

Minutes of the 2011 Annual General Meeting of Shareholders Of

Lighting & Equipment Public Company Limited On Tuesday, April 26, 2011

At the Conference Room of Lighting & Equipment Public Company Limited 539/2 Gypsum Metropolitan Tower 16th Floor, Sri-Ayudhaya Rd., Rajthevee District, Bangkok

The meeting started at 14.00 hours.

Preliminary Proceedings

Mr. Yong Suptuaychone, chairman of the meeting, declared that there are 47 persons with total number of share of 23,399,507 shares attended the meeting in person and 16 persons with total number of share of 8,924,798 shares by proxies. In total, there are 63 shareholders and their proxies with total shares of 32,324,305 shares attended the meeting, representing 70.52% of total 45,834,733 shares issued by the company and therefore the meeting constituted a quorum in accordance with article 28 of the company's Articles of Association which stipulated that the quorum must have at least 25 shareholders including proxies and the number of share must not less than 1/3 of total shares issued by the company. The chairman declared the meeting open and asked Mr. Pakorn Borimasporn, a director and the Chief Executive Officer, acted on behalf of chairman to supervise the meeting in accordance with the following agenda:

Agenda 1: Matters to be informed

Chairman introduced the directors, management, auditor, financial advisor, company secretary, Investor Relations Officer and legal advisor who attended the meeting to shareholders.

Board of Directors

1.	Mr. Yong Suptuaychone	Chairman of the Board
2.	Mr. Utis Chanchenchop	Independent Director and Chairman of the Audit
	_	Committee
3.	Mrs. Renu Buakerd	Independent Director, Audit Committee Member,
		Corporate Governance and Nomination Committee
		Member
4.	Mr. Boonlert Khawcharoenporn	Independent Director, Audit Committee Member,
		Chairman of the Corporate Governance and
		Nomination Committee
5.	Mr. Supachai Watanangura	Independent Director
6.	Mr. Sitthichai Kraisithisirin	Director
7.	Mrs. Kalayarat Suriyasat	Director
8.	Mr. Pakorn Borimasporn	Executive Director and Chairman of Executive
		Committee
9.	Mr. Anant Kittivittayakul	Executive Director and Managing Director
10.	Mrs. Napaporn Vimon-Anupong	Executive Director and Deputy Managing Director
11.	Mr. Gritsada Suptuaychone	Executive Director



Auditor from KPMG Phumchai Audit Co.,Ltd.: Mr. Veerachai Ratanajaratkul Legal Advisor from Kamthorn Surachet & Somsak Ltd.: Mr. Gaiwan Meesuk

Financial Advisor from J.D. Partners Company Limited: Mrs. Jirayong Anuman-Rajadhon

Chief Financial Officer: Miss Panyamon Srirattanamongkol

Company Secretary: Ms. Saowanee Kosol

Investor Relations Officer: Ms.Chitlada Jariyavidyanont

Chairman proposed to the meeting that the meeting will be run in accordance with the agenda stipulated in the notice calling for shareholders' meeting. In each agenda, chairman will provide opportunity to shareholders to ask questions or comment before the voting. Shareholders who have questions, please identity themselves sothat the company can record correctly in the minutes. In case that there is no disagreement and no abstention for the voting of any agenda, it is construed that all shareholders agreed with the proposal of the Board. Chairman will then declared the voting result. In case that there is disagreement or abstention for the voting of any agenda, the voting will be by ballot which have been distributed to shareholders during the registration. According to article 5 of the company's articles of Association, one share is entitled to one vote. Votes of all participants less the votes of disagreement and the votes of abstention will be the votes of agreement. For the agenda for election of directors, ballot will be used and each director will be vote separately and the legal advisor will be the chairperson of the counting of the votes.

