Minutes of the Annual General Meeting of the Shareholders for the Year 2008 of AEON Thana Sinsap (Thailand) Public Company Limited

The Meeting was held on June 18, 2008 at 10:00 a.m. at Pimarnman Room, Four Seasons Hotel Bangkok, 155 Rajadamri Road, Pathumwan, Bangkok.

There were 11 directors attending the Annual General Meeting of the Shareholders for the year 2008 as follows:

1.	Mr. Yoshiki Mori	Chairman of the Board and Managing Director
2.	Mr. Masao Mizuno	Vice Chairman of the Board and Managing Director
3.	Mr. Mitsuhiko Yashiro	Director
4.	Mrs. Suporn Wattanavekin	Director
5.	Mr. Apichat Nantaterm	Director
6.	Miss Kannika Kursirikul	Director
7.	Mrs. Jiraporn Kongcharoenwanich	Director
8.	Mr. Shigeto Nasu	Director
9.	Mr. Noppun Muangkote	Independent Director and Chairman of Audit
		Committee
10.	Mr. Dej Bulsuk	Independent Director and Audit Committee Member
11.	Mr. Shunichi Kobayashi	Independent Director and Audit Committee Member

Mr. Yoshiki Mori gave speech welcoming shareholders attending the Meeting. He assigned Mr. Masao Mizuno to preside as the Chairman of the Meeting, conducting the Meeting in English and Mrs. Suporn Wattanavekin to conduct the Meeting in Thai.

Mr. Masao Mizuno, Vice Chairman and Managing Director, thus presided as the Chairman of the Meeting. There were 48 shareholders attending the Meeting in person and 46 shareholders who represented by proxies. Therefore, total of 94 shareholders, holding altogether of 213,049,330 shares or 85.22% of the total number of 250,000,000 paid up shares, were attending the Meeting whereby a quorum of the Meeting was constituted. The Chairman declared the Meeting open and conducted business.

After the Chairman declared the Meeting open, there was 1 shareholder attending the meeting in person, holding 200 shares joined the Meeting during the proceeding of the Meeting. There were therefore ultimately 49 shareholders attending the meeting in person and 46 shareholders who were represented by proxies, in total 95 shareholders, holding altogether of 213,049,530 shares or 85.22% of the total amount of paid up shares.

Mr. Masao Mizuno introduced directors, independent directors, auditors and lawyers to the shareholders attending the Meeting. After then, Mrs. Suporn Wattanavekin explained on voting procedures to shareholders attending the Meeting.

1. <u>Approval and adoption of the Minutes of the Annual General Meeting of the Shareholders for the year 2007</u>

The Chairman proposed that the Meeting consider and certify the Minutes of the Annual General Meeting of the Shareholders for the year 2007, which was held on June 19,

2007, as per the details in the copy of the Minutes, which was delivered to the shareholders prior to the Meeting.

No shareholder objected or requested that the Minutes be amended otherwise.

The Meeting considered the matter and cast votes. There were 206,503,630 votes approved the agenda with no objection and 6,545,700 votes abstained from the agenda.

Resolution: Upon due consideration, the Meeting resolved to adopt the Minutes of the Annual General Meeting of the Shareholders for the year 2007 as

proposed by the Chairman.

2. <u>Consideration and acknowledgment of the annual report and the report by the Board of Directors with respect to the Company's performance for the fiscal year ended February 20, 2008</u>

The Chairman, on behalf of the Board of Directors, reported to the Meeting on the report of the Board of Directors with respect to the Company's performance for the fiscal year ended February 20, 2008 and then proposed that the Meeting consider and acknowledge the annual report and the operation results for the fiscal year ended February 20, 2008 of the Company, as detailed in the annual report of the Company.

After reporting the operation results of the fiscal year ended February 20, 2008, the Chairman gave an opportunity for the shareholders to ask questions about the annual report and operational results for the fiscal year ended February 20, 2008 of the Company.

The shareholder at the Meeting raised questions and directors of the Company provided answers as follows:

Shareholder: I am referring to the annual report delivered to shareholders of the Company, page 21. In the table titled as "Revenue Structure for fiscal year ended February 20 at each year", you can see that revenue of hire purchase in the fiscal year ended February 20, 2007 had decreased compared to the revenue in the fiscal year ended February 20, 2006. Why is that?

