



9 November 2007

To: The Shareholders
Berli Jucker Public Company Limited

Re: Notice of the Extraordinary General Meeting of Shareholders No. 1/2550

By virtue of the Meeting No. 72 of the Board of Directors of Berli Jucker Public Company Limited held on 18 October 2007, it was resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2550 on Monday, 26 November 2007, at 15.00 hours, at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong, Khet Klongtoey, Bangkok 10110, to consider the following agenda:

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

Background The Ordinary General Meeting of Shareholders No. 15 was held on 26 April 2007. A copy of the Minutes is delivered to the Shareholders together with this Notice. (Enclosure No. 1)

Board's opinion 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 interim dividend payment for 2007 duly paid on 6 September 2007.

Background Due to the profitable operation for the first six-month period of 2007, the Board of Director's Meeting No. 71 held on 9 August 2007 has resolved that the interim dividend would be paid to all shareholders of the Company at the rate of Baht 1.50 per share. The interim dividend payment has already been paid 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)

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.

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อาคาร เบลริจุกเกอร์ 99 ซอยรูเบีย
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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).

Background

As the number of the Company's shares and its volume of share trading in the Stock Exchange of Thailand was slight amount, it was deemed appropriate to split the par value of the Company's shares at a ratio of 1:10 in order to increase the liquidity of shares in the market and capability of the investors to trade shares as well as to spread the Company's shares more widely to the public.

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.

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."

Background

The proposed amendment is made to be in line with the resolutions in Agenda 3 for alteration of the par value and number of the Company's shares. The detail of Clause 4 of the Company's Memorandum of Association is delivered to the Shareholders for reference together with this Notice. (Enclosure No. 3)

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.

Agenda No. 5

To consider and approve the acquisition of the ordinary shares of Thai Beverage Can Company 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.

Background

The acquisition of the ordinary shares of Thai Beverage Can 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, which is considered as the connected transaction of listed company and the 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 is sought. The Information Disclosure on Connected Transaction for an Investment in Thai Beverage Can Company Limited is delivered to the Shareholders together with this Notice. (Enclosure No. 4)

Board's opinion

The Board has considered and is of the opinion that the acquisition of ordinary shares of Thai Beverage Can Company 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 Company Limited, as proposed.

Remarks: Pursuant to the Notification of the Board Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546, it was stated that a resolution of the Shareholders' Meeting to approve the decision to enter into a connected transaction must consists of not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding interested shareholders.

The names and the number of shares of the connected persons and/or interested shareholders who have no right to vote as at 6 November 2007, which is the closing date of the share register for suspension of the share transfer for the right to attend the Extraordinary General Meeting of Shareholders No. 1/2550 held on 26 November 2007, is attached as the Additional Enclosure No. 1.

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

The Company has declared that it has closed the share register from 6 November 2007, at 12.00 hours to 26 November 2007 until the meeting will be adjourned. The Shareholders who are entitled to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2550 must be those whose names appeared in the share register on 6 November 2007 at 12.00 hours.

All shareholders are invited to attend on the date, at the time and place as mentioned above. Any shareholders wish to appoint other persons as their proxies to attend and vote on their behalf, please complete and sign on the attached proxy forms and submit the same to the Company Secretary before the Meeting has started.



Yours faithfully,
Berli Jucker Public Company Limited

Santichai Dumpprasertkul
Company Secretary

Enclosures:

1. Copy of Minutes of the Ordinary General Meeting of Shareholders No. 15
2. Statement of Interim Dividend Payment for 2007
3. Clause 4 of the Company's Memorandum of Association
4. Information disclosure on Connected Transaction for an Investment in Thai Beverage Can Company Limited
5. Articles of Association of the Company regarding Meeting of Shareholders
6. List of documentary evidence representing the status of Shareholders entitled to attend and vote at the Meeting and Registration
7. Rules of Practice for Voting at the Shareholders Meeting and Vote Counting
8. Proxy Forms in compliance with the Notice of Department of Business Development Re: Prescription of Proxy Form (No. 5) B.E. 2550 and Explanation regarding Proxy Forms for Shareholders' Meeting
9. Map to Berli Jucker Public Company Limited

(Translation)

Minutes of the Ordinary General Meeting of Shareholders No. 15 of Berli Jucker Public Company Limited held on Thursday, 26 April 2007, at 10.05 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 10.05 hours. The Chairman welcomed the Shareholders present at the Meeting and recorded that 45 Shareholders were attending the Meeting in person and by proxy, representing 140,647,572 shares or 88.57 percent of 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. Sompoth Kosum, Mr. Sithichai Chaikriangkrai, Mr. Thapana Sirivadhanabhakdi, Mrs. Atinant Bijanonda, Mr. Thirasakdi Nathikanchanalab, Mr. Suvarn Valaisathien, Miss Thapanee Sirivadhanabhakdi, Mr. Staporn Kavitanon, Mr. Weerawong Chittmittrapap and Mr. Thien Mekanontchai. Mr. Panot Sirivadhanabhakdi, Director, had notified to the Board for his absence today because of his overseas business trip. The Observers attended the Meeting namely, Mr. Santichai Dumpprasertkul, Company Secretary, Mr. Supakit Assavachai, Group Financial Controller, Mr. Nirand Lilamethwat and Mrs. Wilai Buranakittisophon, Company's Auditors, 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 on the rules of practice and procedure for voting at this Shareholders Meeting which complied with Enclosure No. 9 of the Notice of this Meeting. The voting coupons 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. In order to make this procedure more correctly and transparently, the Vice Chairman invited the Meeting to set up a committee for counting the voting coupons which consisted of; two from the Auditors, Miss Padee Amorntanont and Miss Wilai Assawapiriya-a-nan, one from counselor, Miss Sutaporn Padungsuntorn and invited one volunteer from the shareholder, Miss Oranee Sangprayoonporn, shareholder, to serve as witnesses for this vote 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. 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. 14 held on 28 March 2006.

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. 14 held on 28 March 2006. 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. Hungchai Akavassakul, representative by proxy from the Thai Investors Association, stated to the Meeting that it was pleasure to attend the Meeting again this year and admired the Company in arranging the Meeting today better than previous year. He then proposed to amend the Minutes of Meeting No. 14, on Page 11, in the Agenda 8 "To consider and approve acquisition of shares in a group of companies involved in home and building security, automation and lighting systems businesses", by deleting the last sentence of the last paragraph stating "with a majority vote of 138,356,612 shares and 200 shares abstained".

