

(Translation)

April 1, 2009

Subject: Invitation to the 16 Annual General Meeting of the Shareholders

To: ***Shareholders***

Attachment: 1. Annual Report and Balance Sheet and Statement of Profit and Loss for the year as at December 31, 2008.
2. Copy of the Minutes of the Annual General Meeting of Shareholders No. 15
3. Information on proposed directors in replacement of those retired by rotation
4. Definition of Independent Director
5. Criteria and Process for Nominate Director
6. Articles of Association of UT to concern the Meeting
7. Proxy
8. Map of the Meeting Location

With The Board of Director had a resolution to call the Annual General Shareholders' Meeting No. 16 of Saha-Union Public Company Limited on Thursday, April 23, 2009 at 10.30 a.m., at the 1st floor Meeting room of Saha-Union Building No. 1828 Sukhumvit Rd., Bangchak, Phraknong, Bangkok, with the follows agendas :-

Agenda 1 Consideration and approval of the Minutes of the Annual General Meeting of Shareholders No. 15

The Directors' opinion : Proposed the shareholders to approve the above minutes.

Agenda 2 Acknowledging Directors' report on the past year's performance.

The Directors' opinion : Proposed the shareholders to approve the above report.

Agenda 3 Consideration and approval of the Balance Sheet and Profit and Loss Accounts for the year ending December 31, 2008

The Directors' opinion : Proposed the shareholders to approve the above financial statements approved by the auditor.

Agenda 4 Appropriation of profit and dividend payment for the year 2008.

The Directors' opinion : Proposed the shareholders to appropriate the net profit for the year 2008 to legal reserved at 10% and the remaining net profit will be accumulated with retained earnings, appropriated to the dividend payment to shareholders at Baht 1 (one Baht) per share, amounting to Baht 300,000,000 (Three hundred million Baht). The dividend will be paid to the shareholders whose name appeared in the registration book on April 3, 2009

The right to receive dividends was pending for the approval from the shareholders' Meeting. The Thailand Securities depository Co., Ltd. (TSD) would send dividends to the shareholders within 1 month beginning April 23, 2009.

Agenda 5 Consideration on the Company's Directors, their authority and remuneration.

The Directors' opinion : There are 15 Directors, proposed the shareholders' to concur with the Nomination and Remuneration Committee's opinion, which did not include the nominated director to reappoint the following 5 directors whose terms were due to expire :-

- | | | |
|---------------------|-------------|----------------------|
| 1. Mr.Damri | Darakananda | |
| 2. Miss Sriwarin | Jirapakkana | |
| 3. Mr. Prajuab | Reonchaidee | Independent Director |
| 4. Mr. Vacharaphong | Darakananda | |
| 5. Mr. Nantiya | Darakananda | |

These directors have been individually and thoroughly examined to be highly knowledgeable and capable. (The CVs of the 3 Directors were listed as Appendixes 3,4 and 5)

And proposed authorities of directors as follows : "Two Directors jointly sign with Company seal, except Mr.Sompop Amatayakul , Mrs. Araya Arunanondchai , Miss Pakinee Pruthidhamrong and Mr. Chakchai Panichapat and Mr. Prajuab Reonchaidee who were Audit Committee and/or Independent Directors."

The Meeting was proposed to approve proposed the 2009 Directors' remuneration at not exceeding Baht 20,000,000 per annum, proposed by the Nomination and Remuneration Committee.

Agenda 6 Proposed the appointment and remuneration of the auditor for the year 2009.

The Directors' opinion : Proposed the appointment of Mr. Supachai Phanyawattano or Miss Siraporn Ouuanunkun or Miss Thipawan Nananuwar, from Ernst & Young office Limited, the auditor office approved by the Audit Committee, as the Company's 2009 auditor (for the 3rd year). These auditors had no relationships and/or any interests with the Company / its executives / major shareholders. And proposed the remuneration for the Company's auditors including reviewing the 3 quarter financial statements at Baht 1,170,000 per annum, which was higher than the year 2008 at Baht 70,000.

Agenda 7 Cancellation of the Articles of Association Clause 58 of the Company.

The Directors' opinion : Proposed the shareholders' to consider the cancellation of the Article of Association No. 58 thus : "In the event that the Company or its subsidiary enter into any connected transaction or disposition of substantial assets of the Company or the subsidiary pursuant to the definitions and regulations prescribed under the notifications of the Stock Exchange of Thailand applicable to the connected transaction or the acquisition or disposition of substantial assets; the Company shall comply with the regulations and procedures as stipulated by the said notifications".

The Company has to follow the regulation of SET's Act, BE. 2551 (No. 4) which already specify the above matter; therefore, there is not necessary to include it in the Company's Article of Association.

To fix the closing date of the share registration on April 3, 2009 until the adjournment of the meeting in order to entitle the shareholders whose names appeared in the shareholder list on the closing date of the registration book to attend the Annual General Shareholders' Meeting No. 16

All Shareholders are invited to participate the Meeting at the place, date and time as aforementioned.

Yours sincerely,
-Signature-
Mrs. Sirinun Sansanakom
Secretary of the Company

Remark

1. Shareholders Present Identification Card or Government Official Identification Card or Passport(for non-Thai nationals) for registration.

2. **Proxy** : For your convenience, please deliver the proxy Form B to SUC at least one day prior to the Meeting day

2.1 In case proxy grantor is ordinary person:

Please enclose copies of the identification card/passport (for non-Thai nationals) of the proxy grantor. All copies of the documents must be certified as true.

2.2 In case proxy grantor is juristic person.

Please enclose copies of the Affidavit of the Juristic Person and identification card/passport (for non-Thai nationals) of the director/s who has/have the authority to sign the proxy. Please enclose evidences of proxy grantor in accordance with (2.1)