

Srithai Superware Public Company Limited

**Invitation to the Annual General Meeting of Shareholders
No. 26 (of the year 2006)
on Friday 27 April 2007 at 14.00 hours**

**In Convention Room on the 4th floor of Building no. 3
Srithai Superware Public Company Limited
355 Suksawat Rd., Soi 36, Bangpakok,
Rasburana, Bangkok 10140**

No. RorBor. 1087/50

April 10, 2007

To: Shareholders
Subject: Invitation to the Annual General Meeting of Shareholders No. 26
(of the year 2006)

Encl:

1. Minutes of the Annual General Meeting of Shareholders No. 25 (of the year 2005)
2. Curriculum Vitae of retiring directors who are proposed for nomination as directors for another term
3. Documents or Evidence showing an identity of the Shareholder or a Proxy of the Shareholder
4. Curriculum Vitae of Independent Director who is appointed as proxy
5. Process of Attending the Annual General Meeting of Shareholders No. 26 (of the year 2006)
6. Articles of Association of Srithai Superware Public Company Limited relating to the Annual General Meeting of Shareholders
7. Map of Srithai Superware Public Company Limited
8. Annual Report, Balance Sheets, and Income Statements for the year ended December 31, 2006
9. Proxy Form

Srithai Superware Public Company Limited (“the Company”) calls for the Annual General Meeting of Shareholders No. 26 (of the year 2006), to be held on Friday 27 April 2007 at 14.00 hrs. in Convention Room on the 4th floor of Building no. 3 of Srithai Superware Public Company Limited. The Company is located at 355 Suksawat Rd., Soi 36, Bangpakok, Rasburana, Bangkok 10140. The following agendas will be followed in the meeting:-

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders no. 25 (of the year 2005) convened on 28 April 2006.

Opinion of the Board : Minutes of the Annual General Meeting of Shareholders no. 25 (of the year 2005), held on 28 April 2006, was written correctly as shown in the *attachment no. 1*. It was recommended that the minutes should be adopted.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 2 To consider and adopt the report of the Board about operation results of the Company for the past year.

Background and reasons : A report on operation results of the year 2006 with details appeared in the Company’s annual report of the year 2006 as attached herewith.

Opinion of the Board : It was recommended to shareholders to acknowledge and adopt the report of the Board about operation results of the year 2006 of the Company.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 3 To approve Balance Sheets and Income Statements for the year ended 31 December 2006 as audited by the auditors.

Background and reasons : The balance sheets and income statements for the year ended 31 December 2006 were approved by the Audit Committee and Board of Directors, and certified by a certified public accountant. Details of financial statements appeared in the Company's annual report of the year 2006.

Opinion of the Board : The shareholders were recommended to approve balance sheets and income statements for the year ended 31 December 2006.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 4 To approve appropriation of profit for the year 2006 and dividend payment.

Background and reasons :

- 1) The Company has adopted a dividend-payment policy that dividend will be paid out from profit at the rate not less than 50% of net profit each year, and on a condition that the Company has no retained loss. Moreover, according to Article no. 116 of Public Company Act, the Company has to appropriate part of its net profit of the year to become reserved capital at the rate not less than 5% of net profit each year less retained loss (if any) until the reserved capital will be amounted to not less than 10% of registered capital.
- 2) On 26 May 2006, the Company paid out dividend from its net profit for the year 2005 at the rate THB 0.50 per share, totalling THB 135,495,240, which is 51.34% of net profit.
- 3) The Company has appropriated its net profit for the period of 1 January to 30 June 2006 as legal reserve for the amount of THB 10,000,000 and paid interim dividend to shareholders at the rate THB 0.30 per share, totalling THB 81,297,144 on 8 September 2006.

Opinion of the Board : It was recommended to propose to the meeting of shareholders to approve an appropriation of net profit from operation results of the latter half of the year during 1 July – 31 December 2006 as an additional legal reserve for the amount of THB 10,000,000, and payment of a dividend at the rate THB 0.45 per share for the total amount of THB 121,945,716, to shareholders whose names appeared on the date of closure of share-registration book on 9 May 2007 at 12.00 hrs. so as to determine right to receive dividend. Dividend will be paid out on 25 May 2007 in compliance to Article no. 36 of the Articles of Association of the Company, which requires that dividend will be paid out within one month from the date of obtaining resolution of the meeting of shareholders to declare dividend.

The appropriation of net profit mentioned above will add up appropriated legal reserve to be totalled THB 20,000,000 in 2006 and dividend for the year 2006 will be THB 203,242,860 at the rate THB 0.75 per share or 51.27% of net profit which is in compliance to dividend policy of the Company.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 5 To appoint external auditors and their remuneration for the year 2007.

Background and reasons : The Company's auditor from PricewaterhouseCoopers ABAS Limited, "PwC", had fulfilled duties on accounts auditing for the year 2006. According to Article no. 31 (5) of the Articles of Association, an auditor will be appointed and remuneration determined for auditing the accounts for the year 2007.

Opinion of the Board : The meeting of shareholders is recommended to appoint certified public accountants (CPAs) from PwC to be the Company's auditor because those CPAs have been auditors of the Company, its subsidiaries, and affiliated companies for a number of years. Those CPAs, being approved by the Audit Committee, are:-

- 1) Mr. Prasan Chuaphanich CPA no. 3051 or
- 2) Mrs. Nattaporn Phan-Udom CPA no. 3430 or
- 3) Ms. Nangnoi Charoenthaveesub CPA no. 3044

Those persons are independent. They do not have vested interest in the Company, its subsidiaries, and affiliated companies. Meanwhile, Mr. Prasan Chuaphanich began to conduct auditing the Company's financial statements for the first time in 2006.

Any one of them can conduct auditing and express opinion on the Company's financial statements. In case any one of them could not perform his or her duties, PwC is authorized to nominate any CPA to perform duties in place of him or her.

Remuneration was fixed at THB 2,200,000 per annum (two million and two hundred thousand baht only) which is equal to that of the year 2007. The Audit Committee and the Board of Directors had compared this cost with those of other auditing firms, and found that it was reasonable.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 6 To appoint Directors in place of those who have completed their term in office.