There was no other proposal for amendment of the Minutes, the Vice Chairman proposed to the Meeting to consider and approve the Minutes of the Ordinary General Meeting of Shareholders No. 14, held on 28 March 2006 which was amended by deleting sentence stated "with a majority vote of 138,356,612 shares and 200 shares abstained" out from the Minutes, on Page 11, in the Agenda 8, accordingly.

After consideration, the Meeting adopted the Minutes of the Ordinary General Meeting of Shareholders No. 14 held on 28 March 2006 with a vote of:

Approved	142,856,759 shares	Shareholder	67 persons
Disapproved	1,338 shares	Shareholder	7 persons
Abstained	410 shares	Shareholder	4 persons
Total shares	142,858,507 shares	Shareholder	78 persons

The Vice Chairman informed the Meeting that after declaring the meeting open, there were more Shareholders registered to attend the Meeting, the total number of Shareholders presented was 78 persons, representing 142,858,507 shares.

Agenda No. 2 To acknowledge the Company's Annual Report and the Board of Directors' Report on the Company's operations results for 2006.

Board's opinion: The operations results are satisfactory. The report of the Board of Directors on the Company's 2006 operations will be presented to the Shareholders for acknowledgement.

The Vice Chairman requested the Meeting to consider the Annual Report, which had been distributed to all Shareholders together with the Notice of this Meeting. He then invited Mr. Thirasakdi Nathikanchanalab, President, to submit the Board of Directors' Report on the Company's operations for 2006.



The President accepted Shareholders' request at the Meeting that for next year Meeting of Shareholders, the Annual Report to the Shareholders would be printed in the book form instead of CD-ROM which was inconvenient for use by some shareholders.

The President then reported to the Meeting regarding Berli Jucker Public Company Limited and its subsidiaries' operations, significant activities for 2006 financial year and conclusion on the 2006 results as follows:

The year 2006 continued to be affected by several key factors that negatively impacted the business climate in 2005. Raw material, fuel costs, interest rate, maintained their high level, severe flood, a long strife in three provinces of the Southern and the drought.

Glass container business was hampered by the overcapacity, intense competition, soaring production costs, and restrictions on advertising of alcoholic beverages. However, the improvement was forthcoming in the last quarter of the year.

Plastic Packaging and Medical Supplies were among businesses that recorded better revenue growth than initially anticipated. The Company had also made a considerable progress in laying a solid groundwork on which to drive growth in our business in flavors, fragrances and chemicals for food, bakery and animal food. The markets, locally and in neighboring countries, would certainly bring greater returns in the near future.

Financial Results

For the year ended 31 December 2006, BJC posted Baht 15,563 million in sales revenue, representing an increase of 3% over 2005. Our consolidated net income of 2006 was Baht 868 million, representing a decrease by 9% versus 2005.

Summary of performance of each of the six core business of BJC was as follows:

Packaging

Due to an increased demand for 'Chang' beer and food containers, total revenues earned from glass container sales increased slightly, when compared with 2005. Profitability decreased as rising raw material and fuel costs contributed to higher overheads in products.

Sales of plastic containers produced by our joint venture, Berli Dynaplast, were up by 17% and the profitability posted at a satisfactory level.

At Thai Glass Industries, several new measures were introduced to enable greater efficiency and cost reduction in production. The previous power by fuel oil had been converted to natural gas at Bangplee Factory and installed own electrical power supply 115 kV. Light-weight containers were developed to be able to meet customer's need.

Consumer Products

Sales revenue of Rubia Industries grew by 5%. BJC Cellox posted a growth of sales from increasing production capacity from our new tissue paper plant in Prachinburi. Despite the slowing economy and fiercely competitive market, BJC Foods performed satisfactorily, and overall operations at BJC Marketing had been improved, compared with 2005.



In 2006, BJC Foods obtained the approval for its investment in a new extrusion line, and installation of this production line is expected to be completed in the first half of 2007. BJC Cellox, with profits decline as a result of a significant increase in energy costs and pulp prices, was likely to perform better in 2007.

Technical and Industrial Products

The success in the launch of new products and the development of new market channels helped BJC Trading to gain the satisfactory sales and profitability in pharmaceuticals, medical supplies, graphic systems, stationery as well as food and flavor ingredients. Prospects for overall growth of technical and industrial products in 2007 were still good.

Construction and Engineering

Due to the slowdown economy and intense competition, this business operation faced with some difficulty. As a consequence, BJC Engineering made extensive effort to focus on business with good potentials and competitive. Thai-Scandic Steel would have better opportunities in both the domestic and export market than in 2006.

Logistics

Total revenues and profits of BJC Logistics were up from levels achieved in 2005. The growth was attributed to an increase in new external customers with income earned from both warehouse operations and customs brokerage services. The growth was most likely to be sustained.

Social Responsibility

Berli Jucker devoted much attention to fostering human potential through education. Education programs, in particular, had been a key focus of its efforts to promote the welfare of the community as a whole.

In 2006, the Company donated 100 scholarships to students from 22 educational institutes nationwide, worth totally Baht 1,800,000. These scholarship grants represent the 19th consecutive year of contribution initiated by the Company since 1987. The Berli Jucker Company Limited Foundation was established in 1982, up-to-date a total of 1,755 scholarships amounting to Baht 19,973,000 had been granted by BJC Foundation.

Scholarships granted to children of company employees were also a major focus of Berli Jucker's efforts. Scholarships were provided annually for six different levels of education; primary, secondary, high school, vocational certification, advanced vocational certificate and undergraduate.

The Company cooperated with Thai Red Cross in the donation of blood of its employees to the organization in each quarter of the year and consecutively, for more than a decade.

The Company's commitment to healthcare and wellbeing of the society also extended to the donation of hospital equipments, food and personal care products to help communities as well as victims of natural disasters.

The President on behalf of the Company's Board of Directors further stated that the business performance stated above and for the future prospect and success, the Board of Management was grateful for the cooperation and support of all our customers, principals, suppliers and more than 4,000 workforces contributed to the Company. And, we owed much gratitude to the encouragement and support of our Shareholders.



The dedicated efforts of all could only inspire the management team to lead the Company in its strive for greater success.

Shareholders raised comments and questions as follows:

Mr. Suwit Laohapolwattana, shareholder, questioned on the Annual Report, on page 8, the 2005 revenue of the Information Technology posted Baht 42.1 million, but why did not show the revenue of 2006. The President clarified that in 2006 the Company's shareholding ratio was below than 50%, the revenue would not be combined in the consolidated financial statement according to the accounting principles.

The President clarified the question from Mr. Suwan Decharin, shareholder, that the Company did not produce glass tableware as the machines were suitable only for glass containers, and also other glass container manufacturers did not produce the glass tableware.

