

(Translation)
Minutes of the Annual General Meeting of Shareholders No. 6
of
Thai Optical Group Public Company Limited

Place and Date

The meeting was held on Tuesday 8th April, 2009(2552) at 10.30 hr., at the Meeting Room on 11th Floor, Sin Sathorn Tower, Thonburi Road, Klongtongsai, Klongsan District, Bangkok.

Attended Directors:

- | | |
|---------------------------------|---|
| 1. Mr. sawang Prachartam | Director and Chairman of the Board of Director |
| 2. Mr. Singh Tangtaswas | Independent Director and Chairman of the Audit Committee |
| 3. Mr. Wicha Jiwalai | Independent Director and Member of the Audit Committee |
| 4. Pol. Gen. Pakorn Suppakit | Independent Director and Member of the Audit Committee |
| 5. Mr. Phairuch Mekarporn | Independent Director and
Chairman of the Nomination and Remuneration Committee |
| 6. Mr. Bonchong Chittchang | Independent Director and
Member of the Nomination and Remuneration Committee |
| 7. Mrs. Pornpun Thotrakul | Director and Administrative Deputy Managing Director |
| 8. Mr. Wirach Prachartam | Director and Deputy Managing Director in Business Sector |
| 9. Mr. Pakee Prachartam | Director and Member of the Nomination and Remuneration
Committee |
| 10. Ms. Wichit Thaveeprechachat | Director and Company's Secretary |

Auditor

Mr. Wichart Lokatekravee Ernst & Young Office Limited

The Beginning of Meeting:

Mr. Sawang Prachartam, Chairman of the Board of Director is the Chairman of the meeting 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	Proportion (%)
Self Attended	27	195,434,200	41.69
By proxy	57	174,025,300	37.13
Total Amount	84	369,459,500	78.82
Total amount of Shareholders	758	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 157 Million shares which were considered forming a quorum.

Therefore, the above said ratios were considered forming a quorum.

Before beginning with other agendas, the chairman had defined the meeting of the voting process according to the company's Article of Association as follows:

No. 42 defined that in the meeting, one share has one right in voting. And hence, any shareholders that have the conflict of interest in any agenda have no rights to vote in that agenda. The voting procedures of shareholders are that by choosing "Approve", or "Disapprove", or "Abstain" and checking on the voting card on each agenda.

The chairman had announced to open the meeting according to the agendas as follows:

Agenda 1: To acknowledge minutes of the Extra Ordinary Shareholders' Meeting No. 1/2008 on 16th September 2008.

The chairman announced to the meeting that the Board of Directors had considered to propose to the shareholders meeting to approve the minutes of Extra Ordinary Shareholders' Meeting No.1/2008 held on 16th September, 2008 according to the details as attached to the invitation letter which was sent to shareholders prior to this meeting.

Resolution: The meeting had considered and had the resolution to approve the minutes of Extra Ordinary Shareholders' Meeting No. 1/2008 as the chairman proposed as follows:

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	84	369,459,500	100
Disapprove	-	-	-
Abstain	-	-	-
Total	84	369,459,500	100

Agenda 2: To acknowledge the Company's operation of the year 2008.

The chairman reported to the meeting that for the year 2008, the Company had increased its capital from 400 million shares to 475 million shares equivalent to 475 Million Baht. And the Company had allocated by Private Placement to Specsavers Asia Pacific Holding Limited which was the strategic partner of the Company in United Kingdom in the amount of 68.75 million shares at the offering price of 4 Baht/share and also allocated 6.25 million shares to reserve for the exercise of warrants to be allotted to the Company's and its subsidiary's employees under Employee Stock Option Program (ESOP-W). However, since the rights had not yet exercised so the paid-up capital of the Company is still 468.75 million Baht only. The fund raised from this connection had been used in the construction of the 4-storey building with the working area of 6,000 square meters and in the improvement of the efficiency of the existing machineries. The new building is expected to be finished by the second quarter of 2009.

Resolution: The meeting acknowledged the Company's operation of the year 2008 as reported.

Agenda 3: To consider and approve the Balance Sheet and Profit and Loss Statement as at 31 December 2008 and acknowledge the report from auditor.

The Chairman informed the meeting that the financial statement had been approved by the Board of Directors and the Audit Committee, and audited by the certified Accountant of Ernst & Young Office Limited.

