

Translation

EW/100/515/22

November 9, 2022

Subject: Notification of Asset Acquisition Transaction

Attn: The President, The Stock Exchange of Thailand

Enclosure: Information report form regarding to the Asset Acquisition of Asset under schedule (1)

Dear Sir,

The Board of Directors of Eastern Water Resources Development and Management Public Company Limited (the “Company”) in the Meeting No. 13/2022 held on November 9, 2022 has considered and approved the purchase and hire as follows:

Projects	Contractors/Seller	Value (Baht)
The Map Ta Phut – Sattahip Raw Water Pipeline Construction Project		
1. The Map Ta Phut – Sattahip Raw Water Pipeline Construction	AN Consortium, which is comprised of : 1) Aung Sae Heng Limited Partnership 2) Nateephat Engineering Company Limited	1,089,000,000.00
2. Procurement of Land for the Map Ta Phut – Sattahip Raw Water Pipeline system	1) Mr. Sathien Ratchapongthai 2) Mr. Bampen Ratchapongthai	62,834,111.40
Total		1,151,834,111.40

This transaction is considered an asset acquisition transaction. The transaction size is calculated to equal 4.76 percent, using the total value under consideration criteria compared to the Company’s total current assets.

In addition, the total size of the aforesaid transaction, when calculated together with the asset acquisition transactions during the past 6 months prior to the entry into this transaction is equivalent to 19.28 percent calculated based on the total value under consideration criteria. Therefore, this transaction the size of more than 15 percent but less than 50 percent, thus this transaction is deemed a class 2 transaction under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004) (including any amendment thereto) and the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets. The Company is required to report and disclose the information associated with the transaction to the Stock Exchange of Thailand (the “SET”), the details of which are as provided in the enclosure, and send the circular notice to the shareholders of the company within 21 days from the date that such information has been disclosed to the SET.

This transaction is not a considered connected transaction, as the contractors do meet the criteria connected transactions according to the Notification of the Securities and Exchange Commission No. Tor Chor. 21/2551.

Please be informed accordingly.

-Signed-

Cherdchai Pitiwacharakul

President & CEO

Legal Affairs and Corporate Governance Office Tel. 02-272-1600 Ext. 2522, 2577

Information Report Form relating to the Acquisition of Asset under schedule (1)
Eastern Water Resources Development and Management Public Company Limited

The Board of Directors of Eastern Water Resources Development and Management Public Company Limited (the “Company”) in the Meeting No.13/2022 held on November 9, 2022 has considered and approved the Map Ta Phut – Sattahip Raw Water Pipeline Construction Project which is part of the water resources and main water distribution pipeline network development plans in Eastern Seaboard to maintain the customer base, increase the stability of the main water grid in the Eastern Seaboard and increase the competitiveness of the Company to be able supply water to the Eastern region effectively.

The Map Ta Phut – Sattahip Raw Water Pipeline Construction Project

1. Date, month, year of transaction

9 November 2022

2. Related parties, relationship with the company

Hirer/Buyer	Contractor/Seller
The Map Ta Phut – Sattahip Raw Water Pipeline Construction	
Eastern Water Resources Development and Management Public Company Limited	AN Joint Venture, consist of 1) Aung Sae Heng Partnership Limited 2) Nateephat Engineering Company Limited
Procurement of Land for the Map Ta Phut – Sattahip Raw Water Pipeline system	
Eastern Water Resources Development and Management Public Company Limited	1) Mr. Sathien Ratchapongthai 2) Mr. Bampen Ratchapongthai

The Hirer/Buyer and the Contractor/Seller have no relationship in respect of shareholding or having joint directors or executives. Therefore, the transactions do not constitute a connected transactions under the Notification of the Securities and Exchange Commission No. Tor Chor. 21/2551 Re: Rules on Connected Transactions, date 31 August 2008 (including any amendment thereto), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Act of

Listed Companies Concerning Connected Transactions B.E. 2546 (2003), dated 19 November 2003 (including any amendment thereto) (collective referred to as the “ Acquisition and Disposition Notifications”).

