



CHRISTIANI & NIELSEN

- Translation -

Ref. CNT/SET/006/2010

Date: 9th April 2010

Re Resolutions of the Annual General Meeting of Shareholders No. 77
To The President
The Stock Exchange of Thailand

Please be informed that at the Annual General Meeting of Shareholders No. 77 of Christiani & Nielsen (Thai) Public Company Limited held on 9th April 2010 at 9.30 hours, at the office of the Company, there were 29 shareholders present at the Meeting in person and by proxy, holding shares in aggregate of 368,056,361 shares or equivalent to 91.75 percent of the total paid up shares. Of the total, a shareholder attending in person, holding shares of 852 shares was present at the Meeting from Agenda item 6 onwards. The Meeting approved the following resolutions:

1. Approved minutes of the Annual General Meeting of Shareholders No. 76 held on 30 April 2009.

The Meeting approved this agenda item by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

2. Acknowledged the Board of Directors' Annual Report for the year 2009.

The Meeting acknowledged this agenda item by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

3. Approved the Balance Sheet, Profit and Loss Statements and Auditor's Report for the fiscal period ended 31 December 2009.

The Meeting approved this agenda item by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

4. Approved the allocation of net profit for dividend payment and legal reserve for the year 2009 as follows:

- (1) Approved the allocation of net profit in the amount of Baht 8,066,739 to legal reserve in addition to the reserve of Baht 32,053,261; thereby the total legal reserve will be Baht 40,120,000.
- (2) Approved the dividend payment of 0.20 Baht (Twenty Stang) per share to shareholders registered in the Company's shareholders book as of 22 April 2010. Total dividend payment is Baht 80,232,336 scheduled to be paid on 7 May 2010. The remaining amount of the net profit shall be allocated to Unappropriated Retained Earnings.



The Meeting approved this agenda item by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

5. Approved the appointment of directors to replace the directors due to be retired by rotation and approve their remuneration.

5.1 Approved the appointment of directors to replace the directors due to be retired by rotation as the following.

The directors who are due to be retired by rotation are

- (1) Mr. Vinai Vamvanij, Independent Director and Member of Audit Committee
- (2) Mr. Staporn Phettongkam, Independent Director
- (3) Mr. Michael David Selby, Director
- (4) Miss Wanaree Chintaganant, Director

The Meeting approved the appointment of Mr. Vinai Vamvanij, the retired director, to be an Independent Director and Member of Audit Committee for another term as follows:

Approve	27 Votes	No. of shares	367,412,652	Equivalent to	99.83%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	1 Votes	No. of shares	642,857	Equivalent to	0.17%

of the total votes of shareholders attending the meeting and having the right to vote.

The Meeting approved the appointment of Mr. Staporn Phettongkam, the retired director, to be an Independent Director for another term by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

The Meeting approved the appointment of Mr. Michael David Selby, the retired director to be a director for another term by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

The Meeting approved the appointment of Miss Wanaree Chintaganant, the retired director to be a director for another term by an unanimous vote as follows:

Approve	28 Votes	No. of shares	368,055,509	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

- 5.2 Approved the remuneration for directors and audit committee for the year 2010 as follows:

(1) The chairman of the board and directors

- (1.1) The chairman of the board receives remuneration of Baht 20,000 per month and meeting allowance of Baht 60,000 per attendance.
- (1.2) Each director receives remuneration of Baht 10,000 per month and meeting allowance of Baht 30,000 per attendance.



(2) The chairman of audit committee and audit committee

(2.1) The chairman of audit committee receives remuneration of Baht 30,000 per month, meeting allowance of Baht 60,000 per attendance to the audit committee's meeting and meeting allowance of Baht 30,000 to the board of directors' meeting.

(2.2) Each member of the audit committee receives remuneration of Baht 25,000 per month, meeting allowance of Baht 45,000 per attendance to the audit committee's meeting and meeting allowance of Baht 30,000 to the board of directors' meeting.

(3) Bonus

The board of directors receives annual bonus at the rate of 2.0 per cent of dividend payment, equal to Baht 1.6 million. The allocation procedure is subject to the judgment of the board of directors.

The Meeting approved this agenda item as follows:

Approve	26 Votes	No. of shares	366,769,795	Equivalent to	99.65%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	2 Votes	No. of shares	1,285,714	Equivalent to	0.35%

of the total votes of shareholders attending the meeting and having the right to vote.

6. Approved the appointment of Mrs. Suvimol Krittayakiern, Certified Public Account No. 2982 or Miss Somjintana Pholhirunrat, Certified Public Accountant No. 5599 or Mr. Wisut Petpanitkul, Certified Public Accountant No. 7309 of DIA International Auditing as the statutory auditors of the Company for the year 2010 and fixed their remuneration of Baht 1,500,000 excluding any other expenses which are due to be paid.

The Meeting approved this agenda item by an unanimous vote as follows:

Approve	29 Votes	No. of shares	368,056,361	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

7. Approved the amendment to Clause 3 of the Company's Memorandum of Association and expanding its objectives from 32 clauses to 45 clauses, adding 13 clauses, as follows:
- (1) To engage in the business of manufacturing and distribution of asphaltic concrete and all petroleum products.
 - (2) To engage in the business of manufacturing and distribution of ready-mixed concrete and all concrete products.
 - (3) To engage in the business of quarrying, rock blasting and rock crushing.
 - (4) To engage in the business of excavating, mining, pumping, transporting and selling sand, rock and soil of all kinds.
 - (5) To engage in the business of providing design, construction, installation, and piping of supply water, raw water, sewage, drainage, gas, oil, chemical, electrical conduit, fire hydrant and steam as well as all types of piping systems for both above and below ground.
 - (6) To engage in the business of providing, producing, designing, installing and rendering services to power plant of solar systems, power plant of biogas or power plant of any other natural energy.
 - (7) To engage in the business of contractor of dam, embankment controlling water flow to protect bank erosion, all types of piers and other buildings on the sea, river and canal.



- (8) To engage in the business of ice factories.
- (9) To engage in the business of collecting, transporting and disposing of refuse both by land and by water together with cleaning sewers and drainage pipes and renting all kinds of vehicles.
- (10) To engage in the business of general labour contractor or contractors supplying labour, skilled craftsmen and all kinds of technicians.
- (11) To deal with government, government office, departments, ministries to obtain the right, certificate of ownership, license.
- (12) To set up branch offices or to appoint representatives both within the country and overseas.
- (13) To engage in the business of worker training center and occupational skill standard testing (with permission from related government agencies)

The Meeting approved this agenda item by an unanimous vote as follows:

Approve	29 Votes	No. of shares	368,056,361	Equivalent to	100%
Disapprove	- Votes	No. of shares	-	Equivalent to	-
Abstain	- Votes	No. of shares	-	Equivalent to	-

of the total votes of shareholders attending the meeting and having the right to vote.

Please be informed accordingly.

- Signed -

Jurairat Suksawatdi Na Ayudhaya
Director of Finance and Administration