

Lohakit Metal Public Company Limited
66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Bangkok 10130
Tel : (662) 673-9559 Fax : (662) 673-9577-8 www.lohakit.co.th
Public Company Registration No. 0107548000315

June 23, 2008

Subject Notice of the Annual General Meeting of Shareholders for the year 2008

To All Shareholders

- Enclosures:**
1. A copy of the Minutes of the Extraordinary Meeting of Shareholders No. 2/2007
 2. Annual report of the year 2007, including the balance sheet, profit and loss statement, cash flow statements, which ended on March 31, 2007, and the auditor's report.
 3. Supporting Document for Agenda 5 : Information on retired directors by rotation, and who proposed to be re-elected
 4. Proxy form B
 5. List of documents or other evidences required to confirm eligibility to attend the meeting.
 6. Name List and Details of Independent Director
 7. Articles of Association of the Company concerning the shareholders' meeting
 8. A location map of the Shareholder Meeting's venue

The Board of Directors of Lohakit Metal Public Company Limited has resolved that the Annual General Meeting of Shareholders for the year 2008 will be called and held at 2.00 p.m. on July 23rd, 2008 at Pinnacle Room 4-5, Intercontinental Hotel, 973 Ploenchit Rd., Lumpini Bangkok 10330. The meeting agenda is as follows:

Agenda 1 **Consideration to certify the Minutes of the Extraordinary Meeting of Shareholders No. 2/2007.**

Board's Opinion: The Board confirms that the Minutes of the Extraordinary Meeting of Shareholders No. 2/2007, as appeared in Enclosure 1, is accurate and will be proposed for further certification by the Shareholders Meeting.

Agenda 2 **Consideration to acknowledge the Company's operating report, which ended on March 31, 2008.**

Board's Opinion: The Board recommends the Company's operating report, which ended on March 31, 2008, to be further acknowledged by the Shareholder Meeting. Details of the report as appeared in the Company's Annual Report of the year 2007, Enclosure 2.

Agenda 3 **Consideration to approve the Company's Financial Statement, consisting of Balance Sheet, Income Statement, and Cash Flow Statement, which ended on March 31, 2008 and the auditor's report.**

Board's Opinion: The Board recommends that the Financial Statement, consisting of Balance Sheet, Profit and Loss Statement, and Cash Flow Statement which ended on March 31, 2008 and the auditor's

report, be propose for further approval by the Shareholder Meeting.

Agenda 4 Consideration to approve the allocation of profit and dividend payment

Board's Opinion: The net profit of the Company as of March 31, 2008, was Baht 90,586,674. The Board recommends to propose the Shareholders Meeting to approve the dividend payment for the Company's 2007 operating results at Baht 0.14 per share. The total amount of dividend paid to the shareholders will be Baht 44,800,000. Furthermore, on March 13, 2008 the Company has already allocated the interim payment of the first 6 months, which ended on September 30, 2007, in the amount of Baht 0.07 per share. Therefore, the remaining dividend in the amount of Baht 0.07 per share, totaling Baht 22,400,000, will be paid on August 13, 2008 to the shareholders registered in the Company Share Register on July 3, 2008.

Agenda 5 Consideration for appointment of directors in replacement of those retired by rotation and determination the authorized directors

Board's Opinion:

5.1 The Board recommends that the following retiring directors be re-elected:

- (1) Mr. Wanchai Umpungart
- (2) Mr. Anurut Vongvanij
- (3) Mr. Lert Nitheranont

Details of age, educational background, work experience, are as appeared in Enclosure 3.

The election of Company's directors is to be determined by a majority of votes in accordance with the Articles of Association of the Company.

5.2 The Authority of directors should be retained as follows:

“Mr. Prasarn Akarapongpisak jointly signs with Mr. Somnuik Thanasarn or Mr. Anan Manatchinapisit and affix the Company's seal.”

Agenda 6 Consideration for payment of directors' remuneration for the year 2008.