3. Characteristics and sizes of transaction

The Map Ta Phut – Sattahip Raw Water Pipeline Construction Project has the details are as follows:

Value: 1) The Map Ta Phut – Sattahip Raw Water Pipeline Construction	1,089,000,000.00 baht
2) Procurement of Land for the Map Ta Phut – Sattahip Raw Water Pipeline system	62,834,111.40 baht
<u>Total</u>	1,151,834,111.40 baht

Location: Huai Pong Subdistrict, Mueang District, Rayong Province

Characteristics: 1) Construction of the Map Ta Phut – Sattahip pipeline system will be in the form of an Engineering, Procurement Construction and Financing (EPC+F). This will include civil engineering, mechanical engineering, electrical engineering works, as well as review of existing survey and design works. The main works include the construction of a pressure booster pump station, construction of pipelines and installation of mechanical equipment, electrical and SCADA works, water hammer protection, cathodic protection, security kiosks, fencing, signs, road, and drainage pipe/ditch works, totaling a length of 25.90 kilometers and other related works.

2) Procurement of empty plot of land for the construction of the Map Ta Phut – Sattahip pipeline system, totaling 11 rai 1 ngan 65.1 square wa (1.83 ha)

The transaction size calculated using the total value under consideration criteria equal to 4.76 percent, based on the Company’s consolidated financial statement ending September 30, 2022 audited by Mr. Vichien Khingmontri, the Certified Public Accountant No. 3977 from PricewaterhouseCoopers ABAS Ltd. The detailed calculation of the transaction size are as follows:

Summary of financial position

Consolidated Financial Statements	As of 30 September 2022 (Million Baht)
Financial Data	
Assets	24,213.93
Liabilities	12,762.86
Equity	11,451.07
Revenue	3,383.68
Net Profit	635.24
Financial Ratio	
ROA (%)	3.44%
ROE (%)	7.34%
Net Profit Margin (%)	19.18%

Criteria used for the calculations

Contractors/Seller	Transaction Value (%)			
	Net Tangible Asset Value (NTA)	Net Profit from operations	Total Value under consideration	Value of Securities
Map Ta Phut – Sattahip Raw Water Pipeline Construction				
AN Joint Venture	n/a	n/a	4.50	n/a
Procurement of Land for the Map Ta Phut – Sattahip Raw Water Pipeline system				
1) Mr. Sathien Ratchapongthai	n/a	n/a	0.26	n/a
2) Mr. Bampen Ratchapongthai	n/a	n/a	n/a	n/a
Total	n/a	n/a	4.76	n/a

Remark: The transaction cannot be calculated based on the Net Tangible Asset Value criteria, Net Profit criteria and Value of Securities criteria.

After combining the asset acquisition transactions during 6 months prior to the entry of this transaction, the total highest transaction value is equal to 14.52 percent, calculated based on the Total Value under Consideration criteria. The summary is shown as follows:

Date of transaction	The Asset Acquisition	Value (Baht)	Transaction Value (%)
30 May 2022	The Nong Plalai – Nong Kho – Laem Chabang Raw Water Pipeline Construction (Segment 1)	150,000,000	0.63
30 June 2022	The Nong Plalai Booster Pumping Station Construction (Segment 1)	55,192,050	0.23
	The Nong Plalai – Nong Kho – Laem Chabang Raw Water Pipeline Construction (Segment 2)	2,538,482,986	10.67
29 August 2022	The Nong Plalai – Nong Kho – Laem Chabang Raw Water Pipeline Construction (Segment 3)	30,510,000	0.13
	The Nong Plalai Booster Pumping Station Construction (Segment 2)	358,950,000	1.53
28 September 2022	The Nong Plalai – Nong Kho – Laem Chabang Raw Water Pipeline Construction (Segment 4)	87,668,739	0.37
	The Nong Plalai Booster Pumping Station Construction (Segment 3)	225,000,000	0.96
Total		3,445,803,775	14.52

Remark: For the transactions considered and approved in the May – June 2022 period; the calculations were based on the company’s consolidated asset on March 30, 2022 of 23,793.81 million baht. For the transactions considered and approved in the August - September 2022 period; the calculations were based on the company’s consolidated asset on June 30, 2022 of 23,477.13 million. The transaction cannot be calculated based on the Net Tangible Asset Value criteria, Net Profit criteria and Value of Securities criteria.