Director: Since hire purchase service for products such as mobile phone and computer had been converted as purposed loan for the benefit of customer, it had thus been categorized as personal loan in the fiscal year ended February 20, 2007. This is why the revenue of hire purchase in the fiscal year ended February 20, 2007 decreased compared to the revenue in the fiscal year ended February 20, 2006.

Shareholder: I am referring to page 2 of the annual report. What is the reason that Return on Assets ("ROA") and Return on Equity ("ROE") have been decreasing from previous years?

Director: Restriction by the Bank of Thailand of interest applicable for credit card and personal loan business to not over 20% and 28% respectively together with raise of interest in the market had affected the level of ROA and ROE of the Company.

Shareholder: Has severe competition among the companies in the business field also affected level of ROA and ROE as well?

Director: Because the Company had to invest in order to increase efficiency in operating business as well as implemented various promotion activities in order to compete with other companies, severe competition among the companies also affected the level of ROA and ROE.

Director: Considering the speed of increasing the asset of the Company in the midst of growth of the Company, ROA in the rate not less than 3% should be acceptable. As to ROE, rate in more than 20% should be acceptable in certain level considering the fact that shareholders equity has increased a lot as the Company grows.

Shareholder: Do you have any information as to the market share of the Company?

Director: We should divide into 3 major businesses of the Company, namely hire purchase, personal loan and credit card. For the hire purchase and personal loan, although there are competitors such as GE and Easy Buy, we are holding substantial market shares. As to credit card, main competitors are banks and we have share of around 13% in the market based on the number of credit cards.

Shareholder: Numbers of staffs of the Company indicated in the annual report are all regular staff?

Director: Among numbers of staffs of the Company indicated in the annual report, regular staffs are 1,600. The rest are counted as daily staffs or part-time staffs.

Shareholder: Among major businesses of the Company, namely, credit card business, hire purchase business, personal loan business and factoring business, which business gains profit most and which business gains profit least?

Director: Personal loan business gains profit the most among all businesses we are carrying out. Factoring gains profit least as it is not our core business.

Shareholder: What is the meaning of "J-SOX"?

Director: As to "SOX", it came from what they call as "Sarbanes-Oxley Act", the law intended to enhance internal control in the United States. As to "J", it came from initial of Japan. In Japan, "J-SOX" has been enforced against listed companies to enhance internal control by emphasizing on reliability of financial statements.

Shareholder: I would like to know the operation result of AEON Credit Service Co., Ltd. in Japan, parent company of your company.

Director: I would like to briefly explain on the operation result of AEON Credit Service Co., Ltd. AEON Credit Service Co., Ltd. is a listed company in Tokyo Stock Exchange. Its financial statements are reliable as it has been constantly audited. Revenue and Net income of AEON Credit Service Co., Ltd. were approximately 121,530 Million yen and approximately 14,106 Million yen, respectively. As regulation controlling interest was issued in Japan as was issued in Thailand, its revenue and profit were slightly affected.

Resolution: Upon due consideration, the Meeting acknowledged the annual report and

the report of the Board of Directors as proposed by the Chairman in all

respects.

3. <u>Consideration and approval of the audited financial statements of the Company for the fiscal year ended February 20, 2008</u>

The Chairman proposed that the Meeting consider and approve the audited financial statements of the Company for the fiscal year ended February 20, 2008. The details of the audited financial statements of the Company for the fiscal year ended February 20, 2008 appeared in the annual report of the Company.

The shareholder at the Meeting raised questions and directors of the Company provided answers as follows:

Shareholder: I am referring to Statements of Income page 5 of Financial Statements and Notes to Financial Statements. Why the "Gain on sale of fixed assets" has decreased sharply?

Director: During the fiscal year ended February 20, 2007, the Company raised fund by sale and lease back of ATM and telephone system in accordance with market value, which generated income for the Company. But in the fiscal year ended February 20, 2008, we did not have such transaction. That's why the Gain on sale of fixed assets has decreased from the fiscal year ended February 20, 2007.

Shareholder: I am referring to Statements of Cash Flows on page 9 of Financial Statements and Notes to Financial Statements. Why the "Cash payments for fixed assets acquisition" increased sharply?

