

R.S. PROMOTION

R.S. Promotion issued to the Stock Exchange of Thailand (SET) the material resolutions passed at the Board of Directors meeting held on May 16, 2005 at 4:00 p.m.

(1) Adopted the Minutes of Board of Directors Meeting No. 1/2005.

(2) Acknowledged the Audit Committee's report.

(3) Acknowledged the operating results for the first quarter 2005.

(4) Approved the Financial Statements for the first quarter 2005.

(5) Approved the capital increase of subsidiaries and approve the dilution of shareholding in 99.99% owned subsidiaries as following details:

(5.1) R.S. Television Co., Ltd.

(1) Transaction period: Within May 2005

(2) The general features of the transaction:

(2.1) Type of transaction: R.S. Television Co., Ltd. will increase its registered capital from Baht 3,000,000 to Baht 4,000,000 by issuing new 10,000 ordinary shares at the par value of Baht 100 to the existing shareholders. Due to the existing shareholders will not exercise their whole rights, therefore the new issuing shares will be allocated to R.S. Promotion Public Company Limited of 4,001 shares and Miss Pattira Palawatvichai, the Managing Director of R.S. Television Co., Ltd., of 5,999 shares.

(2.2) Basis used to determine the transaction size : Total asset value criteria.

(2.3) Transaction size (%): 0.49%

(3) The details of assets:

(3.1) Securities of R.S. Television Co. Ltd. (ordinary shares)

General information: R.S. Television Co., Ltd.

Board of directors:

- (1) Mr. Surachai Chetchotisak
- (2) Miss Pornpan Rungruengbangchan
- (3) Mr. Bannarong Pichyakorn

(4) Miss Pattira Palawatvichai

Major Shareholders:

- (1) R.S. Promotion Public Company Limited 99.99%
- (2) Other individual shareholders 0.01%

Proportion of securities holding before dilution: 99.99%

Proportion of securities holding after dilution: 85.00%

(4) The value of the disposed (diluted) assets: Baht 599,900

(5) The basis used to determine the value of the consideration:
Par value.

(6) The benefits of the transaction to R.S. Promotion Public Company Limited:

(6.1) To create the participation of the subsidiary's management, who is important to the subsidiary's business, as the company owner, to motivate and encourage her as well as create long-term relationship between management and the subsidiary.

(6.2) R.S. Promotion Public Company Limited remains major shareholder and no change in controlling interest.

(7) Opinions of Board of Directors: The Board of Directors agreed that the aforementioned transaction is reasonable and being the Company's best interest.

(5.2) P.O.V. (Point of View) Co., Ltd.

(1) Transaction period: Within May 2005

(2) The general features of the transaction:

(2.1) Type of transaction: P.O.V. (Point of View) Co., Ltd. will increase its registered capital from Baht 3,000,000 to Baht4,000,000 by issuing new 10,000 ordinary shares at the par value of Baht 100 to the existing shareholders.

Due to the existing shareholders will not exercise their whole rights, therefore the new issuing shares will be allocated to R.S. Promotion Public Company Limited of 4,002 shares, Mr. Molthol Arayangkul, the Managing Director of P.O.V. (Point of View) Co., Ltd., of 3,999 shares and Miss Pawinee Wichayapongkul, Assistant Managing Director of 1,999 shares of which Mr. Molthol Arayangkul and Miss Pawinee Wichayapongkul are not a person considered as connected person of R.S. Promotion Public Company Limited.

(2.2) Basis used to determine the transaction size : Total asset value criteria.

(2.3) Transaction size (%): 0.18%

(3) The details of assets:

(3.1) Securities of P.O.V. (Point of View) Co., Ltd. (ordinary shares)

General information: P.O.V. (Point of View) Co., Ltd.

Board of directors:

- (1) Mr. Surachai Chetchotisak
- (2) Miss Pornpan Rungruengbangchan
- (3) Mr. Bannarong Pichyakorn
- (4) Mr. Molthol Arayangkul

Major Shareholders:

- (1) R.S. Promotion Public Company Limited 99.99%
- (2) Other individual shareholders 0.01%

Proportion of securities holding before dilution: 99.99%

Proportion of securities holding after dilution: 85.00%

- (4) The value of the disposed (diluted) assets: THB599,800
- (5) The basis used to determine the value of the consideration: Par value.
- (6) The benefits of the transaction to R.S. Promotion Public Company Limited:

(6.1) To create the participation of the subsidiary's management, who are important to the subsidiary's business, as the company owner, to motivate and encourage them as well as create long-term relationships between management and the subsidiary.

(6.2) R.S. Promotion Public Company Limited remains major shareholder and no change in controlling interest.

(7) Opinions of Board of Directors: The Board of Directors agreed that the aforementioned transaction is reasonable and being the Company's best interest.

