



ตลาดหลักทรัพย์แห่งประเทศไทย  
The Stock Exchange of Thailand

DATAMAT PUBLIC COMPANY LIMITED

**Headline:** The resolution of the AGM No. 37

**Date/Time:** 03 May 2005 09:52:00

Kindly be informed that the Annual General Shareholders' Meeting No. 37 held on April 29, 2005 at 14.00 hours, resolves as follows:

1. The Meeting resolves to approve the Minutes of the Extraordinary Shareholders' Meeting No. 1/2004 held on November 23, 2004.
2. The Meeting resolves to acknowledge the Company's Annual Report and the Directors' Report. The Meeting also acknowledge the matter of the order to revise the Company's Financial Statements and Consolidated Financial Statements from the Office of Securities Exchange and Commission (SEC), that the Board of Director will report this matter to the Shareholders in further after the Company reach the conclusion.
3. The Meeting resolves to postpone the consideration to approve the Company's Financial Statement and Consolidated Financial Statements to the next Shareholders' Meeting, since currently, the Company is consulting to the SEC regarding the revise of the Company's Financial Statement and Consolidated Financial Statements, that the Board of Director will report this matter to the Shareholders in further after the Company reach the conclusion.
4. The Meeting resolves to postpone the consideration to approve the allocation of the Company's net profit as a legal reserves and the dividend payment, since this agenda is concerned with the Company's Financial Statements and Consolidated Financial Statements ended December 31, 2004.
5. The Meeting resolves to appoint Mr. Philip Newson, the periodically retired director, for another terms, and resolves to appoint Mr. Chayangkul KaewBandit and Mr. Watchara Atchadakornluk as the Company's directors in replacement of Mr. Pisit Jirapinyo and Mr. Miguel Angel Aerni, the periodically retired directors that informing their intention to discontinue the directorship. The Meeting also acknowledge the appointment of following new directors in replacement of the retire directors:

1. Asst. Prof. Weerakorn Ongsakul
2. Mr. Porames Kraireuk and

### 3. Miss Saangjitara Prempreede

Accordingly, Mr. Porames Kraireuk and Miss Saangjatara Prempreede were appointed as the independent directors. In addition, The Meeting resolves to approve the remuneration for the Company's directors of Baht 120,000 per annum for the Chairman of the Board of Directors, the Chairman of the Audit Committee, and the Members of Audit Committee and Baht 60,000 per annum for the directors.

However, the directors shall receive the remuneration only in the highest rate for his position, and The Board of Directors shall be authorized for the allocation of the aforementioned remuneration as appropriated.

6. The Meeting resolves to postpone the consideration to appoint the Company's auditor for the year ended December 31, 2005, to the next Shareholders' Meeting, since on April 28, 2005, Mr. Prawit Vipusirikupt, the Certified Public Accountant no. 3752 of RSM Nelson Wheeler Audit Limited has informed his intention not to be the Company's auditor, that the Company received such notice 1 day before the Annual General Shareholders' Meeting No. 37 on April 29, 2005.

Therefore, the Board of Directors could not propose the new Auditor to the Shareholders on April 29, 2005 that is the Meeting's day.

Accordingly, the Board of Directors will report this matter to the Shareholders in further after the Board of Directors and the Audit Committee conclude to proposed the new auditor.

7. The Meeting resolves to approve the Company's registered capital decrease:

The Meeting resolves to approve the Company's registered capital shall be decreased from 2,838,763,777.50 shares to be 2,713,736,777.50 shares by canceling 50,000,000 unissued shares of Baht 2.50 par equal to the total amount of Baht 125,000,000.

8. The Meeting resolves to approve the amendment of Clause 4 of the Company's Memorandum of Association:

The Meeting resolves to approve the amendment of Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital decrease, the details as followed upon the Meeting's resolution in whole.

Accordingly, the assigned person to register the amendment of Memorandum of Association at Department of Business Development, Ministry of Commerce, should be empowered to amend and alter any content upon the Registrar's order.

"Clause 4

Registered capital: THB2,713,736,777.50

Divided into: 1,085,494,711 shares

Par value per share: THB2.50

Categorized into

Ordinary shares: 1,085,494,711 shares

Preferred shares: -None-

9. The Meeting resolves to approve the issuance and offer for sale of the warrants

The Meeting resolves to approve the issuance and offer for sale of the Warrants to the existing shareholder on the closure date of the Company's registered book after the approval from the Securities and Exchange Commission (SEC), in the ratio of 2 ordinary shares per 1 free warrants.

