

S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE INTERIM FINANCIAL STATEMENTS

MARCH 31, 2009 AND 2008

1. GENERAL INFORMATION

1.1 Legal status	A juristic person established under Thai law and listed on the Stock Exchange of Thailand.
1.2 Company location	
- Head office/factory	600/4 Moo 11, Sukapiban Road 8, Tambol Nhongkharm Amphur Sriracha, Chonburi, Thailand.
- Branch	115 Naradhiwas Rajanakarindra Road (Soi 10), Kwaeng Tungwatdon, Khet Sathorn, Bangkok, Thailand.
- Branch	662/4-6 Moo 11, Sukapiban Road 8, Tambol Nhongkharm Amphur Sriracha, Chonburi, Thailand.
1.3 Type of business	(1) Manufacturing all type of cosmetics. (2) Investing in its subsidiaries and associates which carry on business according to Note 6 to the interim financial statements.

2. BASIS FOR PREPARATION OF INTERIM FINANCIAL STATEMENTS

2.1 These interim consolidated and separate 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), and the Notification of the Office of the Securities and Exchange Commission. Except the financial statements of S&J International Enterprises UK Limited, its subsidiary, are prepared in accordance with the accounting standards of England. In preparation of the consolidated financial statements, they are adjusted to be under the same accounting policies as parent company. These interim financial statements should be read in conjunction with the financial statements for the year ended December 31, 2008.

2.2 Announcement of new accounting standards

The following accounting standards have been revised and become effective to the financial statement for the periods beginning on or after January 1, 2009

TAS 36 (revised 2007) Impairment of Assets

TAS 54 (revised 2007) Non-current Assets Held for Sale and Discontinued Operations

The Company has adopted according to the revised accounting standards and become effective with no material impact to the current financial statements.

2.3 These interim financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.4 These interim consolidated financial statements included the interim financial statements of S & J International Enterprises Public Company Limited with its subsidiaries and the equity in associates as follows:

SUBSIDIARIES

COMPANIES	% HOLDING		ESTABLISHED IN
	March 31, 2009	December 31, 2008	
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
Value Sports Co., Ltd.	66.67	66.67	Thailand
S&J International Enterprises UK Limited	100	-	England

ASSOCIATES

COMPANIES	% HOLDING		ESTABLISHED IN
	March 31, 2009	December 31, 2008	
Yamahatsu (Thailand) Co., Ltd.	30	30	Thailand
Shaldan (Thailand) Co., Ltd.	21	21	Thailand
Operational Energy Group Limited	30	30	Thailand

2.5 Inter-company balances and significant transactions of the Company and its subsidiaries have been eliminated in the interim consolidation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Revenues and expenses recognition

The Company recognized revenues and expenses from the following bases :

- | | | |
|-------------------------------|---|---|
| Sales | - | Recognized as revenues whenever goods are delivered , the significant risks and rewards have been transferred to the buyer. |
| Sales of goods on consignment | - | Recognized as revenues whenever the consignment goods are sold to the third parties. |
| Dividend income | - | Recognized when the shareholder's right to receive payment is established. |
| Rental income | - | Recognized over the lease period. |
| Other income | - | Recognized on the accrual basis. |
| Expenses | - | Recognized on the accrual basis. |

3.2 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.

3.3 Allowance for goods returned

The Company provides allowance for goods returned based on past experience.

3.4 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 inventories which are expected to be unsalable by considering the current condition of inventories.

3.5 Investments

Investments in associates mean 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 subsidiaries mean 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.

Investments in related companies mean 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.

Investments in other companies mean 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.

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.

3.6 Investments in real estate

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

3.7 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 assets will be capitalized, considered as capital expenditures. Regarding repair and maintenance costs are recognized as expenses during the accounting periods when incurred.

3.8 Leasehold right

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

3.9 Computer softwares

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

3.10 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.

3.11 Earnings per share

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

Diluted earnings per share is calculated by dividing the periodical net profit with 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.

