

**S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO THE INTERIM FINANCIAL STATEMENTS**

**MARCH 31, 2008 AND 2007**

**1. GENERAL INFORMATION**

<b>1.1</b> Company status	A juristic person established under Thai law and listed on the Stock Exchange of Thailand.
<b>1.2</b> Company location <ul style="list-style-type: none"><li>- Head office/factory</li><li>- Branch</li><li>- Branch</li></ul>	600/4 Moo 11, Sukapiban Road 8, Tambol Nhongkharm Amphur Sriracha, Chonburi, Thailand. 115 Naradhiwas Rajanakarindra Road (Soi 10), Kwaeng Tungwatdon, Khet Sathorn, Bangkok, Thailand. 662/4-6 Moo 11, Sukapiban Road 8, Tambol Nhongkharm Amphur Sriracha, Chonburi, Thailand.
<b>1.3</b> Type of business	(1) Manufacturing all type of cosmetics. (2) Investing in its subsidiaries and associates which carry on business according to Note 7 to the financial statements.
<b>1.4</b> Employee expenses for the three-month periods ended March 31, 2008 and 2007	(1) Including its subsidiaries Baht 108.79 million and Baht 96.28 million, respectively. (2) The Company only Baht 68.91 million and Baht 62.92 million, respectively.

## 2. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

These interim financial statements are prepared in accordance with Thai Accounting Standards under the Accounting Act, B.E. 2543 (2000), including the Accounting Profession Act, B.E. 2547 (2004). These interim financial statements should be read in conjunction with the financial statements for the year ended December 31, 2007.

- 2.1 These interim consolidated financial statements included the interim financial statements of S & J International Enterprises Public Company Limited with its subsidiaries and the Company's portion in associates as follows:

### SUBSIDIARIES

COMPANIES	% HOLDING		ESTABLISHED IN
	2008	2007	
E F Co., Ltd.	99.99	99.99	Thailand
Top Trend Manufacturing Co., Ltd.	51	51	Thailand
Wildlives (Thailand) Co., Ltd.	99.99	99.99	Thailand

### ASSOCIATES

COMPANIES	% HOLDING		ESTABLISHED IN
	2008	2007	
Yamahatsu (Thailand) Co., Ltd.	30	30	Thailand
Shaldan (Thailand) Co., Ltd.	21	21	Thailand
Operational Energy Group Limited	30	30	Thailand

- 2.2 Inter-company balances and significant transactions have been eliminated in the interim consolidation.

### **3. CHANGING ACCOUNTING POLICY**

In 2007, the Company has changed its accounting policy for investments in subsidiaries and associates, which is presented in the separate financial statements from the equity method to cost method following the Accounting Standard No. 44 (Revised 2007) “Consolidated and Separate Financial Statements” and Accounting Standard No. 45 (Revised 2007) “Investments in Associates”. Cumulative effect on the change in accounting policy which has to be decreasingly adjusted to the beginning retained earnings for the separate financial statements as at January 1, 2007 amount of Baht 95.05 million.

### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **4.1 Revenues and expenses recognition**

The Company recognized revenues and expenses from the following bases :

Sales	-	Recognized as revenues whenever goods are delivered.
Sales of goods on consignment	-	Recognized as revenues whenever the consignment goods were sold to the third parties.
Rental income	-	Recognized over the lease period.
Other income	-	Recognized on the accrual basis.
Expenses	-	Recognized on the accrual basis.

#### **4.2 Allowance for doubtful accounts**

The Company provides allowance for doubtful accounts for the estimated losses that may be incurred from the uncollected accounts receivable based on past experience in debt collection.

#### **4.3 Inventories**

Inventories are stated at cost or net realizable value, whichever is the lower. Cost is determined by the weighted average method.

The Company set up provision for diminution in value of obsolete, deteriorated goods and inventories which are expected to be unsalable by considering the condition of inventories.

#### 4.4 Investments

Investments in subsidiaries are those companies in which the parent in the group companies, directly or indirectly, has power more than one half of the total voting rights or power to govern the financial and operating policies of subsidiaries. Investments in subsidiaries in the separate financial statements are stated at cost after deduction of provision for diminution in investment value.

Investments in associates are those companies in which the parent in the group companies has shareholding from 20% to 50% of the total voting rights or has significant influence over the associates, that is the parent in the group companies has power to participate in determining relating to the financial and operating policies of the enterprise but not up to the level of governing such policies. Investments in associates are stated by equity method for consolidation and cost method for the separate financial statements.

Investments in related companies are those companies in which the group companies have its shareholding less than 20% and/or the companies which directly or indirectly have some common management, major shareholders or such related persons. Investments in related companies are stated at cost after deduction of provision for diminution in investment value.

Investments in other companies are those companies in which the group companies have shareholding but have no power to govern or participate in setting up any policy. Investments in other companies are stated at cost after deduction of provision for diminution in investment value.

Investments in available-for-sale securities are investments in listed securities stated at fair value with the objective for long-term investments. The Company recognized its revaluation in available-for-sale securities as separate item in Shareholders' Equity, under the caption "Unrealized gain (loss) on investment revaluation".

