

( Translation )

April 1, 2009

Subject: Invitation to the 16 Annual General Meeting of the Shareholders

To: **Shareholders**

Attachment: 1. Annual Report and Balance Sheet and Statement of Profit and Loss for the year as at December 31, 2008.  
2. Copy of the Minutes of the Annual General Meeting of Shareholders No. 15  
3. Information on proposed directors in replacement of those retired by rotation  
4. Definition of Independent Director  
5. Criteria and Process for Nominate Director  
6. Articles of Association of UT to concern the Meeting  
7. Proxy Forms B  
8. Map of the Meeting Location

With The Board of Director had a resolution to call the Annual General Shareholders' Meeting No. 16 on Tuesday, April 21, 2009 at 10.30 a.m., at the 1<sup>st</sup> floor Meeting room of Saha-Union Building No. 1828 Sukhumvit Rd., Bangchak, Phrakanong, Bangkok, with the follows agendas :-

**Agenda 1 Consideration and approval of the Minutes of the Annual General Meeting of Shareholders No. 15**

The Directors' opinion : Proposed the shareholders to approve the above minutes.

**Agenda 2 Acknowledging Directors' report on the past year's performance.**

The Directors' opinion : Proposed the shareholders to approve the above report.

**Agenda 3 Consideration and approval of the Balance Sheet and Profit and Loss Accounts for the year ending December 31, 2008**

The Directors' opinion : Proposed the shareholders to approve the above financial statements approved by the auditor.

**Agenda 4 The cessation of dividend.**

The Directors' opinion : Proposed the shareholders to suspend the dividend payment for the year 2008 as the Company was suffering a loss for the dividend which the preferred shareholders were to receive at 14% annually, following the Company's Article of Association, such right was to be accumulated but not exceeding 7 years.

**Agenda 5 Consideration on the Company's Directors, their authority and remuneration.**

The Directors' opinion : For the Company's 12 Directors, proposed the shareholders to agree to the Nomination and Remuneration Committee's proposals to reappoint the following 4 Directors who were due to retire:-

1. Mr. Prasong Sukhum
2. Mrs. Supung Tangsujaritpant

3. Dr. Thitivat Suebsaeng

4. Miss Dalad Saphavichaikul

The above Directors had been individually and thoroughly screened by the Nomination and Remuneration Committee to be highly knowledgeable and capable. Mr. Prasong Sukhum, Audit Committee/Independent Director who was reappointed, had no interests with the Company/subsidiaries/ Associate Company or with any legal entity that may have conflict of interest with Company. He also possess the Independent Directors/Audit Committee Definition according to the minimum requirement of SEC and SET. The CVs of the 12 Directors were listed as Appendixes No. 3,4 and 5. The Directors' Authority was as follows :-

“Two Directors jointly sign with Company seal, except Mr. Prasong Sukhum , Dr. Achara Chandrachai , Mrs. Sutinee Khunwongsa who were Audit Committee and/or Independent Directors.”

The Meeting was proposed to approve the 2009 Directors' remuneration at not exceeding Baht 1,500,000. This amount had been approved by the Nomination and Remuneration Committee and was compared with others in the same industry while taking into consideration the future business expansion opportunities.

**Agenda 6 Proposed the appointment and remuneration of the auditor for the year 2009.**

The Directors' opinion :Proposed the appointment of Mr. Narong Puntawong, certified accountants No. 3315 or Mr. Supachai Phanyawattano certified accountants No.3930 or Miss Siraporn Ouaanunkun, certified accountants, No.3844 or Mr. Termpong Opanaphunt, certified accountants No. 4501, from Ernst & Young office Limited, the auditor office approved by the Inspecting Directors, as the Company's 2009 auditor (for the 3<sup>rd</sup> year). These auditors had no relationships and/or any interests with the Company / its executives / major shareholders. And proposed the suitable remuneration for the Company's auditing.

**Agenda 7 Cancellation of the Articles of Association Clause 59 of the Company.**

The Directors' opinion : Proposed the shareholders' to consider the cancellation of the Article of Association No. 59 thus : "In the event that the Company or its subsidiary enter into any connected transaction or disposition of substantial assets of the Company or the subsidiary pursuant to the definitions and regulations prescribed under the notifications of the Stock Exchange of Thailand applicable to the connected transaction or the acquisition or disposition of substantial assets; the Company shall comply with the regulations and procedures as stipulated by the said notifications".

The Company has to follow the regulation of SET's Act, BE. 2551 (No. 4) which already specify the above matter; therefore, there is not necessary to include it in the Company's Article of Association.

To fix the closing date of the share registration on April 1, 2009 until the adjournment of the meeting in order to entitle the shareholders whose names appeared in the shareholder list on the closing date of the registration book to attend the Annual General Shareholders' Meeting No. 16

All Shareholders are invited to participate the Meeting at the place, date and time as aforementioned.

Yours sincerely,

-Signature-  
Mrs. Chadaporn Jiemsakultrip  
Secretary of the Company