

11<sup>th</sup> March, 2010

**Subject: Dividend payment and Annual General Meeting of Shareholders for the year 2010**

**To: Directors and Manager of the Stock Exchange of Thailand**

Whereas the Board of Directors of Sino-Thai Engineering & Construction Public Company Limited (the "Company") convened Board of Directors Meeting No. 1/2010 at 10.30 – 12.00 hours on March 11, 2010, the Company would like to report the resolutions adopted at the said meeting as follows:

1. Approval of the Board of Directors' report on the Company's Operating Results for the year ending December 31, 2009 and proposal of the same to the Annual General Meeting of Shareholders for its approval.
2. Approval of the Balance Sheet and Profit and Loss Statement for the fiscal period ending December 31, 2009, which were audited by the Company's auditor and proposal of the same to the Annual General Meeting of Shareholders for its approval.
3. Approval of the appropriation of the statutory reserve and the declaration of a dividend payment for the year 2009 and proposal of the same to the Annual General Meeting of Shareholders for its approval as follows:
  - 3.1 The appropriation of the statutory reserve in the amount of Baht 16,097,745.10.
  - 3.2 The declaration of a dividend payment from the profit derived from the promoted activity at the rate of Baht 0.13 (Thirteen Satang) to the Company's shareholders for 1,186,208,619 shares, totaling Baht 154,207,120.47.
  - 3.3 The record date for determination of which shareholders are entitled to obtain dividends is fixed on March 25, 2010. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act by closing the Share Register Book on March 26, 2010.
4. Acknowledgment that (1) Police Lieutenant General Jate Mongkolhutthi, (2) Mr. Chamni Janchai, (3) Mrs. Anilrat Nitisaroj, and (4) Mr. Woraphant Chontong will

retire from serving as the Company's directors by rotation at the Annual General Meeting of Shareholders. The Board of Directors has proposed that the Annual General Meeting of Shareholders should reappoint the said four retiring directors as the Company's directors for an additional term and reappoint Police Lieutenant General Jate Mongkolhutthi and Mr. Chamni Janchai as members of the Audit Committee for an additional term.

5. Approval of a proposal to the Annual General Meeting of Shareholders to consider appointing Prof. Raywat Chamchaloem as a new additional director of the Company.
6. Approval of the fixing of the remuneration of the Board of Directors and the Audit Committee for the year 2010 and proposal of the same to the Annual General Meeting of Shareholders for its approval as follows:

**Directors meeting fee**

- 1) The Board of Directors
  - For the Chairman of the Board of directors      amounting to 40,000 Baht/meeting
  - For each Director      amounting to 20,000 Baht/meeting
- 2) The Audit Committee
  - For the Chairman of the Audit Committee      amounting to 40,000 Baht/meeting
  - For each Audit Committee member      amounting to 20,000 Baht/meeting

**Board of Directors' Annual Remuneration**

- 1) For the Chairman of the Board of Directors      amounting to 400,000 Baht/year
- 2) For the Chairman of the Audit Committee      amounting to 400,000 Baht/year
- 3) For each Director      amounting to 200,000 Baht/year

7. Approval of the appointment of Mr. Kritsada Lerdwana, C.P.A. License No. 4958, and/or Miss Siraporn Ouaanunkun, C.P.A. License No. 3844, and/or Miss Thipawan Nananuwat, C.P.A. License No. 3459, all of Ernst & Young Office Limited, as auditors of the Company for the year 2010 with the auditor's remuneration of Baht 1,490,000 (One Million Four Hundred Ninety Thousand Baht only). This matter shall be proposed to the Annual General Meeting of Shareholders for its approval.
8. Approval of the amendment of Article 21 of the Articles of Association which revokes the authorization of the Chairman of the Board to individually sign to bind the Company and proposal of the same to the Annual General Meeting of Shareholders for its approval as follows:

Existing Article 21

Directors need not be shareholders of the Company.

The Chairman of the Board or the Managing Director may sign individually and affix the Company seal or any other two directors may jointly sign and affix the Company seal.

The Board of Directors may specify the names of the directors authorized to sign and affix the Company seal to bind the Company.

New Article 21

Directors need not be shareholders of the Company.

The Managing Director of the Company may sign individually and affix the Company seal or any other two directors may jointly sign and affix the Company seal.

The Board of Directors may specify the names of the directors authorized to sign and affix the Company seal to bind the Company.

9. Fixing the date and agenda of Annual General Meeting of Shareholders No. 16/2010, the record date for determination of which shareholders are eligible to attend the Annual General Meeting of Shareholders and the closing date of the Share Register Book as follows:

9.1 Annual General Meeting of Shareholders No. 16/2010 will be convened at 10.00 hours on Friday 23 April, 2010, in the Company's conference room No. 32/60 Sino-Thai Tower, 30<sup>th</sup> Floor, Sukhumvit 21 Road (Soi Asoke), Kwaeng Klongtoey Nua, Khet Wattana, Bangkok. The matters to be transacted at the meeting are:

- (1) To consider and approve the minutes of Annual General Meeting of Shareholders No. 15/2009;
- (2) To consider and approve the Board of Directors' report on the Company's Operating Results for the year ending December 31, 2009 and the Annual Report for the year 2009;

- (3) To consider and approve the Balance Sheet and Profit and Loss Statements for the fiscal period ending December 31, 2009;
- (4) To consider and approve the appropriation of the statutory reserve and the declaration of a dividend payment for the year 2009;
- (5) To consider and approve the appointment of new directors in place of those retiring by rotation;
- (6) To consider and approve the appointment of a new director;
- (7) To consider and approve the fixing of the remuneration of directors and Audit Committee members for the year 2010;
- (8) To consider and approve the appointment of the Company's Auditor and fix the auditor's remuneration for the fiscal year 2010;
- (9) To consider and approve the amendment of Article 21 of the Articles of Association; and
- (10) Other business (if any).

9.2 The record date for determination of which shareholders are eligible to attend the Annual General Meeting of Shareholders is fixed on March 25, 2010. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act by closing the Share Register Book on March 26, 2010.

The Company provides this information for your acknowledgment and dissemination to the public and other investors.

Sincerely yours,

**Sino-Thai Engineering & Construction Public Company Limited**

(Mr. Vallop Rungkijvorasathien)

President