Investments in Government bond, the Company classified as debt securities to be held-to-maturity, stated at amortized cost.

The Company calculated cost of the disposed securities during the periods by the weighted average method.

The Company recorded dividend income when declared.

#### 4.5 Investments in real estate

Investments in real estate are stated at cost after deduction of loss from the impairment of assets.

#### 4.6 Property, plant and equipment

Property, plant and equipment are stated at cost. Depreciation is calculated by the straight-line method based on the estimated useful lives of the following assets:

	<u>Years</u>
Building and improvement	20
Machineries	5
Office furniture, fixtures and equipment	5
Vehicles	5

Interest expenses incurred from loans obtained for building construction project are capitalized until such building is ready for use as intended.

Expenditures for additions, renewals or betterments which affected the significant increment in value of current assets will be capitalized, considered as capital expenditures. Regarding repair and maintenance costs are recognized as expenses during the accounting periods when incurred.

#### 4.7 Leasehold right

Leasehold right is stated at acquisition cost less amortization by using the straight-line method over the leases period.

#### 4.8 Computer softwares

Computer softwares are stated at acquisition cost less amortization by using the straight-line method within ten years.

#### 4.9 Operating leases

Leases where most of substantial risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Rentals applicable to such operating leases are charged to expenses in the statements of income over the lease term.

#### **4.10 Earnings per share**

Basic earnings per share is calculated by dividing the periodical net profit by the number of issued and paid-up common stocks by the weighted average method.

Diluted earnings per share is calculated by dividing the periodical net profit by the number of weighted average common stocks held by outsiders during the period plus the weighted average number of common stocks which have to be issued for the conversion of all the dilutive potential common stocks to be common stocks as such no any adjustment is made to the net profit for the period.

#### **4.11 Employee benefits**

##### **Employee provident fund**

The Company provides a provident fund, which is a defined contribution plan. The assets of which are held in a separate trust fund and is managed by the external fund manager. Such provident fund is contributed by payments from employees and the Company. Contributions to the provident fund are charged to the statements of income in the incurred period.

##### **Retirement gratuity fund**

Obligations for contributions to retirement gratuity fund are computed on the benefit formula at balance sheet date and are recognized as an expense in the statements of income. Benefits are payable to employees upon retirement.

#### **4.12 Foreign currency transactions**

Foreign currency transactions incurred during the years are recorded in Baht at the rate ruling on the date of transactions. Outstanding foreign currency assets and liabilities on the balance sheet date are converted to Baht at the rate of exchange in effect on that date.

Gains or losses on exchange rate fluctuation are credited or charged to operations during the periods.

#### 4.13 Forward exchange contracts

Foreign currency transactions which are made forward exchange contracts with the bank, the agreed forward exchange rates according to the remaining periods of contracts from accounting period will be used to present fair value.

#### 4.14 Cash and cash equivalents

For the purpose of preparation of cash flows statements, cash and cash equivalents are cash on hand, fixed deposits at financial institutions due not more than 3 months with no obligation.

#### 4.15 Use of accounting estimates

In preparation of financial statements in accordance with generally accepted accounting principles requires management to use various estimates and assumptions that will be affected to the reported amounts of revenues, expenses, assets and liabilities including disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

### 5. TRADE ACCOUNTS RECEIVABLE consist of :

(THOUSAND BAHT)

PARTICULARS	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007
Trade notes receivable	13,108	14,634	9,086	8,738
Trade accounts receivable				
Current	304,735	339,285	233,767	271,105
Overdue within 3 months	78,842	89,593	41,386	61,592
Overdue between 3 to 6 months	5,553	2,834	1,532	2,043
Overdue between 6 to 12 months	2,505	3,357	6	606
Overdue more than 12 months	18,675	19,849	12,832	13,752
Total	423,418	469,552	298,609	357,836
<u>Less</u> Allowance for doubtful accounts	(20,219)	(20,875)	(12,415)	(12,595)
Trade accounts receivable – net	403,199	448,677	286,194	345,241

**6. SHORT-TERM LOANS TO SUBSIDIARY AND RELATED COMPANIES**

(THOUSAND BAHT)

PARTICULARS	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS		INTEREST RATE (%) PER ANNUM	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007
- Subsidiary						
Wildlives (Thailand) Co., Ltd.						
Beginning Balances	-	-	3,000	3,500		
Settlement during the period	-	-	-	(500)		
Ending Balances	-	-	3,000	3,000		
<u>Less</u> Allowance for doubtful accounts	-	-	-	(605)		
Ending Balances – net	-	-	3,000	2,395	4.00	4.00 – 5.50
Total Short-term Loans to Subsidiary – net	-	-	3,000	2,395		
- Related Company						
Osoth Interlaboratories Co., Ltd.						
Beginning Balances	-	1,900	-	1,900		
Settlement during the period	-	(1,900)	-	(1,900)		
Ending Balances	-	-	-	-	-	5.50
Total Short-term Loans to Related Company	-	-	-	-		
Total Short-term Loans to Subsidiary and Related Companies – net	-	-	3,000	2,395		

Short-term loans to subsidiary and related companies are unsecured loans.



