

Master Ad Public Company Limited

Minutes of the 2006 Annual General Meeting of Shareholders

Of Master Ad Public Co., Ltd.

On Thursday, April 20, 2006

At the Ballroom 2, The Emerald Hotel, 3<sup>rd</sup> Floor,

No. 99/1, Ratchadaphisek Road, Din Daeng District, Bangkok

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The meeting started at 2.30 p.m.

Mr. Vichit Dilokvilas chaired the meeting.

The Chairman notified the assembly that 27 shareholders and proxies, constituting 88,615,568 out of 125,000,000 shares sold, attended the meeting, representing 70.89 percent of all the shares with voting rights, thus forming the quorum for a meeting in accordance with the Company's Articles of Association. The Chairman then opened the meeting in order to proceed with the agendas.

After the Chairman had declared the meeting open, 11 additional shareholders and proxies holding 3,368,733 shares joined the meeting, totaling 38 shareholders and proxies holding 91,984,301 shares or 73.59 percent of the all the shares sold.

The Board of Directors, management and auditors also attended the meeting.

**Board of Directors**

Six out of 8 Directors attended the meeting:

- |                                     |                                  |
|-------------------------------------|----------------------------------|
| 1. Mr. Noppadon Tansalarak,         | 2. Mr. Phiched Maneerattanaporn, |
| 3. Mr. Tawat Meeprasertskul,        | 4. Mr. Vichit Dilokvilas,        |
| 5. Mr. Prasert Veerasathienpornkul, | 6. Mr. Parames Ratchjaibun.      |

**The Management**

Seven senior executives attended the meeting:

- |                                   |                                  |
|-----------------------------------|----------------------------------|
| 1. Mr. Akararus Rattanodayathorn, | 2. Mr. Prasong Aimmanoj,         |
| 3. Mr. Chutha Charubun,           | 4. Mr. Chaiyong Isariyameteekul, |
| 5. Mr. Chaiyot Chuenchujit,       | 6. Miss Tamonwan Narinthavanich, |

7. Mrs. Uraiwan Bunyarattaphan.

**Auditor in 2005**

One auditor attended the meeting:

1. Mrs. Sumalee Chokedeeanant (Certified Public Accountant No. 3322)

Before the meeting, the Chairman explained to the assembly how to cast their votes in each agenda. Shareholders would use ballots distributed to them. To save time in counting votes, the assembly would count only disagreeing or refraining votes that would be deducted from votes of all attending shareholders and proxies. The Chairman would ask disagreeing shareholders to cast their votes in the ballots and raise their hands for officers to pick their ballots. Then the Chairman declared the meeting open and proceeded according to the agendas.

**Item 1. Approval of the minutes of the 1/2005 Ordinary General Meeting of Shareholders, held on April 22, 2005**

The Company has prepared the minutes of the 2005 Annual General Meeting of Shareholders, held on April 22, 2005, completed in 14 days from the date of the meeting. A copy of the minutes was submitted to the Stock Exchange of Thailand and the other to the Ministry of Commerce by the schedule prescribed in the law. The Board felt that the minutes were correct and hereby submitted to the shareholders to approve in the 2006 Annual General Meeting.

After consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the minutes of the 2005 Annual General Meeting.

**Item 2. Approval of the Company's 2005 Annual Report, prepared by the Board of Directors featuring operating results**

The Chairman asked Mr. Noppadon Tansalarak to present the details to shareholders. Mr. Noppadon presented to the assembly that the Board had prepared an Annual Report as of December 31, 2005 featuring operating results of 2005, shown in the Annual Report earlier delivered to every shareholder along with the notice for the meeting. The Board felt that the Annual Report was correct and informative enough and hereby submitted to the assembly for their acknowledgement.

After thorough consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the 2005 Annual Report, prepared by the Board.

