



(Translation)
Electronics Industry Public Company Limited
Minutes of the Annual General Meeting of Shareholders 2008
April 1, 2008

The meeting was held on 1st pril 2008 at 14:00hrs. at Krisana Room, Swiss Hotel Le Concorde, Rachadapisek Road, Bangkok. Shareholders and proxies in attendance totaling 53 persons, holding 323,103,301 shares, representing 80.78 % 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.

The Meeting started at 14:10hrs.

Mr. Sarawuth Jinwuth , Chairman of the Company addressed the opening of the meeting and introduced Dr. Aran Thammano Vice Chairman to perform as the Chairman of the Meeting.

Dr. Aran Thammano Ph.D, Vice Chairman and Meeting Chairman welcomed the attendances and informed the Meeting about the voting and counting method. The meeting was 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, Chairman of Audit Committee |
| (3) Mr. Kamol Juntima | Director and Audit Committee |
| (4) Asst. Prof. Dr. Wisut Titiroongruang | Director and Audit Committee |
| (5) Mr. Withaya Chakphet | Managing Director |
| (6) Mr. Sanga Wanasinchai | Director |
| (7) Mrs. Tippawan Chakphet | Director |
| (8) Mrs. Sunisa Pathompruek | Director |

Name of Co-attendees to the meeting are :

1. Mrs. Parita Jinapuk Finance and Accounting Manager
2. Mr. Kasemsak Chai-Udomsup Legal Officer
3. Ms. Thanaphorn Loetsuraphiboon Secretary to the Board of Directors

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, Meeting Chairman 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 , Meeting Chairman, addressed in 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 2007 held on 26th April 2007.

Dr. Aran Thammano PhD, Meeting Chairman, proposed to the Meeting to consider and approve the Minutes of the Annual General meeting of Shareholders held on 26 April 2007 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 = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 2 To consider and approve the Board of Directors' Report on the Company's Performance for the year of 2007.

Dr. Aran Thammano PhD, Meeting Chairman, proposed to the Meeting to consider and approve the Board of Directors' Report on the Company's Performance Report for the year of 2007 which were contained in the Annual Report 2007 sent to all shareholders before the meeting.

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

(Approve = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 3 To consider and approve the Company's Balance Sheet, Profit and Loss Statement, Statement of Retained Earnings and Cash Flow Statement for the year ended 31 December 2007.

Dr. Aran Thammano PhD, Meeting Chairman, proposed to the Meeting to consider and approve the audited Balance Sheet, Profit and Loss Statement, Statement of Change in Shareholders' Equity and Cash Flow Statement including the notes to the financial statements from the Auditor for the year ended 31 December 2007, which were contained in the Annual Report 2007 distributed to all shareholders before the Meeting.

To consider on the Agenda, few questions were raised by shareholders in the meeting and the Directors attended to the meeting had answered as follows:

(1) Ms. Wimon Suntanapipat, a proxy from Thai Investors Association

Question: Interest Expenses was found 99,661.65 Baht in 2007 and 97.17 Baht in 2006, increasing at 99,564.48 Baht or 10,402.22%. Total liabilities in 2007 and 2006 were 31,926,037.33 Baht and 25,467,255.20 Baht respectively. The liabilities was increased at 6,458,782.13 Baht or 25.36%. Why the Interest Expenses were increased in 2007? Does the Company have a plan to solve the cause that made the increase of interest? (See page 70-71 in Annual Report 2007).

(2) Mr. Chamras Pingkhalasay, Auditor

Answer: Interest Expenses were derived from the short term loan using for business operation and the company had already settled all loan to the Bank.

(3) Mr. Kamol Chantima, Audit Committee

Answer : To analyze the financial status of the Company, total assets and total liabilities are the important issues to be considered. The increase of Interest Expenses are usually found in most companies.

(4) Mr. Sakol Ngamlertchai, Shareholder

Question : Considering on the Note to the Financial Statements, Page 81 in the Annual Report 2007 regarding the Allowance for declining value of inventories, Why there are both “Add” and “Less in the note ?

