



(Translation)

**The resolution of the shareholders' annual general meeting**

**2006**

**Asian Property Development Plc.**

**21<sup>st</sup> April 2006**

**At**

**Nai Lert Park Bangkok A Raffles International Hotel,  
2 Wireless Road, Bangkok 10330**

---

The meeting started at 10.35 a.m.

Mr. Chatchaval Bhanalaph, chairman of the board of directors, acted as a chairman of the meeting, opened the meeting and introduced the directors who attended this meeting :

Mr. Chatchaval	Bhanalaph	chairman of the board & chairman of audit committee
Mr. Anuphong	Assavabhokhin	chief executive officer
Mr. Pichet	Vipavasuphakorn	managing director
Mr. Nontachit	Tulayanonda	audit committee
Mr. Kosol	Suriyaporn	audit committee
Mr. Payont	Sakdejayount	director
Mr. Chaibarat	Thampeera	director
Mr. Shaw	Sinhaseni	director
Mr. Jaroonsak	Buntoonginda	director
Mr. Vilas	Pilakasiri	director & secretary to the board of directors

The chairman announced that 315 shareholders and proxies attended the meeting or 1,281,133,177 shares from total paid up 2,272,570,220 shares or 56.37% of paid up shares attended the meeting, in line with the company's article of association.

**Agenda 1      *certify the minutes of the shareholders' annual general meeting 2005 held on 28<sup>th</sup> April, 2005***

The chairman asked the meeting to consider the minutes, which have been sent to all shareholders. There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution      *the meeting unanimously approved this agenda at 1,281,133,177 votes.***

**Agenda 2      *consider the Company's 2005 operating result and approve the Company's balance sheet and profit and loss statements for the year ended 31<sup>st</sup> December 2005***

The chairman asked Mr. Anuphong Assavabhokhin, CEO, to announce the Company's 2005 operating result :

In 2005, total revenue 5,414 Million Baht , consisting of revenue from property development business, 4,490 Million Baht, and from construction business and construction materials business 768 Million Baht. The remaining was from the other revenue.

Revenue from property development business declined from 2004 at 6.3% but there were a lot of unrecognized income from a lot of new projects which were opened and sold and ready to transfer by the end of 2005. They could not recognize these income before the rights were transferred. Total booking for 2005 was 7,865 Million Baht comparing with 3,620 Million Baht in 2004, increased 117%, the results of these growth will be effected in revenue in 2006. Sales backlog at the end of 2005 was 4,940 Million Baht.

Net profit 764.9 Million Baht (0.34 Baht/share) 30% declined from 2004 from the reason :

1. lower income;
2. gross margin decreased from 34.9% to the normal level at 32% because of more competition and another reason for making net profit declined was the higher in average tax rate of the company due to no more usable tax shield from subsidiaries.

Debt to equity ratio at the end of 2005 was 1.2 : 1, higher than last year due to a lot of sold and ready to transfer projects which would be decreased as soon as the projects were recognized the revenue.

Last year, the revenue from construction business and construction materials business declined because of decreasing in the shareholding portion from 64.79% to 24.02% by the end of 2005. Therefore, in the 4<sup>th</sup> quarter, the Company did not fully consolidate the revenue from Prebuilt PLC. Anyway, decreasing in shareholding in Prebuilt, reduced the 278 Million Baht Bank Guarantee for Long Term Loan for Prebuilt to the Company.

Mr. Anuphong explained and answered the questions to the shareholders:

1. the director's fee considered and approved by shareholders based on the previous year net profit, therefore, director fee that was paid in 2005 based on the 2004's net profit. It seemed to be that in 2005, net profit decreased but director's fee (paid in 2005) was increased.
2. the increasing in selling and administration expenses was from the advertising expenses which the Company had to fully recognized as the expenses.
3. due to the major reason in 1 and 2, the net profit was declined.
4. the Company had 2,500 Million Baht Long-term Loan, which started to repay in 2007. The average interest rate for this loan was 3.5% p.a., which caused the cost of fund of the Company to be 4%.  
The Company's cost of fund would not be affected from the higher interest rate trend because most of the Company's interest rate was fixed.  
1:1 debt to equity ratio was the objective ratio of the management of the Company. But from time to time the Company had to borrow the money for new projects or new investment, which the ratio would become higher, but when the Company started to recognize income the ratio was lower.

For the high competition in the market, and higher construction cost, Mr. Anuphong announced that the Company managed the projects by "TOP-DOWN" policy, before the Company decided to buy a plot of land for new project, they had to make a decision :

What will we build?

How much is the price of each unit to be sold?

