

**Minutes of Annual General Meeting of Shareholders for the Year 2011**  
**of**  
**Forth Corporation Public Company Limited**

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**Date and place of the meeting**

The meeting was held on Friday 8<sup>th</sup> April 2011 at 2.00 PM. at Panorama ballroom 2, 14<sup>th</sup> Floor, The Emerald Hotel, 99/1, Ratchadapisek Road, Din Daeng, Bangkok.

**Call to order**

Firstly, the Company's spokesperson welcomed all shareholders and introduced the Company's Board of Directors and the Executives of the Company and the related persons to the shareholders as follows:

**Eight directors who attended the meeting**

1. Mr. Sutham	Malila	Chairman of Audit Committee/Independent Director
2. Ms. Nongram	Laohaareedilok	Audit Committee/Independent Director
3. Mr. Pongchai	Amatanont	Director/Chief Executive Officer
4. Mrs. Rangri	Lerttripinyo	Director/Senior Executive Vice President/Corporate Secretary
5. Mr. Kaelic	Amatanont	Director
6. Mrs. Matinee	Wandeepirom	Director
7. Mr. Boonya	Tantipanichaphan	Director
8. Ms. Chonticha	Siripongpreeda	Director

**One director who didn't attend the meeting**

1. Mr. Sanit	Vorapanya	Chairman of BOD/Independent Director
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**The Executives who attended the meeting**

1. Mr. Chatchavin	Pipatchotitham	Executive Vice President
2. Mr. Arin	Jamnaree	Financial Controller

**The auditor and law consultant who attended the meeting**

1. Mr. Suratthep	Thechama	Independent Lawyer
2. Mr. Supachai	Phanyawattano	Auditor of Ernst & Young Office Limited

The Company's officer invited Khun Sutham Malila, Chairman of Audit Committee/Independent Director, to preside over the meeting instead of Khun Sanit Vorapanya, who is the Chairman of the Board of Directors, was on business trip aboard. The chairman then greeted the shareholders and welcomed them to the Annual General Meeting of Shareholders for 2011 of Forth Corporation Public Company Limited ("the Company"). At first, the chairman mentioned on the video presentation of the Company's business operation during the year and the Company would elaborate detail during meeting's agenda. Later, Khun Arin Jamnaree, who was Financial Controller, conducted the whole agenda procedures of the meeting.

Before the consideration of each agenda, Khun Arin declared the quorum of the meeting that there were 105 shareholders who presented by themselves and proxy appointments with 792,870,654 shares or equivalent to 82% of the total paid-up capital which constituted a quorum of the meeting pursuant to the law. He also explained the procedure for casting votes in the meeting as follows:

1. One share shall be entitled to one vote.
2. Each shareholder has a right to vote equivalent to a number of shares held by the shareholder including the same shares held by proxy holding.
3. In the voting cast of each agenda, the shareholders and proxies should mark '✓' in the box "APPROVED" (if it is agreed) or mark '✓' in the box "OPPOSED" (if disagreed with the agenda) or "ABSTAINED" (if it is neutral), then sign off at the end of ballot.
4. In case of Power of Attorney has been assigned and vote has been done, ballots will not be given except if all votes have not been done. Then the authorized person can vote on behalf of the shareholders. The officer(s) of the Company will give the ballot for such particular agenda(s).
5. The ballots will be counted only "OPPOSED" and "ABSTAINED". The number of those votes will be deducted from the total votes of the shareholders present and eligible to be, to represent the "APPROVED" votes.
6. The result of ballots count shall be displayed on the projector screen.
7. The meeting resolution will be based on the majority vote of shareholders who attend the meeting and cast their votes.

Khun Arin provided the opportunity for shareholders who would like to propose question of voting procedures but there were no any shareholders who have any questions. Then Khun Arin began the meeting agenda as follows:

#### **Agenda 1 To certify the Minutes of Annual General Meeting of Shareholders for 2010**

Khun Arin declared into the meeting that the Company arranged the Annual General Meeting of Shareholders for 2010 on 23<sup>rd</sup> April 2010. The minutes of meeting have been prepared and submitted to the relevant authorities within the specified period, including disclosure on the Company's website. The minutes also have been sent to the shareholders as an attached document together with the invitation letter for the 2011 Annual General Meeting of Shareholders in order to approve that minutes. After that, Khun Arin provided the shareholders for opportunity of questions and opinion proposals which asked them to present their names and surnames before. However, there were no shareholders who proposed any questions or opinions. He asked the meeting to certify the Minutes of Annual General Meeting of Shareholders for 2010.

