



(Translation)
Electronics Industry Public Company Limited
Minutes of the Annual General Meeting of Shareholders 2012
April 26, 2012

The meeting was held at Fortune Room 2, Grand Fortune Mercure Hotel, Rachadapisek Road , Bangkok. Shareholders and proxies in attendance totaling 36 persons, holding 306,660,271 shares, representing 76.67 % or over 1/3 of the total issued 400,000,000 shares constitutes a quorum as required by the Article of Association of the Company. Mr. Sarawuth Jinwuth was the Chairman of the meeting, and Ms. Wilaiphorn Buddar was the recorder.

The Meeting started at 14:05 hrs. Mr. Sarawuth Jinwuth , Chairman of the Board addressed the opening of the meeting and introduced Dr. Aran Thammano Ph.D, Vice Chairman, acting Chairman of the Meeting.

Dr. Aran Thammano Ph.D, Vice Chairman, Acting Chairman of the meeting, welcome the attendances and informed the Meeting about the voting and counting method. The meeting had considered by following agenda :

1. Informing the name of the Board of Directors who attended to the Meeting :

(1) Mr. Sarawuth	Jinwuth	Chairman
(2) Dr. Aran	Thammano Ph.D.	Vice Chairman,
(3) Mr. Kamol	Juntima	Board of Director
(4) Asst. Prof. Dr. Wisut	Thitiroongruang	Board of Director
(5) Mr. Withaya	Chakphet	Managing Director
(6) Mr. Sanga	Wanasinchai	Board of Director
(7) Mrs. Sunisa	Pathompruek	Board of Director
(8) Mrs. Tippawan	Chakphet	Board of Director

Name of Co-attendees to the meeting are :

1. Ms. Parita Jinapuk Accounting and Finance Department Manager
2. Mr. Kasemsak Chai-Udomsup Legal Officer
3. Ms. Wilaiphorn Buddar Company Secretary
4. Ms. Patumrat Junbunjong Auditor's Representative,
Office of DIA International Auditing

2. Informing the Voting Method:

- 2.1 Number of the vote by each shareholder will be equivalent to the number of the shares holding .
- 2.2 Before voting of each agenda, Chairman of the meeting will ask whether there is any shareholder who needs to vote as "Disapproval" or "Abstain".
- 2.3 When there is no shareholder who needs to vote as "Disapproval" or "Abstain", Meeting Chairman will assume that most shareholders are wholly agreed.



- 2.4 When there is any shareholders who needs to vote as “Disapproval” or “Abstain”, he/she must use the “Voting Card” to identify the vote. Number of the votes will be deducted from the total number of voting for each agenda. The remaining vote from the “Disapproval” and “Abstain” will be the number of vote who are wholly agreed.

3. Dr. Aran Thammano Ph.D , Acting Chairman of the meeting, addressed to the meeting that for any shareholder who has a question to ask in the meeting, a shareholder should inform his/her name in order to be recorded in the minutes of the Meeting.

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders 2011 held on 22 April 2011.

Dr. Aran Thammano PhD, Acting Chairman of the Meeting, proposed to the Meeting to consider and approve the Minutes of the Annual General meeting of Shareholders held on 22 April 2011 which was recorded as the facts in the aforesaid Meeting appeared in the enclosure. The Minutes was also posted for public at www.eicsemi.com.

The Meeting considered and unanimously resolved to approve the Minutes of the Annual General Meeting as proposed.

(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 2 To consider and approve the Report on the Company’s Performance for 2011

Dr. Aran Thammano PhD, Acting Chairman of the meeting, proposed to the Meeting to consider and approve the Report on the Company’s Performance for the year of 2011 . The Company’s performance in 2011 was recorded the sales revenue at the mount of Baht 166.31 Million and the net benefit at Baht 8.43 Million which were described in the Annual Report 2011 sent to all shareholders before the meeting.

The Meeting considered and unanimously resolved to approve the Report as proposed.

(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 3 To consider and approve the Financial Statements for the year of 2011

Dr. Aran Thammano PhD, Acting Chairman of the meeting, proposed to the Meeting to consider and approve the Financial Statements ended 31 December 2011, of which the details were reported in the Annual Report 2011 distributed to all shareholders before the Meeting.

The Meeting considered and unanimously resolved to approve the Financial Statements for the year of 2011 .

(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)



Agenda 4 To consider and approve the allocation of the net profit and dividend payment for the year 2011.

Dr. Aran Thammano, Meeting Chairman, proposed to the meeting that the dividend policy is determined by the Board of Directors to pay not less than 50 % of net profit after tax. In the year 2011, the Company recorded the net profit at 8.43 Million Baht. The Board of Directors therefore propose to allocate the amount of 0.42 Million Baht for legal reserve as according to the publicly listed companies regulations to reserve at least 5% of net profit for legal reserve. The Board also proposed the Dividend Payment at the ratio of 0.015 Baht per share for the existing 400,000,000 common shares. Total Dividend Payment will be 6 Million Baht which is equivalent to 74.89 % of net profit. The Dividends payout will be paid on 24 May 2012.