Board's Opinion: The Board recommends the Shareholders Meeting to approve the designation of directors' remuneration in the same amount as of the year 2007 as follows:

- (1) Remuneration of the Meeting for the Board of directors
 - Baht 20,000 per Meeting for Chairman of the Board.
 - Baht 10,000 per person / Meeting for Director.
- (2) Remuneration of the Meeting for the Audit Committee
 - Baht 20,000 per Meeting for Chairman of Audit Committee
 - Baht 10,000 per person / Meeting for Audit Committee
- (3) Bonus shall not exceed Baht 4,000,000 and assigned the Board of Directors to allocate.

Agenda 7 **Consideration for appointment of Company's auditor and approval of auditors' fee for the year 2008.**

Board's Opinion: The Board recommends that the following auditors from Ernst & Young Office Ltd. shall be proposed for appointment by the Shareholders Meeting:

1. Ms. Sumalee Reevarabandith
C.P.A. License No. 3970
2. Mr. Sophon Permsirivallop
C.P.A. License No. 3198
3. Mrs. Nonglak Poumnoi
C.P.A. License No. 4172

Anyone of the above may carry out the work for the company. The auditor's fee for annual audit would be 750,000 Baht, the quarter review would be Baht 120,000, totaling of Baht 1,110,000.

Agenda 8 **Consideration on other business, (if any)**

The Company's share register book will be closed at 12.00 a.m. on July 3, 2008 in order to determine those shareholders who will be eligible to attend and vote at the meeting and receive the dividend until the Annual General Meeting of Shareholders for the year 2008 is finished.

Kindly attend the meeting on the date, time and place as specified above. If you are unable to attend the meeting, you may appoint :

- | | |
|---------------------------|---|
| 1. Mr. Wanchai Umpungart | Independent Director, Chairman of the Board of Directors
Chairman of the Audit Committee |
| 2. Mr. Teera Na Wangkanai | Independent Director, Member of the Audit Committee |
| 3. Mr. Lert Nitheranont | Independent Director, Member of the Audit Committee |

or other person to attend and vote at the meeting on your behalf.

The Proxy Form B is enclosed herewith; please complete, sign and return the form to the Company at least one day before the meeting date, or hand in the completed and signed proxy to the Chairman of the Board or the designated person at the meeting on the meeting date.

Yours sincerely,



Mr. Wanchai Umpungart
Chairman
Lohakit Metal Public Company Limited

Lohakit Metal Public Comapny Limited

66/1 Moo 6, Soi Suksawad 76, Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130
 Tel : (662) 673-9559 Fax : (662) 673-9577-8 www.lohakit.co.th
 Public Company Registration No. 0107548000315

**The minute of the extraordinary general shareholder's meeting No. 2/2007 of
 Lohakit Metal Public Company Limited**

The meeting was convened on August 6, 2007, 10.00 a.m., at Seepraya Riverview building, 1st floor, 108/8 Yotha Road, Talad Noi sub-district, Sampantawong district, Bangkok with Mr. Prasarn Akarapongpisak acted as the chairman of the meeting.

The chairman declared that there were 4 shareholders presenting at the meeting by themselves and by proxy holding altogether 192,000,000 shares, equivalent to 80% of the paid-up shares, thereby constituting a quorum as per clause 39 of the Company's article of association. The chairman, consequently, declared the meeting open and considered the following agendas.

Agenda 1 To approve the minute of the ordinary general shareholder's meeting No. 1/2007

The chairman stated to the meeting that there is a misprinted information in agenda 5 of the minute of the shareholder's meeting No.1/2007 which was sent to the shareholders together with the invitation letter where none of the 3 directors who shall vacate the office including Mr. Prasarn Akarapongpisak, Mr. Kartchai Jamkajornkeiat and Mr. Teera Na Wangkanai were the member of the audit committee. The chairman, therefore, requested the revision of such misprinted information and proposed to the shareholder's meeting to approve the minute of the ordinary general shareholder's meeting No. 1/2007 dated June 29, 2007.

The meeting considered and unanimously approved the minute of the ordinary general shareholder's meeting No. 1/2007 where the agenda 5 shall be revised as follows:

“Agenda 5 To consider the nomination of the directors to replace the directors who retired by rotation.