Background and reasons : Article no. 14 of the Articles of Association reads that "At every Annual General Meeting, one-third of the directors shall retire. If the number of directors can not be divided into three, the number of directors closest to one-third shall retire". There are 3 directors who shall retire at this Annual General Meeting, i.e.

- 1) Mr. Sanan Angubolkul Chairman, President and Nominating and Remuneration Committee Member

- | | | |
|----|-------------------------|--|
| 2) | Prof. Viroj Lowhaphandu | Independent Director and Chairman of the Audit Committee |
| 3) | Mr. Enghug Nontikarn | Independent Director, Audit Committee Member and Chairman of the Nominating and Remuneration Committee |

Details and biography of each director appeared in *attachment no. 2*.

The meeting of Nominating and Remuneration Committee opined that the retiring directors should be nominated as directors. Member of the Committee who had an interest in this agenda did not vote.

Opinion of the Board : The 3 persons proposed by the Nominating and Remuneration Committee for nominating as directors are knowledgeable, capable and well experienced. They are fit to perform their duties as directors of the Company. It was deemed appropriate to propose to the meeting of shareholders to nominate them as directors of the Company for another term as proposed by the Nominating and Remuneration Committee.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 7 To approve remuneration of Directors for the year 2007

Background and reasons:

- 1) Public Company Act, Article no. 90 reads “Remuneration of directors has to be in accordance with the resolution of the shareholders’ meeting with the shareholders’ votes of not less than two-third of shareholders who attend the meeting”.
- 2) Remuneration of directors has to be in line with roles and responsibility of directors and it should be reviewed every year. In 2007 the Nominating and Remuneration Committee deemed it appropriate to fix remuneration of directors at THB 1,650,000 (one million and six hundred and fifty thousand baht only) per annum, an increase of THB 350,000 from that of the preceding year, equivalent to an increase of 26.92% due to the increase in roles and responsibility of directors. Besides, the remuneration that each director received at THB 1,400,000 per annum according to the resolution of Extra-ordinary Meeting of Shareholders no. 1/2545 held on 21 August 2002, effective during the year 2003-2005, and reduced to not more than THB 1,300,000 per annum (due to the death of the late Chairman Mr. Sumit Lertsumitkul and there was no replacement) in 2006 according to the resolution of the Annual General Meeting no. 25 (of the year 2005) held on 28 April 2006, so it deemed right timing to increase remuneration of directors for the year 2007.

Moreover, the new rates of remuneration of directors are in the range of the average rate of remuneration of directors as surveyed by the Thai Institute of Directors Association (IOD).

Opinion of the Board: It was recommended to propose to the meeting of shareholders to approve remuneration of directors as follows:

- 1) Remunerations of directors (meeting allowance)
Chairman at THB 200,000 per annum
Directors at THB 100,000 per annum / per person
 - 2) Remuneration of Audit Committee (meeting allowance)
Chairman of audit committee at THB 350,000 per annum
Member of audit committee at THB 150,000 per annum / per person
- Total remuneration of all directors of the year 2007 amounted to THB 1,650,000.

Required number of votes to pass resolution : Two-third of votes of attending shareholders who have the right to vote.

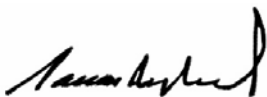
The Company will close Share Registration Book at 12.00 hrs. on 9 April 2007 until the meeting of shareholders is completed so as to determine the right to attend the Annual General Meeting of Shareholders no. 26 (of the year 2006).

Any shareholder who wants to appoint a proxy, please fill in the proxy form, sign on it, and affix it with duty stamp. Proxy form was attached herewith. In order to speed up registration process for shareholders who want to attend the meeting, we request all shareholders and/or their proxies to produce the proxy forms to our officers in charge of the attendance registration on the date of meeting. Please also assure that relevant documents or evidences for identification of yourselves being carried by you as per details described in *attachment no. 3*.

In case you could not attend the meeting and you do not have your own proxy, please appoint Mr. Suchat Boonbanjerd Sri, an Independent Director (Curriculum Vitae of Independent Director who is appointed as proxy in *attachment no. 4*), to be your proxy in the meeting. Please fill in the proxy was shown form and sign your name on it, and send it along with other relevant documents as described in *attachment no. 3* to the Company Secretary Mr. Prin Bholnivas. Address of Srithai Superware Public Company Limited is at 355 Suksawat Road, Soi 36, Bangpakok, Rasburana, Bangkok 10140. Telephone number is 0-2427-0088, extension no. 2204. Please send those documents to arrive the Company at least on day in advance before date of meeting, so that the Independent Director can attend the meeting and vote on your behalf.

Please attend the meeting on the date and at the time and place as specified.

Yours faithfully,



Mr. Sanan Angubolkul
Chairman of the Board

Srithai Superware Public Company Limited
Minutes of the Annual General Meeting of Shareholders
No. 25 (of the year 2005)
Convened in Meeting Room, Srithai Superware Public Company Limited
355 Suksawat Rd., Soi 36, Bangpakok, Rasburana, Bangkok
Friday 28th April 2006

Mr. Sanan Angubolkul, Chairman of the Board, chaired the meeting.
The meeting started at 14.10 hrs.

Mr. Chairman informed the meeting that there were 64 shareholders attending the meeting in persons and by proxy, representing 140,622,203 shares. A quorum was formed according to Articles of Association of the Company. He then declared the meeting open, and followed the agendas of meeting.

(During the course of the meeting until Agenda no. 3, five more shareholders attended the meeting representing additional 7,969,800 shares. Therefore, number of total shareholders attending the meeting were 69 persons, representing 148,592,003 shares.)

Directors, executives, and external auditor attending the meeting were:-

Board of Directors

Directors attending the meeting were:-

- | | |
|--------------------------------|----------------------------|
| 1. Mr. Sanan Angubolkul | 2. Prof. Viroj Lowhaphandu |
| 3. Mr. Prin Bholnivas | 4. Mr. Naphol Lertsumitkul |
| 5. Mr. Manit Ativanichayaphong | 6. Mr. Enghug Nontikarn |
| 7. Mr. Suchat Boonbanjersri | |

Directors Absent

- | | |
|------------------------------|----------------------------|
| 1. Mrs. Srisuda Lertsumitkul | 2. Mr. Thawee Kongyungyuen |
|------------------------------|----------------------------|

Executives Attending the Meeting

- | | |
|-------------------------|-----------------------------|
| 1. Mr. Prayoon Kajitte | 2. Mr. Panuwat Chalermpong |
| 3. Mr. Apisit Tangsatit | 4. Ms. Bunnapa Lertsumitkul |

External Auditor for the year 2005 Attending the Meeting

1. Mrs. Anothai Leekitwattana, CPA no. 3442

Mr. Chairman asked the Company Secretary to inform the meeting of the rights of shareholders.

