

บริษัท อาปิโก ไฮเทค จำกัด (มหาชน)

ทะเบียนเลขที่ 0107545000179

AAPICO HITECH PUBLIC COMPANY LIMITED

Registration No. 0107545000179

(Translation)

MINUTES OF THE ANNUAL GENERAL MEETING NO. 1/2009

OF

AAPICO HITECH PUBLIC COMPANY LIMITED

The Annual General Meeting of the Company was convened on Monday, April 27, 2009 at 10.00 hours at Boardroom 5, Queen Sirikit National Convention Center, New Rachadapisek Road, Klongtoey, Bangkok.

There were in total 92 shareholders present any by proxy representing 173,527,654 shares in total, comprising 61.46% of the total shares of the Company, which satisfied to quorum of the Annual General Meeting in accordance with the Articles of Association of the Company.

Mr. Yeap Swee Chuan, the Chairman of the Board, appointed Mr. Supasak Chirasavinuprapand, Director and member of Audit Committee, as the chairman of the meeting and welcomed the shareholders and introduced the members of the Board of Directors attended this meeting as follows:

1)	Mr. Yeap Swee Chuan	Chairman
2)	Ms. Teo Lee Ngo	Director
3)	Mr. Hiroto Murai	Director
4)	Mr. Kenneth Ng	Director
5)	Mr. Pipat R. Punya	Director and Chairman of Audit Committee
6)	Ms. Porntipa Praditsuktavorn	Director and member of Audit Committee
7)	Mr. Supasak Chirasavinuprapand	Director and member of Audit Committee

Thus, a quorum was constituted. Mr. Yeap Swee Chuan then declared the meeting duly convened.

Agenda 1 To consider and approve the Minutes of Annual General Meeting No. 1/2008

The Chairman presented the meeting the Minutes of Annual General Meeting No. 1/2008 held on Monday, 28 April 2008 for approval, the details of which are attached to the notice of this meeting as per the attachment no. 1 and already sent to the shareholders.

The meeting duly considered and resolved to adopt and approve the Minutes of Annual General Meeting No. 1/2008 held on Monday, 28 April 2008 with the following votes:

Approved	164,729,754	Votes	99.94%
Not Approved	100,200	Votes	0.06%
Abstained	500	Votes	0.00%

Agenda 2 To acknowledge the performance in the fiscal year 2008 and the business plan in the fiscal year 2009

The Chairman reported the performance in the fiscal year 2008 and the business plan in the fiscal year 2009 of the Company for the meeting's acknowledgement.

The meeting acknowledged the performance of the Company in the fiscal year 2008 and the business plan of the Company in the fiscal year 2009 as presented by the Chairman.

Agenda 3 To consider and approve the audited financial statement in the fiscal year 2008 and the auditor's opinion

The Chairman proposed to the meeting to consider and approve the financial statement of the Company ended as of December 31, 2008, where the turnover of the 2008 fiscal year is Baht 9516 million, Baht 143 million lower than those of the 2007 fiscal year of Baht 9,659 million. The net profit of the 2008 fiscal year was Baht 230 million, Baht 117 million lower than the net profit of the 2007 fiscal year, which was of Baht 347 million.

The meeting considered and resolved to approve the 2008 financial statement as proposed by the Chairman with the following votes:

Approved	168,419,454	Votes	99.94%
Not Approved	100,200	Votes	0.06%
Abstained	500	Votes	0.00%

Agenda 4 To acknowledge the payment of interim dividend

The Chairman proposed the payment of interim dividend to the shareholder of 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares at Baht 0.29 per share in total amount of Baht 77,973,547 on September 9, 2008 for the meeting's acknowledgement.

The meeting acknowledged the payment of interim dividend to the shareholder of 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares at Baht 0.29 per share in total amount of Baht 77,973,547 on September 9, 2008 as proposed by the Chairman.

Agenda 5 To consider and approve the omission of additional dividend payment from the performance of the 2008 fiscal year

The Chairman propose to the meeting to consider and approve the omission of additional dividend payment from the performance of the 2008 fiscal year ended as of December 31, 2008 to the shareholders for 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares. It was noted that the Company had paid the interim dividend payment to the shareholders on September 9, 2008 at the rate of Baht 0.29 per share in the amount of Baht 77,973,547. Therefore, the total dividend for the performance as of December 31, 2008 is Baht 0.39 per share in the total amount of Baht 77,973,574. This represents 32.31% of the net profit.