## 7. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

(THOUSAND BAHT)

	% Holding		CONSOLIDATED (Equity Method)		THE SEPARATE FINANCIAL STATEMENTS (Cost Method)	
	March 31,	December 31,	March 31,	December 31,	March 31,	December 31,
	2008	2007	2008	2007	2008	2007
<b><u>SUBSIDIARIES</u></b>						
E F Co., Ltd.	99.99	99.99	-	-	4,006	4,006
Top Trend Manufacturing Co., Ltd.	51	51	-	-	36,625	36,625
Wildlives (Thailand) Co., Ltd.	99.99	99.99	-	-	1,000	1,000
Total Investments in Subsidiaries			-	-	41,631	41,631
<u>Less</u> Provision for diminution in value of investments in subsidiaries			-	-	(595)	(1,000)
Total Investments in Subsidiaries - net			-	-	41,036	40,631
<b><u>ASSOCIATES</u></b>						
Yamahatsu (Thailand) Co., Ltd.	30	30	28,768	25,667	6,000	6,000
Shaldan (Thailand) Co., Ltd.	21	21	3,514	3,300	4,392	4,392
Operational Energy Group Limited	30	30	56,932	49,728	13,151	13,151
Total Investments in Associates			89,214	78,695	23,543	23,543

(THOUSAND BAHT)

	TYPE OF BUSINESS	RELATIONSHIP	ISSUED AND PAID –UP SHARE CAPITAL		DIVIDEND	
			March 31,	December 31,	March 31,	March 31,
			2008	2007	2008	2007
<b><u>SUBSIDIARIES</u></b>						
E F Co., Ltd.	Consumer products	Shareholders / co – directors	4,000	4,000	-	-
Top Trend Manufacturing Co., Ltd.	Plastic containers	Shareholders / co – directors	60,000	60,000	-	-
Wildlives (Thailand) Co., Ltd.	Consumer products	Shareholders / co – directors	1,000	1,000	-	-
Total					-	-
<b><u>ASSOCIATES</u></b>						
Yamahatsu (Thailand) Co., Ltd.	Hair products	Shareholders / co – directors	20,000	20,000	-	-
Shaldan (Thailand) Co., Ltd.	Air refresher	Shareholders / co – directors	20,000	20,000	-	-
Operational Energy Group Limited	Servicing to operate the power plant	Shareholders / co – directors	30,000	30,000	-	-
Total					-	-

On March 30, 2007, the Extraordinary Shareholders' Meeting No. 1/2007 of Sriracha Engineering Service Company Limited was held and approved a special resolution to dissolve the company following the resolution of the Ordinary General Shareholders' Meeting No. 23 held on March 12, 2007. The subsidiary company has registered its dissolution with the Ministry of Commerce on March 30, 2007. Investments in subsidiary is shown as investments in related company at book value on dissolution date.

The financial statements of Yamahatsu (Thailand) Company Limited, Shaldan (Thailand) Company Limited and Operational Energy Group Limited, which are applied for recording the equity method are based on the financial information prepared by their management and not yet reviewed by the auditors.

**8. INVESTMENTS IN RELATED COMPANIES** consist of :

(THOUSAND BAHT)

CONSOLIDATED AND THE SEPARATE FINANCIAL STATEMENTS	% Holding		Cost Method		Dividend	
	March 31,	December 31,	March 31,	December 31,	March 31,	March 31,
	2008	2007	2008	2007	2008	2007
1. Thai Q P Co., Ltd.	7.50	7.50	9,000	9,000	630	540
2. General Glass Co., Ltd.	16	16	16,000	16,000	-	-
3. Thai Lotte Co., Ltd.	0.56	0.56	* 8,000	* 8,000	-	-
4. Thai Fujiya Co., Ltd.	6.67	6.67	* 7,500	* 7,500	-	-
5. H & B Kabinburi Co., Ltd.	9	9	1,350	1,350	-	-
6. Osoth Interlaboratories Co., Ltd.	19	19	*22,800	*22,800	-	-
7. Thai Cubic Technology Co., Ltd.	5	5	2,000	2,000	-	-
8. Train Time Test Co., Ltd.	14	14	175	175	-	-
9. BSC Entertainment Co., Ltd.	10	10	*20,565	*20,565	-	-
10. B.K.C. International Co., Ltd.	19	19	* 475	* 475	-	-
11. United Utility Co., Ltd.	0.27	0.27	692	692	-	-
Total			88,557	88,557	630	540
<u>Less</u> Allowance for loss on capital decrease in						
- Thai Fujiya Co., Ltd.			(5,500)	(5,500)		
- Osoth Interlaboratories Co., Ltd.			(2,850)	(2,850)		
- BSC Entertainment Co., Ltd.			(7,505)	(7,505)		
*Provision for diminution in value of investments in related companies			(33,603)	(33,603)		
Total Investments in Related Companies – net			39,099	39,099		

(THOUSAND BAHT)

