

MINUTES OF THE ANNUAL ORDINARY SHAREHOLDERS' MEETING NO. 1/2009

OF

SIAM STEEL SERVICE CENTER PUBLIC COMPANY LIMITED

Time and Place.

The Meeting was held at 15.00 hours on April 30, 2009 at the Company's head office located at 51/3 Moo 2, Poochaosamingprai Road, Bangyaprak Sub-district, Prapradaeng District, and Samutprakarn Province.

Preliminary Proceeding.

Mr. Surapol Kunanantakul,(Vice President), was appointed by the shareholders at the Meeting to take on the role of Chairman of the Meeting since the Chairman of the Company had important engagements and could not attend the Meeting. And vice-chairman of the Company does not exist. Directors and auditor attended the Meeting were as follows:

Directors present at the Meeting

- | | | | |
|-------------------|-----------------|------------------|----------------|
| 1. Mr. Surasak | Kunanantakul, | 2. Mr. Akihiko | Tsubouchi, |
| 3. Mr. Pongsak | Angsupun, | 4. Mr. Wicharn | Kwanchandr, |
| 5. Mr. Nobuo | Koshiba, | 6. Mr. Surapol | Kunanantakul, |
| 7. Mr. Sittichai | Kunanantakul, | 8. Mr. Thiraphol | Phantpongsiri, |
| 9. Mrs. Naphaporn | Hoonthanasevee, | 10. Mr. Takehiro | Okaya |

Auditor present at the Meeting

Mr.Somckid Tiatrapul Certified Public Accountant Registration No. 2785 of Grant Thornton Ltd.

The Chairman stated that the shareholders were present, in person and by proxy totaled 53 persons, accounted for 32,084,528 shares, which number was in excess of the one-third of the total 47,999,991 shares, thereby constituting a quorum, and declared the Meeting duly convened.

Before the meeting had made a discussion on the agenda of the meeting, the Chairman assigned the Mr. Hirun Komolhirun, as a Secretary of the Meeting to conduct the meeting and to clarify the voting methods on the agenda as follows.

1. According to Clause 40 of the regulations of the company, each shareholder has one vote per share to cast a vote in the meeting of shareholders.

2. The resolution of the meeting of shareholders to approve each agenda indicated in the letter calling for this meeting requires to be a majority vote made by the attending shareholders eligible to cast the votes except agenda 4, 5, 6, 7 and 13 which require the majority vote of at least three-fourths of the total shares held by the attending shareholders and voted. In agenda 2, 14, the shareholders were not required to vote, as it was only to acknowledge. And payment of remuneration under agenda 10 shall be in accordance with the resolution of the meeting of shareholders, supported by votes not less than two-thirds of the total votes of shareholders present.

3. Regarding voting for the matter in each agenda, if there were no objection or disapprove or abstain made by any shareholders, it shall be deemed that all the shareholders approve or agree with the proposed resolution and if there were any objection, disapprove or abstain by any shareholders such objection, disapprove or abstain should be made by casting in the ballot provided by the Company specifying the shareholder's name, amount of holding shares and vote rights. Such shareholders were required to raise their hand and the Company's staff would take such ballots for further calculation. The Company would deduct the vote for objection, disapprove and abstain from the vote for approval.

4. For those shareholders arranging the other to attend and vote by proxy the Company had put such shareholders' vote whatsoever approve, disapprove or abstain recorded in the computer system for calculation in each resolution and hence the proxy holder needed not to vote again.

5. If any shareholder would like to ask any question or clarification from the directors or the executives in any issue, he may inform his name and make a question when the presentation of each agenda has been completed or when all agenda have been completely examined.

In the Annual General Meeting of Shareholders No.1/2009, the Company had provided the opportunity for the minority shareholders to propose the agenda for the meeting and suitably qualified candidates of the Company's Board of Directors in advance during January 12, 2009 to February 11, 2009 and it appeared that no agenda and candidates of the Company's Board of Directors from such shareholders had been proposed.

After Mr. Hirun Komolhirun to the Board of Director already clarifies the voting criteria, the Chairman conducted the meeting according to the agenda as follows.

Agenda 1 To ratify of the Minutes of the Annual Ordinary Shareholders' Meeting No. 1/2008 held on April 30, 2008.

