, Chachoengsao Province	9 th November 2000	Chachoengsao Water Supply Company Limited and the Provincial Waterworks Authority	25 years from the date of the first tap water sale (1 April 2003)	Intangible assets
4	Agreement to produce and sell tap water to the Provincial Waterworks Authority's Bangkok office, Chachoengsao Province	9 th November 2000	Bangkok Water Supply Company Limited and the Provincial Waterworks Authority	25 years from the date of the first tap water sale (1 April 2003)	Intangible assets
5	Agreement to provide water works management services in BO Win Municipal area	30 th March 2004/ 5 th August 2005	The Company and the Chaopraya Surasak Municipality/ the Bo Win Sub-district Administrative Organisation	25 years from the date of the first tap water sale	Intangible assets
6	Agreement to provide water works management services at Koh Lan	17 th September 2004	The Company and Pattaya City	15 years from the date of the first tap water sale (October 2006)	Intangible assets

38 Significant agreements (Cont'd)

38.1 Concession arrangements (Cont'd)

2) Concession arrangements which the Group has to transfer assets under concession when the construction is completed (BTO).

No.	Arrangement date	Arrangement title	Signatories	Period	Classification of concession arrangement
7	Revised agreement to manage water system of Sattahip Waterworks (Sattahip-Pattaya)	18 October 2004	The Company and the Provincial Waterworks Authority	30 years from the date that the Provincial Waterworks Authority appointed the Company to manage Sattahip Waterworks (1 March 2001)	Intangible assets
8	Agreement to produce and sell tap water to Rayong Waterworks, Rayong Province	14 March 2006	Universal Utilities Company Limited and the Provincial Waterworks Authority	25 years from the date of the first tap water sale (12 July 2006)	Intangible assets
9	Agreement to operate and manage waterworks system of the Nong Kham Sub-district Administrative Organisation	29 December 2010	Universal Utilities Company Limited and Nong Kham Sub-district Administrative Organisation	25 years from the date of the first tap water sale (4 January 2011)	Intangible assets
10	Agreement to operate and manage waterworks system in Huaro Sub-district area, Phitsanulok Province	28 March 2014	Between Universal Utilities Company Limited and Huaro Sub-district Municipality	30 years from the date of the first tap water sale under the agreement or new agreed date of tap water sale (Currently under construction)	Intangible assets

3) Concession arrangements which the Group has no condition to transfer assets under concession to grantor but grantor has option to purchase the assets when the operator operates to the half of concession period.

No.	Arrangement date	Arrangement title	Signatories	Period	Classification of concession arrangement
11	Agreement to produce and sell tap water to Koh Samui Waterworks	7 July 2004	The Company and the Provincial Waterworks Authority	15 years from the date of the first tap water sale (12 May 2005)	Intangible assets
12	Agreement to produce and sell tap water to Chonburi Waterworks, Chonburi Province	3 June 2009	Universal Utilities Company Limited and the Provincial Waterworks Authority	20 years from the date of the first tap water sale (April 2010)	Intangible assets

The significant terms of the concession arrangements mentioned above such as the operator has to provide construction, maintenance and management of the tap water production systems to meet quantity, quality and tap water price requirements. In some arrangements, the price will be increased linked to consumer price index.

Arrangements No. 1, 5-7 and 11, the Company entered into a contract with Universal Utilities Company Limited to be the operator for the tap water production and the construction or improvement of infrastructure in the concession arrangements.

