

(Translation)

**Minutes of the Ordinary General Meeting of Shareholders for the Year 2005
Amata Corporation Public Company Limited**

Time and Place

The meeting was held on April 29, 2005 at 14.00 hrs. at the Conference Room of the Company at No. 2126 Kromadit Building, New Petchburi Road, Bangkok, Huay Kwang, Bangkok.

The meeting was presided over by Police General Chavalit Yodmani. There were 280 shareholders and proxy attending the meeting holding 498,938,560 shares or equivalent to 46.76% of total shares which have constituted a quorum. The meeting was proceeded with the following agenda :-

1. To Certify and Approve the Minutes of the Ordinary General Meeting of Shareholders for the Year 2004

The Chairman proposed the meeting to consider and approve the minutes of the Ordinary General Meeting of Shareholders for the year 2004 held on April 28, 2004.

Resolution

The meeting approved the minutes of the Ordinary General Meeting of Shareholders for the year 2004 as proposed.

2. To Acknowledge the Directors' Report on the Company's Performance during the Fiscal Year 2004 and the 2004 Annual Report

The Chairman reported the 2004 Company's performance to the meeting as follows:-

2004 Sales Report

In 2004, Amata achieved the land sale of total 1,007 rai ; 611 rai from Amata Nakorn and 396 rai from Amata City. Amata land sales is accounted for 37.37% market share of the total industrial land sales of the whole country.

2005 Sales Target

The sales target of 2005 is 1,300 rai : 650 rai for Amata Nakorn and 650 rai for Amata City. In the first quarter of 2005, Amata could sell 231 rai of land : 210 rai in Amata Nakorn and 21 rai in Amata City.

Acknowledgement

The meeting acknowledged the 2004 company performance and the directors' report.

3. To Consider and Approve the Company's Balance Sheet and the Statements of Profit & Loss for the Year Ended December 31, 2004

The Chairman requested the meeting to consider the Company's balance sheet and the statements of profit & loss for the year ended December 31, 2004 as per details submitted

to all shareholders prior to the meeting.

The Chairman then asked Ms. Dendao Komolmas, Controller, to report the meeting the operating performance of the year 2004 as follows :-

The consolidated financial statements of the Company and its subsidiaries reported the net income of 3,005.66 million baht and the net profit of 927.067 million baht. Total assets as of December 31, 2004 is 6,630.77 million baht as the Company has borrowed the money for land acquisition.

The financial statements of the Company only showed the net profit of 927.067 million baht. Total assets is 4,841.44 million baht ; this is 1,249.33 million baht increased from last year. Total liabilities is 1,645 million baht ; this is 915.36 million baht increased from last year as the Company has borrowed the money for land acquisition.

The Chairman asked if any shareholders had any questions. There were no enquiries from the shareholders. So, the Chairman asked the meeting to consider approval the balance sheet and the statements of profit and loss.

Resolution

The meeting considered the balance sheet and the statements of profit & loss for the year ended December 31, 2004 which has been reviewed and approved by the audit committee. The meeting then approved with majority votes the balance sheet and the statements of profit & loss for the year ended December 31, 2004 as proposed.

4. To Consider the Retained Earnings Appropriated as a Legal Reserve and the Distribution of Dividend from the Operating Performance from January 1 to December 31, 2004

The Chairman stated that as the legal reserve of the Company has reached 10% of the total registered capital so there is no need to allocate any amount from the net profit as a legal reserve. This is in compliance with the provisions of the Public Limited Companies Act, B.E. 2535 and the Company's Articles of Association.

The Chairman further requested the meeting to consider paying the dividend from the operating performance of 2004 at Baht 0.30 per share : Baht 0.13 per share from BOI promoted activities, Baht 0.17 per share from non-BOI items. (The board of directors has already approved to pay the interim dividend in the year 2004 at Baht 0.25 per share. Total amount of dividend distribution will be Baht 0.55 per share).

The dividend shall be paid within May 27, 2005. The share registration book will be closed on May 16, 2005 at 12:00 hrs.

Resolution

The meeting approved not to allocate the legal reserve and pay dividend as proposed.

5. To Consider and Elect the Directors in place of Those whose Terms are to be Expired, and Fix Directors' Authority

The Chairman informed the meeting that according to the Company's Articles of

Association, in the ordinary general meeting of shareholders, at least one-third (1/3) of the total number of the directors shall retire from the office. This time 4 directors shall complete their terms ; they are :

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|---------------------------|----------------------------|
| 1. Mr. Vikrom Kromadit | 2. Mr. Wikrom Soukavanitch |
| 3. Mr. Somchet Thinaphong | 4. Mr. Noppun Muangkote |

Resolution

The Chairman proposed the meeting to re-elect the 4 retired directors to be the directors of another term namely :

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|---------------------------|----------------------------|
| 1. Mr. Vikrom Kromadit | 2. Mr. Wikrom Soukavanitch |
| 3. Mr. Somchet Thinaphong | 4. Mr. Noppun Muangkote |

The Chairman further proposed the meeting to consider authority of the directors as follows :-

- (1) Police General Chavalit Yodmani, Mr. Chira Panupong, Mr. Vikrom Kromadit, Mr. Chackchai Panichapat, Mr. Thomas H. Reese, Mr. Chai Sophonpanich, Mr. Wikrom Soukavanitch, Mr. Tetsushi Ishizuka, Mr. Somchet Thinaphong, General Yuthasak Sasiprapha, Mr. Noppun Muangkote, Mr. Staporn Kavitanon ; two directors sign jointly and affix the common seal of the Company ;
- (2) Police General Chavalit Yodmani or Mr. Chackchai Panichapat sign and affix the common seal of the Company having power only to submit application, petitions or the contact with governmental agencies or state enterprises in order to obtain licenses, certificates and rights to be beneficial to the Company.

6. To Consider and Approve Directors' Remuneration

The Chairman proposed the meeting to consider the remuneration for directors for the year 2005 at the amount not to exceed Baht 5,000,000.- (Baht Five Million Only) per year.

Any director being the Company's employee shall receive the director's remuneration in addition to his salary as employees.

The foregoing resolutions shall remain in effect until a shareholders meeting resolves otherwise.

Resolution

The meeting agreed with the directors' remuneration as proposed with majority votes.

7. To Consider and Appoint the Company's Auditor and Fix the Auditor's remuneration for the Year 2005.

The Chairman informed the meeting that under the suggestion of the audit committee, the Board of Directors proposed S.K. Accountant Services Co., Ltd. by Mr. Somchai Kurujitkosol, CPA No. 3277 or Mr. Ampol Chamnongwat, CPA No. 4663 or Ms. Wanraya Puttasatien, CPA No. 4387 to be the Company's auditors for the year 2005 with the remuneration of Baht 600,000.-

Resolution

The meeting resolved to approve the appointment of Mr. Somchai Kurujitkosol, CPA No. 3277 or Mr. Ampol Chamnongwat, CPA No. 4663 or Ms. Wanraya Puttasathiean, CPA No. 4387 from SK Accountant Services Co., Ltd. to be the Company's auditors for the year 2005 with the remuneration of Baht 600,000.- as proposed.

8 To Consider Other Matters

There being no other business to be considered. The meeting was adjourned at 15.30 hrs.

Chairman of the Meeting

<Signed>
Police General Chavalit Yodmani

Secretary to the Meeting

<Signed>
Varaporn Vatcharanukroh