The Chairman asked the Meeting to consider the Minutes of the Annual Ordinary Shareholders' Meeting No. 1/2008 held on April 30, 2008 copies of which had been distributed to the shareholders in advance together with the Notice.

Resolved: - Having read and checked, the Meeting unanimously resolved to confirm the said minutes, with the votes of the shareholders who attended the meeting and have the right to vote as follow:

For	32,084,528	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 2. To acknowledge the previous year's operation and next year projected plan of the Board.

The Chairman gave a brief report of the company past year's operation to the meeting as follows:-

The result of operations from January 1, 2008 to December 31, 2008 comparing to the year 2007 was as follows:-

	Year 2008	Year 2007	Year 2008 compared to Year 2007
Total Revenues	6,481.65 Million Baht	5,391.43 Million Baht	Increased 20.22 %
Operation Profit	575.24 Million Baht	308.78 Million Baht	Increased 86.29 %
Gain on Exchange rate	15.86 Million Baht	14.82 Million Baht	Increased 7.02 %
Income Tax	(131.99 Million Baht)	(36.76) Million Baht	Increased 259.06 %
Net Profit	459.10 Million Baht	286.84 Million Baht	Increased 60.05 %
Gain Per Share	9.55 Baht Per Share	5.98 Baht Per Share	Increased 59.70 %
Total Assets	5,676.36 Million Baht	4,424.94 Million Baht	Increased 28.28 %
Total Liabilities	3,896.18 Million Baht	2,959.01 Million Baht	Increased 31.67 %
Shareholders' Equity-Net	1,780.17 Million Baht	1,465.93 Million Baht	Increased 21.44 %
Profit (loss) Accumulative	919.25 Million Baht	603.12 Million Baht	Increased 52.42 %

From the business plan of the year 2008 in the first 3 quarters, economics expanded continually but in the last quarter, due to the world economics crisis which began in USA and expanded into several countries over the world, the purchasing power reduced extremely, especially in automobile industry, electrical appliance and electronics etc.

However, sales volume of the year 2008 increased at 20.22% from the year 2007 which was higher than the company's target that we expected the sales volume at more 10% only.

Performance in 2008, the company gained net profit increased from the year 2007 at 575.24 Million Baht which was equal to 86.29%.

The company recognized on the importance of efficiency in every aspects. Besides, the continual improvements of machinery and production process in order to reduce cost. Besides, the company also intended to develop and improve quality management system until obtained certification of international standard quality management system for automotive industry ISO/TS 16949 Version 2002 in the year 2008.

Moreover, the company also realized on the importance of human resources, environment care, energy saving and social contribution as under mentioned :-

1. The company provided excellent welfare to our employees and created excellent labor relationship among employees and company to work with safety, far away from drug for their good health in both working hours and overtime. This resulted to continuously receive the hereunder certificates and rewards :-

- The outstanding reward for labor protection welfare of continuous 6 years (Year 2003-2008) of country level from Ministry of Labor.

- The outstanding reward for safety, sanitation and working environment of continuous 3 years (Year 2006-2008) of country level from Ministry of Labor.

- The Thai Labor Standard Certificate of Basic Level (TLS.8001-2003)

- The AIDS-response Standard Organization (ASO-Silver Level) from the Department of Labor Protection and Welfare, Ministry of Labor and the Department of Disease Control, Ministry of Public Health.

- The honorable cup for admiring reward in TO BE NUMBER ONE contest of country level in the year 2008.

2. The company also attend in project of helping social, community and government services as under mentioned :-

- Project of White Factory and Learning Center for Drug Protection and Solution from Ministry of Labor.

- Project of Participative Energy Saving and outstanding public relation from Department of Alternative Energy Development and Efficiency, Ministry of Energy.

- The Pilot Project of Energy Cost Reduction by Logistics from Ministry of Energy.

- To support the schools in communities such as Sirintorn Little Child Development Center, Samrong-Tai Municipality Little Child Development Center, Wat Thongkung School of Ministry of Education etc.

Goals for the year 2009

The Chairman informed the meeting as follows :-

- 1) It is expected that 2009 sales would decrease by 15% compared to the year 2008 which results from the slow down of world economics.
- 2) To maintain quality system ISO9001 : 2000 by improving production efficiency and increase production capacity in order to produce good quality product and on-time delivery to meet customers' requirement as well as to promote customer satisfaction.
- 3) The company has an intention to develop and improve management standard of environment in order to maintain its certificate of ISO 14001 version 2004 and certificate of OHSAS 18001 version 1999 continuously focusing on management in organization growth while recognizing society and environment.

