

## **Minutes of the Shareholders' Extraordinary General Meeting 1/2010**

### **Master Ad Public Company Limited**

**August 24, 2010**

**Smile room 5<sup>th</sup> floor Mater Ad Public company limited No.1 4-6 floor soi ladprao 19,  
ladprao road, Chomphol Chatuchak Bangkok,10900**

**The meeting was called to order at 2:00 p.m.**

Pol. Sub.Lt. Kriengsak Lohachala, Chairman of the Board of Directors, acting as the Chairperson in the Extraordinary General Meeting 1/2010), apprised the EGM of the number of the shareholders as follows: At the outset of the EGM, there were totally 58 shareholders and proxies representing the entirety of 94,263,448 shares or 75.41%. Of this amount, 27 shareholders who attended the EGM by themselves held 50,916,395 shares or 40.73%, whilst 31 shareholders' proxies represented 43,347,053 shares or 34.68 %. This number was considered adequate to constitute a quorum in compliance with the Company's bylaws, which stipulated that, in the Shareholders' EGM, there shall be at least 25 shareholders and proxies altogether or at least half of the entire shareholders whose shares shall represent at least one third of the totally distributed shares. That number is, then, deemed a quorum.

#### **10 Directors in attendance consists of**

- |     |                                  |  |
|-----|----------------------------------|--|
| 1.  | Pol. Sub.Lt. Kriengsak Lohachala | Chairman of the Board of Directors and the AGM Chairperson   |
| 2.  | Mr. Parames Rachjaibun           | Deputy Chairman of the Board of Directors  |
| 3.  | Mr. Noppadon Tansalarak          | Director, Chairman of Executive Committee, Chairman of Risk Management Committee and Chief Executive Officer (CEO) |
| 4.  | Mr. Phiched Maneerattanaporn     | Director   |
| 5.  | Mr. Tawat Meeprasertskul         | Director   |
| 6.  | Mr. Vichit Dilokwilas            | Director   |
| 7.  | Mr. Prasert virasathienpornkul   | Director, Chairman of Audit Committee  |
| 8.  | Mr. Pornsak Limboonyaprasert     | Director, Audit Committee  |
| 9.  | Mrs. Ubonrat Bhokamonwong        | Director, Audit Committee  |
| 10. | Miss.Tamonwan Narinthavanich     | Director, Director of Accounting and Finance Department, and Company Secretary                                     |

#### **6 Executives in attendance comprises**

- |    |                         |                                |
|----|-------------------------|--------------------------------|
| 1. | Mr.Danai Tungsviriyakul | Chief Marketing Officer        |
| 2. | Mr. Yanis Tipakorn      | Chief Innovation Officer       |
| 3. | Mr.Chuchai Suwanpuchai  | Chief Technical Officer        |
| 4. | Mr. Jutha Jaruboon      | Deputy Chief Operation Officer |

5. Mr.Thanongsak Arluksuwan Sales Director
6. Mrs. Uraiwan Boonyarattaphan Director of Office Administration Department

In this AGM, Mr. Sittipong Mana-Ekkapan, the Company's legal adviser, was appointed to supervise the meeting to be transparent and licit in conformity with related regulations and the Company's bylaws. Pol. Sub.Lt. Kriengsak Lohachala Chairman of the Board of Directors and the EGM. Chairperson Declared the meeting open by giving a welcoming speech to all attendants in the Shareholders' Extra ordinary General Meeting NO.1/2010. He, then, informed As a consequence, the Company, per se, drew up the agenda comprising entirely 3 items to be proceeded.

- Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for 2010 held on April 22, 2010;
- Agenda 2 To considered and approved the Company's acquisition of assets.
- Agenda 3 To consider other matters (if any)

Miss. Tamonwan Narinthavanich, the Company Secretary, to explicate the procedures of vote-counting and Voting in each agenda item to the shareholders.

1. Prior to voting on any agenda item, the Chairperson will provide ample opportunities for shareholders' enquiries about any detail and doubt.
2. The Company adopted the one-share-one-vote procedure in which the officers distributed the ballot papers to all shareholders.
3. Exercising the voting rights for approval in each agenda item adheres to the majority vote-more than half the shares of the attending shareholders who are eligible to vote.  
  
This rule is applied to all agenda items, except for Agenda 2 to considered and approved the company's acquisition of assets to vote is less than three-quarters of all the votes of the shareholders meetings and are entitled to their opinion at the meeting.
4. The Chairperson shall expressly inform the AGM to overtly vote on resolution.
5. To accelerate vote-counting, the Company shall count only disagreeable or abstaining shareholders, who will then be deducted from all the shareholders in attendance during each agenda item.
6. Upon consideration in each agenda item, the Chairperson shall announce the shareholders who disagree and ask those who vote against to raise their hands for the purpose of ballot paper gathering.
7. For the item in which certain shareholders have a vested interest in particular, the Chairperson shall inform the number of shares held by these vested interests who shall become ineligible voters in that agenda item.
8. The shareholders who make proxy forms for their delegates to attend the AGM on behalf of them, the Company shall include the votes for, against, or abstaining as the shareholders wish for the purpose of casting vote on resolution of each item.

