

Minutes of Annual Shareholders' Meeting 2010

T.Krungthai Industries Public Co., Ltd.

Wednesday, 7th of April 2010 at 1400 hrs

Montien Riverside Hotel

5th Floor, 372 Rama 3 Rd., Bangklo, 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:

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

Auditor attended the meeting

Mr. Jadesada	Hungsapruek	Auditor, CPA No. 3759
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Top Management

Mrs. Ungkana Thaijaratsatien Accounting and Finance Manager

Representative from Thai Investors Association

Mr. Thitipong Sopoludomporn

General Terdsak Marrome, Chairman of the Board thanked the shareholder for attending the meeting and informed that there were 44 shareholders present and appointed a proxy totaling 97 persons totaling 141 persons with a total share of 171,792,060 shares which is equal to 80.28% 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 procedure 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 and 6, 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 temporarily leave the meeting room.

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.

For the casting of votes for each agenda, there is a possibility that result is not the same as there were more shareholders and proxies who came late during the meeting

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, 2009 to December 30, 2009 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 2009

The Chairman of the Board requested the members of the Board to confirm the General Shareholders minutes of meeting held on April 8, 2009 which has been sent to shareholders and placed a notice on the company's website on April 22, 2009. 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	171,792,060	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 2009.

Agenda 2 To consider the approval of the company's performance for fiscal year 2009.

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 2009 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 2009, total production of Thai automotive industry was 999,378 units. compared to the same period of year 2008 with a quantity 1,391,728 units a decrease of 28.19 %. FTI forecasted that in the year 2010, there will a production increase of 1,400,000 units.

Export for automotive auto parts in the year 2009, as seen from the graph the export quantity increased on the 4th quarter.

Electrical Appliances Industry

The set index for electrical appliances industry, on the 2nd half of year 2009 increased and is expected to continue till year 2010.

Industry Trend for year 2010

Hence the automotive and electrical appliances production in the year 2009 increased, the company revenue benefited continuously till 2010. However, risk factor must be observed as follows :

1. This increase depends on the global growth especially Europe and the USA which is the main Thai market.
2. Investors trust to the Thai economy depends on the stability of Thai politics, however foreign investors still trust and plans to invest in Thailand.
3. The environmental problem at Mattaput industrial zone might affect the foreign investment.

Company Performance for year 2009

Sales

The total revenue of the company for year 2009 amounted to Baht 868.79 million which is higher than the target which was Baht 850 million due to following reasons :

1. Revenue from new customers such as Panasonic and Kawasaki
2. Economic global recovery.

From the total revenue we divided the revenue into 4 parts: 60% for automotive parts, 26 % for electrical parts, 7 % for mold and maintenance and 5 % for others.

Management

Due to the economic global recession, automotive industry manufacturers were affected in the year 2009. However, our company made its plan since the end of year 2008 so the said recession did not affect much our performance for year 2009.

Besides, the company penetrated more market to acquire new sales which was moderately successful and these sales increase will be credited in the year 2010 and 2011.

For the internal management for end of year 2009 the company used the performance management system for the first time where evaluation is made individually and team work for top and middle management 's remuneration to stimulate their working performance to the company to reach the goal for year 2010

Last not least, in the year 2009, top management and employees joined in various activities for corporate governance and community such as :

- Set a box at Lotus Sri Nakarin for aluminum tins donation to produce artificial legs
- Educate the Kinglaew Soi 56 community on how to protect themselves against H1N1 disease on 10th of July, 2009
- Mangrove forest planting at Bangpoo, Samut Prakarn on 18th October
- Blood Donation for Red Cross
- Buddhist Lent Day candle offering at Kingkaew Temple
- Make and off-season offering of robes and other needs to monks at Suwan Namat Temple
- New Year Wishes for safe travelling back home
- Selling OTOP Products from Samutprakarn at the Company's Store
- Yearly Seminars
- Listening to Monk Sermon in December, 2009

Chairman of the board asked during the meeting if there are any questions from the shareholders on this agenda

Miss Sirion Issarangkul Na Ayutthaya, Shareholder asked “ On the recalling of Toyota cars, if the company was affected ?”

Dr. Naruepont Pongcharoen , Managing Director replied that : The recall of Toyota cars did not affect Thailand nor the company because the recalled cars were not produced in Thailand and we assure that for the past 3 months, Toyota company sales volume is still the same as forecasted.

Miss Buatip Plohteyum, Shareholder asked “ that Upon launching Nissan March (Eco Car) and became successful on the motor show in Bangkok, did the company produced any parts for this model ?