3.12 Employee benefits expenses

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 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 fund

Obligations to provide for retirement fund will be recognized as an expense in the statements of income, by calculating following the defined formula. These benefits are payable upon retirement.

3.13 Foreign currency transactions

Foreign currency transactions incurred during the periods 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.

For preparation of the consolidated financial statements, the financial statements of the subsidiary denominated in foreign currencies are converted to Baht based on the following exchange rates:

- Assets and liabilities were translated by the average exchange rates at the end of the period.
- Shareholders' equity was translated by the exchange rate in effect on the transaction dates.
- Revenues and expenses were translated by the average exchange rates for the period.

The translation of financial statement differences in foreign currencies was shown under Shareholders' Equity.

3.14 Forward exchange contracts

Foreign currency transactions which are covered by forward exchange contract, the Company will record at fair value. Gains or losses on exchange rates are credited or charged to operations of each period.

3.15 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.

3.16 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 the reported amounts of revenues, expenses, assets and liabilities including disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

4. TRADE ACCOUNTS RECEIVABLE

(THOUSAND BAHT)

PARTICULARS	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008
Trade notes receivable	20,311	14,828	13,079	11,689
Trade accounts receivable				
Current	330,816	369,679	274,099	318,569
Overdue within 3 months	62,772	135,508	42,933	98,040
Overdue between 3 to 6 months	15,533	4,800	4,698	2,848
Overdue between 6 to 12 months	4,760	2,753	2,847	2,566
Overdue more than 12 months	21,079	18,930	15,431	13,295
Total	455,271	546,498	353,087	447,007
<u>Less</u> Allowance for doubtful accounts	(18,710)	(19,140)	(13,002)	(13,432)
Reserved for goods returned	(453)	(453)	-	-
Trade accounts receivable - net	436,108	526,905	340,085	433,575

5. SHORT-TERM LOANS TO SUBSIDIARIES

(THOUSAND BAHT)

PARTICULARS	THE SEPARATE FINANCIAL STATEMENTS		INTEREST RATES (%) PER ANNUM	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008
Wildlives (Thailand) Co., Ltd.				
Beginning Balances	2,500	3,000		
Settlement during the period	-	(500)		
Ending Balances	2,500	2,500	3.00 - 4.50	4.00 - 4.50
Value Sports Co., Ltd.				
Beginning Balance	1,000	-		
Increase during in period	-	1,000		
Ending Balances	1,000	1,000		
<u>Less</u> Allowance for doubtful accounts	(1,000)	(1,000)		
Ending Balances - net	-	-	3.00 - 4.50	4.00 - 4.50
Total Short-term Loans to Subsidiaries - net	2,500	2,500		

Short-term loans to subsidiaries are unsecured loans.

6. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

(THOUSAND BAHT)

	% Holding		CONSOLIDATED (Equity Method)		SEPARATE FINANCIAL STATEMENTS (Cost Method)	
	March 31, 2009	December31, 2008	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008
<u>SUBSIDIARIES</u>						
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
Value Sports Co., Ltd.	66.67	66.67	-	-	* 2,000	* 2,000
S&J International Enterprises UK Limited	100.00	-	-	-	5,073	-
					(GBP100,000)	
Total Investments in Subsidiaries			-	-	48,704	43,631
Less * Provision for diminution in investments in subsidiaries			-	-	(2,000)	(2,000)
Total Investments in Subsidiaries - net			-	-	46,704	41,631
<u>ASSOCIATES</u>						
Yamahatsu (Thailand) Co., Ltd.	30	30	32,152	29,265	6,000	6,000
Shaldan (Thailand) Co., Ltd.	21	21	2,791	2,695	4,392	4,392
Operational Energy Group Limited	30	30	60,549	55,338	13,151	13,151
Total Investments in Associates			95,492	87,298	23,543	23,543

(THOUSAND BAHT)

