

To: Shareholders
Subject: Invitation to the Annual General Meeting of Shareholders No. 76
Attachments: 1. Copy of the Minutes of Annual General Meeting of Shareholders No. 75
2. Annual Report 2008 including financial statements and auditor's report
3. Attachment to Agenda 5.1
4. Proxy and procedures and conditions for the registration of attendance at the Annual General Meeting of Shareholders No. 76
5. Location Map
6. Articles of Association Re: Shareholders Meeting

The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved and hereby given notice that the Annual General Meeting of Shareholders No. 76 will be held on 30 April 2008 at 10.30 a.m. at No. 451 La Salle Road (Sukhumvit 105) Bangna, Bangna, Bangkok 10260. The Agenda is as follows:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 75
Fact and Reason: The attachment is a copy of the Minutes of the Annual General Meeting No. 75 held on 10 April 2008, which was submitted to the Stock Exchange of Thailand within 14 days and was disclosed on the Company's Website. (Attachment No. 1)

Board's Opinion: The Minutes of the Annual General Meeting No. 75 held on 10 April 2008 should be approved.

Agenda 2 To acknowledge the Annual Report of the Board of Directors for the year 2008

Fact and Reason: The Board of Director's report and the operating results for the year 2008 are presented in the Annual Report for the year 2008, which is made in compliance with the Rules and Regulations of the Securities and Exchange Commission Thailand and of the Stock Exchange of Thailand. (Attachment No. 2)

Board's Opinion: The Annual Report of the Board of Directors for the year 2008 should be presented to the shareholders for acknowledgement.

Agenda 3 To consider and approve the Balance Sheet, Profit and Loss Statements and Auditor's Report for the fiscal period ended 31 December 2008.

Fact and Reason: The Company's financial statements were made in conformity with generally accepted accounting principles and have been audited by the certified public accountant Thailand.

Board's Opinion: The Balance Sheet, Profit and Loss Statements and Auditor's Report for the fiscal period ended 31 December 2008 should be approved.

Agenda 4 To consider and approve the appropriation of dividend payment and legal reserve for the year 2008.

Fact and Reason: The Company has a policy to pay dividend when the Company has profit and sufficient cash flow unless there are any other crucial circumstances; the dividend payment shall not impact the Company's operation significantly. According to the Company's financial statements as of 31 December 2008, the Company's net profit for the year 2008 was 67,168,092 Baht, and the Unappropriated Retained Earnings was 554,782,442 Baht. With the operating results, sufficient cash flow, and in accordance with the Company's dividend-payment, the Board of Directors has resolved that the Company pays the dividend payment at the rate of 47.78 percent of the net profit per share, equal to 0.08 Baht (Eight Satang) per share, totaling 32,092,935 Baht.

The Board of Directors also resolved to allocate 3,358,405 Baht to legal reserve fully as indicated in the Company's Articles of Association. The comparisons of dividend payment in the previous years are shown the following table.

<u>Description</u>	<u>Year 2008</u>	<u>Year 2007</u>	<u>Year 2006</u>
1. Net profit (million Baht)	67.168	77.653	51.547
2. Number of shares (million shares)	401.162	401.162	401.162
3. Dividend payment (Baht/share)	0.08	0.10	0.05
4. Total amount of dividend payment	32.092	40.116	20.058
5. Percentage of dividend payment	47.48	51.66	38.91

Board's Opinion: The Shareholders should approve the dividend payment of 0.08 Baht (Eight Satang) per share and the closing of Company's shareholders book for the right to receive dividend payment on 11 May 2009. The dividend payment is scheduled to be paid on 20 May 2009. To approve the allocation of 3,358,405 Baht to legal reserve, thereby the cumulative legal reserve shall be Baht 32,053,261 Baht.

Agenda 5 To consider and approve the appointment of directors to replace the directors who retired by rotation and approve the remuneration for directors.

