

AT.T.19/2009

April 28, 2009

Re : Report on the resolution of 30<sup>th</sup> Annual General Meeting  
To : Managing Director  
Security Exchange of Thailand

S & J International Enterprises Public Company Limited wishes to hereby report the resolutions adopted at its Annual General Meeting No.30 held on Tuesday, April 28<sup>th</sup>, 2009 at 15.00 o'clock in Chao Phaya No. 2 Room, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120. When the meeting commenced, a total of 81 persons and proxies attending the meeting, representing total 101 shareholders, and holding 89,916,057 shares, accounting for 85.79% of the company's total number of shares already issued and paid-up. The resolutions adopted by the meeting were as follows:

1. Certification of Minute of the 29<sup>th</sup> General Meeting of Shareholders held on Tuesday, April 22, 2008.  
The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.
2. Acknowledgement of the company's annual report of the preceeding year.
3. Approval of the company's 2008 financial statement as of December 31<sup>st</sup>, 2008.  
The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.
4. Approval of profit appropriation and dividend payment for 2008 as follows:
  - Legal Reserve None Baht
  - Approval of dividend payment for 2008 at 1.00 baht per share totaling 104,813,500.00 baht. Payment is paid from net profit of the Company's separate financial statement having corporate income tax rate 25%. The record date to determine the names of shareholders who have rights to receive dividend payment will be on May 11, 2009 and the closing date of the Company's share register book to collect the names of shareholders according to Section 225 of the Securities and Exchange Act will be on May 12, 2009 totaling 104,813,500 shares to be paid on May 22, 2009.
  - Unappropriated retained Earning C/F 601,350,612.19 Baht with the resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

5. Appointment of directors to succeed those retiring upon term completion, approval to increase independent director post, and approval of directors' remuneration.

5.1 Approved the re-election of 4 Directors who must retire to be Directors for another term with following vote :

1. Dr.Atthakorn Glankwamdee.

The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

2. Mrs.Kaewta Ongsaranakom.

The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

3. Mr.Khachornsakdi Vanaratseath

The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

4. Gen.Pichat Kamenchan.

The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

5.2 Approval to increase independent director post by appointing Mrs.Pismai Chandrubeksa.

The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

Therefore, directors of the company in 2009 will be increased from 13 to 14 as per name listed below :

1. Mr.Boonkeit	Chokwatana
2. Mrs.Tipaporn	Chokwatana
3. Mr.Thirasak	Vikitset
4. Dr.Atthakorn	Glankwamdee
5. Gen.Pichat	Kamenchan
6. Mrs.Srisuke	Pohmakotr
7. Mrs.Kaewta	Ongsaranakom
8. Prof.Dr.Malyn	Chulasiri
9. Mrs.Chitraporn	Vikitset
10. Mrs.Teerada	Ambhanwong
11. Mrs.Pismai	Chandrubeksa
12. Mr.Khachornsakdi	Vanarateseath
13. Mrs.Pradittha	Chongwattana
14. Mr.Surong	Ongkosit

By having Gen.Pichat Kamenchan and Mrs.Pismai Chandrubeksa are Independent Directors. Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, Mrs.Teerada Ambhanwong are Independent Directors and the Audit Committee.

5.3 Director's remuneration.

The meeting unanimously approved having the company to pay director fee not to exceed 10 million baht as follows :

- Meeting fees of The Board of Director 5,000 baht per meeting only for directors who attend the meeting.
- Meeting fees of The Audit Committee 5,000 baht per meeting only for directors who attend the meeting.
- Meeting fees of The Sub Committee 4,000 baht per meeting only for directors who attend the meeting.
- Annual directors fees to be paid to every director by having remuneration committee to consider and propose to the Board of Directors.

So, the remuneration must not exceed amount approved at the General Shareholders meeting.

The resolution was adopted unanimously as follows:

Approved, representing	89,916,057	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

6. The meeting approved the appointment of Mr.Chaiyakorn Aunpitipongsa Certified Public Accountants Registration No. 3196 and/or Mr.Apiruk Atianuwat Certified Public Accountant No. 5202 of Dr.Virach & Associates Certified Public Accounts, as auditor(s) of the company for the year 2009 and fix the audit fees as follows :

Description	2009 (Baht)
1. Review of the financial statement for the first quarter	163,000.00
2. Review of the financial statement for the second quarter	163,000.00
3. Review of the financial statement for the third quarter	163,000.00
4. Audit fee for the year ended December 31	450,000.00
5. Audit fee of the 4 subsidiary companies	578,000.00
<b>Total</b>	<b>1,517,000.00</b>

So, the proposed auditors have no relation or no gain and loss with the Company / affiliated companies/ executives / major shareowners or the above related mentioned persons. The auditors of the 4 affiliated companies are auditors from office of Dr.Virach & Associates which is the same auditing firm with S&J.

The resolution was adopted unanimously as follows:

Approved, representing	89,953,557	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

- Remark : Before entering this agenda, an additional 1 person and/or proxy, representing 1 shareholder and holding 37,500 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 82 persons, representing 102 shareholders and holding 89,953,557 shares altogether, accounting for 85.82% of the company's total number of shares already issued and paid-up.

Please be informed and kindly post the above informations.

Sincerely yours,

(Prof.Dr.Malyn Chulasiri)  
Director

Registra Dept.  
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