The Chairman asked the Meeting consider this.

Resolved:- The Meeting thoroughly considered and unanimously acknowledged the Board of Directors' conduct of the Company business for the past year's operation, and acknowledged the plan for the year 2009's operation.

Note: During this agenda, an additional seven (7) shareholders attended the Meeting, both in person and by proxy, who represented 1,348,300 shares. The total number of shareholders who attended the Meeting, both in person and by proxy, then increased to 60 shareholders, totaling 33,432,828 shares.

Agenda 3. To consider the approval of the balance sheet and income statement of the fiscal period from January 1, 2008 to December 31, 2008.

The Chairman asked the Meeting to consider to approve the Company's Financial Statements for the year ended December 31, 2008 which had been audited and certified by the accounting auditors and the copies of which had been attached with the invitation letters distributed to all shareholders.

Resolved:- The Meeting thoroughly considered and unanimously ratified them as the Chairman proposed, with the votes of the shareholders who attended the meeting and have the right to

vote as follow: For	33,432,828	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 4. To consider approving the reduction of registered capital from the existing registered capital of Baht 480,000,000 to be the new registered capital of Baht 479,999,910 by rejecting unissued registered shares amount 9 shares at the par value of Baht 10 each totaling Baht 90.

The Chairman informed the Meeting that the Committee' approval for the 2008 dividend to be paid into two portions, one in cash and the other in share, the company registering for capital increase is allow to pay share dividend.

The Chairman asked the Secretary to present details of this agenda to the Meeting. The Secretary reported that under section 136 and section 140 of the Act, the Company must reduce the Company's capital by cutting out the registered shares remaining unsold or not yet offered, before proceeding with a capital increase, except the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or shares warrant.

The Company's current registered capital is Baht 480,000,000 divided into 48,000,000 ordinary shares with a par value of Baht 10 each and its current paid-up capital is Baht 479,999,910 divided into 47,999,991 ordinary shares with a par value of Baht 10 each. There are 9 un-issued shares with the par value of Baht 10 per share, which were fraction of shares resulting from the issuance of share dividend at approved by the shareholders at the Annual General Meeting No.1/2006 held on April 28, 2006 to reserve for stock dividend payment.

Therefore, The Committee proposed to the Meeting to consider and approval of the reduction of the Company registered capital by cutting out the registered shares remaining unsold or not yet offered amount 9 shares at the par value of Baht 10 each totaling Baht 90 from the existing registered capital of Baht 480,000,000 to be the new registered capital of Baht 479,999,910 divided into 47,999,991 shares at the par value of Baht 10 each.

The Chairman asked the Meeting to consider this.

Resolved:- The Meeting considered and unanimously approved the reduction of the Company registered capital by cutting out the registered shares remaining unsold or not yet offered amount 9 shares at the par value of Baht 10 each totaling Baht 90 from the existing registered capital of Baht 480,000,000 to be the new registered capital of Baht 479,999,910 divided into 47,999,991 shares at the par value of Baht 10 each. With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For	33,709,218	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Note: During this agenda, an additional two (2) shareholders attended the Meeting, both in person and by proxy, who represented 276,390 shares. The total number of shareholders who attended the Meeting, both in person and by proxy, then increased to 62 shareholders, totaling 33,709,218 shares.

Agenda 5 To consider approving the amendment to Clause 4 of the memorandum of association to be consistent with the reduction of unissued registered share capital.

The Chairman asked the Secretary to present details of this agenda to the Meeting. The Secretary reported that Clause 4. of the Memorandum of Association must be amended to reflect the reduction of the registered capital.

Resolved:- The Meeting considered and unanimously resolved to amend Clause 4. of the Memorandum of Association must be amended to reflect the reduction of the registered capital, to read as follows:

“Clause 4. The registered capital of the company is Baht 479,999,910 (Four hundred seventy nine Million nine hundred ninety nine thousand nine hundred ten). Divided into 47,999,991 shares (Forty seven Million nine hundred ninety nine thousand nine hundred ninety one Shares) at a par value of Baht 10 per share (Ten Baht) divided into

Ordinary Shares of 47,999,991 shares (Forty seven Million nine hundred ninety nine thousand nine hundred ninety one Shares)

Preferred Shares of - shares

With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For	33,709,218	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 6 To consider the increase of capital to reserve for stock dividend payment.