If the Company had the answer, we could find the cost of the project. When the project began we were able to lock all cost in advance. Therefore, the declining in profit is not from the construction cost.

There were some competitors in some areas, which caused lower profit rate than the project in non competitive areas. The Company controlled our profit rate as a "BASKET" some projects might have high profit; 40%, some might have lower; 35%, but when they were in the same basket and the average rate was suitable. If the construction cost was higher the Company would raise the price to maintain profit rate.

Mr. Anuphong answered shareholders about the new Bank, Land and House Bank, that there would be more benefit to the home owners than to the developer, because there would be more competitor in banking business.

There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution**      ***the meeting unanimously approved this agenda at 1,281,133,177 votes.***



**Agenda 3**      ***consider the dividend payment for the year 2005 and the allocation of net profit for legal reserve***

The chairman announced that the Company's net profit for the year 2005 was 765 Million Baht or 0.34 Baht/share. The Company's dividend payment policy was not more than 50% of net profit. Therefore, the shareholders should approve the dividend payment for the year 2005 at 0.14 Baht/share or 41.17% of net profit. The dividend would be paid on 16<sup>th</sup> May 2006. The Company's share registration book would be closed for the right to received dividend on 2<sup>nd</sup> May, 2006, at 12.00 AM.

The shareholders were asked to approve the allocation of 5% of Net profit, totaling 38.3 Million Baht, for Legal Reserve.

Some shareholder suggested that the dividend payment date should be earlier.

There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution**      ***the meeting unanimously approved this agenda at 1,281,133,177 votes.***

**Agenda 4**      ***consider reappointment of Directors who retired***

The chairman announced that following the Articles of Association of the Company, the Directors who retired in this year include :

- |                 |                 |   |
|-----------------|-----------------|---|
| • Mr. Anuphong  | Assavabhokhin   | Vice Chairman and Chief executive officer |
| • Mr. Pichet    | Vipavasuphakorn | Managing Director                         |
| • Mr. Chaiyarat | Thampeera       | Director                                  |
| • Mr. Vilas     | Pilakasiri      | Director                                  |

The Board of Directors by suggestion from the Selection and Remuneration Committee, had an opinion to reappoint them for another term.

The 4 retired directors introduced themselves to the shareholders.

There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution**      ***the meeting unanimously approved this agenda at 1,281,133,177 votes.***

**Agenda 5**      ***consider appointment of the Auditor and approve Auditor's Fees for 2006***

The chairman announced that by suggestion from the Audit Committee, the Board of Directors proposed to change the Auditor from Office of DIA International Auditing, to be Earnst & Young Office Limited by Mr. Ruth Chaowanagawi, CPA (Thailand) License No. 3247, and/or Mrs. Saifon Inkaew, CPA (Thailand) License No. 4434, and/or Miss Thipawan Nananuwat, CPA (Thailand) License No. 3459, with the auditor's fees for 2006 at 1,130,000 Baht (2005 at 980,000 Baht).

Since DIA International Auditing was the Company's Auditor since 1994, and the investors, the SEC and the SET became to ask the listed companies to change the Auditor by rotation, the Board of Directors had the opinion to propose for changing the Auditor.

There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution**      *the meeting unanimously approved this agenda at 1,281,133,177 votes.*

**Agenda 6**      ***Consider Director's monthly remuneration***

The chairman announced that the shareholders should approved Director's monthly remuneration for the year 2006 as following.

- |  |                           |
|--|---------------------------|
| 1. Chairman of the Board of Directors    | 30,000 Baht/month         |
| 2. Chairman of Audit Committee           | 25,000 Baht/month         |
| 3. Director or Member of Audit Committee | 20,000 Baht/month/person. |

These monthly remuneration have not been changed since 2002.

Each Director can be remunerated only one highest rate (in case of holding more than 1 position)

The Directors who are the management of the Company or of the Company's Subsidiaries, are not be remunerated.

The chairman asked the shareholders for any questions or suggestions.

Mr. Chatchaval Bhanalaph, Mr. Nontachit Tulayanonda, Mr. Kosol Suriyaporn, members of audit committee introduced themselves to the shareholders and confirmed to the shareholders that since they were elected to be audit committee, no uncommon transactions were found.

Mr. Anuphong announced that Mr. Chatchaval held both positions as chairman of the Board and chairman of audit committee which could be useful for the shareholders, and the SEC and SET agreed with this matter.