The shareholders who had registered to attend the meeting today should have received the revised documents for agenda # 10 - #13 regarding the terms and conditions for the issuance and offer of warrant. The purpose of the revision is to entitle the company to receive tax benefit announced by the government. On April 12, 2011, the cabinet had approved corporate income tax benefit to the companies listed in MAI Stock Exchange which have paid up capital less than 300 million Baht, by reducing corporate income tax rate from 30% to 25% for the profit that not exceeding 50 million Baht for 5 year, Starting from accounting period of 2011 to accounting period of 2015. This matter is now in the process of issuance of Royal Decree to be lawfully enforced. If the warrant is issued by the original resolution of the Board, the company shall not be entitled to the tax benefit. Therefore, the Board has revised the registered capital from 305,574,885 Baht to 299,688,635 Baht sothat the company shall be entitled to the tax benefit, details of which will be discussed during the consideration of agenda #10 - #13.

In accordance with the company's policy on Corporate Governance, the company has announced through the Stock Exchange of Thailand as well as posted on the company's website since December 1,2010 to February 1, 2011 that shareholders are invited to propose agenda for the shareholders' meeting or send in the advance questions as well as propose qualified persons for nomination of directors as per the criteria and procedure outlined by the company. However, there are no shareholders nominating the directors, no proposal of agenda and no questions in advance. Therefore, the Board proposed to the shareholders to consider the agendas as follows.

Chairman asked the meeting to approve the proposal.

The Meeting resolved to approve and agreed with the proposal.



Agenda 2: To approve the minutes of Annual General Shareholders' Meeting No. 1/2010 held on April 28, 2010.

The company has prepared the minutes of the 2010 Annual General Meeting of Shareholders, held on April 28, 2010, completed in 14 days from the date of the meeting. A copy of the minutes was submitted to the Stock Exchange of Thailand and the other to the Ministry of Commerce by the schedule prescribed by law.

The Board of Directors has considered and recommended the approval of the said minutes.

There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to approve the minutes of Annual General Meeting of Shareholders No.1/2010 held on April 28, 2010 by vote as follows:

,	Number of Votes	<u>Percentage</u>	
Approve	32,324,305	100	
Disapprove	-	-	
Abstain	-	-	
Total Shareholders attended the meeting 63			

Agenda 3: To acknowledge the company's operating results for the year 2010

Chairman informed that the company had sent the Annual Report for year 2010 together with the notice calling for the Annual General Shareholder's meeting to the shareholders and asked Mr. Anant Kittivittayaukul, Executive Director and Managing Director to summarize the 2010 performance to the shareholders as follows:

Revenue from sales in 2010 is recorded at 1,623 million Baht up 11% from a year earlier. The increase is a result of the expansion in construction and renovation of department stores, showrooms and detail store, including the improvement in construction of hotels, resorts and condominiums. In addition, wholesale, retail as well as export activities has also improved. The revenue from sales can be categorized as Project sale activities 66%, Wholesale and retail activities 28% and Export sale activities 6%.

Gross profit is recorded at 446 million Baht up by 21% from a year earlier due to higher sales and improved gross profit margin, because in 2010 there were higher proportion of sales of products which have high margin, the strengthening of Baht in 2010 also contributed to the improve products cost. Consequently, gross profit margin had improved from 25.2% in 2009 to 27.5% in 2010.

Selling Expenses, Administrative Expenses and Management's Remuneration, the expenses were recorded at 366 million Baht, comprised of Selling Expenses 133 million Baht, Administration Expenses 195 million Baht and Management's Remunerations 38 million Baht. The total expenses increased by 8% from a year earlier due essentially to the higher variable expenses resulted from higher sales and the annual salaries adjustment.

Cost of fund was recorded at 17.3 million Baht, decreased by 18% from a year earlier due primarily to the reduced interest rate.



From above, the Company's net income in 2010 was recorded at 51 million Baht, up 259% from a year earlier. The improved net income due to higher sales and better gross profit margin, while the total expenses increased at a slower rate and cost of fund had decreased.