(6) Approved the disposal of investment in ordinary shares of Tai-Saduak Co.,Ltd. (Company's 99.99% owned subsidiary) in proportion of 99.99% as following details:

(1) Transaction period: Within May 2005

(2) The parties involved:

Seller: R.S. Promotion Public Company Limited

Buyer: Mr. Pornchai Hongrattanaporn who is not a person considered as connected person.

(3) The general features of the transaction :

(3.1) Type of transaction: Disposal of 49,993 ordinary shares of Tai-Saduak Co. Ltd. or 99.99% of its paid-up capital.

(3.2) Basis used to determine the transaction size: Total asset value criteria.

(3.3) Transaction size (%): 0.65%

(4) The details of disposed assets:

(4.1) Securities of Tai-Saduak Co. Ltd. (ordinary shares)

General information: Tai-Saduak Co., Ltd. has registered and paid-up capital of Baht 5,000,000 (50,000 ordinary shares at the par value of Baht 100).

Board of directors:

- (1) Mr. Surachai Chetchotisak
- (2) Miss Pornpan Rungruengbangchan
- (3) Mr. Bannarong Pichyakorn
- (4) Mr. Pornchai Hongrattanaporn

Remark: The name list of Board of Directors will be sooner changed. The existing directors will resign and Mr. Pornchai Hongrattanaporn will be the only director.

Major Shareholders:

- (1) R.S. Promotion Public Company Limited 99.99%
- (2) Other individual shareholders 0.01%

Proportion of securities holding before disposal: 99.99%

Proportion of securities holding after disposal: Nil.

(5) Total value of the consideration

(5.1) Total value of the consideration: The Company will receive the proceed from Tai-Saduak Co., Ltd.'s shares selling amounted to THB3,592,882.69.

(5.2) Type of payment: By installment according to the agreement's condition.

(6) The value of the disposed assets: THB3,592,882.69

(7) The basis used to determine the value of the consideration:

Estimated book value of Tai-Saduak Co., Ltd.

(8) The benefits of the transaction to the Company: To adjust the scope of Company's business.

(9) Proceed utilization: Working capital

(10) Opinions of Board of Directors: The Board of Directors agreed that the aforementioned transaction is reasonable and being the Company's best interest.

(7) Approved the restructuring of shareholding in subsidiary by selling 99.99% of Rock Skin Co., Ltd.'s shares held by the Company to Poema Co. Ltd. (another 99.99% owned subsidiary of the Company). The aforesaid shareholding restructuring will be transacted within July 2005 and Rock Skin Co., Ltd. will be subsequently indirect subsidiary of the Company. In addition, the Board approved the capital increase of Rock Skin Co., Ltd. and approved the dilution of shareholding in Rock Skin Co., Ltd. as following details:

(1) Transaction period: Within July 2005 (after the Company sold Rock Skin Co. Ltd.'s shares to Poema Co., Ltd.)

(2) The general features of the transaction:

(2.1) Type of transaction: Rock Skin Co., Ltd. will increase its registered capital from THB1,000,000 to THB5,000,000 by issuing new 40,000 ordinary shares at the par value of THB100 to the existing shareholders. Due to the existing shareholders will not exercise their whole rights, therefore the new issuing shares will be allocated to Poema Co., Ltd. of 28,000 shares and Mr. Kriengsak Sakulchai who is not a person considered as connected person of R.S. Promotion Public Company Limited and will be Managing Director of Rock Skin Co., Ltd., of 12,000 shares.

(2.2) Basis used to determine the transaction size: Net profit from operation criteria.

(2.3) Transaction size (%): 0.21%

(3) The details of assets:

(3.1) Securities of Rock Skin Co., Ltd. (ordinary share)

General information: Rock Skin Co., Ltd.

Board of directors:

(1) Mr. Surachai Chetchotisak

(2) Miss Malee Chetchotisak

(3) Miss Pornpan Rungruengbangchan

(4) Mr. Bannarong Pichyakorn

Major Shareholders as of the transaction date:

(1) Poema Co. Ltd.- 99.99% (99.99% owned subsidiary of R.S. Promotion Public Company Limited)

(2) Other individual shareholders- 0.01%

Proportion of indirect securities holding by R.S. Promotion Public Company Limited

before dilution: 99.99%

after dilution: 76.00%

(4) The value of the disposed (diluted) assets : Baht 1,200,000

(5) The basis used to determine the value of the consideration : Par value.

(6) The benefits of the transaction to R.S. Promotion Public Company Limited:

(6.1) To create the participation of the subsidiary's management, who is important to the subsidiary's business, as the company owner, to motivate and encourage him as well as create long-term relationship between management and the subsidiary.

(6.2) Poema Co., Ltd., which is 99.99% owned subsidiary of R.S. Promotion Public Company Limited, remains major shareholder and no change in controlling interest.

(7) Opinions of Board of Directors: The Board of Directors agreed that the aforementioned transaction is reasonable and being the Company's best interest.

Please be informed accordingly.

Yours faithfully,
Mr. Surachai Chetchotisak
Chief Executive Officer and Managing Director