The Chairman informed the Meeting that the Committee’ approval for the 2008 dividend to be paid into two portions, one in cash and the other in share.

According to section 117 of the Act on Public Company Limited, the company registering for capital increase is allowed to pay share dividend by issuing new ordinary shares to the shareholders. Since the company has not yet registered for capital increase.

The Committee proposed the meeting to consider and approval of the increasing in registered capital of Baht 159,999,970 from Baht 479,999,910 to Baht 639,999,880 to reserve for stock dividend by issuing new ordinary shares amount 15,999,997 shares at par value of Baht 10.

The Chairman asked the Meeting to consider this.

Resolved:- The Meeting considered and unanimously approved the increasing in registered capital of Baht 159,999,970 from Baht 479,999,910 to Baht 639,999,880 to reserve for stock dividend by issuing new ordinary shares amount 15,999,997 shares at par value of Baht 10.

With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For	33,709,218	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 7 To consider approving the amendment to Clause 4 of the memorandum of association of the Company to be consistent with the increase of registered capital.

The Chairman asked the Meeting to consider the amendment of the Memorandum of Association of the company to be in line with the increase of capital.

Resolved:- The Meeting considered and unanimously resolved to amend Clause 4 of the Memorandum of Association of the company to be in line with the increase of capital to be as follows;

“Clause 4 The registered capital of the company is Baht 639,999,880 (Six hundred thirty nine Million nine hundred ninety nine thousand eight hundred eighty). Divided into 63,999,988 shares (Sixty three Million nine hundred ninety nine thousand nine hundred eighty eight Shares) at a par value of Baht 10 per share (Ten Baht) divided into

Ordinary Shares of	63,999,988	shares(Sixty three Million nine hundred ninety nine thousand nine hundred eighty eight Shares)
Preferred Shares of	-	shares

With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For	33,709,218	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 8. To consider the allotment of new capital increase to reserve for stock dividend payment.

The Chairman asked the Meeting to consider the allotment of new capital increase to reserve for stock dividend payment.

Resolved:- The Meeting considered and unanimously resolved to allot new shares amount of 15,999,997 shares at par value of Baht 10 per share to reserve for stock dividend payment to shareholders of the company, whose names appear on the Company's share register book on March 16, 2009. This date is considered the "Record Date" to receive dividend payments. The share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled to be March 17, 2009, or at the ratio of 3 existing share to 1 share dividend. The Company's plan in case where there is a fraction of shares resulting from the issuance of share dividend. A fraction of shares resulting from the issuance of share dividend will be discarded. To ensure the equity of receiving dividend payment among shareholders, cash payment would be applied to compensate the discarded.

With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For	33,709,218	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 9. To consider the declaration of stock dividend and cash dividend of the fiscal year of 2008 performance.

The Chairman informed the Meeting that, according to the audited financial statements of the Company for the financial year ended December 31, 2008, the Company reported net profits of Baht 459,098,786. The Company has a policy to pay annual dividends of not less than fifty per cent of net profit after income tax.

However, by virtue of Section 116 of the Public Limited Company Act B.E. 2535, the Company shall allocate not less than five per cent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten per cent of the registered capital.

The Board of Director proposed to consider the allotment of the profits for 2008 as follows:-

1. The legal reserve of the Company has been provided up to 10 % of the registered capital. Thus, no need to provide any additional reserve.
2. Dividend payment, agree to propose for the approval of the stock and cash dividend payment for the fiscal year of 2008 to the shareholders totaling Baht 235,199,956 from the company's retain earning divided into 2 categories as follows;
 - A) The stock dividend amount 15,999,997 shares (Par value of Baht 10) totaling Baht 159,999,970.- or at the ratio of 3 existing share to 1 share dividend. Where the company has already registered an increase in capital, the company may pay stock dividends.
 - B) Cash dividend amount Baht 75,199,986.or at the ratio of Bath 1.57 per share divided into cash dividend payment at Baht 1.08 per share to reserve for withholding tax at Baht 0.49 per share.