	TYPE OF BUSINESS	RELATIONSHIP	ISSUED AND PAID –UP SHARE CAPITAL	
			March 31, 2008	December 31, 2007
1. Thai Q P Co., Ltd.	Consumer products	Shareholders / co – directors	120,000	120,000
2. General Glass Co., Ltd.	Glass bottles	Shareholders / co – directors	100,000	100,000
3. Thai Lotte Co., Ltd.	Chewing gum	Shareholders / co – directors	1,420,000	1,420,000
4. Thai Fujiya Co., Ltd.	Cake, bakery and restaurant	Shareholders / co – directors	30,000	30,000
5. H & B Kabinburi Co., Ltd.	Cloth toy and ware	Shareholders / co – directors	15,000	15,000
6. Osoth Interlaboratories Co., Ltd.	Medicine	Shareholders / co – directors	105,000	105,000
7. Thai Cubic Technology Co., Ltd.	Plate and varnish	Shareholders / co – directors	40,000	40,000
8. Train Time Test Co., Ltd.	Training and seminar	Shareholders / co – directors	1,250	1,250
9. BSC Entertainment Co., Ltd.	Bowling alley	Shareholders / co – directors	174,000	174,000
10. B.K.C. International Co., Ltd.	Consumer products	Shareholders / co – directors	2,500	2,500
11. United Utility Co., Ltd.	Real estate	Shareholders / co – directors	34,230	34,230

## 9. INVESTMENTS IN AVAILABLE-FOR-SALE SECURITIES

Available-for-sale securities are listed securities on the stock market.

(THOUSAND BAHT)

CONSOLIDATED AND THE SEPARATE FINANCIAL STATEMENTS	% Holding		Cost Method		Dividend	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007	March 31, 2008	March 31, 2007
<b>Related Companies</b>						
1. Boutique New City Plc.	0.02	0.02	124	124	-	-
2. Far East DDB Plc.	0.01	0.01	40	40	-	-
3. I.C.C. International Plc.	0.34	0.27	24,712	16,391	-	-
4. President Bakery Plc.	1.00	1.00	13,500	13,500	-	-
5. Sahacogen (Chonburi) Plc.	13.96	13.96	192,963	192,963	-	39,992
6. Saha Pathana Inter-Holding Plc.	0.03	0.03	3,706	3,706	-	-
Total			235,045	226,724	-	39,992
<u>Add</u> Unrealized gain on investment revaluation			403,278	404,511	-	-
Total net investments in available-for-sales securities- related companies			638,323	631,235	-	39,992
<b>Other Companies</b>						
1. Nation Multimedia Group Plc.			8,586	8,586	-	-
2. Bangkok Bank Plc.			5,001	5,001	-	-
Total			13,587	13,587		
<u>Less</u> Unrealized gain (loss) on investment revaluation			(1,500)	(1,296)	-	-
Total net investments in available-for-sales securities- other companies			15,087	12,291	-	-
<b>Total available-for-sales securities</b>			653,410	643,526	-	39,992

(THOUSAND BAHT)

RELATED COMPANIES	TYPE OF BUSINESS	RELATIONSHIP	ISSUED AND PAID –UP SHARE CAPITAL	
			March 31, 2008	December 31, 2007
1. Boutique New City Plc.	Garment	Shareholders / co – directors	120,000	120,000
2. Far East DDB Plc.	Advertising and agency	Shareholders / co – directors	75,000	75,000
3. I.C.C. International Plc.	Commerce	Shareholders / co – directors	290,634	290,634
4. President Bakery Plc.	Food	Co-shareholders	450,000	450,000
5. Sahacogen (Chonburi) Plc.	Generating and distributing electricity	Shareholders / co – directors	955,000	955,000
6. Saha Pathana Inter-Holding Plc.	Commerce	Co-shareholders	494,034	494,034

During March 2008, the Company has purchased investments in I.C.C. International Public Company Limited of 200,000 shares, worth Baht 8,320,750.

**10. INVESTMENTS IN OTHER COMPANIES** consist of :

(THOUSAND BAHT)

	% Holding		Cost Method		Dividend	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007	March 31, 2008	March 31, 2007
1. Sahapat Properties Co., Ltd.	2.50	2.50	* 500	* 500	-	-
2. Eastern Rubber Co., Ltd.	1.50	1.50	* 450	* 450	-	-
3. Advantage Footwear Co., Ltd.	0.38	0.38	* 1,387	* 1,387	-	-
4. Treasure Hill Co., Ltd.	2.00	2.00	* 4,000	* 4,000	-	-
5. Thanara Co., Ltd.	1.25	1.25	750	750	-	-
6. Thai Kamaya Co., Ltd.	5.00	5.00	5,000	5,000	-	-
7. Thai Herbal Products Co., Ltd.	1.50	1.50	* 1,200	* 1,200	-	-
8. Tipvarin Wattana Co., Ltd.	15.00	15.00	1,455	1,455	-	-
9. Saha Sehwa Co., Ltd.	3.48	3.48	* 5,050	* 5,050	-	-
10. T-Way Co., Ltd.	15.00	15.00	45	45	-	-
11. K. Commercial & Construction Co., Ltd.	2.20	2.20	3,278	3,278	-	-
12. E. P. F. Co., Ltd.	18.00	18.00	702	702	-	-
13. Pan Land Co., Ltd.	1.00	1.00	* 3,000	* 3,000	-	-
14. Thai Yukilon Co., Ltd.	6.94	6.94	5,000	5,000	-	-
15. Sriracha Aviation Co., Ltd.	6.06	6.06	* 2,000	* 2,000	-	-
16. Waseda Education (Thailand) Co., Ltd.	7.14	7.14	* 2,000	* 2,000	-	-
Total			35,817	35,817	-	-
Less *Provision for diminution in value of investments in other companies			(7,158)	(7,158)		
Total Investments in Other Companies – net (The separate financial statements)			28,659	28,659		
SUBSIDIARY INVESTED IN						
- Treasure Hill Co., Ltd.			1.00	1.00	* 2,000	* 2,000
Less *Provision for diminution in value of investments in other companies			(2,000)	(2,000)		
Total Investments in Other Companies – net (Consolidated)			28,659	28,659		