Mr. Noppadol Sayasaewin, shareholder, enquired about the market expansion overseas of Thai Glass Industry Public Company Limited and the strategy plan of Berli Dynaplast. The President clarified that for first half of the year the Glass business did not do well, but was improved during the second half of the year. The Company would plan the expansion of production capacity next year. The increasing of shareholding ratio with Berli Dynaplast would remain unchanged, but if there was any opportunity in the future, we would do so. Our joint venture business partners still insisted to maintain the existing ratio and carry on the business with BJC.

Mr. Suwit Laohapolwattana, shareholder, enquired why the Company did not take more investment in T.C.C Technology Company Limited since it gained a satisfactory net profit in this year. The President clarified that the Company did not take more investment due to operating loss of T.C.C. Technology Company Limited at that time. If there was any opportunity, the Company would consider this matter again. Furthermore, the President clarified that the loss in operating results of business of BJC Engineering Company Limited due to the unfavorable economic situation and would be reviewing to rationalize the business.

The Meeting acknowledged the Annual Report and the Board of Directors' Report on the Company's operations results for 2006 as presented by Mr. Thirasakdi Nathikanchanalab, President.

Agenda No. 3 To consider and approve the Company's Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2006.

Board's opinion: The Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2006 were duly audited by the Auditor. The Shareholders should approve the Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2006.



The Vice Chairman proposed to the Meeting, for consideration, the Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2006, as appeared in the Financial Statements and Auditor's Report which were delivered to the Shareholders together with the Notice of this Meeting. In the opinion of the Board of Directors, the Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2006 were duly audited by the Auditor.

Shareholders and proxies raised notices and further queries as follows:

- In the Financial Statements in the section of accrued expenses on page 67, there was only Baht 510,882,896 in 2005. In 2006, it had increased to be Baht 749,889,156. What was the source of this increase? The President clarified that this was the accrued expenses in subsidiaries; that was the advertising and promotion expenses and commission fee of Berli Jucker Foods Limited, Berli Jucker Cellox Limited and BJC Marketing Company Limited. Mr. Supakit Assavachai, Group Financial Controller, further informed that the additional accrued expenses arose from the advertising and promotion expenses in the amount of Baht 90 million, the commission fee in the amount of Baht 58 million, the transportation fee in the amount of Baht 16 million and others.
- In the Annual Report on page 59, there was the profit from sale of investment and transferred ownership rights to loan in the amount of Baht 189 million. The President clarified that, in fact, that was not the profit as the account had been reserved in full amount. After proceeding, this would demonstrate as profit according to the accounting principles.
- In the Annual Report on page 67, what was the reason of the increase in current liabilities and loans? The President clarified that this was because of the long term loans of Thai Glass Industries Public Company Limited in the amount of Baht 1,200 million and of Berli Jucker Cellox Limited in the amount of Baht 900 million. According to the accounting principles, if there was an amount of loan due in a year, it must be transferred to the account of current liabilities. As seen that, the long term loans would be decreased as the number had been transferred into the current liabilities. On page 68, in the reserve section, in a part of donated surplus, Mr. Supakit clarified that this occurred when the Company had a capital increase. At that time, the Board of Directors approved the Directors to purchase the remaining shares from subscription and to sell them in the Stock Exchange of Thailand later on. The profit on the sale of shares had been returned to the Company, noted as donated surplus. The President clarified on Subsidiary's holding of 1,828,200 company's shares. And the Board of Directors had resolved to divest through the Stock Exchange of Thailand at market price to the public.
- Mr. Sophon Ratcharaksa, proxy, questioned that due to the increased energy price and soared expense of the energy cost, what was the action plan of the Company. The President clarified that according to an increased energy price, the Company had converted into gas usage for glass bottle production and other factories. Thai Glass Industries Public Company Limited installed the electrical power supply of 150 kV.

There was no other business, the Vice Chairman proposed the Meeting to approve the Company's Financial Statements for 2006.



After consideration, the Meeting approved the Company's Financial Statements, Balance Sheet, and Statement of Income for the year ended 31 December 2006, which had been audited and certified by the auditors with a vote of:

Approved	142,853,359 shares	Shareholder	67 persons
Disapproved	238 shares	Shareholder	6 persons
Abstained	1,110 shares	Shareholder	2 persons
Total shares	142,854,707 shares	Shareholder	75 persons

Agenda No. 4 To consider and approve the dividend payment based on the Company's operations results for 2006.

Board's opinion: The Shareholders should acknowledge the report of payment of interim dividend. Further, the proposed 2006 dividend payment at the payout ratio of 54.2% of the net profit 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 2006.

The Vice Chairman informed the Meeting that the Board of Directors resolved to propose the dividend payment based on the Company's operations for 2006 at the rate of Baht 3.00 per share. In the opinion of the Board of Directors, the proposed 2006 dividend payment at the payout ratio of 54.2% of the net profit was fair and in line with the dividend policy of the Company. The Vice Chairman invited the President to present the dividend payment as follows:

	Baht
Unappropriated retained earnings at beginning of 2006	2,415,873,872
Net profit after tax for the year	<u>867,542,988</u>
Total retained earnings for appropriation	3,283,416,860
Interim dividend at Baht 1.50 per share paid on 8 September 2006	<u>(235,475,100)</u>
Balance of Retained earnings for appropriation	3,047,941,760
Proposed year ended dividend at Baht 1.50 per share	<u>(238,218,750)</u>
Unappropriated retained earnings carry forward	<u>2,809,723,010</u>

The President proposed the Meeting to consider and approve the dividend payment for the year 2006 at the rate of Baht 3.00 per share. The Company paid the interim dividend at Baht 1.50 per share on 8 September 2006; there remained a last half-year dividend at Baht 1.50 per share to be paid on 14 May 2007.

The Meeting considered and approved the dividend payment for 2006 at the rate of Baht 3.00 per share. The Company paid the interim dividend at Baht 1.50 per share on 8 September 2006; there remained a last half-year dividend at Baht 1.50 per share to be paid on 14 May 2007 with a vote of:

Approved	142,854,479 shares	Shareholder	70 Persons
Disapproved	4,143 shares	Shareholder	2 Persons
Abstained	85 shares	Shareholder	4 Persons
Total shares	142,858,707 shares	Shareholder	76 Persons



Agenda No. 5 To elect Directors to replace those who retired by rotation.

