

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2007 of Berli Jucker Public Company Limited held on Monday, 26 November 2007, at 15.05 hours, at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Phrakonong, Klongtoey, Bangkok

Mr. Charoen Sirivadhanabhakdi, Chairman of the Board of Directors, declared the Meeting open at 15.05 hours. The Chairman welcomed the Shareholders present at the Meeting and recorded that 89 Shareholders were attending the Meeting in person and by proxy, representing 146,925,442 shares or 92.51 percent of 158,812,500 issued shares, thus constituting a quorum in accordance with the Company's Articles of Association. The Company's 14 Directors attended the Meeting namely, Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Narong Srisa-an, Mr. Chaiyut Pilun-Owad, Mr. Suvarn Valaisathien, Mr. Thirasakdi Nathikanchanalab, Mr. Sithichai Chaikriangkrai, Mr. Panot Sirivadhanabhakdi, Mrs. Atinant Bijanonda, Mrs. Thapanee Techajareonvikul, Mr. Aswin Techajareonvikul, Mr. Staporn Kavitanon, Mr. Weerawong Chittmitrapap and Mr. Thien Mekanontchai. Mr. Thapana Sirivadhanabhakdi, Director, duly executed for his absence today due to his overseas business trip. The co-attendants at the meeting are: Mr. Santichai Dumprasertkul, Company Secretary, Mr. Supakit Assavachai, Group Financial Controller, Berli Jucker Management Board and Managing Directors of Subsidiaries.

The Chairman invited Mr. Narong Srisa-an, Vice Chairman, to proceed the Meeting today.

Mr. Narong Srisa-an, Vice Chairman, informed the Meeting that in order to have the Meeting held properly, the Shareholders were requested to cast the votes in the voting coupons which had been handed to the Shareholders when entering into the Meeting Room. The Shareholders may cast the vote of; Approve, Disapprove or Abstain on each Agenda. The voting coupons shall be collected by the Company's staff for counting. The Vice Chairman further informed the Meeting that the Committee shall collect and count the votes of Disapprove and Abstain then deduct with the total shares presented in the Meeting and shall announce the number of the votes' result to the Meeting by each agenda. In order to make this procedure more accurately and transparently, the Vice Chairman invited the Meeting to set up a committee for counting the voting coupons which consisted of; one representative from the audit firm, one from the legal consulting office and invited two volunteers from the shareholders. In this regard, Miss Supattra Angurasawat and Mr. Tienchai Wongnavaporn, shareholder and proxy volunteered to join the committee for counting the votes. Therefore, the committee for votes counting consisted of Miss Waraporn Kanjanarussamichot, representative of audit firm, Miss Sopavadee Uttamobol, representative of the legal consulting office, Miss Supattra Angurasawat and Mr. Tienchai Wongnavaporn representative of shareholders, to serve as committee members for this vote counting.

The Meeting then proceeded according to the agendas as follows:



Agenda No. 1 To adopt the Minutes of the Ordinary General Meeting of Shareholders No. 15 held on 26 April 2007

Board's opinion: These Minutes are accurate and in accordance with the resolutions of the Meeting. The Shareholders should adopt such Minutes.

The Vice Chairman proposed to the Meeting for adoption, the Minutes of the Ordinary General Meeting of Shareholders No. 15 held on 26 April 2007. In the opinion of the Board of Directors, these Minutes were accurate and in accordance with the resolutions of the Meeting. The Shareholders should adopt such Minutes.

Mr. Suwit Laohapolwattana, shareholder, proposed to amend the Minutes by adding clauses "of Pathumtani Water Company Limited and Pathumtani Water Operation Company Limited" after the words "sale of investment" as specified in page 6/14 at the second sub-paragraph of Agenda 3 of the Minutes of the Ordinary General Meeting of Shareholders No. 15: To consider and approve the Company's Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2006 as well as to add the sentences " the Shareholder questioned on the sale of investment of the Company held by its subsidiary in the amount of 1,828,200 shares what was the selling price of those shares and when those share were sold, by which Mr. Suvarn Valaisathien has replied that they were sold at the approximate price of Baht 43 per share and was sold around early or end of the preceding month" after the clause "And the Board of Directors had resolved to divest through the Stock Exchange of Thailand at market price to the public" as specified in page 7/14 of the same Agenda.

Mr. Weerawong Chittmittrapap, the member of Audit Committee clarified to the Meeting that this Agenda required the resolution of Shareholders for adoption the Minutes of the preceding Ordinary General Meeting of Shareholders which the Shareholders may resolve to adopt the Minutes as per proposal or adopt the Minutes as amended as per Mr Suvit Laohapolwattana requested. In the case that the Minutes as amended would be adopted, this would be subject to the condition that the Company is entitled to re-check with the facts whether the proposed amendment is in line with the facts given on that Meeting day or not. The Company will subsequently consider whether the proposed amendment should be made or not and how the Minutes should be amended. In order not to waste the time of other Shareholders attending this Meeting, if any shareholders still had any questions which were not related to this Agenda, they were kindly requested to raise their queries in the Agenda of Other Businesses.

