

-Translation-
Minutes of the Annual General Meeting of Shareholders No.1/2006
Matchon Public Company Limited

The meeting was held on 25th April 2006 at 9.35 a.m. at Conference Room on the 1st Floor of the Khao-sod Co.,Ltd , 40 /10 Tethsabannimitai Road , Prachanivate1 Kwaeng Ladyao, Khet Chatuchak , Bangkok .

There were Directors attended the Meeting as follows:

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| 1. Mr.Khanchai Boonpan | Chairman of The Board of Directors |
| 2. Mr.Pongsak Payakvichien | Senior Executive Director |
| 3. Mr.Ruangchai Sapnirund | Vice President |
| 4. Mr.Pairoj Pricha | Vice President |
| 5. Mr.Narong Joonjuasuparek | Vice President |
| 6. Mr.Chalit Kitiyanasup | Vice President |
| 7. Mr.Somma Paritchart | Managing Director |
| 8. Mr.Piyachart Mongkolchaisit | General Manager |
| 9. Mr.Paitoon Netipoh | Chairman of the Audit Committee |
| 10.Mr.Somchart Dolayanukloh | Member of the Audit Committee |
| 11.Miss Suchanya Vutipongchaikit | Accounting Director and Secretary of the Board of Directors |

The meeting was chaired by Sommai Paritchart , Managing Director.

The Chairman announced that there were 71 shareholders and their proxies attending , accounting for 156,059,710 of 185,349,200 shares, (not counting the 19,650,800 repurchased by the Company) , forming a quorum , with the following agenda :

Agenda 1 Approval of the minutes of General Meeting of Shareholders No.1/2005 on 28th April 2005. The minutes were unanimously approved:

Approved	155,434,700	votes
Disapproved	-	votes
Abstained	625,010	votes

Agenda 2 Report on operations in 2005 .
The Chairman's report was identical to that appearing in the 2005 Annual Report and was accepted unanimously.

Approved	155,434,700	votes
Disapproved	-	votes
Abstained	625,010	votes

Agenda 3 Approval of Financial report for year ending 31st December 2005.
This appeared in the Annual Report beginning p.94 and was approved unanimously.

Approved	155,434,700	votes
Disapproved	-	votes
Abstained	625,010	votes

Agenda 4 Approval of 2005 dividend. The Chairman reported that in 2005 the Company enjoyed a net profit of Baht 107,525,234.75 so the Board saw fit to pay a dividend to shareholders whose names appeared in the Register at 3rd May 2006 at a rate of Baht 0.35 per share , to be paid on 18th May 2006 . The proposal was accepted unanimously .

Approved	155,434,700	votes
Disapproved	-	votes
Abstained	625,010	votes

Agenda 5 Appointment of Board Members to replace those retiring . The Chairman announced that Board Members retiring were three in number, namely Mr.Pairoj Pricha , Mr.Chalit Kitiyanasap and M.R.Gumloontabe Tavakul .Due to their valuable services to the Company , it was thought that they should be reappointed . The proposal was approved unanimously .

The Chairman then announced that as Mr.Pairot Saitum had left his positions as Board Member and Administrative Director at the Shareholders'General Meeting on 28th April 2005 he should be replaced, and at the Board Meeting No.3/2006 on 17th March 2006 it was proposed that Mr.Thakoon Boonparn replace him. This was approved .

Approve	153,476,700	votes
Disapproved	1,958,000	votes
Abstained	625,010	votes

Agenda 6 Remuneration of Board Members,2006. The Chairman reported that for 2006 the Board of Directors had fixed the remuneration in the form of allowances totaling Baht 4,344,000. This was approved unanimously .

Approved	155,434,700	votes
Disapproved	-	votes
Abstained	625,010	votes

Agenda 7 Appointment of the accountant for 2006. The Chairman proposed the appointment of three accountants of S.K.Accountant Services Ltd. For 2006 , with a remuneration no more than Baht 1,000,000 . The proposal was approved unanimously .

Approved	155,434,700	votes
Disapproved	-	votes
Abstained	625,010	votes

Agenda 8 Other Matters.

The Chairman invited questions and comments , and shareholders enquired as follows :

1. How will the current increase in oil prices affect the operations of the Company in 2006 ?
2. What measures does management have in response to energy costs ?

Board Members responded as follows :

The Company has been closely monitoring this matter since March 2005. Its response has been twofold : as a member of the mass-media it reported and analysed the problem for the benefit of its readers. Within the Company all efforts have been made to economise on all costs arising from the price of oil , and to adjust the prices of its products .

There were no further questions , so the Chairman thanked the meeting was adjourned at 10.00 a.m. .

-Mr.Somma Paritchart -
(Mr.Somma Paritchart)
Chairman

Certified as correct
- Mr.Piyachart Mongkolchaisit -
(Mr.Piyachart Mongkolchaisit)