Resolution: The meeting had the resolution to approve the Balance Sheet and Profit and Loss Statement as proposed with the majority votes as follows:

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	85	369,499,500	100
Disapprove	-	-	-
Abstain	-	-	-
Total	85	369,499,500	100

Khun Mali Choteruengprasert, the representative from the Thai Investors Association, had questioned to know the utilize of the loan of 57 million Baht shown in the balance sheet of Thai optical Company Limited (the Company's subsidiary).

Chairman had answered that the loan was used to purchase the machines for production of special Rx lenses.

Agenda 4: To consider and approve the profit allocation and dividend payment for the year 2008 and the closing date of the Shareholders Registration Book for dividend payment .

The chairman announced to the meeting that according to the Company's operation in the year 2008, the board of Directors had considered and agreed to make the dividend payment of the year 2008 to shareholders according to the Article of Association that the Company will pay for the dividend not less than 40% of the annual individual company's net profit with the reserve of 5% form the net profit. The reserved amount by law of 5% will be 6.58 million baht. The Board of Directors proposed for approval from the meeting to make the profit allocation for the dividend of the year 2008 at 0.25 Baht per share. Since there was an interim dividend payment of 0.10 Baht per share so this time the dividend payment will be 0.15 Baht per share as follows:

Details of Dividend payment	Year:2007 (the Company only)	Year: 2008 (the Company only)
1. Net Profit	106.89 Million Baht	131.61 Million Baht
2. 5% reserved by Law	5.34 Million Baht	6.58 Million Baht
3. Total amount of shares	400 Million shares	468.75 Million shares
4. Dividend payment	0.20 Baht : Share	0.25 Baht : Share
5. Interim Dividend	0.05 Baht : Share	0.10 Baht : Share
6. Dividend to be paid this time	0.15 Baht : Share	0.15 Baht : Share
7. Total amount of paid Dividend	80.00 Million Baht	110.31 Million Baht
8. Ratio of Paid Dividend	74.84 %	83.82 %

The Dividend payment date will be on 6th May 2009 and fix the date for the list of shareholders who are eligible to receive the dividend to be on 21st April, 2009 and according to Section 225 of the Securities and Exchange Act defined to collect the list of shareholders by book closing date on 22nd April 2009. The chairman requested for the resolution of the shareholders to approve the profit allocation and dividend payment as proposed.

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

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	85	369,499,500	100
Disapprove	-	-	-
Abstain	-	-	-
Total	85	369,499,500	100

Agenda 5: To consider and appoint Directors who are retired by rotation.

According to the Article of Associates of the Company , Section 22 defined that each year during the Annual General Meeting of Shareholders, one third of the total amount of directors must be retired by rotation. At present there are 13 directors in the Board of Directors and therefore, in the first year the directors who will retire by rotation will be 5 persons, the second and third year there will be 4 persons. For this AGM, the following Directors will be retired by rotation:

1. Mr. Sawang Prachartam
2. Mr. Sarote Prachartam
3. Mr. Pakee Prachartam
4. Miss Wichit Thaveeprechachat
5. Pol. Gen. Pakorn Suppakit

Since the Chairman was the person who has conflict of interest in this agenda, so Mr. Singh Tangtaswas was requested to act as Chairman of this agenda.

Khun Singh: the Nomination and Remuneration Committee had proposed the meeting to elect these 5 Directors back to continue the position for another term since they pertained expertise knowledge and capable in experience which will benefit to the Company's business as follows:

1. Mr. sawang prachartam

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	84	347,507,300	94.05
Disapprove	-	-	-
Abstain	1	21,992,200	5.95
Total	85	369,499,500	100

2. Mr. Sarote Prachartam

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	84	347,507,300	94.05
Disapprove	-	-	-
Abstain	1	21,992,200	5.95
Total	85	369,499,500	100

3. Mr. Pakee Prachartam

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	84	365,499,500	98.92
Disapprove	-	-	-
Abstain	1	4,000,000	1.08
Total	85	369,499,500	100

4. Miss Wichit Thavee prechachat

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	85	369,499,500	100
Disapprove	-	-	-
Abstain	-	-	-
Total	85	369,499,500	100

5. Police General Pakorn Suppakit

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	84	368,553,600	99.74
Disapprove	-	-	-
Abstain	1	945,900	0.26
Total	85	369,499,500	100

Resolution: The result of the votes showed that the meeting had approved to appoint the retired by rotation Directors to be the Directors of the company for another term.