Director: The Company previously had office space for all units in Sermmit Tower located at Asoke Road. In order to control overall expenses, the Company however moved its units from Sermmit Tower to Exchange Tower located at Sukhumvit Road and Modernform Tower located at Srinakarin Road as the rental fee at Sermmit Tower had increased. In addition, for the sake of increasing operational efficiency, the Company established Khon Kaen center as the operation center in North Eastern Region for operation of customer service, credit control and collection functions and we expanded the function of Had-Yai Center in Southern Region. In addition to those move, establishment of 4 branches and improvement of server has contributed in increasing the "Cash payments for fixed assets acquisition".

Shareholder: Why we have to invest in AEON (Thailand) Co., Ltd. which is carrying out business of retail and how is its operation result?

Director: AEON (Thailand) Co., Ltd. has been good partner since we made investment and it gained profit since last year.

Shareholder: How much is the cost for proceeding with J-SOX?

Director: 2.5 Million Baht.

The Meeting considered the matter and cast votes. There were 206,503,630 votes approved the agenda with no objection and 6,545,700 votes abstained from the agenda.

Resolution: Upon due consideration, the Meeting approved the audited financial statements of the Company for the fiscal year ended February 20, 2008 as proposed by the Chairman.

4. Acknowledgement of the interim dividend payment and consideration and approval of the allocation of the profit and declaration of the final dividend payment for the fiscal year ended February 20, 2008, and determination of the closing date of the register book to identify the shareholders entitled to receive final dividend

The Chairman informed the Meeting that the Company paid an interim dividend to the shareholders, in the amount of Baht 1.00 (Baht One) per share, totaling Baht 250,000,000 (Baht Two Hundred Fifty Million) per the resolution of the Board of Directors' Meeting No. 4/2007 which was held on September 20, 2007. In this regard, the Company had already paid the said dividend to the shareholders on October 12, 2007.

In addition, the Chairman informed the Meeting that the operation results of fiscal year ended February 20, 2008 show net profits in the amount of Baht 1,173,494,722 (Baht One Billion One Hundred Seventy Three Million Four Hundred Ninety Four Thousand Seven Hundred and Twenty Two), the Meeting of Shareholders should consider and approve the allocation of the net profit as a reserve for business expansion in the amount of Baht 650,000,000 (Baht Six Hundred Fifty Million), and the declaration of final dividend payment for the fiscal year ended February 20, 2008 in the amount of Baht 1.00 (Baht One) per share to the shareholders. The dividend will be paid on June 30, 2008 and the closing date of the share register book to identify the shareholders who have the right to receive dividend is May 30, 2008, at 12.00 noon.

This is in addition to the interim dividend that has already been paid at Baht 1.00 (Baht One) per share on October 12, 2007. Therefore, the total amount of dividends paid for the fiscal year ended February 20, 2008 shall be Baht 2.00 (Baht Two) per share, equivalent to 42.61 percent of the net profit.

No shareholder raised the question.

The Meeting considered the matter and cast votes. There were 206,503,630 votes approved the agenda with no objection and 6,545,700 votes abstained from the agenda.

Resolution: Upon due consideration, the Meeting acknowledged the interim dividend payment and resolved to allocate the net profit as a reserve for business expansion, to declare the final dividend to the shareholders, and to determine the closing date of the register book to identify the shareholders

entitled to receive dividend as proposed by the Chairman in all respects.

5. Consideration and approval of the appointment of directors for the replacement of the directors who vacated office by rotation and determination of the remuneration of the directors of the Company

The Chairman informed the Meeting that under the Company's Articles of Association, one-third of the directors are due to retire at each Annual General Meeting of Shareholders. At this time, 4 directors shall retire by rotation, namely:

1.	Mr. Kazuhide Kamitani	Director	
2.	Mrs. Suporn Wattanavekin	Director	
3.	Mr. Chatchaval Jiaravanon	Director	

4. Mr. Noppun Muangkote Independent Director and Chairman of Audit Committee

Because Mrs. Suporn Wattanavekin, Mr. Chatchaval Jiaravanon, and Mr. Noppun Muangkote were knowledgeable and capable persons, the Chairman then proposed to the Meeting that it was deemed appropriate to re-appoint the said persons to serve as the Company's directors for another term. As Mr. Kazuhide Kamitani shall vacate his position at the Annual General Meeting of Shareholders, we would like to propose to appoint persons as indicated below to be elected as directors to replace directors retiring by rotation.