38 Significant agreements (Cont'd)

38.2 Other agreements

The Company

- 1) On 26 December 1993, the Company entered into an agreement with the Ministry of Finance to manage and operate the major water distribution pipeline systems in the Eastern Seaboard area. The contract term is 30 years, from 1 January 1994 to 30 September 2023 and the Company is required to pay a minimum of Baht 2 million per annum to the Ministry of Finance. In any years when the Company's revenues from the sales of raw water exceed Baht 200 million, it is required to pay the Ministry of Finance with a sharing benefit at a rate of 1 percent of sales of raw water from the Nong Khor and Dok Krai reservoirs. In addition, when the Company's annual rate of return on equity exceeds 20 percent, an additional sharing benefit at the rate of 15 percent of the return in excess of the paid 20 percent is to be paid to the Ministry of Finance. Nevertheless, the total sharing benefit is not to exceed 6 percent of the real value of the assets leased from the Ministry of Finance, as assessed according to the agreed time frame.
- 2) On 13 December 2007, the Company entered into the raw water purchase agreements with a private company whereby the Company is required to purchase a minimum of 10 million cubic meters per annum over a 10-year period
- 3) On 29 January 2014, the Company entered into raw water purchase agreements with a private company. Under these the Company is required to purchase a minimum of 15-20 million cubic meters per annum over a 40-year period from 1 March 2015-28 February 2055.

The Subsidiaries

- 4) On 15 March 2010, Universal Utilities Company Limited entered into an agreement with Egcom Tara Company Limited, a related company, to produce tap water and to provide maintenance services for the tap water production system and tap water distribution pipeline of the production plants situated in Lak Muang, Ratchaburi province and Pangpuoy, Samut Songkram province. The agreement period is 3 years, from 7 April 2010 and subsequently extend for 6 years until 7 April 2022.
- 5) Chachoengsao Water Supply Company Limited (CWS) and Bangpakong Water Supply Company Limited (BWS) entered into a know-how agreement dated 1 December 2000 with Australian Water Technologies PTY Limited of Australia which transferred its entitlements under this agreement to its subsidiary, named AWT International (Thailand) Limited ("AWT") on 15 October 2002. Whereby AWT agreed to permit the use of its name for reference purposes and provide the know-how to enable both subsidiaries to perform their obligations. In consideration thereof, the subsidiaries agreed to pay fees at the rate stipulated in the agreement. Then, Sydney Water Corporation, the parent company of AWT, declared its intention to liquidate AWT and issued comfort letters to both subsidiaries to confirm that it will take on all AWT's duties and obligations under the know-how agreement. The subsidiaries' Board of Directors considered to accept this proposal and negotiated to reduce their service fee. The service fee paid to AWT reduced from the present value of future estimated payment amounting to Baht 52.4 million to a one-time advance payment not exceeding Baht 18.0 million, which is a saving of the said service fee over the remaining contract. Consequently, the subsidiaries' Board of Directors, on 18 January 2011, passed the resolution to terminate this contract. The subsidiaries recorded the advance service fee as a prepaid expense included in other non-current assets in the consolidated financial statements.

39 Financial instruments

39.1 Financial risk factors

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, trade accounts payable, temporary and long-term loans and some items in other current liabilities. The Group's activities expose it to a variety of financial risks, including the credit risk and interest rates risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The financial risk management is discussed below.

39.1.1 Credit risk

The Group are exposed to credit risk primarily with respect to, trade accounts receivable, and other receivable. The Group manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Although the Group may expose to concentration risk due to their having a few large customers, those customers are in government sector. The management believes that such risk is therefore low. The maximum exposure to credit risk is limited to the carrying amounts of trade accounts receivables, and other receivable as stated in the statement of financial position.

39.1.2 Interest rate risk

The Group's exposure to interest rate risk relate primarily to their deposits with financial institutions and short-term and long-term loans arising from future movements in market interest rates will affect the results of the Group's operations and its cash flows. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the current market rate. The Group does not use the financial instruments which is derivative to manage exposure from fluctuation in interest rate.

39.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term. The Group expect that their fair values are not materially different from the amounts presented in the balance sheets except for long-term loans from financial institutions which as at 31 December 2014 having the net book values and fair values of Baht 5,212.0 million and Baht 4,711.8 million, respectively (Company: Baht 4,568.0 million and Baht 4,015.4 million respectively).

In determining the fair value of financial instruments that are not actively traded and for which quoted market prices are not readily available, the management exercise judgment, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of liquidity, correlation and longer-term volatility of financial instruments. The critical fair value estimation of financial instruments is long-term loans from financial institutions. The Group estimates the fair value by calculating the present value of future principal and interest payment using the market interest rate for discounting.