Board's opinion: The Board agrees as proposed by the Nomination and Remuneration Committee that the proposed 4 Directors namely, Mr. Narong Srisa-an, Mr. Sithichai Chaikriangkrai, Mr. Thapana Sirivadhanabhakdi and Mr. Weerawong Chittmittrapap, who retire by rotation are suitable to be re-elected and to appoint Mr. Aswin Techajareonvikul for replacing of Mr. Sompoth Kosum, who retire by rotation, to the Board as all are knowledgeable and capable regarding operations of the Company. The Shareholders should appoint the proposed Directors to serve the Company.

The Vice Chairman informed the Meeting that this Ordinary General Meeting of Shareholders as per Clause 17 of the Articles of Association, one-third of Directors must retire by rotation, equivalent to 5 persons as follows:

1. Mr. Narong Srisa-an
2. Mr. Sithichai Chaikriangkrai
3. Mr. Thapana Sirivadhanabhakdi
4. Mr. Sompoth Kosum
5. Mr. Weerawong Chittmittrapap

As Mr. Sompoth Kosum expressed his intention to retire as a director, the Board of Directors considered and proposed the Meeting to elect four directors namely, Mr. Narong Srisa-an, Mr. Sithichai Chaikriangkrai, Mr. Thapana Sirivadhanabhakdi and Mr. Weerawong Chittmittrapap to be re-elected to act as the directors for another term and appoint Mr. Aswin Techajareonvikul to act as a director replacing Mr. Sompoth Kosum, who retired by rotation. The resumes of these 5 directors were delivered to the Shareholders together with the Notice of this Meeting, Enclosure No. 5.

Mr. Weerawong Chittmittrapap, Audit Committee Member, clarified to the shareholder's question, that the role of the Audit Committee was to work with the Internal Audit Division in order to duly operate the Company's business in compliance with regulations of the Stock Exchange of Thailand and additionally clarified that he only served as the director of Berli Jucker Public Company Limited and not served as a director for other company.

After consideration, the Meeting considered and approved the election of four Directors to act as the directors for another term and appointed Mr. Aswin Techajareonvikul as director of the Company with a vote of:

Mr. Narong Srisa-an		
Approved	140,687,019 shares	Shareholder 71 Persons
Disapproved	2,171,688 shares	Shareholder 5 Persons
Abstained	- shares	Shareholder - Persons
Total shares	142,858,707 shares	Shareholder 76 Persons



Mr. Sithichai Chaikriangkrai

Approved	140,687,019 shares	Shareholder	71 Persons
Disapproved	2,171,688 shares	Shareholder	5 Persons
Abstained	- shares	Shareholder	- Persons
Total shares	142,858,707 shares	Shareholder	76 Persons

Mr. Thapana Sirivadhanabhakdi

Approved	140,687,019 shares	Shareholder	71 Persons
Disapproved	2,171,688 shares	Shareholder	5 Persons
Abstained	- shares	Shareholder	- Persons
Total shares	142,858,707 shares	Shareholder	76 Persons

Mr. Weerawong Chittmitrapap

Approved	140,688,119 shares	Shareholder	72 Persons
Disapproved	2,170,588 shares	Shareholder	4 Persons
Abstained	- shares	Shareholder	- Persons
Total shares	142,858,707 shares	Shareholder	76 Persons

Mr. Aswin Techajareonvikul

Approved	140,687,019 shares	Shareholder	71 Persons
Disapproved	2,171,688 shares	Shareholder	5 Persons
Abstained	- shares	Shareholder	- Persons
Total shares	142,858,707 shares	Shareholder	76 Persons

The Company's Directors are now as follows:

1. Mr. Charoen Sirivadhanabhakdi Chairman
2. Khunying Wanna Sirivadhanabhakdi Vice Chairman
3. Mr. Narong Srisa-an Vice Chairman
4. Mr. Chaiyut Pilun-Owad Director
5. Mr. Sithichai Chaikriangkrai Director
6. Mr. Thapana Sirivadhanabhakdi Director
7. Mrs. Atinant Bijanonda Director
8. Mr. Thirasakdi Nathikanchanalab Director
9. Mr. Suvarn Valaisathien Director
10. Miss Thapanee Sirivadhanabhakdi Director
11. Mr. Panot Sirivadhanabhakdi Director
12. Mr. Aswin Techajareonvikul Director
13. Mr. Staporn Kavitanon Director and
Chairman of the Audit Committee and
Independent Director
14. Mr. Weerawong Chittmitrapap Director and Audit Committee Member
and Independent Director
15. Mr. Thien Mekanontchai Director and Audit Committee Member
and Independent Director



Agenda No. 6 To fix the remuneration for Directors.

Board's opinion: The proposed remuneration for Directors at the total amount not exceeding Baht 25,000,000 per year is appropriate. The Shareholders should approve the proposed remuneration for Directors at the due amount and authorize the Nomination and Remuneration Committee and the Chairman to have the right for remunerative allocation to each Director on the basis of duty and responsibility.

The Vice Chairman declared the Meeting that the Board of Directors proposed the Meeting to consider and approve the remuneration for Directors, who did not receive the salary from the Company, at the aggregate of not exceeding Baht 25,000,000 per year; consists of monthly remuneration for Directors not exceeding Baht 15,000,000 per year and the Directors' bonus not exceeding Baht 10,000,000 per year, and authorized to be in the judgement of the Nomination and Remuneration Committee and the Chairman to set the details and remuneration rate to be paid to each director on the basis of duty and responsibility.

After consideration, the Meeting approved to fix the annual remuneration for Directors as proposed with a vote of:

Approved	142,853,754 shares	Shareholder 72 Persons
Disapproved	10 shares	Shareholder 1 Persons
Abstained	1,043 shares	Shareholder 2 Persons
Total shares	142,854,807 shares	Shareholder 75 Persons

Agenda No. 7 To appoint the Auditors and fix the audit fee for 2007.

Board's opinion: The Board proposes to appoint Auditors namely,
Mr. Nirand Lilamethwat CPA Registration No. 2316 or
Mr. Winid Silamongkol CPA Registration No. 3378 or
Mr. Thirdthong Thepmongkorn CPA Registration No. 3787 or
Mrs. Wilai Buranakittisopon CPA Registration No. 3920 or
Miss Nittaya Chetchotiros CPA Registration No. 4439 of
KPMG Phoomchai Audit Limited to be the Company's Auditors by any one of those is empowered to conduct an audit and express an opinion on the Company's annual financial statements. The proposed auditors have been under the Audit Committee's consideration on basis of qualification, quality, efficiency, not related to or concerned to the Company, and appropriate remuneration. 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 of Baht 780,000 and quarterly review fee of Baht 1,320,000 totaling Baht 2,100,000 are justifiable. The Shareholders should approve the appointment of the proposed Auditors and fix the audit fee of Baht 2,100,000 per year.

