



(Translation)

## Minutes of Extraordinary Meeting of Shareholders No.1/2007

### Robinson Department Store Public Company Limited

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Date and Time : June 19, 2007 at 10.00 a.m.  
Venue : Meeting Room 5th floor,  
Robinson Department Store Ratchadapisek Branch  
Dindeang, Bangkok, 10400  
Chairman of the Meeting : Mr.Sudhisak Chirathivat - Chairman

Board of Directors who attended the Meeting as follows;

- |    |                              |  |
|----|------------------------------|--|
| 1. | Mr.Sudhisak Chirathivat      | Chairman of the Board of Directors/<br>Chairman of the Meeting       |
| 2. | Mr. Somchai Apiwattanaporn   | Chairman of the Audit Committee /<br>Director / Independent Director |
| 3. | Mr. Sudhitham Chirathivat    | Vice Chairman of the Board of<br>Directors                           |
| 4. | Mr. Prin Chirathivat         | Executive Director   |
| 5. | Mr. Preecha Ekkunagul        | Director and President   |
| 6. | Mr. Piya Nguiakaramahawongse | Director   |
| 7. | Mr. Pandit Mongkolkul        | Director   |
| 8. | Mr. Phibul Phatharodom       | Audit Committee /Director /<br>Independent Director                  |
| 9. | Mr. Vithaya Chavananand      | Audit Committee /Director /<br>Independent Director                  |

The Chairman welcomed the Shareholders and informed the general meeting that the total of participating shareholders and proxies were 56 shareholders, 4 in person and 52 by proxies, this represented 1,013,028,190 shares or approximately 91.21 percent of the total issued shares and thereby a quorum was constituted pursuant to Clause 36 of the Company's Articles of Association. After the Chairman of the Meeting stated that the Extraordinary Meeting of Shareholders No.1/2007 was convened and assigned Mr.Parivat Sopasit , Vice President Finance and Administration and Corporate Secretary to inform the Meeting on the process.

Mr.Parivat Sopasit informed the Meeting on the voting process as follows;

1. Votes will be held at the ending of each agenda. Agenda 1 and 3 would be approved by the simple majority. Agenda 2 and 4 would be approved by at least  $\frac{3}{4}$  of shares representing.
2. To facilitate vote counting;
  - If there is no shareholder or proxy objecting or abstaining, it is considered that the Meeting approve for that agenda
  - If any shareholders or proxies intend to object or abstain, he/she would vote on the ballot paper given by officials and appear by raising hand to give the card to officials. The officials then count objecting or abstaining votes in order to deduct from the overall shares representing. The rest shares will be considered as approving.



- For proxies who already vote for each agenda in proxy form, votes would be recorded as proxy form, no vote in ballot paper. If in the case that shareholders not have intention to specific agenda, the proxy shall have the right to consider and vote, as he (she) may deem appropriate.

The Chairman invited Shareholders to ask question about the process of voting and/or offer any other comments, but no Shareholders object or asked further on the method of process. It is considered the Meeting approved. Then, the Chairman commenced the Meeting and conducted the following business agenda.

### **Agenda 1 To approve the Minutes of the General Meeting of Shareholders no. 1/2007**

The Chairman proposed the Meeting to consider and approve the Minutes of the Annual Ordinary General Meeting of Shareholders No.1/2007 was held on April 27, 2007 which was sent to the Shareholders together with the Meeting invitation letter.

The Chairman invited Shareholders to ask questions but no question which related to this agenda was raised. There was a question from a Shareholder which related to the dividend payment from the performance of year 2006 as such the approvals of payments of dividends have not been in line with the FAP's Announcement on April 27,2007. However, the said payment of dividends has been made under bona fide procedure i.e. on February 26,2007 the board of directors has resolved to propose the payment of the dividends to the Company's shareholder meeting and on April 27, 2007 the Meeting has approved the proposal. Furthermore, the Company's stock price has already absorbed this matter. Consequently, the Company has continued to pay the dividend on May 25, 2007 according to the resolution of the annual ordinary general meeting of shareholders. The purpose of this extraordinary meeting is to write-off the Company's share discount to comply with the FAP's Announcement issue no. 8/2007 which issued on April 27,2007 and the detail of this matter shall be considered in the next agenda.