1.	Mrs. Suporn Wattanavekin	Director
2.	Mr. Chatchaval Jiaravanon	Director
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3. Mr. Noppun Muangkote Independent Director and Chairman of Audit Committee

4. Mr. Takatoshi Ikenishi Director

The Chairman proposed that the Meeting should consider and approve this matter.

Shareholder: As to Mr. Noppun Muangkote, he is also appointed in agenda 7. Why is that?

Director: The agenda 7 is for the appointment of position of Company's Audit Committee Member.

Shareholder: Certain directors are holding positions for several companies including position as CEO. He should be quite busy in holding various positions. Can he find time in being involved in management of the Company?

Director: Although certain director of the Company is holding various positions but he is not the executive director required to commute to the Company every day. In any case, he contributes to the Company in setting policy and strategy of the Company.

The Meeting considered the matter and cast votes to appoint the directors for the replacement of the directors who vacated office by rotation on one-by one basis as follows:

1. Mrs. Suporn Wattanavekin	Approved	206,503,130	votes
	Disapproved	500	votes
	Abstain	6,545,700	votes
2. Mr. Chatchaval Jiaravanon	Approved	205,430,630	votes
	Disapproved	1,073,000	votes
	Abstain	6,545,700	votes
3. Mr. Noppun Muangkote	Approved	205,419,130	votes
	Disapproved	1,073,000	votes
	Abstain	6,557,200	votes
4. Mr. Takatoshi Ikenishi	Approved	206,503,630	votes
	Disapproved	0	votes
	Abstain	6,545,700	votes

Resolution:

Upon due consideration, the Meeting approved to re-appoint Mrs. Suporn Wattanavekin, Mr. Chatchaval Jiaravanon and Mr. Noppun Muangkote who were retired by rotation, to serve as the Company's directors for another term and appoint Mr. Takatoshi Ikenishi as a new director of the Company to replace Mr. Kazuhide Kamitani.

In addition, the Chairman also proposed that the Meeting consider the determination of the remuneration of the directors for the fiscal year ended February 20, 2009 at not more than Baht 13,000,000 (Baht Thirteen Million).

The Meeting considered the matter and cast votes. There were 206,503,130 votes approved the agenda, 500 votes disapproved the agenda and 6,545,700 votes abstained from the agenda.

Resolution:

Upon due consideration, the Meeting resolved by votes of not less than two-thirds of all votes attending the Meeting to determine the remuneration of the directors for the fiscal year ended February 20, 2009 at not more than Baht 13,000,000 (Baht Thirteen Million) as proposed by the Chairman.

6. <u>Consideration and approval of the appointment of the auditors and determination of the audit fees for the fiscal year ended February 20, 2009</u>

The Chairman informed the Meeting that Mr. Permsak Jerajakwattana, Certified Public Accountant (Thailand) Registration No. 3427 and/or Ms. Nachalee Boonyakarnkul, Certified Public Accountant (Thailand) Registration No. 3126 and/or Mr. Niti Jungnitnirundr, Certified Public Accountant (Thailand) Registration No. 3809 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., the Company's auditors, were due to retire from being the Company's auditors. As Mr. Permsak has been appointed as the Company' auditor for 5 consecutive years since the fiscal year ended February 20, 2004. According to SEC's regulation, the auditor(s) of the listed company can not sign on the financial statements of listed company for more than 5 consecutive years.

The Chairman therefore proposed that the Meeting consider the appointment of Dr. Suphamit Techamontrikul, Certified Public Accountant (Thailand) Registration No. 3356 and/or Ms. Nachalee Boonyakarnkul, Certified Public Accountant (Thailand) Registration No. 3126 and/or Mr. Niti Jungnitnirundr, Certified Public Accountant (Thailand) Registration No. 3809 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditors for the fiscal year ended February 20, 2009, any one of these auditors is authorized to audit, express opinion and/or sign on the financial statements of the Company, audit report and/or any other relevant document.

In addition, the Chairman proposed that the Meeting consider the determination of the audit fees for the fiscal year ended February 20, 2009 at not more than Baht 4,900,000 (Baht Four Million and Nine Hundred Thousand) and other miscellaneous expense not more than Baht 120,000 (Baht One Hundred Twenty Thousand).