There are no further questions and comments from shareholders, chairman proposed the meeting to acknowledge the company's operating results for the year 2009.

Resolution The meeting acknowledged and approved the 2010 company's operating results as proposed by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	32,330,905	100
Disapprove	-	-
Abstain	-	-

Total Shareholders attended the meeting 64

(There is 1 additional shareholders attended the meeting on this agenda with shareholding of 6,600 shares)

Agenda 4: To consider and approve the annual financial statements for the year ended December 31, 2010.

Chairman proposed the meeting to consider and approve the Company's financial statements for the year ended December 31, 2010 that had been audited and certified by the auditor and approved by the Audit Committee and submitted to each shareholder together with the notice calling for the shareholders meeting.

There are no further questions or comments from shareholders, chairman asked the meeting to vote.

Resolution After consideration, the meeting resolved to approve the annual financial statements for the year ended December 31,2010 by vote as follows;

	Number of Votes	<u>Percentage</u>	
Approve	32,330,905	100	
Disapprove	-	-	
Abstain	-	-	
Total Shareholders attended the meeting 64			

Agenda 5: To consider and approve the appropriation of legal reserve and approve the payment of dividends for the fiscal year that ended on December 31, 2010

5.1 To consider and approve the appropriation of legal reserve

Chairman advised that according to article 38 of the company's Articles of Association, the company must appropriate no less than 5% of its net profit less accumulated loss (if any) for legal reserve, until the legal reserve equal to 10% of the registered capital.

As of December 31, 2009, the company has total legal reserve of 18,352,880 Baht or 6% of the registered capital of Baht 305,555,555. The Board of Directors recommended to appropriate Baht 2,549,413 or 5% of total net profit for year 2010 Baht 50,988,267 as an additional legal reserve. The total legal reserve shall be Baht 20,902,293 or 6.8% of the registered capital.



There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to appropriate the net profit of the company in the amount of Baht 2,549,413 as the legal reserve and the total legal reserve shall be Baht 20,902,293 or 6.8% of the registered capital by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	32,579,605	100
Disapprove	-	-
Abstain	-	-

Total Shareholders attended the meeting 65

(There is 1 additional shareholders attended the meeting on this agenda with shareholding of 248,700 shares)

5.2 To consider and approve the payment of dividends for the fiscal year that ended on December 31,2010

Chairman advised that the company has policy to pay dividends to shareholders at the rate of not less than 40% of net profit after deducting the corporate income tax of the consolidated financial statements. The dividends payout may be changed depending upon the operating result, business expansion, cash flow, necessity and other matters as deemed appropriate in the future which shall bring maximum benefits to the shareholders. Since the company recorded the financial statements net profits of Baht 50,995,238 for the year 2010, the Board of Directors has recommended the dividend payment for the year operations of 2010 to the shareholders at the rate of 0.45 Baht per share for the existing 45,834,733 common shares totaling Baht 20,625,629.85 which is equivalent to 40.4% of the net profit.

The dividend will be paid to shareholders whose names appeared on L&E's share register book on 6 May, 2011. This date is considered the "Record Date". The share register book closing date for collecting shareholders names is scheduled to be 9 May, 2011. The final dividend payment will be made on 26 May, 2010.

There are no further questions or comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting approved the dividend payout for the operating result for the year ended December 31, 2010 at the rate of Baht 0.45 per share for the existing 45,834,733 common shares. Total dividend payout is Baht 20,625,629.85 which is equivalent to 40.4% of the net profit of the consolidated financial statements. Vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	32,579,605	100
Disapprove	-	-
Abstain	-	-
Total Shareh	olders attended the meeting 65	



Agenda 6: To consider and approve the election of directors in replacing those retired by rotation and the determination of directors' remuneration

6.1 To consider and approve the election of directors in replacing those retired by rotation

Chairman advised that according to the Company's Article of Associate Article 14 stated that in each Annual General Meeting, one-third of the directors are due to retire, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third shall vacate office. The election of the company's directors is to be determined by the majority of votes, in accordance with Article 13 of the Articles of Association and shall be considered and elected on individual basis. For the year 2011, the directors who are due to retire by rotation are as follows:

- 1. Mr. Yong Suptuaychone Chairman of the Board
- 2. Mr. Sitthichai Kraisithisirin Director
- 3. Mr. Utis Chanchenchop Independent Director and Chairman of the Audit Committee
- 4. Mrs. Renu Buakerd Independent Director and Audit Committee Member, Corporate Governance and Nomination Committee.