**Resolution:** The meeting considered and certified the Minutes of Annual General Meeting of Shareholders for 2010 with voter turnout as follows:

Number of Shares Vote	: 788,945,651 Votes
Approved	: 788,945,651 Votes equivalent to 100.00%
Disapproved	: None
Abstained	: None

#### **Agenda 2 To acknowledge the annual operating results for 2010**

Khun Arin summarized the operating results for the year 2010 to the meeting as follows:

##### **Significant development and achievement in 2010**

In 2010, a meeting of the Company's Board of Directors had an approval for entering into a share sale agreement of Thai Industrial Water Co., Ltd. (TIW). Therefore TIW were not a subsidiary of the Company since 30<sup>th</sup> April 2010. The Company paid interim dividend for the operating results of the first half year of 2010 at a rate of Baht 0.12 per share, or a total of Baht 115.2 million. In addition, the Company signed turnkey agreement of installation for Multi-Service Access Network, WDM and maintenances with TOT Plc. in total 3 contracts with amount of Baht 1,900 million. As well as the Company has enlarged investment into Philippines by establishment of Mindmap Commtech Inc. with registered capital of Peso 150 million (150,000 ordinary shares with a par value of Peso 1,000 each). Its core business provides online top up service and topping up mobile service. The Company holds 40% of its registered capital. During the year, the Company also achieved many outstanding awards for instance, achieved outstanding 5<sup>th</sup> IT princes Award 2010 for outstanding innovation recognition from Multi-Service Access Network (MSAN) from Foundation for Research in Information Technology (FRIT) and also the best prize of telecom innovation award by Telecommunications Research and Industrial for Development Institute (TRIDI)

from “FORTH X-TRANS WDM Access Switch”. Moreover, the Company received 2 awards winning from Thailand Embedded Product Award in categories of living and life style, 1st prize on “Nurse Call System”, the second award winning in the categories of productivity and tools – best innovation award on “Forth Android development board tablet”.

### Summary of operating results

Unit: Million Baht

	2010	2009	2008
Total revenues	11,633	10,045	7,481
Net income	318	72	78

The revenues of the Company had gradually increased since 2008. Total revenues of the Company in 2010 were Baht 11,633 million increased by Baht 1,588 million in 2009. This was mainly derived from the revenue of printed circuit board, telecommunication device and electronic turnkey contract under the customer brand increased by Baht 602 million. Particularly, the electronic turnkey contract of major client, Western Digital, had sale value of Baht 8,070 million as well as the installation of MSAN projects increased by Baht 1,053 million.

The Company had net profit of Baht 318 million which was the result of increasing gross profit in line with increasing of revenues. It also recorded profit from disposal of investment in a subsidiary of Baht 30 million. In addition, the reducing of loss provision in ERP project with Metropolitan Electricity Authority (MEA) due to the Company had already submitted the final phase of work to MEA and on the process of inspection.

### The revenues structure was categorized as follows:

	2010		2009	
	Million Baht	%	Million Baht	%
<b>Revenues from main business</b>				
1. Revenue from manufacturing and sale telecommunication equipment and electronics equipment under “FORTH” trademark	648	5.57	975	9.71
2. Revenue from print circuit board and electronic equipment assembling under the customer brand				
2.1 Consign Parts	107	0.92	47	0.46
2.2 Turnkey	8,144	70.00	7,602	75.69
Total revenue from consigns and turnkey	8,251	70.92	7,649	76.15
3. Revenue from manufacturing, sale and installation traffic light system and equipment and CCTV	520	4.47	485	4.83
4. Revenue from manufacturing and sale electrics board	65	0.56	49	0.48
5. Revenue from distribution of electronics parts	735	6.32	680	6.77
6. Revenue from advertising collection on the genius traffic billboards	31	0.27	26	0.26
7. Revenue from developing and implementing ERP	15	0.13	45	0.45
8. Revenue from installation of MSAN projects	1,134	9.75	81	0.81
9. Revenues from online Top-up services and topping-up the prepaid mobile phones	137	1.18	14	0.14
<b>Total revenues from main business</b>	<b>11,536</b>	<b>99.17</b>	<b>10,004</b>	<b>99.60</b>
Other income **	97	0.83	40	0.40
<b>Total revenues</b>	<b>11,633</b>	<b>100.00</b>	<b>10,044</b>	<b>100.00</b>

Note \*\* Other income included gain on exchange rate and rental income etc.

Total revenues in 2010 were Baht 11,633 million which composed of as follows:

1. The revenues from print circuit boards and electronics equipment assembling under the customer brand which was operated by the Company. That generated revenue in 2010 of Baht 8,251 million or 70.92% of total revenues. Mainly from the order of Western Digital with value of total sale was Baht 8,070 million increased by Baht 513 million in 2009.
2. The revenues from the manufacture and distribution of telecommunication and electronics equipment under brand “FORTH” was operated by the Company. That generated revenues in 2010 of Baht 648 million or 5.57% of total revenues and derived from the sales of MSAN and Mini MSAN.
3. The revenues from the manufacture, distribution and installation of traffic light system and equipments and CCTV were generated by Genius Traffic System Company Limited (“GTS”) which held 100% shareholding by the Company. In 2010, total revenues were Baht 520 million or 4.47% of total revenues.
4. GTS generated revenues from the manufacture and distribution of electronics boards amounting to Baht 65 million or 0.56% of total revenues.
5. The revenues from the distribution of electronics parts were generated by Electronics Source Company Limited (“ES”) which held 100% shareholding by the Company. In 2010, the revenues were Baht 735 million or 6.32% of total revenues. It increased in line with the recovery of electronics industry.
6. The revenues from the collection of advertising fees were generated by Joint Venture Genius (“JV Genius”) which held 100% shareholding by the Company. In 2010, the revenues were Baht 31 million or 0.27% of total revenues.
7. The revenues from the development and implementation of information system or ERP project which was operated by the Company. In 2010, the Company generated revenue from public sector with amount of Baht 15 million or 0.13% of total revenues whereby total revenues of 2009 was derived from ERP project of MEA.
8. The Company generated revenues from MSAN projects amounting to Baht 1,134 million or 9.75% of total revenues. Mainly derived from the installation of MSAN projects with TOT Plc., value of Baht 1,900 million.
9. The revenues from online top-up services and topping-up the prepaid mobile phones were generated by Forth Smart Service Company Limited (FSS) which held 51% shareholding by the Company. It generated revenues of Baht 137 million or 1.18% of total revenues due to increasing number of mobile top-up kiosks.