**Item 3. Approval of the 2005 Balance Sheets, Income Statements and Cash Flow as of December 31, 2005**

The Chairman asked Mr. Noppadon Tansalarak to present the details to shareholders. Mr. Noppadon presented to the assembly that the Board had prepared the 2005 Balance Sheets, Income Statements and Cash Flow for the past accounting cycle ending December 31, 2005 and the auditor had audited them. The Board has checked them and felt that they were correct and informative enough according to the general accounting principles, and hereby presented to the assembly for approval. The auditor had audited them in “financial reports” and “report by the Audit Committee to shareholders” in the Annual Report, earlier delivered to every shareholder along with the notice for the meeting.

The Board felt it's appropriate for the assembly to approve the 2005 Balance Sheets, Income Statements and Cash Flow as of December 31, 2005, already endorsed by the Audit Committee and the auditor, shown in the Annual Report.

A shareholder asked about the Balance Sheets on page 56 of the Annual Report why the fixed assets increased from Bt3.7 million in 2004 to Bt52.13 million in 2005 and what current assets were increased.

Mr. Noppadon clarified to him that the fixed assets increased because of billboard rent from other companies. The Company's advertising income came from billboards the Company invested and rent from other companies. In terms of billboards that the Company rent from other companies, the Company had to pay rent in advance of Bt15 million. The Company also paid consultation fees for projects sponsored by its affiliate, Master and More Co., Ltd., for instance the Flyover Bridge Project. The consultation fees totaled Bt32 million.

The same shareholder asked why the Company built its own billboards instead of renting them from other companies.

Mr. Noppadon clarified to him that location of billboards was the key to success and location was quite limited. At certain locations that clients wanted to have their advertisement but we couldn't build a billboard as that location might have been occupied by other companies. In principle, at new locations, we might invest, or if they're occupied by other companies doing similar businesses with us and we couldn't build another billboard nearby, we would sub-rent a billboard, which is, in fact, one of our strategies this year in order to cut down our investment budget.

The same shareholder asked about the financial reports on page 73 concerning a loan to Take-a-Look Co., Ltd., why the payback period was not specified clearly. The reports said payback would be made upon request. His question was when we would ask for the payback.

Mr. Noppadon clarified to him that we held 33% stake in Take-a-Look Co., Ltd., which invested in digital media, thus requiring high investment. Take-a-Look funded its projects partly from a loan from financial institutions and from shareholders. In terms of payback upon request, we would keep an eye on Take-a-Look's needs for money while the Take-a-Look management would see to the cost management to keep expenses lowest, especially interest. Usually, Take-a-Look would borrow money from us or Samart Info Media Co., Ltd., the other shareholder that held 67% stake for their convenience. In the past, we set a schedule for Take-a-Look to pay back or ask for additional loan. But today for the convenience of every party, when Take-a-Look wants to pay back or ask for additional loan, we may sit down and discuss since Take-a-Look has only 2 shareholders.

The shareholder asked for additional clarifications on the financial reports on page 56 of the Annual Report concerning advance payment of Bt5 million in 2004 rising to Bt26 million in 2005.

Mr. Noppadon clarified to him that as we wanted to reduce investment in the billboard structures, we had to pay rent in advance for certain areas that clients wanted to have an advertising but we couldn't erect our own billboard as billboard structures of others had already been there. That's why we had to rent the billboards from those companies and pay advance rent. In 2006, the rent expenses rose drastically as we ventured both in the billboard of our own where return on investment was attractive and rent from others where we could not erect a structure of our own as others had occupied the area. Rent would be our primary objective to reduce risk in investment and trough.

After thorough consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the 2005 Balance Sheets, Income Statements and Cash Flow as of December 31, 2005.