The Vice Chairman invited the Chairman of the Audit Committee to inform the Meeting that the Board of Directors proposed to appoint Mr. Nirand Lilamethwat CPA



Registration No. 2316 or Mr. Winid Silamongkol CPA Registration No. 3378 or Mr. Thirdthong Thepmongkorn CPA Registration No. 3787 or Mrs. Wilai Buranakittisopon CPA Registration No. 3920 or Miss Nittaya Chetchotiros CPA Registration No. 4439 of KPMG Phoomchai Audit Limited to be the Company's auditors by any one of those was empowered to conduct an audit and express an opinion on the Company's annual financial statements. The proposed auditors had been under the Audit Committee's consideration on basis of qualification, quality, efficiency, not related to or concerned to the Company, and appropriate remuneration. The respective auditors were suitable to be the auditors of the Company as they were knowledgeable, reputable and approved by the Office of the Securities and Exchange Commission. The annual audit fee of Baht 780,000 and quarterly review fee of Baht 1,320,000 totaling Baht 2,100,000 were justifiable.

After consideration, the Meeting approved the appointment of the aforementioned auditors as the Company's Auditors for the financial year ending 31 December 2007 by any one of those was empowered to conduct an audit and express an opinion on the Company's annual financial statements with the annual audit fee of Baht 780,000 and quarterly review fee of Baht 1,320,000 totaling Baht 2,100,000 as proposed with a vote of:

Approved	142,853,544 shares	Shareholder	71 Persons
Disapproved	1,253 shares	Shareholder	3 Persons
Abstained	10 shares	Shareholder	1 Persons
Total shares	142,854,807 shares	Shareholder	75 Persons

Agenda No. 8 **To consider and approve the issuance and offering for sale of bond.**

Board's opinion: In order for the Company to be ready and flexible for business expansion, debt refinance and for working capital, the Company request the resolution of Shareholders' Meeting for the issuance and offering for sale of bond. The Board considered that the Shareholders should approve the Company to issue and offer for sale of bond.

The President informed the Meeting that in order for the Company to be ready and flexible for business expansion, debt refinance and for working capital, the Company requested the resolution of Shareholders' Meeting for the issuance and offering for sale of bond, the primary details were as below:

Type of bond	All types of bond which might be with and/or without the name-registered certificate, secured bond and/or unsecured bond, with or without bondholders' representative, senior bond and/or subordinated bond which depends on conditions of market during each issuance.
Size of bond issued	In an amount not exceeding Baht 5,000 million (Five thousand million Baht) by issuing either single or multiple offerings.
Denomination	In Baht and/or equivalent in other currencies.



Interest rate	Depend on conditions of market during each issuance.
Maturity	Not exceeding 10 years from the issuing date of each issuance.
Bond redemption	Bondholders and/or the Company might have or might not have the right to redeem bond prior to maturity which depends on terms and conditions of each issuance of bonds.
Offering	To be offered domestically and/or internationally to the public, and/or to private placement, and/or to large investors, and/or to local institutes, and/or to foreign institutes in accordance with regulations of the Securities and Exchange Commission and/or regulations of The Office of The Securities and Exchange Commission and/or other relevant regulations which enforce during the issuance of bond.

The Board of Directors considered that the Shareholders should approve the Company to issue and offer for sale the bond and authorize the Board of Directors and/or the President and/or persons designated by the Board of Directors to negotiate, make, bind out agreements and relevant documents and do any necessary matter and related to such issuance and offering for sale of bond in accordance with laws which include, but not limited to, the considerations to specify conditions, and details of the bonds such as, the face value, offered price per unit, interest rate, allocation method, offering details, secondary market, apply for permission from relevant governmental agencies, appointment of underwriter, appointment of bondholders representatives and listing of such bonds with ThaiBMA etc.

The President clarified that the period of the capital usage would be in next 2 - 3 years in order to repay the loan, business expansion, manufacturing expansion including exploring new appropriate business in order to strengthen the business.

After consideration, the Meeting approved the issuance and offering for sale of the bond as per the above mentioned details with a vote of:

Approved	142,832,544 shares	Shareholder 67 Persons
Disapproved	21,363 shares	Shareholder 7 Persons
Abstained	900 shares	Shareholder 1 Persons
Total shares	142,854,807 shares	Shareholder 75 Persons

Agenda No. 9 To consider other business (if any).

The President replied the inquiry from the shareholder that the manufacturing expansion in glass factory raised the production of 430 tons a day, using the capital of Baht 1,800 million, and would start producing at the midst of 2008 in order to accommodate the market's need. In addition, Rubia factory planned to increase manufacturing of candy product because of the market expansion overseas.

Mr. Hungchai Akavassakul, representative by proxy from the Thai Investors Association, expressed his appreciation on his second time to join the Company's Meeting and admired on the transparent, well-equipped meeting arrangement with a good ambience, the minority shareholders showed their opinions and interests in the Company's



business, and thanked the Company and the Board of Directors for giving the opportunities of inquiries by all minority shareholders equally.

The Chairman thanked Mr. Hungchai Akavassakul and admired the Thai Investors Association that there were the collaborators with knowledge, capability and carefulness in working. They could give accurate advices of good Corporate Governance to the Company. To attend the Meeting and give any advices would help encourage the listed company to go further with transparency management.

As there was no further business, the Chairman thanked to all Shareholders toward their beneficial comments to the Company, thanked for the proxy representative of the Thai Investors Association to attend this Meeting again and then he declared the Meeting adjourned at 11.59 hours.

Signed

Charoen Sirivadhanabhakdi
Chairman

Recorded by
Santichai Dumpprasertkul
Company Secretary

Statement of Interim Dividend Payment for 2007

(unit : Baht)

Unappropriated retained earnings at beginning of 2007	841,562,160
Net profit after tax for the first six months of 2007	<u>373,590,161</u>
Total retained earnings for appropriation	1,215,152,321
Interim dividend at Baht 1.50 per share duly paid on 6 September 2007	<u>(238,202,438)</u>
Unappropriated retained earnings carry forward	<u>976,949,883</u>

Dividend payment record of past 3 years

(unit : Baht)

	2007	2006	2005	2004
Interim Dividend	1.50	1.50	1.50	1.50
Year-end dividend		1.50	2.00	2.50
Total dividend		3.00	3.50	4.00

Clause 4 of the Company's Memorandum of Association

New context

Clause 4 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 ordinary shares (One thousand five hundred eighty eight million one hundred twenty five thousand shares) at Baht 1 (One baht) per share.