9. In the event that the voters clearly indicated their votes on each item, whether for, against, or abstaining, but their proxies do not exercise their rights as indicated in the proxy form, such votes are void.
10. During the AGM, if there is an additional shareholder, the Company shall correspondingly recount the number of the shareholders and shares. The newcomers can only vote on unresolved items. In this respect, the Chairperson shall summarize the resolution of each item for the meeting's acknowledgement.
11. The Chairperson shall inform the votes by indicating them as "agree," "disagree," or "abstain."

The Chairman asked the meeting to start based on the agenda by asking the Company Secretary presentation Details of the meeting agenda as follows:

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for 2010 held on April 22, 2010:**

**Company Secretary:** Apprised the meeting of the following details:

An Annual General Meeting of Shareholders 2010 was held on April 22, 2010, The Minutes of such Meeting were taken and the copies thereof were submitted to SET and Ministry of Commerce within 14 days of the date of such Meeting, which was within the deadline required by the laws. Now, the Minutes of such Meeting appear on our website [www.masterad.com](http://www.masterad.com) .

**Chairperson:** Invited all shareholders to enquire about details and doubts.

**Minority Shareholders:** Requested about progresses with reference to the minutes taken during 2010 Annual General Shareholders' Meeting as discussed below:

1. Had Advertising Sign Producing Association paid Baht 500,000 back to the company?
2. Progress of the company's 2 plots of land development

**Mr. Noppadon Tansalarak:** Provided the following answers to the shareholders.

1. Borrowings to Advertising Sign Producing and Association were used to pay for the logo and to ensure that structure of the annual advertising sign established by MACO was sufficiently strong. The company would receive such logo within Quarter 3/2010.
2. The company's Board of Directors were considering the utilization of two plots of land in Lam Luk Ka District and in Phetchaburi Province. Currently, both plots of land were rented to people in those areas for agriculture purposes. However, the company planned to establish a sign village. Therefore, we were preparing the feasibility study on tax privileges requisition from BOI since Phetchaburi Province was under BOI Zone 3. Thus, it was probable that the company might use the land in Lam Luk Ka District as a sign village. A detailed study had to be taken prior to the investment.

There were no other questions and there was no shareholder objecting or requesting for any amendment in the minutes. The President then requested for the votes from the meeting.

**Resolution:** Assent to the Minutes of the Extraordinary General Meeting No.1/2010 given on April 22, 2010 with the majority vote below.

Agree	94,263,448	votes, figuring at 100%
Disagree	-	votes
Abstain	-	votes

**Agenda2** **To considered and approved the Company's acquisition of assets.**

**Chairperson:** Asked the Company Secretary to supply details thereof to the AGM.

**Company Secretary:** Explained the details to the AGM as follows:  
 As a result of the Board of Directors has approved the purchase of shares in subsidiaries Master & More Co., Ltd. is entering the transaction will have acquired the assets of the company. Size of the list representing 19.66 percent of net basis. Constitutes the acquisition of assets held in the second item of the type announced by the Board of Governors of Thailand and disclosure practices of listed companies and / or its subsidiaries in the acquisition or disposition of assets, B.E. 2547. the company is responsible for shipping notification to shareholders within 21 days from the date of disclosure of such transactions on the Stock Exchange of Thailand, however, because items such as purchase or transfer of the business of other companies or private companies as of Company under Section 107 (2nd) (b) Public Limited Companies Act B.E. 2535 (as well as the amendment), which must be approved by the shareholders. Board of Directors has approved to offer these items to the shareholders for approval. The details of the Company's acquisition of assets are as follow

The parties involved	Master Ad Public Company Limited & Clear Channel Pacific Co.,Ltd.
The general characteristics of the transaction:	Board of Directors has approved the company purchase common stock of Master & More Company amount 650,000 shares. or equal 32.50% So the company will has all shares after purchase share is amount 2,000,000 shares of common shares or equal to 100%.
The total value of the consideration	Amount 1 million US\$ or estimate 32,670,000 baht. Paid by cash together with transferred the share (26/05/2010 SCB)
Purposes of The Investment	To increase its potential of company into expand of area to the business and increase sources of income.
The sources of funds : Size list.	From MACO'S the operating cash flow 19.66% of net income.
Operation	Provide the Audit Committee provides an opinion and make a flyer to shareholders within 21 days.
Comment of the Board of Director	As a reasonable and helpful business is a company that has received a large number of Ministers of the Government, which in effect makes the company, obtained yield continuous growth.
Comment of the Audit committee	The transaction does not constitute a conflict of interest and transaction information in the accuracy and completeness.