During March 2007, the subsidiary has sold its investment with acquisition cost of Baht 1 million which was totally set up provision for diminution in value of investment. The subsidiary obtained proceeds amount of Baht 10,000 which was recorded as gain at the same amount in the statement of income of subsidiary.

**11. INVESTMENTS IN REAL ESTATE**

(THOUSAND BAHT)

	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	March 31, 2008	December 31,2007	March 31, 2008	December 31,2007
Investments in land	47,990	47,990	47,870	47,870
<u>Less</u> Provision for impairment of asset	(4,400)	(4,400)	(4,400)	(4,400)
Investments in land-net	43,590	43,590	43,470	43,470
Investments in land with structures	9,953	9,953	9,953	9,953
Total investments in real estate	53,543	53,543	53,423	53,423

In the second quarter of 2007, the Company, related company and other companies jointly invested in land with structures amount of Baht 30.36 million which are under consideration for commercial use. Therefore, the total acquisition cost was recorded as investments in real estate with the proportion of investment as follows :

	Amount in (Million Baht)	Ratio of Ownership
Vitayasithi Co., Ltd.	14.93	76.57
S & J International Enterprises Public Co., Ltd.	9.95	51.05
K. Commercial & Construction Co., Ltd.	5.48	28.08
	30.36	155.70

## **12. OTHER RECEIVABLES**

In 2000, the Osoth Interlaboratories Company Limited, its trade account receivable has made a letter of debt confirmation and guarantee for payment to the Company. The Company agreed to convert its trade receivable to long-term debt amounting to Baht 97.21 million with 3 year moratorium, commencing from December 28, 2000 to December 27, 2003. The evidence indicated ownership of machinery worth of Baht 44.47 million was pledged as collateral. After such moratorium, monthly settlement will be made at Baht 1.0 million of every month ended, commencing from January 2004, onwards. Later, in February 2006, the new term and condition for repayment were relaxed by monthly repayment from Baht 500,000 to Baht 1,500,000 and the last payment will be made within January 2011.

## **13. SHARE CAPITAL**

During January 1, 2007 to March 31, 2008, the warrant holders who are the Company's directors, employees of the Company and its subsidiaries have exercised their warrants to purchase common stocks at an exercise price of Baht 4 each. The Company has fully received the money from its shareholders and has registered the paid-up capital increase with the Ministry of Commerce as follows :-



Registered Date	Exercised Warrants (Units)	Purchase Common Stocks (Shares)	Amount in (Baht)
February 7, 2007	142,500	142,500	570,000
March 7, 2007	506,500	506,500	2,026,000
June 7, 2007	42,000	42,000	168,000
September 7, 2007	37,500	37,500	150,000
December 7, 2007	276,750	276,750	1,107,000
Total year 2007	1,005,250	1,005,250	4,021,000
January 9, 2008	214,500	214,500	858,000
February 8, 2008	87,500	87,500	350,000
March 7, 2008	367,250	367,250	1,469,000
Total year 2008	669,250	669,250	2,677,000
Duly exercised in 2006	1,814,500	1,814,500	7,258,000
Total	3,489,000	3,489,000	13,956,000

During December 27-28, 2007, the warrant holders who are the Company's directors, employees of the Company and its subsidiaries have exercised 214,500 warrants to purchase 214,500 common stocks at an exercise price of Baht 4 each totalling Baht 858,000. The Company recorded the advance receipt from the exercise of such warrants under the caption "Advance share subscription", presenting it under shareholders' equity in the balance sheets as at December 31, 2007. The Company registered the above increase in its paid up share capital with the Ministry of Commerce on January 9, 2008.

## **WARRANTS**

On April 25, 2005, the Ordinary General Shareholders' Meeting was held and has a resolution to approve the issuance of warrants offered to the directors, employees of the Company and its subsidiaries under the Company's ESOP programme of 5,000,000 units with 3 year maturity at the offering price of Baht zero. The exercise ratio is 1 unit to 1 common stock at the exercise price of Baht 4 per share. The Meeting also has a resolution to confirm the allocation of capital increase to be reserved for the exercise of warrants offering to the directors, the Company and its subsidiaries' employees of 5,000,000 shares, which was duly approved by the Ordinary General Shareholders' Meeting on April 26, 2004.

