

(Translation)

**The Minutes of the Annual General Meeting of Shareholders No. 7
of
Thai Optical Group Public Company Limited**

Time and Venue: The meeting was held on Monday 5th April, 2010(2553) at 10.30 hrs. at the meeting room on 11th Floor, Sin Sathorn Tower, Thonburi Road, Klongtong Sai, Klongsan District, Bangkok (10600)

Directors Present:

- | | |
|-----------------------------------|--|
| 1. Mr. Sawang Prachartam | Chairman of the Board of Director |
| 2. Mr. Sarote Prachaktam | Director/Managing Director |
| 3. Mr. Singh Tangtaswas | Independent Director / the Chairman of the Audit Committee |
| 4. Mr. Wicha Jiwalai | Independent Director / Member of the Audit Committee |
| 5. Pol. Gen. Pakorn Sappakit | Independent Director / Member of the Audit Committee |
| 6. Mr. Phairuch Mekarporn | Independent Director / the Chairman of the Nomination and Remuneration Committee |
| 7. Mr. Banchong Chittchang | Independent Director / Member of the Nomination and Remuneration Committee |
| 8. Mr. Trevor Paul Blatchford | Director |
| 9. Mrs. Pornpun Thotrakul | Director /Administrative Deputy Managing Director |
| 10. Mr. Wirach Prachartam | Director /Deputy Managing Director of Business Sector |
| 11. Mr. Pakee Prachartam | Director / Member of the Nomination and Remuneration Committee |
| 12. Miss. Wichit Thaveeprechachat | Director / Company's Secretary |

Apology for Absent:

- | | |
|---------------------------|----------|
| 1. Mr. David Andrew Cross | Director |
|---------------------------|----------|

Auditor:

Mr.Vichat Lokatekrawee Ernst & Young Office Limited

The Beginning of Meeting:

Mr.Sawang Prachartam, Chairman of the Board of Directors, presided as Chairman of the meeting(the Chairman) had welcomed and conveyed gratitude to all shareholders for contributing their valuable time to attend the meeting. After that the chairman announced that there were the following shareholders who attended the meeting:

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Self Attended	36	225,685,512	48.15
By proxy	50	146,515,885	31.26
Total Amount	86	372,201,397	79.40
Total amount of Shareholders	774	468,750,000	100

According to the Company's Article of Association:

No. 39 defined that in the meeting of shareholders, the total persons and proxies attended the meeting should be not less than 25 persons. And the total numbers of shares should be not less than one third of the total numbers of free float shares or not less than 156.25 Million shares which were considered forming a quorum.

As said above ratios, were considered, a quorum was therefore formed.

Before the meeting began to consider agendas, the Chairman explained the vote casting and counting procedure as follows:

With reference to the company's Article of Association No. 42 defined that the vote casting in the meeting was one share shall be entitled to one vote, in order that, any shareholders who were stakeholders in any agendas so they did not have the rights to vote in that agenda. In the voting procedure for each agenda, shareholders could vote only for approval, disapproval or stays abstain by marking the voting cards.

The Chairman announced the meeting opened and then conduct the meeting according to the following agendas

Agenda 1: To consider and certify the Minutes of the Annual General Meeting of Shareholder 2009 held on April 8, 2009.

The chairman proposed the meeting to consider and certify the Minutes of the Annual General Meeting of Shareholder 2009 No.6 held on April 8, 2009 and the copy of the Minutes had been distributed together with the invitation letter to all shareholders.

The Chairman opened the shareholders to put forward their questions and comments. Then there were questions and answers as follows:

Mr. Hungchai Akkawassakul, Minor Shareholder commented and raises questions as follow:

-He said that if there were shareholders asked the main point about the company or comments in the meeting today, should note all in the Minutes of the Annual General Meeting of Shareholder.

- He said that about Agenda5: To consider the election of directors to replace those who will be retired by rotation, in the invitation letter to attend the AGM No.7/2010.He proposed to elect directors one by one. About the voting card, he requested shareholders in the meeting to specify by approval, disapproval or abstain in order that the company would get the good score in Corporate Governance's score.Also, for voting in other agendas, he suggested to vote by follow the company regulations.

Mr. Sawang Prachartam,the Chairman said thank you to him and clarified that the company also had intention to proceed as he commented.

