

- Translation -

February 21, 2012

Subj: The resolution of the Board of Directors Meeting No. 1/2012 and the agenda of AGM

To The President
The Stock Exchange of Thailand

Minor International Public Company Limited ('the Company') held the Board of Directors Meeting No. 1/2012 on February 21, 2012. The resolutions are as follows:

1. Approved to propose the Company's Financial Statement for the year 2011 to the Shareholders' Annual General Meeting for approval

2. Approved to propose that the Shareholders' General Meeting approve the allocation of net profit as statutory reserve and dividend payment for the year 2011 performance as follows:

- At the end of 2011, the Company has already allocated its annual net profit as legal reserve, amounting to Baht 367.80 million, or equal to 10.03% of registered capital of the Company in compliance with the requirement of the law and the Articles of Association of the Company. In 2012, following the increase of its registered capital to be paid out as stock dividend, the Company will be required to provide an additional Baht 38.51 million as statutory reserve in order to have legal reserve required under the law and the Articles of Association of the Company.
- Annual dividend payment

Cash dividend in the amount of 0.15 Baht per share for existing shareholders and shareholders who convert the convertible securities to no more than 3,627,178,493 common shares, thus totaling the cash dividend to be paid in the amount of not exceeding 544,076,773.95 Baht; and

Stock dividend at the ratio of 10 existing shares to 1 new common share at the price of 1 Baht per share. The stock dividend will be paid to existing shareholders and shareholders who convert the convertible securities to no more than 3,627,178,493 common shares. Any fractions of less than one new share will be eliminated. The total new stock dividend shares will not exceed 362,717,849 shares, thus totaling no more than 362,717,849 Baht.

Both cash and stock dividend are calculated to be 0.25 Baht per share. The Company will deduct withholding tax at the rate of 10% or 0.025 Baht per share from cash that shareholders will receive, and distribute the dividends in the form of cash and stock dividend which will be equivalent to the amount of 0.225 Baht per share. In total, cash dividend and stock dividend payable to shareholders will not exceed Baht 906,794,622.95.

The date for determining the rights of shareholders to receive dividend payments will be on April 11, 2012. The name list of shareholders will be determined on April 12, 2012 when the share register book of the Company will be closed pursuant to Section 225 of the Securities and Exchange Act B.E. 2535. The dividend payment date is set to be on April 30, 2012.

3. Approved to propose that the Shareholders' Annual General Meeting consider and approve the increase of the registered capital of 396,526,654 Baht divided into 396,526,654 common shares at the par value of 1 Baht each. The registered capital of the Company will increase from 3,666,519,673 Baht to 4,063,046,327 Baht divided into 4,063,046,327 common shares

at the par value of 1 Baht each and approve the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital

4. Approved to propose that the Shareholders' Annual General Meeting consider and approve the allocation of 396,526,654 newly issued shares at the par value of 1 Baht with the following details:
 - a) Allocation of 362,717,849 newly issued shares as stock dividend to the existing shareholders and shareholders who convert the convertible securities in the amount of 362,717,849 shares at par value of Baht 1
 - b) Allocation of new common shares as a reserve for the adjustment of exercise ratio, resulting from issuing stock dividend in the amount not exceeding 33,808,805 shares at par value of Baht 1 each

In the event that there are the remaining shares, the Board of Directors, the authorized directors and/or any person designated by the Board of Directors or the authorized directors have the discretion to allocate the remaining shares for further adjustment of exercise ratio, resulting from the issue of securities.

5. Approved to propose that the Shareholders' Annual General Meeting re-elect Mr. William Ellwood Heinecke and Mr. Anil Thadani who will retire by rotation to serve as the Company's directors for another term.

Acknowledged that Ms. Chantana Sukumanont does not wish to be nominated for re-election to the Board of Directors after the completion of her terms of office and approved to propose that the Shareholders' Annual General Meeting appoint Mr. Patee Sarasin to serve as a director in place of Ms. Chantana Sukumanont and to hold the position of an independent director.

6. Approved to propose the following directors' remunerations for the year 2012 to the Shareholders' Annual General Meeting for approval:

– Executive Directors	Baht 200,000 per annum per person
– Non-Executive Directors	Baht 300,000 per quarter meeting per person Baht 25,000 per any other meeting per person

Member of Audit Committee

– Chairman	Baht 60,000 per meeting Baht 200,000 per annum
– Member	Baht 40,000 per meeting per person Baht 100,000 per annum per person

Member of Compensation Committee (Other than annual meeting)	Baht 100,000 per annum per person Baht 25,000 per meeting per person
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Member of Nomination Committee (Other than annual meeting)	Baht 100,000 per annum per person Baht 25,000 per meeting per person
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7. Approve the appointment of Mr. Emmanuel Jude Dillipaj Rajakarier as the authorized director of the Company in place of Mrs. Pratana Mongkolkul. Therefore, the authorized directors and their signing powers will be as follows:

Mr. William Ellwood Heinecke, Mr. Paul Charles Kenny, Mr. Anil Thadani, and Mr. Emmanuel Jude Dillipaj Rajakarier, any two of these four directors can jointly sign to bind the Company, with the Company seal affixed.

8. Approved to propose that the Shareholders' Annual General Meeting appoint:
- 1) Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 and/or
 - 2) Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 and/or
 - 3) Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906
- of PricewaterhouseCoopers ABAS Limited ('PwC') as the Company's auditors and approve the auditing fee for the Company for the year 2012 of not more than Baht 1,755,000.
9. Approved to hold the Annual General Meeting of shareholders No. 19/2012 on April 2, 2012 at 14.00 p.m. at Astor Ballroom, 14th Floor, The St. Regis Bangkok with the following agenda:
- Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 18/2011 held on April 1, 2011
 - Agenda 2 To consider and acknowledge the annual report and the Board of Directors report on the Company's performance for the year 2011
 - 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 December 31, 2011
 - Agenda 4 To consider and approve the allocation of profit and dividend payment for the year 2011 performance
 - Agenda 5 To consider and approve the increase of the registered capital of the Company in the amount of 396,526,654 Baht, divided into 396,526,654 common shares at the par value of 1 Baht each by issuing new shares and the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital
 - Agenda 6 To consider and approve the allocation of the newly issued shares (1) as stock dividend; and (2) as a reserve for the adjustment of exercise ratio resulting from the issue of stock dividend
 - Agenda 7 To consider and elect the directors to succeed the directors completing their term for the year 2012
 - Agenda 8 To consider and fix the directors' remunerations for the year 2012
 - Agenda 9 To consider and appoint the auditors for the year 2012 and fix the auditing fee
10. Approved the date for determining the rights of shareholders to attend the Annual General Meeting of Shareholders No. 19/2012, to be on March 8, 2012, and to collect the name of shareholders pursuant to Section 225 of the Securities and Exchange Act by means of closing the share register book on March 9, 2012.

Please be informed accordingly.

Best regards

-Signed-

Ms. Trithip Sivakriskul
Corporate Chief Financial Officer