



9 March 2004

To: The Shareholders
Berli Jucker Public Company Limited

Re: Notice of the Ordinary General Meeting of Shareholders No. 12

At the Meeting No. 53 of the Board of Directors of Berli Jucker Public Company Limited held on 24 February 2004, it was resolved to hold the Ordinary General Meeting of Shareholders No. 12 on Wednesday, 24 March 2004, at 11.00 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. 11 held on 29 April 2003.

Background The Ordinary General Meeting of Shareholders was held on 29 April 2003. 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 Company's Annual Report and the Board of Directors' Report on the Company's operations for 2003.

Background The report of the operation of the Company for the year 2003 appeared in the Annual Report, which is delivered to the Shareholders together with this Notice (Enclosure No. 2)

Board's opinion The operations are satisfactory. The report of the Board of Directors on the Company's 2003 operation 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 year ended 31 December 2003.

Background The Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2003 as audited by the auditor appeared in the Financial Statements section of the Annual Report are delivered to the Shareholders together with this Notice. (Enclosure No. 2)

Board's opinion The Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2003 are as audited by the Auditor. The Shareholders should approve the Financial Statements, Balance Sheet and Statement of Income for the year ended 31 December 2003.

Agenda No. 4 To consider and approve the dividend payment based on the Company's operations for 2003.

Background Due to the profitable operation in 2003, the Company proposed the 2003 dividend payment of Baht 3.80 per share. The Company had paid the interim dividend of Baht 1.20 per share on 5 September 2003; there remains the year-end dividend of Baht 2.60 per share to be paid to the entitled shareholders whose names appear in the share register book at the date of closing the share register book. The Statement of Dividend Payment is delivered to the Shareholders together with this Notice. (Enclosure No. 3)

Board's opinion The proposed 2003 dividend payment at the rate of Baht 3.80 per share is fair. The Shareholders should approve the dividend payment based on the Company's operations for 2003.

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

Background In order to comply with the Company's Article 17 which is stipulated 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. Resumes of Directors are delivered to the Shareholders together with this Notice. (Enclosure No. 4)

Board's opinion The proposed Directors namely, Mr. Narong Srisa-an, Mr. Sithichai Chaikriangkrai, Mr. Thapana Sirivadhanabhakdi, Mr. Sompoth Kosum and Mr. Weerawong Chittmittrapap, who retire by rotation are suitable to be re-elected and appointed to the Board as all are knowledgeable and capable regarding operations of the Company. The Shareholders should re-elect the proposed Directors to serve the Company for another term.

Agenda No. 6 To fix the remuneration for Directors and Audit Committee Members.

Background In order to comply with the law and the Company's Articles of Association, there shall be a consideration to fix the remuneration for Directors and Audit Committee Members. The Remuneration for Directors and Audit Committee Members is delivered to the Shareholders together with this Notice. (Enclosure No. 5)

Board's opinion The proposed remuneration for Directors and Audit Committee Members at the total amount not exceeding Baht 15,000,000 per year is appropriate. The Shareholders should approve the proposed remuneration for Directors and Audit Committee Members at the due amount and authorize the Chairman to have the right for remunerative allocation to each Director on the basis of duty and responsibility.

Agenda No. 7 To appoint the Auditors and fix the audit fee for 2004.

Background In order to comply with the law and the Company's Articles of Association, there shall be a consideration to appoint the Auditors and fix the audit fee for 2004. The proposed appointees are Auditors from KPMG Phoomchai Audit Limited. The Subsidiaries to be under KPMG Phoomchai Audit Limited' audit is delivered together with this Notice. (Enclosure No. 6)

Board's opinion The Board proposes to appoint Auditors namely, Mr. Nirand Lilamethwat CPA No. 2316 or Mr. Supot Singhasaneh CPA No. 2826 or Mr. Thiradthong Thepmongkorn CPA No. 3787 or Mrs. Wilai Buranakittisophon CPA No. 3920 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 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 640,000 and quarterly review fee of Baht 990,000 totaling Baht 1,630,000 are justifiable. The Shareholders should approve the appointment of the proposed Auditors and fix the audit fee of Baht 1,630,000 per year.