40 Raw water usage and sales classified by distribution networks

A government agency who owns the pipeline of distribution networks required the Company to disclose information regarding raw water usage and sales classified by distribution networks using for calculation of compensation amount as follows;

40 Raw water usage and sales classified by distribution networks (Cont'd)

40.1 Usage and sales volume of raw water classified by distribution networks

	Company			
	2014		2013	
	Volume Cubic Metres '000	Amount Baht'000	Volume Cubic Metres '000	Amount Baht'000
Total used volume of raw water				
Nong Pla Lai-Map Ta Pud Network	88,398	943,126	70,347	788,297
Dok Krai-Map Ta Pud Network	85,389	951,041	99,485	997,544
Chachoengsao-Chonburi Network	83,208	833,891	84,886	884,712
Nong Pla Lai-Nong Khor Network	24,995	267,311	23,239	243,697
Total	281,990	2,995,369	277,957	2,914,250
Less raw water used to produce tap water				
Dok Krai-Map Ta Pud Network	(14,937)	(147,875)	(5,228)	(53,075)
Nong Pla Lai-Nong Khor Network	(3,713)	(36,762)	(698)	(7,048)
Total sales of water	263,340	2,810,732	272,031	2,854,127

Sales of raw water from Chachoengsao - Chonburi Network consisted of:

(Unit: Baht'000)

	Company	
	2014	2013
Nong Khor-Laem Chabang Network	552,137	606,807
Nong Khor-Laem Chabang Network	158,159	175,725
Chachoengsao Network	123,595	102,180
Total	833,891	884,712

40.2 Proportion of raw water sold to end users

(Unit: %)

	Company	
	2014	2013
Industrial Estates	56	51
Waterworks Authority	22	28
Factories	22	21
Total	100	100

41 Events occurring after the statement of financial position

On 9 January 2015, the Company and the State Railway of Thailand were sued by a private company in black case number Por62/2558 because the Company laid pipes for untreated water through the private company's property in Chachoengsao province. The plaintiff filed for damages totalling Baht 295.9 million, with a 7.5% annual interest rate. Currently, the litigation is in process of consideration by the Civil Court.

Related Parties Transactions



The Company and its affiliates engaged in the related parties transactions with the major shareholders; comprising the Provincial Waterworks Authority (PWA), the Industrial Estate Authority of Thailand (IEAT) and Electricity Generating Public Company Limited (EGCO) Fair and at arms' length. In this regard, the related parties transactions are presented in the Notes to the financial statements item 34.

Policy and Direction of the Future Related Parties Transactions

The Company shall perform the future related parties transactions with fairness and follow the market situation as in general business characteristic. The Company shall conform with the Securities and Exchange law, regulations, notifications, orders, or the regulations of the Stock Exchange of Thailand, including following Procedures of the Disclosure, Related Parties Transactions, and the Acquisition or Disposal of significant Assets.

Additionally, the related parties transactions shall be disclosed in Notes of the financial statements which are examined by the Company's auditors.

Details of related-party transactions

The company and its subsidiaries were engaged in related-party transactions, with possible conflicts of interest. In this regard, the auditor presented these transactions in the notes to the financial statement for the year end December 31, 2014 as follows:

1. Earnings from sales of raw water and water supply between company groups and major shareholders. The amount of sales and pricing policy are summarized in the following table.

Juristic persons with possible conflicts of interest	Nature of the relationship	Nature of the transaction	Amount and value of the transaction	Necessity/Note	Pricing policy
The Provincial Waterworks Authority ("PWA")	- The provincial Waterworks Authority (PWA) is a major shareholder of the company. As of December 31, 2014, PWA holds 40.20% of the company's authorized shares. - Mr.Somnuek Limthongsittikun, the lieutenant governor of PWA (operation 3), is also the company's director	<u>Transaction amount</u> Amount of raw water sales (million cubic meters) Value of sales (million Baht)	63.00 623.80	The company sold raw water to PWA in Nong Kho – Laem Chabang – Pattaya – Bang Phra, Dok Krai – Map Ta Phut – Sattahip, and Chachoengsao – Bang Pakong areas.	- Price of raw water sold to PWA is the same to the price set for other water consumers. A written contract on the price always exists. Reduced price is set by the resolution of the general meeting of shareholders. Directors and shareholders with possible conflicts of interest have no right to vote on the resolution relating to water tariffs. In 2013, for the purpose of helping people to consume water from the company at a lower price than that paid by the industrial group, the board of directors considered and approved that structural differences exist between raw water tariffs paid by consumer group and industrial group. A 1.10 Baht/cubic meter discount was given to the consumer group since November 1, 2013.
		Amount of water supply sales (million cubic meters) Value of sales (million Baht)	0.97 61.27	The company sold water supply to PWA in Ko Samui.	