No shareholder raised the question.

The Meeting considered the matter and cast votes. There were 206,503,130 votes approved the agenda, 500 votes disapproved the agenda and 6,545,700 votes abstained from the agenda.

Resolution: Upon due consideration, the Meeting resolved to appoint the auditors and determine the audit fees of the Company's auditors as proposed by the Chairman.

7. <u>Consideration and approval of the appointment of the Audit Committee Members</u> for the fiscal year ended February 20, 2009

The Chairman informed the Meeting that the Company's Audit Committee Members shall be retired at every Annual General Meeting of the Shareholders. In this term, Mr. Noppun Muangkote, Mr. Dej Bulsuk and Mr. Shunichi Kobayashi shall retire by rotation. The Chairman proposed that the Meeting consider and approve re-appointment of these retired members to be the Audit Committee Members for the fiscal year ended February 20, 2009.

No shareholder raised the question.

The Meeting considered the matter and cast votes. There were 205,430,330 votes approved the agenda, 1,073,500 votes disapproved the agenda and 6,545,700 votes abstained from the agenda.

Resolution: Upon due consideration, the Meeting resolved to re-appoint Mr. Noppun Muangkote, Mr. Dej Bulsuk and Mr. Shunichi Kobayashi as the Audit Committee Members of the Company for the fiscal year ended February 20, 2009 as proposed by the Chairman in all respects.

8. <u>Consideration and approval of the amendment of Clause 3 (Objective of the Company) of the Memorandum of Association of the Company</u>

The Chairman proposed that the Meeting consider and approve the amendment of Clause 3 (Objective of the Company) of the Memorandum of Association of the Company in order to meet the expansion of scope of the business of the Company, details of which are as indicated below. Word, phrases or sentences newly inserted or amended appear in the notice to shareholders which was delivered to the shareholders prior to the Meeting and is indicated as underlined in the right column.

Before amendment	After amendment
No clause before amendment.	(39) To carry out business of direct sale or direct market under Direct Sale and Direct Market Act (upon receiving license from relevant authorities)

The shareholder at the Meeting raised questions and the director of the Company provided answers as follows:

Shareholder: Which products are intended to be sold under direct sale? Has AEON Credit Service Co., Ltd. in Japan experienced in direct sale?

Director: Direct sale intended by the Company shall be more like that are related to our current business, for instance offering sale of electronic appliance with credit. In Japan we already have experience in direct sale of, for instance, insurance, travel product, and electronic appliance.

Shareholder: How the direct mail shall contribute to profit of the Company?

Director: We have 2 million active data base. It would be depending on product we are going to sell.

The Meeting considered the matter and cast votes. There were 206,503,830 votes approved the agenda with no objection and 6,545,700 votes abstained from the agenda.

Resolution:

Upon due consideration, the Meeting resolved by votes of not less than three-fourths of all votes attending the Meeting to amend of Clause 3 (Objective of the Company) of the Memorandum of Association of the Company as proposed by the Chairman in all respects.

9. Consideration and approval of the Issuance and Offering of Debentures

The Chairman informed the Meeting that the Company would like to raise long-term fund and diversify funding sources for the Company's working capital. The Chairman then proposed that the Meeting consider and approve of the Issuance and Offering of Debentures as per the preliminary details of the debentures as follows:

Type Unsubordinated and unsecured debentures

Currency JРY Place to issue Japan

Issuing Amount Not exceeding Baht 3 billion equivalent amount Tenor Not more than 5 years from each issuance date Offer for sale to specific investors and/or Offering

institutional investors

Interest Rate Depend on market at time of offer and issuance

In addition, the Chairman proposed that the Meeting consider and approve appointing authorized directors of the Company to be authorized persons to act singly for and on behalf of the Company in effecting any acts and things in connection with the issuance and offering of debentures including without limitation as follows:

(a) appointing arranger(s) and underwriter(s),

- (b) filing with the Office of the Securities and Exchange Commission and all government authorities any applications and documents to effect the debentures issuance.
- determination and executing any other documents, relevant transactions, (c) terms and conditions relating to the issuance and offering of debentures.

