

10 April 2008

To: The Shareholders
Berli Jucker Public Company Limited

Re: Notice of the Ordinary General Meeting of Shareholders No. 1/2009

By virtue of the Meeting No. 1/2009 and No. 2/2009 of the Board of Directors of Berli Jucker Public Company Limited held on 26 February 2009 and 25 March 2009 respectively, it was resolved to hold the Ordinary General Meeting of Shareholders No. 1/2009 on 28 April 2009, at 15.00 hours, at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phraknong, Khet Klongtoey, Bangkok 10110, to consider the following agendas:

Agenda No. 1 To adopt the Minutes of the Ordinary General Meeting of Shareholders No. 1/2008 held on 28 April 2008.

Background The Ordinary General Meeting of Shareholders No. 1/2008 was held on 28 April 2008. A copy of the Minutes is delivered to the Shareholders together with this Notice. (Enclosure No. 1)

Board's opinion The Board has considered and agreed that these Minutes are accurate and in accordance with the resolutions of the Meeting. The Shareholders should adopt such Minutes.

Agenda No. 2 To acknowledge the Company's Annual Report and the Board of Directors' Report on the Company's operational results for 2008.

Background The report of the operations of the Company for the year 2008 appears in the Annual Report, which is delivered to the Shareholders together with this Notice. (Enclosure No. 2)

Board's opinion The Board has considered and agreed that the operational results are satisfactory. The report of the Board of Directors on the Company's 2008 operations will be presented to the Shareholders for acknowledgement.

Agenda No. 3 To consider and approve the Company's Financial Statements, Balance Sheet and Statement of Income for the fiscal year ended 31 December 2008.

Background The Financial Statements, Balance Sheet and Statement of Income for the fiscal year ended 31 December 2008 as duly audited by the auditor and considered by the Audit Committee appears in the Financial Statements section of the Annual Report delivered to the Shareholders together with this Notice. (Enclosure No. 2)



Board's opinion The Board has considered and agreed that the Financial Statements, Balance Sheet and Statement of Income for the fiscal year ended 31 December 2008 were duly audited by the Auditor and considered by the Audit Committee. The Shareholders should approve the Financial Statements, Balance Sheet and Statement of Income for the fiscal year ended 31 December 2008.

Agenda No. 4 To consider and approve the dividend payment based on the Company's operations for 2008.

Background Due to the profitable operation in 2008, by the resolution of the Board of Director's Meeting No. 5/2008, which was held on 13 August 2008, it was resolved to pay an interim dividend to all shareholders of the Company on 12 September 2008 at the rate of Baht 0.15 per share. The Company thus, reported such payment of interim dividend to Shareholders in this Ordinary General Meeting of Shareholders. Furthermore, the Company proposed to pay an additional dividend for 2008 of Baht 0.15 per share. Accordingly, the total amount of dividend payment for 2008 inclusive of interim dividend payment announced by the Company shall be Baht 0.30 per share. The Company shall pay dividend on 27 May 2009 to the entitled shareholders whose names appear in the share register on 7 May 2009, the record date of the Company for the right to receive dividend. The Statement of Dividend Payment is delivered to the Shareholders together with this Notice. (Enclosure No. 3)

Board's opinion The Board has considered and agreed that the proposed 2008 dividend payment at the payout ratio of 44.26 percent of net profit after tax for which the Company has duly considered its cash flow and/or investment in projects or expansion projects for the existing business operations, is fair and in line with the dividend policy of the Company. The Shareholders should approve the dividend payment based on the Company's operations for 2008.

Agenda No. 5 To consider the election of Directors to replace those who retire by rotation.