Dr. Naruepont Pongcharoen , Managing Director replied that the company produced 3 parts for this model and there is a big chance to produce more parts as some parts for this model are imported and a chance to manufacture these imported parts in our company is high.

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 2009.

Agenda 3 To confirm the approval of Balance Sheet, Profit & Loss as per the auditor's report for year ended Dec 31, 2009.

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, 2009. 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 2009

Total Asset	711.27 Million-Baht
Total Liability	274.44 Million-Baht
Equity	436.83 Million-Baht

2. Profit & Loss (Million – Baht)

Total Revenue	868.79 Million-Baht
Cost of Goods Sold	715.66 Million-Baht
Gross Profit	<u>153.13</u> Million-Baht
Profit before interest & tax	<u>31.34</u> Million-Baht
Net Profit	<u>24.26</u> Million-Baht
Profit per share	0.11 Million-Baht

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	167,814,360	97.6719
2. Disagreed	0	0
3. Abstained	4,000,000	2.3281

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 2009 granted us a net profit of Baht 24.26 Million which bestows baht 0.11 (eleven cents) per share and proposed to pay dividends to shareholders at Baht 0.12 (twelve cents) per share totaling 214,000,000 shares equal to million Baht 25.68. The closing date of the register book for determining the right to receive the dividend will be on March 12, 2010 and the payment will be on April 21, 2010 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	171,814,360	100
2. Disagreed	0	0
3. Abstained	0	0

The Chairman announced that payment of dividends to shareholders will be Baht 0.12/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 12, 2010 and the payment will be made on April 21, 2010.

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

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

The Chairman of the Board 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. Mr. Virasak | Suthanthavibul |
| 2. Mr. Sumate | Techakraisri |
| 3. Mr. Kowate | Limtrakul |
| 4. Mr. Phreecha | Techakraisri |
| 5. Mr. Apichart | Kasemkulsiri |

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 managing the company. Therefore, the resigning Directors were re-elected. Of the five re-elected Director was independent directors : Mr. Virasak Sutanthavibul 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.

Chairman 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. Mr. Virasak	Sutanthavibul	172,040,360	0	0
		100 %	0 %	0 %
2. Mr. Sumate	Techakraisri	172,040,360	0	0
		100 %	0 %	0 %
3. Mr. Kowate	Limtrakul	172,040,360	0	0
		100 %	0 %	0 %
4. Mr. Phreecha	Techakraisri	172,040,360	0	0
		100 %	0 %	0 %
5. Mr. Apichart	Kasemkulsiri	172,040,360	0	0
		100 %	0 %	0 %

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

Chairman thanked the shareholders and requested the shareholders to hand in the ballots to the voting officers to enable them to check and then requested the company staff to call back the mentioned directors back in the meeting room and meeting continued.

Agenda 6 To consider the new independent director

The Chairman of the Board reported that for company's good governance and company's directors organization completeness, the Board of Director propose Dr. Kosol Surakomol to the Annual General Meeting to consider the appointment of Independent director due to his qualifications which is in conformity with the requirement of the company's regulation and the rules set by Articles of Association, which is also in conformity to that of Securities and Exchange Commission's policy, knowledge, ability and experience.

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	172,040,360	100
2. Disagreed	0	0
3. Abstained	0	0

The company approved the appointment of Dr. Kosol Surakomol to be one of the independent directors from April 7, 2010 onwards. Total independent director are 5 directors out of total 14 directors.

Agenda 7 To consider the approval of director's remuneration for fiscal year 2010.

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 2,148,000 which is more than that of 2009 and a Pension amount of Baht 146,500 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	140,366,754	81.5894
2. Disagreed	4,000,000	2.3250
3. Abstained	27,673,606	16.0855

The Chairman confirmed that during the meeting, there was a total of 81.59% 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 2010 amounts to Baht 2,148,000 and a Pension amount of Baht 146,500. 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 8 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2010.

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 and/or Mrs. Wimolsri Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipanut CPA No. 7305 of Karin Audit Ltd. as our company's auditors for year 2010. 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 567,000 and another Baht 30,000.- for BOI which is more than of 2009, 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	172,040,360	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 Mrs. Wimolsri Jongudomsombat CPA No. 3899 and/or Mrs. Kannika Vipaturat CPA No. 7305 of Karin Audit Ltd as the company's auditors for the fiscal year 2010 with a remuneration of Baht 567,000 and another Baht 30,000.- for BOI.

Agenda 9 Others, if any

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

As there were no more questions from the shareholders, the Chairman 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 146 persons, shareholders who attended by themselves 49 person and proxy of 97 person . Total no. of shares 172,040,360 shares equal to 80.39%

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