Agenda no. 1 **To adopt the Minutes of the Annual General Meeting of Shareholders no. 24 (of the year 2004), convened on 28 April 2005.**

Resolution The meeting unanimously adopted the minutes of the Annual General Meeting of Shareholders no. 24 (of the year 2004), held on 28 April 2005, with approval of 140,622,203 votes. There was no disapproval vote or abstain.

Agenda no. 2 To report by the Board to Shareholders about operation results of the Company for the past year.

Mr. Sanan Angubolkul reported to the meeting the operation results of the Company for the past year in brief. Sales rose up slightly more than 3% as compared to that of the preceding year due to the adverse effect of the rising oil prices in the third quarter of the year 2005, which resulted in soaring up of plastic pellet prices. As a consequence, the Company could not accept purchase orders as much as it should because the rising cost burden could not be passed on to customers instantly.

However, should there be no domestic political chaos in the year 2006, the Company expected to attain sales of THB 4,285 million. The growth would be attributed to growth of melamine business 5.6% and growth of plastic business 10%, or average growth of 8%. Plastic business will enjoy growth in auto parts, paint pails, crates, and pallets.

Resolution The meeting acknowledged report made by the Board about operation results of the Company for the past year.

Agenda no. 3 To approve Balance Sheets and Income Statements for the year ended 31 December 2005 as audited by the auditors.

Mr. Prin Bholnivas reported to the meeting details of the Balance Sheet and Income Statements for the year ended 31 December 2005 as approved by the Audit Committee and the Board of Directors, and audited by the external auditors. Details of the financial statements appeared in the Annual Report of the year 2005.

A shareholder, Mr. Kamonplust Mekworawut holding 6,652,500 shares, raised up a few questions as following:-

- (1) Sales figure for the year 2005 was targeted at THB 4,433 million, but actual sales figure was THB 4,032.8 million. Why was it lower than target by 10%?
- (2) Sales figure for the year 2005 was higher than that of the preceding year 2004. Why was net profit lower?

Mr. Prin Bholnivas replied that the Company could not attain sales target for the year 2005, and it was only slightly higher than that of the preceding year, the reasons for which were already elaborated by Mr. Sanan Angubolkul. Regarding the lower net profit, it was due to the soaring of operating expenses of the Company as described hereunder:-

- Cost of production soared up due to the rise of plastic pellet prices in line with the rise of crude oil prices;
- Adjustment of minimum wage rate in early of the year 2005;
- Rising of selling and administrative expenses such as transportation cost, etc;
- Decreased share of income from affiliated companies due to adverse impact of rising oil prices.

Mr. Sanan Angubolkul inserted that a major customer of the Company, who bought our garbage bins, had a problem in making settlement. As a result, the Company lost business with that customer and sales target of the Company was missed by approximately 200 million. However, that customer had already met their obligations. Sales figure for the year 2006 would meet a challenge of the rising oil prices. The Management had been closely monitoring this.

Resolution The meeting unanimously approved the Balance Sheets and Income Statements for the year ended 31 December 2005, as audited by the auditors, with approval of 140,622,203 votes without disapproval vote or abstain.

Agenda no. 4 To approve appropriation of profit for the year 2005.

Mr. Prin Bholnivas reported to the meeting the proposal on appropriation of profit for the year 2005 as following:-

1. Appropriate it as legal reserve for the amount of THB 13,500,000.
2. Appropriate it for payment of dividends according to corporate policy to pay dividends from profit at the rate not less than 50% of net profit on condition that the Company had no retained loss. For the year 2005, the Board proposed that the meeting of shareholders should approve appropriation of profit as payment of dividends to shareholders whose names appeared in the share registrar's book, for right to receive dividends, on 10 May 2006 at 12.00 hours at the rate THB 0.50 per share for the total amount of THB 135,495,240. Dividends will be paid out on 26 May 2006.

The shareholder Mr. Kamonplust Mekworawut proposed to the meeting as follow:-

- (1) If the Company had no plan to use more cash, would it be possible that the Board would consider paying dividend more than THB 0.50 per share to arouse interest of investors in the Stock Exchange;
- (2) Please consider paying dividends twice a year.

Professor Viroj Lowhaphandu, Chairman of the Audit Committee/Independent Director, replied that the Company had a net profit of THB 263.9 million in the year 2005. It was proposed to appropriate it as legal reserve for the amount of THB 13.5 million, and for payments of dividend THB 135.5 million. The remainder would be provided for use as working capital and for maintaining the level of cash to observe the financial covenants committed with creditor banks. Besides, the soaring of operating expenses due to rising oil prices forced the Company to reserve more cash for internal use.

Mr. Sanan Angubolkul inserted that the Company still had commitments on financial covenants with a few creditor banks, despite the fact that the Company was released from Business Restructuring Plan three years ago. During the next 3 years, the Company had planned for significant growth of its businesses, therefore it is necessary to reserve more cash. However, the Board would consider the proposal on payments of dividends twice a year.

Resolution The meeting unanimously approved appropriation of profit as follow:-

13,500,000;

1. Appropriate profit as legal reserve for the amount of THB

2. Appropriate it for payments of dividend on profit of the year 2005 of the Company to shareholders whose names appeared on the share registrar's book on date of book closure, to determine right to receive dividends, on 10 May 2006 at 12.00 hours at the rate THB 0.50 per share for the amount of THB 135,495,240. Dividend would be paid to shareholders on 26 May 2006. Approval was made with 148,592,003 votes without disapproval vote or abstain.

Agenda no. 5 To appoint external auditors and their remuneration for the year 2006.