There was no other shareholders raised any questions or opinion, the Vice Chairman proposed the Meeting to resolve the adoption of the Minutes of the Ordinary General Meeting of Shareholders No. 15 held on 26 April 2007.

After consideration, the Meeting adopted the Minutes of the Ordinary General Meeting of Shareholders No. 15 held on 26 April 2007 with a vote of:

Approved	146,905,900 shares	Shareholder	78 persons
Disapproved	19,212 shares	Shareholder	7 persons
Abstained	830 shares	Shareholder	4 persons
Total shares	146,925,442 shares	Shareholder	89 persons



Agenda No. 2 **To acknowledge the interim dividend payment for 2007 duly paid on 6 September 2007.**

Board's opinion: The Board has considered this matter and agreed that the interim dividend payment for 2007 which was duly paid to shareholders at the rate of 48.5 percent of the net profit is appropriate and in compliance with the Company's policy regarding the dividend payment. The Shareholders should acknowledge the interim dividend payment as specified in the Articles of Association of the Company and the provisions of the Public Limited Company Act.

The Vice Chairman informed the Meeting that based on the Company's operations for first six months of 2007, the Company has the profit and the Board of Directors Meeting No. 71 held on 9 August 2007 resolved to pay the interim dividend for 2007 at the rate of Baht 1.50 per share to those entitled shareholders whose names appeared in the share register at the date of closing the share register as of 23 August 2007 on 6 September 2007. The Statement of Interim Dividend Payment for 2007 is delivered to the Shareholders together with this Notice. (Enclosure No. 2). The Company agreed that it is appropriate to report the Shareholders on the interim dividend payment for their acknowledgement in compliance with the Company's Articles of Association and the applicable laws.

The Vice Chairman further informed the Meeting that during the Meeting there were two more shareholders joining the Meeting in person and by proxy. Therefore, the total number of the Shareholders presented at the Meeting were 91 shareholders representing 146,977,242 shares.

The Meeting acknowledged the matters as presented by the Vice Chairman.

Agenda No. 3 **To consider and approve the alteration of the par value and number of the Company's shares from the existing par value of Baht 10 (Ten baht) each of 158,812,500 shares (One hundred fifty eight million eight hundred twelve thousand five hundred shares) to be at the par value of Baht 1 (One baht) each of 1,588,125,000 shares (One thousand five hundred eighty eight million one hundred twenty five thousand shares).**

Board's opinion: The Board considered that the alteration of the par value and number of the Company's shares was beneficial to shareholders and investors in the Stock Exchange of Thailand. The Shareholders should approve the alteration of the par value and number of the Company's shares as proposed.



The Vice Chairman declared to the Meeting that due to the number of the Company's shares and its volume of share trading in the Stock Exchange of Thailand was small, to split the par value of the Company's shares at a ratio of 1:10 will increase the liquidity of shares in the market and enabled investors to trade more as well as to spread the Company's shares more widely to the public. The Board of Directors agreed that it was deemed appropriate to propose this matter to the Shareholders Meeting to consider and approve the alteration of the par value and number of the Company's shares from the existing par value of Baht 10 (Ten baht) each of 158,812,500 shares (One hundred fifty eight million eight hundred twelve thousand five hundred shares) to be at the par value of Baht 1 (One baht) each of 1,588,125,000 shares (One thousand five hundred eighty eight million one hundred twenty five thousand shares) and empower the Board of Directors or the persons nominated by the Board of Directors to proceed with the formalities involving such alteration of the par value and number of the Company's shares. The Vice Chairman then requested the Meeting to consider this matter.

There was no shareholder raised any question or opinion, the Vice Chairman proposed the Meeting to approve the alteration of the par value and number of the Company's shares.

After consideration, the Meeting approved the alteration of the par value and number of the Company's shares as proposed by the Vice Chairman in all respects with a vote of more than three-fourth of the votes of shareholders attending the Meeting and having the rights to vote, as follows:

Approved	146,976,935 shares	Shareholder	87 persons
Disapproved	307 shares	Shareholder	4 persons
Abstained	- shares	Shareholder	- persons
Total shares	146,977,242 shares	Shareholder	91 persons

Agenda No. 4 **To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association, to be read as follow: "The registered capital of the Company is Baht 1,588,125,000 (One thousand five hundred eighty eight million one hundred twenty five thousand baht) divided into 1,588,125,000 shares (One thousand five hundred eighty eight million one hundred twenty five thousand shares) at Baht 1 (One baht) per share."**

Board's opinion: The Board considered that the Shareholders should approve the amendment of Clause 4 of the Company's Memorandum of Association, to be in line with the alteration of the par value and number of the Company's shares.