Background In order to comply with the Company's Article 17 (Enclosure No. 4), which stipulates that "At every annual general meeting, one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. The Directors to retire on the first and second years following the registration of the Company, shall be drawn by lots. In every subsequent year, the Directors who have been longest in office shall retire. A retiring Director is eligible for re-election.", there shall be a consideration to



elect directors to replace the retired directors. There are 5 Directors retired by rotation this year. The 5 Directors who retire by rotation who are proposed for re-election are Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Suvarn Valaisathien, Mr. Panot Sirivadhanabhakdi and Mr. Suvit Maesincee. Their profile of 5 Directors are delivered to the Shareholders together with this Notice. (Enclosure No. 5)

Board's opinion The Board has considered and agreed with the proposal of the Nomination and Remuneration Committee that 5 Directors namely, Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Suvarn Valaisathien, Mr. Panot Sirivadhanabhakdi and Mr. Suvit Maesincee, who retire by rotation are suitable to be re-elected to the Board as they are knowledgeable, capable and beneficial of managing the Company. The Shareholders should elect the proposed Directors to serve the Company for another term.

Agenda No. 6 To fix the remuneration for Directors.

Background In order to comply with the law and the Company's Articles of Association, which state that it is required to consider fixing the remuneration for Directors, the details of Remuneration for Directors, which was considered by the Nomination and Remuneration Committee, are delivered to the Shareholders together with this Notice. (Enclosure No. 6)

Board's opinion The Board has considered and agreed with the Nomination and Remuneration Committee that proposed remuneration for Directors in the total amount of not exceeding Baht 25,000,000 per year, is appropriated. The Shareholders should approve such remuneration for Directors and authorize the Nomination and Remuneration Committee and the Chairman of the Board to decide the details of payment and rates be paid to each Director according to their duty and responsibility of each Director.

Agenda No. 7 To appoint the Auditors and fix the audit fee for 2009.

Background In order to comply with the law and the Company's Articles of Association, which state that it is required to consider appointing the Auditors and fix the audit fee for 2009. The proposed appointees are Auditors from KPMG Phoomchai Audit Limited. Details of annual audit fee of the Company and Subsidiaries was delivered to the Shareholders together with this Notice (Enclosure No. 7)



Board's opinion

The Board has considered and agreed to propose the appointment of the Auditors namely, Mr. Nirand Lilamethwat, CPA Registration No. 2316, Miss Nittaya Chetchotiros, CPA Registration No. 4439 or Miss Bongkot Amsageam, CPA Registration No. 3684, of KPMG Phoomchai Audit Limited to be the Company's auditors by empowering any one of those to conduct an audit and express an opinion on the Company's annual financial statements. The proposed auditors have been reviewed by the Audit Committee by considering their qualifications, auditing performance, work efficiency, absence of any relationship or conflict of interest with the Company or any person related to the Company, and amount of audit fee. The respective auditors are suitable to be the auditors of the Company as they are knowledgeable, reputable and approved by the Office of the Securities and Exchange Commission. The annual audit fee for 2009 of Baht 975,000 plus quarterly review fee of Baht 1,056,000 totaling Baht 2,496,000, is justifiable. The Shareholders should approve the appointment of the proposed Auditors and fix the audit fee at Baht 2,496,000 per year.

Agenda No. 8

To consider the amendment of the Article 13 of the Company's Articles of Association.

Background

The existing Article 13 of the Company's Articles of Association stipulates that an Executive Director shall be appointed from the directors only, which limits the Company from nominating non-director personnel who are knowledgeable and capable to manage the Company. In order to enable the Company to seek more knowledgeable and capable Executive Board members from wider sources, it deems appropriate to consider the amendment of Article 13 of the Company's Articles of Association as follows:

Existing:

"The Company shall have a Board of Directors which consists of at least 5 natural persons. The Board of Directors shall elect a director to be the Chairman, and may elect a Vice Chairman, Managing Director and any other positions as they see fit and no less than half of them shall be resident in the Kingdom.

The Board of Directors may form an Executive Board which comprises the number of Directors as they deem fit which shall include the Managing Director and a Chairman to be appointed. The Board of Directors' Meeting may fix the remuneration i.e. salary, meeting fee and bonus for Executive Directors."



