

Minutes of Annual Shareholders' Meeting 2009

T.Krungthai Industries Public Co., Ltd.

Wednesday, 8th of April 2009 at 1400 hrs

Ping-Wang Rm. Ramada Plaza Menam Riverside Hotel

2nd Floor, 2074 Charoenkrung Road, Bangkorlaem, Bangkok 10120 Thailand

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Meeting commenced at 1400 hrs.

General Terdsak Marrome, Chairman of the Board of Directors, acted as Chairman of the General Meeting opened the forum by greeting and welcoming the shareholders who attended the meeting and introduced all the Board of Directors and Executives of the Company as listed below:

- | | | |
|---------------------|---------------|---|
| 1. Mr. Prasong | Techakraisri | Director |
| 2. Mr. Kumpee | Chongthurakit | Director |
| 3. Mr. Phreecha | Techakraisri | Director / Executive Director /
Deputy Asst. Managing Director/
Director of Remuneration and Nomination Committee |
| 4. Mr. Apichart | Kasemkulsiri | Executive Director |
| 5. Mr. Kowate | Limtrakul | Executive Director |
| 6. Mrs. Yupa | Techakraisri | Executive Director |
| 7. Mr. Virasak | Suthantavibul | Audit Committee (Independent Directors) |
| 8. Mr. Paotep | Chotinuchit | Audit Committee (Independent Directors)
Chairman of Remuneration Committee and Nomination Committee |
| 9. Mr. Chumpol | Techakraisri | Executive Director / Asst. Managing Director /
Company Secretary |
| 10. Dr. Naruepont | Pongcharoen | Executive Director / Managing Director |
| 11. Mr. Pairuch | Sahamethapat | Chairman of the Audit Committee (Independent Directors) |
| 12. Mr. Sumate | Techakraisri | CEO / Chairman / Director of Remuneration and
Nomination Committee |
| 13. General Terdsak | Marrome | Chairman of the Board (Independent Director) |

Auditor attended the meeting

Mr. Jadesada Hungsapruек Auditor, CPA No. 3759

Top Management

Mr. Ekasit Thanasaranart Deputy Chief Financial Officer

General Terdsak Marrone, Chairman of the Board thanked the shareholder for attending the meeting and informed that there were 57 shareholders present and appointed a proxy totaling 91 persons totaling 148 persons with a total share of 161,893,300 shares which is equal to 76.65% this total is more than enough to perform and proceed with the meeting. Meeting was then declared open:

Before the meeting started the Chairman informed regarding the casting of vote method and the counting of votes for those who attended by themselves and the proxy as follows :

1. The voting shall be 1 share / 1 vote and the resolution of the General Shareholders Meeting votes are as follows:

1.1. By the majority vote of the shareholders attending the meeting who have the rights to cast their votes, should the result of votes is equally the same then the Chairman of the Board can cast his vote which will be counted as final result.

1.2. The Chairman will ask the voting result for each agenda and for the shareholders who disapprove and abstained in voting has to fill in the voting form distributed by the officers and after the shareholders cast their votes, shareholders are requested to raise their hands and send them back to vote counter. Officers will then count the votes for those who disapprove and abstained and such vote shall be deducted from the total votes at the meeting. The rest of votes shall be counted for the approval of the said agenda. In the case of Agenda 5, the company shall keep the ballot of each shareholder.

2. Shareholders who have benefit on any agendas are not allowed to cast their votes and the Chairman of the Meeting may request them to leave the meeting room temporarily.

3. In the case that Shareholders who won't be present or has to go out of the room for any reason on any of the agendas, their voting ballots can be given or hand over to the officers before they leave the room and this has to be given to the vote counting officer for that agenda.

For the shareholder who appointed a proxy and requested the proxy to cast the vote as may be appropriate for each agenda, the company shall record the vote in the computer.

In order to create clarity and transparency in the casting of votes for each topic of the agenda as in compliance with the company's Corporate Governance Policy Statement, the Chairman invited an outsider legal consultant, Mr. Teraphan Phetsuvan from Far East Law Office (Thailand) Co., Ltd. to observe and inspect the voting procedure.

The Chairman then declared that the company gave importance to the shareholders as per the Corporate Governance Policy on the rights of shareholders and the participation on the meeting where the company requested the shareholders to propose agendas for this Annual General Meeting from November 17, 2008 to December 31, 2008 through e-mail at investor@tkrngthai.com but nobody proposed any agendas.

