

(Translation)

**Minutes of the 2008 Annual General Meeting of Shareholders**

**of**

**Thai Factory Development Public Company Limited (TFD)**

**Time and Place**

The Meeting was held on 25 April 2008 at 10.00 hours at Din Daeng Room, P4<sup>th</sup> Floor, Princeton Park Suite Co., Ltd., at No. 3, Mittr Maitree Road, Kwaeng Dindaeng, Khet Dindaeng, Bangkok

**Start of the Meeting**

Dr. Sunthorn Sathirathai, Chairman of the Board, informed the Meeting that 60 shareholders attended the Meeting themselves and by proxy, totaling 515,094,935 shares or 80.79 percent of all shares, which formed a quorum (all shares referred to 637,598,035 shares totaling sold). In addition, there were shareholders attending the Meeting after it started.

The Chairman announced the Meeting opened to discuss matters according to the following meeting agendas:

The Chairman assigned Mrs. Siriporn Pinprayong, the Company Secretary reported to the Shareholders, the proposing of 2008 Annual General Meeting Agenda and Qualified Candidate for Directorship as follows.

According to the Company offered the right to shareholders to propose 2008 Annual General Meeting Agenda and Qualified Candidate for Directorship. In order to recognize a good corporate governance promotion and for the purpose of an equitable and fair treatment to all shareholders with the criteria and procedure as announced on the Company's website since 14 November 2007 by filling the form "The propose Agenda to the 2008 Annual General Meeting of Shareholders", send via E-mail or facsimile, and also the original form together with other supporting documents as required by the Company within December 31, 2007. It appeared that there were no shareholders exercised their right. The meeting therefore will proceed as follow by the meeting agendas which had already been sent to the shareholders.

After that, there were introduced nine company board of directors, four executives, and four attendants as follow;

Board of Directors (nine directors)

1. Dr. Sunthorn	Sathirathai	Independent Director and Chairman
2. Mr. Prasong	Vara-ratanakul	Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman
3. Mr. Sommart	Sangkhasap	Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee
4. Mr. Nan	Kitjalaksana	Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee
5. Mr. Chaisith	Viriyamettakul	Director
6. Mr. Apichai	Taechaubol	Director, Executive Chairman and Managing Director
7. Mr. Thavatchai	Jiaravudthi	Executive Director and Deputy Managing Director
8. Mr. Gumpol	Tiyarat	Executive Director and Deputy Managing Director
9. Mr. Anukul	Ubonnuch	Executive Director and Deputy Managing Director

Executives (Four)

1. Mr. Suchat	Pornpacharapong	Assistant Managing Director, Finance
2. Mrs. Vilai (Not present due to her leave)	S. Ngow	Assistant Managing Director, Business Development Department – Industrials
3. Ms. Supanee	Soda	Assistant Managing Director, Business Development Department - Condominiums
4. Mrs. Siriporn	Pinprayong	Assistant Managing Director, Administration Information Technology and Company Secretary

Attendees (Four)

1. Ms. Arada	Puntawong	Auditor Ernst & Young Office Limited
2. Mrs. Vilairat	Rojnakarin	Auditor Office of DIA International Auditing
3. Mr. Narongpole	Lamaigast	The Solicitor
4. Mr. Thumrong	Chientachakul	The Financial Advisor

The Secretary to the Meeting explained voting procedures at this Meeting as follows.

At the AGM, voting ballots were provided for every agenda. One share was equal to one vote. In each agenda, if no shareholder disagreed or abstained from voting, shareholders shall be considered unanimously resolving to adopt the agenda as suggested by the Chairman. However, should a shareholder disagree or would like to abstain from voting, he/she was asked to raise his hand and cast a vote in a distributed ballot where shareholder's name and number of shares held thereby shall be written. The ballot shall be handed over to staff for counting purpose, the result of which will be later notified to the Meeting.

The Company would record votes of agree, disagree or abstain by shareholders who had appointed a proxy to attend the Meeting on their behalf and who had already voted in a ballot in the registration of meeting resolution based on each meeting agenda.

**Agenda 1. To adopt the Minutes of the 2007 Annual General Meeting of Shareholders (AGM) held on 26 April 2007**

The Chairman submitted the Minutes of the 2007 AGM held on 26 April 2007 for the Meeting to approve.