The total size of The Map Ta Phut – Sattahip Raw Water Pipeline Construction Project when calculated together with the asset acquisition during the past 6 months prior to the entry into this transaction is equivalent to 19.28 percent calculated based on the Total Value under consideration criteria. This results in the total transaction value being more than 15 percent but less than 50 percent. Therefore, the transactions are deemed as class 2 transaction under the Acquisition and Disposition Notifications. The Company is

required to report and disclose the information associated with the transaction to the Stock Exchange of Thailand (the “SET”), the details of which are as provided in the enclosure, and send the circular notice to the shareholders of the company within 21 days from the date that such information has been disclosed to the SET.

4. Details of acquired asset

The acquired assets consist of: 1 empty plot of land totaling 11 rai 1 ngan 65.1 square wa (1.83 ha), pressure booster pump station, water transmission pipes of 500-1,200 mm diameter totaling 25.90 kilometers, 6 sets of pumps with capacities of 0.32 cubic meter per second each, electrical and SCADA system, water hammer protection system, cathodic protection system, security kiosk, signage, road and other related works.

5. Total value of assets acquired, total value remuneration, and payment method

The Company will pay the remuneration as follows:

- 1) Construction of the Map Ta Phut – Sattahip pipeline, total value of 1,089,000,000.00 Baht: the Company will pay the 1st installment of 10 percent of the value of the contract, upon the issuance of the Notice to Start. The contractor must provide Advance Payment Bond as guarantee. The Company will return the bond once the actual construction progress reaches 10 percent. The Company will pay the remaining 90 percent of the contract value once the contractor has transferred the totality of the contract to the Company in accordance with the contract.
- 2) Procurement of land for the construction of the Map Ta Phut – Sattahip pipeline system, total value of 62,834,111.40 Baht: the Company will pay the value of the land on the day of the transfer of ownership by cashier’s cheque.

6. Total value of assets acquired

The Total Value of assets equal to 1,151,834,111.40 baht.

7. Basis for determining the value of consideration

Criteria for determining the value of consideration for these investments are as follows:

- 1) Construction of the Map Ta Phut – Sattahip pipeline: the Company set the mid-price by estimating the construction cost of the pressure booster pump station, pumps and 25.90 kilometer long pipeline,

as well as the interests accrued during construction. The Company invited contractors from the Approved Vendor List (AVL) to submit proposals. The selected contractor passed all technical criteria and proposed the lowest price.

2) Procurement of land for the construction of the Map Ta Phut – Sattahip pipeline system: the land price was agreed upon by both parties, with reference to previous sale price. The company selected not less than 3 possible plots of land for consideration of price, distance and pipeline construction costs.

8. Expected benefits to the Company

This transaction is part of the water resources and main water distribution pipeline network development plans in Eastern Seaboard to maintain the customer base and support the Sattahip Waterworks projected capacity growth and new customer, such as the U-Tapao Airport Project. This would increase the competitiveness of the Company. Furthermore, increasing the stability of the main water grid in the Eastern Seaboard, so that the Company will be able supply water to the Eastern region effectively

9. Source of funds

Cashflow from operations, current accounts and loans from financial institutes. The Company will consider utilizing the funds from appropriate sources.

10. Opinion of the Board of Directors regarding the transaction

The Board of Directors has the opinion that the purchase price and conditions for these transactions are appropriate and in accordance with the Procurement Regulation and the Board of Directors' resolution. These transactions will benefit the company's operations for the long term. The Nong Plalai – Nong Kho – Laem Chabang Raw Water Pipeline Construction Project, the Nong Plalai Booster Pumping Station Construction Project and the Map Ta Phut – Sattahip Raw Water Pipeline Construction Project are parts of the water supply and main water distribution pipeline network development plans in the Eastern Seaboard connecting the Water Grid and enhancing water security to maintain the customer base, thus increasing the stability of the main water grid in the Eastern Seaboard. Additionally, these projects would support the water demand growth following the expansion of the industrial sector from government's Eastern Economic Corridor (EEC) policy and increase the competitiveness of the Company to be able supply water to the Eastern region effectively.

11. Opinions of the Audit Committee and/or directors which differ from those of the Board of Directors

- None -