The Chairman proceeded with the following agendas:

Agenda 1 To consider the adoption of the General Shareholders' Meeting for fiscal year 2008

The Chairman of the Board requested the members of the Board to confirm the General Shareholders minutes of meeting held on April 10, 2008 which has been sent to shareholders and placed a notice on the company's website on April 23, 2008. The Board of Directors confirmed that the contents of the minutes are true and recorded correctly. Details are shown on the document attachment no.1 for the meeting to consider and approve.

None of the shareholders in the meeting room had any objection to the minutes or wished to amend it otherwise.

The Chairman then proposed the meeting to cast their votes. The results are as follows:

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	161,893,300	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman concluded that the meeting approved the Minutes of Annual General Meeting for fiscal year 2008.

Agenda 2 To consider the approval of the company's performance for fiscal year 2008.

The Chairman of the Board requested Dr. Naruepont Pongcharoen, Managing Director to make the report.

Dr. Naruepont Pongcharoen, Managing Director reported on this agenda the details of the company's performance for year 2008 and informed that this was included on the annual report by means of CD which was sent to all shareholders along with the invitation letter.

Industries Situation

Automobile Industry

The year 2008, total production of Thai automotive industry was 1,394,029 a growth of about 8.29% from 2007 (1,287,346 units). Domestic production amounts to 615,269 cars, less 2.53% compared to the same period of 2007 (631,251 cars). For the export, total production was 776,241 cars a growth of 12.48% compared to the same period of 2007 (690,100 cars).

Trend of Automobile Industry

The automotive industry in Thailand informed that the car industry production forecast for year 2009 is 1,080,000 units which is less than that of 2008 by 22.50% (2008: 1,394,029 cars) Domestic market: 2009 = 488,000 less than that of 2008 by 20.69% (2008: 615,269 units) and for the export market : 2009 = 592,000 cars a decreased by

23.74% from 2008 (2008: 776,241 units).

The export situation of cars and its parts for year 2008 according to Department of Trade Negotiations informed that there will be a total sales amount of 708,859.02 million Baht separated into three categories: export car sales amount = Baht 346,162.54 million equal to 48.83%; motorcycles = Baht16,810.29 million equal to 2.37% and export of automobile parts = Baht345,886.18 million equal to 48.79%.

Trends of Electrical Appliance Industry for year 2008

In the year 2008 washing machine production was 5,368,489 units compared to the same period of 2007 production amounted to 4,790,503 units a growth of 12.07%. For the domestic market for year 2008 =1,182,270 units compared to the same period of year 2007 = 929,487 units a growth of 27.20%.

In the year 2008, refrigerators production totaled = 5,092,793 units compared to the same period of 2007 production amount was 4,455,129 units a growth of 14.31%. For domestic market, 2008: 1,400,994 units compared to the same period of 2007, which was 1,167,425 units a growth of 20.01%

Electrical appliances export

For the year 2008, washing machine export amount was Baht21,541 million a growth of 17.31% compared to the same period of 2007 amount was Baht18,362 million. Countries where washing machine were exported in the year 2008 were: Australia (Baht3,100 million) ; Japan (Baht2,359 million) ; Malaysia (Baht1,647 million)

For the year 2008 export for refrigerators amounted to Baht34,695 million a growth of 14.02% compared to the same period of year 2007 total amount was Baht30,428 million. Export destination in the year 2008: Japan (Baht8,102 million) ; Malaysia (Baht 3,099 million) ; Vietnam (Baht2, 484 million) .

Trend of Electrical appliance for the first 6 months of year 2009

Electrical and electronics institute informed that export of electrical products will encounter a decrease of 28.59% from the same period of last year. This information came from Electrical and Electronics Institute.

Mold Industry

The whole overview of mold production for year 2008, production is stable compared to year 2007 but the total amount reported by German Thai Chamber of Commerce was the amount of all kinds of mold. For our company, we produce molds for OEM plastic only which is quite complicated and detailed. There is a big tendency that this kind of mold will encounter ups and downs in the market depending on car new models and electrical appliances. For the year 2009, the company forecasted that market value of these molds is almost the same as that of previous year this is owing to the car and electrical appliances producers will produce new models to motivate or stimulate the market continuously.

Company Performance for year 2008

Sales Volume

For the past year the company has acquired a total revenue of Baht1,057.10 million (2007: Baht889.28 million) a growth of 18.87%. For the automobile parts and electrical appliances parts there was an increase in the revenue of more than 18%.