Agenda 7: To consider and make approval on the remuneration of the Company's Board of Directors and the Audit Committee.

The chairman informed the meeting that during the meeting of the board of directors on 18th February 2009, the Boar of Directors had proposed to increase the remuneration to all the members by 5% as follows:

	<u>Annual Remuneration of the year 2008 (Baht/person/year)</u>	<u>Annual Remuneration of the year 2009 (Baht/person/year)</u>
Chairman of the Board of Directors	300,000	315,000
Director	200,000	210,000
Total 13 Directors		2,835,000

Resolution: The meeting approved the remuneration for the Board of Directors as Proposed with the majority votes of the attended shareholders as follows:

	<u>Amount (persons)</u>	<u>Number of Shares/rights</u>	<u>Proportion (%)</u>
Approve	85	369,499,500	100
Disapprove	-	-	-
Abstain	-	-	-
Total	85	369,499,500	100

Agenda 7: To appoint the Company auditors and consider service fee for the year 2009.

The Chairman reported to the meeting that in the meeting of the Board of Directors on 18th February 2009, the Boards had considered and proposed by the recommendation of the Audit Committee to use the following Certified Public Accountants as the Company's auditor for another year.

<u>Name</u>	<u>Certified Public Accountant (Thailand) No.</u>	<u>Years of service with TOG</u>
Miss Rattana JalaCertified	3734	between 2004 - 2006
Miss Saiphon Inkeaw	4434	between 2007 - 2008
Mr. Wichart Lokatekravee	4451	

from Ernst & Young Office Limited as the Company's Auditor with the service fee not over 1,000,000 Baht per annum and the service fee for its subsidiary not over 500,000 baht per annum same as previous year.

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

follows:

	Amount (persons)	Number of Shares/rights	Proportion (%)
Approve	85	369,499,500	100
Disapprove	-	-	-
Abstain	-	-	-
Total	85	369,499,500	100

Agenda 8: Other matters (if any).

The chairman reported to the meeting for the following matters:

1. There was delay in the plan of investment in Vietnam since the value of the land in Vietnam was considered too high to invest. However, during the past year, the country had faced the economic crisis, so the delay had led to a good opportunity for the Company to invest on the cheaper value of land and lower cost of construction. At present the new factory is under construction and production is expected to be started in October of this year.

Khun Mali Choteruengprasert, representative from the Thai Investor Association had questioned if the Company had planned for investment on any project during this year and next year.

The Chairman answered that for this year, the Company had no plan on investment in big project which required big amount of money but only invest on the equipments and instruments to improve the efficiency of the existing machines.

2. The World financial crisis had affected the Company more or less since the demand in using the eyeglasses is still the essential to people who have sight problems which are still required eyeglasses to correct their problems who will turn to use the cheaper substitute products. However, customers who used to use the good quality and more convenience of high premium lenses still required the products of the Company.
3. The Company had realized the concern of the increase in investment project and development of products to be in the line with the market trends so this year subcommittees had been set up as follows:
 - The Business Strategic Committee: to monitor and follow closely to the trends and needs of the consumers and customers which the Directors who are representatives from Specsaver had been appointed to be the member of this subcommittee in order to assist in considering and planning the product trends. The remunerations of this subcommittee are that 150,000 Baht per annum for the chairman and 100,000 Baht per annum for each other member.

- The Nomination and Remuneration Committee: to consider the suitable and sufficient remuneration packages to every parties. The chairman of this subcommittee elected from the independent Director will take care of the duties with the remunerations of 150,000 Baht per annum for the chairman and 100,000 Baht per annum for each other members.
- For the Audit Committee, the remunerations are the same as before as 300,000 Baht per annum for the chairman and 200,000 Baht per annum for each other members.

After there were no more other questions, the chairman had thanked the chairman of the Audit Committee, the Independent Directors, Directors, the auditors and every shareholders for contributing their valuable time to join the meeting and announced to close the meeting at 11.25 hr.

(Signature)

(Mr. Sawang Prachartam)

Chairman