#### Summary of financial status

Unit: Million Baht

	2010	2009	2008
Total assets	6,452	5,425	4,219
Total liabilities	5,129	4,295	3,171
Total shareholders' equity	1,323	1,130	1,048

As of 31 December 2010, total assets increased by Baht 1,026 million from 2009 with mainly derived from current assets increased by Baht 944 million. Those increasing from accrued income of MSAN projects with TOT Plc. as well as CCTV installation of one subsidiary compensating with decreasing of account receivables. That was the result of revenue of Western Digital’s electronic turnkey project in 4<sup>th</sup> quarter of 2010 decreased comparing to same quarter in 2009 which was derived to decrease account receivables as well. In addition, non-current assets increased by Baht 82 million which mainly derived from assets purchased of Baht 228 million. That was from the increase of number of mobile top-up kiosks of Forth Smart Service Co., Ltd. including land purchasing by Electronics Source Co., Ltd., assets depreciation with amount of Baht 124 million as well as amortization of rights to derived benefit on genius boards of Baht 26 million.

As of 31<sup>st</sup> December 2010, total liabilities increased by Baht 834 million from 2009. These were mainly derived from increasing of short-term loans from financial institutions by Baht 1,139 million which was the result of revolving credit of the Company for projects in 2010. Meanwhile account payables decreased by Baht 552 million as the result of the purchasing orders of raw material, good and services in 4<sup>th</sup> quarter of 2010 decreased comparing to 4<sup>th</sup> quarter of 2009. In addition, the Company obtained long-term loans amounting to Baht 247 million for working capital and asset purchase along with long-term loan repayment with amount of Baht 70 million.

Shareholders' equity increased by Baht 192 million because the net profit in 2010 was Baht 313 million as well as raising capital from minor shareholders of one subsidiary with amount of Baht 5 million. Meanwhile, the proportion of the shareholders decreased due to interim dividend payment of Baht 115 million as well as disposal of investment in one subsidiary with amount of Baht 11 million.

After Khun Arin had reported the milestones and operating results of the Company in 2010, he provided opportunities to shareholders for questions and opinion proposals with presenting their names and surnames before proposal.

Shareholder: Khun Chatcherm Attasa (proxy of Thai Investors Association) asked question: The Company operated one project for MEA with value of Baht 549 million and recorded loss provision during 2007-2010 with value of Baht 624 million. At this moment, its business had actual loss or not and also whether the Company would record additional loss provision in 2011 or not since the Company has already delivered the final phrase to MEA.

Khun Pongchai Amatanont, Chief Executive Officer, answered that the project of MEA was ERP software development which covered all the operating system of MEA including billing system. Nowadays all the electricity billings that delivered to users were developed by the Company's program. The billing system was operated since 1<sup>st</sup> January 2008. Now this project is in the final inspection process. The Company anticipated receiving final payment soon. Any expenditure over the revenue of project would be partially offset by additional sale of SAP license including maintenance service.

Shareholder: Khun Pongsathorn Wanitsathien asked question: The public sector's project was quite risk. Why the Company didn't diversify the risk to private sector?

Khun Pongchai answered that the Company always diversified risk by expanding investment into private sector for example Boonterm's kiosk. The Company would develop kiosk to be vending machine in the future. However some portion revenues of the Company derived from government's project because the Company had an expertise in producing telephone network for many years and continually developed for example MSAN project with TOT Plc., value of Baht 800 million last 2 years ago and in 2010, the Company was also received MSAN projects from TOT Plc. with value of Baht 1,900 million. Only the ERP project with MEA had problem because the Company didn't want to abandon the project which affected the Company's reputation. Therefore the Company was liable to complete this project. The Company foresaw the business opportunity with MEA in long run, which the Company could expand other business lines in related with this project for example sale of Smart Meter and etc.

When there are no more shareholders proposing any questions and opinions. Khun Arin asked the meeting to acknowledge the operating results of the Company.