**Resolved:** Having considered the matter, the Meeting deemed that it was true and unanimously resolved to adopt the Minutes of the 2007 AGM held on 26 April 2007 as follows:

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved:       -       votes or   -   percent of the total shares held by shareholders attending the meeting

Abstained:       -       votes or   -   percent of the total shares held by shareholders attending the meeting

**Agenda 2: To acknowledge the report of the Company's 2007 operation results**

The Chairman submitted the Board of Directors' annual report to the Meeting and asked Mr. Apichai Taechaubol, Managing Director, to report TFD's 2007 operation results to shareholders as follows.

In 2007, the Company performance was largely unchanged from 2006, recorded a total income of Baht 562.90 million and a net profit of Baht 45.18 million as compared to a total income of Baht 411.69 million and a net profit of Baht 65.49 million a year before. However, the Company was still able to continue paying a dividend to its shareholders.

Despite the economic slowdown in 2007, we never faltered. TFD still committed to strengthen our business. We established the TFD Industrial Estate at an intersection between the Motorway and the Bangpakong-Chachaengsao Highway at Tha Sa-an Sub-District, Muang District, Chachaengsao Province. This is the first industrial estate that we developed and set up when we signed a joint venture agreement to

develop the TFD Industrial Estate with the Industrial Estate Authority of Thailand (IEAT) on 11 May 2007. At present, the project is in its first-phase development on an area of a little more than 300 *rai*. Design has been made and infrastructure such as road, draining and utility systems has been mostly constructed. We expect to start selling the project by Q2 this year.

Aside from industrial estate development, we also develop high-rise buildings as either a residential or an office building. One of the projects is the “59 Heritage,” a two-building project of 12 stories and 27 stories, respectively. We have been able to sell 60 percent of its saleable areas. In Q3, we will start developing a land on Rajdamri Road in Soi Mahadlekluang 2 as a residential condominium as another source of our income.

We would like to inform you that when developing either an industrial estate project or a high-rise building, we commit to a quality management process. That’s why our management is setting up clear procedures with a control system to effectively reduce repetitive work that is eventually translated into a reduction of operating costs and expenses. The management introduced the ISO 9001-2000 to increase our efficiency and we have been certified by Tuv Nord (Thailand) Co., Ltd. since 21 December 2007.

We truly believe that despite roadblocks and obstacles, we have been able to overcome with resilience. In 2008, having been through a period of political intensity, Thailand has got a new democratically-elected government. Foreign investors are having confidence in the country’s political stability and start to come back. 2008 should be a golden year for us because our products are ready for sale at the moment the Thai economy is on the rise.

Details appeared in the Company’s Annual Report accompanying the invitation letter to the annual shareholders meeting earlier submitted to the shareholders.

**Resolved:** The Meeting, acknowledging the matter, unanimously resolved to adopt the Annual Report of the Board of Directors and results of the 2007 operation results with the following votes:

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved:       -       votes or - percent of the total shares held by shareholders attending the meeting

Abstained:       -       votes or - percent of the total shares held by shareholders attending the meeting

### **Agenda 3: To consider and approve the Balance Sheet and the Statements of Income for the Year that Ended 31 December 2007**

The Chairman asked the Meeting to consider the Balance Sheet and the Statements of Income for the year that ended 31 December 2007 already audited and certified true and correct by the auditor and reviewed by the Audit Committee, details of which are in the Annual Report, Page 35-38

**Resolved:** The Meeting, having considered the matter, unanimously resolved to adopt the Balance Sheet and the Statements of Income for the year that ended 31 December 2007 with the following votes:

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved:        -        votes or    percent of the total shares held by shareholders attending the meeting

Abstained:        -        votes or    percent of the total shares held by shareholders attending the meeting

**Agenda 4: To consider and approve the allocation of the 2007 profit and payment of dividend**

The Chairman assigned Mr. Apichai Taechaubol, Managing Director, to report about the allocation of the 2007 profit and a dividend payment for the Meeting to approve.

Mr. Apichai Taechaubol informed the Meeting as follows, according to Clause 41 of the Company's Articles of Association, the Company was to allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reached no less than 10 per cent of its registered capital. In addition, Clause 40 of the Company's dividend payment policy also prohibited any split of other types of money to be paid as dividend unless it was a profit. In case the Company still suffered from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend was subject to approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company had enough profit to do so before reporting the Shareholders' Meeting at a subsequent meeting. (Details of Dividend payments of the past year appeared on Page 3 of an invitation letter to attending the Meeting already distributed to shareholders.)