The Vice Chairman declared to the Meeting that further to the preceding resolution of the Meeting which resolved to approve of the alteration of the par value and number of the Company's shares, in order to be in line with the resolution resolved by the Shareholders in Agenda 3, the Meeting was therefore requested to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association, to be read as follow:



The existing clauses was:

“The registered capital of the Company is Baht 1,588,125,000 (One thousand five hundred eighty eight million one hundred twenty five thousand baht) divided into 158,812,500 shares (One hundred fifty eight million eight hundred twelve thousand and five hundred shares) at Baht 10 (Ten baht) per share.”

To be the following new clauses:

“The registered capital of the Company is Baht 1,588,125,000 (One thousand five hundred eighty eight million one hundred twenty five thousand baht) divided into 1,588,125,000 shares (One thousand five hundred eighty eight million one hundred twenty five thousand shares) at Baht 1 (One baht) per share.”

There was no shareholder raised any question or opinion, the Vice Chairman proposed the Meeting to approve the amendment of Clause 4 of the Company’s Memorandum of Association.

After consideration, the Meeting approved the amendment of Clause 4 of the Company’s Memorandum of Association with a vote of more than three-fourth of the votes of shareholders attending the Meeting and having the rights to vote, as follows:

Approved	146,976,935 shares	Shareholder	87 persons
Disapproved	307 shares	Shareholder	4 persons
Abstained	- shares	Shareholder	- persons
Total shares	146,977,242 shares	Shareholder	91 persons

Agenda No. 5 **To consider and approve the acquisition of the ordinary shares of Thai Beverage Can Limited from Surasate Company Limited, T.C.C. Industrial Park Company Limited, CWS. Company Limited and Songvard Riverside Company Limited for 50 million shares, equaling to 50 percent of the paid-up capital, at a price of Baht 21.48 per share, with a total amount of Baht 1,074,000,000.**

Board’s opinion: The Board has considered and is of the opinion that the acquisition of ordinary shares of Thai Beverage Can Limited at the price and amount, which were considered by the Audit Committee, 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 Thai Beverage Can Limited, as proposed.

Due to many directors were interested persons for this Agenda, the Chairman invited Mr. Staporn Kavitanon, Chairman of the Audit Committee to proceed the Meeting for this Agenda and the interested directors would not involve in clarification on this Agenda.



The Chairman of the Audit Committee declared to the Meeting that the Board of Directors Meeting No. 72 held on 18 October 2007 has resolved and agreed that the Company should acquire the ordinary shares of Thai Beverage Can Limited in total number of 50,000,000 shares, equaling to 50 percent of paid-up capital at price evaluated by the P/E Multiple Approach of Baht 21.48 each, totaling to Baht 1,074,000,000. This transaction is considered as the connected transaction of listed company 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 it require an approval from the Company's shareholders by passing the resolution by the votes of not less than three-fourth of the shareholders and proxies (if any) attending the Meeting and having the rights to vote, exclusive of the interested shareholders. The Chairman of the Audit Committee further informed that the Audit Committee has duly checked out the data with due consideration to the opinion of Independent Financial Advisor and agreed that the price of shares to be purchased from the connected persons at the rate of Baht 21.48 per share is appropriate and acceptable as it was the price specified by P/E Multiple Approach by using the ratio of the weighted average price of P/E of the similar business which are companies listed in the Stock Exchange of Thailand by which the computed price is also lower than those assessed by using the discounted cash flows method, which is Baht 41.22 per share which the Independent Financial Advisor opinioned that is the most appropriate one.

The Chairman of the Audit Committee invited Mr. Thirasakdi Nathikanchanalab, the President of the Company to present the detailed information to the Meeting for consideration.

The President declared to the Meeting that for more than 5 years that he had served as the President of the Company, he found that packaging is the core business of the Company which would generates income to the Company continuously whether they are in forms of glass or plastic containers. Accordingly, if the Company wishes to extend the packaging business line, aluminum cans would be another interested business line for packaging which will generate more income for the Company in the future. As there are few operators in can containers business in Thailand, Thai Beverage Can Limited is a company which has high efficiency. This would be beneficial to the Company as it is an investment in the business which is firm and having good business operation return. If the Shareholders Meeting decided to approve, the Company will acquire ordinary shares from Surasate Company Limited, T.C.C. Industrial Park Company Limited, CWS. Company Limited and Songvard Riverside Company Limited for 50 million shares, equaling to 50 percent of the paid-up capital, at a price of Baht 21.48 per share, with a total amount of Baht 1,074,000,000. The purchasing price is evaluated by using the P/E Multiple Approach (P/E Ratio) as it was the method which could reflect the value of the business similar to the business of Thai Beverage Can Limited and being one of the price proposed by the Independent Financial Advisor which is also lower than the price the Independent Financial Advisor recommended as the appropriate one.