The chairman declared to the meeting that according to clause 21 of the Company's article of association, one third of the total number of directors shall resign. Presently, the Company has 7 directors and the directors who have been in the post over the longest period include Mr. Prasarn Akarapongpitak, Mr. Kartchai Jamkajornkeiat and Mr. Teera Na Wangkanai. The chairman proposed the shareholder's meeting to re-elect those 3 directors to serve as the Company's directors for another period.

The board of directors deemed that the shareholder's meeting shall reelect those 3 directors to serve as the Company's directors for another period.

Therefore, the board of directors proposed the shareholder's meeting to consider.

The meeting considered and unanimously approved the reelection of the 3 directors as per the chairman's request.

Agenda 2 To approve the listing of the Company's ordinary shares on the Stock Exchange of Thailand

The chairman stated that with reference to the resolution passed by the extraordinary shareholder's meeting No. 2/2005 on March 31, 2005, the shareholder had

approved the Company to list the Company's 60 million shares on the Stock Exchange of Thailand. Mr. Prasarn Akarapongpisak and Mr. Prasert Akarapongpisak were authorized to sign on the listing agreement with the Stock Exchange of Thailand. Subsequently on November 21, 2006, Mr. Prasert Akarapongpisak resigned from the Company. On June 29, 2007, the ordinary general shareholder's meeting passed the resolution to offer 80 million shares from the capital increase to public upon the approval from the office of securities and exchange commission and the stock exchange of Thailand. Consequently, the chairman proposed the shareholder's meeting to consider and approve the listing of the Company's 80 million shares on the Stock Exchange of Thailand and the authorized person.

The meeting considered and unanimously approved to list the Company's shares of the Stock Exchange of Thailand and to authorize Mr. Prasarn Akarapongpisak to sign with Mr. Kartchai Jamkajornkeiat or Mr. Anan Manatchinapisit with the Company's seal in order to enter into the listing agreement and to perform any actions in accordance with rules, conditions and procedures specified by the Stock Exchange of Thailand for the listed companies.

Agenda 3 Other businesses (if any)

None of the Company's shareholders proposed any other agenda, consequently, the chairman declared the meeting adjourned at 10.30 a.m.

Yours faithfully,



Mr. Prasarn Akarapongpisak

Information on retired directors by rotation, and who proposed to be re-elected

Name/Surname	:	Mr. Wanchai Umpungart
Age	:	60 Years
Proposed Position	:	Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee
Educational Background	:	MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
	:	BA Accounting, Chulalongkorn University
Director Training	:	Thai Institute of Directors Association (IOD) Director Accreditation Program DAP 35/2005
Work Experience (within 5 years)	:	2002-2007 Managing Director Thai Herbal Products Co.,Ltd
	:	2002-2004 Managing Director Krung Thai Property Development Co.,Ltd.
Position in Director of the Board of the Company	:	Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee
(Years in director position with the Company)	:	(3 years : March 2005 – Present)
Meetings Attended Record	:	Board of Directors 6/6 (or 100%)
Shareholding in the Company	:	None (or 0% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Organizations (Non-listed Companies)		Position in other Organization that Compete with/related to The Company
	Number	Position	Number	Position	
Mr. Wanchai Umpungart	3	1. Independent Director, Member of Audit Committee, Muramoto Electron (Thailand) Public Company Limited 2. Independent Director, Chairman of the Audit Committee, Sahapattana Inter Holding Public Company Limited 3. Independent Director, Member of Audit Committee Thanulux Public Company Limite	4	1. Chairman of the Board of Directors Issarapab Enterprise Co., Ltd 2. Audit Sub-Committee, the Office of the National Research Council of Thailand 3. Director, Marketing Organization of Farmers 4. Honorable Committee, Office of Community Enterprise Promotion Board	- None -

Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years.