The company has divided its customers into four groups as follows:

- | | |
|------------------------------------|----------------------------|
| 1. Automobile Industry Group | = 61.03 % of total revenue |
| 2. Electrical Appliances Group | = 26.62 % of total revenue |
| 3. Mold Production and Maintenance | = 7.38 % of total revenue |
| 4. Other Industry | = 4.98 % of total revenue |

Marketing

For the past year there was a growth of more than 18% due to the following 3 reasons :

1. New Customer - Mitsubishi
2. Old Customers - Kawasaki, Toyota, TG, Haier, B/S/H, Hitachi
3. Focus ed with High Margin Market, Quality and Low competition

Management

1. Increase in production investment by buying 5 injection machines with robot for Kabinburi plant, capacity 160 tons, 280 tons, 350 tons, 450 tons and 550 tons for electrical appliance production with BOI privilege. These machines were imported from Japan and reached Kabinburi plant middle of December 2008.
2. Besides the increase in production for 2008, the company had improved its capability in the competition such as improvement in waste material during production, improvement of production of high margin market and increased its budget in research and improvement of human resource.
3. Due to the economic crisis, the company made a strategy in order to support the decrease of its sales revenue and have started since end of last year. For this the company considered carefully the effects caused by the crisis in order to maintain the cash flow and for benefits of all concerned.

Activities

In the year 2008, the company had held various activities for the employees such as :

- Audit CCCF & TPS
 - Safety in working
 - TPS (Toyota Production System)

- Mother's Day
 - Exhibition regarding mother's day.
 - Distributed plants for employees to grow in their respective houses
- Religious Sermon by Monks – held 3 times a year, that is : New Year, Songkran Day and Mother's Day
- Safety Week
- Afforest planting
 - Employees joined this activity in Khao Yai National park
 - Joint Toyota at Barnpoo, Chachoengsao
- Merit Offering Season at Prachinburi
- AIDS protection
- White Factory free from drugs

Chairman of the Board ask during the meeting if any there are any questions from the shareholders on this agenda.

Question from Mr. Pisanu Veerawanchit, shareholder, about the company's performance on sales and marketing: The company wish to penetrate on high margin, I wanted to know what kind of customers and how high is the expected margin ?

Dr. Naruepont Pongcharoen, Managing Director thanked the shareholder who raised the question and informed that : the market which has high margin are the customers where the quality is more important than price. Regarding the high margin, profit must not less than 20%.

Mr. Paotep Chotinuchit, Independent Director and Audit Committee added that the company's strength is our marketing department, in the year 2008 the company had made sales revenue more than our target revenue. The production quality and internal audit had also improved, so we assure our shareholders that whatever happens in economy the company can cope with the problem.

No questions and comments from shareholders, therefore, the chairman confirmed the above report.

It has been resolved that shareholders confirmed the report on the company's performance for fiscal year 2008.

Agenda 3 To confirm the approval of Balance Sheet, Profit & Loss as per the auditor's report for year ended Dec 31, 2008

The Chairman of the Board requested Mr. Chumpol Techakraisri, Assistant Managing Director to do the report on the Balance Sheet.

Mr. Chumpol Techakraisri informed during the meeting regarding the Balance Sheet and Profit & Loss as per the auditor's report for year ended Dec 31, 2008. Details of these are in the Annual report in the form of CD which were sent and delivered to the shareholders together with the invitation letter. Details of financial statement are as follows:

1. Balance Sheet for fiscal year 2008

Current Asset	250.68	Million-Baht
Non current asset	468.73	Million-Baht
Total Asset	719.41	Million-Baht
Current Liability	236.09	Million-Baht
Non current Liability	45.07	Million-Baht
Total Liability	281.16	Million-Baht
Equity	438.25	Million-Baht
Total Equity & Liability	<u>719.41</u>	Million-Baht

2. Profit & Loss (Million – Baht)

Total Revenue	1,057.10	Million-Baht
Cost of Goods Sold	867.13	Million-Baht
Gross Profit	<u>189.97</u>	Million-Baht
Selling & Administration Expense	133.99	Million-Baht
Profit before interest & tax	<u>55.98</u>	Million-Baht
Net Profit	<u>41.39</u>	Million-Baht
Profit per share	0.19	Million-Baht

Miss Piyarat Khunchit , a proxy from Thai Investor Association raised 2 questions:

1. For the year 2009, the economy has a tendency to go down which will make the requirement from consumers go down too, how will the company maintain its sales revenue along with the factor that affects our performance?
2. Point no. 8 of financial statement (land , building and equipments) annual report page 77 you can see that the assets that is on work in process increased about Baht55.73 million, please inform what are those and for which plant?