Mr. Prin Bholnivas reported that PricewaterhouseCoopers ABAS Company Limited "PwC", the external auditor, had completed their term as auditors for the year 2005. According to Article 31 (5), external auditors must be appointed and their remuneration must be fixed for the year 2006 by the Annual General Meeting of Shareholders. The Board deemed it appropriate to propose that the shareholders' meeting should approve the appointment of auditors from PwC who have been appointed as auditors for the Company, its subsidiaries, and affiliated companies for the past several years, and already approved by the Audit Committee, as the Company's auditors as following:-

- | | | |
|-------------------|------------------|-----------------|
| 1) Mr. Prasan | Chuaphanich | CPA no. 3051 or |
| 2) Mrs. Nattaporn | Phan-Udom | CPA no. 3430 or |
| 3) Ms. Nangnoi | Charoenthaveesub | CPA no. 3044 |

Those persons were independent, and had no vested interest in the Company, its subsidiaries, or affiliated companies. Their names were proposed by PwC to replace Mrs. Anothai Leekitwattana, CPA no. 3442, who was appointed as the Company's auditor for the last 6 years. Anyone of them could conduct auditing and express opinion on financial statements of the Company. In case any auditor could not perform his or her duty, PwC would be authorized to replace him or her with any of its auditors.

Remuneration was fixed at THB 2,200,000 (two million and two hundred thousand baht only) per annum, an increase of THB 80,000 or 3.77% due to an increase of workload and expansion of the Company' business volume. The Audit Committee and the Board of Directors had compared it with other auditor's fee, and found that this rate was reasonable.

Resolution The meeting unanimously resolved that the following persons from PricewaterhouseCoopers ABAS Limited being appointed as external auditors for the year 2006:-

- 1) Mr. Prasan Chuaphanich CPA no. 3051 or
- 2) Mrs. Nattaporn Phan-Udom CPA no. 3430 or
- 3) Ms. Nangnoi Charoenthavesub CPA no. 3044,

and anyone of them could conduct auditing and express opinion on the Company's financial statements for the year 2006. Remuneration was fixed at THB 2,200,000 (two million and two hundred thousand baht only) per annum. Approval was made with 148,592,003 votes without disapproval vote or abstain.

Agenda no. 6 To appoint Directors in place of those who have completed their term in office, and their remuneration.

Mr. Prin Bholnivas reported that the Article no. 14 of the Articles of Association read "At every Annual General Meeting of Shareholders, one-third of the directors shall retire from office. If the number of directors can not be divided into three, the number of directors closest to one-third shall retire." Directors who had completed their term in office and were retiring comprised:-

- 1) Mr. Thawee Kongyungyuen Director
- 2) Mr. Naphol Lertsumitkul Director
- 3) Mr. Prin Bholnivas Director,
Member of Nominating
and Remuneration
Committee and Chairman
of the Risk Management
Sub-Committee

Curriculum Vitae of retiring directors appeared in the attachments of Invitation to the Annual General Meeting of Shareholders.

The meeting of Nominating and Remuneration Committee resolved that the three retiring directors being reappointed as directors of the Company. In such meeting, any director who had vested interested in this agenda did not vote.

Regarding the remuneration of the Board of Directors, the Nominating and Remuneration Committee opined that it should be fixed at THB 1,300,000, a decrease of THB 100,000 due to the death of the late Chairman Mr. Sumit Lertsumitkul and there was no replacement. The Board of Directors opined that the three retiring directors were capable, knowledgeable and well experienced, fitting to the requirement of the Company. The Board proposed to the meeting of shareholders that the three retiring directors should be reappointed as directors.

Resolution The meeting unanimously re-appointed the 3 directors who had completed their term in office as directors:-

- 1) Mr. Thawee Kongyungyuen
Being approved with 148,592,003 votes without disapproval
vote or abstain;

2) Mr. Naphol Lertsumitkul
Being approved with 148,592,003 votes without disapproval
vote or abstain;

3) Mr. Prin Bholnivas
Being approved with 148,592,003 votes without disapproval
vote or abstain.

The meeting unanimously approved remuneration of directors at THB 1,300,000 (one million and three hundred thousand baht only) per annum. Approval was made with 148,592,003 votes without disapproval vote or abstain.

**Agenda no. 7 Consideration on receiving transfer of all businesses from
Srithai Rungruengsaap (1999) Company Limited**

Mr. Prin Bholnivas reported that Srithai Rungruengsaap (1999) Company Limited (SRS) was set up in the year 2000 as a subsidiary to hold a part of the Company's assets according to the structure described in the approved Business Restructuring Plan, due to the fact that the Company's status during that time was an alien juristic person because more than half of shares in the Company were held by foreign creditors. As a result, the Company could not hold ownership in land parcels. Presently, SRS was no longer needed to do this business because the Company was released from the Business Restructuring Plan since the year 2002, and more than 70% of shares in the Company were held by Thai nationals. The Company was no longer an alien. It was therefore deemed appropriate to receive transfer of all businesses of SRS, and close down SRS in a later stage. Details of this agenda appeared in the attachment of Invitation to the Annual General Meeting of Shareholders.

The Board opined that receiving transfer of all businesses of SRS would reduce complexity of investment structure of the Company in its subsidiaries and affiliated companies, reduce transaction costs between the Company and SRS, and utilize future tax benefit of SRS. It was therefore deemed appropriate to propose to the meeting of shareholders to approve receiving transfer of all businesses of SRS according to Article no. 30 (2) in the Articles of Association.

Article no. 30 (2)(b) read "In case of acquisition or receiving transfer of businesses of other company or any private company, the number of votes required to pass resolution is three-fourth of total number of votes of shareholders who have attended the meeting and eligible to vote."

An anonymous shareholder queried about the value of assets to be transferred from Srithai Rungruengsaap (1999) Company Limited.

Mr. Prin Bholnivas replied that the Company would received transfer of assets valued slightly higher than THB 800 million. After offsetting it with debts owed to the Company by SRS, the Company would have to pay as net settlement to SRS approximately THB 26.0 million*. However, after the registration of close down of SRS within the year 2006, and liquidation process completed, the Company would finally get back the said sum of money in its capacity as shareholder of SRS.

(* the sum THB 26.0 million was derived by offsetting the value of assets of Srithai Rungruengsaap (1999) Company Limited amounting to THB 859,907,421 with the debts owed by SRS to the Company amounting to THB 834,071,635)

Resolution The meeting unanimously approved the receiving of transfer of all businesses of Srithai Rungruengsaap (1999) Company Limited. Approval was made with 148,592,003 votes without disapproval vote or abstain, representing 100% of shares held by attending shareholders who were eligible to vote.