In compliance with the good corporate governance, the company had provided opportunity to shareholders to nominate suitable persons to the position of company's directors in accordance with the procedure stipulated in the company's website during December 1, 2010 – February 1, 2011. However, there was no nomination from the shareholders. The Board of Directors had therefore considered the four directors who were due to retire by rotation and had opinion that all the four directors are knowledgeable and have all qualifications of good corporate directors and suitable to be re-elected. The Board therefore recommended that shareholders should re-elect all the four directors to serve as the company's directors for another term.

There are no further questions and comments, chairman asked the meeting to vote on individual basis and the voting for each director as follows;

6.1.1 Mr. Yong Suptuaychone

Resolution

After consideration, the meeting resolved that Mr. Yong Suptuaychone shall be re-elected as the Company's directors and Chairman of the Board for another term by vote as follows;

	Number of Votes	<u>Percentage</u>	
Approve	32,579,605	100	
Disapprove	-	-	
Abstain	-	-	
Total Shareholders attended the meeting 65			

6.1.2 Mr. Sitthichai Kraisithisirin

Resolution

After consideration, the meeting resolved that Mr. Sitthichai Kraisithisirin shall be re-elected as the Company's directors for another term by vote as follows;



	Number of Votes	<u>Percentage</u>	
Approve	32,579,605	100	
Disapprove	-	-	
Abstain	-	-	
Total Shareholders attended the meeting 65			

6.1.3 Mr. Utis Chanchenchop

Resolution

After consideration, the meeting resolved that Mr. Utis Chanchenchop shall be re-elected as the Independent directors and Chairman of the Audit Committee for another term by vote as follows;

	Number of Votes	<u>Percentage</u>	
Approve	32,579,605	100	
Disapprove	-	-	
Abstain	-	-	
Total Shareholders attended the meeting 65			

6.1.4 Mrs. Renu Buakerd

Resolution

After consideration, the meeting resolved that Mrs. Renue Buakerd shall be re-elected as the Independent directors and Audit Committee for another term by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-

Total Shareholders attended the meeting 66

(There is 1 additional shareholders attended the meeting on this agenda with shareholding of 1,334,465 shares)

6.2 To consider the directors' remuneration

Chairman advised that the company has not yet established the Remuneration Committee However, the Board of Directors has considered the remuneration of the company's directors by comparing the remuneration paid by other companies with similar size and similar nature of business. The Board of Directors recommended that the directors' remuneration for year 2011 should be the same level as those of year 2010 and gratuities to pay once a year as follows;

Chairman of the Board of Directors, total 1 person	250,000 Baht /person
Chairman of Audit committee, Audit Committee, total 3 persons	225,000 Baht /person
Director, Independent Director, total 3 persons	150,000 Baht /person
Chairman of Executive Committee, Executive Director, total 4 persons	150,000 Baht /person
Total directors' remuneration 11 persons total amount 1 075 000 Robt	

Total directors' remuneration 11 persons, total amount 1,975,000 Baht.

The Directors who are serve in other positions and other committees receive no additional remuneration.

There are no further questions and comments from shareholders, chairman asked the meeting to vote.



<u>Resolution</u> After consideration, the meeting resolved to approve the remuneration of directors for the year 2011 by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareho	lders attended the meeting 66	

Agenda 7: To appoint the Auditor and determine the Auditor's remuneration for the year 2011.

