



April 2, 2007

**Re: Invitation to Attend the 2007 Annual Ordinary General Meeting of Shareholders**

**To: All Shareholders of Thai Beverage Public Company Limited**

- Enclosures
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2006
  2. Annual Report together with Board of Directors' Report, the Company Financial Statements and Consolidated Financial Statements for the year ended December 31, 2006
  3. Details of Dividend Payment
  4. Director Profiles
  5. Structure of Director Remuneration
  6. Renewal of Shareholders' Mandate
  7. List of Evidence required for attending the Meeting
  8. Proxy Form
  9. Map of the Meeting Place

The Board of Directors of Thai Beverage Public Company Limited (the "Company") would like to invite you to attend the 2007 Annual Ordinary General Meeting of Shareholders (the "Meeting") on Friday 20 April 2007 at 1.30 p.m. (Bangkok time) at Star 29 Room, 29<sup>th</sup> Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, No. 10 Soi Ruamrueedee, Pleonchit Road, Lumpini, Pathumwan, Bangkok 10330, Kingdom of Thailand, to consider the following agenda.

**Agenda 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2006 which was held on May 4, 2006 (Enclosure 1)**

Opinion of the Board of Directors: The shareholders are recommended to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2006.

**Agenda 2 Acknowledgement of the Business Operation for the year 2006 and Board of Directors' Report (Enclosure 2)**

Opinion of the Board of Directors: The shareholders are recommended to acknowledge the Business Operation for the year 2006 and Board of Directors' Report.

**Agenda 3 Approval of the Company Financial Statements and the Profit and Loss Statements for the year ended December 31, 2006 together with the Auditor Report (Enclosure 2)**

Opinion of the Board of Directors: The shareholders are recommended to approve the Company Financial Statements and the Profit and Loss

Statements for the year ended December 31, 2006 together with the Auditor Report.

**Agenda 4 Approval of the dividend payment and the appropriation for legal reserve (Enclosure 3)**

Opinion of the Board of Directors: It is appropriate to report to shareholders on the interim dividend payment made on September 8, 2006 for Baht 0.11 (Eleven satang) per share, the total amount paid was Baht 2,762,102,750 (Baht Two thousand seven hundred sixty two million one hundred two thousand and seven hundred fifty only). The shareholders are recommended to approve the declaration of dividend payment at Baht 0.11 (Eleven satang) per share to the shareholders whose names are appeared in the share registration of the Company on April 26, 2007 at 12.00 p.m. (Bangkok Time), the dividend will be paid on May 16, 2007 and to approve the appropriation for legal reserve for the year 2006 at Baht 590,000,000 (Baht Five hundred and ninety million only).

**Agenda 5 Approval of the election of the directors to replace those who retire by rotation and the determination of director authorities (Enclosure 4)**

Opinion of the Board of Directors: The shareholders are recommended to approve the re-election of those directors who are due to retire by rotation and determine the director authorities as follows:-

1. Mr. Narong Srisa-an
2. Mr. Samut Hatthasing
3. Miss Kanoknart Rangsithienchai
4. Mr. Sithichai Chaikriangkrai
5. Mr. Pisanu Vichiensanth
6. Mr. Ueychai Tantha-Obhas
7. Mr. Manu Leopairote

In this connection, the authorized directors remain unchanged.

**Agenda 6 Approval of the payment of director remuneration for the period of April 2007 to March 2008 (Enclosure 5)**

Opinion of the Board of Directors: The shareholders are recommended to approve the payment of the director remuneration for the period of April 2007 to March 2008 at the amount not to exceed Baht 30,000,000 (Baht Thirty million only).

**Agenda 7 Approval of the appointment of the auditor for the year 2007 and determination of the remuneration**

Opinion of the Board of Directors: The shareholders are recommended to approve the appointment of the following:-

1. Mr. Nirand Lilamethwat  
Certified Public Accountant No. 2316; or
2. Mr. Supot Singhasaneh  
Certified Public Accountant No. 2826; or
3. Ms. Nittaya Chetchotiros  
Certified Public Accountant No. 4439

of KPMG Phoomchai Audit Ltd. to be the auditor of the Company and to fix the auditor remuneration of the year 2007 at the amount of Baht 6,600,000 (Baht Six million and six hundred thousand only) and its subsidiaries for the amount of Baht 37,714,000 (Baht Thirty seven million seven hundred and fourteen thousand only), totaling amount of Baht 44,314,000 (Baht Forty four million three hundred and fourteen thousand only).

**Agenda 8 Approval of the D&O Insurance for directors and top executives**

Opinion of the Board of Directors: The shareholders are recommended to approve the D&O Insurance for directors and top executives with Southeast Insurance (2000) Co., Ltd. for the limitation of liability of Baht 1,000,000,000 (Baht One thousand million only) and the total premium including stamp duties and VAT for one year period is at Baht 4,571,061.40 (Baht Four million five hundred seventy one thousand sixty one and forty satang).

**Agenda 9 Renewal of Shareholders' Mandate for Interested Person Transactions (Enclosure 6)**

Opinion of the Board of Directors: That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of interested person transactions as set out in the Appendix to this Notice of Annual Ordinary General Meeting with any party who is of the class of interested persons described in the Appendix, provided that such transactions are carried out in the normal course of business, at arm's length and on normal commercial terms and in accordance with the guidelines of the Company for interested person

transactions as set out in the Appendix (“Shareholders’ Mandate”);

- (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual Ordinary General Meeting; and
- (c) authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders’ Mandate as they may think fit.

The shareholders are recommended to approve the Shareholders’ Mandate as attached. The Shareholders’ Mandate if approved by shareholders will authorize the interested person transactions as set out in the Appendix and recurring in the year and will empower the Directors to do all acts necessary to give effect to the Shareholders’ Mandate. The authority unless previously revoked or varied by shareholders at a meeting of shareholders of the Company, will expire at the next annual ordinary general meeting of the Company.

**Agenda 10 Other business (if any)**

The Register of the Shareholders of the Company will be closed from April 2, 2007 at 12.00 p.m. (Bangkok time) until the time at which the Meeting is adjourned for the purpose of determining the rights of the Shareholders, to attend at the Meeting.

Please attend the Meeting on the date, at the time and place as described above. In case of proxy, all shareholders and/or proxy holder(s) are required to submit the signed proxies to the Company at least one day prior to the Meeting date or half an hour before the time of the Meeting together with their evidences (details as per the attached).

On behalf of the Board of Directors

Vaewmanee Soponpinij  
Company Secretary