The financial statements for the three-month period ended March 31, 2008 presenting the warrant holders who are the Company's directors, employees of the Company and its subsidiaries have exercised their warrants to purchase 669,250 common stocks. Therefore, as at March 31, 2008 there are 1,511,000 units outstanding balances of warrants.

## **14. LEGAL RESERVE**

The Company has set up legal reserve which duly met 10 % of authorized capital, in compliance with the Public Company Act, B.E. 2535 (1992). This reserve is forbidden for dividend payment.

## **15. DIVIDEND PAYMENT**

On March 12, 2008, the Board of Director's Meeting was held and has a resolution to pay dividends for 2007 to the shareholders of 103,489,000 shares at Baht 0.75 per share, totalling Baht 77.62 million. The Ordinary General Shareholders' Meeting held on April 22, 2008 has approved the payment of such proposed dividend.

On February 22, 2007, the Board of Director's Meeting was held and has a resolution to pay dividends for 2006 to the shareholders of 102,463,500 shares at Baht 0.65 per share, totalling Baht 66.60 million. The Ordinary General Shareholders' Meeting held on April 23, 2007 has approved the payment of such proposed dividend.

## 16. DIRECTORS' REMUNERATION

On April 22, 2008, the Ordinary General Shareholders' Meeting was held and approved a resolution to pay directors' remuneration at the maximum of Baht 10 million per year.

On April 25, 2008, the Ordinary General Shareholders' Meeting of Top Trend Manufacturing Company Limited was held and approved a resolution to pay directors' remuneration amount of Baht 1.38 million.

On April 23, 2007, the Ordinary General Shareholders' Meeting was held and approved a resolution to pay directors' remuneration at the maximum of Baht 10 million per year.

On April 4, 2007, the Ordinary General Shareholders' Meeting of Top Trend Manufacturing Company Limited was held and approved a resolution to pay directors' remuneration amount of Baht 1.14 million.

## 17. FOREIGN CURRENCY TRANSACTIONS

17.1 The Company has made Buying Forward Exchange Contracts with the local commercial bank for hedging against any risk in exchange rate fluctuation which might be affected to Baht payable to the foreign accounts payable that can be summarized as follows :-

Currencies	Amount in thousand	Exchange rates on delivery date (Baht)	Delivery dates
<u>As at December 31, 2007</u>			
USD	17	33.84	March 2008
JPY	47	0.30838 – 0.30678	February 2008
EUR	1	46.15	February 2008

**17.2** The Company has made Selling Forward Exchange Contracts with the local commercial bank for hedging against any risk in exchange rate fluctuation which might be affected to Baht received from export trade accounts receivable that can be summarized as follows :-

Currencies	Amount in thousand	Exchange rates on delivery date (Baht)	Delivery dates
<u>As at March 31, 2008</u>			
USD	2,518	31.22 – 33.60	June 2008 – September 2008
JPY	50,812	0.3050 – 0.3238	April 2008 – May 2008
GBP	3	68.0967 – 68.4667	May 2008
<u>As at December 31, 2007</u>			
USD	2,531	33.49 – 34.15	April 2008 – July 2008
JPY	21,828	0.2951 – 0.2984	January 2008 – February 2008
GBP	11	67.4667 – 68.7467	February 2008

**17.3** The Company has outstanding assets and liabilities denominated in foreign currencies which are not covered by any hedging of exchange rate risk as follows :-

(AMOUNT IN THOUSAND)

CONSOLIDATED	March 31, 2008		December 31, 2007	
	Foreign currencies	Converted to Baht	Foreign currencies	Converted to Baht
<b>Assets</b>				
USD	93	2,928	78	2,634
JYP	296	93	5,635	1,663
GBP	0.08	5	23	1,531
Total assets		3,026		5,828
<b>Liabilities</b>				
USD	301	9,533	118	3,985
JPY	842	268	1,177	353
EUR	43	2,174	-	-
GBP	1	68	3	219
SEK	3	16	-	-
NZD	0.2	4	0.2	5
HKD	6	24	-	-
SGD	4	81	-	-
CHF	580	18,459	6	171
Total liabilities		30,627		4,733

(AMOUNT IN THOUSAND)

THE SEPARATE FINANCIAL STATEMENTS	March 31, 2008		December 31, 2007	
	Foreign currencies	Converted to Baht	Foreign currencies	Converted to Baht
<b>Assets</b>				
USD	4	116	1	45
JPY	296	93	5,635	1,663
GBP	0.08	5	23	1,531
Total assets		214		3,239
<b>Liabilities</b>				
USD	266	8,420	117	3,980
JPY	422	134	1,177	353
EURO	0.7	36	-	-
GBP	1	68	3	219
SEK	3	16	-	-
NZD	0.2	4	0.2	5
HKD	6	24	-	-
Total liabilities		8,702		4,557

## 18. FINANCIAL INFORMATION BY SEGMENT

The Company and its subsidiaries' financial information by segment in the consolidation for the three-month periods ended March 31, 2008 and 2007 are as follows :

(THOUSAND BAHT)