Total amount of dividend paid Baht 4.90 per share. Detail as follows;

- Stock Dividend		3.33 Baht/share
- Cash Dividend		<u>1.57</u> Baht/share
For Withholding Tax payment divided into		
:- Less Withholding Tax (10%)	0.49	Baht/share
:- Cash Dividend	1.08	Baht/share
Total Dividend		<u>4.90</u> Baht/share

However, as to ensure that all shareholders are treated equally, the fraction (if any) shall be discarded and cash payment shall be applied to compensate the discarded fraction.

The above dividend payment would be paid to shareholders whose names appear on the Company's share register book on March 16, 2009. This date is considered the "Record Date" to receive dividend payments. The share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled to be March 17, 2009. The final dividend payment should be made on May 29, 2009.

The Chairman asked the Meeting to consider this.

Resolved:- The Meeting considered and unanimously approved the payment of dividend and the allotment of the profits to the reserve fund, as proposed by the Board of Director. With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For	33,709,218	Votes, equal to 100 %
Against	-Non-	Votes, equal to -
Abstain	-Non-	Votes, equal to -

Agenda 10 To consider the election of new directors in place of the retired directors by Rotation and their remuneration for year 2009.

The Chairman informed the Meeting that, pursuant to Section 71 of the Public Limited Company Act B.E. 2535 and Article 19 of the Articles of Association of the Company, one-third, or the nearest number, of the Board of Directors, shall retire from office each year. The retired directors may be re-elected.

The following directors will retire by rotation with effect from the date of the 1/2009 AGM: 1) Mr.Wanchai Kunanantakul, 2) Mr.Sittichai Kunanantakul, 3) Mr.Toshiaki Saito and 4) Mr.Akihiko Tsubouchi.

The CVs of the four directors who are to retire by rotation were attached to the Notice of this Meeting, which was sent to the shareholders before the date of this Meeting.

The selection of persons to serve on the Board of Directors of the Company is not made through the procedures of the Nominating Committee because the Company does not have a Nominating Committee. The selection process is at the discretion of the Board meeting,(exclusive of Nominated Directors), which will select suitable candidates whose qualifications meet the requirements provided under the Public Company Act and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company does not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board determines director's remuneration on the basis of the Company's operating results in the previous year and by comparing how the other operators in the same industry remunerate their directors.

The Board of Directors is of the opinion that the Shareholders should re-elect the above directors who retire by rotation to resume their positions because they are qualified according to the applicable laws. Furthermore, they have broad knowledge and experience which are beneficial to the Company.

- 1) Mr.Wanchai Kunanantakul (Chairman of the Board)
- 2) Mr.Sittichai Kunanantakul (Director)
- 3) Mr.Toshiaki Saito (Director)
- 4) Mr.Akihiko Tsubouchi. (Vice President)

And their remuneration for year 2009 to directors as follows:-

- Executive Director receive the remuneration (salary) not over than Baht 17,000,000.- (Thai Baht Seventeen Million) per year.

- Director who not receive salary, audit committee and Independent committee will receive meeting allowance at Baht 25,000.- a person a time.

The Chairman asked the Meeting to consider this. In addition, any directors holding the company's shares would not participate for the voting in this agenda as they were deemed to be interest persons.

Resolved:- The Meeting considered and unanimously resolved to appoint 1) Mr.Wanchai Kunanantakul, 2) Mr.Sittichai Kunanantakul, 3) Mr.Toshiaki Saito and 4) Mr.Akihiko Tsubouchi of the retired directors for another term, , to following detail of votes:

(1) Mr. Wanchai Kunanantakul (Chairman)

With the votes of the shareholders who attended the meeting and have the right to

vote as follow: For 33,060,738 Votes, equal to 98.07 %

Against -Non- Votes, equal to -

Abstain 648,480 Votes, equal to 1.93 %

(2) Mr.Sittichai Kunanantakul (Vice president)

With the votes of the shareholders who attended the meeting and have the right to

vote as follow: For 33,248,898 Votes, equal to 98.63 %

Against -Non- Votes, equal to -

Abstain 460,320 Votes, equal to 1.37 %

(3) Mr.Toshiaki Saito

With the votes of the shareholders who attended the meeting and have the right to

vote as follow: For 33,709,218 Votes, equal to 100 %

Against -Non- Votes, equal to -

Abstain -Non- Votes, equal to -

(4) Mr.Akihiko Tsubouchi

With the votes of the shareholders who attended the meeting and have the right to

vote as follow: For 33,709,218 Votes, equal to 100 %

Against -Non- Votes, equal to -

Abstain -Non- Votes, equal to -

And the meeting considered and unanimously resolved to pay the remuneration for year 2009 to directors as follows :-

- Executive Director receive the remuneration (salary) not over than Baht 17,000,000.- (Thai Baht Seventeen Million) per year.