Agenda No. 8 To consider and approve the amendment of the Company's Articles of Association Chapter 10 Others, by adding Article 57 as follows:

"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."

Background The Stock Exchange of Thailand notified to alter the Rules and Regulations concerning the Connected Transactions of Listed Companies. There shall be a consideration of the amendment of the Company's Articles of Association to comply with the SET's Rules and Procedures and Disclosure of Connected Transactions of Listed Companies and Rules, Procedures and Disclosure of Information Concerning the Acquisition and Disposition of Assets of Listed Companies.

Board's opinion The amendment of the Company's Articles of Association should properly be formed in order that the Company's Articles of Association shall contain an Article concerning the Shareholders' approval on Connected Transactions of the Listed Company and its subsidiaries to be in line with the SET's Rules and Regulations. The Shareholders should approve the amendment of the Company's aforementioned Articles of Association on account of their benefit.

Agenda No. 9 To ratify the investments in acquisition of shares in T.C.C. Technology Company Limited, Berli Jucker Cellox Limited and Berli Prospack Company Limited.

Background The Company acquired more additional shares in the following companies in 2003 from the existing shareholders as follows:

- T.C.C. Technology Company Limited
Purchased from T.C.C. Holding Company Limited, 6,120,000 shares at Baht 10 per share, totaling Baht 61,200,000.
2. Berli Jucker Cellox Limited
Purchased from Santisuk Highway Company Limited, 333,333 shares, Thanomwongse Service Company Limited, 1,099,000 shares, Mrs. Chanita Siwachan, 20,914 shares and Wattanapat Trading Company Limited, 1,627,666 shares, totaling 4 items 3,080,913 shares at Baht 25 per share, being Baht 77,022,825.
3. Berli Prospack Company Limited
Purchased from Prospack Industry Company Limited, 443,613 shares, Prospack International Limited, 270,561 shares and Sriprasert Group, 4 shares, totaling 714,178 shares at Baht 135 per share, being Baht 96,414,030.

Board's opinion The Shareholders should ratify the 3 investments due to T.C.C. Technology Company Limited is a service company in Computers, Information Technology and Internet whereas its business is able to enhance and increase efficiency to Computers, Information Technology and Internet to the Group, Berli Jucker Cellox Limited, a subsidiary in Consumer Products Group which is the core business of the Group and Berli Prospack Company Limited, an associated company categorizing in Packaging which is also the core business of the Group.

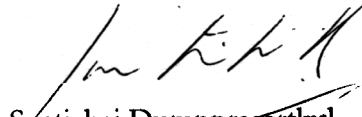
Agenda No. 10 To consider other business (if any).



Please note that the shareholders who are entitled to attend and vote at the Ordinary General Meeting of Shareholders No. 12 are those whose names appear in the register of shareholders on 11 March 2004 at 12.00 hours and the share register book will be closed from 11 March 2004, at 12.00 hours until 24 March 2004 after the meeting has been adjourned.

All shareholders are invited to attend at the date, 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



Santichai Dumpprasertkul
Company Secretary

Enclosures:

1. Copy of Minutes of the Ordinary General Meeting of Shareholders No. 11
2. 2003 Annual Report
3. Dividend Payment
4. Directors' Resumes
5. Remuneration for Directors and Audit Committee Members
6. Subsidiaries to be under KPMG Phoomchai Audit Limited's audit
7. Proxy Form
8. Notice to Identification of Shareholders or Representatives
9. Map



Enclosure No. 3

**Statement of Dividend Payment
based on the Company's operations for 2003**

| | <u>Baht</u> |
|--|----------------------|
| Unappropriated retained earnings at beginning of 2003 | 860,779,479 |
| Net profit after tax for the year | <u>1,185,825,466</u> |
| Total retained earnings for appropriation | 2,046,604,945 |
| Interim dividend at Baht 1.20 per share duly paid on 5 September 2003 | (188,379,780) |
| Proposed year-end dividend at Baht 2.60 per share | <u>(408,159,180)</u> |
| Unappropriated retained earnings at end of year | <u>1,450,065,985</u> |