### **Agenda 3 To approve the balance sheet and income statement for the year ended 31<sup>st</sup> December 2010**

Khun Arin declared in the meeting that to the sections 112 and 113 of the Public Limited Companies Act, B.E. 2535 and the articles of association No. 57, the Company must propose the annual report and balance sheet and income statement to the meeting for approval. The balance sheet and income statement for the year ended 31<sup>st</sup> December 2010 was existed in the subject of "Financial Statements" in annual report of 2010 between 68-101 pages which were audited and certified by auditor of the Company Company with unqualified

opinion. Khun Arin provided the shareholders opportunities for questions and opinion proposals and asked the shareholders presented their names and surnames before they asked questions or demonstrated opinion.

Khun Chatcharempong Attasa (proxy from Thai Investors Association) asked that whether the Company confronted with liquidity problem or not as short-term loan of the Company was amount of Baht 2,000 million.

Khun Arin answered that debt to equity ratio was 3.9:1 might be slightly high but if considered in the detail of financial statements, it found that one major client, Western Digital, who was the debtor and creditor, provided raw material as well as be client of the Company. If Western Digital's item was deducted, therefore the debt to equity ratio of the Company would decrease. Besides, the increasing of short-term loan due to loan of MSAN projects with TOT Plc. had project value of Baht 1,900 million. The project's loan was granted by a bank with amount of Baht 1,400 million. For the CCTV project of one subsidiary, it has been supported by loan from a bank as well. That why the short-term loan of the Company was increasing. Nevertheless, the Company did not confront with any liquidity problem as the Company still has continued receiving credit facilities from financial institutions.

Khun Chatchavin, executive vice president, further elaborated that debt to equity ratio was 3.8-3.9 times and slightly high in financial statements. If we considered the financial statements, it found that account payable and account receivable of one client, Western Digital, was quite similar amount approximately Baht 2,000 million. After offset those amount, debt to equity ratio would be 1.8 times. Besides, the Company had mega project value of Baht 1,900 million which Baht 1,400 million loan was granted by the bank. When the project completed, the debt level would be decreased respectively. Therefore, when deducting this item, net working capital of the Company would be remaining only Baht 400-500 million. However if any mega project occurs, the Company always receives financial support from financial institutions, therefore the Company hasn't any problem on source of fund.

One shareholder didn't mention his name asked question: In case, there were any problem with public sector's project, How did the Company solve problem?

Mr. Chatchavin answered that mostly debt from project contractor between the Company and public sector would transfer rights to collection to the bank which collateralized debt obligation of the Company with bank. The Company would always operate this model for mega project. Along with contracts with public sector or TOT Plc. allowed the Company gradually collected installment base on work progress. Therefore the Company could continue control debt.

One shareholder didn't mention his name asked question: How many companies that operated the same business or industry as the Company?

Khun Chatchavin answered that most of companies that operated business with public sector would have similar model as well as the procedure in applying loan from bank. The loan would be in similar proportion. Although some of competitors would have debt structure similar to the Company, debt structure of the Company was slightly high because of turnkey project of Western Digital.

One shareholder didn't mention his name asked question: Was there any risk on financial status of the Company?

Khun Chatchavin answered that no any risky on financial status of the Company.

Then, Khun Pongchai elaborated that the Company had an efforts in risk management for public sector's project and modified business model with public sector. Due to the Company had extensive experiences in this field, therefore the Company would make contract separately in each project and didn't make comprehensive project same as the ERP project with MEA.

Proxy: Khun Manit Chareoncheevin demonstrated his opinion as follow: If the public sector denied accepting project, it might be affected liquidity of the Company as well.

Khun Pongchai answered that ERP project with MEA had the problem during initial phrase but now it was quite better.

When there are no more shareholders proposing any questions and opinions. Khun Arin asked the meeting to approve the balance sheet and income statement for the year ended 31<sup>st</sup> December 2010.

**Resolution:** The meeting approved the balance sheet and income statement for the year ended 31<sup>st</sup> December 2010 with the following votes:

Number of Shares Vote	: 791,445,751 Votes
Approved	: 791,333,451 Votes equivalent to 99.99%
Disapproved	: None
Abstained	: 112,300 Votes equivalent to 0.01%

**Agenda 4 To allocate the net profit and approve dividend payment for operating results of 2010**

Khun Arin declared that according to the section 116 of the Public Limited Companies Act, B.E. 2535 and the articles of association No. 51, the Company shall allocate not less than 5% of its annual net profit less the accumulated loss brought forward (if any) to a reserve fund until this fund attains an amount not less than 10% of the registered capital. In addition, the Company established the policy to pay dividends to the shareholders at the rate of not less than 40% of the net profit after corporate income tax, accumulated loss brought forward and appropriation of statutory reserve accordance with the Company's separate financial statements. However, the Board of Directors may set the rate of dividend less than the one mentioned above depending on the operating results, financial situation, liquidity and the necessity to expand the operation as well as the reserve on circulating capital of the operating of the organization.

