

At.Tor.20/2010

November 15, 2010

Subject: Approval an acquisition of assets and related transaction

To : Managing Director
The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting # 5/2010 of S & J International Enterprises Public Company Limited held on November 15, 2010, the details are as follows:

1. Approval an acquisition of assets and related transaction : Acquisition of common stock of Osoth Inter Laboratories Co.,Ltd from General Glass Co.,Ltd. per details as follows :

1. The date on which the transaction occurred : Within Year 2010
2. The related parties
Buyer : S&J International Enterprises PLC. (S & J)
Seller : General Glass Co.,Ltd (GGC)
Related Person and Type of :
 - Co – Major Shareholders : Saha Pathana Inter-Holding PLC.
ICC International PLC.
IDF Co.,Ltd.
 - Co – Directors : Mr.Boonkiet Chokwatana
Mr.Thirasak Vikitset
Dr.Atthakorn Glankwamdee
3. General characteristic of transaction :
Purchase common stock of Osoth Inter Laboratories Co.,Ltd
4. Details of Property Acquired :
 - Company name : Osoth Inter Laboratories Co.,Ltd
 - Type of Business : Manufacturing and distribute medicine
 - Registered Capital : 1,500,000 shares
 - Divided to common stock : 1,500,000 shares @ Baht 100 per value.
 - Issued and paid-up Capital : 1,500,000 shares
 - Divided to common stock : 1,500,000 shares @ Baht 100 per value.
5. Total value of acquired :
 - Common stock of Osoth Inter Laboratories Co.,Ltd 149,000 shares @ Baht 100 amounting to Baht 14,900,000.-
 - Proportion of shareholding before investing : 348,860 shares or 23.26% of paid-up capital
 - Proportion of shareholding after investing : 497,860 shares or 33.19% of paid-up capital
6. Purpose of purchases :
 - Increase proportion of investment in the company that has rate of increase continuously both revenue and profit : In addition, the company has high potential in competing business and enable to expend its market.
 - Benefit business to each other.
 - Return on investment in form of dividend income.
7. The sources of funds : Company's working capital.

8. Interested directors not attend the meeting and not vote :
 - Mr.Boonkiet Chokwatana is a Director of GGC and the Chairman of S & J
 - Mr.Thirasak Vikitset is a Director of GGC and the Managing Director of S & J
 - Dr.Atthakorn Glankwamdee is a Chairman of GGC and the Deputy Managing Director of S & J
9. Opinions by the company's Board of Directors and The Audit Committee:

The company's Board of Directors and The Audit Committee considered and agreed having S&J to acquire the assets due to the reasonable price.
10. Transaction volume :

The transaction as stated above would be within scope of the related transaction according to the Notification of the Capital Market Commission on disclosure of the information and operation of the listed company in categories of related transactions on type of assets or services which has the transaction value more than 1 Million Baht but less than 20 Million Baht or to be more than 0.03% but less than 3% of NTA whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but need not approval by the General Shareholders Meeting. Moreover, the transaction as stated above would be within scope of rules and procedures and disclose of the information and operation of the listed company concerning the acquisition and disposition of assets according to the Notification of the Capital Market Commission (Including items acquired by any occurred during past 6 months) which has the transaction value based on the criteria of maximum total value of consideration received is 0.52% (21,286,000/4,057,817,008) which the size is less than 15%. No need to inform the Security Exchange of Thailand.

2. Approval having Osoth Interlaboratories Co.,Ltd. to rent building No. 600/9 Moo 11 Sukaphiban 8 Road, Nongkharm, Sriracha, Chonburi, 20280, Thailand to renew contract per details as follows :

1. The date on which the transaction occurred : January, 2011
2. The parties involved
 - Renter : S&J International Enterprises Public Company Limited
 - Tenant : Osoth Interlaboratories Co.,Ltd.
3. The general characteristics of the transaction :

Rental transaction on non movable property not more than 3 years.
4. Rental area : 1,325 square meters.
5. Location of rental building: 600/9 Moo 11 Sukaphiban 8 Road, Nongkharm, Sriracha, Chonburi, 20280
6. Policy for setting rental price: The price should be the market price by considering location, place, characteristic and the useful of the property.
7. Rental per month : 113.21 baht per square meter.
8. Total value of transaciton : 5.4 million baht
9. Rental period : 3 years (January 1, 2011 – December 31, 2013)

10. Type & scope of equity of connected persons:
 - ✪ S&J is a major shareholder holding 33.19% (Proportion of shareholding after purchased an additional share)
 - ✪ Co – Major Shareholders : Saha Pathana Inter-Holding PLC. (SPI)
11. Interested directors not attend the meeting and not vote :
 - Mr.Boonkiet Chokwatana is a Director of SPI and the Chairman of S & J
12. Opinions by the company's Board of Directors and The Audit Committee:

The company's Board of Directors and The Audit Committee considered and agreed having Osoth Interlaboratories to rent the aforementioned building due to reasonable in term of pricing and other related conditions i.e. its location, condition of the building and benefit receives from using the property. In addition, it is convenient to contact as it is near by the factory.
13. Transaction volume :

The transaction as stated above would be within scope of the related transaction according to the Notification of the Capital Market Commission on disclosure of the information and operation of the listed company in categories of related transactions on type of rental transaction on non movable property not more than 3 years which has the transaction value more than 1 Million Baht but less than 20 Million Baht or to be more than 0.03% but less than 3% of NTA whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but need not an approval from the General Shareholders Meeting.

Please kindly be informed and post as appropriate.

Sincerely yours,

Mr.Thirasak Vikitset
Managing Director

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