Agenda 1: (Continued)

Resolution: The meeting had considered and resolved to certify the minutes of the 2009 Annual General Meeting of Shareholders No.6, with the chairman proposed as follows:

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	79	337,731,397	100
Disapproved	-	-	-
Abstained	-	-	-
Total	79	337,731,397	100

Agenda 2: To acknowledge the Company's operating results for the year 2009 in accordance with Annual Report

The chairman reported to the meeting that for the year 2009, had the strong price competition caused the company had multilaterally to improve and develop internal organization as follows:

1. The Company had built the 4-storey-building with area 6,000 square metre and the production had preceding started in January, 2010 in order to serve the increase of purchase orders from major shareholders. Furthermore, the company had brought the Lean Manufacturing system to use and it could reduce the cost of production including with provide quality in goods.

2. The Company spent a budget for the new waste water treatment system which was efficiency and modernization that could recycle the water to use within the factory in addition it reduced the cost of water usage in the factory about 5 Baht per cubic metre (m³).

3. Investment in Vietnam had postponed due to delay to register business license.

4. The Chairman concluded the Company's operating results for the year 2009 which had in Annual Report, page 3 – part: Financial Highlights.

Resolution: The meeting acknowledged the Company's operating results for the year 2009 as said.

Agenda 3: To consider and approve the Balance Sheets and Income Statements for the year ended December 31, 2009 and acknowledge the Auditors' report.

The Chairman stated to the meeting that the financial statement which sent to all shareholders and have been approved by the Audit Committee and duly audited by the Certified Public Accountant of Ernst & Young Office Limited. Then, the Chairman proposed the meeting to consider and approve the Balance Sheets and Income Statements for the year ended December 31, 2009.

The Chairman opened the shareholders to put forward their questions and comments. Then there were questions and answers as follows:

Mr. Hungchai Akkawassakul, Minor Shareholder commented and raises questions as follow:

-He requested the Chairman to explain Audit fee in Annual Report 2009 in total amount of 1,500,000 Baht in contrast with ask the approve for the year 2010 in amount of 1,050,000 Baht.

Mr. Sawang Prachartam, the Chairman explained that total amount of Audit fee as said which was the total amount of the company and its subsidiary by divide the company 1,000,000 Baht and its subsidiary 500,000 Baht. So, the information appeared in Annual Report 2009, it was accurate.

As neither inquiries nor comments were raised, the Chairman requested the meeting to consider and approve the Company's Balance Sheets and Income Statements for the year ended December 31, 2009.

Resolution: The meeting had the resolution to approve the Balance Sheets and Income Statements as proposed with the majority votes of attended shareholders as follows:

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	84	362,351,397	100
Disapproved	-	-	-
Abstained	-	-	-
Total	84	362,351,397	100

Agenda 4: To consider and approve the net profit allocation and dividend payment for the year 2009 and the holder of record date for the right to receive dividend payment.

The chairman stated to the meeting that according to the Company's operating results for the year 2009, the Board of Directors had considered and see as appropriate to payout yearly dividend to shareholders. As, the Company had set the dividend payment policy to allocate for the dividend paid at least 40 % of the net profit of the individual company. And the Company is required to set aside legal reserve at least 5 percent of its net profit amounting to 5,840,000 Baht. So, the Board of Directors saw appropriate to let the Meeting to consider and approve dividend payment for 2009 of Baht 0.25 per share. However, the Company already paid the interim dividend of Baht 0.10 per share, therefore the final dividend will be 0.15 Baht per share as follows:

The details of dividend payment	2008 (Company's Financial Statement)		2009 (Company's Financial Statement)	
1. Unappropriated retained earnings	331.70	Million Baht	356.73	Million Baht
2. Net profit	131.61	Million Baht	116.67	Million Baht
3. Less: Legal reserve 5%	6.58	Million Baht	5.84	Million Baht
4. Net Profit after legal reserve	125.03	Million Baht	110.83	Million Baht
5. The amount of shares	468.75	Million Shares	468.75	Million Shares
6. Dividend payment per share for the whole year	0.25	Baht/Shares	0.25	Baht/Shares
7. Interim dividend payment	0.10	Baht/Share	0.10	Baht/Share
8. Final dividend payment	0.15	Baht/Share	0.15	Baht/Share
9. Total dividend payment	110.31	Million Baht	117.19	Million Baht
10. The percentage of dividend payment	83.82	%	100.45	%

The dividend payment would pay on Friday 30th April, 2010 and propose payment to the shareholder whose names were listed on Monday 19th April, 2010 (Record Date). In addition, Tuesday 20th April, 2010 should be the book closing date on which the shareholder list as specified in section 225 of the securities and Exchange Act should be complied. So, asked for the meeting had the resolution to approve the net profit allocation and dividend payment.