In 2010, the Company has net profit of the separated financial statements amounting to Baht 346,078,604.80. Therefore the Company must allocate the net profit not less than 5% of annual net profit as a statutory reserve amounting to Baht 17,303,930.24. The Board of Directors have already considered to propose to the shareholders' meeting to allocate this mentioned amount as statutory reserve as well as approved the annual dividend payment for the operation results for the year ended 31<sup>st</sup> December 2010 at the rate of Baht 0.27 per share, a total amount of Baht 259.2 million. The amount of Baht 0.10 per share be paid from the taxable profit which was subject to 25% corporate income tax, which individual shareholders are entitled to a tax credit in accordance with Section 47 bis of the Revenue Code. The remaining amount of Baht 0.17 per share will be paid from the profit exempted from paying corporate income tax (BOI). It included with an interim dividend payment for the first half year of 2010 at the rate of Baht 0.12 per share. The total amount of interim dividend payment was Baht 115.2 million. Therefore the balance of dividend payment in this year will be paid at the rate of Baht 0.15 per share amounting to Baht 144.0 million. The amount of Baht 0.05 per share will be paid from the taxable profit which was subject to 25% corporate income tax, which individual shareholders are entitled to a tax credit in accordance with Section 47 bis of the Revenue Code. The remaining amount of Baht 0.10 per share will be paid from the profit exempted from paying corporate income tax (BOI).

The record date to determine shareholders' name for the right to receive the dividend is scheduled on 21<sup>st</sup> April 2011 in respect to Clause 225 of the Securities and Exchange Act. The closing date of shareholders register book will be on 22<sup>nd</sup> April 2011. The dividend shall be paid on 6<sup>th</sup> May 2011.

When there are no more shareholders proposing any questions and opinions. Khun Arin asked the meeting to consider allocating the net profit and approve dividend payment for operating results of 2010.

**Resolution:** The meeting considered to allocate the net profit and approve the dividend payment for operating results of 2010 with the following votes:

Number of Shares Vote	: 791,456,651 Votes
Approved	: 791,456,651 Votes equivalent to 100.00%
Disapproved	: None
Abstained	: None

**Agenda 5 To consider and elect replacing directors who shall retire by rotation**

Khun Arin declared into the meeting that according to the sections 70 and 71 of the Public Limited Companies Act, B.E. 2535 and the articles of association No. 17 and No. 18, they stipulates that at the Annual General Meeting of Shareholders in every year one-third of the directors must retire from the position. The directors who are retired, they could be elected to be directors again. In the 2011 Annual General Meeting of Shareholders, there are three directors who shall retire are as follows:

- |                               |   |
|-------------------------------|---|
| 1. Mr. Sanit Vorapanya        | Position: Chairman of BOD/Independent Director/Audit committee      |
| 2. Mr. Sutham Malila          | Position: Director/Independent Director/Chairman of Audit committee |
| 3. Ms. Nongram Laohaareedilok | Position: Director/Independent Director/Audit committee             |

The Company announced the proposal of nomination through the website of the Company in order to propose the candidates for the election of directors but there were no any proposals of candidates to the Company. Therefore, the Board of Directors proposed the meeting to make reappointment of three directors mentioned above to prior positions.

After that, Khun Arin asked the meeting to consider and elect replacing directors who shall retire by rotation by individually.

**Resolution:** The meeting considered and agreed to appoint those 3 retired directors to be directors for another term proposed which the meeting considered and elected the directors individually with following votes:

- |                               |   |
|-------------------------------|---|
| 1. Mr. Sanit Vorapanya        | Position: Chairman of BOD/Independent Director/Audit committee      |
| Number of Shares Vote         | : 791,451,151 Votes   |
| Approved                      | : 791,338,851 Votes equivalent to 99.99%                            |
| Disapproved                   | : None  |
| Abstained                     | : 112,300 Votes equivalent to 0.01                                  |
| 2. Mr. Sutham Malila          | Position: Director/Independent Director/Chairman of Audit committee |
| Number of Shares Vote         | : 791,411,651 Votes   |
| Approved                      | : 791,299,351 Votes equivalent to 99.99%                            |
| Disapproved                   | : None  |
| Abstained                     | : 112,300 Votes equivalent to 0.01%                                 |
| 3. Ms. Nongram Laohaareedilok | Position: Director/Independent Director/Audit committee             |
| Number of Shares Vote         | : 791,411,151 Votes   |
| Approved                      | : 791,298,851 Votes equivalent to 99.99%                            |
| Disapproved                   | : None  |
| Abstained                     | : 112,300 Votes equivalent to 0.01%                                 |

**Agenda 6 To approve the remuneration of the directors for 2011**

Khun Arin declared into the meeting that according to the section 90 of the Public Limited Companies Act, B.E. 2535 and the articles of association No. 34, they specified that the directors had right to obtain the remuneration in form of cash reward, meeting attendance fee, gratuity, bonus or other remunerations which depended upon the meeting's (AGM) consideration. The Boards considered judiciously the remuneration in line with industry benchmark and appropriate to the duty and responsibilities of each director including business opportunity and profitability of the Company. The Board found it appropriate to propose the meeting to approve the remuneration of the directors for 2011 which were consisted of meeting attendance fee and gratuity. Details were as follows:



**The meeting attendance fee**

• Chairman of Director	33,000 Baht	per each attendance
• Director	22,000 Baht	per each attendance
• Chairman of audit committee	49,500 Baht	per each attendance
• Audit committee	46,200 Baht	per each attendance

The remuneration of the director for 2011, which demonstrated above, was the same rate as remuneration of 2010. The amount of gratuity was not over Baht 1.0 million (2010: Baht 1.0 million) and shall be allocated to non-executive directors and/or independent directors.

