

AT.Tor.07/2010

April 27, 2010

Re : Report on the resolution of 31<sup>st</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.31 held on Tuesday, April 27<sup>th</sup>, 2010 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 73 persons and proxies attending the meeting, representing total 102 shareholders, and holding 90,460,289 shares, accounting for 86.31% 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 Minutes of the 30<sup>th</sup> General Shareholders' Meeting held on Tuesday, April 28, 2009.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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 2009 financial statement as of December 31, 2009.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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 the 2009 appropriation of profit and annual dividend payment as follows:

- 4.1 The company had legal reserve 10% of registered capital per law. There is no need to increase legal reserve this year.

4.2 Appropriation dividend, The Board of Directors resolved to propose dividend payments at the rate of Baht 1.00 per share, for total amount Baht 104,813,500.00, accounting for 56.58% of total net profits for 2009. Such payment would be drawn from the separate net profit which is subject to 25% corporate income tax whereby individual shareholder could apply for tax credit. The shareholders entitled to receive dividend payments would be those with their names appearing on the record date as of May 7, 2010. The said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares transfer registration book on May 10, 2010. Payment date was set for May 26, 2010.

Approved, representing	90,460,289	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 company directors to succeed those retiring upon term completion, and company directors' remuneration.

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

1. Mr.Boonkiet Chokwatana.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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.Tipaporn Chokwatana.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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. Prof.Dr.Malyn Chulasiri

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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. Mrs.Chitraporn Vikitset  
 The resolution was adopted unanimously as follows:  
 Approved, representing 90,460,289 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 2010 had 13 members as per listed below :

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

As well as, the company completely have independent directors 1 in 3 of The Board of Company and they are Admiral Apichart Pengsritong and Mrs.Pismai Chandrubeksa, by having Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, and Mrs.Teerada Ambhanwong are the Audit Committee.

#### 5.2 Approval to company directors' remuneration.

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

1. Annual Remuneration  
 Annual Remuneration is paid to all directors. The Remuneration Committee will allocate the remuneration on basis of principle, operational results and propose to the Board of Directors.
2. Meeting fee
  - 2.1 Board of Directors 8,000 baht/meeting
  - 2.2 Audit Committee
    - Chairman of Audit Committee 10,000 baht/meeting
    - Director of Audit Committee 8,000 baht/meeting
  - 2.3 Nominating Committee 5,000 baht/meeting
  - Remuneration Committee
  - Risk Management Committee
  - 2.4 Remuneration of other sub committees which organized by the Board will be in the consideration of the Remuneration Committee by considering in accordance with appropriateness, and to be in line with duties and responsibilities.

For every meeting fee, payment is paid to attending directors only. In case of there is a meeting more than 1 time in each month, it accounts to receive the meeting fee not exceeding 1 time.

As such, commencing from the General Meeting of Shareholders' approval until there is a change. The remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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 Dr.Virach Aphimeteetamrong Certified Public Accountants Registration No. 1378 and/or Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202 of Dr.Virach & Associates Certified Public Accounts, as auditor(s) of the company for the year 2010 and fix the audit fees as follows :

Description	2010 (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
Total	1,517,000.00

And other services received from Dr.Virach & Associates Company were observation on destroying product paid on actual incur

Furthermore, above auditors recommended for further appointment by the shareholders' meeting, were from the same auditing office as those auditors acting as company auditors for the company's subsidiaries. In that regard, the company's auditor and its subsidiaries are independent and do not have any prior relationship or conflict of interests with the company or its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those persons.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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.

7. The meeting approved of the amendment to the Memorandum of Associations, clause 3 (Company's objective) in sub clause 10 and add 4 more sub clauses from previous 48 clauses to be 52 clauses as follows:

Objectives Former	Objectives New	Reasons
<p>No.10 To guarantee an alien who travels in and out of the kingdom, in accordance with the laws and regulations on immigration and taxation.</p>	<p>No. 10 To provide guarantee against debt, accepting fault, or in accordance with agreement or providing guarantee for either person or juristic person whether with or without personnel guarantee or collateral, as well as providing guarantee for alien entering the country to engage in business activities or company's operational in accordance with immigration laws, taxation laws, and labor laws. To provide bail for persons in criminal case or under court proceedings or to provide personnel or collateral guarantee to government officer per various Law Act.</p>	<p>In carrying business of the Company, in case of dispute or claims from a third party, the company may need to bail Directors or Employees of the Company which has the duty to act and on behalf of the company,</p>
<p>- Nil -</p>	<p>No. 49 To engage in direct sale and direct marketing business in accordance with the Direct sale and Marketing ACT B.E2545 as well as other relevant laws to come into effect in the future(subject to approval from relevant agency concerned.)</p>	<p>To support its expansion by expanding channel of distribution through Internet and other media to reach more consumers.</p>
<p>- Nil -</p>	<p>No. 50 To engage product sales and services business, or e-commerce business under the company's business objectives, or engaging in other business activities utilizing the internet, publication, TV, electronic media, or any other media and other electronic device, as well as innovation managing website, and/or engaging in website providing financial services, providing internet advertisement, and internet data search, collection services and advertising. (subject to approval from relevant government agency concerned.)</p>	