DIRECTORS' RESUMES

| Name/ Position | Age (year) | Education | Company's Shareholding (%) | Directors' Relation | 5 – year Experiences | | |
|--|---------------|--|----------------------------------|---|--|--|--|
| | | | | | Period | Position | Names of Organization / Company |
| Mr. Narong Srisa-an Vice Chairman and Authorized Director | 75 | Honorary Master Degree in Economic Thammasat University | None | None | Present Present Past | Vice Chairman Chairman of Executive Board Vice Chairman | Berli Jucker Public Company Limited Beer Thai (1991) Public Company Limited Kasikornbank Public Company Limited |
| Mr. Sithichai Chaikriangkrai Authorized Director | 49 | Bachelor Degree in Accountancy (honour) Thammasat University Certificate of Business Computer Chulalongkorn University Directors Certification Program The Thai Institute of Directors | None | None | 2001 – Present 1997 – Present | Executive Director Director and Senior Executive Vice President | Berli Jucker Public Company Limited Beer Thai (1991) Public Company Limited |
| Mr. Thapana Sirivadhanabhakdi Authorized Director | 29 | Master of Sciences Financial Economics Boston University | None | Son of Mr. Charoen and Khunying Wanna Sirivadhanabhakdi Brother of Miss Atinant Miss Thapanee and Mr. Panot Sirivadhanabhakdi | 2003 – Present 2003 – Present 2001 – Present 2001 – Present | Executive Director Director Managing Director Executive Director | Zenith Liquor Company Limited Thai Beverages Public Company Limited Red Bull Distillery (1988) Company Limited Berli Jucker Public Company Limited |
| Mr. Sompoth Kosum Executive Director, Chief Financial Officer and Authorized Director | 57 | Bachelor Degree Business Administration California College Long Beach, California, U.S.A. Mini MBA Chulalongkorn University Directors Certification Program The Thai Institute of Directors | None | None | 2001 – Present 1994 – Dec. 2001 | Executive Director and Chief Financial Officer Executive Vice President and Group Financial and Investment | Berli Jucker Public Company Limited Sinn Bualuang Capital Company Limited |
| Mr. Weerawong Chittmittrapap Director and Audit Committee Member | 46 | Bachelor of Laws Chulalongkorn University LLM, University of Pennsylvania | None | None | Dec. 2001 – Present 1996 – Present | Director and Audit Committee Member Executive Partner | Berli Jucker Public Company Limited White & Case (Thailand) Limited |

Remuneration for Directors and Audit Committee Members

The proposed remuneration for Directors and Audit Committee Members at the total amount not exceeding Baht 15,000,000 per year is the remuneration for 13 Directors as follows:

| | | |
|---------------------------------|-----------|---------|
| Chairman | 1 | person |
| Vice Chairmen | 2 | persons |
| Directors | 7 | persons |
| Chairman of the Audit Committee | 1 | person |
| Audit Committee Members | <u>2</u> | persons |
| Total | <u>13</u> | persons |

Remarks: The Company has 15 Directors. Two Executive Directors who receive monthly salary shall not be entitled to receive Director remuneration.

Berli Jucker Public Company Limited's remuneration for Directors and Audit Committee Members compares to SET's other listed companies:

| | Average Directors' Fees <u>Baht/Each/Year</u> |
|---|--|
| 1. <u>Berli Jucker Public Company Limited</u> | |
| Average | 1,153,846 |
| 2. <u>Listed Companies with Revenues Over Baht 10,000 Million</u> | |
| Average | 884,093 |
| Low | 76,818 |
| High | 2,646,362 |
| 3. <u>Listed Companies in All Categories</u> | |
| Average | 368,904 |
| Low (The company by which there is no remuneration to director) | 0 |
| High | 3,399,752 |