With the votes of the shareholders who attended the meeting and have the right to vote as follow: For 32,109,858 Votes, equal to 95.26 %

Against -Non- Votes, equal to -

Abstain 1,599,360 Votes, equal to 4.74 %

- Director who not receive salary, audit committee and Independent committee will receive meeting allowance at Baht 25,000.- a person a time.

With the votes of the shareholders who attended the meeting and have the right to vote as follow: For 33,248,898 Votes, equal to 98.63 %

Against -Non- Votes, equal to -

Abstain 460,320 Votes, equal to 1.37 %

Agenda 11 To consider to appoint the new directors.

The Chairman informed the Meeting that, according to Notification of the Capital Market Supervisory Board, at least one third of the total company directors shall be independent directors, and in any cases, the number shall not be fewer than three. The Board of Directors therefore proposes the following persons as new directors by occupy the position of Independent Director and Audit Committee of the Company:

- Mr.Vichit Vuthisombutand - Assoc.Prof.Dr.Sucharit Koontanakulvong

Personal background of those Directors had been sent to the shareholders previously with the invitation letter .

The Chairman asked the Meeting to consider this.

Resolved:- The Meeting considered and unanimously approved an opinion that Mr.Vichit Vuthisombutand, Assoc.Prof.Dr.Sucharit Koontanakulvong be appointed as new directors by occupy the position of Independent Director and Audit Committee of the Company. , to following detail of votes:

(1) Mr.Vichit Vuthisombutand

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

For 33,709,218 Votes, equal to 100 %

Against -Non- Votes, equal to -

Abstain -Non- Votes, equal to -

(2) Assoc.Prof.Dr.Sucharit Koontanakulvong

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

For 33,709,218 Votes, equal to 100 %

Against -Non- Votes, equal to -

Abstain -Non- Votes, equal to -

Agenda 12 To consider the appointment of auditor and fixing his remuneration.

The Board of Directors, by suggestion of the Audit Committee, proposed the Meeting to consider the appointment of the Company's auditors and to fix their remuneration.

Resolved :- The Meeting considered and unanimously resolved to appoint

Mr.Somckid Tiatrapul holding licence No. 2785 or

Ms.Sumalee Chokdeeanant holding licence No. 3322

from Grant Thornton Ltd. as the Company's auditors and to fix their remuneration at Baht 1,100,000 (Baht One Million One hundred Thousand only) per year.

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

For 33,709,218 Votes, equal to 100 %

Against -Non- Votes, equal to -

Abstain -Non- Votes, equal to -

Agenda 13 To consider for approval of the amendment to Article 9 of Article of Association of the Company regarding the share repurchases.

The Chairman asked the Secretary to present details of this agenda to the Meeting. The Secretary reported that, in compliance with the Notification of the Board of Governors of the Stock Exchange of Thailand on respect of disclosure of information and other acts of a listed company in the case that a list company repurchase their own shares and disposes of such repurchased shares, 2001 in clause 3/1 “ The repurchase of shares of a listed company shall require an approval of its shareholders, except where the amount of repurchase of those shares is not in excess of 10 percent of the paid-up capital, a listed company may prescribe in the articles of association of the listed company that it shall be the authority of the board of directors of the listed company to approve such repurchase of shares.” (Added March 22, 2002 & November 19, 2008)

The board of Directors deems it appropriate to propose the amendment to chapter 2 Article 9 of the Article of Association of the Company in respect of share repurchases in order to comply with the Notification of the Stock Exchange of Thailand as follows:

“Chapter 2 Article 9 of the Articles of Association.

Clause 9. The company shall not own the shares or accept its shares as pledge, except in these following cases;

1. The company may re-purchase the shares from the shareholders who vote not in favor of the resolution of the shareholders’ meeting giving a consent to the amendment of the article of association regarding the rights of voting and the rights to obtain the dividend since those shareholders who vote not in favor of such resolution think it is not fair for them.