The Chairman requested the meeting had the resolution to approve the net profit allocation and yearly dividend payment.

Agenda 4: (Continued)

Resolution: The meeting approved the proposed agenda with the majority votes of attended shareholders as follows:

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	84	362,351,397	100
Disapproved	-	-	-
Abstained	-	-	-
Total	84	362,351,397	100

Agenda 5: To consider and elect directors to replace those who will be retired by rotation.

According to the Company's Articles 22 of Association, at the Annual General Meeting of Shareholders, one third (1/3) of the Directors be retired by rotation. For the Annual General Meeting of Shareholders No.7, fourth directors who would retire were as follows:

1. Mr. Wirach Prachartam
2. Mrs. Pornpun Thotrakul
3. Mr. Phairuch Mekarporn
4. Mr. Singh Tangtaswas

The Chairman stated that the Nomination and Remuneration Committee had proposed to re-elect 3 directors who will retire by rotation to be the Company's directors for another term, excluded Mr.Phairuch Mekarporn, the Chairman of the Nomination and Remuneration Committee who had conflict of interest in this agenda. The three directors were eligible to be re-elected due to their knowledge, proficiency and experience which would benefit to the Company's business so the Chairman requested the meeting considered to elect directors individually as follows:

1. Mr.Wirach Prachartam Director

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	85	362,371,397	97.36
Disapproved	-	-	-
Abstained	1	9,830,000	2.64
Total	86	372,201,397	100

2. Mrs. Pornpun Thotrakul Director

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	85	367,321,397	98.69
Disapproved	-	-	-
Abstained	1	4,880,000	1.31
Total	86	372,201,397	100

3. Mr. Phairuch Mekarporn Director

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	86	372,201,397	100
Disapproved	-	-	-
Abstained	-	-	-
Total	86	372,201,397	100

4. Mr. Singh Tangtaswas Director

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	86	372,201,397	100
Disapproved	-	-	-
Abstained	-	-	-
Total	86	372,201,397	100

Resolution: The result of the votes showed that the meeting had the resolution approved to appoint the 4 retired Directors to be the Company's directors for another term.

Agenda 6: To consider fixing on the remuneration of the Company's Directors for the year 2010.

The chairman said that the Nomination and Remuneration Committee proposed on proper the remuneration of the Committees and Sub-committees for the year 2010 was 4,944,000 Baht.

Position	Annual Remuneration/Person 2009	Annual Remuneration/Person 2010
The Chairman of the Board of Directors	315,000 Baht/Year	331,000 Baht/Year
The Company's Directors (12 persons)	210,000 Baht/Year	221,000 Baht/Year
The Chairman of the Audit Committee	300,000 Baht/Year	300,000 Baht/Year
The Audit Committees (2 persons)	200,000 Baht/Year	200,000 Baht/Year
The Chairman of the Business Strategic Committee	150,000 Baht/Year	158,000 Baht/Year
The Business Strategic Committees (7 persons)	100,000 Baht/Year	105,000 Baht/Year
Chairman of the Nomination and Remuneration Committee	150,000 Baht/Year	158,000 Baht/Year
The Nomination and Remuneration Committees (2 persons)	100,000 Baht/Year	105,000 Baht/Year

Agenda 6: (Continued)

The Chairman requested the meeting to resolve and consider to approve the remuneration of the company's directors for the year 2010.

Resolution: The meeting approved the proposed agenda with the majority votes of attended shareholders as follows:

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	86	372,201,397	100
Disapproved	-	-	-
Abstained	-	-	-
Total	86	372,201,397	100

Agenda 7: To consider and appoint the Company's auditor and fix their remuneration for the year 2010.

The Chairman reported to the meeting that in the meeting of the Board of Directors held on 10th February 2010, had considered to appoint the Company's auditor and fix their remuneration for the year 2010 in accordance with propose by the Audit Committee which had the resolution al so to propose in the Annual General Meeting of Shareholders as follows:

<u>Name</u>	<u>CPA No.</u>	<u>Years of service with TOG</u>
1.Mrs. Saiphon Inkeaw	4434	Since 2007 – 2009
2.Mr. Wichart Lokedkrawee	4451	or
3.Miss Siriwan Suratepin	4604	

The Auditors aforesaid were from Ernst & Young Office Limited. For the company the audit fee was limited to Baht 1,050,000 per annum and its subsidiary was limited to Baht 525,000 per annum, which increased by 5% from the year 2009.