Mr. Chumpol Techakraisri, Assistant Managing Director answered the first question : that the economy for the year 2009 may affect the automobile industry of more than 20% and our company is aware on this matter and we are trying to find new customers to compensate and decrease our expenses that could cause our company to have a profit for our shareholders.

For the second question, Mr. Ekasit Thanasaranart Deputy Chief Financial Officer answered : The increase in work in process of Baht 55.73 million are used to purchase 5 injection machines with robot at Kabinburi plant. Details were already informed by Dr. Naruepont in Agenda 2.

During the meeting there were 2 additional shareholders and proxy with a total share amount of 1,100 shares giving a total shareholder attendees of 59 persons and proxy of 91 person totaling 150 persons with a total no. of shares of 161,894,400 which is equal to 75.65%.

As no shareholders raised any queries, the chairman requested the shareholder to cast their votes.

Result of votes are as follows:

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	161,894,400	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman concluded that Balance Sheet, Profit & Loss is unanimously approved by majority votes.

Agenda 4 To consider the approval of dividends payment

The Chairman of the Board reported that the company's performance for fiscal year 2008 granted us a net profit of Baht41.39 Million which bestows baht 0.19 (twelve cents) per share and proposed to pay dividends to shareholders at Baht0.12 (twelve cents) per share totaling 214,000,000 shares equal to million Baht25.68. The closing date of the register book for determining the right to receive the dividend will be on March 13, 2009 and the payment will be on April 30, 2009 which please consider and approve.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their votes. The voting results are as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	161,895,400	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman announced that payment of dividends to shareholders will be Baht0.12/share (twelve cents) totaling 214 million shares amounting Baht 25.68 Million to the shareholders whose names appear on the register book as at March 13, 2009 and the payment will be made on April 30, 2009.

Agenda 5 To consider and approve the election of directors replacing those retiring upon completion of their office term

The Chairman of the Board requested Mr. Sumate Techakraisri, CEO to report who does not gain or have benefit on this agenda.

For this agenda, the 5 resigning directors personally proposed to leave the meeting room for the shareholders to have freedom in casting their votes.

Mr. Sumate Techakraisri, CEO/Director of Remuneration and Nomination Committee informed the Rules and Regulations of Listed Public Companies Matra. 71 and Article of Association No. 18 “In every Annual General Meeting one third of the total no. of Directors shall resign, in case the no. of Directors could not be divided into 3 parts, thus the number nearest to one third shall resign”.

Directors that resign on the first and second year after the company’s registration were drawn by lot. For the following years, Director who is in the position for a long time must resign.

Directors who resigned are eligible for re-election and retain their position.

At present the company has 13 Directors. 5 Directors who will retire by rotation are :

- | | |
|--------------------|--------------|
| 1. General Terdsak | Marrome |
| 2. Mr. Pairuch | Sahamethapat |
| 3. Mr. Paotep | Chotinuchit |
| 4. Mrs. Yupa | Techakraisri |
| 5. Dr. Naruepont | Pongcharoen |

The company put a notice on the company’s website to propose names of persons who have the ability to be elected as director of the company along with propose agendas. No one proposed any names and agendas.

The Remuneration and Nomination Committee and Board of Directors excluding the resigning 5 commented that the five Directors who are resigning by rotation have proven their best knowledge, experience, abilities and capabilities in the managing the company. Therefore, the resigning Directors were re-elected. Of the five re-elected Directors three were independent directors, they were : General Terdsak Marrome, Mr. Pairuch Sahamethapat and Mr. Paotep Chotinuchit which please consider.

For this agenda, the Directors who can gain and have benefit were the 5 resigning Directors who were requested to kindly leave the meeting room for clarity and transparency.

Mr. Sumate Techakraisri requested the shareholders to cast their votes be it agreement, disagreement and abstained for each resigning director subject to the rules of Securities and Exchange Commission in order to have clean and clear vote counting.