2. The company may re-purchase the shares for the purpose of the financial management in case the company has a cumulative profit and the excessive liquidity and such potential re-purchase shall not cause the financial trouble to the company. Such re-purchase by the company shall obtain the consent from the meeting of the shareholders, except in case the company re-purchase the amount of shares not more than 10 percent of the paid-up capital, such re-purchase shall obtain the approval of the company’s board of directors.

The shares being held by the company due to such re-purchase shall not be deemed as a part of the quorum of the meeting of the shareholders and have no right to vote and no right to obtain the dividend. The re-purchase of shares, the sale of the re-purchased shares and the revocation of the re-purchased shares shall be subject to the rules and procedures designated in the applicable laws on the limited public company and the applicable on securities and Stock Exchange of Thailand.”

The Chairman summarized that the main content of the addition was that the board of directors could approve the number of shares to be purchased back at the maximum of not over 10 % of the paid-up capital. If it was not indicated in the regulations, the share buyback was required to be approved by the meeting of shareholders only. The change was made to keep the company ready for the fluctuating market and in accordance with the Notification of the Stock Exchange of Thailand.

The Chairman additionally clarified that at present the Company had no plan to buy back its shares but it was needed to add such regulations in compliance with the principles of the Stock Exchange and in response to the conditions of the Stock Exchange in the future. But if there was a share repurchase, the Company would strictly disclose the information in accordance with rules and regulations.

The Chairman asked the Meeting to consider this.

Resolved:- The Meeting considered and unanimously approved the amendment to chapter 2 Article 9 of the Article of Association of the Company in respect of share repurchases in order to comply with the Notification of the Stock Exchange of Thailand, as proposed by the Board of Director. With the votes of the shareholders who attended the meeting and have the right to vote as follows:

For 33,709,218 Votes, equal to 100 % (against and abstain -Non-)

Agenda 14 To acknowledge the appointment of the Audit Committee.

The Chairman informed the Meeting that from the Board of Directors’ Meeting No.1/2007 held on February 28, 2007 to meeting held the consensus to elect Mr.Pongsak Angsupun, Mr.Pisal Khongsamran and Mr.Wicharn Kwanchandr to be Audit Committee period of 2 - year - term which will be ended on March 19, 2009.

The Board of Directors' Meeting No.1/2009 held on February 26, 2009 resolved to appoint the Audit Committee and Independent director as follow :-

The member of the committee include :-

1. Mr.Pongsak Angsupun Audit Committee Chairman and Independent director.
2. Mr.Pisal Khongsamran Audit Committee Member and Independent director.
3. Mr.Wicharn Kwanchandr Audit Committee Member and Independent director.

And agenda 11 of this Shareholders' Meeting resolved to appoint Audit Committee and Independent director to 2 additional people as follow :-

4. Mr.Vichit Vuthisombut Audit Committee Member and Independent director.
5. Assoc.Prof. Dr.Suchari Koontanakulvong Audit Committee Member and

Independent director.

The period of service for members is as follows :-

Audit Committee Chairman 2 years from March 19, 2009 onward

Audit Committee Member 2 years from March 19, 2009 onward

(including the appointment and the withdrawal of audit committee members.)

Scopes of duties and responsibilities :-

An audit committee has the duties as delegated by the Company's board of directors, as follows:

(1) to review the Company's financial reporting process to ensure that it is accurate and adequate;

(2) to review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;

(3) to review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

(4) to consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

(5) to review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

(6) to prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:

- (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
- (b) an opinion on the adequacy of the Company's internal control system,
- (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
- (d) an opinion on the suitability of an auditor,
- (e) an opinion on the transactions that may lead to conflicts of interests,
- (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
- (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
- (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

(7) to perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

The Meeting considered and acknowledged the appointment of the Audit Committee and Independent Director.

Agenda 15 To consider other matters (if any)

There being no other business to consider, the Chairman declared the Meeting adjourned at 17.00 hours.

(Signed) _____

(Mr. Surapol Kunanantakul)

Chairman of the Meeting

Certified by

_____ Director

(Mr. Mr. Surasak Kunanantakul)

_____ Director

(Mr.Akihiko Tsubouchi)