Year 2008	Cosmetics	Containers	Others	Inter-company transactions		Total
				Debit	Credit	
Sales	414,462	161,749	5,025	43,949	-	537,287
Operating result by segment	11,267	17,686	1,141	49,499	49,450	30,045
Net profit						28,507
Property, plant and equipment-net	268,317	346,656	131	-	-	615,104
Leasehold right-net	3,972	741	-	-	-	4,713
Computer softwares	4,684	-	-	-	-	4,684
Total assets						2,388,048

(THOUSAND BAHT)

Year 2007	Cosmetics	Containers	Others	Inter-company transactions		Total
				Debit	Credit	
Sales	369,830	125,351	3,823	43,025	-	455,979
Operating result by segment	(2,496)	4,568	525	48,028	48,375	2,944
Net profit						60,817
Property, plant and equipment-net	275,958	346,482	211	-	-	622,651
Leasehold right-net	6,749	1,261	-	-	-	8,010
Computer softwares	4,484	-	-	-	-	4,484
Total assets						2,189,298

The financial information by geographical segments can be classified to local and export sales in the consolidation for the three-month periods, ended March 31, 2008 and 2007 as follows:

(THOUSAND BAHT)

Particulars	Local		Export		Total	
	2008	2007	2008	2007	2008	2007
Sales	394,856	368,402	142,431	87,577	537,287	455,979
Operating result by segment	26,032	10,791	4,013	(7,847)	30,045	2,944

## 19. INCOME TAX EXPENSES

The Company and subsidiaries' income taxes for the three-month periods ended March 31, 2008 and 2007 are calculated from accounting profit and adjusted with other revenues and some expenses which are exempted from income tax or being disallowable expenses in corporate income tax computation; for example, dividend income.

The corporate income taxes of the Company and subsidiaries are calculated at the rate of 30 per cent.

## 20. TRANSACTIONS WITH RELATED PARTIES

The Company has certain business transactions with its related parties which are related through directorship or shareholding or having shareholders or some co-directors. The effects of these transactions were reflected in the accompanying financial statements in normal business and general trading conditions, except sub-lease contract as Note 22.

COMPANIES	RELATIONSHIP
Subsidiaries	See Note 7
Associates	See Note 7
Related companies	See Note 8
Better Way (Thailand) Co., Ltd.	Co – directors
International Laboratories Corp., Ltd.	Co – directors
Vitayasithi Co., Ltd.	Co – directors
Kewpie (Thailand) Co., Ltd.	Co – directors
O.C.C. Plc.	Co – directors
I.C.C. International Plc.	Co – directors
Oriental Salon Business Co., Ltd.	Co – directors
H & B Intertex Co., Ltd.	Co – directors
People 's Garment Plc.	Co – directors
Thai Fujiya Co., Ltd.	Co – shareholders
Saha Pathanapibul Plc.	Co – shareholders
Konica Minolta Photochem (Thailand) Co., Ltd.	Co – shareholders
Thai Wacoal Plc.	Co – shareholders
Saha Pathana Inter-Holding Plc.	Shareholders



**The significant transactions with related parties are as follows :**

(THOUSAND BAHT)

Transactions in balance sheets	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007
<u>Trade accounts receivable</u>				
- Subsidiaries	-	-	415	1,359
- Associates	5,152	4,723	2,376	2,413
- Related companies	166,645	197,219	147,607	172,517
Total	171,797	201,942	150,398	176,289
<u>Loans extended</u>				
- Subsidiaries (See Note 6)	-	-	3,000	3,000
Less Allowance for doubtful debt	-	-	-	(605)
Total	-	-	3,000	2,395
<u>Accrued revenues</u>				
- Subsidiaries	-	-	980	1,086
- Associates	94	256	94	256
- Related companies	248	22	248	22
Total	342	278	1,322	1,364
<u>Prepaid expenses</u>				
- Related companies	20	-	-	-
<u>Other receivables</u>				
- Related companies	32,553	34,453	32,553	34,453
<u>Unearned rental</u>				
- Related companies	2,815	4,885	2,815	4,885
<u>Trade accounts payable</u>				
- Subsidiaries	-	-	28,035	30,791
- Associates	9,998	9,296	9,574	7,379
- Related companies	5,679	4,028	2,602	1,072
Total	15,677	13,324	40,211	39,242
<u>Other accounts payable</u>				
- Subsidiaries	-	-	8	59
- Associates	24	28	24	28
- Related companies	1,663	1,826	1,663	1,826
Total	1,687	1,854	1,695	1,913

(THOUSAND BAHT)

Transactions in balance sheets	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007
<u>Rental guarantee</u>				
- Related companies	3,298	200	1,512	200

(THOUSAND BAHT)

Transactions in income statements for the three-month periods ended March 31,	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	2008	2007	2008	2007
<u>Sales</u>				
- Subsidiaries	-	-	390	634
- Associates	9,863	1,883	5,680	186
- Related companies	239,245	223,743	216,002	198,017
Total	249,108	225,626	222,072	198,837
<u>Rental income</u>				
- Associates	2,350	2,264	2,350	2,264
- Related companies	2,379	2,364	2,379	2,364
Total	4,729	4,628	4,729	4,628
<u>Other income</u>				
- Subsidiaries	-	-	891	816
- Associates	689	325	689	325
- Related companies	252	318	252	318
Total	941	643	1,832	1,459
<u>Purchase and service</u>				
- Subsidiaries	-	-	43,532	42,391
- Associates	14,706	13,683	13,933	12,181
- Related companies	4,908	6,171	4,908	6,171
Total	19,614	19,854	62,373	60,743
<u>Rental expenses</u>				
- Associates	188	188	188	188
- Related companies	1,116	865	1,116	865
Total	1,304	1,053	1,304	1,053