There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution**      *the meeting unanimously approved this agenda at 1,281,133,177 votes.*

**Agenda 7**      ***Consider and approve the Director's Bonus***

The chairman announced that Director's monthly remuneration have not been changed for 4 years and also proposed in agenda 6 for remaining unchanged in 2006. Last years, the shareholders approved director's bonus to be based on the Company's net profit, which would be not affected to the Company's performance in long term.

In 2005, the shareholders approved to pay bonus at 180,000 baht/director (based on 2004 net profit of 1,097 million Baht) or totaling 2.2 million Baht or 0.2 % of net profit.

In 2005 the Company's net profit were 765 million Baht, therefore the shareholders should approve the director's bonus at 125,000 Baht/director for every directors (approx. 1.6 million Baht or 0.2% of 2005 net profit). The bonus would be paid on the same day of dividend payment.

Mr. Vilas, Secretary of the meeting announced that in this Agenda, there were 4 shareholders (held totally of 826,843,310 shares) who were the company's directors or had some relationship with some directors, would have no right to vote (related transaction).

A shareholder suggested that the Company should set up Bonus Incentive Scheme for the Board of Directors.

There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution**      *the meeting unanimously approved this agenda at 454,289,867 votes. (from attended shareholders who had rights to vote for this agenda).*

**Agenda 8** *consider an issuing and offering for sale of 1,100,000,000 Baht debenture*

The chairman asked Mr. Anuphong Assavabhokhin, CEO, to announce that the Company had 2,500 Million baht issued debenture, which would expired in next year. The Company asked the shareholders to approve this 1,100 Million Baht debenture in advance. After this approval the Company's total debenture line was 3,000 Million baht, which the Company would issue them at an appropriated timing for the best effective interest rate. The details of the conditions were as following :

**The Company will issue and offer for sale of debentures in the amount of not exceeding Baht 1,100,000,000 or in any other currency equivalent thereto whereby such debentures may be subordinated and/or subordinated type, with debentureholders representative and/or without debentureholders representative, secured and/or unsecured or any other type of debentures dominated in Thai Baht and/or other currency with the term of no less than 3 years, the offer for sale of which may be made to local investors and/or foreign investors, by way of public offering and/or private placement and/or to institutional investors having qualification as specified in the notification of the Securities and Exchange Commission, and entirely or partially within one or several times offering, as the Company deems appropriate.**

**In this regard, the Board of Directors and/or any person(s) assigned by the Board should have the power to determine any details in respect of such debentures, i.e. type, security, currency to be denominated, amount, term, par value, offering price, rate of interest, early redemption right of the Company (Call Option), early redemption right of debentureholders (Put Option), offering procedure, and issuing and offering period as the Board and/or such assigned person (s) may deem appropriate by taking into account the circumstances for the time being, and that the Board and/or such assigned person(s) should also have power to appoint the debentureholders representative, registrar, distributor, underwriter, advisor and/or any other persons needed to be involved, including to agree on any terms and conditions of the relevant agreements and/or documents, to prepare, provide, furnish and/or file any documents and information, to register or list such debentures on the Thai Bond Dealing center or any other secondary market, to prescribe any rules, regulations, conditions and other details in respect thereof and to proceed with any other acts and things for the accomplishment of the aforementioned objectives under the relevant rules, regulations, notifications and laws.**

Under the Articles of Association of the Company this agenda should be approved with at least three-fourth of total attended shareholders.

Mr. Anuphong announced that the management were cautious about the risk of the Company. In this issue, the shareholders were protected by

- 1 The debentures could not be issued exceeding the equity portion (approx 4,000 Million Baht), otherwise debt to equity ratio will be exceedd 1 : 1.
  - 2 Credit Rating had to be done, if the debentures were too risky the Rating would be low, the issuing would not be success.
  - 3 The details in issuing the debentures had to be approved from the Board, if they were too risky, the member of audit committee would not approve.
- 1:1 debt to equity ratio was the objective ratio of the management of the Company. Which it was believed that was the best level, if lower, ROE would be low. More debt, high ROE but it was too risky. Therefore, the Company tried to maintain the ratio not exceed 1.5 : 1, which would be occurred when the Backlog was high or there were a lot of untransferred units. It was lower immediately after transferring was made.



There was no question or no suggestion from the shareholders, the chairman asked the meeting to pass the resolution.

**Resolution** *the meeting unanimously approved this agenda at 1,281,133,177 votes, which more than three-fourth of total attended shareholders who had rights to vote.*

There were no more agendas, the chairman closed the meeting at 11.55 a.m.

**Original signed by Mr. Chatchaval Bhanalaph, chairman of the board of directors**

**And**

**Mr. Vilas Pilakasiri, director & secretary to the board of directors**