

## **Translation**

February 25, 2009

Subject : To Inform the resolution of the Board of Directors Meeting No. 1/2009

To : Directors and Managers of the Stock Exchange of Thailand

The Board of Directors' Meeting of Dusit Thani Public Company Limited No. 1/2009 held on February 25, 2009 had significant resolutions as follows:

**1. Set the date of Annual General Shareholders Meeting No. 16/2009, the Agenda, Record Date / Closing Book for the right to attend the meeting and receive dividend and the date of dividend payment**

**Board of Directors' opinion:** The Annual General Shareholders Meeting No. 16/2009 will be on April 27, 2009 at 2.00 pm. at Naphalai Room, The Dusit Thani Hotel, 946 Rama 4 Road, Silom, Bangrak, Bangkok. The Record Date will be April 3, 2009 which shareholders have the right to attend the 2009 AGM and to receive the final dividend and the share registration book closing date will be April 7, 2009 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act. B.E. 2535 (Amended B.E.2551) and will pay the final dividend on May 21, 2009.

**2. The profit appropriation and the dividend payment for the year 2008**

**Board of Directors' opinion:** Agreed the profit appropriation from performance of the year 2008, only for dividend payment.

**3. The agenda for the Annual General Shareholders Meeting No. 16/2009 as follows:**

**3.1 To approve the Minutes of the Annual General Shareholders Meeting No. 15/2008**

**Board of Directors' opinion:** The Minutes of the Annual General Shareholders Meeting No.15/2008 held on April 29, 2008 have correctly been stated and recommended the approval of the said Minutes.

**3.2 To acknowledge and certify the performance of the Company for the year 2008.**

**Board of Directors' opinion:** The performance and the significant changes of the Company for the year 2008 should be proposed to Shareholders to acknowledge and certify.

**3.3 To consider and approve the Audited Balance Sheets and the Statements of Income for the year ended December 31, 2008.**

**Board of Directors' opinion:** The Audited Balance Sheets and Statements of Income for year ended December 31, 2008 which was audited and certified by the auditor of PricewaterhouseCoopers ABAS Limited and was agreed by the Audit Committee should be proposed to Shareholders for approval.

**3.4 To consider and approve the profit appropriation for the year 2008 for dividend payment to Shareholders.**

**Board of Directors' opinion:** The payment of dividend for the year 2008 should be proposed to Shareholders for approval at the rate of Baht 1.00 per share equivalent to Baht 85.00 Million which the interim dividend had paid on September 9, 2008 at the rate of Baht 0.50 per share equivalent to Baht 42.50 Million and the final dividend will be paid at the rate of Baht 0.50 per share equivalent to Baht 42.50 Million.

Dusit Thani Public Company Limited has fixed the Record Date on April 3, 2009 which shareholders have the right to attend the 2009 AGM and to receive the final dividend and fixed the share registration book closing date on April 7, 2009 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) and will pay the final dividend on May 21, 2009

The dividend payment is uncertain as it is subjected to the Annual General Shareholders' Meeting approval.

**3.5 To elect Directors to replace whose tenure will end.**

**Board of Directors' opinion:** The Board of Directors excluding the interest Directors had discussed by applying the nomination guideline. The Board of Directors agreed with the Nomination Committee to propose to Shareholders that the 4 directors whose tenure will end should be the Directors for another term as per following list:

1. Professor Sansern Kraichitti
2. Col. Lt. Chattrachai Bunya-Ananta
3. Mr. Chanin Donavanik
4. Mrs. Sinee Thienprasiddhi

**3.6 To determine the Board of Directors' remuneration for the year 2009**

**Board of Directors' opinion:** The Compensation Committee Meeting had considered the 2009 Directors' remuneration and proposed to the Board of Directors Meeting. The Board of Directors agreed to propose the same to the Annual General Shareholders Meeting to approve the 2008 remuneration to Board of Directors, Sub Committee and others as the same as last year which not exceeding Baht 3,600,000. For the 2009 annual remuneration to the Board of Directors would be proposed Baht 850,000.

**3.7 To appoint the auditor and fix the remuneration for year 2009.**

**Board of Directors' opinion:** Agreed with the Audit Committee and propose to the Annual General Shareholders Meeting to appoint the auditor and fix the 2009 remuneration as follows:

1. Mrs. Anothai Leekitwattana or Miss Nangnoi Charoenthaveesub or Mrs. Nattaporn Phan-Udom or Mrs. Unakorn Phruithithada

One of the four auditors mentioned above from PricewaterhouseCoopers ABAS Limited has authorization to audit and sign on the Report of Independent Certified Public Accountants of the Company.

2. To fix an audit fee for year 2009 of Dusit Thani Public Company Limited at totally Baht 1,859,000.

**3.8 To consider and approve the amendment of Company's objectives by cancellation the present version and would be replaced with a new amendment version and amend the Memorandum of Association no. 3**

**Board of Directors' opinion:** Agreed to purpose to Annual General Shareholders Meeting to approve the amendment of the Company's objectives by cancellation the present version and would be replaced with a new amendment version and amend the Memorandum of Association no. 3.

**3.9 To consider and approve the amendment of the Company's Articles of Association by cancellation the present version and would be replaced with a new amendment version**

**Board of Directors' opinion:** Agreed to purpose to Annual General Shareholders Meeting to approve the amendment of the Company's Articles of Association by cancellation the present version and would be replaced with a new amendment version.

**3.10 To consider other matters. (if any)**

**Board of Directors' opinion:** It is deemed appropriate to have this agenda as an opportunity for the Shareholders who wish to consider other matters apart from the agendas determined by the Board of Directors.

**4. To approve the Audit Committee Charter**

**Board of Directors' opinion:** Approved the Audit Committee Charter with The company shall follow the Good Governance and conform to Securities and Exchange Act, regulations and announcement of The Stock Exchange of Thailand (amendment version)

Sincerely yours,  
By order of Board of Directors  
Mrs. Sinee Thienprasiddhi  
Director and Company Secretary