Type of relationship	Qualification
1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor	None
3. Having business relation that is material and could be barrier to independent judgement.	None

Information on retired directors by rotation, and who proposed to be re-elected

Name/Surname	:	Mr. Anurut Vongvanij
Age	:	46 Years
Proposed Position	:	Director of the Board
Educational Background	:	MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University : B.A. in Economics and Political Science Hawaii University, Hawaii, U.S.A.
Director Training	:	Thai Institute of Directors Association (IOD) Director Certification Program DCP 41/2004
Position in Director of the Board of the Company (Years in director position with the Company)	:	Director of the Board (3 years : March 2005 – Present)
Meetings Attended Record	:	Board of Directors 6/6 (or 100%)
Shareholding in the Company	:	None (or 0% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Organizations (Non-listed Companies)		Position in other Organization that Compete with/related to The Company
	Number	Position	Number	Position	
Mr. Anurut Vongvanij	-	None	2	1. President, The British Dispensary (L.P.) Co.,Ltd. 2. President, VongVanij Holding Co., Ltd.	None

Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years.

Type of relationship	Qualification
1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor	None
3. Having business relation that is material and could be barrier to independant judgement.	None

Information on retired directors by rotation, and who proposed to be re-elected

Name/Surname	:	Mr. Lert Nitheranont
Age	:	46 Years
Proposed Position	:	Independent Director, Member of the Audit Committee
Educational Background	:	Master of Business Administration (International Business) University of Southern, California, U.S.A : Bachelor of Science Mechanical Engineering and Applied Mechanical University of Pennsylvania, U.S.A
Director Training	:	Thai Institute of Directors Association (IOD) Director Accreditation Program DAP 35/2005
Position in Director of the Board of the Company (Years in director position with the Company)	:	Independent Director, Member of the Audit Committee (3 years : March 2005 – Present)
Meetings Attended Record	:	Board of Directors 6/6 (or 100%)
Shareholding in the Company	:	210,700 shares (or 0.066% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Organizations (Non-listed Companies)		Position in other Organization that Compete with/related to The Company
	Number	Position	Number	Position	
Mr. Lert Nitheranont	-	None	6	1. Director of the Board, Crane Today (Asia) Co., Ltd. 2. Director of the Board, Thai Delights Group Co., Ltd. 3. Director of the Board, Ruka Co., Ltd. 4. Director of the Board, Royal Concord Intertrade Co., Ltd. 5. Director of the Board, Eco-Tex (Thailand) Co., Ltd. 6. Director of the Board, M & R Textiles Co., Ltd	None

Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years.

Type of relationship	Qualification
1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor	None
3. Having business relation that is material and could be barrier to independent judgement.	None

Proxy (Form B)

Share registrar no. _____

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____ residing at _____ Road _____
 Tambol/Khwaeng _____ Amphur/Khet _____ Province _____ Postal Code _____

(2) Being a shareholder of Lohakit Metal Public Company Limited ("the Company")
 Holding the total amount of _____ shares and have the rights to vote equal to _____ votes **as follows:**

Ordinary share _____ shares and have the right to vote equal to _____ votes

Preference share _____ shares and have the right to vote equal to _____ votes

(3) Hereby appoint

1. Name _____ age _____ years,
 Residing at _____ Road _____ Tambol/Khwaeng _____
 Amphur/Khet _____ Province _____ Postal Code _____ or

2. Name _____ age _____ years,
 Residing at _____ Road _____ Tambol/Khwaeng _____
 Amphur/Khet _____ Province _____ Postal Code _____ or

3. Name _____ age _____ years,
 Residing at _____ Road _____ Tambol/Khwaeng _____
 Amphur/Khet _____ Province _____ Postal Code _____

(4) I/We hereby authorize thr Proxy to vote on my/our behalf in this meeting as follows:

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2008 on July 23, 2008 at 2.00 p.m. At the Pinnacle Room 4-5, Intercontinental Hotel Bangkok or such other date, time and place as the meeting may be adjourned.

Agenda 1 Consideration to certify the Minutes of the Extraordinary Meeting of Shareholders No.2/2007

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda 2 Consideration to acknowledge the Company's operating report, which ended on March 31, 2008

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda 3 Consideration to approve the Company's Financial Statement, consisting of Balance Sheet, Profit and Loss Statement and Cash Flow Statement which ended on 31 March 2008

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 4 Consideration to approve the allocation of profit and dividend payment

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 5 Consideration for appointment of directors in replacement of those retired by rotation and determination the authorized directors

5.1 To consider and approve the election of directors to replace those retired by rotation

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
- The appointment of all directors
- Approve Disapprove Abstain
- The appointment of certain directors as follows:
1. Mr. Wanchai Umpungart
- Approve Disapprove Abstain
2. Mr. Anurut Vongvanij
- Approve Disapprove Abstain
3. Mr. Lert Nitheranont
- Approve Disapprove Abstain

5.2 To consider and determine the authorized directors of the Company

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 6 Consideration for payment of directors' remuneration for the year 2008

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of the Company's auditors for 2008 and to fix their remuneration

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Supplemental Proxy Form

The Proxy is granted by a shareholder of Lohakit Metal Public Company Limited.