Mr. Chairman welcomed more questions from shareholders, two of which asked the following:-

A shareholder, Mr. Anake Pichetpongsa, holding 3,743,000 shares, asked two questions, i.e.

- (1) Was there any corporate policy to acquire business of any affiliated company, so that it became a subsidiary and sales figure of the Company could be escalated?
- (2) What were the reasons of purchasing treasury stocks only 14.7 million shares, despite being approved to buy up to 28.0 million shares? What was the corporate policy on its treasury stocks?

Mr. Prin Bholnivas replied that the acquisition of any affiliated company so as to make it a subsidiary would be subject to its fitness of business operation on a case by case basis. The reason of buying treasury stocks only 14.7 million shares was due to the Company having to follow the time-frame of 6 months for buying treasury stocks as laid down by the Stock Exchange of Thailand. In addition, purchase price of treasury stocks would be subject to the price recommended by our financial advisor, and the criteria on the average close price of the last 5 working days of the Stock Exchange of Thailand. If any price did not fit in with these criterions, the Company would not repurchase the share. That was the reason that only 14.7 million shares were repurchased. However, the Company would be able to repurchase the remainder of the 28 million shares again since 1 December 2006, subject to financial position of the Company.

Regarding the purchased treasury stocks, the Company could sell it in the Stock Exchange of Thailand since 1 June 2006. Reasonable sales price would have to be considered. The Company could sell it within two and a half years. Any shares left unsold would be used to decrease capital of the Company.

Another shareholder, Mr. Kamonplust Mekworawut, expressed his opinion on selling treasury stocks. He said the Company should decide to reduce capital, but not selling the treasury stocks. The Company should not purchase more treasury stocks, otherwise the Company would be required to make more reserve in its accounts. He suggested that it would be appropriate to pay more dividend than to buy treasury stocks. He queries 3 questions:-

- (1) Was there any plan to split par? How?
- (2) What was the impact on accounting of the revaluation surplus of long-term assets amounting to THB 1,143.4 million?

- (3) How could the Company spread its news to shareholders as soon as possible via various channels?

Mr. Prin Bholnivas replied that:-

- (1) The Board would consider the impact of splitting par value of shares as requested.
- (2) Revaluation surplus of long-term assets comprised two portions. The first portion was derived from revaluation of land parcels. The first portion would not change, but it would be reduced or wiped out at time of selling the land parcels. The second portion was derived from revaluation of buildings or machines that were depreciable. The second portion would be reduced in line with depreciation expense in the Income Statement.
- (3) The Company disseminated its news via its website at www.srithaisuperware.com

No shareholder proposed any agenda for consideration. The Chairman expressed his gratitude to the meeting, and the meeting was closed at 15.00 hrs.



Signed
(Mr.Sanan Angubolkul)
Chairman of the Meeting

**Curriculum Vitae of retiring directors
who are proposed for nomination as directors for another term**

Name : Mr. Sanan Angubolkul
Age : 61 years
Nationality : Thai
Present Position : Chairman, President and
Nominating and Remuneration Committee Member
No. of share : 37,082,351 shares or 12.98 percent (December 29, 2006)
**Relationship among
Directors** : None
**Illegal acts in
the past 10 years** : None
Training : Chairman 2000 Program, class no. 4/2001
Thai Institute of Directors Association

Education :

Institution	Degree	Major
Chiang-Mai University	Honorary Doctorate	Business Administration
Sripatum University	Honorary Doctorate	Marketing
University of Oglethorpe, Atlanta, Georgia, U.S.A.	B.B.A.	Business Administration
The National Defence College of Thailand	Certificate of Achievement, 3 rd Class	-

Experience :

Company	Position	Time Period
Srithai Superware Public Company Limited	Chairman, President and Nominating and Remuneration Committee Member	A.D. 1972 – present

**Position in competing companies /
company related to business of the Company** : None

Attendance :

- Board meetings	No. of meetings held : 8	No. of meetings attended : 8
- Nominating and Remuneration Committee meetings	No. of meetings held : 5	No. of meetings attended : 5

**Curriculum Vitae of retiring directors
who are proposed for nomination as directors for another term**

Name : Prof. Viroj Lowhaphandu
Age : 77 years
Nationality : Thai
Present Position : Independent Director and Chairman of the Audit Committee
No. of share : None (December 29, 2006)
Relationship among Directors : None
Illegal acts in the past 10 years : None
Training : Director Certification Program (DCP)
 Thai Institute of Directors Association
 Certified Professional Internal Auditors
 Certified Public Accountant (Thailand)

Education	Institution	Degree	Major
	Thammasat University	Bachelor	Commerce
	Thammasat University	Bachelor	Law
	Thammasat University	Higher Diploma (Master)	Accounting
	The American University, Washington D.C., U.S.A.	M.B.A.	Business Administration
	Thammasat University	Honorary Doctorate	Accounting
	The National Defence College of Thailand	Certificate of Achievement, 22 nd Class	-
	Sripatum University	Honorary Doctorate	Business Administration- Banking

Experience	Department	Position	Time Period
	Treasury	Director General	A.D. 1980 – 1985
	Revenue	Director General	A.D. 1985 – 1986
	Customs	Director General	A.D. 1986 – 1990
	Excise	Director General	A.D. 1990 – 1991

Present Positions in Companies :

- Listed Companies

Company	Position
Central Plaza Hotel Public Company Limited	Executive Director
Don Muang Tollway Public Company Limited	Director and Chairman of the Audit Committee
Siam Food Products Public Company Limited	Director and Chairman of the Audit Committee
Srithai Superware Public Company Limited	Director and Chairman of the Audit Committee

- Non-listed Companies

Company	Position
Ajinomoto Foundation	Director and Treasurer
Bangpra Golf International Company Limited	Chairman
The University of the Thai Chamber of Commerce	Member of the Board of Trustee and Chairman of the Audit Committee
Federation of Accounting Professions	Chairman of the CPA Examination Sub-Committee

Position in competing companies / company related to business of the Company : None

Attendance :

- Board meetings	No. of meetings held : 8	No. of meetings attended : 7
- Audit Committee meetings	No. of meetings held : 4	No. of meetings attended : 4

