

- Translation -

Ref. MGT/SET/003/06

Date : 24th February 2006

Re Resolutions of the Board of Directors Meeting No. 367
To The President
The Stock Exchange of Thailand

This is to inform you that the meeting of the Board of Directors of Christiani & Nielsen (Thai) Public Company Limited was held on 24th February 2006 at 11.00 hours, at a Conference Room of the Company and has resolved to adopt the following resolutions:

1. Approved minutes of the Board of Directors meeting No. 366
2. Approved the Company's audited financial statement as of 31 December 2005 which will be proposed to the Annual General Meeting for consideration and approval.
3. Approved the allocation of net profit for dividend payment and legal reserve for the year 2005 and company working capital and will propose to the Annual General Meeting for consideration and approval as follows:
 - 3.1 Approved dividend payment of 0.10 Baht per share to shareholders registered in Company's shareholders book as of 4 May 2006 from 12.00 hours onward. Total dividend payment is 40.12 Million Baht scheduled to be paid on 15 May 2006.
 - 3.2 Approved the allocation of net profit in the amount of 6.8 Million Baht (5% of net profit) to Legal Reserve.
 - 3.3 Approved the allocation of the remaining amount of the net profit of 89.2 Million Baht to Unappropriated Retained Earnings.
4. Approved to propose to the Annual General Meeting to re-elect Mr. Santi Grachangnetra, Mr. Prateep Wongnirund and Mr. Pamornsak Suracupt, the directors who are due to retire by rotation to become the directors for another term and to appoint the new director to replace the resigned director and approve their remuneration.
5. Approved the appointment of Mrs. Saifon Inkaew, an auditor with the license no. 4434 and/or Mr. Ruth Chaowanagawi an auditor with the license no. 3247 and/or Mr. Narong Puntawong, an auditor with the license no. 3315 of Ernst & Young Office Limited as the statutory auditors of the Company for the year 2006 and fixed their remuneration at 1.99 Million Baht. The three proposed auditors are not Company's shareholders and do not provide the consulting service to the Company. The appointment shall be proposed to the Annual General Meeting for consideration and approval.

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6. Approved the amendment of the Company's Articles of Association in connection with the Regulations of the Exchange regarding the Connected Transactions and the Acquisition and Disposition of Assets and will propose to the Annual General Meeting for consideration and approval.
7. Approved the date of Annual General Meeting No. 73 to be held on 21 April 2006 at 10.00 hours at Christiani & Nielsen (Thai) Public Company Limited office to consider and approve the following matters:
 1. To consider and approve the minutes of Annual General Meeting No. 72.
 2. To acknowledge the Board of Directors annual report for the year 2005.
 3. To consider and approve the Company's audited financial statement as of 31 December 2005.
 4. To consider and approve the allocation of net profit for dividend payment and legal reserve for the year 2005.
 5. To consider and approve the appointment of directors who are due to retire by rotation and the appointment of new director to replace the resigned director and approve their remuneration.
 6. To consider and approve the appointment of the Company's auditor and fixing their remuneration.
 7. To consider and approve the amendment of the Company's Articles of Association in connection with the Regulations of the Exchange regarding the Connected Transactions and the Acquisition and Disposition of Assets.
 8. Other business (if any)
8. Approved the closing of Shares Register of the Company for the right to attend the Annual General Meeting No. 73 from 3 April 2006 at 12.00 hours until the end of the relevant shareholders meeting.

Please be informed accordingly.

-Signed-

Danuch Yontararak
Managing Director