For the Annual General Meeting of Shareholders No. 1/2551 shall be held on 23 July 2008 at 2.00 p.m. at Pinnacle Room 4-5, Intercontinental Hotel, 973 Ploenchit Rd., , Lumpini, Pathumwan, Bangkok 10330 or such other date, time and place as the meeting may be adjourned.

Agenda _____ Re : _____

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

Agenda _____ Re : _____

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

Agenda _____ Re : _____

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed _____ Grantor
 (_____)
 Date _____

Signed _____ Proxy
 (_____)
 Date _____

Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder Entitled to Attend the Meeting

The policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would cause transparency, fair and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- (A) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (B) in case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

- (A) passport of the shareholder; or
- (B) in case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person registered in Thailand

- (A) corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce; and
- (B) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- (A) corporate affidavit; and
- (B) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1.00 p.m. on 23 July 2008.

Name List and Details of Independent Director

1. Mr. Wanchai Umpungart

Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee

Age : 60 years

Address : Lohakit Metal Public Company Limited

66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

Interest in any agenda :

Agenda 5 - Consideration for appointment of directors in replacement of those retired by rotation and determination the authorized directors because the director is due to retire in this year and has been nominated to be re-elected for another directorship term.

Agenda 6 - Consideration for payment of directors' remuneration for the year 2008

2. Mr. Teera Na Wangkanai

Independent Director, Member of the Audit Committee

Age : 51 years

Address : Lohakit Metal Public Company Limited

66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

Interest in any agenda :

Agenda 6 - Consideration for payment of directors' remuneration for the year 2008

3. Mr. Lert Nitheranont

Independent Director, Member of the Audit Committee

Age : 46 years

Address : Lohakit Metal Public Company Limited

66/1 Moo 6 Suksawad Rd., Bangjak, Prapradang, Samutprakarn 10130

Interest in any agenda :

Agenda 4 - Consideration to approve the allocation of profit and dividend payment

Agenda 5 - Consideration for appointment of directors in replacement of those retired by rotation and determination the authorized directors.

Agenda 6 - Consideration for payment of directors' remuneration for the year 2008

The Company's article of association with regard to the shareholder's meeting

Chapter 5 : The board of directors

Section 20. The shareholder's meeting shall elect the directors as per the following procedure

(1) Each shareholder shall have the number of votes equal to the number of shares held.

(2) The shareholder shall be able to exercise the entire votes as described in 2.1 for one person or a group of persons as director or directors but shall not allot his/her votes to any person in any number.

(3) The voting results of each candidate shall be ranked in order from the highest number of votes received to the lowest, and those candidates shall be appointed as directors in that order until all of the director positions are filled. In case of a tied vote, the chairman of the shareholder's meeting shall vote.

Chapter 6 : Shareholder Meeting

Section 39. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company.

At any shareholder meeting, if one hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting, In the subsequent meeting a quorum is not required.