The elementary details of Warrants

Type of warrants are of name certificate type and tradable in the SET

No. of warrants: 722,747,355 units

Period: 5 years at the date of issuance

Offered price per unit: 0 Baht

Exercised price per unit: 1.00 Baht

Privilege: 1 warrants per 1 ordinary share

Method of allocation: Allocate to the existing shareholder on the closure date of the Company's registered book after the approval from SEC.

Exercisable period: Every Quarter from the issuance date

No. of reserved shares: 722,747,355 ordinary shares

Cause of the amendment of Privilege: After the adjustment of the exercise price and the Privilege according to the Announcement of the SEC No. Kor. Jor. 13/2004 Re: The application and the approval for the offering of Warrants and newly issued shares for the issuance of Warrants Secondary market the Company will register Warrants to the Stock Exchange of Thailand

In the case of the remained warrants from the aforementioned method, such remained warrants shall be offer for sale through Private Placement according to the Announcement of the SEC No. 13/2547.

Accordingly, the Board of Directors or assigned person should be empowered to determine any related details in respect of issuing warrants as follows:

Terms and conditions, exercisable method, exercisable period, cause of changing privilege, the application for license from related government sector and any acts as necessary and related to this issuance of warrants.

10. The Meeting resolves to approve the Company's registered capital increase

The Meeting resolves to approve the Company's registered capital increase at Baht 2,706,868,387.50 for the purpose of the debt settlement with financial institution creditors, for the Company's working capital, and for the Company's future investment. Therefore, the Company's registered capital shall be increased from Baht 2,713,736,777.50 to be Baht 5,420,605,165 by issuing 1,082,747,355 shares at Baht 2.50 par.

11. The Meeting resolves to approve the amendment of Clause 4 of the Company's Memorandum of Association

The Meeting resolves to approve the amendment of Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital increase, the details as followed upon the Meeting's resolution in whole.

Accordingly, the assigned person to register the amendment of Memorandum of Association at Department of Business Development, Ministry of Commerce, should be empowered to amend and alter any content upon the Registrar's order.

"Clause 4

Registered capital: THB5,420,605,165

Divided into: 2,168,242,066 shares

Par value per share: THB2.50

Categorized into

Ordinary shares: 2,168,242,066 shares

Preferred shares: -None-

10. The Meeting resolves to approve the allocation of the capital increase shares

The Meeting resolves to approve the allocation of 1,082,747,355 capital increase shares details as specified below:-

1) To allocate 360,000,000 capital increase shares at Baht 2.50 par to offer for sale through Private Placement or institution investors according to the Announcement of the SEC No. Kor. Jor. 12/2000 Re: The application and the approval for the issuance and offer for sale of newly issued shares (including the amendments).

Accordingly, the Board of Directors should be empowered to

determine the details and any conditions relating to the issuance and offer for sale of the capital increase shares as follows: price, the period of buying and payment, the allocation method, offering price etc.

The aforementioned price shall not lower than the "Market Price" according to the regulation of the SEC No. Kor.Jor. 12/2000 Re: The application and the approval for the issuance and offer for sale of newly issued shares dated March 22, 2000 (including the amendments), and not lower than Baht 1.00 per shares.

The term "Market Price" shall means the average closing price of the Company's securities 15 days before offering date and any details relating the allocation etc.

Also sign related documents and any acts as necessary and related to this issuance and offer for sale of the capital increase shares including applying for listed on the SEC and providing any information and evident documentaries to the SEC, the Securities Exchange of Thailand, the Ministry of Commerce and other government sector.

In addition, the Meeting resolves to set further calculation of the "Market Price", since currently there were no trading of the Company's securities.

Therefore, the "Market Price", in case that there were trading of the Company's securities, shall mean the average closing price 15 days before the first offering day, and in case that there were no trading of the Company's securities, the "Market Price" shall be calculated from the offering price in accordance to the Announcement of the SEC No. Kor.Jor. 12/2004 (including the amendments).

2) To allocate 722,747,355 capital increase shares at Baht 2.50 par for issuing warrants to the existing shareholder on the closure date of the Company's registered book after the approval from the SEC, in the ratio of 2 ordinary shares per 1 free warrants.

Please be informed accordingly.

Yours sincerely,

Bhana Swasdibutara  
Managing Director