**Curriculum Vitae of retiring directors
who are proposed for nomination as directors for another term**

Name : Mr. Enghug Nontikarn
Age : 51 years
Nationality : Thai
Present Position : Independent Director, Audit Committee Member and
Chairman of the Nominating and Remuneration
Committee
**No. of share
(included shares held by spouse)** : 5,900 shares or 0.00 percent (December 29, 2006)
**Relationship among
Directors** : None
**Illegal acts in
the past 10 years** : None
Training : Director Accreditation Program (DAP)
Thai Institute of Directors Association

Education :		
Institution	Degree	Major
Thammasat University	M.B.A.	Business Administration

Experience :		
Company	Position	Time Period
Krung Thai Bank Public Company Limited	Deputy Manager	A.D. 1979 – 1991
Bangkok Metropolitan Bank Public Company Limited	Manager	A.D. 1991 – 1995
Siam City Bank Public Company Limited	Senior Vice President	A.D. 1995 – 1998
Siam City Bank Public Company Limited	Executive Vice President	A.D. 1998 – 2001
Siam City Bank Public Company Limited	First Executive Vice President	Jan. 2002 – Apr. 2006

Present Positions in Companies :

- Listed Companies

Company	Position
Siam City Bank Public Company Limited	Senior Executive Vice President
Srithai Superware Public Company Limited	Independent Director, Audit Committee Member and Chairman of the Nominating and Remuneration Committee

**Position in competing companies /
company related to business of the Company** : None

Attendance :

- Board meetings	No. of meetings held : 8	No. of meetings attended : 8
- Audit Committee meetings	No. of meetings held : 4	No. of meetings attended : 4
- Nominating and Remuneration Committee meetings	No. of meetings held : 5	No. of meetings attended : 5

**Documents or Evidence showing an identity of the Shareholder
or a Proxy of the Shareholder**

The policy of the Board of Governors of the Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow, so as to create confidence to shareholders, investors and all concerned parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a proxy of the shareholder entitled to attend the meeting, which should be observed by the shareholders, would cause transparency, fair and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

In case of attending the meeting by yourself :

1. Natural person
 - 1.1 Thai nationality : Citizen I.D. or identification card of government officer.
 - 1.2 Non-Thai nationality : identification card or passport.

In case of proxy :

1. Shareholder : Natural person
 - 1.1 Thai nationality
 - (a) Grantor : Copy of Citizen I.D. or copy of identification card of government officer.
 - (b) Proxy : Citizen I.D. or identification card of government officer in case of a Thai nationality, or identification card or passport in case of a foreigner.
 - 1.2 Non-Thai nationality
 - (a) Grantor : Copy of identification card or copy of passport.
 - (b) Proxy : Citizen I.D. or identification card of government officer in case of a Thai nationality, or identification card or passport in case of a foreigner.
2. Shareholder : Juristic person
 - 2.1 Juristic person registered in Thailand
 - (a) Grantor : Corporate affidavit, issued within 30 days to date 27 April 2007 by Business Development Department, Ministry of Commerce; and copy of Citizen I.D. (or copy of passport in case of a foreigner) of the authorized directors who sign the proxy form.
 - (b) Proxy : Citizen I.D. or identification card of government officer in case of a Thai nationality, or identification card or passport in case of a foreigner.
 - 2.2 Juristic person registered outside of Thailand
 - (a) Grantor : Corporate affidavit; and copy of Citizen I.D. (or copy of passport in case of a foreigner) of the authorized director who sign the proxy form.
 - (b) Proxy : Citizen I.D. or identification card of government officer in case of a Thai nationality, or identification card or passport in case of a foreigner.

A copy of the document will bear verifying to certified correct copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting at 13.00 hrs. on 27 April 2007.

Attachment no. 4

Curriculum Vitae of Independent Director who is appointed as proxy

Name : Mr. Suchat Boonbanjerd Sri
Age : 48 years
Nationality : Thai
Present Position : Independent Director and Audit Committee Member
No. of share : None (December 29, 2006)
Relationship among Directors : None
Illegal acts in the past 10 years : None
Training : Directors Certification Program (DCP)
 Thai Institute of Directors Association

Education	Institution	Degree	Major
	Wharton School, University of Pennsylvania, U.S.A.	M.B.A.	Finance & Marketing
	Chulalongkorn University	Bachelor Degree (2 nd class honor)	Quantitative Economics

Experience	Company	Position	Time Period
	Kasikornbank Public Company Limited	Dealer – Treasury Department	A.D. 1985 – 1986
	Kasikornbank Public Company Limited	Manager, Los Angeles Branch	A.D. 1986 – 1994
	Thammasat University, Kasetsart University	Guest Lecturer, M.B.A. Program	A.D. 1987
	Asset Plus Securities Company Limited	Senior Vice President	A.D. 1994 – 1996
	Dynamic Eastern Finance Public Company Limited	Managing Director	A.D. 1996 – 1997
	Financial Restructuring Authority of Thailand	Non core Sale Department	A.D. 1997 – 1998
	Sub-Committee on Fiscal, Banking and Financial Institution House of Representatives	Advisor	A.D. 1999 – 2000
	Siam University	Guest Lecturer, M.B.A. Program	A.D. 2000

Experience (Cont'd)	Position	Time Period
Company Aeronautical Radio of Thailand Company Limited A state enterprise under the Ministry of Transport and Communication	Director	A.D. 2001 – 2002
Siam Syntech Construction Public Company Limited	Director	A.D. 2001 – 2002
Sub-Committee on Economics Development House of Representatives	Advisor	A.D. 2001 – 2005
Aeronautical Radio of Thailand Company Limited	Advisor of Risk Management Committee	A.D. 2002 – 2006

Present Positions in Companies :