The Meeting had considered and unanimously resolved the allocation of profit for legal reserve at 0.42 Million Baht which is equivalent to 5% of net profit and the dividend payment at the ratio of 0.015 Baht per share for the existing 400,000,000 common shares totaling 6 Million Baht which is equivalent to

74.89 % of net profit
(Approve = 306,660.271 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 5 To consider the directors whose term will be expired by rotation to be re-appointed as directors for another term.

Dr. Aran Thammano PhD, Acting Chairman of the meeting, reported to the Meeting that as per Clause 18 of the Company's Articles of Association, one third of the Company's directors who serves as director for the longest shall retire from the position and shall be re-appoint by rotation. For the year of 2012, there are 3 directors whose term will be retired : 1) Mr. Withaya Chakphet; 2) Mr. Kamol Juntima; and 3) Mrs. Tippawan Chakphet. The Board of Directors and the Nomination Committee, considering on the business circumstance as well as the personal qualifications and experiences of each director in order to maximize benefit of the Company, had proposed to re-appoint the 3 directors to be directors for another term.

The Meeting considered each director and unanimously approved to re-appoint the 3 directors to be directors in another term.

- 1 Mr. Withaya Chakphet
(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)
2. Mr. Kamol Juntima
(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)
3. Mrs. Tippawan Chakphet
(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)



Agenda 6 To consider and approve the directors' remuneration for the year of 2012.

Dr. Aran Thammano PhD, Acting Chairman of the Meeting, reported to the Meeting that the Board of Directors had reviewed the directors' remuneration in line with the Company's performance and the conformance to the industrial practice. The Board of Directors and the Remuneration Committee recommended that the old remuneration structure, approved by the Shareholders in 2011 to be paid under 4,000,000 Baht per annum, are still reasonable for the year of 2012.

The Meeting considered and unanimously approved the directors' remuneration for the year of 2011 to be paid under 4,000,000 Baht per annum based on the old structure agreed in 2011 as follows:

1. The Board of Directors, the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee shall receive the compensation of 10,000 Baht per meeting. The Chairman of the Board of Directors, the Chairman of Executive Committee, Chairman of Audit Committee, Chairman of the Remuneration Committee, and Chairman of Nomination Committee shall receive 15,000 Baht per meeting.
2. The Directors, who are assigned to work occasionally at the factory, shall receive the transportation allowance at the rate of 30,000 Baht per month.
3. Total remuneration to be allocated for No. 1, No. 2 and No. 3 stated as above shall not be over 4,000,000 Baht.

(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 7 To consider the appointment of the Auditor for the year of 2012 and their annual fee.

Dr. Aran Thammano PhD, Acting Chairman of the Meeting, reported to the meeting that the Board of Directors and the Audit Committee had considered and therefore recommended to appoint Miss Somjintana Pholhirunrat CPA (Thailand) No. 5599 and/or Mrs. Vilairat Rojnuckarin CPA (Thailand) No. 3104 and/or Mrs. Suvimol Krittayakien CPA (Thailand) No. 2982 from Office of DIA International Auditing as the auditors for the company in 2012 with the audit fee at 780,000 Baht (Seven Hundred Eighty Thousand Baht Only)

The Meeting considered the matter and unanimously approved the appointment of to appoint Miss Somjintana Pholhirunrat CPA (Thailand) No. 5599 and/or Mrs. Vilairat Rojnuckarin CPA (Thailand) No. 3104 and/or Mrs. Suvimol Krittayakien CPA (Thailand) No. 2982 from Office of DIA International Auditing as the auditors for the company in 2012 with the audit fee at 780,000 Baht (Seven Hundred Eighty Thousand Baht Only)

(Approve = 306,660,271 votes / Disapprove = 0 vote / Abstain = 0 vote)



ELECTRONICS INDUSTRY PUBLIC COMPANY LIMITED

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Agenda 8 Other matter (if any)

Dr. Aran Thammano PhD, acting Chairman of the Meeting , stated to the Meeting that in order to constitute an agenda for the Meeting, the Shareholders must represent one third of total shareholders as according to the publicly listed companies regulations clause 105 section 2. But if there is any question needed for further explanation, the Shareholders could ask in the Meeting.

Dr. Aran Thammano PhD, acting Chairman of the meeting thanked to all the shareholders. And the Meeting was adjourned at 2:05 p.m.

Mr. Sarawuth Jinwuth
Chairman of the Meeting

Wilaiphorn Buddar
Minutes Recorder