	TYPE OF BUSINESS	ISSUED AND PAID - UP SHARE CAPITAL		DIVIDEND FOR THE THREE-MONTH PERIODS	
		March 31,	December 31,	March 31,	March 31,
		2009	2008	2009	2008
<u>SUBSIDIARIES</u>					
E F Co., Ltd.	Consumer products	4,000	4,000	-	-
Top Trend Manufacturing Co., Ltd.	Plastic containers	60,000	60,000	-	-
Wildlives (Thailand) Co., Ltd.	Consumer products	1,000	1,000	-	-
Value Sports Co., Ltd.	Assemble and distribute motor kit	3,000	3,000	-	-
S&J International Enterprises UK Limited	Distributing cosmetic products and gift set and marketing service	5,073	-	-	-
Total				-	-
<u>ASSOCIATES</u>					
Yamahatsu (Thailand) Co., Ltd.	Hair products	20,000	20,000	-	-
Shaldan (Thailand) Co., Ltd.	Air refresher	20,000	20,000	-	-
Operational Energy Group Limited	Servicing to operate the power plant	30,000	30,000	-	-
Total				-	-

On March 19, 2009, the Company has invested in 100,000 common stocks of S&J International Enterprises UK Limited at GBP 1 each, worth GBP 100,000 (The subsidiary has authorized and paid-up share capital 100,000 shares at GBP 1 each, amount of GBP 100,000).

The financial statements of S&J International Enterprises UK Limited, its subsidiary in the foreign country were reviewed by other certified public accountant, and were used to prepare interim consolidated financial statements for the three-month period ended March 31, 2009, by having assets as at March 31, 2009 was in the amount of Baht 15.74 million. And net profit for the period ended March 31, 2009 was in the amount of Baht 0.46 million.

On April 1, 2008, the Company has invested in Value Sports Co., Ltd. which has co- directors by buying from related persons 20,000 shares worth Baht 2 million, accounted for 66.67 per cent of issued and paid up share capital. There is goodwill amount of Baht 1.78 million incurred from the fair value of the identifiable assets and liabilities acquired lower than the acquisition cost of the acquirer. The Company recorded as total loss from diminution in investment in the consolidated statements of income.

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.

7. INVESTMENTS IN RELATED COMPANIES

(THOUSAND BAHT)

CONSOLIDATED AND THE SEPARATE FINANCIAL STATEMENTS	% Holding		Cost Method		Dividend for the three-month periods	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008	March 31, 2009	March 31, 2008
1. Thai Q P Co., Ltd.	7.50	7.50	9,000	9,000	-	630
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
<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 investments in related companies			(35,185)	(35,185)		
Total Investments in Related Companies - net			37,517	37,517		

(THOUSAND BAHT)

	TYPE OF BUSINESS	RELATIONSHIP	ISSUED AND PAID –UP SHARE CAPITAL	
			March 31, 2009	December 31, 2008
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

8. INVESTMENTS IN AVAILABLE-FOR-SALE SECURITIES

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

(THOUSAND BAHT)

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	% Holding		Cost Method		Dividend for the three-month periods	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008	March 31, 2009	March 31, 2008
Related Companies						
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	0.34	24,712	24,712	-	-
4. President Bakery Plc.	1.00	1.00	13,500	13,500	1,292	-
5. Sahacogen (Chonburi) Plc.	14.28	14.28	206,628	206,628	-	-
6. Saha Pathana Inter-Holding Plc.	0.03	0.03	3,706	3,706	-	-
Total			248,710	248,710	1,292	-
<u>Add</u> Unrealized gain on investment revaluation			408,311	415,517	-	-
Total net investments in available-for-sales securities - related company			657,021	664,227	1,292	-
Other Companies						
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 loss on investment revaluation			(6,956)	(7,383)	-	-
Total net investments in available-for-sales securities-other companies			6,631	6,204	-	-
Total net available-for-sales securities			663,652	670,431	1,292	-

(THOUSAND BAHT)

RELATED COMPANIES	TYPE OF BUSINESS	RELATIONSHIP	ISSUED AND PAID - UP SHARE CAPITAL	
			March 31, 2009	December 31, 2008
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 additionally purchased investments in I.C.C. International Public Company Limited of 200,000 shares, worth Baht 8,320,750.