<b>Objectives Former</b>	<b>Objectives New</b>	<b>Reasons</b>
- Nil -	No. 51 To engage in business providing electronic payment services in accordance with the laws supervising electronic payment or other relevant laws concerned, as well as providing services accepting payment (subject to approval from relevant government agency concerned.)	
- Nil -	No.52 To engage in business providing services to acquire, install, process, and compile information via the information technology systems as well as other services relating to information technology.	To comply with its current business as well as to support the business growth of the company which may incur in the future.

and the meeting also was asked to empower the Board of Directors to add and/ or amend any statements in prospectus of the company per registrar' s consideration of public listed companies, Department of Business Development and Ministry of Commerce.

The resolution was adopted unanimously as follows:

Approved, representing 90,460,289 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.

8. The meeting approved of the amendment of the Company's Articles of Association No. 30 and cancellation of No.18 and 65, making total number 63 articles from 65 articles as follows:

<b>Articles Former</b>	<b>Articles New</b>	<b>Reasons</b>
No. 18 During the period of twenty-one (21) days prior to each shareowner meeting, the Company may cease to effect registration of the share transfers by announcing to the shareowners at the head and branch offices of the Company not less than fourteen (14) days prior to the closing date of the share transfers registration.	- Revocation -	To provide benefit and shareholders' entitle to learn more about meeting information. The company has asked to cancel the original regulations in order for the company may choose to close the book on the Register of Shareholders per Public Company Act or the Securities and Exchange Act.

Articles Former	Articles New	Reasons
<p>No. 30 The Board of Directors shall have the powers and duties to operate the Company in accordance with the laws, objectives, articles of association and resolutions of the Shareowners' Meeting. The Board of Directors shall have the power to elect certain number of Directors to be an Executive Committee to carry out any or many businesses subject to any condition or may assign a director or other persons to perform any act on behalf of the Board of Directors.</p>	<p>No. 29 The Board of Directors shall have the powers and duties to operate the Company in accordance with the laws, objectives, articles of association and resolutions of the Shareowners' Meeting. The Board of Directors shall appoint executive directors to carry out any or many businesses under any condition or may assign a director or other persons to perform any act on behalf of the Board of Directors.</p>	<p>To fit and flexible in operations.</p>
<p>No. 65 In case where the Company or its subsidiaries enters into connected transaction in accordance with the notification by the Board of the Stock Exchange of Thailand regarding the Disclosure of Information and Operation of Listed Companies in relation with the Connected Transactions, B.E.2546, Volume 2:B.E.2547 and Volume 3:B.E.2547, respectively or to enter into the transaction regarding the acquisition or disposition of assets of the company or its subsidiaries in accordance with the notification of the Board of the Stock Exchange of Thailand regarding the Disclosure of Information and Operation of The Listed Companies in relating with the Acquisition or Disposition of Assets, B.E. 2547 or the case may be. The company shall there upon be required to comply with the requirements and procedures being specified in such related notifications.</p> <p>However, the statement in the above paragraph shall not be applicable if the company's securities are not listed in the Stock Exchange of Thailand.</p>	<p>- Revocation -</p>	<p>Currently, there is an announcement of Capital Market Commission Subject : To enter into the major transactions regarding the acquisition or disposition of assets and the Disclosure of Information and Operation of Listed Companies in relation with the Connected Transactions. Therefore, regulation No.65 is cancelled and use the aforementioned announcement.</p>

and the meeting also was asked to empower the Board of Directors to add and/ or amend any statements in prospectus of the company per registrar' s consideration of public listed companies, Department of Business Development and Ministry of Commerce.

The resolution was adopted unanimously as follows:

Approved, representing	90,460,289	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.

Please be informed and kindly post the above informations.

Sincerely yours,

(Mr.Thirasak Vikitset)  
Managing Director

Registra Dept.  
Tel 0-2676-2727 Ext. 508, 510-516