Subsidiaries to be under KPMG Phoomchai Audit Limited's audit

- 1 Thai Glass Industries Public Company Limited
2. Rubia Industries Limited
3. Montana Company Limited
- 4 Cosma Medical Company Limited
- 5 Marble & Stones Company Limited
6. Thai Fluorspar & Minerals Company Limited
- 7 Berli Jucker Specialties Limited
8. Thai-Scandic Steel Company Limited
- 9 Berli Jucker Foods Limited
10. Berli Jucker Cellox Limited
- 1 Thai Sancellia Company Limited
12. BJC Marketing Company Limited
3. Rubia Investments Limited
4. Berli Jucker Logistics Limited
5. BJC Trading Company Limited
16. BJC Engineering Company Limited
17. T.C.C. Technology Company Limited



Enclosure No. 7

Proxy

As Berli Jucker Public Company Limited notified to hold the Ordinary General Meeting of Shareholders No. 12 on Wednesday, 24 March 2004 at 11.00 hours at the Meeting Room 1, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Phraknong, Klongtoey, Bangkok, details as indicated on the Notice of Meeting, in case you are unable to attend the meeting, the Company would like you to kindly appoint other person or any one of the following persons:

- | | |
|------------------------------------|--------------------|
| 1. Mr. Thirasakdi Nathikanchanalab | President |
| 2. Mr. Sompoth Kosum | Executive Director |
| 3. Mr. Santichai Dumpprasertkul | Company Secretary |

as your proxy to attend and vote on your behalf. This provision is to form the quorum of the meeting in compliance with the Articles of Association of the Company. A Proxy Form is attached herewith for your signature as Grantor. Please distinctively specify the Grantee's name and forward the proxy to the Company prior to the meeting.

Thank you for your kind cooperation.

Proxy Form

< Please affix >

Stamp duty

of Baht 20

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Written at....

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

I/We, .....

Nationality .....

Residing at ..... Road .....

Tambol/Subdistrict .....

Amphur/District .....

Province .....

Postal Code .....

being a shareholder of .....

Public Company Limited

holding a total number of .....

share(s).

hereby authorize

Age .....

Years .....

Residing at ..... Road ..... Tambol/Subdistrict .....

Amphur/District ..... Province ..... Postal Code .....

as my/our Proxy to attend and vote at the Share Subscribers' Meeting or the Ordinary General Meeting or the Extraordinary General Meeting No. .... which shall be held on .....

at ..... hours at .....

or on any other date, time and place as may be postponed or changed.

All acts performed by my/our Proxy during the course of this Meeting shall have a binding effect upon me/us as if I/we performed such acts by myself/ourselves in all respects.

(Signature) .....

Grantor

)

(Signature) .....

Grantee

(

### Notes:

Shareholder as Grantor needs to authorize a sole Grantee for attending the meeting and voting. The divide of shares to many Grantees for the purpose of voting is forbidden.

2. Shareholder shall authorize the proxy to Grantee with all his/her share(s) or lesser, but the definite amount of shares must be clearly written.

Voting is able to divide, i.e., agreed by some and how many shares; disagreed by some and how many shares or non-voting.

### **Identification documents present at the shareholders' meeting**

The subject refers to The Stock Exchange of Thailand's policy on code of proper practice for listed companies' shareholder meetings dated 19 February 1999. 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:

#### **1. Ordinary person**

- 1.1 Thai nationality shareholder
  - (a) In person (I.D. card, civil service card or state enterprise card)
  - (b) By proxy (I.D. card of the Principal and I.D. card or passport (non-Thai) of the Proxy)
- 1.2 Non-Thai shareholder
  - (a) In person (I.D. card or passport)
  - (b) By proxy (I.D. card or passport of Principal and Proxy)

#### **2. Juristic person**

- 2.1 Registered company in Thailand
  - (a) Letter of Affidavit issued by Ministry of Commerce with validity of not exceeding 30 days
  - (b) I.D. card or passport of Authorized Director and Proxy
- 2.2 Oversea company
  - (a) Letter of Affidavit  
(Certified true copies, if documents prepared in overseas requiring certified signatory by Notary Public)
  - (b) I.D. card or passport of Authorized Director and Proxy

**Shareholders or Proxies will be able to register and file documents for checking at the meeting place on 24 March 2004 from 9.00 a.m. onwards.**

