



Caxias do Sul, March 31, 2008.

Dear Shareholders:

We are very pleased to invite you to participate in the Ordinary and Extraordinary General Meetings of Randon S/A.- Implementos e Participações, to take place on April 17, 2008, at 3:00 PM, at the Company's headquarters, located on Abramo Randon Ave., 770, Interlagos District, in the city of Caxias do Sul, State of Rio Grande do Sul, according to the respective Call Notice published on this date.

## **1. Topics to be deliberated at the General Meetings**

In the Ordinary and Extraordinary General Meetings the following topics will be covered:

### **In Ordinary General Meeting**

- (a) Examine, discuss and vote on the Management Report, Financial Statements, and Independent Auditors' and Audit Board's Reports referring to the business period ended December 31, 2007.
- (b) Deliberate on the allocation of the net profit of the period and distribution of dividends;
- (c) Elect the members of the Audit Board, if applicable;
- (d) Establish the global remuneration of the Administrators and, if elected, of the Audit Board members.

### **In Extraordinary General Meeting**

Deliberate on the Company's capital increase from R\$279.000.000,00 to R\$400.000.000,00, by incorporation of profit reserves without issuance of new shares, as well as on related corporate alterations.

## **2. Brief description of the topics and proposals to be submitted to the deliberation of the General Meetings.**

### **Ordinary General Meeting**

- (a) Examine, discuss and vote on the Management Report, Financial Statements, and Independent Auditors' and Audit Board's Reports referring to the business period ended December 31, 2007.

The administrators accounts were instrumentalized through the Management Report and Financial Statements, and previously approved by the Board of Directors, obtaining the favorable opinion of the Company's Audit Board.

**RANDON S.A. Implementos e Participações**  
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The financial statements were audited and obtained a favorable opinion of the independent auditors (KPMG Auditores Independentes).

The documents submitted to the approval of the shareholders were published on the newspapers *Gazeta Mercantil*, *Diário Oficial da Indústria e Comércio do Estado do Rio Grande do Sul*, and *Pioneiro*, of Caxias do Sul, on February 20, 2008, and are available on the Internet, in the Company's website ([www.randon.com.br](http://www.randon.com.br)), Bovespa's website ([www.bovespa.com.br](http://www.bovespa.com.br)), and CVM's (Securities Commission) website's ([www.cvm.gov.br](http://www.cvm.gov.br)).

**(b)** Deliberate on the allocation of the net profit of the period and distribution of dividends;

We transcribe below the proposal included in the management documents concerning the allocation of the fiscal year's net profit, of R\$ 172.625.129,69, added of reserves of R\$ 44.932,20, amounting to R\$ 172.670.061,89, including the distribution of dividends:

1. ratification of the value R\$ 40.796.717,71 distributed as interest on the company's own capital, being R\$ 16.687.867,35 relative to the 1<sup>st</sup> period of the year and R\$ 24.108.850,36 relative to the 2<sup>nd</sup> period of 2007;
2. creation of a legal reserve in the amount of R\$ 8.633.503,09, corresponding to 5% of the net profit, pursuant to Article 193, of Law 6.404/76;
3. allocation of the period's profit balance in the amount of R\$ 108.706.083,34 to the account of Investments Reserve and Working Capital, according to the Company's by-laws; and
5. establishment of R\$ 14.533.757,75 as dividends to be distributed, corresponding to R\$ 0,09070920 per common and preferred share;

The proposed allocation of the period's net profit was made pursuant to the legal and statutory obligations.

**(c)** Elect the members of the Audit Board, if applicable;

The Audit Board will be set up at the request of shareholders who represent at least the percentage established by the Law 6404/1976, and Instruction CVM 324/2000. The election of the Audit Board's members shall meet the percentages and requirements established by the Law 6404/1976.

**(d)** Establish the global remuneration of the Administrators and, if elected, of the Audit Board members.

Pursuant to § 2 of Article 17, of the Company's By-Laws, it is the responsibility of the General Meeting to established the remuneration of the administrators.

Considering the need of establishing such global amount at the Ordinary General Meeting, a proposal will be submitted to the Ordinary General Meeting to establish the annual global amount, for distribution among the members of the Board of Directors and Executive Board, of an amount of up to R\$ 4.000.000,00 for the period May 2008 to April 2009. The Board of Directors will distribute such an amount per member during a meeting to be held specifically for this purpose.

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In case the Audit Board is set up, the Audit Board's members remuneration shall be established at the General Meeting. In this case, the management proposes a monthly individual remuneration of 10% (ten percent) of that to be allocated to each Director, without considering profit sharing.

### **Extraordinary General Meeting**

Deliberate on the Company's capital increase from R\$279.000.000,00 to R\$400.000.000,00, by incorporation of profit reserves without issuance of new shares, as well as on related corporate alterations.

During a meeting held on January 25, 2008, the Executive Board made the proposal to increase the Company's capital by incorporating part of the Investments and Working Capital Reserves, considering that the balance of such reserves has exceeded the legal and statutory limits. The Board of Directors and Audit Board expressed their favorable opinions to such a capital increase on January 30, 2008.

The minutes of the Executive Board and Board of Directors' meetings on this proposal are available on the Internet, in the Company's website ([www.randon.com.br](http://www.randon.com.br)), Bovespa's website ([www.bovespa.com.br](http://www.bovespa.com.br)), and CVM's (Securities Commission) website's ([www.cvm.gov.br](http://www.cvm.gov.br)).

Additional information can be obtained at the Company, through phone numbers (54) 3209.25.36, at the Investor Relations Department.

Yours sincerely,

Raul Anselmo Randon  
Chairman of the Board of Directors

Astor Milton Schmitt  
Investor Relations Director