Chairman asked the meeting to consider the appointment of the Auditor and the Auditor's remuneration as stipulated under article 30 of the company's Articles of Association. By recommendation of the Audit Committee, the Board of Directors is of the opinion that shareholders should approve the appointment of auditors from KPMG Phoomchai Audit Company Limited for the year 2011.

Since Mr.Virachai Ratanajaratkul the auditor who has affixed his signature to audit the full 5 years, the Board of Directors agreed with the recommendation from the Audit Committee and propose to appoint of auditors from KPMG Phoomchai Audit Company Limited as follows and any one of them will be authorized to conduct the audit and render opinion on the financial statements of the Company, both on the separate financial statements and the consolidated financial statements.

- Ms. Sureerat Thongarunsang, License No. 4409, or (The auditor who has affixed his signature to certify the Company's financial statements in 2011, which is the 1st year)
- Mr. Santi Pongiareanpit, License No. 4623 or (The auditor has not affixed his signature to certify the Company's financial statements)
- Mr. Ekkasit Chuthamasatid, License No. 4195 (The auditor has not affixed his signature to certify the Company's financial statements)

The proposed auditors are independent and have no relationship with or have no benefits in the Company, subsidiary companies, management, and major shareholders, or other related persons. Shareholders should approve the auditors' fees for the year 2011 at the amount of 1,551,250 Baht, 64,500 Bath increase from previous year. The audit fee for 2 subsidiaries of 465,000 Baht, 85,000 increase from previous year. The reason of the audit fees increased in 2011 is because of more workload resulted from the revised accounting standards, such as accrued employee benefits, segregation of depreciation by machine parts, etc. as well as the additional subsidiary.

There was no non-audit services fee for the previous year paid to the auditor's office, or person or company related to the auditor and the auditor's office.

There are no further questions and comments from shareholders, chairman asked the meeting to vote.



Resolution

After consideration, the meeting resolved to appoint Ms. Sureerat Thongarunsang, License No. 4409 or Mr. Santi Pongiareanpit, License No.4623 or Mr. Ekkasit Chuthamasatid, License No.4195 of KPMG Phoomchai Audit Company to be the company's auditors for year 2011. The auditor's remuneration for year 2011 at the amount of 1,551,250 Baht and for 2 subsidiaries of 465,000 Baht by vote as follows;

	Number of Votes	Percentage
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareho	olders attended the meeting 66	

Agenda 8: To consider and approve the decrease of the Company's registered capital from Baht 305,555,555 to Baht 229,173,665 by decreasing the amount of shares that has not been issued of 15,276,378 shares at the par value of Baht 5 per share

Chairman advised that the 15,276,378 shares have been reserved for the exercise of warrants 1 (L&E-W1) which already expired and no further need for the reserve. Shareholders should approve the decrease of the Company's registered capital.

There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to approve the decrease of the Company's registered capital from Baht 305,555,555 to Baht 229,173,665 by decreasing the amount of shares that has not been issued of 15,276,378 shares, representing a registered capital of Baht 76,381,890 by vote as follows;

	Number of Votes	<u>Percentage</u>	
Approve	33,914,070	100	
Disapprove	-	-	
Abstain	-	-	
Total Shareholders attended the meeting 66			

Agenda 9: To consider and approve the amendment of Article 4 of the Company's Memorandum of Association in accordance with the decrease of registered capital

Chairman advised that this agenda is subsequent to agenda 8. The Board of Directors proposed to amend clause no. 4 of the Company's Memorandum of Association in accordance with the decrease of registered capital as follows:

Clause 4.	Registered Capital	229,173,665 Baht
	Comprises of	45,834,733 Shares
	At par value of	5 Baht
	Divided into	
	Common Shares	45,834,733 Shares
	Preferred shares	None

There are no further questions and comments from shareholders, chairman asked the meeting to vote.