Juristic persons with possible conflicts of interest	Nature of the relationship	Nature of the transaction	Amount and value of the transaction	Necessity/Note	Pricing policy
(The Industrial Estate Authority of Thailand) (“IEAT”)	- IEAT is a shareholder of the company. As of December 31, 2014, IEAT holds 4.57% of the company’s authorized shares. - Mr. Weerapong Chaiperm, the governor of IEAT, is also the company’s director.	<u>Transaction amount</u> Amount of raw water sales (million cubic meters) Value of sales (million Baht)	86.35 949.88	The company sold raw water to IEAT in Nong Kho – Laem Chabang – Pattaya – Bang Phra and Dok Krai – Map Ta Phut – Sattahip areas.	- Price of raw water sold to IEAT is the same to the price set for other industrial estate groups. A written contract on the price always exists. Reduced price is set by the resolution of the general meeting of shareholders. Directors and shareholders with possible conflicts of interest have no right to vote on the resolution relating to water tariffs or changes of water tariffs for IEAT.
Electricity Generating Public Company Limited (EG Pcl.)	-EG Pcl. is a major shareholder of the company. As of December 31, 2014, PWA holds 18.72% of the company’s authorized shares. - <u>Sahust Pratuknukul</u>, the president of The Electricity Generating Plc. (EGCO), is also the company’s director.	<u>Transaction amount</u> Amount of raw water sales (million cubic meters) Value of sales (million Baht)	1.69 18.57	The company sold raw water to EG Pcl. in Dok Krai – Map Ta Phut – Sattahip area.	Price of raw water sold to EG Pcl. is the same to the price set for other industrial estate groups. A written contract on the price always exists. Reduced price is set by the resolution of the general meeting of shareholders. Directors and shareholders with possible conflicts of interest have no right to vote on the resolution relating to water tariffs or changes of water tariffs for EG Pcl.
Provincial Waterworks Authority (PWA) and Universal Utilities Limited (UU)	UU is a subsidiary of the company. The company holds 100% of UU’s authorized shares.	Earning from sales of water supply Bangpakong Water Supply - million cubic meters - million baht Chachoengsao Water Supply - million cubic meters - million baht Nakornsawan Water Supply - million cubic meters - million baht Rayong Water Supply - million cubic meters - million baht Chonburi Water Supply - million cubic meters - million baht	11.40 128.51 12.38 145.19 3.66 44.77 19.54 218.12 10.53 112.27	These transactions occurred from sales of water supply between UU and PWA, according to concession contracts of Chachoengsao Water Supply, Bangpakon Water Supply, Nakornsawan Water Supply, Rayong Water Supply, and Chonburi Water Supply.	UU sold water supply to PWA at a price and a water tariff adjustment method in accordance with conditions specified in concession contracts.



Auditor Remuneration

1. audit fee

The company and its subsidiaries paid for the 2014 audit fees to PricewaterhouseCoopers ABAS Limited (PWC) in the amount of 2,218,000 Baht.

2. non-audit fee

The company and its subsidiaries paid for accounting standard consulting fees to PricewaterhouseCoopers ABAS Limited (PWC) in the amount of 200,000 Baht.





General Information

Name of the company: Eastern Water Resources Development and Management Public Company Limited

Business type: Eastwater develops and maintains raw water transmission network systems in order to distribute water to users. The company provides recommendation services with regard to clean water production systems, and also water distribution systems in industrial estates or industrial plants. East Water fixes water transmission equipments and materials and also involves in their commercial trades. In addition, the company serves as a consultant for maintenance of water transmission pipeline, and related machines and tools. Joint ventures between East Water and other private companies are frequently conducted.