- Listed Companies

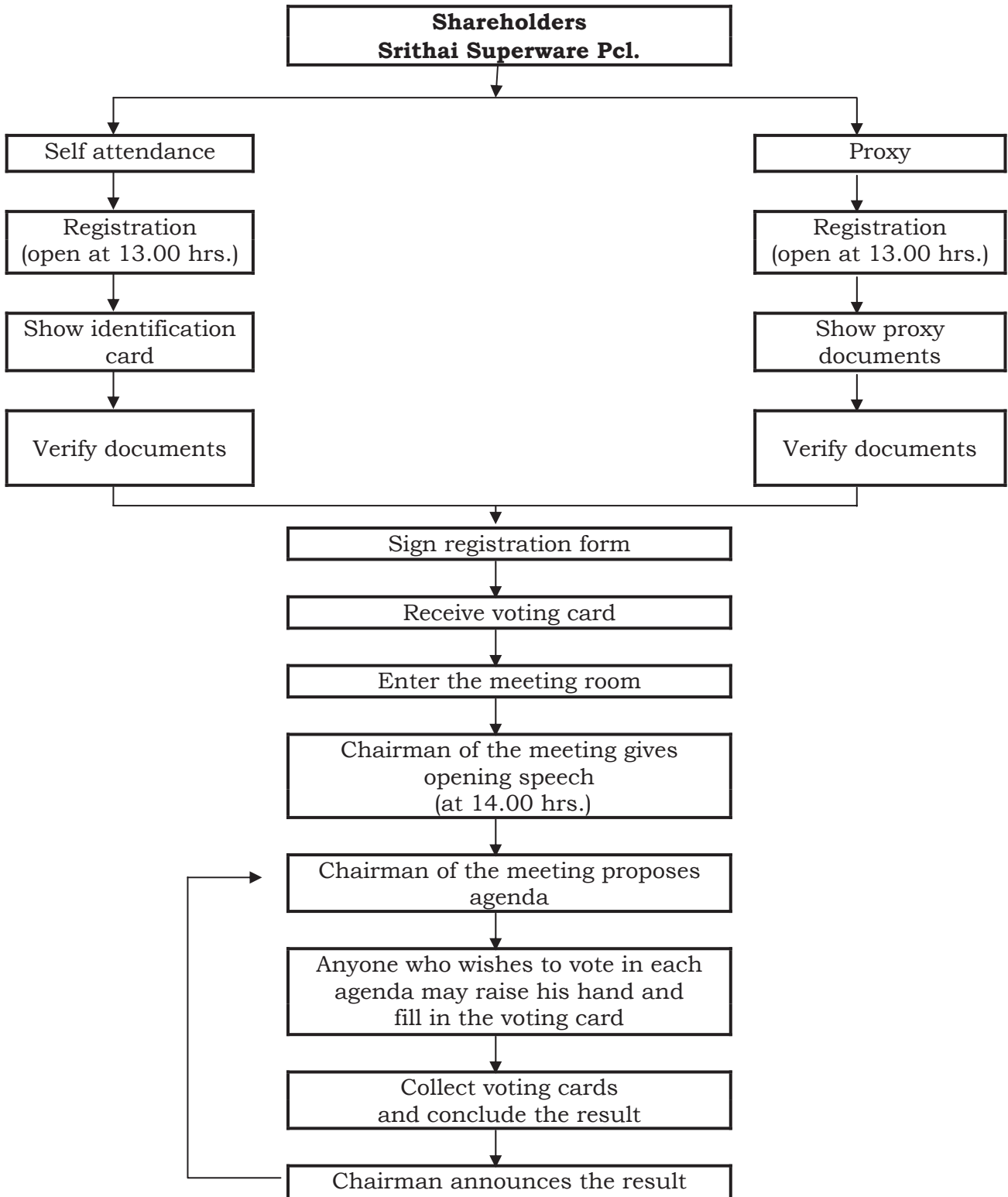
Company	Position
Srithai Superware Public Company Limited	Independent Director and Audit Committee Member

**Position in competing companies /
company related to business of the Company :** None

Attendance :

- Board meetings	No. of meetings held : 8	No. of meetings attended : 8
- Audit Committee meetings	No. of meetings held : 4	No. of meetings attended : 4

**Process of Attending the Annual General Meeting of Shareholders No. 26
(of the year 2006)
Srithai Superware Public Company Limited
on 27 April 2007**



Articles of Association of Srithai Superware Public Company Limited relating to the Annual General Meeting of Shareholders

Board of Directors

Article 12. The Company's Board of Directors shall comprise not more than 12 directors and not less than 5 directors. Not less than half of the entire directors shall have residence in the Kingdom.

Article 13. The shareholder's meeting shall elect the directors in accordance with the conditions and procedures as follows:

- 1) Each shareholder shall have one vote to each share he/she holds;
- 2) Each shareholder shall exercise all votes he/she has under (1) to elect one or several persons as director or directors but he/she may not allot his/her votes to any persons differentially;
- 3) The candidates shall be ranked in order descending from the highest number of votes to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman shall have a casting vote.

Article 14. At every Annual General Meeting, one-third of the directors shall retire. If the number of directors cannot be divided into three, the number of directors closest to one-third shall retire. In the first and second years after the registration of the Company, the directors shall retire by drawing lots. In subsequent years, the director who has held office for the longest shall retire.

Article 19. A director need not be a shareholder in the Company.

Article 24. No director shall operate any business, or become a partner in, or a shareholder of an juristic person, which has the same nature as and is in competition with the business of the Company unless he or she notifies to the shareholders' meeting prior to the resolution for appointing him or her being passed.

Shareholders' Meeting

Article 27. The Board of Directors shall call for a shareholders' meeting which is an annual ordinary general meeting of shareholders within four months from the last day of the fiscal year of the Company.

Shareholders' meeting other than the one referred to above shall be called extraordinary meeting. The Board of Directors may call for the extraordinary meeting of shareholders at any time as deemed appropriate or shareholders holding shares of not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares of not less than one-tenth of the total number of shares sold may submit their names and request the Board of Directors in writing to call for an extraordinary meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the such request. In such an event, the Board of Directors shall arrange for the shareholders' meeting to be held within a period of one month from the day the Company receives such request from the said shareholders.

Article 28. In calling for a shareholder's meeting, the Board of Directors shall issue a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with appropriate detail by clearly indicating whether it be the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. Such notice shall also be published for a period of three consecutive days in the newspaper at least three days prior to the date of the meeting.