The meeting considered and resolved to approve the omission of additional dividend payment from the performance of the 2008 fiscal year ended as of December 31, 2008 to the shareholders for 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares as proposed by the Chairman with the following votes:

 Approved
 171,606,846
 Votes
 98.89%

 Not Approved
 1,920,308
 Votes
 1.11%

 Abstained
 500
 Votes
 0.00%

Agenda 6 To consider and approve the directors replacing the retired directors

The Chairman proposed to the meeting to consider and approve the appointment of the following retired directors as the directors of the Company for another terms.

Mr. Yeap Swee Chuan Chairman
 Ms. Teo Lee Ngo Director
 Mr. Supasak Chirasavinuprapand Director and Audit Committee

The meeting considered and resolved to approve the appointment of the above directors replacing the retired directors as proposed by the Chairman in all respects with the following votes:

1)	Mr. Yeap Swee Chuan	Chairma	n	
	Approved	173,419,046	Votes	99.94%
	Not Approved	108,108	Votes	0.06%
	Abstained	500	Votes	0.00%
2)	Ms. Teo Lee Ngo	Director	*	
	Approved	173,425,646	Votes	99.94%
	Not Approved	101,508	Votes	0.06%
	Abstained	500	Votes	0.00%
3)	Mr. Supasak Chirasavinuprapand	Director	and Audit	Committee
			*	
	Approved	173,425,646	Votes	99.94%
	Not Approved	101,508	Votes	0.06%
	Abstained	500	Votes	0.00%

Agenda 7 To consider and approve the directors' remuneration

The Chairman proposed to the meeting to consider and approve the directors' remuneration for the fiscal year ended as of December 31, 2009, not exceeding Baht 925,000 and the attendance fees of the audit committee and the independent director of Baht 7,500 per director per time.

Remuneration	2008	2009
Annual Remuneration Chairman of Audit Committee Director of Audit Committee Independent Director	Baht 250,000 Baht 225,000 per person	Baht 250,000 Baht 225,000 per person Baht 225,000 per person
Attendance Fees Chairman of Audit Committee Director of Audit Committee Independent Director	Baht 5,000 per person per meeting Baht 5,000 per person per meeting	Baht 7,500 per person per meeting Baht 7,500 per person per meeting Baht 7,500 per person per meeting

The meeting considered and resolved to approve the directors' remuneration and attendance fee as proposed by the Chairman with the following votes:

Approved	168,310,946	Votes	96.99%
Not Approved	5,216,208	Votes	3.01%
Abstained	500	Votes	0.00%

Agenda 8 To consider and approve the appointment of the auditor and the auditor's remuneration

The Chairman proposed to the meeting to consider and approve the appointment of Ms. Vissuta Jariyathanakorn, certified license no. 3853 or Ms. Sumalee Reewarabandith, certified license no. 3970 or Mr. Chayapol Suppasedtanon, certified license no. 3972 or Ms. Pimjai Manitkajohnkit, certified license no. 4521 of Ernst & Young Office to be the auditor of the Company for the fiscal year ended as of December 31, 2009 and to approve the auditor's remuneration for not exceeding Baht 1,500,000.-.

The meeting considered and resolved to approve the appointment of the auditor and the auditor's remuneration as proposed by the Chairman with the following votes:

Approved		173,425,646	Votes	99.94%
Not Approved		101,508	Votes	0.06%
Abstained		500	Votes	0.00%

Agenda 9 To consider and approve the amendment to clause 3 of the Memorandum of Association of the Company in respect of adding the purpose of the corporation.

The Chairman proposed to the meeting to consider and approve the amendment to clause 3 of the Memorandum of Association of the Company in respect of adding the research and development business into the purpose of the corporation.

The meeting considered and resolved to approve the amendment to clause 3 of the Memorandum of Association of the Company as proposed by the Chairman with the following votes:

Approved	173,426,954	Votes	99.94%
Not Approved	100,200	Votes	0.06%
Abstained	500	Votes	0.00%

Agenda 10 To consider and approve other business matters, if any.

There were no other matters to be tabled for discussion.

The Chairman declared the meeting closed and adjourned at 11.25 hrs.

(Mr. Yeap Swee Chuan)

Chairman of the meeting