9. INVESTMENTS IN OTHER COMPANIES

(THOUSAND BAHT)

	% Holding		Cost Method		Dividend for the three-month periods	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008	March 31, 2009	March 31, 2008
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.	8.00	8.00	9,080	9,080	-	-
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			39,897	39,897	-	-
<u>Less</u> *Provision for diminution in investments in other companies			(7,224)	(7,224)		
Total Investments in Other Companies - net (The separate financial statements)			32,673	32,673		
SUBSIDIARY INVESTED IN						
- Treasure Hill Co., Ltd.			1.00	1.00	* 2,000	* 2,000
<u>Less</u> *Provision for diminution in investments in other companies			(2,000)	(2,000)		
Total Investments in Other Companies - net (Consolidated)			32,673	32,673		

During April 2008, the Company has additionally purchased investments in Thai Kamaya Company Limited of 30,000 shares, worth Baht 4,080,000.

10. OTHER RECEIVABLE

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 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.

11. SHARE CAPITAL

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 (Baht)
Duly exercised in 2006	1,814,500	1,814,500	7,258,000
Duly exercised in 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
October 7, 2008	20,000	20,000	80,000
December 9, 2008	67,500	67,500	270,000
Total exercised year 2008	756,750	756,750	3,027,000
January 13, 2009	50,750	50,750	203,000
February 11, 2009	603,250	603,250	2,413,000
March 13, 2009	583,000	583,000	2,332,000
Total exercised year 2009	1,237,000	1,237,000	4,948,000
Total exercised	4,813,500	4,813,500	19,254,000

During December 22-30, 2008, the warrant holders have exercised 50,750 units of warrants to purchase 50,750 common stocks at an exercise price of Baht 4 each totalling Baht 203,000. 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 sheet as at December 31, 2008. The Company registered the above increase in its paid up share capital with the Ministry of Commerce on January 13, 2009.

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 and employees of the Company and its subsidiaries amount 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, 2009 presenting the warrant holders who are the directors and employees of the Company and its subsidiaries have exercised their warrants to purchase 1,237,000 common stocks. Therefore, as at March 31, 2009 there are 186,500 units outstanding balances of warrants.

12. 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.

13. DIVIDEND PAYMENT

On April 28, 2009, the Ordinary General Shareholders' Meeting for 2009 was held and approved a resolution to pay dividends for the results of 2008 operation to the shareholders of 104,813,500 shares at Baht 1.00 per share, totalling Baht 104.81 million. The dividend payment date is fixed on May 22, 2009.

On April 22, 2008, the Ordinary General Shareholders' Meeting for 2008 was held and approved a resolution to pay dividends for the results of 2007 operation to the shareholders of 103,489,000 shares at Baht 0.75 per share, totalling Baht 77.62 million. The dividend payment was made on May 21, 2008.

14. DIRECTORS' REMUNERATION

On April 28, 2009, the Ordinary General Shareholders' Meeting for 2009 was held and approved a resolution to pay directors' remuneration at the maximum of Baht 10 million per year.

On April 22, 2008, the Ordinary General Shareholders' Meeting for 2008 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 for 2008 of Top Trend Manufacturing Company Limited was held and approved a resolution to pay directors' remuneration amount of Baht 1.38 million.