Location of the head office: 1 Soi Vipavadeerangsit 5, Vipavadeerangsit Road, Jomphol Jatujak, Bangkok 10900.

Registration number: 0107539000316 (old number: Bor Mor Jor. 632)

Website: www.eastwater.com

Phone: (662) 272-1600

Fax: (662) 272-1601 - 3

Common stock: As of December 31, 2014, the company's authorized capital and paid-up capital can be summarized as follows
Authorized capital: 1,663,725,149 shares, each of which is worth 1 Baht, with a total value of 1,663,725,149 Baht.
Paid-up capital: 1,663,725,149 shares, each of which is worth 1 Baht, with a total value of 1,663,725,149 Baht.

List of companies in which East Water hold more than 10% of shares

Name	Business type	stock type	Paid-up capital (million Baht)	Shareholding proportion (percentage)
Universal Utilities Limited (UU) 23 rd - 25 th Floors - East Water Building 1 Soi Vibhavadi-Rangsit 5, Jomphon, Jatujak Bangkok 10900 Phone: (662) 272-1688 Fax: (662) 272-1690-2	Running water supply businesses and operating wastewater treatment systems in the form of concession contracts, hired management contracts, and rental management contracts.	common	510	100
Nakornsawan Water Supply Company Limited 23 rd - 25 th Floors - East Water Building 1 Soi Vibhavadi-Rangsit 5, Jomphon, Jatujak Bangkok 10900 Phone: (056) 256-690 and (662) 272-1688 Fax: (056) 256-526 and (662) 272-1690-2	Running water supply businesses, producing and selling water supply to Nakornsawan Provincial Waterworks Authority, and providing water-user services.	common	40	(UU holds 99.9999875% of shares)
Bangpakong Water Supply Company Limited 23 rd - 25 th Floors - East Water Building 1 Soi Vibhavadi-Rangsit 5, Jomphon, Jatujak Bangkok 10900 Phone: (038) 539-365-7 and (662) 272-1688 Fax: (038) 539-368 and (662) 272-1690-2	Running water supply businesses, producing and selling water supply to Bangpakong Provincial Waterworks Authority, and providing water-user services.	common	40	(UU holds 99.9999875% of shares)
Chachoengsao Water Supply Company Limited 23 rd - 25 th Floors - East Water Building 1 Soi Vibhavadi-Rangsit 5, Jomphon, Jatujak Bangkok 10900 Phone: (038) 814-427-9 and (662) 272-1688 Fax: (038) 814-427 and (662) 272-1690-2	Running water supply businesses, producing and selling water supply to Chachoengsao Provincial Waterworks Authority, and providing water-user services.	common	100	(UU holds 99.9999875% of shares)
EGCOM Tara Company Limited 222 Moo. 5 EGGO Building Vibhavadi-Rangsit Rd. Toong Song Hong, Laksi, Bangkok 10210 Phone: (662) 998-5710 Fax: (662) 955-0937	Producing and selling water supply	common	345	15.88

Referees

Securities Registrar (common stock)

Thailand Securities Depository Co. Ltd.
62 The Stock Exchange of Thailand Building
Rachadapisek Rd. Klongtoey, Bangkok 10110

Phone: (662) 229-2800

Fax: (662) 654-5427

Auditor

PricewaterhouseCoopers ABAS Company Limited
179/74-80 15th Floor, Bangkok City Tower,
South Sathorn Rd. Thung Maha Mek, Sathorn Bangkok 10120

Phone: (662) 286-9999

Fax: (662) 286-5050



Top 10 Major Shareholders

As of December 30, 2014, the top 10 major shareholders of Eastern Water Resources Development and Management Public Company Limited are as follows.