#### **Item 4. Approval of profit allocation for reserve fund and dividend in 2005**

The Chairman asked Mr. Noppadon Tansalarak, Director and Chief Executive Office, to present details to shareholders. Mr. Noppadon Tansalarak told the assembly that he would present 2 issues in this agenda item:

#### 4.1 Dividend payment

The Company has set a policy to allocate at least 40% of the net profit after tax and reserve fund to the shareholders. The Board of Directors agreed to pay Bt0.21/share as dividend to the shareholders from the 2005 profit, totaling Bt26,250,000 (twenty-six million two hundred and fifty thousand Baht). The dividend would be paid on May 15, 2006. The Board felt it's appropriate for the assembly to approve the dividend payment on May 15, 2006 as proposed by the Board.

After thorough consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the 2005 dividend payment at Bt0.21/share totaling Bt26.25 million to shareholders on May 15, 2006.

#### 4.2 Reserve fund

Article 116 of the Public Limited Company Act of 1992 requires the Company to set aside at least 5 percent of the net profit deducted by accumulated loss brought forward (if any) as reserve fund until the total reserve fund is not less than 10 percent of the registered capital. This year, the Company had some profit and had to set aside Bt3,349,487.45 as reserve fund (three million three hundred and forty-nine thousand four hundred and eighty-seven Baht and forty-five Satang). The Board felt that it's appropriate for the assembly to approve the allocation for the reserve fund as proposed.

After thorough consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the allocation of Bt3,349,487.45 as reserve fund (three million three hundred and forty-nine thousand four hundred and eighty-seven Baht and forty-five Satang) from the 2005 net profit as reserve fund.

#### **Item 5. Appointment of an auditor and fixing auditing fees for 2006**

The Chairman asked Mr. Noppadon Tansalarak to present the details to shareholders. Mr. Noppadon Tansalarak presented to the assembly that Section 34 of the Company's Articles of Association requires shareholders in the annual General Meeting to appoint an auditor and fix auditing fees. The outgoing auditor may be reinstated. The Audit Committee suggested that the assembly appoint Mrs. Sumalee Chokedeeanant, Certified Public Accountant No. 3322 or Mr. Somkid Tiatrakul, Certified Public Accountant No.2785 in the name of Grant Thornton Co., Ltd., the current auditor, to be the auditor for the parent company as well as its subsidiaries. Either auditor might be appointed as the Company's auditor to audit, express opinions and approve the Company's financial reports. The Audit Committee also suggested

auditing fees for the parent company as well as its subsidiaries for 2006 at Bt1,765,000 (one million seven hundred and sixty-five thousand Baht). The Board of Directors agreed with the Audit Committee's proposals and hereby presented to the assembly to approve the appointment and auditing fees.

After thorough consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the appointment of Mrs. Sumalee Chokedeeanant, Certified Public Accountant No. 3322 and/or Mr. Somkid Tiatrakul, Certified Public Accountant No.2785 in the name of Grant Thornton Co., Ltd., to be the auditor for the Company for another year and approve auditing fees of Bt1,765,000 (one million seven hundred and sixty-five thousand Baht) for 2006.

**Item 6. Election of Directors in place of those whose term expires and new Directors as well as specifying authorities of the Directors**

The Chairman presented to the assembly that Section 15 of the Company's Articles of Association requires one third of the Board members to terminate their term of office during the annual General Meeting. If the number of Directors cannot be divided into 3 groups, the number close of one third shall be terminated. Directors whose term will be terminated in the first and second year after company registration shall be picked by a lucky draw. For each of the following years, Directors serving longest in the Board shall be terminated. Outgoing directors may be reinstated. In 2006, 3 Directors serving longest in the Board shall be terminated. Two directors to be terminated this year are Mr. Noppadon Tansalarak and Mr. Prasert Veerasathienpornkul. Another Director, Miss Napaporn Kraipanon, voluntarily resigns as she wants to further her studies abroad.

The Board suggested the two Directors whose term expires be reinstated as their performance is acceptable:

1. Mr. Noppadon Tansalarak, Director and Chief Executive Officer,
2. Mr. Prasert Veerasathienpornkul, Director and Audit Committee member.

