



**The resolution of the shareholders' annual general meeting
2007
Asian Property Development Plc.
27th April 2007
At
Nai Lert Park Bangkok A Raffles International Hotel,
2 Wireless Road, Bangkok 10330**

List of Directors who joined the meeting :

Mr. Chatchaval	Bhanalaph	chairman of the board
Mr. Anuphong	Assavabhokhin	vice chairman
Mr. Payont	Sakdejyount	vice chairman
Dr. Naris	Chaiyasoot	chairman of audit committee
Mr. Siripong	Sombutsiri	audit director
Mr. Nontachit	Tulayanonda	audit director
Mr. Kosol	Suriyaporn	audit director
Mr. Shaw	Sinhaseni	director
Mr. Chaiyarat	Thampeera	director
Mr. Jaroonsak	Buntoonginda	director
Mr. Pichet	Viphavasuphakorn	managing director
Mr. Vilas	Pilakasiri	director & acting as secretary of the meeting

Name of attended person

Khun Kamoltip	Lertvitvoratip	auditor from Earnst & Young Office Limited
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The meeting started at 10.45 a.m.

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

The chairman announced that 460 shareholders and proxies attended the meeting or 1,614,864,630 shares from total paid up 2,298,638,338 shares or 70.25% of paid up shares attended the meeting, in line with the company's article of association.

For the shareholders who would like to vote in each agenda, could raise the hands, the company's personal would collect their votes.

Agenda 1 ***certify the minutes of the shareholders' annual general meeting 2006 held on 21st April, 2006***

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 approved this agenda at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares).***

Agenda 2 ***consider the Company's 2006 operating result and approve the Company's balance sheet and profit and loss statements for the year ended 31st December 2006***

The chairman asked Mr. Anuphong Assavabhokhin, CEO, to announce the Company's 2006 operating result :

In 2006, total revenue 6,344 Million Baht , comparing with 5,258 Million Baht in 2005.

Net profit 1,344 Million Baht up from 2005 75.7%, mainly from profit of 550 Million Baht from selling of City Asset Fund; earning per share 0.59 Baht; net debt to equity ratio 0.62 : 1 down from 1.2 : 1 in 2005.

The chairman asked if there were any questions or comments from shareholders. Mr. Anuphong explained and answered the questions to the shareholders:



- **PROPORTION OF SALES**

During 2005-2006, the company's mainly products were townhouse : townhouse 60%; condominium 15% and single house 25%. In 2006 and also in 2007 the proportion will be : townhouse 50-55%; condominium 40-50% and single house 5-10%. In term of revenue, in 2006, revenue from condominium was only 5% and will be higher in 2007 but not much as 50% of total revenue. The reason was the construction period of condominium was 2 years compare to 7-8 months for townhouse or single house. In 2007 the proportion of revenue from condominium will be 20-30% of total revenue.

- **GROWTH OF PROFIT NOT STABLE**

The main reason was the highly competition in housing development business, the average gross margin were dropped from 38% to 31.5% in 2006, even in 2006 net profit, if deduct the profit from selling City Asset Fund (550 Million Baht) from total net profit, the outstanding was only 794 Million Baht which a little bit higher than net profit in 2005.

The 2007 revenue growth rate should be 10-20% and will be much more stable in the future because of the main income from condominium. Now, the company has the revenue backlog from condominium approximately 2,300-2,400 Million Baht.

- **THE COMPANY'S HOUSING PROJECTS AND BACKLOG**

As the GDP are declining, the company's revenue growth is directly affected. But in this situation, the large companies will have more advantage from the easier to get loan from the bank and from their brand names to the customer.

Now, the company's backlog is approximately 11,000 Million Baht; consisting of single house and townhouse 2,600 Million Baht, Condominium 7,500 Million Baht (acknowledge as revenue in this year 2,400 Million baht).

The projects' value which were already opened and ready to be sold now, were 9,500 Million Baht, average 50% were sold out.

There are another 6 projects, value 4,700 Million Baht, in line to be launched in this year (3 townhouse projects and 3 condominium projects).

- **COST OF THE COMPANY'S FUND**

The company had issued debenture for the amount of 1,500 and 1,000 Million Baht, which caused the company's average cost of fund to be around 4%. By the end of first quarter this year, cash in hand were 388 Million Baht, outstanding of project loan from banks were 1,000 Million Baht, debenture and B/E which will be due in this year were 1,700 million Baht and long-term debenture were 1,000 Million Baht. The company's net debt by the end of 1st quarter were around 3,500 Million Baht.

There were another available banks' credit line for the amount of 9,500 Million Baht, which will be enough to repay the loan which will be due in this year. However, the company will looking for the chance to issue bond or B/E.

- **SELLING AND ADMINISTRATIVE EXPENSES**

Normally they were approximately 15% of revenue; consisted of 4.3% business tax and the rest were selling and admin expenses which mainly were the advertising. The management try to maintain this level for this expenses.

- **PRICING OF THE CONDOMINIUM COMPARING WITH THE COMPETITORS**

The pricing would be depends on the customer sector, the location of the project and cost of the project, each company had their pricing policy. For example, for foreigner market they can set up higher price.