At the year ended of 2007, the Company net profit was Baht 45,185,088. According to the Company's dividend payment policy, it is to pay no less than 60 percent of its annual net profit as dividend. Having considered the matter, the Board of Directors deems appropriate that the AGM approve the payment of dividend out of the 2007 operating results at the rate of Baht 0.05 per share. The closing date of the registration book for the right to receive 2007 dividend is scheduled on 7 May 2008 at 12.00 hours. Dividend payment is scheduled on 23 May 2008. The Shareholders' Meeting may consider approving no less than five per cent of the Company's net profit in 2007 as statutory reserves, totaling an amount of Baht 2,310,000.

**Resolved:** The Meeting, having considered the matter as follows.

Unanimously resolved to approve the statutory reserves totaling 5 percent of the net profit, which was equivalent to Baht 2,310,000, with the following votes:

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: - votes or - percent of the total shares held by shareholders attending the meeting

Resolved with a majority vote to approve an annual dividend payment for operations as of the year ended 31 December 2007 to shareholders holding 637,598,035 shares at Baht 0.05 per share (Five Satang), totaling Baht 31,879,901.75 (Thirty one million, eight hundred and seventy nine thousand, nine hundred and one Baht and seventy-five Satang) where the closing date of the registration book for the right to receive 2007 dividend was scheduled on 7 May 2008 at 12.00 hours and the dividend was scheduled to be paid on 23 May 2008, with the following votes:

Approved: 377,353,835 votes or 73.26 percent of the total shares held by shareholders attending the meeting

Disapproved: 34,701,900 votes or 6.74 percent of the total shares held by shareholders attending the meeting

Abstained: 103,039,200 votes or 20.00 percent of the total shares held by shareholders attending the meeting

#### **Agenda 5: To consider and elect directors to replace those resigning on rotation**

The Chairman assigned Mr. Prasong Vara-ratanakul, Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman reported to the Meeting that according to Clause 17 of the Company's Articles of Association, one-third of directors shall be retired on rotation at the 2008 AGM. If the number of directors cannot be directly divided into one-third, the closet number of one-third shall retire on rotation in the first year while there shall be a lottery-drawing on the second year to determine who would retire. For subsequent year, directors who had been in the office for the longest period shall resign on rotation. Directors can be re-elected.

This year, directors who had been in the office for the longest period shall resign on rotation are as follows:

1. Dr. Sunthorn Sathirathai
2. Mr. Apichai Taechaubol
3. Mr. Nan Kitjalaksana

The Corporate Governance, Nomination and Remuneration Committee excluding directors having an interest in this Agenda, having considered the matter, deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, visionary and have worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. Details of their backgrounds and performances are in Attached 3.

The Meeting was asked to re-elect the three directors who shall retire on rotation in 2008 for another term as they were competent and knowledgeable and therefore would benefit the Company's operation.

**Shareholders:** Mr. Somsak Saeunk, a proxy of Mr. Chatwivat Klumkomol, who holds 7,000,000 shares, proposed to the Meeting to re-elect Dr. Sunthorn Sathirathai, Mr. Apichai Taechaubol and Mr. Nan Kitjalaksana as the Company's directors for another term.

**Resolved:** The Meeting, having considered the matter, unanimously resolved to re-elect the three directors resigning on rotation as the Company's directors for another term as follows:

1. Dr. Sunthorn Sathirathai

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: - votes or - percent of the total shares held by shareholders attending the meeting

2. Mr. Apichai Taechaubol

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: - votes or - percent of the total shares held by shareholders attending the meeting

3. Mr. Nan Kitjalaksana

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved: - votes or - percent of the total shares held by shareholders attending the meeting

Abstained: - votes or - percent of the total shares held by shareholders attending the meeting

In 2008, the Company had a total of nine directors as follows.