Resolution

After consideration, the meeting resolved to approve the amendment of Article 4 of the Company's Memorandum of Association in accordance with the decrease of registered capital by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareh	olders attended the meeting 66	

Agenda 10: To consider and approve the issuance and offer of 14,102,994 units of warrants No.2 to the existing shareholders of the Company

Chairman advised that as an incentive to shareholders and to motivate and reward the existing shareholders which will in turn bring long-term wealth to the company. The Board considered that the company to issue and offer the right warrant to existing shareholders for the purchase of the company ordinary share at the offering ratio 3.25 shares: 1 warrant with the total number of warrant issued 14,102,994 units at the offering price of Baht 0 per unit and exercise price of Baht 7.40 per share at a par value of Baht 5 per share.

There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to approve the issuance and offering of 14,102,994 units of warrants no.2 at the offering ratio 3.25 existing ordinary shares entitled to 1 unit of warrant by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareho	olders attended the meeting 66	

Agenda 11: To consider and approve the increase of the Company's registered capital from Baht 229,173,665 to Baht 299,688,635 by issuing 14,102,994 new ordinary shares at a par value of Baht 5 per share

Chairman advised that the company shall allot its ordinary shares in order to reserve for the right warrants No.2 . The Board proposed that it is necessary for the increase of the Company's registered capital for Baht 70,514,970 from Baht 229,173,665 to Baht 299,688,635 by issuing 14,102,994 new ordinary shares at a par value of Baht 5 per share in order to reserve for the exercise of the warrant No.2

There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to approve the increase of the Company's registered capital from Baht 229,173,665 to Baht 299,688,635 by issuing 14,102,994 new ordinary shares at a par value of Baht 5 per share in order to reserve for the right warrants No.2 by vote as follows;



	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareholders attended the meeting 66		

Agenda 12: To consider and approve the amendment of Article 4 of the Company's Memorandum of Association in accordance with the increase of registered capital

Chairman advised that this agenda is subsequent to agenda 11. The Board of Directors proposed to amend clause no. 4 of the Company's Memorandum of Association in accordance with the increase of registered capital as follows:

Clause 4.	Registered Capital	299,688,635	Baht
	Divided into	59,937,727	Shares

At par value of 5 Baht

Divided into

Common Shares 59,937,727 Shares

Preferred shares None

There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to approve the amendment of Article 4 of the Company's Memorandum of Association in accordance with the increase of registered capital by vote as follows;

	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareh	olders attended the meeting 66	

Agenda 13: To consider and approve the allotment of new ordinary shares at the amount not more than 14,102,994 shares at par value of Baht 5 per share to reserve for the conversion of warrants No.2

Chairman advised that in order to reserve for the conversion of warrants No.2. The shareholders should approve the allotment of new ordinary shares at the amount not more than 14,102,994 shares at par value of Baht 5 per share to reserve for the conversion of warrant No.2

There are no further questions and comments from shareholders, chairman asked the meeting to vote.

Resolution

After consideration, the meeting resolved to approve the allotment of new ordinary shares at the amount not more than 14,102,994 shares at par value of Baht 5 per share to reserve for the conversion of warrants No.2 by vote as follows:



	Number of Votes	<u>Percentage</u>
Approve	33,914,070	100
Disapprove	-	-
Abstain	-	-
Total Shareho	olders attended the meeting 66	

Agenda 14: To consider other matters (if any)

Chairman advised that this agenda is to provide shareholders opportunity to ask questions on the operations of the company and the management to reply accordingly, there will be no issues raised for consideration for approval and there will be no voting for this agenda. The Chairman opened the opportunity for shareholders to ask questions and comments on various matters.

There are no further questions and comments from shareholders, chairman thanked all the shareholders for attending the meeting . The meeting adjourned 15.00 hours.

Signature _

(Mr. Yong Suptuaychone) Chairman

Signature _

(Mr. Pakorn Borimasporn) Chairman of Executive Committee

Signature _

(Mr. Anant Kittivittayakul) Executive Director