Rank	Shareholder name	Number of shares	proportion (%)
1	Provincial Waterworks Authority	668,800,000	40.20
2	Electricity Generating Public Company Limited	311,443,190	18.72
3	NORBAX INC.,13	113,963,100	6.85
4	Industrial Estate Authority of Thailand (IEAT)	76,000,000	4.57
5	BNP PARIBAS SECURITIES SERVICES, LONDON BRANCH	44,592,900	2.68
6	NORTRUST NOMINEES LTD.	42,184,575	2.54
7	Thai NVDR Company Limited (Thai NVDR)	26,146,809	1.57
8	Aberdeen Long Term Equity Fund	25,459,000	1.53
9	Aberdeen Growth Fund	25,376,800	1.52
10	Aberdeen Small Cap Fund	23,398,700	1.41
	Other shareholders	306,360,075	18.41
		1,663,725,149	100.00

Source: Thailand Securities Depository Co., Ltd. (TSD)

Note: The first and the fourth major shareholders are representatives of the government. The second major shareholder is a juristic person. The aforementioned shareholders take part in setting up East Water's management policies by nominating representatives who will be appointed as directors by the shareholders at a general meeting.

Dividend policy

The board of directors has a policy to propose to shareholders at an annual general meeting to consider the dividend payment of at least 30% of the company's consolidated net income attributable to shareholders of the parent company after any deductions for the annual legal reserve. The dividend payment ratio is also subject to other necessities and suitability that the company deems appropriate.



	Name - Surname	Position	Meeting Attendance/Number of meetings
	Mr. Chotisak Asapaviriya ²	Former Chairman	4/4
	Mr. Sahust Pratuknukul ³	Former Director	4/4
	Miss Krithpaka Boonfueng ⁴	Former Director	4/4
	Mr. Wuttipong Wechayanond ⁵	Former Advisor	3/4

- Notes :** 1. Appointed as Chairman of the Risk Management Committee and committee member since December 24, 2014.
 2. Resigned from Director of the company since November 30, 2014.
 3. The contract as Advisor of the Risk Management Committee was terminated since December 24, 2014.
 4. Resigned from Advisor of the board of directors and all sub-committees since December 2, 2014.
 5. The contract as Advisor of the Risk Management Committee was terminated since December 2, 2014.

The Risk Management Committee is major role in overseeing and reviewing the risk management policies and plans, as well as other standard practices, strategies, and risk assessment. Another responsibility of the Committee is to provide recommendations for the administrative department and ensure appropriate implementation of risk management policies that are also consistent with the company's objectives. The committee is required to prepare a report to the Board of Directors at least twice a year.

5.16.5 The Evaluation and Remuneration Committee, as of December 31, 2014, included four directors.

	Name - Surname	Position	Meeting Attendance/Number of meetings
1.	Mr. Sahust Pratuknukul ¹	Chairman of the Committee	5/5
2.	Mr. Maitri Inthusut ²	Director	-
3.	Mr. Phaiboon Siripanoosatien ²	Director	-
4.	Colonel Premjiras Thanathaipakdee ²	Director	-
	Mr. Prinya Nakchudtree ³	Former Chairman	5/5
	Mr. Chotisak Asapaviriya ³	Former Advisor	5/5

- Notes :** 1. In a position of Director of Evaluation and Remuneration Committee since April 25, 2012, before was appointed as Chairman of the Evaluation and Remuneration Committee since December 24, 2014.
 2. Appointed as Director the Evaluation and Remuneration Committee since December 24, 2014.
 3. Resigned from the Director of the company since November 30, 2014.

Regulation Enforcement Operating Results Assessment

The Board of Directors has appointed and assigned the Regulation Enforcement Operating Results Assessment and overall operation assessment committee to regulate and review the annual Key Performance Indicators (KPIs) of the company and make sure that they are consistent with the company's business operation policies. The committee is also responsible for following up and assessing the overall operation on a quarterly basis. Recommendations will then be provided to the administrative department in regard to its operation. In addition, the committee is required to prepare a report to be approved by the Board of Directors at the end of the year.

Equitable Water Distribution Network for Stable Growth



Eastern Water Resources Development and Management PCL.

Eastwater Building, Floor 23-26, 1 Vipavadeerangsit Soi 5, Vipavadeerangsit Road, Jomphol, Jatujak, Bangkok 10900

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