Existing context

Clause 4 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 ordinary shares (One hundred fifty eight million eight hundred twelve thousand five hundred shares) at Baht 10 (Ten baht) per share.

Articles of Association of the Company regarding Meeting of Shareholders

Chapter 4 Meetings of Shareholders

31) Meetings of shareholders of the Company shall be held in the area where the registered office of the Company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.

32) A meeting of shareholders shall be held at least once in every twelve months. This meeting shall be called "General or Ordinary Meeting". The General Meeting shall be held within four months from the end of the accounting period of the Company.

Any other meeting of shareholders shall be called an "Extraordinary Meeting".

Subject to Clause 33, the Board of Directors may summon an Extraordinary Meeting whenever they think fit or if shareholders holding not less than one-fifth of total shares sold or shareholders numbering at least twenty five persons, holding not less than one-tenth of total shares sold, request in writing to the Board of Directors to summon an extraordinary meeting of shareholders. The requisition must clearly specify the reason for which the meeting is required to be summoned, provided that such reason is lawful. The Board of Directors shall hold a meeting within 1 month from the date of receiving such a request, therefore.

33) In summoning a meeting of shareholders, the Board of Directors shall prepare the notices summoning a meeting, indicating the place, date, time and agenda, matters to be proposed to the meeting together with appropriate details clearly specifying that such matter is for acknowledgement, for approval or for consideration, and send them to the shareholders and the Registrar not less than 7 days prior to the meeting date.

Such notices must also be published in a newspaper for 3 consecutive days at least 3 days prior to the meeting date.

34) In a meeting of shareholders there must be at least 25 shareholders or one-half of the total shareholders, holding not less than one-third of the total shares sold, present in persons or by proxies (if any) attending the meeting in order to constitute a quorum.

If within an hour from the time appointed for a meeting of shareholders the quorum prescribed by the first paragraph is not present, the meeting, if summoned at the request of shareholders, shall be dissolved. If such meeting had not been summoned at the shareholder's request, another meeting shall be summoned and notices of the summoning of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such a meeting no quorum shall be required.

35) In any meetings of shareholders, any shareholder is entitled to appoint a proxy to represent him at the Meeting and to have the right to vote.

The instrument appointing a proxy shall be in writing, having the signature of the proxy, in accordance with the form prescribed by the Public Company's Registrar and, at least, shall have the following particulars:

- a) the amount of shares held by such shareholder;
- b) the name of the proxy;
- c) the meeting which the proxy is appointed to attend and vote.

- 36) In every meeting of shareholders, each shareholder shall have one vote for each one share held.

A shareholder who has a special interest in a resolution cannot vote on such resolution, except for the election of Directors.

A resolution of any meeting of shareholders shall be passed by a majority vote of all the shareholders attending the meeting and having the right to vote. Except in the following cases, a resolution of not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote is required:

- a) selling or transferring the Company's business, whether in whole or insubstantial part to another person;
- b) purchasing or accepting transfer of business of another public or private company;
- c) making, amending or terminating any agreement concerning any lease of the business whether in whole or in substantial part of the Company's business, assigning any person to manage the Company's business, or merging with another person for the purpose of profit and loss sharing.

- 37) The business to be transacted at the general meeting shall include the following:

- 1) To consider the report of the Board of Director regarding the Company's business in the previous year;
- 2) To consider and approve a financial statement;
- 3) To consider the allocation of profit;
- 4) To elect Directors replacing those retired by rotation;
- 5) To appoint an auditor;
- 6) Other business.

Chapter 10 Others

- 57) In case the Company or its subsidiaries decides to enter into connected transactions or transactions concerning acquisitions or dispositions of assets of the Company or its subsidiaries pursuant to the definitions as stipulated in the notifications of the Stock Exchange of Thailand governing Connected Transactions of Listed Companies or Acquisitions or Dispositions of Assets of Listed Companies, as the case may be, the Company shall comply with the Rules and Procedures prescribed in the respective aforementioned notifications.

List of documentary evidence representing the status of shareholders entitled to attend and vote at the Shareholders' Meeting and Registration

To strengthen the confidence of the shareholders, investors and other related parties in the Company's high standard of good governance and to conduct a transparent, ethical and beneficial meeting of shareholders, the following documents must be presented prior to the meeting:

Documents or evidence representing the status of shareholders to be presented at the shareholders' meeting

Natural person

1. Attendance in person
Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport (for foreigner), the evidence of name or last name's change (if any).
2. Attendance by proxy
 - 2.1 One of the Proxy Forms, as attached, completely filled and signed by the shareholder and the proxy.
 - 2.2 Certified true copy of valid evidence of the shareholder as specified in Item 1.
 - 2.3 Valid evidence of the proxy as specified in Item 1.

Juristic person

1. For representative of the shareholders attending in person
 - 1.1 Valid evidence of the authorized representative of the shareholder who is a juristic person issued by governmental as specified in Item 1.
 - 1.2 Letter of Affidavit of the shareholder who is a juristic person issued by governmental with validity of not exceeding 30 days.
2. By proxy
 - 2.1 Proxy Form attached to the invitation letter (only one type should be selected) which was completely filled and signed by the authorized shareholder and proxy.
 - 2.2 Affidavit of the Company of the authorized shareholder who is a juristic person, issued by governmental authorities with validity of not exceeding 30 days.

- 2.3 Certified true copy of valid documentary evidence of the authorized shareholder who signs the Proxy Form as specified in Item 1 granted by the governmental authorities.
- 2.4 Valid documentary evidence of the proxy issued by governmental authorities similar to those of natural person as specified in Item 1.
3. For shareholders who appoint custodians as their proxies.
 - 3.1 Provide evidence similar to those of juristic person as specified in item 1 or 2.
 - 3.2 Power of Attorney of foreign investors authorizing custodian to sign the Proxy Form on their behalf.
 - 3.3 Letter of confirmation confirming that the authorized signatory who signs on the proxy obtaining license / permission to carry out the custodian business.

If the documents are copies, they must be certified true copies. If documents are prepared in overseas, it is required to be translated into Thai and certified correct translation by the representative of such a juristic person.

Registration

Shareholders or proxies will be able to register and submit the documents for examination at the meeting place starting from 13.00 hours until the beginning of the meeting by identifying of attendance in person or by proxy. Please completely fill Proxy Form, indicate the name of shareholders who appoint the proxies, proxy's names and affixed with the stamp duty in the amount of Baht 20.

Berli Jucker Public Company Limited reserves the right to permit only the attendees who submit the completed and corrected documents to attend the meeting.