Khun Arin further elaborated that the directors and related persons who were shareholders of the Company considered having special interest on this matter. Therefore they did not entitle to vote on this agenda.

Khun Arin provided the shareholders the opportunity of opinions and questions proposal in this agenda but there were no shareholders who demonstrated any opinion or question. He asked the meeting to approve the remuneration of the directors for 2011.

**Resolution:** The meeting approved the remuneration of the directors for 2011 with the following votes:

Number of Shares Vote	: 92,208,151 Votes
Approved	: 92,186,151 Votes equivalent to 99.98%
Disapproved	: None
Abstained	: 22,000 Votes equivalent to 0.02%

**Agenda 7 To consider the appointment of the Company's auditors for 2011 and determination of their remunerations**

Khun Arin declared into the meeting that according to the section 120 of the Public Limited Companies Act, B.E. 2535 and the articles of association No. 59 and No. 60, they stipulates that at the Annual General Meeting of Shareholders in every year the appointment of auditors and remuneration approval must be existed or reappointment possible. Due to the consideration of audit committee, the Board found it appropriate for the meeting to consider the appointment of auditors from Ernst & Young Office Limited to be the Company's auditors for 2011 which each auditor from below auditor list could audit and provide opinion for the Company's financial statements.

1. Mr. Supachai Phanyawattano Auditor License 3930 and/or  
(An auditor who signed off the Company's financial statements in 2006)
2. Mr. Narong Pantawong Auditor License 3315 and/or  
(Never signed on the Company's financial statements)
3. Ms. Tippawan Nananuwat Auditor License 3459  
(Never signed on the Company's financial statements)

In case that those auditors could not be on duty, Ernst & Young Office Limited would provide new auditor list of the office replacing them. They also didn't have any relationship or conflict of interest with the Company/the subsidiaries/the executives/major shareholders or related persons. The auditors of Ernst & Young Office Limited still was the auditors of our subsidiaries and associates, total of five companies. The Board also found it appropriate the meeting to approve the remuneration of auditors for 2011 which was amounting to Baht 1,090,000 same as the remuneration of 2010. There were no non-audit services from Ernst & Young Office Limited.

Khun Arin provided the shareholders the opportunity of opinion and question proposal in this agenda.

Shareholder: Khun Pongsathorn Wanitsathien asked question: He would like the Chief Executive Officer to elaborate business operation of the Company at present and in the future for investor as well as his economic perspective. What would the Company operate in hardware, software or system integration business or telecommunication or holding business in the next three, five or ten years?

Khun Pongchai answered that he would answer this question in agenda 8<sup>th</sup>.

Then, there were no shareholders who demonstrated any opinions or questions. Khun Arin then asked the meeting to consider the appointment of the Company's auditors for 2011 and determination of their remunerations.

**Resolution:** The meeting considered the appointment of the Company's auditors for 2011 and determination of their remunerations with the following votes:

Number of Shares Vote	: 791,451,751 Votes
Approved	: 791,317,451 Votes equivalent to 99.98%
Disapproved	: None
Abstained	: 134,300 Votes equivalent to 0.02%

#### **Agenda 8 Consideration of other matters (if any)**

When meeting didn't have any issues to consider, therefore the chairman asked Khun Pongchai to describe the presentation of future project in 2011 into the meeting as follows:

Khun Pongchai apologized to the shareholders of the ERP project with MEA that confronted with operating loss in 2008. However during last 2 years, the Company could generate profit because it delivered the last phase of ERP project to MEA on 31<sup>st</sup> March 2010. The Company anticipated that MEA would engage in the maintenance system. In addition, the Company was confident to continue acquire project from MEA and settlement all outstanding debts. As some of shareholders were concerned about the debt burden of the Company in respect of works of Western Digital which was both major debtors and creditors of the Company. The Company was confident that no any risk or liability on this project as it continues to settlement payment.

In 2011, the Company has strategies to enlarge business as follows:

- MSAN and Mini MSAN projects: In Thailand, there was 16 million households but only 4 million households that installed internet broadband ADSL of TOT Plc. The internet broadband in Thailand was still continuing expansion. The Company has already installed MSAN network for TOT Plc. more than 10,000 units across the country to replace original telephone network's units. The value of project was over Baht 4,000 million. This year, TOT Plc. had budget not less than Baht 6,000 million to expand its service. The Company expected to bid this project as well. For MSAN product, the Company was, not only to provide telephone service or hi-speed data transmission, but also developed it to support hi-speed internet in the future by providing available slots inside MSAN unit. TOT Plc. could buy ADSL card to insert inside the units. The Company also expected to join NGN network auction of TOT Plc. which had Baht 6,000 million budget and also FTTX (Fiber To The Home) of it which had Baht 10,000 million budget as well. For ADSL card, the Company expected to install additional 150,000 ports, valued over Baht 200 million.