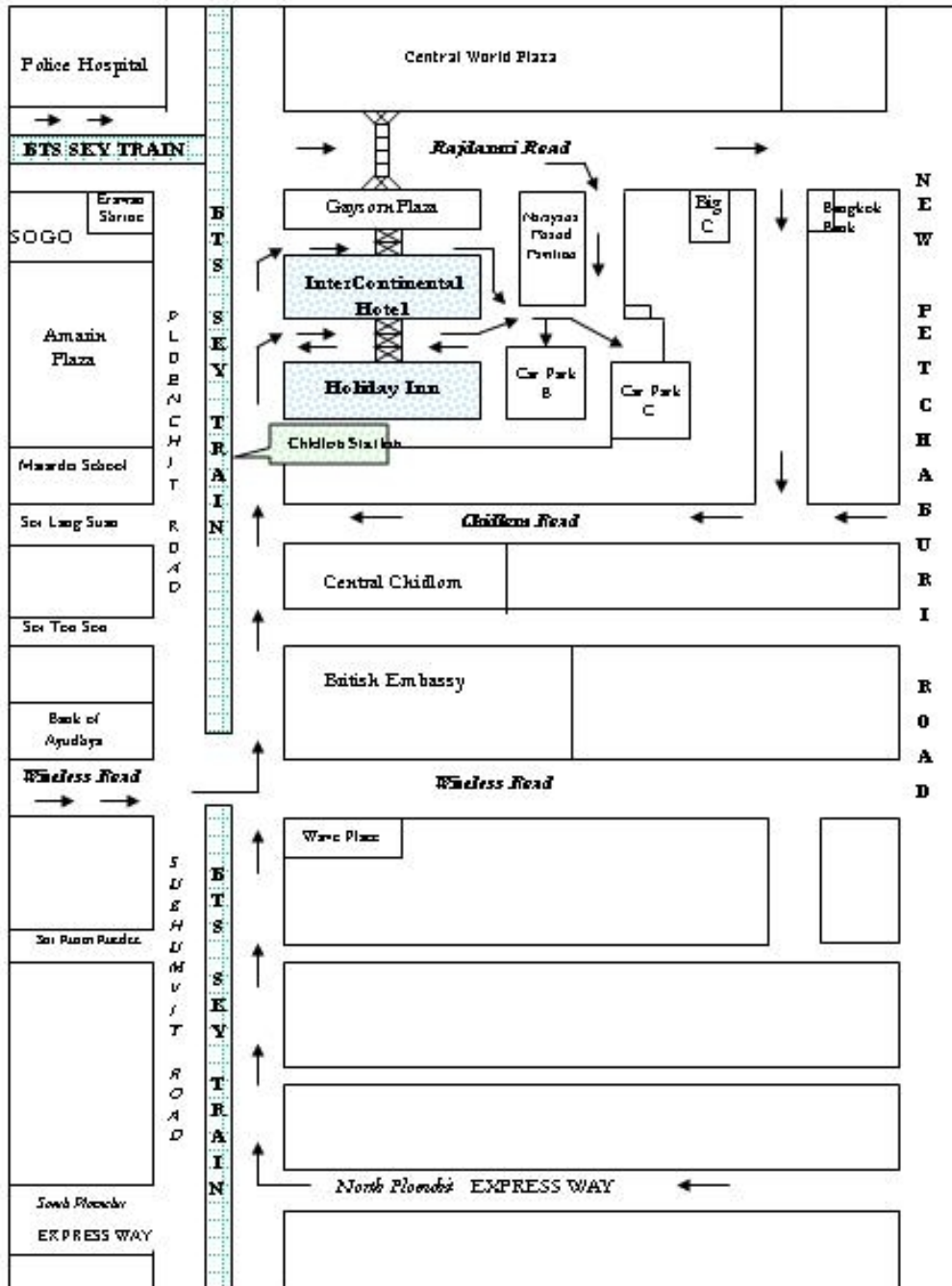
Section 40. The chairman of the board shall be the chairman of shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Section 41. The shareholders may appoint any other person to attend the meeting and cast their votes. The proxy form shall be dated and signed by the shareholders where the form shall be in compliance with the form specified by the Registrar.

The eligible proxy form shall be submitted to the chairman of the meeting or to any person assigned and at the place specified by the chairman before attending the meeting.

Section 42. A resolution of the shareholder meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.



InterContinental Bangkok
973 Ploenchit Road, Lumpini, Pathumwan Bangkok 10330
Tel: 66 0 2656-0444 Fax : 66 0 2656-0555
 โรงแรมอินเตอร์คอนติเนนตัล
 973 ถนนเพลินจิต ลุมพินี ปทุมวัน กรุงเทพฯ 10330
 โทร : 0 2656-0444 แฟกซ์ : 0 2656-0555