15. FOREIGN CURRENCY TRANSACTIONS

15.1 The Company has made Buying Forward Exchange Contracts with the local commercial bank for hedging against any risk in exchange rate fluctuation which might affected 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 March 31, 2009</u>			
USD	748	34.75 - 35.86	June 2009 - August 2009
JPY	1,258	0.361 - 0.385	May 2009 - June 2009
<u>As at December 31, 2008</u>			
USD	954	33.96 - 35.09	February 2009 - June 2009

15.2 The Company has made Selling Forward Exchange Contracts with the local commercial bank for hedging against any risk in exchange rate fluctuation which might affect 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, 2009</u>			
USD	56	35.25	September 2009
JPY	42,612	0.3619 - 0.3734	March 2009 - June 2009
<u>As at December 31, 2008</u>			
USD	2,330	34.36 - 35.755	April 2009 - June 2009
JPY	34,298	0.3720 - 0.3939	January 2009 - February 2009

15.3 The Company and subsidiaries have 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, 2009		December 31, 2008	
	Foreign currencies	Converted to Baht	Foreign currencies	Converted to Baht
Assets				
USD	1,248	44,176	551	19,169
JYP	2	1	1,127	431
EUR	-	-	17	812
Total assets		44,177		20,412
Liabilities				
USD	56	2,000	272	9,542
JPY	72	26	3,934	1,534
GBP	78	4,013	31	1,601
EUR	2	97	6	282
SEK	-	-	3	13
NZD	-	-	0.1	3
CHF	7	231	57	1,913
HKD	13	59	6	27
Total liabilities		6,426		14,915

(AMOUNT IN THOUSAND)

THE SEPARATE FINANCIAL STATEMENTS	March 31, 2009		December 31, 2008	
	Foreign currencies	Converted to Baht	Foreign currencies	Converted to Baht
Assets				
USD	1,200	42,482	486	16,926
JPY	2	1	1,127	431
Total assets		42,483		17,357
Liabilities				
USD	56	2,000	260	9,133
JPY	72	26	3,934	1,534
GBP	78	4,013	31	1,601
EURO	2	97	6	282
SEK	-	-	3	13
NZD	-	-	0.1	3
HKD	13	59	6	27
Total liabilities		6,195		12,593

16. EXPENSES BY NATURE

(THOUSAND BAHT)

PARTICULARS	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	March 31, 2009	March 31, 2008	March 31, 2009	March 31, 2008
(Increase) decrease in the changes of finished goods and work in progress	4,652	(14,457)	(4,752)	(10,442)
Raw material and consumables used	352,574	311,430	365,667	292,756
Purchase of inventories	2,442	1,228	-	-
Management benefit expenses	9,301	8,113	8,484	7,344
Employee benefit expenses	120,571	101,680	79,438	62,573
Depreciation and amortization expenses	36,270	31,136	13,270	13,683
Other expenses	76,600	70,217	48,915	39,396
Total	602,410	509,347	511,022	405,310

17. FINANCIAL INFORMATION BY SEGMENT

The Company and its subsidiaries' financial information by segment in the consolidation for the three-month periods ended March 31, 2009 and 2008 are as follows :

(THOUSAND BAHT)

Year 2009	Cosmetics	Containers	Others	Inter-company transactions		Total
				Debit	Credit	
Sales	525,750	141,773	4,835	49,006	-	623,352
Operating result by segments	14,728	5,756	274	54,150	54,333	20,941
Net profit						27,929
Property, plant and equipment-net	329,423	378,653	1,559	-	-	709,635
Leasehold right-net	1,228	1,060	-	-	-	2,288
Computer software-net	6,523	4,850	17	-	-	11,390
Total assets						2,680,247

(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 segments	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-net	4,684	-	-	-	-	4,684
Total assets						2,388,048

The financial information by geographical areas can be classified to local and export sales in the consolidation for the three-month periods, ended March 31, 2009 and 2008 as follows:

(THOUSAND BAHT)

Particulars	Local		Export		Total	
	2009	2008	2009	2008	2009	2008
Sales	462,990	394,856	160,362	142,431	623,352	537,287
Operating result by segments	9,886	26,032	11,055	4,013	20,941	30,045

18. INCOME TAX EXPENSES

The Company and subsidiaries' income taxes for the three-month periods ended March 31, 2009 and 2008 are calculated from accounting profit and adjusted with other revenues and some expenses which are exempted from income tax; for example, dividend income, or being disallowable expenses in corporate income tax computation; for example, doubtful debts.