For the company, our objective is to maintain our margin, and maintain in our market sector. High price did not mean high margin.



- **TREND OF INTEREST RATE**

Mr. Siripong, audit director announced that in his opinion the interest rate will be lower for 0.5%, and for the company; debt/equity ratio at 0.6 was conservative but because of the expansion in condominium market the company's loan will be higher. However, the management and the board of directors will try to maintain the D:E ratio not to be higher than 1:1.

- **LANDBANK AND POLICY FOR LANDBANK**

Mr. Anuphong announced that the figures in the balance sheet were the company's landbank which were held before the crisis and no plan to develop them now as their low return rate on investment. The company's policy is no landbank, the company try to develop the purchased land as quick as we can. For the condominium, the company can begin to develop them approx 6 months after purchasing.

As the company begun to develop the condominium projects 3 years ago, now the company had the momentum of cash inflow from these projects, to use for new projects.

- **EFFECTS FROM THE NEW STANDARD OF ACCOUNTING**

Mr. Siripong announced that there were only effect to the company's financial statement not to consolidated financial statement; first, the investment which used to be post in equity basis will be reversed to cost basis, second, profit acknowledgement from subsidiaries can do when there are dividend payment from subsidiaries. Anyway, for the company, the board of director will try to keep highest benefit for shareholders policy by trying to make the dividend payment from subsidiaries within the accounting year.

- **EFFECTS FROM HIGHER IN CONSTRUCTION COST**

Mr. Anuphong explained that construction cost was up only 1.57% and only up in some unimportant items. Some mainly items was lower, for example, ready-mixed concrete was down 15% comparing with the price at the beginning of 2006.

The margin of the company was declined because of the higher competition not from the higher construction cost.

- **CHANGING IN UNREALISED GAIN (LOSS) FROM CHANGE IN VALUE OF INVESTMENT (FROM +28,821,543 TO -17,883,063) IN FINANCIAL STATEMENT**

Mr. Anuphong explained that it was the different in QCON market price at the end of each accounting period.

- **EXPLANATION FOR "SHARE DISCOUNT" ITEM IN BALANCE SHEET**

Mr. Siripong explained that in 1997 when the company increased the capital, the economy was not good, the offering share price was under the par value.

- **THE INTEREST EXPENSES ARE HIGHER COMPARING WITH LOWER LOAN**

Mr. Anuphong explained that the interest expenses were accumulated from one-year period but the outstanding of loan in the balance sheet were the outstanding on the closing account date. For comparing, the average outstanding loan should be used to compare.

- **THE REASON WHY THERE WERE HIGHER REVENUE IN QUARTER 3**

Mr. Anuphong explained that because of the selling of City Asset Fund.

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

Resolution the meeting approved this agenda at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares).

Agenda 3

consider the dividend payment for the year 2006 and the allocation of net



profit for legal reserve

The chairman announced that the Company's net profit for the year 2006 was 1,344 Million Baht or 0.59 Baht/share. Therefore, the shareholders should approve the dividend payment for the year 2006 at 0.23 Baht/share or 38.98% of net profit. The dividend would be paid on 24th May 2007. The Company's share registration book would be closed for the right to received dividend on 10th May, 2007, at 12.00 AM.

The shareholders were asked to approve the allocation of 40.06 Million Baht, for Legal Reserve.

The chairman asked if there were any questions or comments from shareholders.

Some shareholder suggested that there should be some activities for minor shareholders, the chairman asked the management to consider this suggestion.

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

Resolution the meeting approved this agenda at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares).

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. Chatchaval Bhanalaph
- Dr. Naris Chaipasoot
- Mr. Payont Sakdejyount
- Mr. Pong Sarasin

To allow the meeting could debate for each retired director, the chairman and the retired directors went out of the meeting room. Mr. Anuphong acted as the chairman of the meeting.

Mr. Anuphong announced that the Board of Directors by suggestion from the Selection and Remuneration Committee, had an opinion to reappoint them for another term because the first 3 persons are in the important positions in the board of directors; Chairman of the Board of Directors, Chairman of Audit Committee and Vice President. All of them have suitable qualifications and highly contributed their knowledge to the Company.

The chairman asked if there were any questions or comments from shareholders.

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

Resolution the resolution for each director :

- ***the meeting approved for Mr. Chatchaval Bhanalaph at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares),***
- ***the meeting approved for Dr. Naris Chaipasoot at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares),***
- ***the meeting approved for Mr. Payont Sakdejyount at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares),***



- ***the meeting approved for Mr. Pong Sarasin at 1,569,550,330 votes or 97.19%, disapproved at 11,804,000 votes and abstain at 33,510,300 votes (from total attended 1,614,864,630 shares).***

The chairman and the directors came back to the meeting. Mr. Chatchaval acted as the chairman of the meeting. One shareholder asked Dr. Naris to comment about the company.

