

**(Translation)**

**Notice on arrangement of the general meeting of shareholders No. 26**

Dear Shareholders

- Enclosures :
1. **Copy of the minutes of the general meeting of shareholders No. 25, held on April 26, 2004.**
  2. **Annual report of 2004 consisting of report of the Board of Directors, Balance Sheet and Profit and Loss Statement for the year ended December 31, 2004**
  3. **Attachment No.1 of Agenda No.8 To consider and approve the issue and offering of warrants to the directors and employees of the company and its subsidiaries (ESOP) concerning ESOP scheme**
  4. **Power of Proxy**

The Board of Directors of the Company decided to arrange the general meeting of shareholders No. 26 on Monday, April 25, 2005, 3.00 p.m. at Chao Phraya Room 2 and 3, Monthien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120 to consider the following agenda :

**1. Certification of the minutes of the 25<sup>th</sup> General Shareholders' Meeting.**

**Fact and reason:** Such minutes were correctly and completely recorded in accordance with the resolution of the meeting of shareholders.

**Comment of the board:** Such minutes should be submitted to the meeting of shareholders for approval.

**2. Acknowledgement of the company's annual report of the preceding year.**

**Fact and reason:** Report of the Board of Directors and the Operating results of the company in 2004 provided in the annual report of 2004 submitted together with the notice on arrangement of the meeting were correct and complete in accordance with the requirements of the Securities Exchange Commission and the Stock Exchange of Thailand.

**Comment of the board:** Such report should be submitted to the meeting of shareholders for acknowledgement.

**3. Approval of the company's 2004 financial statements as of December 31, 2004.**

**Fact and reason:** Such balance sheet and profit and loss statement were prepared in accordance with generally accepted accounting principles and examined and certified by a certified public accountant.

**Comment of the board:** Such financial report should be submitted to the meeting of shareholders for approval.

**4. Approval of the 2004 appropriation of profit and annual dividend payment.**

**Fact and reason:** In 2004, the company had made a net profit of 112.87 million baht which is derived from using equity method. Therefore, the board of directors agreed to make a dividend payment of 0.60 baht per share totalling of 60.00 baht with no effect on company's liquidity.

**Comment of the board:** Such decision should be submitted to the meeting of shareholders for approval on appropriation of profit and dividend payment at 0.60 baht per share totalling of 60.00 baht. Dividend will be paid within May 20, 2005.

**5. Appointment of directors to succeed those retiring upon term completion, and approval of directors' remuneration.**

**(5.1) Appointment of directors to succeed those retiring upon term completion.**

**Fact and reason:** According to the regulations of the company, in every general meeting of shareholders, one-third of the directors are retired on rotation and the retiring directors may be re-elected. In this general meeting of shareholders, four retiring directors are (1) Mr.Thirasak Vikitset, (2) Mrs.Srisuke Phomakotr, (3) Mrs.Teerada Ambhanwong, (4) Mrs.Pradittha Chongwattana

**Comment of the board:** It was agreed that all four retiring directors were competent, had experience and undertook a number of work beneficial to the company. So, it is agreed to have the general meeting of shareholders appoint all retiring directors to be the directors of the company for another term (information relating to all persons proposed for appointment as the director provided in the annual report of 2004 submitted)

**(5.2) Approval of directors' remuneration**

**Fact and reason:** According to the regulations of the company, the company is not allowed to pay money or provide any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the directors of the company. Originally, the meeting of shareholders agreed to approve the remuneration to the board of directors not over 10 million baht a year as allocated by the board of directors.

**Comment of the board:** It is agreed to propose the meeting of shareholders to indicate that the remuneration of the board of directors should not exceed 10 million baht a year with authority assigned to the board of directors for appropriation.

**6. Appointment of an auditor and fixing of the auditing fee.**

**Fact and reason:** In 2004, the meeting of shareholders appointed Mr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378 and/or Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 of Office of Dr.Virach & Associates Certified Public Accounts, to become the auditor of the company and its subsidiaries . For 2005, the Audit Committee agreed that such persons were qualified in accordance with the regulations of the company, the Securities Exchange Commission so they should be proposed to the meeting of shareholders for appointment to become the auditor of the company in 2005 for a another term with remuneration as follows:

| Description   | 2004            | 2005            |
|---|-----------------|-----------------|
| 1. Review of the financial statement for the first quarter  | 115,000.00 Baht | 130,000.00 Baht |
| 2. Review of the financial statement for the second quarter | 115,000.00 Baht | 130,000.00 Baht |
| 3. Review of the financial statement for the fourth quarter | 115,000.00 Baht | 130,000.00 Baht |
| 4. Audit fee for the year ended December 31                 | 365,000.00 Baht | 390,000.00 Baht |
| Total   | 710,000.00 Baht | 780,000.00 Baht |

**Comment of the board:** Mr.Virach Aphimeteetamrong, and/or Mr.Chaiyakorn Aunpitipongsa had performed a good job so they should be proposed to the meeting of shareholders for appointment as an auditor and their audit fee should be fixed at the amount proposed by the audit committee.