In 2009, the corporate income tax of the Company is calculated at the rate of 25 per cent.

In 2008, the corporate income tax of the Company is calculated at the rate of 30 per cent.

The corporate income taxes of subsidiaries are calculated at the rate of 15 - 30 per cent.

19. TRANSACTIONS WITH RELATED PERSONS AND PARTIES

The Company has certain business transactions with its related parties which are related through, being employees, 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 21.

COMPANIES	RELATIONSHIP
Subsidiaries	See Note 6
Associates	See Note 6
Related companies	See Note 7
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
Thai Wacoal Plc.	Co - shareholders
Saha Pathana Inter-Holding Plc.	Shareholders
Related persons	Employees and directors of subsidiaries

The significant transactions with related persons and parties are as follows :

(THOUSAND BAHT)

Transactions in balance sheets	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008
<u>Trade accounts receivable</u>				
- Subsidiaries	-	-	720	849
- Associates	3,156	4,235	1,135	2,764
- Related companies	191,331	238,368	173,345	219,121
Total	194,487	242,603	175,200	222,734
<u>Shot - term loans extended</u>				
- Subsidiaries (See Note 5)	-	-	3,500	3,500
<u>Less</u> Allowance for doubtful debt	-	-	(1,000)	(1,000)
Total	-	-	2,500	2,500
<u>Other current assets</u>				
- Subsidiaries	-	-	11,800	1,155
- Associates	244	279	244	279
- Related companies	3,697	5,571	3,697	5,571
Total	3,941	5,850	15,741	7,005
<u>Investment in subsidiaries</u>				
- Related persons (See Note 6)	-	-	-	2,000
<u>Other receivables</u>				
- Related companies	24,154	26,254	24,154	26,254
<u>Property deposit</u>				
- Related companies (See Note 20)	11,910	11,910	11,910	11,910
<u>Rental guarantee</u>				
- Related companies	3,537	3,537	1,749	1,749
<u>Trade accounts payable</u>				
- Subsidiaries	-	-	28,998	38,535
- Associates	9,815	8,386	8,189	7,032
- Related companies	7,036	13,129	4,188	10,433
Total	16,851	21,515	41,375	56,000
<u>Short-term loan from related persons</u>				
- Related persons (Interest rate per annum 3.00%-4.50%)	7,800	7,300	-	-

(THOUSAND BAHT)

Transactions in balance sheets	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008
<u>Other current liabilities</u>				
- Subsidiaries	-	-	20	234
- Associates	49	51	49	51
- Related companies	2,052	7,220	2,052	7,220
Total	2,101	7,271	2,121	7,505
<u>Unearned rental</u>				
- Associates	73	75	73	75
- Related companies	701	1,209	701	1,209
Total	774	1,284	774	1,284

(THOUSAND BAHT)

Transactions in income statements for the three-month periods ended March 31,	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	2009	2008	2009	2008
<u>Sales</u>				
- Subsidiaries	-	-	766	390
- Associates	11,577	9,863	8,149	5,680
- Related companies	289,133	239,245	267,755	216,002
Total	300,710	249,108	276,670	222,072
<u>Rental income</u>				
- Associates	2,436	2,350	2,436	2,350
- Related companies	2,374	2,379	2,374	2,379
Total	4,810	4,729	4,810	4,729
<u>Other income</u>				
- Subsidiaries	-	-	877	891
- Associates	424	689	424	689
- Related companies	355	252	355	252
Total	779	941	1,656	1,832

(THOUSAND BAHT)

Transactions in income statements for the three-month periods ended March 31,	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	2009	2008	2009	2008
<u>Purchase of goods and service</u>				
- Subsidiaries	-	-	48,221	43,532
- Associates	13,829	14,706	12,007	13,933
- Related companies	7,114	4,908	7,114	4,908
Total	20,943	19,614	67,342	62,373
<u>Rental expenses</u>				
- Associates	188	188	188	188
- Related companies	1,031	1,116	1,031	1,116
Total	1,219	1,304	1,219	1,304
<u>Other expenses</u>				
- Subsidiaries	-	-	19	27
- Associates	162	56	156	50
- Related companies	15,569	15,716	7,142	6,358
Total	15,731	15,772	7,317	6,435
<u>Finance costs</u>				
- Related persons	123	-	-	-
Total	123	-	-	-

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 compensation. For the transactions with no reference of market price, the agreed prices according to the agreement are applied.