SICCO Advisory Company Limited, the Independent Financial Advisor uses 4 assessment methods for the price evaluation and assessment, namely Book Value Approach, by which the purchasing price was Baht 12.98 per share, Adjusted Book Value Approach, by which the purchasing price was Baht 16.96 per share, Price Per Earning Ratio (P/E Ratio), by which the purchasing price was Baht 21.48 per share and Discount Cash Flow Approach, by which the purchasing price was Baht 41.22 per share.

The President further declared to the Meeting that the source of fund for acquiring ordinary shares of Thai Beverage Can Limited will be from working capital of the Company and/or debenture issuance (which was approved by the resolution of the General Meeting of Shareholders No. 15 held on 26 April 2007) and/or loan from financial institutes which was approved by the resolution of the Board of Directors Meeting No. 73 held on 14 November 2007 as an addition alternative for the Company as per details specified in the Company's letter dated 15 November 2007 duly dispatched to the Shareholders. The President then requested the Meeting to consider this matter.

Shareholders were of the opinion and raised further queries as follows:

- The President and Independent Directors responded to the queries raised by Mr. Suwit Laohapolwattana whether the Company has any different measurement for considering sale and purchase of assets of the Company that the Company has no different measurement for considering sale and purchase of assets. The Company will consider whether the price is reasonable and does not affect the financial status of the Company as well as it must be beneficial to the Company and shareholders.

- Mr. Sakchai Sakulrisontri questioned what would be the benefit for the minor shareholders from acquisition of the shares of Thai Beverage Can Limited, when the Company will be able to receive the dividend payment after the acquisition, whether or not the minor shareholders will be entitled to purchase the shares of Thai Beverage Can Limited and whether the shareholders will be entitled to purchase the shares at the special price if the subsidiaries of the Company become listed companies and trade their shares in the Stock Exchange of Thailand. The President responded that an investment in the shares of Thai Beverage Can Limited in the amount of 50 percent will result the Company be entitled to receive the dividend payment in the proportion of its shareholding if Thai Beverage Can Limited has the profit and declare dividend payment at the end of the fiscal year. In regard to the timing for dividend payment, the President informed that if Thai Beverage Can Limited has profit from its business operation, it can declare the dividend payment to its shareholders. For the rights of minor shareholders in acquiring Thai Beverage Can Limited's shares, it was irrelevant as the Company is the share purchaser, its shareholders would be benefited on the dividend once the Company gains more profit from this new investment. For the subsidiaries' shares, the Company had no plan yet to list their shares in the Stock Exchange of Thailand.



- Other shareholders broadly questioned the criterion for valuation of Thai Beverage Can Limited's shares, source of fund for acquisition of such shares including the affects to the financial statements and account booking etc. The President and Independent Financial Advisor clarified until the Shareholders were satisfied with those responses.

There was no other shareholders raised any questions or opinion, the Vice Chairman proposed the Meeting to approve the acquisition of the ordinary shares of Thai Beverage Can Limited. In this regard, the Vice Chairman further declared to the Meeting that there were only 87 shareholders having 25,331,210 votes entitled to vote after deduction of 4 interested shareholders' votes, equaling 121,646,032 votes.

After consideration, the Meeting approved the acquisition of the ordinary shares of Thai Beverage Can Limited as proposed by the Vice Chairman in all respects with a vote of more than three-fourth of the votes of shareholders attending the Meeting and having the rights to vote, as follows:

Approved	25,260,298 shares	Shareholder	78 persons
Disapproved	2,212 shares	Shareholder	6 persons
Abstained	68,700 shares	Shareholder	3 persons
Total shares	25,331,210 shares	Shareholder	87 persons

Agenda No. 6 To consider other business (if any).

The President and Directors replied the inquiry from the shareholder in relation to the sale of the Company share in the amount of 1,828,200 shares held by a subsidiary and the sale of shares of Pathumtani Water Company Limited and Pathumtani Water Operation Company Limited. However, the shareholder still required clarification for some further details relating to both deals. The Chairman committed that the Company will search more information and explain to the shareholder in the incoming Ordinary General Meeting of Shareholders.

As there was no further business, the Chairman thanked to all Shareholders for their times spending for attendance of this Meeting and then he declared the Meeting adjourned at 16.50 hours.

Signed

Charoen Sirivadhanabhakdi
Chairman

Recorded by
Santichai Dumpprasertkul
Company Secretary