New:

“The Company shall have a Board of Directors which consists of at least 5 natural persons. The Board of Directors shall elect a director to be the Chairman, and may elect a Vice Chairman as they see fit and no less than half of them shall be resident in the Kingdom.

The Board of Directors shall elect a director to be appointed as President.”

Board's opinion

The Board has considered and agreed to amend the Article 13 of Company's Articles of Association as per the aforementioned in the new article to be the Article 13 of the Company's Articles of Association. The Shareholders should approve the amendment of the Article 13 of the Articles of Association, as proposed.

Agenda No. 9

To consider and approve the acquisition of the ordinary shares of T.C.C. Technology Company Limited from TCC Holdings Company Limited numbering 3,060,000 shares, equal to 17.00 percent of the paid-up capital, at a price of Baht 11.45 per share, for a total amount of Baht 35,037,000

Background

The acquisition of ordinary shares of T.C.C. Technology Company Limited from TCC Holdings Company Limited for 3,060,000 shares, equal to 17.00 percent of the paid-up capital, at a price of Baht 11.45 per share, for a total amount of Baht 35,037,000 is considered as purchasing or accepting transfer of business of another public or private company according to Section 107 (2) (Khor) of the Public Limited Company Act B.E. 2535 and Article of Association, Article 36, second paragraph, Sub-clause b), for which approval from the Company's shareholders is sought. Such acquisition is also considered as a connected transaction of a listed company but the value of transaction does not trigger the transaction size which requires approval from the Company's shareholders as prescribed by the Notification of the Board of Governors of the Stock Exchange of Thailand regarding the Disclosure of Information and other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 and the amendments thereto.

Board's opinion

The Board has considered and is of the opinion that the acquisition of ordinary shares of T.C.C. Technology Company Limited at the price and amount, which were considered by the Audit Committee (except the interested directors), the Board of Directors (except the interested directors) and the Independent Financial Advisor, be beneficial to the Company and the Shareholders. The Shareholders should approve the investment in T.C.C. Technology Company Limited, as proposed



Agenda No. 10 To consider other business (if any).

Please note that the Company's record date for the rights to attend and vote in the Ordinary General Meeting of Shareholders has been specified on 8 April 2009. The shareholders who are entitled to attend and vote at the Ordinary General Meeting of Shareholders No. 1/2009 are those whose names appear in the share register on 8 April 2009. The record date for the rights to receive dividend has been specified on 7 May 2009. The shareholders who are entitled to receive dividend are those whose names appear in the share register on 7 May 2009.

All shareholders are invited to attend on the date, at the time and place mentioned above. Any shareholder may authorize another person as their proxy to attend and vote on their behalf, in which case please complete the attached proxy form and submit this to the Company Secretary prior to the meeting.

Yours faithfully,

Berli Jucker Public Company Limited

Chinnawat Thongpakdee

Company Secretary

Enclosures:

1. Copy of Minutes of the Ordinary General Meeting of Shareholders No. 1/2008
2. 2008 Annual Report
3. Statement of Dividend Payment
4. Articles of Association of the Company concerned on Meeting of Shareholders
5. Directors' Resumes
6. Details of Remuneration for Directors
7. Details of Annual Audit Fee
8. Identification Documents present at the Shareholders' Meeting and Registration
9. Rules of Practice for Voting at the Shareholders Meeting and Vote Counting
10. Proxy Forms in compliance with the Notice of Department of Business Development Re Prescription of Form of Proxy (No. 5) B.E. 2550 and Explanation regarding Proxy Forms for Shareholders' Meeting
11. Map to Berli Jucker Public Company Limited

Note: If any Annual Report Book is required please contact Company Secretariat Office at 3rd Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong, Khet Klongtoey, Bangkok 10110 or via e-mail at comsec@bjc.co.th.