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Ref. AIT/10 – 065

February 8, 2010

Subject : Clarification of related transaction for the Advisor to Board of Directors

To : President
The Stock Exchange of Thailand

Reference is made to the Board of Directors meeting No. 2/2010 held on February 8, 2010. The meeting resolved to approve the agreement of Company continuing terms Mr. Apichai Taechaubol, as an Advisor to Board of Directors of Company and subsidiary company with the following details.

1. Date of Transaction February 16, 2010 to February 15, 2011

2. Parties involved

- Thai Factory Development Public Company Limited (TFD)
- Total Industrial Services Company Limited (TISCOM) (subsidiary company)
- Mr. Apichai Taechaubol, the Advisor to Board of Directors (connected person)

3. Details of transaction

Agreement for the Advisor to Board of Directors in order to advice real estate development business for 1 year terms

4. Calculation of transaction size

Total amount of advisory fee is 9.40 million baht or 0.98% of net tangible asset (NTA) as of September 30, 2009 equal to 954.70 million baht. The transaction size is larger than 1 million baht and less than 20 million baht or more than 0.03% of NTA but less than 3% of NTA.

The transaction is a related transaction in the form of normal business operation which the Company needs approval from the Board of Directors and disclose the transaction to the Stock Exchange of Thailand in accordance with the company guidelines.

5. Details on connected person

Mr. Apichai Taechaubol is an Advisor to Board of Directors. Mr. Apichai Taechaubol is considered a connected person according to the Notification of the Capital Market Supervisory Board number Tor.Jor. 21/2551 on Rules on Connected Transactions. This is due to Mr. Apichai Taechaubol, a related person and the connected persons, his spouse and minor child, according to Section 258 of the Securities and Exchange Act, are the controlling party in JC Asset Co., Ltd., V.C.A.L. Business Group Co., Ltd., and V.S.S.L. Enterprise Co., Ltd., TFD's major shareholders which collectively hold 47.4 percent share in TFD.

6. Characteristics of interest of connected

Mr. Apichai Taechaubol, the Advisor to Board of Directors, holding 8,676,590 TFD ordinary shares, is a related person as mentioned under clause 5. will receive remuneration from his duties as an Advisor to Board of Directors of Company and subsidiary company.

7. Opinions of the Board of Directors

The Board of Directors' meeting views that Mr. Apichai Taechaubol has experience and expertise in real estate development which would contribute tremendously to the Company investment in the business. Therefore the Board of Directors' meeting approved the renewal of Mr. Apichai Taechaubol contract under which he shall provide advice on investment in various projects to the Board of Directors and the management.

Mr. Apichai Taechaubol, the Advisor to the Company's Board of Directors, who is a person with interest, did not attend the meeting and abstained from voting.

8. Opinions of the Company's Audit Committee which differ from those of the Board of Directors

-None-

Please be informed accordingly.

Faithfully Yours,

(Mrs. Siriporn Pinprayong)
Company Secretary