- The enlargement of prepaid top up service or topping up prepaid mobile service which has operated by Forth Smart Service Co., Ltd. (FSS) and the product called “Boonterm kiosk”. The differentiate of our top up kiosk and other kiosk was that the kiosk was researched and developed by the Company, direct linkage with mobile service operators including security system similar to automatic transferring machines (ATM) and had its own server. At this present, the Company has already installed over 9,000 kiosks across country and accumulated top up amount over Baht 1,000 million. The Company’s projection on installation of Boonterm kiosks would be 20,000 kiosks and 30,000 kiosks in 2011 and 2012, respectively. Accumulated top up amount would be Baht 3,500 million and Baht 8,000 million in 2011 and 2012, respectively. The revenues from Boonterm kiosk was reliable and consistent. The Company also has important alliances for example 7-11 convenience store (installed over 800 kiosks), Tesco Lotus and TOT Plc. The Company had developed kiosks to do other business activities in the future, for example vending machine or top up highway card, public utilities payment and etc. During the year, the Company established Mindmap Commtech Inc. in Philippines to provide mobile top up service. This year, the Company could complete deal with Vietnam’s largest telecommunication successfully and expected to operate mobile top up service in Vietnam this year including in Indonesia as well. The Company plans to enlarge its business to cover South East Asia in this year as well.
- The installation of CCTV: Bangkok Metropolitan Authority (BMA) assigned the Company to install CCTV worth over Baht 800 million from 2007 to 2010. The Company expected to acquire addition project amounting to Baht 1,000 million.
- LED screen project: The Company could win auction of genius traffic sign that installed at the highway bill checkpoint and expects to be available within this 4-5 months.
- Although Genius Electronic Meter Co; Ltd. confronted with operating loss, still had prosperity because the meter system would be changed to electronic system in the future which the Company has already researched and produced smart meter to support the market.
- The vehicle tracking device of the Company still had growth. Currently, there were over 8,000-10,000 vehicles installed its tracking which were charged service fee.
- The Company’s efforts push the electronic ballast to market as over 25% energy saving. The Company has already contracted the MEA and Provincial Electricity Authority (PEA) to use energy saving ballast instead of older ballast.
- In the future, Internet would be Fiber To The Home. The Company has continually developed product to support any changing in the future. The developed project is WDM project (hi-speed data transmission). Currently, the Company has already installed MSAN network for TOT Plc. over 1.4 million ports.

After that, Khun Pongchai provided the shareholders for opportunity of question.

Shareholder: Khun Sinchok Piriyothisakul asked question: Where the revenues of Boonterm kiosk 6.5% came from?

Khun Pongchai answered that 6.5% of revenues derived from the service charge from mobile top up and also commission from service operator with an average rate of return at 13%. Then its revenue would share with franchisee in approximately half of all the returns.

Shareholder: Khun Sinchok Piriyothisakul asked question: Were there any competitors to install kiosk at 7-11 convenience store or at Tesco lotus or not?

Khun Pongchai answered that there were no any companies to have the same network system similar to the Company. This system could prevent any thief due to online real time linkage between server and network and the Company could immediately detect any happening all the times.

Shareholder: Khun Pongsathorn Wanitchsathien asked question: How long of this model would exist in the market and people were accustomed to top up model? How much was depreciation of kiosk? How did the Company manage its capital as the Company would expand business to abroad? Did the Company have any strategy to seek new partner or not?

Khun Pongchai answered that the model of business would still exist in the market because of micro transaction which could top up at the minimum value of Baht 10 covered domestic and international market. The Company's strengths were technology and large investment as none of other companies could do. That why there were a few competitors in this market. Currently, there were more than 250,000 daily transactions or 7.5 million monthly transactions. For the capital management, the Company would convert profit into working capital. In the future, the Company plans to list the subsidiary (FSS) into MAI Stock Exchange and raise registered capital to Baht 300 million. Currently, Japanese investor is interested to be joint venture with the Company. However major joint ventures are still foreign partners.

Shareholder: Khun Sinchok Piriyothisakul asked question: Were there any expenditure to install kiosks at 7-11 convenience store and also how to divide benefit? What was strategy in foreign investment?

Khun Pongchai answered that 7-11 convenience store didn't charge any rental fee but the Company offered 6.5% of commission and total top up amount was Baht 20 million per month at this moment. The executive of 7-11 store was interested in this business because he could acquire the revenues higher than receiving from service operator and sale didn't drop. In the future, the Company expects to replace public telephone box with Boonterm kiosks.

Shareholder: Khun Sinchok Piriyothisakul asked question: Did Boonterm kiosk that used as public telephone must pay any rental charge or not?

Khun Pongchai answered that TOT was quite satisfied because it received rental fee and no labor cost to collect coin. Currently, there were over 1,000 kiosks replacing public telephone box. Despite, the revenue wasn't quite good as people weren't interested, after that, the Company would start to run campaign and expected revenue would be increased.

Shareholder: Khun Pongsathorn Wanitchsathien asked question: What would be the market share if the Company completely installed 30,000 kiosks? And what was the Company position in this top up business? What the Company would like to be in market's position?