As no further question and any requirement to alter the Minutes, the Chairman, therefore, proposed the Meeting to consider.

During the Meeting on this occasion, the Shareholders who attended the Meeting has increased 2,661 shares which total the Shareholders who participated the Meeting at the amount of 1,013,030,851 shares.

After due consideration , the Meeting unanimously approved the Minutes of Annual Ordinary General Meeting of Shareholders No.1/2007 was held on April 27, 2007 by the following voting:

Approved	1,013,030,851	Votes or	100%
Disapproved	-	Votes or	-
Abstained	-	Votes or	-

### **Agenda 2 To approve the decrease of paid-up capital through reducing par value**

The Chairman delegated Mr.Parivat Sopasit to declare the Meeting that pursuant to the decrease of paid-up capital through reducing par value which summarized as follows;





<u>Less</u> Brought forward share premium	Baht 631,152,923.00
Share premium from capital decrease	Baht 7,163,764,307.85
Unappropriate retained earning	Baht 53,710,350.71
Outstanding of share discount	Baht -0-

The Chairman provided opportunities for Shareholders to inquire or express their opinions however no Shareholders raise question or made the comment, the Chairman request the Meeting to pass a resolution.

The Board of Directors proposed the Meeting to consider and approve the transfer of the entire share premium and retained earnings to eliminate share discount without capital surplus to remit.

After due consideration , the Meeting unanimously approved the transfer of the share premium and retained earnings to eliminate share discount by the following voting:

Approved	1,013,031,107	Votes or	100%
Disapproved	-	Votes or	-
Abstained	-	Votes or	-

#### **Agenda 4 To approve the amendment of the Company's Memorandum of Association clause no.4 to be in line with the aforementioned decrease of paid-up capital in agenda2**

The chairman proposed the Meeting to consider and approve the amendment of the Company's Memorandum of Association clause no.4 (registered share capital) to be in line with the aforementioned capital reduction in agenda 2 as follow;

Clause no.4 Registered share capital Baht 3,942,847,022.15  
*(Baht Three billion nine hundred forty-two million and eight hundred forty-seven thousand and twenty-two and satang fifteen)*

Divided into 1,110,661,133 shares  
*(One billion and one hundred ten million and six hundred sixty-one thousand and one hundred thirty-three shares)*

The par value Baht 3.55 *(Baht three and satang fifty-five)*

Divided into

Common share 1,110,661,133 shares  
*(One billion and one hundred ten million and six hundred sixty-one thousand and one hundred thirty-three shares)*

Preferred share - share (-)



The Chairman provided opportunities for Shareholders to inquire or express their opinions however no Shareholders raise question or made the comment, the Chairman request the Meeting to pass a resolution.

After due consideration , the Meeting unanimously approved the amendment of the Company's Memorandum of Association clause no.4 to be in line with the aforementioned decrease of paid-up capital in agenda2 by the following voting:

Approved	1,013,031,107	Votes or	100%
Disapproved	-	Votes or	-
Abstained	-	Votes or	-

### **Agenda 5 Other businesses (if any)**

The Chairman invited the Shareholders to raise questions which reply the question hereunder

- The Company's share discount : The Company's share discount was a result of debt swap to equity to repay partly of its debt pursuant to the steps of the Company's rehabilitation plan. The price of share from swap was lower than the par value resulted in share discount.

As there were no further questions, opinion or comments from the Shareholders, the Chairman thanked the Shareholders for joining the Meeting and adjourned the Meeting.

The Meeting was adjourned at 10.45 a.m.

Robinson Department Store Public Company Limited

Signed ... **Mr.Sudhisak Chirathivat** ..... Chairman of the Meeting  
( Mr.Sudhisak Chirathivat )  
Chairman Board of Directors

Signed ..... **Mr.Parivat Sopsit** ..... The Secretary of the Meeting  
( Mr.Parivat Sopsit )  
Corporate Secretary  
The Minutes Taker