Mr. Withaya Chakphet : Managing Director

Answer : The Allowance for declining value are set up as accordance to the Accounting Principles. The Company uses ageing of inventories as a basis to provide allowance for declining value by 1 year, 2 years, 3 years and 4 years. “ Add” will be written in the note when the product can be sold out from the Company ‘s stock.

The Meeting considered and unanimously resolved to approve the audited Balance Sheet, Profit and Loss Statement, Statement of Change in Shareholders’ Equity and Cash Flow Statement for the year ended 31 December 2007 and acknowledged the note to the financial statement from the the auditor.

(Approve = 323,103,301 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 2007.

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 2007, the Company recorded the net profit at 52,382,046.65 Baht.

The Board of Directors therefore propose to allocate the amount of 2,700,000 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 0.08 Baht per share for the existing 400,000,000 common shares. Total Dividend Payment will be 32,000,000 Baht which is equivalent to 64.30% of net profit. The Dividends payout will be distributed to the shareholders whose names appear in the share register book on the book closing on 1 Mar 2008 and will be paid on 29 April 2008.

The Meeting considered the matter and unanimously resolved the allocation of profit for legal reserve at 2,700,000 Baht which is equivalent to 5% of net profit and the dividend payment at the ratio of 0.08 Baht per share for the existing 400,000,000 common shares totaling 32,000,000 Baht which is equivalent to 64.30 % of net profit

(Approve = 323,103,301 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, Meeting Chairman, 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 the longest shall retire from the position and shall be re-appoint by rotation. For the year of 2008, there are 3 directors whose term will be retired:

1. Asst. Prof. Dr. Wisut Titiroongruang Director, Nomination Committee and Audit Committee
2. Mr. Sanga Wanasinchai Director, Executive Committee, and Authorized Director
3. Mrs. Sunisa Pathompruek Director, Executive Committee, and Remuneration Committee

The Board of Directors and the Nomination Committee, considering on the business circumstance, as well as the personal qualification and experiences of each director in order to maximize benefit of the Company, had proposed to re-appoint the 3 directors as 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. Asst. Prof. Dr. Wisut Titiroongruang
(Approve = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)
2. Mr. Sanga Wanasinchai
(Approve = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)
3. Mrs. Sunisa Pathompruek
(Approve = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 6 To consider and approve the directors' remuneration for the year of 2008.

Dr. Aran Thammano PhD, Meeting Chairman, 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 industry practice. The Board of Directors and the Remuneration Committee recommended that the old remuneration structure, approved by the Shareholders in 2007 to be paid under 4,000,000 Baht per annum, are still suitable for the year of 2008.

The Meeting considered and unanimously approved the directors' remuneration for the year of 2008 to be paid under 4,000,000 Baht per annum based on the old structure agreed in 2007 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 Director, 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 sated as above shall note be over 4,000,000 Baht.
- (Approve = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)



Agenda 7 To consider the appointment of the Auditor for the year of 2008 and their annual fee.

Dr. Aran Thammano, Meeting Chairman, reported to the meeting that the Board of Directors and the Audit Committee had considered and therefore recommended to appoint Mr. Sevi Wiwatphanachart holding Certified Public Accountant (Thailand) No. 2219 and/or Mr. Chamras Pingkhalasay holding the Certified Public Accountant (Thailand) No. 1470 of Chamras CPA Co.Ltd to be Auditor for the year if 2008. The Audit fee is quoted at 685,000 Baht (Six Hundred Eighty Five Thousand Baht)

The Meeting considered the matter and unanimously approved the appointment of Mr. Sevi Wiwatphanachart holding Certified Public Accountant (Thailand) No. 2219 and/or Mr. Chamras Pingkhalasay holding the Certified Public Accountant (Thailand) No. 1470 of Chamras CPA Co.Ltd to be Auditor for the year if 2008 with the Audit fee at 685,000 Baht (Six Hundred Eighty Five Thousand Baht).