Rules of Practice for Voting at the Shareholders Meeting and Vote Counting

The voting coupons will be prepared for shareholders (or proxies) at the registration desk at the entrance for them to fill the vote cast in accordance with the agenda.

Procedure of voting cast

1. Voting shall be apparently cast. The Chairman of the Meeting shall propose the matter to be considered to the Shareholders for consideration and voting on each agenda basis, by requesting the Shareholders to vote whether to approve, disapprove or abstain, in the voting coupons. The voting coupons shall be collected upon requested by the Shareholders once they raise their hands. All collected coupons will be checked and counted for the voting. The Company provides the middle man to jointly check and count the votes in every agenda. The votes of the Meeting shall be as follows:
 - General case: shall require majority votes of the Meeting to pass the resolution, except in the case of a tie of votes, the Chairman of the Meeting shall have the casting vote.
 - Other cases which are subject to the laws and/or the Company's Articles of Association, the votes shall be made in accordance with those. The Chairman shall inform the Meeting before voting is made in each agenda.
 - According to the Notification of the Board Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546, it was stated that a resolution of the Shareholders' Meeting to approve the decision to enter into a connected transaction must consists of not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding interested shareholders.
2. The proxy must vote in accordance with the authorization given by the Shareholders as specified in the Proxy Form.
3. A shareholders who has a special interest in any matter can not vote on such matter, except for the election of directors. The Chairman may request the interested shareholders to temporarily leave the meeting.

Counting of the votes

With respect to the Company's Articles of Association, a shareholder holding one share shall have one vote. The Company will count the votes cast for each agenda by deducting the number of the disapprove votes and abstained votes out of the total shares of shareholders or proxies presented in the meeting and having the voting rights. The Chairman shall announce the result of vote counting to the meeting on each agenda basis.

Explanation regarding Proxy Forms for the Shareholders' Meeting

In compliance with the Notice of Department of Business Development Re: Prescription of Proxy Form (No. 5) B.E. 2550, dated 2 February 2007, specifying three types of proxy forms for the meeting of share subscribers and the meeting of shareholders of public limited company for alternation by using either one of the following proxy forms:

- Form A. being general proxy, which is a simple and uncomplicated form.
- Form B. being proxy that specifies various particulars for authorization and which contains clear and concise details thereof.
- Form C. being specific proxy for being used by foreign shareholders who appoint custodian in Thailand to be depositor and to take care their shares.

In case that you are unable to attend the meeting, the Company would like you to kindly appoint other person or any one of the following persons to be your proxy to attend and vote on your behalf to form the quorum of the meeting in compliance with the Articles of Association of the Company:

- | | | |
|----|---------------------------------|--|
| 1. | Mr. Staporn Kavitanon | Director / Chairman of the Audit Committee |
| 2. | Mr. Weerawong Chittmittrapap | Director / Audit Committee Member |
| 3. | Mr. Thien Mekanontchai | Director / Audit Committee Member |
| 4. | Mr. Thirasakdi Nathikanchanalab | Director / President |

The Company provides you with three types of Proxy Forms. Please select one and sign your name as the Grantor, clearly specify the proxy's name, affix duty stamp of Baht 20, and return the same to the Company prior to the meeting. Thank you for your cooperation.

~
~ Please affix
~ Stamp duty
~ of Baht 20
~

Proxy Form (Form A.)

Written at _____
Date _____ Month _____ Year _____
(1) I/We, _____ Nationality _____
residing at _____ Road _____ Tambol / Kwaeng _____
Amphur / Khet _____ Province _____ Post Code _____

(2) being a shareholder of _____ **Berli Jucker Public Company Limited** _____
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
ordinary share _____ shares and have the rights to vote equal to _____ votes
preferred share _____ shares and have the rights to vote equal to _____ votes

(3) hereby appoint:
(1) _____ age _____ years
residing at _____ Road _____ Tambol / Kwaeng _____
Amphur / Khet _____ Province _____ Post Code _____, or
(2) _____ age _____ years
residing at _____ Road _____ Tambol / Kwaeng _____
Amphur / Khet _____ Province _____ Post Code _____, or
(3) _____ age _____ years
residing at _____ Road _____ Tambol / Kwaeng _____
Amphur / Khet _____ Province _____ Post Code _____

Any one of them as my/our proxy to attend the Meeting and to cast vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2550 on 26 November 2007, at 15.00 hours, at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakonong, Khet Klongtoey, Bangkok 10110 or any other date, time and place as may be postponed or changed.

Any act performed by the Proxy at the Meeting shall be deemed as such acts had been done by myself/ourselves in all respects.

Signed:.....Grantor
(.....)

Signed:.....Proxy
(.....)

Signed:.....Proxy
(.....)

Signed:.....Proxy
(.....)

Notes:

The shareholder shall appoint only one proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to cast vote separately.

Please affix
Stamp duty
of Baht 20

Proxy Form (Form B.)

Written at

Date..... Month..... Year.....

(1) I/We, Nationality.....
residing at Road Tambol / Kwaeng.....
Amphur / Khet..... Province..... Post Code.....

(2) being a shareholder of **Berli Jucker Public Company Limited**
holding the total amount of shares and have the rights to vote equal to votes as follows:
ordinary share shares and have the rights to vote equal to votes
preferred share shares and have the rights to vote equal to votes

(3) hereby appoint:

(1) age years
residing at Road Tambol / Kwaeng.....
Amphur / Khet..... Province..... Post Code....., or

(2) age years
residing at Road Tambol / Kwaeng.....
Amphur / Khet..... Province..... Post Code....., or

(3) age years
residing at Road Tambol / Kwaeng.....
Amphur / Khet..... Province..... Post Code.....

Any one of them as my/our proxy to attend the Meeting and to cast vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2550 on 26 November 2007, at 15.00 hours, at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong, Khet Klongtoey, Bangkok 10110 or any other date, time and place as may be postponed or changed.

(4) I/We hereby appoint the proxy to cast vote on my/our behalf at this Meeting as follows:

Agenda 1 To adopt the Minutes of the Ordinary General Meeting of Shareholders No. 1/2550 held on 26 April 2007.

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 2 To acknowledge the Interim Dividend Payment for 2007 duly paid on 6 September 2007. (Agenda for acknowledgement)

Agenda 3 To consider and approve the alteration of 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).

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 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."

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 5 To consider and approve the acquisition the ordinary shares of Thai Beverage Can Company 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.

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 6 To consider other business (if any).