(THOUSAND BAHT)

Transactions in income statements for the three-month periods ended March 31,	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	2008	2007	2008	2007
<u>Other expenses</u>				
- Subsidiaries	-	-	27	-
- Associates	56	92	50	87
- Related companies	15,716	14,768	6,358	6,206
Total	15,772	14,860	6,435	6,293

Revenues from sales, purchase of goods and service and other income and expenses as shown in the income statements are in accordance with general trading conditions under fixing price or at market price. For the transactions with no reference of market price, the agreed prices according to the agreement are applied.

## 21. COMMITMENT AND CONTINGENT LIABILITIES

(THOUSAND BAHT)

	CONSOLIDATED		THE SEPARATE FINANCIAL STATEMENTS	
	March 31, 2008	December 31, 2007	March 31, 2008	December 31, 2007
<b>21.1</b> Commitment under letters of guarantee issued by commercial banks	74,359	71,361	72,729	69,731
<b>21.2</b> Commitment under letters of guarantee on overdrafts with commercial banks for - Associates	4,200	4,200	4,200	4,200
<b>21.3</b> Letters of credit	6,440	1,102	6,440	1,102
<b>21.4</b> Royalty fees are payable by calculating from percentage of sales at the rate as fixed in the agreement.				
<b>21.5</b> Lease contract of Preserved Food Organization (P.F.O.) yearly (See Note 22).				
<b>21.6</b> Lease and Service Contracts for the office and warehouse and Advisory Contract having periods from 2 years onward as specified in each contract. As at March 31, 2008, the Company has commitment to pay future monthly rental and services approximately for				
	Consolidated	Baht	1,840,872	
	The separate financial statements	Baht	1,300,340	

## 22. LEASEHOLD RIGHT AND SUB-LEASE CONTRACT

On September 11, 1989, the Company has made Lease Contract with the Preserved Food Organization (P.F.O.), Ministry of Defense for the period of 20 years, commencing from September 11, 1989 to September 10, 2009. On July 23, 1990, the Company has made Sub-lease Contract of some portion to Thai Q P Company Limited, its related company for the period of 19 years, commencing from July 23, 1990 to July 23, 2009 as the following details :

(THOUSAND BAHT)

	Portion paid to Ministry of Defense	Portion received from Thai Q P Co., Ltd.
1. Rental fee of Preserved Food Organization (P.F.O.)		
- Amount paid at the beginning of contract	55,000	38,500
- Balance as at March 31, 2008	3,972	2,647
- Balance as at December 31, 2007	4,656	3,153
Shown under leasehold right and unearned rental		
2. Security for damage	5,000	3,500
Shown under investments in bond and deposit received		
3. Yearly rental (increasing in every 5 years)		
- Balance as at March 31, 2008	3,147	3,147
- Balance as at December 31, 2007	4,885	4,885
Shown under prepaid and unearned rental		
4. Related insurance premiums and other expenses will be totally collected from Thai Q P Co., Ltd.		
Shown under selling/administrative expenses and compensation income		

### 23. DILUTED EARNINGS PER SHARE RECONCILIATION

<u>CONSOLIDATED</u>	2008			2007		
	Net profit (Thousand Baht)	Number of shares (Shares)	Earnings per shares (Baht)	Net profit (Thousand Baht)	Number of shares (Shares)	Earnings per shares (Baht)
<u>Basic earnings per share</u>						
Net profit available to ordinary shareholders	28,507	103,167,247	0.28	60,817	102,039,111	0.60
<u>Effect of assumed conversion</u>						
Warrants	-	1,165,460		-	1,980,396	
<u>Diluted earnings per share</u>						
Net profit available to ordinary shareholders plus assumed conversion	28,507	104,332,707	0.27	60,817	104,019,507	0.58

<u>THE SEPARATE FINANCIAL STATEMENTS</u>	2008			2007		
	Net profit (Thousand Baht)	Number of shares (Shares)	Earnings per shares (Baht)	Net profit (Thousand Baht)	Number of shares (Shares)	Earnings per shares (Baht)
<u>Basic earnings per share</u>						
Net profit available to ordinary shareholders	11,777	103,167,247	0.11	42,547	102,039,111	0.42
<u>Effect of assumed conversion</u>						
Warrants	-	1,165,460		-	1,980,396	
<u>Diluted earnings per share</u>						
Net profit available to ordinary shareholders plus assumed conversion	11,777	104,332,707	0.11	42,547	104,019,507	0.41

### 24. RECLASSIFICATION OF ACCOUNTING TRANSACTIONS

Some accounting transactions of 2007 financial statements have been reclassified to conform with the presentation of 2008 financial statements.

### 25. FINANCIAL STATEMENTS APPROVAL

These interim financial statements are duly approved by the Company's directors.