7. **To consider and approve the cancellation of the issue of the warrants offered to the directors and employees of the Company and its Subsidiaries (ESOP), which was approved in the Annual General Meeting of Shareholders No. 25, held on April 26, 2004.**

**Fact and reason:** Concerning the attachment of ESOP Scheme due to changes in directors' names and a number of warrants allotted to the directors. The company currently has not issued such warrants, they should be proposed to the meeting of shareholders for their approval.

**Comment of the board:** Such decision should be submitted to the meeting of shareholders to consider and approve the cancellation of the issue of the warrants offered to the directors and employees of the company and its subsidiaries (ESOP).

8. **To consider and approve the issue and offering of warrants to the director and employees of the Company and its Subsidiaries (ESOP) concerning ESOP scheme**

**Fact and reason:** Issuing warrants to buy ordinary shares to motivate employees and enhance loyalty to the company, to keep all capable and efficient personnel to continue working with the company, and to have the directors and employees participate in the company as owners. Details are per attachment 1 of which should be proposed to the meeting of shareholders for their approval.

**Comment of the board:** Such decision should be submitted to the meeting of shareholders to consider and approve the issue and offering of warrants to the director and employees of the company and its subsidiaries (ESOP) concerning ESOP scheme

**Comment of the board:** Such decision should be submitted to the meeting of shareholders to consider and approve the affirmation of the resolution of the Annual General Meeting of Shareholders No.25, held on April 26, 2004 concerning the allocation of ordinary shares for the warrants offered to the directors and employees of the company and its subsidiaries.

**9. Consideration of the amendment of the Articles of Association of the company.**

**Fact and reason:** According to the Notification of Stock Exchange of Thailand Re : Disclosure the information and Act of the listed company concerning connected transactions 2003 No. 2, 2004 and No. 3, 2004 and the notification of Stock Exchange of Thailand Re : Disclosure the information and Act of the listed company relating to the acquisition or disposal of material assets 2004. The Notification defines the listed company to amend the Article of Association of listed company and its subsidiaries having the regulation about approval from the shareholder in the categories of connected transactions and such transactions relating to the acquisition or disposal of assets belonging to the listed company involving with the Notification of Stock Exchange of Thailand.

**Comment of the Board:** Such decision should be submitted to the meeting of shareholders to consider amendment of the articles of association of the company from Article 64 to Article 65 follow as :

Chapter 8 Additional Provision

Article 65. In the case where the Company or its subsidiaries enters into connecting transaction, in accordance with The notification by the board of governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies concerning the connected Transactions, 2003 No.2, 2004 and No.3, 2004 respectively, or otherwise enters into such transaction related to the Acquisition or Disposition of Assets of the company or its subsidiaries, in accordance with the notification by the board of governors of the stock exchange of Thailand regarding Disclosure of Information and Other Acts of Listed companies concerning the Acquisition and Disposition of Assets, 2004, as the case may be, the Company shall there upon be required to comply with the requirements and procedures being specified in such related notifications.

Above paragraph one shall not apply in the case where such company securities have not been earlier registered with The Stock Exchange of Thailand.

**10. Others (if any)**

The shareholders are all invited to the meeting on the date, time and venue indicated above. If you are unable to attend the meeting and desire to have a proxy to attend the meeting, please use the attached power of proxy or the printed form indicated by the Ministry of Commerce. Your cooperation to send the power of proxy to Registra Department, S & J International Enterprises Public Company Limited, No. 115, Naradhiwas Rajanagauindra Road (Soi 10), Tungwatdon Sub-district, Sathorn District, Bangkok 10120, at least one day prior to the meeting will facilitate the verification work on the evidence.

The shareholders may register to attend the meeting at the venue of the meeting on such date between 1.00–3.00 p.m. on Monday, April 25, 2005.

By the order of the Board of Directors

(Mr.Thirasak Vikitset)

Managing Director

April 7, 2005.

**Notes:**

1. The shareholder who will attend the meeting himself/herself is required to present an I.D. Card to the officer for registration of attendance to the meeting.
2. If the shareholders has assigned an other person and natural person to attend the meeting, the power of proxy in a printed form provided by the company or the printed form specified by the Ministry of Commerce shall be completely filled and submitted. The proxy is required to present his I.D. Card to the officer for registration of attendance.
3. If the shareholder is a juristic person and has assigned the other person to attend the meeting, the power of proxy in a printed form provided by the company or the printed form specified by the Ministry of Commerce shall be completely filled and signed by the person authorized to act for the juristic person and affixed with the seal of the company (if any). The proxy is required to present his I.D. Card to the officer for registration of attendance.
4. If the custodian has assigned the other person to attend the meeting, the power of proxy in a printed form provided by the company or the printed form specified by the Ministry of Commerce shall be completely filled and submitted. The proxy is required to present his I.D. Card to the officer for registration of attendance and submit a copy of the appointment letter from the custodian.