- Chairperson:** Invited all shareholders to enquire about details and doubts.
- Minority Shareholders:** Requested for Master & More Co., Ltd.'s Book value. We bought and paid shares in US dollar. Due to Thai Baht appreciation, were we paying less?
- Miss Tamonwan Narinthavanich:** Explained that since we bought Master & More Co., Ltd.'s shares in US dollar, therefore, when Thai Baht appreciates, we would pay less. The book value of Master & More Co., Ltd. In Quarter 2/2010 was at Baht 78.60 /share.
- Minority Shareholders:** Purchase price was lower than book value, how would you record this transaction?
- Miss Tamonwan Narintavanich:** Explained that this would result in less cash payment. We realized the investment amount equivalent to the amount of cash paid. We did not pay much cash. When the company's directors approved such investment transaction, the exchange rate was at Baht 32.67/US dollar. After comparing with the current exchange rate, we paid Baht 1 million less for share subscription. MACO and Master & More prepared separate financial statements. The investment transaction would be recorded in MACO's balance sheet using the amount paid for that investment. In the case that we paid more, the premium would be recorded as goodwill.

Since there were no other questions, the President requested for the meeting's resolution. The President explained to the shareholders that for agenda number 2, approval for the acquisition of the company's assets required at least three fourth of all the attending shareholders' voting rights to form the meeting's resolution. The meeting was requested to vote for this agenda.

**Resolution:** approved the company purchase common stock of Master & More Company Limited with the majority vote below.

Approved	94,263,448	votes,	equivalent to 100 %
Disapproved	0	votes,	equivalent to 0 %
Abstained	0	votes,	equivalent to 0 %

### **Agenda 3    Others (If any)**

The Board of Directors' Meeting No. 5/2553 had a resolution to establish one new subsidiary called Green Ad Co., Ltd. Investment in this new company made Green Ad become the subsidiary of Master Ad Public Co., Ltd. (MACO). Mr. Noppadon Tansalarak, therefore, reported the following details to the shareholders:

- Mr. Noppadon Tansalarak:** Green Ad Co., Ltd. was a joint venture between Master Ad PCL and WeBig Co., Ltd., established for rendering services and producing advertising media on green wall both inside and outside the residence. Initial registered capital was Baht 5 million. MACO has 51% shareholding and WeBig has 49% shareholding. Major policies were the attempt to create advertising media by combining technology and nature for effective resources utilization and green house effect reduction. There were 2 types of advertising media:
1. Media –various types of advertising space rental on green wall
  2. Made to order – specific design of advertising media to meet the customers' requirement

The company believed that green wall would be the new advertising trend that the customers and the organizations possessing the space would be interested. Presentation to target customers would be easier in order to get the advertising space. Attractions and business opportunities for MACO are our rights to conduct this business in Asia and Middle East. We clearly allocated the responsible areas for WeBig in term of market expansion in the region. Green Ad Co., Ltd. would be responsible for Asia and Middle East. WeBig would be responsible for North America, South America and Europe. This would provide the future growth of Green Ad.

Directors and management jointly answered the shareholders' questions and provided the detailed information on Green Ad Co., Ltd. They also answered the shareholders' questions on other issues as followed:

**Minority Shareholders:** Requested about the large amount of accounts receivable in Quarter 2/2010 in contrast with the reserves for allowance for doubtful accounts which were low.

**Miss Tamonwan Narinthavanich:** Overall, in Quarter 1 and Quarter 2, the management had more effective management of accounts receivable. For the larger amount of accounts receivable aging over 12 months, we always followed up the debt payment. Reason for late payment was mainly due to lack of liquidity. The increase in this amount was from 2 customers. We had compromised the debts and expected to receive the installment payment from them.

**Mr. Noppadon Tansalarak:** Most overdue debts were from old customers. No such problem was found on new customers.

**Miss Tamonwan Narinthavanich:** We had clearer debt management policies. Therefore, new customers within this year did not have significant overdue amount.

When there were no other questions, the President requested Mr. Parames Rachjaibun, Vice President of the Company's Board of Directors to inform the meeting of the future directions of the company.

**Mr. Parames Rachjaibun:** Mentioned that over the past 2-3 years, the overall advertising business did not grow well. Total market for every advertising media type is Baht 90 billion. This year, advertising expense during January – July 2010 grew approximately 12.97% year on year. Main impacts were political issue and consumers' confidence. Today, the customers understand more about the role of each advertising media, the effective media coordination and the convenient access to the target customers. MACO had improved its procedures and provided more media varieties for the customers' options so as to gain the highest customers' satisfaction. We believed that within 6 months, we would certainly know the results. We believed that it would be good. The President requested Mr. Prasert Weerasathianpornkul, President of Audit Committee, who acted as the shareholders' representative to follow up the company's management, to talk to the shareholders.

**Mr. Prasert Virasathienrasathianpornkul:** Reported, in favor of the Audit Committee and the Independent Directors who worked as the minority shareholders' representative, that from the examination of MACO's management, the

company had an effective internal control. At present, there has been an establishment of Risk Management Committee to monitor various risks. In addition, if the company would invest in any new projects, the Audit Committee would be the first step to examine in favor of the minority shareholders whether those projects had higher risks than returns or not. If the risks are higher, they will request for reconsideration of the project. Therefore, the shareholders can be assured that MACO's management is at satisfactory level.

There were no other questions and opinions, the President, therefore, thanked the shareholders and closed the meeting.

The meeting adjourned at 15.30 hrs.

(Pol.Sub.Lt. Kriengsak Lohachala)  
President of the Meeting

(Miss. Tamonwan Narinthavanich)  
Company's Secretary