Dr. Naris, chairman of audit committee said that he was just elected to be the company audit committee and he found that there were strictly in terms of standard of accounting and auditing. As the represent of the minor shareholders, in his opinion he believed that the company had a professional management team.

Agenda 5 ***consider appointment of the Auditor and approve Auditor's Fees for 2007***

The chairman announced that base on the suggestion and consideration of the Audit Committee, Board of Directors propose to appoint Miss Thipawan Nananuwati, CPA (Thailand) License No. 3459, and/or Miss Ratana Jala, CPA (Thailand) License No. 3734, and/or Mrs. Saifon Inkaew, CPA (Thailand) License No. 4434, of Ernst & Young Office Limited to be the company's auditor for the year 2007 with the auditor's fees of 1,290,000 Baht (last year 1,130,000 Baht).

In the event that those auditors are unable to perform their duties, Earnst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

The chairman introduce Khun Kamoltip Lertvitvoratep, auditor from Earnst & Young Office Limited to the meeting.

The chairman asked if there were any questions or comments from shareholders.

One of shareholders asked for the appropriation for the auditor's fee

Mr. Siripong, the member of audit committee, explained that the audit committee had reviewed their increased transactions and also compared their new proposed fee for 2007 with another audit firm and found that it was appropriated.

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

Resolution ***the meeting approved this agenda at 1,584,140,130 votes or 98.10%, disapproved at 5,000 votes and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares).***

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

The chairman announced that the shareholders should approved Director's monthly remuneration based on the suggestion and consideration of the Selection and Remuneration Committee, for the year 2007 as following.

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|--|--------|--------------------|
| 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 if there were any questions or comments from shareholders.

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

Resolution the meeting approved this agenda at 1,584,145,130 votes or 98.10% and abstain at 30,719,500 votes (from total attended 1,614,864,630 shares).

Agenda 7

Consider and approve the Director's Bonus

The chairman announced that Director's monthly remuneration have not been changed and in 2006 the Company's had some profit, therefore the shareholders should approve the director's bonus for 2006 for 2.6 million Baht (last year 1.6 million Baht). The bonus would be paid on the same day of dividend payment.

In this Agenda, there were some shareholders (held totally of 821,506,310 shares) who were the company's directors or had some relationship with some directors, would have no right to vote (related transaction).

The chairman asked if there were any questions or comments from shareholders.

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

Resolution the meeting approved this agenda at 760,767,820 votes or 95.89%, disapproved at 1,841,000 votes and abstain at 30,749,500 votes (from attended shareholders who had rights to vote for this agenda at 793,358,320 shares).

Agenda 8

Consider and approve the change of the allotment of unpaid ordinary shares reserve for the exercise of Warrants

The chairman asked Mr. Siripong, to announce that the Company had unexercised ordinary shares of 157,341 shares reserved for exercise of warrant which now had expired.

In February 2006, the company had issued 34 million shares, according to the ESOP at the exercised price of 3.60 Baht/share (discount from present market price approx 10-20%)

In December 2006, the company had issued 10 million shares at 3.60 baht/share, according to the ESOP.

For this matter, by rule of SEC, the company had to reserved some shares for the exercise of these warrant. The shareholders should approve the change of the allotment of unpaid ordinary shares reserve for the exercise of Warrants, which will cause the exercised price lower from 3.60 baht/share to 3.596 baht/share. Number of share would be changed to 1.001 shares (the details were in the annual report page 105-107). The details of the changes are as following.

Old: To additionally reserve for the exercise of Warrants issued to the existing shareholders of the Company (AP-W1) which may be effected from adjustments of an exercise price and exercise ratio according to terms and conditions specified in the prospectus. Any unsubscribed shares remaining from Warrants being not issued or not exercised may be offered in one or several tranches via the private placement in accordance with the Notification of the Securities and Exchange Commission No. Kor.Jor.12/2543. The Board of Directors shall be authorized to determine an offering price, subscription period, conditions and other details of the allocation including a



“market price” as required by the relevant SEC notifications. (The resolution of the shareholders’ Annual General Meeting for the year 2005)

New: To additionally reserve for the exercise of Warrants issued to the directors and employees of the Company and subsidiaries (ESOP-W1), which may be effected from adjustments of an exercise price and exercise ratio according to the terms and conditions specified in the prospectus. Any unsubscribed shares remaining from Warrants being not issued or not exercised may be offered in one or several tranches via the private placement in accordance with the Notification of the Securities and Exchange Commission No. Kor.Jor.12/2543. The Board of Directors shall be authorized to determine an offering price, subscription period, conditions and other details of the allocation including a “market price” as required by the relevant SEC notifications.

In this Agenda, there were some shareholders (held totally of 267,682,400 shares) who were the company’s employees or had some relationship with some employees, would have no right to vote (related transaction).

The chairman asked if there were any questions or comments from shareholders.

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

Resolution the meeting approved this agenda at 1,277,242,130 votes or 94.81%, disapproved at 10,035,700 votes and abstain at 59,904,400 votes (from attended shareholders who had rights to vote for this agenda at 1,347,182,230 shares).

There were no more agendas, the chairman closed the meeting at 12.00 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