The Chairman requested the meeting had the resolution considered to approve as proposed and opened the shareholders to put forward their inquiries. Then there were questions and answers as follows:

Mr. Hungchai Akkawassakul, Minor Shareholder , proposed his opinion that the yearly audit fee should not increase compare to economic in the present. Moreover, he also leave his opinion to the Audit Committee for consideration in the next year.

Mr. Sawang Prachartam, the Chairman said thank you to him and requested the Audit Committee to clarify details.

Mr. Singh Tangtaswas , the Chairman of the Audit Committee , clarified as follows:
-Adjust to increase audit fee because there were adjust in Thai Audit Standards to be International standard from Federation Of Accounting Professions which might also increase obligation to auditors so the company had to increase in the audit fee. Moreover, the auditor had efficiency audit internal control ,hence the Audit Committee viewed as proper to adjust the 2010 audit fee increased by 5% and if we compared with the year 2009 which did not adjust audit fee increasing.

Mr. Wicha Jiwalai, the Audit Committee added that the company had bargained audit fee and the fee had already decreased accompany to in the present, the company had foreign shareholders so it was important to use service from reliable and trustworthy company.

Agenda 7: (Continued)

The Chairman requested the meeting consideration and approved to appoint the Company's auditor and fix their remuneration for the year 2010.

Resolution: The meeting approved the proposed agenda with the majority votes of attended shareholders as follows:

	Amount (persons)	Number of Shares/Rights	Proportion (%)
Approved	84	372,201,112	100
Disapproved	2	285	-
Abstained	-	-	-
Total	86	372,201,397	100

Agenda 8: Other matters (if any).

The Chairman stated to the meeting that the company had 'Joint Venture Projects' with the foreign partners in the investment of the Rx Lens laboratory which the new companies had established in Malaysia and Singapore with the following details:

Details	Malaysia	Singapore
Registered Capital	3 Million Malaysian Ringgit	2 Million US Dollars
Investment Ratio	33 %	33 %
Business Type	Manufacturing of Rx Lenses	Manufacturing of Rx Lenses
Starting Date	About in Quarter #2/2010	About in Quarter #2/2010
Source of Fund	Company's fund	Company's fund

The Chairman opened the Shareholders to ask more details about project and there was questions and answered as follows:

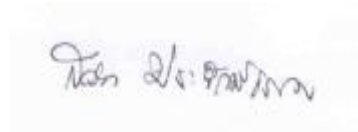
Mr. Hungchai Akkawassakul, Minor Shareholder, asked that as the company had share holding in both countries so how much the company had power to control in management? and should the company hire local employees of that country or TOG's employees?

Mr. Sawang Prachartam, the Chairman said that this investment project in these both countries, there were 4 Shareholders which were Malaysia 1 Shareholder, Singapore 2 Shareholders and TOG 1 Shareholder. And, to build reliability in Shareholder's mind the company had appointed an representative to be the director in each company of both countries. This investment project help TOG to increase sales volume products which called Semi Finished Lens because sharpen Rx Lens, we had to use the lens as said. Moreover, TOG brought Information System to control stocks and protect to lose opportunity in store system.

Mr. Wirote Pipatkittikul, Minor Shareholder, asked that Did TOG has comparison cost which could compete with China?

Mr. Sawang Prachartam, the Chairman said that Lens had varied price and low-cost lenses, it was usually be normal lenses. TOG preferred to earn profit from Added Value Lenses because of China did not have this lenses and also China was not our competitor. At present, cost of living in China was higher as a result in the future lenses from China might not cheap.

As neither inquiries nor comments were raised, the Chairman expressed gratitude to the Chairman of the Audit Committee, the Independent Directors, Directors, the Auditors and all shareholders for contributing their valuable time to join the meeting and adjourn the meeting at 11.45 hrs.

A handwritten signature in black ink, appearing to read 'Sawang Prachartam', is enclosed in a light gray rectangular box.

(Mr. Sawang Prachartam)
Chairman of the meeting