

Facts and Reasons Supporting to the Meeting Document**Agenda 1. To Consider and Approve the Minutes of 2008 Annual General Meeting of Shareholders**

Facts and Reasons : The Secretary of the Meeting already prepared the Minutes of the 2008 Annual General Meeting of Shareholders which was held on 10 April, 2008 and took actions required by law, it was then requested to propose the same to the Annual General Meeting of Shareholders to consider and approve the Minutes of the 2008 Annual General Meeting of Shareholders submitted to the shareholders as per details in Attachment 2.

Opinion of the Board : It was the view that the Minutes of the 2008 Annual General Meeting of Shareholders as per Attachment 2 were corrected and completed. It was deemed appropriate to approve such Minutes of the Meeting.

Agenda 2. To Acknowledgement of 2008 Annual Performance Report

Facts and Reasons : Article 32 of the Articles of Association stipulates that the results of operation during the preceding year should be reported to the Annual General Meeting of Shareholders. The report of the company's operation during the year 2008 has been sent to all shareholders as per details in Attachment 3.

Opinion of the Board : The 2008 annual performance report should be acknowledged without passing any resolution.

Agenda 3 To Consider and Approve the Balance Sheet and Profit and Loss Account

Facts and Reasons : Under Article 32 and Article 35 of the Articles of Association, the Board of Directors shall cause the financial statements to be made as of the end of the company's fiscal year and examined by the company's auditor for submission to the Annual General Meeting of Shareholders for consideration and approval within 4 months from the end of the fiscal year.

The balance sheet and the profit and loss account for the year ended December 31, 2008 as shown in the Annual Report were reviewed by the Audit Committee and the Board of Directors, and audited by the Company's auditor.

Opinion of the Board : Having considered the matter, the Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to approve the balance sheet and the profit and loss account for the year ended December 31, 2008 which had been reviewed by the Audit Committee, Board of Directors and audited by the Company's auditor as per details in Attachment 3.

Agenda 4

To Consider and Approve the Appointment of Auditor and Determination of Remuneration of the year 2009

Facts and Reasons : Under Article 32 of the Articles of Association, the auditor shall be appointed and remuneration shall be fixed at the Annual General Meeting of Shareholders.

The Audit Committee has considered proposing the appointment of the auditor for the year 2009, taking into account reliability, capability to provide service and advice on audit and certification of the financial statements in a timely manner. It is deemed appropriate to nominate the same auditor, namely, Ernst & Young Office Limited, as the Company's auditor for the year 2009 by proposing the Board of Directors to consider nominating to the Meeting of Shareholders either Mr. Supachai Phanyawattano and/or Ms. Siraporn Ouaanukul and/or Ms. Thipawan Nananuwat respectively, of Ernst & Young Office Limited, as the Company's auditor with the annual remuneration fee of not exceeding 1,050,000 Baht which is the same as last year. The profiles of the auditors are as per Attachment 4.

Opinion of the Board : It was deemed appropriate to nominate to the Meeting of Shareholders either Mr. Supachai Phanyawattano and/or Ms. Siraporn Ouaanukul and/or Ms. Thipawan Nananuwat respectively, of Ernst & Young Office Limited, as the Company's auditor with the annual remuneration fee of not exceeding 1,050,000 Baht.

Agenda 5

To Consider and Approve the Annual Appointment of Directors

Facts and Reasons : Under Articles 16 of the Articles of Association, at every annual general meeting, one-third of the number of directors shall vacate their office. If the number of directors is not a multiple of three, then the number

nearest to one-third must retire from office. A retiring director is eligible for re-election.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.

The Company currently has 12 directors. Therefore, 4 directors who have served the Board of Directors for the longest term would retire namely; Mr.Narong Sangsuriya, Mr.Somnuk Chaidejsuriya, Mr.Suvich Pungchareon and Mr. Plew Trivisvavet

Opinion of the Board : Having considered the matter, the Board of Directors, excluding the nominated directors, agreed with the Nomination and Remuneration Committees' proposal for the Meeting of Shareholders to appoint Mr.Narong Sangsuriya, Mr.Somnuk Chaidejsuriya, Mr.Suvich Pungchareon and Mr.Plew Trivisvavet, the directors who retired by rotation, to return to their office for another terms. The profiles of directors are as per Attachment 5.

Agenda 6

To Consider and Approve the Determination of Director's Remuneration

Facts and Reasons : Under Article 32 of the Articles of Association, the Annual General Meeting of Shareholders shall consider remuneration for directors.

In 2008, the Meeting of Shareholders approved the remuneration for the Company's directors by paying bonus for the year 2007 in the amount of not exceed 5,542,000 Baht and the remuneration for directors for the year 2008 in the amount of not exceeding 4,718,000 Baht and authorized the Nomination and Remuneration Committee to set out the criteria for such payment.

For the year 2009, the Nomination and Remuneration Committee has proposed the remuneration for directors as appropriate to the duties and responsibilities of the directors, whereby bonus for the year 2008 shall be paid to the directors in the amount of not exceeding 6,621,000 Baht and the remuneration for the year 2009 shall be paid to the directors in the amount of not exceeding 5,518,000 Baht as per Attachment 6.

Opinion of the Board : It was deemed appropriate to propose the matter to the Meeting of Shareholders to approve bonus for the year 2008 in the amount of not exceeding 6,621,000 Baht and remuneration for the year 2009 in the amount of not exceeding 5,518,000 Baht for directors as proposed by the Nomination and Remuneration Committee.

Agenda 7

To Consider and Approve the Profit Appropriation

Facts and Reasons : The Company has already fully set the legal reserve at 10% of its registered capital or 399,000,000 Baht. However, the Company is required to set aside a reserved fund at 10% of its net profit for the year as described in the amendment to the Concession Rights.

The Company has the 2008 net profit of 1,000,032,708.29 Baht. As stipulated in the amendment to the Concession Rights, the Company should allocate 100,003,270.83 Baht from the 2008 net profit to other reserve.

The Company has the dividend policy, of paying a dividend not less than 50% of net profit after corporate income tax, legal reserve and other reserve as described in any agreements. Having considered such policy, the Company still has free cash to pay dividends of 0.20 Baht per share or totally 798,000,000 Baht to its shareholders.

Opinion of the Boards : Having considered the matter, the Board of Directors has the opinion regarding the Company's financial statement of the year 2008, that the Company had profit and thus deemed it appropriate to propose to the Meeting of Shareholders to approve the appropriation of profit as other reserve at the amount of 100,003,270.83 Baht and allocation of 2008 net profit of the business under the investment promotion for the dividend payment of 0.20 Baht per share at the amount of 798,000,000 Baht.

Agenda 8

To Consider Others Business (If any)