(Approve = 323,103,301 votes / Disapprove = 0 vote / Abstain = 0 vote)

Agenda 8 Other matter (if any)

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

Some Questions were raised in the meeting and the Directors answered as follows:

(1) Ms. Wimon Suntanapipat, a proxy from Thai Investors Association

Question : What is the Company's policy to manage the risk from Exchange Rate ?

Mr. Withaya Chakphet : Managing Director

Answer : The Company opened a Save Deposit Account in USD with the Bank. Selling to customers will be transferred to the USD Save Deposit Account by USD while Buying from suppliers will be with-draw from the same USD Save Deposit Account. The difference between the selling and buying is not so high, and it help to reduce the risk. Starting from the 4th quarter of 2007 onward, the Company was offered the FWD account from the bank to buy and sell any forward exchange rate with special fee.



(2) Mr. Chaiyong Jarusuthiprapa, Shareholder

Question : From Notes to the Financial Statements Page 81 in the Annual Report,

As at December 31, 2007 and 2006, allowance for declining value of inventories have movement as follows :

| | As at December 31, | |
|---|------------------------|------------------------|
| | 2007 | 2006 |
| Allowance for declining value of inventories - Beginning | (17,319,928.01) | (14,743,099.91) |
| <u>Add</u> Increase during the period | (17,096,665.18) | (4,219,900.13) |
| <u>Less</u> Reversal of allowance for declining in value of inventories | 6,688,504.53 | 1,643,072.03 |
| Allowance for declining value of inventories - Ending | <u>(27,728,088.66)</u> | <u>(17,319,928.01)</u> |

The Company is necessary to keep semi products and finished goods in a variety of items to support the requirement of quantities of purchase orders of vital customers, to provide convenience and gain the advantage of delivery time, including decreasing customers' order cost (One Stop Shop) which are effected the increment of inventories.

In the first quarter of 2007, the Company got academic opinion about the Company's characteristic of inventories from specialists of Electronic Research Center, Faculty of Engineering, King Mongkut's Institute of Technology Ladkrabang and National Electronics and Computer Technology Center, National Science and Technology Development Agency, that the Company's inventories are not out of date and maintain the original electric character. Therefore, the Company revises the criterion to provide of loss from declining value of inventories (Note 3.5) that affect the reversal of allowance for declining value of inventories amounting to 6.69 million baht.

What is the Company's principle to add increase or less reversal of the allowance for declining value of inventories ? To add increase the allowance means the products are able to sell or just because the Company receive the technical comments from Electronics Research Center and the National Electronics and Computer Technology Centre ?

Mr. Withaya Chakphet : Managing Director

Answer : The Company uses ageing of inventories as a basis to provide allowance for declining value. The allowance for declining value will be decreased after the product was sold out, but the Company's products will not be out of date and will maintain the original electric character as according to the technical comments from the researchers from Electronics Research Center and the National Electronics and Computer Technology Centre, the 2 reliable and well-known institutes for Semiconductor Device in Thailand.

(3) Mr. Sakol Ngamlertchai, Shareholder

Question : What is the percentage of the Company's growth in 2008

Mr. Withaya Chakphet : Managing Director

Answer: The Company had set up the same growth as in the year of 2007. Our policy is to Maintain our mission to deliver top quality products for high-end customers, even the world economic was fluctuated from sub prime loan crisis.

(4) Mr. Sakol Ngamlertchai, Shareholder

Question : How the company will maintain the gross profit margin as in 2007 ?

Mr. Withaya Chakphet, Managing Director

Answer : Increasing the sales revenue to cover all direct and indirect expenses will help to increase the gross profit and net profit.

(5) Mr. Sakol Ngamlertchai, Shareholder

Comment : By the name of all shareholders, we would like to thank the Board of Directors who still maintain the remuneration as the same structure as in the year of 2007 even the company has higher profit and wishing the good health for all the Boards.

Dr. Aran Thammano, Meeting Chairman, thanked to all the shareholders
The Meeting was adjourned at 15:21 hrs.



Dr. Aran Thammano Ph.D
Chairman of the Meeting



Thanaphorn Loetsuraphiboon
Minutes Recorder