

At T.32/2009

September 14, 2009

Re : Waiver resolution for the right shares of increase capital
To : Managing Director
The Stock Exchange of Thailand

The Executive Board of Directors of S&J International Enterprises Public Company Limited in the meeting No. 13/2009 held on September 14, 2009 passed the following resolutions.

1. Approved on increase capital in T-Way Co.,Ltd. which was increased its registered capital from 1,000,000 Baht to 70,000,000 Baht at a par value of 10 Baht per share. Purpose of the increased is to support the growth of eco tourism, having place for seminar and practice dharma. The issuing of increase capital 6,900,000 shares at a par value of 10 Baht per share will be offered to the existing shareholders (Right Offering). The company has been allocated the number of 1,035,000 shares. Due to the Executive Board of Directors resolved to approve on waiver for the right shares 50,000 shares to Make up Technique International Co.,Ltd. which is not related person due to Make up Technique International Co.,Ltd. is interested in investing of travel business.

After waiver the above transaction, the share holding proportion of the Company in T-Way Co.,Ltd. will be reduced from 15.0% to 14.3%.

2. Approved on increase capital in Shaldan (Thailand) Co.,Ltd. which was increased its registered capital from 20,000,000 Baht to 40,000,000 Baht at a par value of 100 Baht per share. Purpose of the increased is to support company's expansion in future. The issuing of increase capital 200,000 shares at a par value of 100 Baht per share will be offered to the existing shareholders (Right Offering). The company has been allocated the number of 42,000 shares. Due to the Executive Board of Directors resolved to approve on waiver for the right shares 22,000 shares to S.T.CORPORATION (JAPAN) which is not related person and wishes to expand market by expanding their own products brand name more.

After waiver the above transaction, the share holding proportion of the Company in Shaldan (Thailand) Co.,Ltd. will be reduced from 21.0% to 15.5%.

Size of transaction on waiver for the right shares of T-Way Co., Ltd. totaling 500,000 baht and Shaldan (Thailand) Co.,Ltd. totaling 2,200,000 baht, has the transaction size of 0.10% considered by the total value of the award according to the consolidated financial statements of the Company as of 30 June 2009.

The aforementioned transaction is not classified as the disposition of assets under the Notification of the Board of Governor of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets, and it is not classified as the connected transaction under the Notification of the Board of Governor of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction.

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Please kindly be informed and post as appropriate.

Sincerely yours,

Mrs.Kaewta Ongsaranakom
Director

Registra Dept.
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