Article 29. In the shareholders' meeting, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending the meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders must hold shares not less than one-third of the total number of shares sold.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, the new meeting shall be called for and the notice calling for such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 30. A resolution of the shareholders' meeting shall require:

- 1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote;
- 2) in the following events, a vote of not less than three-fourths of the total number of vote of shareholders who attend the meeting and have right to vote:
 - a) sale or transfer the business of the Company in whole or in material part to other person(s);
 - b) purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - c) making, amending or terminating contracts with respect to lease out of the business of the Company in whole or in material part. Assignment of management of the business of the Company to other persons or amalgamation of business with other person(s) for the purpose of profit and loss sharing.

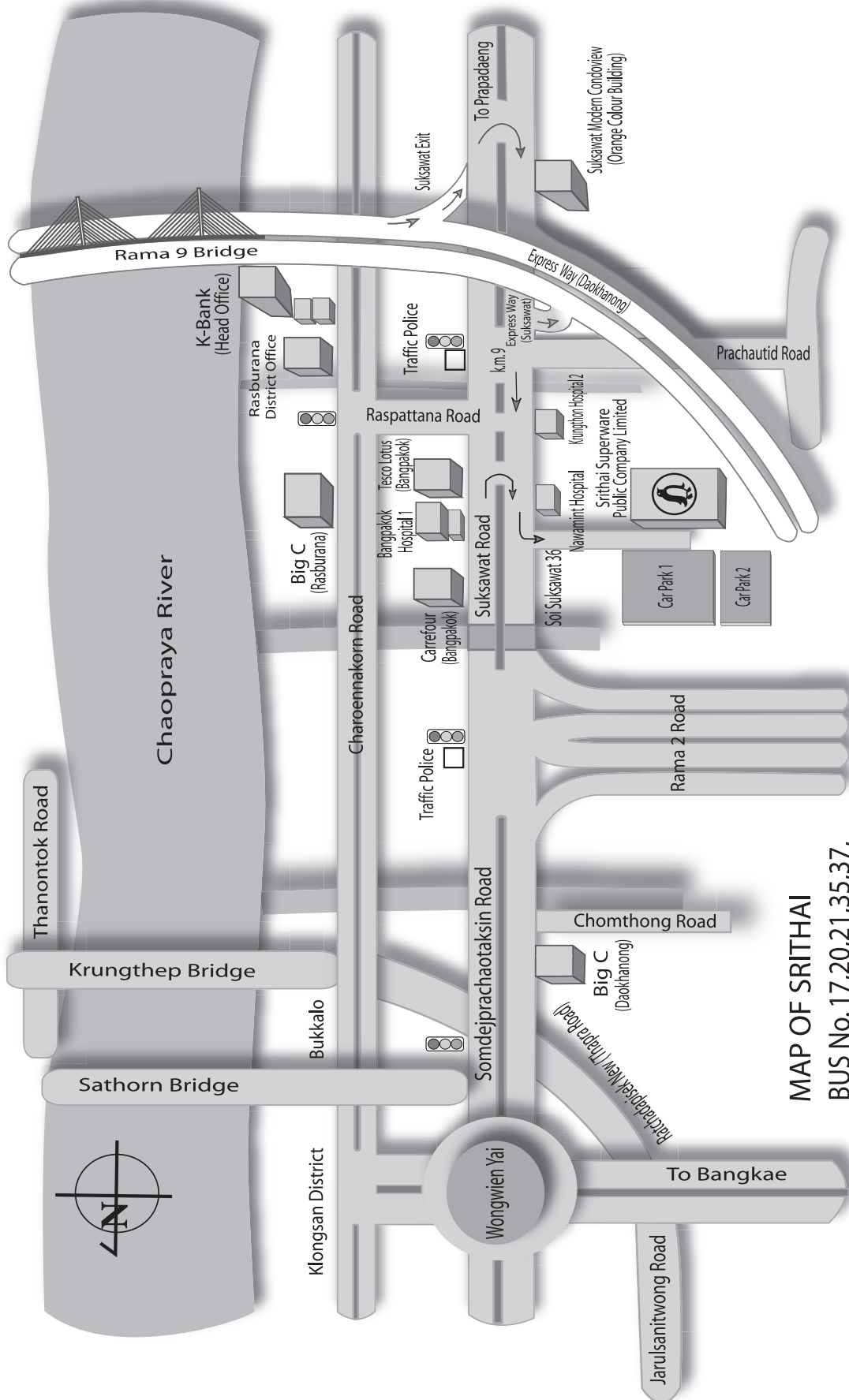
Article 31. The matters which should be conducted by the ordinary meeting are as follows:

- 1) To consider the report of the Board of Directors proposed to the meeting covering works done during the past fiscal year;
- 2) To consider and approve balance sheet;
- 3) To consider appropriation of profit;
- 4) To appoint Directors in place of those who have completed their term in office;

- 5) To appoint external auditor;
- 6) Other Business.

Accounts, Finance and Auditing

- Article 32. Fiscal year of the Company shall commence on the 1st day of January and end on the 31st day of December of every year.
- Article 34. The Board of Directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the Company for submission to the shareholders for consideration and approval at the Annual General Meeting. The Board of Directors shall cause balance sheet and the statement of profit and loss to be audited by an auditor prior to submission to the shareholders' meeting.
- Article 35. The Board of Directors shall deliver the following documents to the shareholders along with written notice calling for an Annual General Meeting:
- 1) copies of the balance sheet and the statement of profit and loss which have been audited by the auditor, together with the auditor's report;
 - 2) the annual report of the Board of Directors.
- Article 36. Dividends shall not be paid out of other money than profits. If the Company still has an accumulated loss, no dividends shall be distributed. Dividends shall be distributed according to the number of shares at an equal amount for each share.
The Board of Directors may from time to time pay interim dividends to the shareholders if the Board of Directors deems that the Company has sufficient profits to justify such payment. After such dividends have been paid, the report must be made to the shareholders at the next shareholders' meeting.
Payment of dividends shall be made within a period of one month from the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of dividend payment shall also be published in a newspaper.
- Article 37. The Company is required to allocate the net annual profit according to the Public Companies Act.
- Article 38. The auditor shall not be a director, staff member, employee or person holding any position or having any duty in the Company.
- Article 40. The auditor has the duty to attend every shareholders' meeting at which the balance sheet, the statement of profit and loss and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that shareholders' meeting.



MAP OF SRITHAI

BUS No. 17,20,21,35,37,

75,82,85,140,141,

142,506 and 510