Khun Pongchai answered that the Company still be forerunner in server top up service. If comparing to top up amount, the Company had top up for AIS through Advance MPAY over Baht 100 million. If the Company completely installed 30,000 kiosks, the top up amount would be Baht 8,000 million per year. The net return of this business was approximately 6.5% of total top up amount or approximately Baht 520 million which was in satisfactory level.

Shareholder: Khun Sinchok Piriyothisakul asked question: Who would take responsibility of any related expenditure with the Company or 7-11 convenience store?

Khun Pongchai answered that 7-11 convenience store would be responsible for any electricity bill but quite few amount. 7-11 staffs would be responsible for any cleaning because of daily opening kiosk and clean up every morning.

Shareholder: Khun Sinchok Piriyothisakul asked question: Whether the Company has already installed kiosks across country or not at this present.

Khun Pongchai answered that Boonterm kiosk has already installed across country especially northeastern region but not popular in the southern region.

Shareholder: Khun Panupong Pongsabud asked question: How did the Company completely installed 30,000 kiosk nationwide?

Khun Pongchai answered that the Company could do it as Boonterm kiosk would replace over 10,000 public telephone box and install at 7-11 convenience store over 5,000 kiosks. If E-ticket project launch in the future, clients could top up public bus ticket at Boonterm kiosk at every bus station as well.

Shareholder: Khun Sinchok Piriyothisakul asked question: What was the standard of TOT kiosk and also security system? Did the Company have adequate personnel to operate?

Khun Pongchai answered that kiosk used 12 volts of electric and had sensor in every kiosks which was best security system. That system directly linked to main server and had 24 hours call center to monitor. The Company has prepared adequate personnel to support both domestic and international expansion.

Shareholder: Khun Panupong Pongsabud asked question: Did the Company evaluate any unpopular top up value location? How the Company did maintenance system? What were the respond of Kiosk at BTS station?

Khun Pongchai answered that the franchisees would be responsible for kiosk as well as money collection and deposited to bank. The lifespan of kiosk was 5 years. In generally, the kiosk could be used over 8 years and continually upgrade software. Regarding to Boonterm kiosks at BTS station were installed last 2 months. Some stations had good top up amount but some hadn't. Its kiosk would pay by commission, not rental fee. However the Company was still confident the average top up amount would be 80,000 Baht per month.

One of shareholder didn't mention name asked question: Did the Company have any plan to raise capital in Boonterm business?

Khun Pongchai answered that the Company would definitely raise the capital because of business enlargement.

Shareholder: Khun Panupong Pongsabud asked question: Would the Company operate business that related to BECL (Easy Pass)?

Khun Pongchai answered that the Company didn't sell Easy Pass card but kiosk would develop to support any business activities including top up Easy Pass card. Expressway Authority of Thailand (EXAT) found that top up value at toll gate made traffic congestion. Therefore EXAT found other channel to top up value. The Company proposed top up value through Boonterm kiosk.

Shareholder: Khun Sinchok Piriyothisakul asked question: Did any problem occur in Boonterm kiosk?

Khun Pongchai answered that kiosk had slightly problem for example coin or bank note struck. The franchisees should always monitor it.

One of shareholder didn't mention name asked question: Did the Company have any regulation in receive overdue mobile phone payment?

Khun Pongchai answered that any postpaid mobile payment or any service billing would pay through Advance MPAY which was one of AIS subsidiary. The Company directly linked through server of MPAY, if MPAY system accepted customers' transaction, the Company also could do as well.

Shareholder: Khun Panupong Pongsabud asked question: How did the Company control the brightness of LED advertising billboard as it was brighten?

Khun Pongchai answered that in general, it could set up the brightness of LED billboard but depended upon the times and atmosphere which weren't consistency. Mainly the operator would focus on enabling the ultimate level first.

Shareholder: Khun Worapong Thanyasuwanukul asked question: How much did Forth Smart Service Co., Ltd. generate revenue or profit?

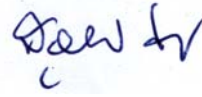
Khun Pongchai answered that currently, FSS didn't generate profit yet. In general, if kiosk didn't install at factory or school, it could take 6 months for bring people to top up value. Last year, the Company installed over 6,000 units but it still had operating loss of Baht 6 million. Assumed that the Company had revenues Baht 65 million from Baht 1,000 million top up amount but operating expense was Baht 30 million. The loss was depreciation of kiosk. However the Company had just started up this business and took times to get returns.

Shareholder: Khun Sinchok Piriyothisakul asked question: What did target of Boonterm kiosk this year?

Khun Pongchai answered that the target of kiosk installation this year was 20,000 units and top up value was Baht 3,500-4,000 million. For 2012, the Company expects to install 30,000 kiosks.

When no any questions from shareholders, the chairman appreciated the shareholders attended the meeting as well as any recommendation from the shareholders would be useful for further improvement. Finally, he declared to finish the meeting.

The meeting was finished at 17.00 PM.



Signed.....Chairman of Meeting

(Mr. Sutham Malila )



Signed.....Secretary to the Committee

(Ms. Suphaluck Paramaswat)