- |                 |                |   |
|-----------------|----------------|---|
| 1. Dr. Sunthorn | Sathirathai    | Independent Director and Chairman   |
| 2. Mr. Prasong  | Vara-ratanakul | Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman |

3. Mr. Sommart	Sangkhasap	Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee
4. Mr. Nan	Kitjalaksana	Independent Director, Audit Committee Member and Corporate Governance, Nomination and Remuneration Committee
5. Mr. Chaisith	Viriyamettakul	Director
6. Mr. Apichai	Taechaubol	Director, Executive Chairman and Managing Director
7. Mr. Thavatchai	Jiaravudthi	Executive Director and Deputy Managing Director
8. Mr. Gumpol	Tiyarat	Executive Director and Deputy Managing Director
9. Mr. Anukul	Ubonnuch	Executive Director and Deputy Managing Director

#### **Agenda 6: To determine director's remuneration**

The Chairman informed the Meeting, the 2007 AGM approved Baht 4,500,000 per year as remunerations for directors whereby the Board of Directors was authorized to allocate such remunerations to each director. In 2008, the Board determined such remunerations based on what the Corporate Governance, Nomination and Remuneration Committee had proposed by taking into consideration their responsibility, scopes of work and duties as well as rationale and benefits the Company would get from the directors to attract and keep quality directors as required. The Board therefore deems appropriate to propose the AGM to additional pay directors for a total of Baht 6,000,000 per year.

Details of the remuneration of each director, scopes of work of the Board of Directors, the Audit Committee, and the Corporate Governance, Nomination and Remuneration Committee appeared in Page 90 and Page 22 of the 2007 Annual Report respectively.

The AGM was asked to approve a total of Baht 6,000,000 per year as director's remuneration whereby the Board shall allocate the remuneration to each director.

**Resolved:** The Meeting, considered the matter, unanimously resolved to approve Baht 6,000,000 per year as director's remunerations whereby the Board of Directors has authorized to allocate the remuneration to each director with the following votes:

Approved: 515,094,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved:        -        votes or    -    percent of the total shares held by shareholders attending the meeting

Abstained:        -        votes or    -    percent of the total shares held by shareholders attending the meeting



During the discussion of this agenda, four more shareholders totaling 1,128,000 shares had attended into the Meeting. Consequently, the total of 64 shareholders holding 516,222,935 shares attended the Meeting.

#### **Agenda 7: To appoint the auditor and to determine the auditor's fees**

The Chairman assigned Mr. Prasong Vara-ratanakul, Independent Director, Audit Committee Chairman and Corporate Governance, Nomination and Remuneration Chairman, reported about the appointment of auditor and auditing fee to the meeting for consideration and approval.

To comply with the Public Limited Company Act which requires the AGM to appoint an auditor and to determine an auditing fee every year and in compliance with the SEC's requirement Re: Change of auditor every five accounting years and through a proposal made by the Audit Committee, the Board of Directors, deems appropriate to propose to the AGM to appoint auditors from Office of DIA International Auditing as auditor of the Company and its subsidiaries for 2008 to replace Ernst & Young Co., Ltd. which had been the Company's auditor for nine years from 1999-2007 where either of the following auditors shall audit and express opinions to the Company's financial statements:

- |                                |                  |
|--------------------------------|------------------|
| 1. Mrs. Suvimol Krittayakiern  | CPA No. 2982; or |
| 2. Mrs. Vilairat Rojnakaran    | CPA No. 3104; or |
| 3. Ms. Somjintana Pholhirunrat | CPA No. 5599     |

The 2008 auditing fee is Baht 780,000 per year, decreased from 2007's Baht 840,000 per year. Office of DIA International Auditing also audits two subsidiaries; namely, Princeton Park Suites Co., Ltd. and Total Industrial Services Co., Ltd. The auditing fee of the two subsidiaries is Baht 570,000 per year. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company. Nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

**Resolved:** The Meeting, having considered the matter, unanimously resolved to appoint the Office of DIA International Auditing by Mrs. Suvimol Krittayakiern, CPA No. 2982; and/or Mrs. Vilairat Rojnakaran, CPA No. 3104; and/or Ms. Somjintana Pholhirunrat, CPA No. 5599 as the Company's 2008 auditor for Baht 780,000 per year, with the following votes:

Approved: 516,222,935 votes or 100 percent of the total shares held by shareholders attending the meeting

Disapproved:        -        votes or    percent of the total shares held by shareholders attending the meeting

Abstained:        -        votes or    percent of the total shares held by shareholders attending the meeting

#### **Agenda 8: Other matters (if any)**

The Chairman asked if any shareholder would like to submit other matters to the Meeting or if anyone had any question. Since there was no further matter to discuss or

question from shareholders, the Chairman expressed his appreciation to shareholders who attended the Meeting and announced the Meeting adjourned.

The Meeting was adjourned at 12.00 hours.

Chairman of the Meeting

Dr. Sunthorn Sathirathai