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their votes. The voting result are as follows :

Name of Directors	Agree, %	Disagree, %	Abstained, %
1. General Terdsak Marrome	161,895,400	0	0
	100 %	0 %	0 %
2. Mr. Pairuch Sahamethapat	161,895,400	0	0
	100 %	0 %	0 %
3. Mr. Paotep Chotinuchit	161,895,400	0	0
	100 %	0 %	0 %
4. Mrs. Yupa Techakraisri	161,895,400	0	0
	100 %	0 %	0 %
5. Dr. Naruepont Pongcharoen	161,895,400	0	0
	100 %	0 %	0 %

The Chairman informed that it was resolved to re-elect the 5 directors who resigned by rotation.

Mr. Sumate Techakraisri, CEO thanked the shareholders and requested the shareholders to hand in the ballots to the voting officers to enable them to check and then Mr. Sumate has requested the company staff to call back the mentioned directors back in the meeting room.

General Terkdsak Marrome as the representative of the 5 re-elected resigning directors thanked the shareholders and their proxy for their re-election and the trust given to them for another term and meeting continued.

Agenda 6 To consider the approval of director's remuneration for fiscal year 2009.

The Chairman of the Board requested Mr. Sumate Techakraisri, CEO/Chairman who doesn't get any benefit from this agenda to inform

Mr. Sumate Techakraisri, CEO/Director of Remuneration and Nomination Committee proposed that members will have a total remuneration of Baht 1,729,200 (One million Seven Hundred Twenty Nine Thousand Two Hundred only) which is equal to that of 2008 and a Pension amount of Baht 144,100 which please consider and confirm your approval.

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their vote. The voting results are as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	134,221,794	82.91 %
2. Disagreed	0	0
3. Abstained	27,673,606	17.09 %

The Chairman confirmed that during the meeting, there was a total of 82.91% votes which is not less than 2 over 3 of the total attendees who have the right to vote. It was then resolved that Directors remuneration for fiscal year 2009 amounts to Baht 1,729,200 (One million Seven Hundred Twenty Nine Thousand Two Hundred only) and a Pension amount of Baht 144,100. The Directors who could gain and benefit from this matter refrained from voting.

After the Agenda 7, Mr. Sumate Techakraisri, requested General Terdsak Marrome to continue with the meeting.

Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2009.

The Chairman of the Board informed during the meeting that subject to the rules and regulations of Listed public companies matra:120 and the Articles of Association no. 56,57 to appoint during the shareholder meeting a company's auditor and their yearly remuneration. The Audit Committee and Board of Directors approved the appointment of Mr. Jadesada Hungsapruerk having a CPA no. 3759 of Karin Audit Ltd. and or Mr. Methi Ratanasrimetha having a CPA no. 3425 of MR & Associate Ltd. as our company's auditors for year 2009. Their appointment is due to their independence and has no benefit in any way in our company's finance and management.

The approved remuneration amounts to Baht 540,000 and another Baht 30,000.- for BOI which is the same as that of 2008, please consider and approve.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their vote. The result of voting as follows :

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	161,895,400	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman confirmed during the meeting the appointment of Mr. Jadesada Hungsapruet, CPA No. 3759 and or Mr. Metee Rattanasrimetha, CPA No. 3425 as the company's auditors for the fiscal year 2009 with a remuneration of Baht 540,000 and another Baht 30,000.- for BOI.

Agenda 8 Others, if any

The Chairman invited the shareholders to express their opinions, propose or raise questions.

Mrs. Chirapa Chirachitkarun, shareholder, asked: Are the dividends are tax exempted and how many percent ?

Mrs. Yupa Techakraisri, Director replied that the dividends are divided into 2 parts : BOI privilege and Non BOI, TSD (Thailand Securities Depository) will send the details to the shareholders along with the dividends cheque.

As there were no more questions from the shareholders the Chairman thanked Mrs. Chirapa Chirachitkarun about her question which was a great help to the other shareholders and informed during the meeting that whoever wish to visit our factories, please register at the registration desk, the company will inform the shareholders at a later date.

After the adjournment of the meeting at 1400 hrs up to the end of the meeting, more shareholders came to join the meeting giving us a total of 151 persons , shareholders who attended by themselves = 60 person and proxy of 91 person . Total no. of shares 161,895,400 shares equal to 75.65 %

On behalf of T.Krungthai Industries Public Co., Ltd. the Chairman of the Board expressed his thanks to the shareholders and proxies for sparing their time to attend the general meeting today.

The Meeting adjourned at 1530 hrs.

General Terdsak Marrome

(General Terdsak Marrome)

Chairman of the Board

Tantima Rattanalapho

(Miss Tantima Rattanalapho)

Meeting Recorder