5.1 To consider and approve the appointment of Directors to replace the Directors who retired by rotation.

Fact and Reason: According to the Article 16 of Company's Articles of Association, at every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired directors may be re-elected. The directors who will be retired by rotation are (1) Mr. Pratee Wongnirund, (2) Mr. Pamornsak Suracupt (3) Lieutenant General Chayuth Suwanmas. (Attachment No. 3)

Board's Opinion: The Company doesn't have a nomination committee for selecting the directors, the Board of Directors then consider that the nomination of the retired directors shall be proposed by the shareholders at the Annual General Meeting No. 76 with the persons who are the most suitable and of benefit to the Company.

5.2 To consider and approve the remuneration for Directors and Audit Committee

Fact and Reason: According to the Public Limited Companies Act B.E. 2535 Section 90, listed companies are not allowed to pay their directors any money or other kinds of asset except the remuneration stated in the Company's Articles of Association. If the Company's Articles of Association did not specify, the remuneration shall be approved by no less than two-third of the votes of the shareholders presented at the shareholders meeting. In previous years the shareholders meeting approved the remuneration for Directors and Audit Committee as follows.

<u>Position</u>	<u>Year 2008</u>	<u>Year 2007</u>	<u>Baht/Month/Person Payment for</u>
1. Chairman of the Board	40,000	40,000	Director Fee
2. Chairman of Audit Committee	60,000	60,000	Director Fee
3. Audit Committee	50,000	50,000	Director Fee
4. Director	20,000	20,000	Director Fee

Board's Opinion: The Board of Directors recommends that the remuneration for Directors and Audit Committee be the same rate as of the year 2008.

Agenda 6 To consider and approve the appointment of auditor for the year 2009 and determine the remuneration of the auditor

Fact and Reason: According to the Public Limited Companies Act B.E. 2535 Section 120, a Company's auditor and their remuneration shall be approved by the shareholders meeting, and according to the regulations of the Securities and Exchange Commission (SEC),

Board's Opinion: In conformity with the Public Limited Companies Act B.E. 2535, and the regulations of the Securities and Exchange Commission (SEC), the Audit Committee recommended to the Board of Directors three auditors selected by their past performance, independence and remuneration. The Board of Directors has considered the appointment of

- 1 Ms. Kamontip Lertwitworatep, Certified Public Account No. 4377
Signed on Company's financial statement for one year since 2008
- 2 Mr. Narong Puntawong, Certified Public Accountant No. 3315
Never sign on Company's financial statements
- 3 Ms. Siraporn Ouaanunkun, Certified Public Accountant No. 3844
Never sign on Company's financial statements

of Ernst and Young Office Limited as the Company's auditor for the year 2009 at an annual fee of Baht 2,060,000.00 excluding any other expenses which are due to be paid. The following are the summary of the auditor's remuneration comparing with the previous years.

	<u>Year 2009</u> <i>(Proposed Fees)</i>	<u>Year 2008</u>	<u>Year 2007</u>
Audit Fee	1,220,000	1,220,000	1,150,000
Review Fee	840,000	840,000	750,000
Non Audit Fee	-	-	-
Total	2,060,000	2,060,000	1,900,000

The three proposed auditors for the year 2009 are not directors, employees or staff, do not hold any position in the Company and also have no relationship or any related matter with the Company, subsidiaries, management or major shareholders including their relatives.

Agenda 7 Other business (if any)

All shareholders are cordially invited to attend the Meeting on the date and at the time and place as mentioned above. The Record Date for the right to attend the Annual General Meeting No. 76 on 12 March 2009 and the share-registration book closing date on 13 March 2009 for gathering shareholder's names under Section 225 of the Securities and Exchange Act.

If you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute the enclosed proxy (affixed with the 20 Baht duty stamp). The duly completed and executed proxy must be deposited with the Chairman of the Meeting or the person designated by him before the Meeting commences.

Yours sincerely,
Christiani & Nielsen (Thai) Public Company Limited

(Mr. Danuch Yontararak)
Director and Company Secretary