20. COMMITMENT AND CONTINGENT LIABILITIES

(THOUSAND BAHT)

	CONSOLIDATED		SEPARATE FINANCIAL STATEMENTS	
	March 31, 2009	December 31, 2008	March 31, 2009	December 31, 2008
1. Commitment under letters of guarantee issued by commercial banks	86,941	83,611	85,311	81,981
2. Commitment under letters of guarantee on overdrafts with commercial banks for - Associates	4,200	4,200	4,200	4,200
3. Letters of credit	10,237	13,342	10,237	13,342
4. Royalty fees are payable by calculating from percentage of sales at the rate as fixed in the agreement.				
5. Lease contract of Preserved Food Organization (P.F.O.) yearly (See Note 21).				
6. 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, 2009, the Company and subsidiaries have commitment to pay future monthly rental and services approximately for				
	Consolidated	Baht	1,510,888	
	The separate financial statements	Baht	970,356	
7. The Company agreed to purchase land from the related company in the amount of Baht 39.70 million. Land deposit of Baht 11.91 million was paid and presented under "Property deposit". Currently, such land is under construction of factory plant. Therefore, on March 31, 2009, The Company has commitment to pay the remaining land purchase amounting to Baht 27.79 million.				

21. 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, 2009	1,228	620
- Balance as at December 31, 2008	1,906	1,127
Shown under leasehold right and deferred 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, 2009	3,146	3,146
- Balance as at December 31, 2008	4,885	4,885
Shown under prepaid and deferred unearned rental		
4. Related insurance premiums and other expenses will be totally collected from Thai Q P Co., Ltd.		
Shown under administrative expenses and compensation income		

22. DILUTED EARNINGS PER SHARE RECONCILIATION

CONSOLIDATED	For the three-month period ended March 31, 2009			For the three-month period ended March 31, 2008		
	Net profit	Number of shares	Earnings per shares	Net profit	Number of shares	Earnings per shares
	Thousand Baht	Shares	Baht	Thousand Baht	Shares	Baht
<u>Basic earnings per share</u>						
Net profit available to ordinary shareholders	27,929	104,071,997	0.27	28,507	103,167,247	0.28
<u>Effect of assumed conversion</u>						
Warrants	-	619,675		-	1,165,460	
<u>Diluted earnings per share</u>						
Net profit available to ordinary shareholders plus assumed conversion	27,929	104,691,672	0.27	28,507	104,332,707	0.27

<u>THE SEPARATE FINANCIAL STATEMENTS</u>	For the three-month period ended March 31, 2009			For the three-month period ended March 31, 2008		
	Net profit	Number of shares	Earnings per shares	Net profit	Number of shares	Earnings per shares
	Thousand Baht	Shares	Baht	Thousand Baht	Shares	Baht
<u>Basic earnings per share</u>						
Net profit available to ordinary shareholders	17,307	104,071,997	0.17	11,777	103,167,247	0.11
<u>Effect of assumed conversion</u>						
Warrants	-	619,675		-	1,165,460	
<u>Diluted earnings per share</u>						
Net profit available to ordinary shareholders plus assumed conversion	17,307	104,691,672	0.17	11,777	104,332,707	0.11

23. RECLASSIFICATION OF ACCOUNTS

Certain accounting transactions of 2008 financial statements have been reclassified to conform with the presentation of 2009 financial statements.

24. FINANCIAL STATEMENTS APPROVAL

These interim financial statements are duly approved by the Company's directors on April 29, 2009.