

AT.T.23/2008

April 22, 2008

Re : Resolution of 29th Annual General Meeting
To : Managing Director
Security Exchange of Thailand

Attached please find the resolution of 29th Annual General Meeting held on April 22nd, 2007 at 15.00 o'clock in Chao Phaya No. 1 Room, Montien Riverside Hotel, 372 Rama III Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120. Details of the resolution are as follows :

1. Certification of Minute of the 28th General Meeting of Shareholders held on April 23, 2007 with unanimously approval 88,701,404 votes.
2. Acknowledgement of the Board of Director's report on 2007 Company's performance.
3. Approval of the financial statement ending December 31st, 2007 with unanimously approval 88,701,404 votes.
4. Approval of profit appropriation and dividend payment for 2007 as follows:
 - Legal Reserve None Baht
 - Approval of dividend payment for 2007 at 0.75 baht per share totaling 77,616,750.00 baht (Seventy seven million six hundred sixteen thousand seven hundred fifty baht). The dividend payment will be made on May 21, 2008.
 - Unappropriated retained Earning C/F 538,094,286.12 Baht (Five hundred thirty eight million ninety four thousand two hundred eighty six baht and twelve stang.)The meeting has passed the above resolution with unanimously approval 88,701,404 votes.

5. Appointment of directors to succeed those retiring upon term completion, approval to increase director post, and approval of directors' remuneration.
 - 5.1 Approved the re-election of 4 Directors who must retire to be Directors for another term with following vote :
 1. Mr.Thirasak Vikitset. The meeting has passed the above resolution with unanimously approval 88,705,704 votes
 2. Mrs.Srisuke Pohmakotr. The meeting has passed the above resolution with unanimously approval 88,705,704 votes
 3. Mrs.Teerada Ambhanwong. The meeting has passed the above resolution with unanimously approval 88,705,704 votes
 4. Mrs.Pradittha Chongwattana. The meeting has passed the above resolution with unanimously approval 88,705,704 votes

- 5.2 Approval to increase director post to appoint Mr. Surong Ongkosit per proposal with unanimously approval 88,705,704 votes.

Therefore, directors of the company in 2008 will be increased from 12 to 13 as per listed below :

- | | | | |
|----------------------|---------------|-------------------|--------------|
| 1. Mr.Boonkeit | Chokwatana | 2. Mrs.Tipaporn | Chokwatana |
| 3. Mr.Thirasak | Vikitset | 4. Dr.Atthakorn | Glinkwamdee |
| 5. Lt.Gen.Sucheeep | Kitvaree | 6. Mrs.Srisuke | Pohmakotr |
| 7. Mrs.Kaewta | Ongsaranakom | 8. Prof.Dr.Malyn | Chulasiri |
| 9. Mrs.Chitraporn | Vikitset | 10. Mrs.Teerada | Ambhanwong |
| 11. Mr.Khachornsakdi | Vanarateseath | 12. Mrs.Pradittha | Chongwattana |
| 13. Mr.Surong | Ongkosit | | |

By having Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, Mrs.Teerada Ambhanwong are Audit Committee.

5.3 Director's remuneration.

The meeting unanimously approved having the company to pay director fee not to exceed 10 million baht as:

- Meeting fees – only for those directors who attend the meeting.
- Annual directors fees – to be paid to every director by having remuneration committee to consider and propose to the Board of Directors.

So, the remuneration must not exceed approval amount approved at the General Shareholders meeting.

The meeting has passed the above resolution with unanimously approval 88,705,704 votes.

6. The meeting approved the appointment of Mr.Chaiyakorn Aunpitipongsa Certified Public Accountants Registration No. 3196 and/or Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202 of Dr.Virach & Associates Certified Public Accounts, as auditor(s) of the company for the year 2008 and fix the audit fees as follows :

- Attest fees – Quarter 1,2,3	145,000 baht per quarter	435,000 Baht
- Audit fees – Year end as of December 31, 2008		420,000 Baht
- Audit fee of the 3 subsidiary companies		448,000 Baht
Total		1.303,000 Baht

So, the proposed auditors have no relation or no gain and loss with the Company / affiliated companies/ executives / major shareowners or the above related mentioned persons. The auditors of the 3 affiliated companies are auditors from office of Dr.Virach & Associates which is the same auditing firm with S&J.

The meeting has passed the above resolution with unanimously approval 88,705,704 votes.

7. Approval of the additional of the memorandum of association No. 3 with adding objectives of the company as follows :

"No. 48 To pledge and acquire mortgage on movable assets. To pledge both fixed and movable assets and to acquire mortgage as collateral for company employees. To acquire mortgage as guarantee for payment. Acquire securities as collateral in doing business or else but not doing as credit foncier business."

The meeting has passed the above resolution with unanimously approval 88,705,704 votes.

Please be informed and kindly post the above informations.

Sincerely yours,

(Mrs.Srisuke Pohmakotr)
Director

Registra Dept.
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