

(Translation)

Notice of the General Meeting of Shareholders No. 37

Dear Shareholders

- Enclosures:
1. Copy of the Minutes of the General Meeting of Shareholders No. 36 on April 24, 2006
  2. Annual report of 2006 consisting of Report of the Board of Directors, Financial Statements for the year ended December 31, 2006
  3. Proxy Forms
  4. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
  5. The Articles of Association relating to The General Meeting of Shareholders.
  6. Documents and evidence of the attended person have to present before attend the meeting and regulation for the meeting.
  7. Map of the meeting place of the General Meeting of Shareholders

The Board of Directors of the Company fixed to arrange the General Meeting of Shareholders No. 37 on Monday, April 23, 2007, 2.30 p.m. at Chao Praya Room 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Khwaeng Bangklo, Khet Bangkokleam, Bangkok 10120 to consider the following agendas:

1. Approval on the Minutes of the General Meeting of Shareholders No. 35 on April 24, 2006.  
Fact and reason : The minutes was arranged within 14 days from the day of the General Meeting of Shareholders and submitted to The Stock Exchange of Thailand and Ministry of Commerce according to the requirement of the laws and also publicized on company's website ([www.btnc.co.th](http://www.btnc.co.th))  
Comment of the Board : Such minutes was recorded and should be submitted to the General Meeting of Shareholders for approval.
2. Acknowledgement of the Report of the Board of Directors for the past year.  
Fact and reason : Report of the Board of Directors and the operating results of the company in 2006 provided in the annual report of 2006 submitted together with the notice of the General Meeting of Shareholder in accordance with the requirements of the Securities and Exchange Commission and The Stock Exchange of Thailand.  
Comment of the Board : Such report should be submitted to the General Meeting of Shareholders for acknowledgement.

3. Approval of balance sheet and profit & loss statements for the year ended December 31, 2006.

Fact and reason : Such Financial Statements were prepared in accordance with generally accepted accounting principles, examined and certified by a Certified Public Accountant.

Comment of the Board: Such Financial Statements should be submitted to the General Meeting of Shareholders for approval.

4. Consider dividends omissions for 2006 operational results.

Fact and reason: The company has a policy to pay dividends regularly to shareholders whenever company can make profit and has retained earning . The company lost its operation in 2006 . Therefore , the board of directors to omit the dividend in this year.

Comment of the Board : Such decision should be submitted to the Meeting of shareholders for approach on dividends omissions for 2006 operational results.

5. To consider the election of directors to replace the directors whose term has expired and determination of remuneration of the Board of Directors

(5.1) Election of directors to replace the directors whose term has expired

Fact and reason: According to the Articles of Association, Article 22, 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, three retiring directors are (1) Mr. Mr. Panitarn Pavarolarvidya (2) Ms. Pomtip Vorathavornviwat (3) Mrs. Yaowaret Lertsukhontharosi

Comment of the Board: The Board of Directors, excluding Directors who are vested interests agreed that all three 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 enclosure No.4)

(5.2) Determination of remuneration of the Board of Directors

Fact and reason: According to the Articles of Association, Article 33, the company is not allowed to pay money or provided 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 General Meeting of Shareholders agreed to approve the remuneration to the Board of Directors not exceed 10 % from net profit and not exceed 2 millions baht a year as allocated by the Board of Directors. For the year 2006, the company

paid remuneration totaling 1,168,000 baht . Company reported the amounting summaries to the Directors and Audit Committee by individual person in Annual Report and 56-1 Form  
 Comment of the Board: It was agreed to propose the General Meeting of Shareholders to approve the remuneration of the Board of Directors should not exceed 10 % from net profit a year as the exiting year with authority assigned to the Board of Directors for appropriation.

6. Appointment of the Auditor and determination the remuneration of auditors

Fact and reason: In 2006, the General Meeting of Shareholders appointed Mr.Somsit Techmontrilul Certified Public Accountant No . 430 and/or Mrs. Junyaporn Techmontrilul Certified Public Accountant No 6720 of PKF Saha Accounting .co.tld , to become the Auditor of the Company. For 2007, the Securities and Exchange Commission had the announcement for listed companies to circulate auditor (who singed in the financial statements) every 5 fiscal years. The auditor could be another auditor in the same office of auditing. The company may re-appoint the former auditor after terminating the office of such auditor not less than 2 consecutive fiscal years. Mr.Somsit Techmontrilul Certified Public Accountant No . 430 , was the auditor to the company (singed in the financial statements) for 5 consecutive years, company has to change new auditor in 2007. The Audit Committee have considered and agreed to propose Mrs. Junyaporn Techmontrilul, Certified Public Accountant No. 6720 and/or Ms.Pranee Phonngam, Certified Public Accountant No. 4987 of Office of PKF Saha Accounting .co.tld , to become the Auditor of the Company for the year 2007 and determined the remuneration of auditor as follows:

<u>Description</u>	<u>2007</u>	<u>2006</u>
1.Review of the financial statement for 1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> quarters	180,000.-	165,000.-
2.Audit fee for the year ended December 31	220,000.-	220,000.-
Total	<u>400,000-</u>	<u>385,000.-</u>

For shareholders acknowledgement the auditor fee for its subsidiary amounting to 25,000 baht, totaling the aggregate auditor fee of 425,000 baht. The proposed fee is the Audit Services' Fee only, exclusive of any non-audit services,

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, Major Shareholders or Related Persons of the said persons.

Comment of the Board: Mrs. Junyaporn Techmontrilul and/or Miss. Ms.Pranee Phonngam who has the complete qualifications according to the Company's Articles of Association and the Regulations of the Securities and Exchange Commission. Moreover, Office of PKF Saha

Accounting .co.tld has been the auditor of the company since 2002, completely 5 years, has well performed their duties as auditor. It is agreed to propose to the General Meeting of Shareholders to appoint the auditor and determine the remuneration of auditor in accordance with the Audit Committee.

7. Other topics (If any)

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date between 00.30-02.30 p.m.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form attached or the printed form indicated by the Ministry of Commerce or alternatively you may download only one of three Proxy Forms from the company's website [www.btnc.co.th](http://www.btnc.co.th). Foreign investors who authorize the custodian in Thailand to keep and safeguard their shares can choose only one of the Proxy Form: Form A, Form B or Form C. Other shareholders can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint an Audit Committee of the company on your behalf, our Audit Committee are:

1. Mr. Prasert Patradhilok ,Chairman of Audit Committee, 50 years old, residence is 7/220 Moo.6 Tambon Banmai, Pakkret , Nonthaburi.
2. Mr.Puchchong Vanichjakvong ,Audit Committee, 35 years old, residence is 14/2 Moo.1 Tambon Bangwua, Bangpakong , Chachoengsao.
3. Mr.Pichit Sukcharoenpong , Audit Committee, 59 years old, residence is 99/20 Ngamvongvan rd., Ladyao , Jatujuk , Bangkok.

You are kindly requested to submit the complete Proxy Form at least one day prior to the meeting in order to facilitate the verification of the evidence. The company will process registration with the barcode system, please bring the Proxy Form with barcode on the meeting day.

By the order of the Board of Directors

(Mr. Panitarn pavarolavidya)

Managing Director