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

(5) Voting of the Proxy in any agenda that is not as specific in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not specified a voting intention in any agenda or not clearly specified or in case the Meeting considers or passes resolutions in any matters apart from those agendum specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

Any act performed by the Proxy at the Meeting, except the case that the Proxy does not vote as I/we specify in the Proxy Form, shall be deemed as such acts had been done by myself/ourselves in all respects.

Signed:.....Grantor
(.....)

Signed:.....Proxy
(.....)

Signed:.....Proxy
(.....)

Signed:.....Proxy
(.....)

Notes:

1. The shareholder shall appoint only one proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to cast vote separately.
2. For the election of directors, it is applicable to elect either director as a whole or elect each director individually.
3. In case there is any other agenda to be considered in addition to those specified above, the Grantor can specify such agenda in the attachment to Proxy Form (Form B.).

Attachment to Proxy Form (Form B.)

The proxy of the shareholder of Berli Jucker Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 1/2550 on 26 November 2007, at 15.00 hours, at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakonong, Khet Klongtoey, Bangkok 10110 or any other date, time and place as may be postponed or changed.

Agenda No.....Subject.....

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda No.....Subject.....

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda No.....Subject.....

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda No.....Subject.....

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

Approve

Disapprove

Abstain

Agenda No.....Subject.....

(a) The proxy shall have the right to consider and cast the votes on my/our behalf in all respects as deemed appropriate.

(b) The proxy must cast the votes according to my/our intention as follows:

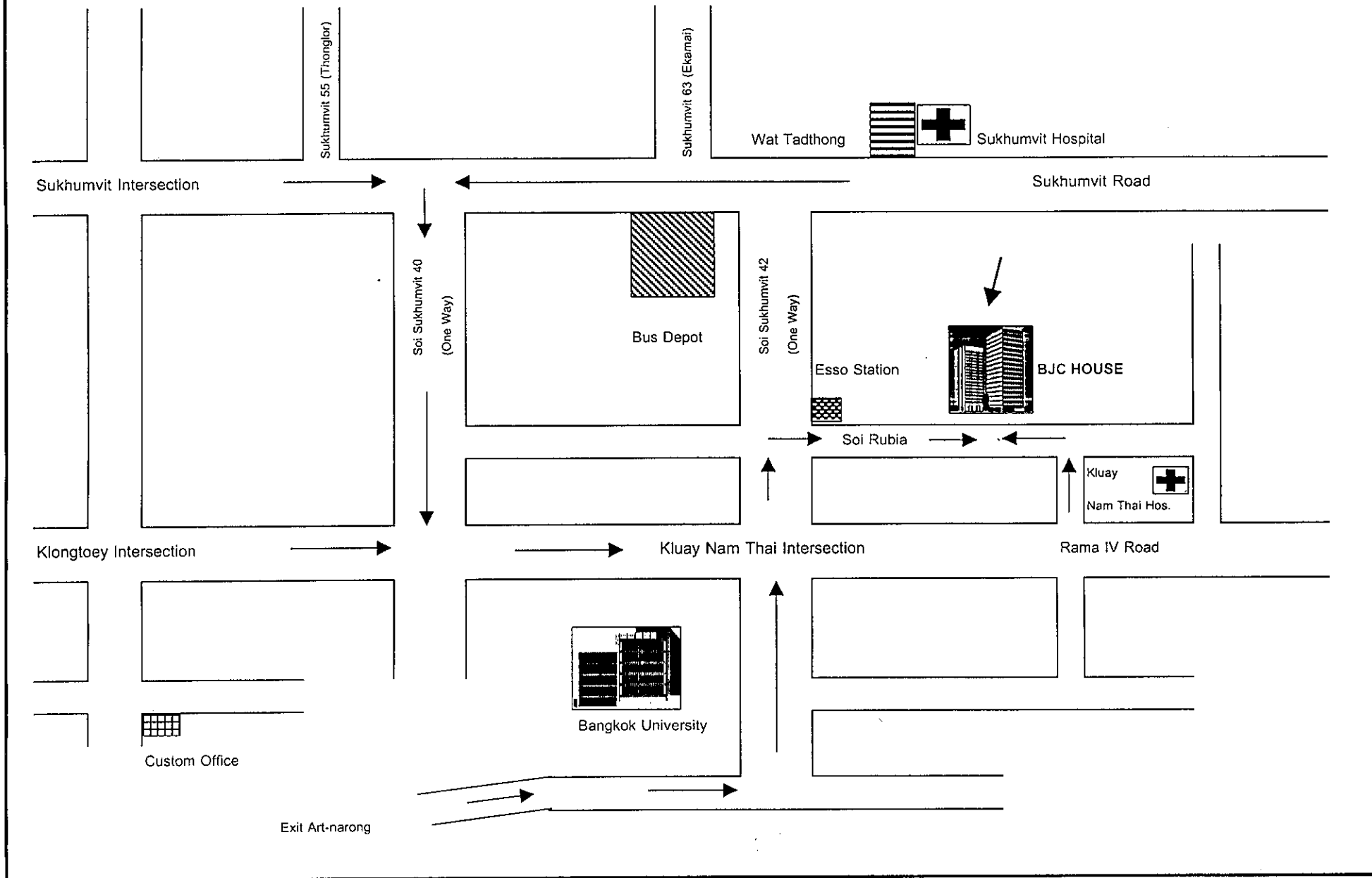
Approve

Disapprove

Abstain

BERLI JUCKER PUBLIC CO. LTD.

NO. 99 SOI RUBIA SUKHUMVIT 42 ROAD PHRAKANONG KLONGTOEY BANGKOK 10110 TEL. 367-1111 FAX. 367-1000



The names and the number of shares of the connected persons and/or interested shareholders who have no right to vote as at 6 November 2007, which is the closing date of the share register for suspension of the share transfer for the right to attend the Extraordinary General Meeting of Shareholders No. 1/2550 held on 26 November 2007.

Names	Number of shares	Percentage
1. TCC Holding Company Limited	66,285,732	41.74
2. Nakhorncheun Company Limited	55,266,750	34.80
3. Mr. Soammaphat Traisorat	142,900	0.09
4. Southeast Life Insurance Company Limited	93,500	0.06
5. Mrs. Kasina Srisa-an	16,000	0.01
6. Mr. Pongsak Srisa-an	16,000	0.01
7. Mrs. Nopporn Bovornratanaraks	16,000	0.01
8. Mrs. Araya Maekwattana	14,000	0.01
9. Mr. Sumedh Valaisathien	600	0.00
10. Mr. Supakit Assavachai	50	0.00
11. Mr. Suvat Suebsantikul	10	0.00
Total	121,851,542	76.73