The shareholder at the Meeting raised questions and the director of the Company provided answers as follows:

Shareholder: How is the interest in Japan?

Director: As deposit interest in Japan is quite low, lending interest in Japan is also low, approximately around 2%. It should be noted however that at time of commitment of borrowing money, we do hedging which shall increase cost of borrowing money from Japan. Rating of "A-" provided by Japanese rating company is also considered by the lender in setting the interest.

Shareholder: At time of increasing of interest, which would cause funding cost going up, together with inflation and increasing of non-performing loan ("NPL"), how shall company navigate itself in this business? As expense increases, would the profit of company be decreasing?

Director: In terms of NPL, ratio of NPL for our company in provincial area is lower than that of Bangkok and its suburb area. At time of increasing cost, we have proceeded to reduce expense of the Company by transferring operation staffs to the office at Modernform Tower. We also established operation center in each area, i.e. North Eastern Area, Northern Area, and Southern Area, which shall contribute to reduce cost.

Director: In terms of funding cost, we have implemented to maintain long term loan portion in borrowing money so that we can minimize funding cost.

Shareholder: In provincial area, does AEON provide service to persons engaging in agriculture as well? If so, how much is the ratio of such persons among customer base in provincial area?

Director: Most of our customers in provincial area are employees who have regular salary. Around 10% of our customers in provincial area engage in agriculture.

Shareholder: Depreciation of Thai baht shall affect to paying back/reimbursing the debentures? How much shall be funding cost in case issuing bond?

Director: We have policy to hedge financial risks, so even there is fluctuation in exchange rate there shall be no problem. Considering capital market so far, funding cost in case of issuing bond is around 6-6.5%, which shall include hedging cost, and this is competitive at market.

Shareholder: How much is the debt equity ratio of the Company?

Director: Currently debt equity ratio of the Company is 5.8 times.

The Meeting considered the matter and cast votes. There were 206,503,830 votes approved the agenda with no objection and 6,545,700 votes abstained from the agenda.

Resolution: Upon due consideration, the Meeting resolved by votes of not less than

three-fourths of all votes attending the Meeting to issue and offer

debentures as proposed by the Chairman in all respects.

10. Other business

The chairman asked the meeting if the shareholders would propose any other matters for consideration and gave a chance for the shareholders to raise further questions.

The shareholder at the Meeting gave comments or raised questions and director of the Company provided answers as follows:

Shareholder: As to audit fees, there should be comparison of fees with that of previous year.

Director: In fact, there is a table indicating the comparison of the fees in page 18 of the Notice to shareholders.

Shareholder: For Japanese directors in Japan have you ever considered of holding the meeting of Board of Directors as video conference?

Director: We appreciate your advice, although we should check if it is acceptable or not.

Shareholder: How much is the space of the office located in Exchange Tower? How many staffs are working at Exchange Tower for which unit?

Director: Around 1,900 square meters. At Exchange Tower there are around 200 staffs working at Marketing Department, Accounting and Finance Department, Administration and Human Resources, MIS Department and other offices.

Shareholder: This is my first time to attend the Meeting at the Company. I am impressed by the fact that there are many female directors compared to other companies as well as the fact that Japanese director also took the role in proceeding with the

Meeting. As the Company appears to generate much profit, is it possible that the Company offer lunch to shareholders for the next time? And would it be possible that shareholders shall join the activities of AEON Thailand Foundation?

Director: As to lunch, for the next time, we would see that confectionary and pastry shall be served in front of the room after meeting. Regarding participation of shareholders to the activities of AEON Thailand Foundation, we welcome participation of shareholders and shall announce the activities of the foundation from time to time.

Shareholder: I am referring to Statements of Income page 5 of Financial Statements and Notes to Financial Statements. What is the source of "Bad debt recovery"?

Director: It comes from the recovered debt after writing off, relating to credit card, hire purchase and personal loan.

Shareholder: Does change of policy of the Bank of Thailand relating to minimum payment from 10% to 5% shall affect the business of the Company?

Director: The change of the policy of the Bank of Thailand shall not influence the business of the Company because the Company has been maintaining the minimum payment ratio of 10%.

There being no further business proposed to the Meeting for consideration. The Chairman adjourned the Meeting at 12.20 p.m.

(Signed)

(Masao Mizuno Chairman of the Meeting