The Board nominated 2 qualified persons for the shareholders to appoint as Directors:

1. Mr. Akararus Ratanodayathorn as Director,
2. Miss Galayanee Kittichit as Director and Audit Committee member.

Profile of the 4 nominees has been delivered to every shareholder along with the notice for the meeting.

Authorities of the Directors are as follows:

“Directors who have authority to sign for the Company are Mr. Noppadon Tansalarak and Mr. Akararus Ratanodayathorn, who jointly sign and affix corporate seal.”

After thorough consideration, the assembly reached a unanimous decision to appoint Mr. Noppadon Tansalarak and Mr. Prasert Veerasathienpornkul as Directors for another term, and appoint 2 new Directors, Mr. Akararus Rattanodayathorn and Miss Galayanee Kittichit and agree with the Directors' authorities proposed by the Board by casting 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting.

#### **Item 7. Fixing remuneration to Directors in 2006**

Article 90 of the Public Limited Company Act of 1992 requires the Company not to pay cash or other properties to Directors except remuneration in accordance with the Company's Articles of Association. In case the Articles of Association do not say anything about it, remuneration shall be according to a resolution of a shareholders' meeting, reached by at least two thirds of the votes of attending shareholders. Based on the rate in the same industry, the Board suggested the assembly approve a budget of Bt1,800,000 (one million eight hundred thousand Baht) as Directors' remuneration and meeting allowances in 2006.

After thorough consideration, the assembly cast 91,984,301 votes out of 91,984,301 votes carried by shareholders and proxies attending the meeting, thus the assembly cast unanimous votes to approve the Directors' remuneration for 2006 as proposed by the Board.

#### **Item 8. Others**

The Chairman asked shareholders whether they had questions. Mr. Noppadon Tansalarak answered shareholders' questions as follows:

Shareholders asked about a news report that Master Ad would be involved in Bt1.5 billion project, from which source the Company could mobilize the funds since the Bt1.5 billion was more than the Company's total assets and shareholders' equity, how the project would affect the D/E ratio, and whether it's possible to increase the registered capital.

Mr. Noppadon clarified to the assembly that the Bt1.5 billion was the total investment value. Master Ad planned to invest in 3 areas:

1. Adding value to the existing advertising media, both large and small media, by modifying the advertising media so that they become more attractive. Revenue from this source will be part of the investment in the Bt1.5 billion project.

2. Investing in new projects – large, medium and small media. Investment will be injected in new projects both in and outside the nation.

3. Possibly merging with or acquiring other companies which are now underway. If the plan is materialized, Master Ad will require a large budget.

The three projects require quite a lot of investment. However, Master Ad has approached financial institutions and is very positive that they will provide financial support to us as our partner has the same standard with us. In addition, Master Ad has eyed a reserve source of funds for the 3 projects. The investment will likely have no impact on the D/E ratio. If negotiations with M&A are successful, our market share will increase a lot. To increase the registered capital is likely the last choice as the Board is afraid that the capital increase will affect shareholders, especially small ones.

Shareholders said they read in the Annual Report, Master Ad wanted to be the leader in Out of Home Media by 2010. Shareholders wanted to know who's the leader today and how the market cap is assessed.

Mr. Noppadon Tansalarak said research companies have little information about Out of Home Media. The question, who the leader is today, is hard to answer. But we believe if we want to be the leader in Asia, the revenue from Out of Home Media should be Bt4-5 billion a year. If we grow as we did in the past, we would not become the leader by 2010. Our strategy is to have alliances. Last year, we hosted the first Asia's Out of Home Media Conference. Nine companies operating similar business with us from 5 countries attended it. This year, we plan the second conference and we expect better response than last year. Through that conference, we will expand our network. In the future, if a customer in Thailand wants to advertise anywhere in Asia, he can contact us. This is another channel of earning additional revenue.

As the assembly had no other questions, the Chairman expressed his thanks to the shareholders and proxies who attended the meeting and approved the Board's proposals.

The meeting was adjourned at 3.30 p.m.

Mr. Vichit Dilokvilas  
Chairman