

At Tor. 03/2011

February 25, 2011

Re Set date for AGM, Dividend Payment and decrease/increase register capital.

To The Managing Director  
Stock Exchange of Thailand

Enclosure 1. Form of Capital Increased Report (F53-4)

The Board of Directors of S&J International Enterprises Public Company Limited in the meeting No.1/2011 held on February 25, 2011 passed the following resolutions :

1. The record date to determine the names of shareholders who have rights to attend the 32<sup>nd</sup> Annual General Meeting of shareholders on March 24, 2011 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 March 25, 2011.
2. The record date to determine the names of shareholders who have rights to receive dividend payment on May 9, 2011 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 on May 10, 2011.
3. The resolution to approve to the shareholders' meeting to consider the 2010 dividend payment at 1.10 baht per share subject to the shareholder's approval for operating results since January 1, 2010 through December 31, 2010. Dividend will be paid on Friday, May 20, 2011.
4. The resolution to approve the reduction of registered capital from 120,000,000 baht to 104,813,500 baht by the cancellation of registered ordinary shares that had not been the issue of 15,186,500 shares at par value of 1 baht per share and to propose to the Annual General Meeting of Shareholders No. 32 to consider for further approval.
5. The resolution to approve to revise, to add in the Memorandum of Association of the company in Article 4., in order to comply to the reduction of registered capital as follows :

Article 4.	Registered capital	104,813,500	baht
	(One hundred four million eight hundred thirteen thousand and five hundred baht only)		
	Divided into	104,813,500	shares
	(One hundred four million eight hundred thirteen thousand and five hundred shares)		
	At the par value of	1	baht
	By categorized as		
	Ordinary shares	104,813,500	shares
	Preferred shares	-	share

Anyhow, the person assigned by the Board of Directors to register and to revise in the Memorandum of Association at the Department of Business Development, Ministry of Commerce, has power to revise and to add the statements or any operation for compliance to the registrar's order.

6. The resolution to approve the increase of registered capital amounting to 95,186,500 baht from 104,813,500 baht to 200,000,000 baht by issuing new common stock of 95,186,500 shares at par value of 1 baht per share and to propose to the Annual General Meeting of Shareholders No. 32 to consider for further approval.

7. The resolution to approve to revise, to add in the Memorandum of Association of the company in Article 4., in order to comply to the registered increased capital of the company as follows :

Article 4.	Registered capital	200,000,000	baht
	(Two hundred million baht only)		
	Divided into	200,000,000	shares
	(Two hundred million shares)		
	At the par value of	1	baht
	By categorized as		
	Ordinary shares	200,000,000	shares
	Preferred shares	-	share

Anyhow, the person assigned by the Board of Directors to register and to revise in the Memorandum of Association at the Department of Business Development, Ministry of Commerce, has power to revise and to add the statements or any operation for compliance to the registrar's order.

8. The resolution to approve to allocate new common stocks and to propose to the Annual General Meeting of Shareholders No. 32 to consider for further approval as follows:

8.1 The allocation of shares of 45,186,500 shares offered to existing shareholders of the company according to the proportion of shares holding (Right Offering). The record date to determine the names of shareholders who have rights to subscribe for shares on May 9, 2011 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 on May 10, 2011 with the subscription ration 7 existing shares per 3 new shares. In case of fractions of shares from allocation to the existing shareholder, the fractions of shares must be rounded off. The offer price of 12.00 baht per share to set the exercise period for the right offering during 23-27 May 2011.

- 8.2 In case there are new ordinary shares remaining from the allocation to the existing shareholders per No.8.1. The Board of Directors or Managing Director or the attorney by the Board of Directors have authority to allocate and offer the remaining unsubscribed shares to the private placement. As such, the said offering price must not lower than 90% of the average marking share price which shall be calculated by the weighted average closed price not less than 7 working days but not more than 15 working day before the offering date of which the Board of Directors or Managing Director or the attorney by the Board of Directors will have authority to determine the date of subscription the offered price. The allotment of remaining shares to private placement will be complied with the Notification of the Capital Market Supervisory Board No. Tor Chor 28/2008, which can be proceeded once or several times. In case of offering the new ordinary shares to the connected person, the Company will comply with regulation of the Capital Market Supervisory Board and the Board of Governors of the SET regarding to the connected transaction.
- 8.3 The allocation of more shares 50,000,000 shares at par value of 1 baht per share amount of 50,000,000 baht offered to existing shareholders of the company. Granted authorization to the Board of Director to consider the next allocation.
9. The 32<sup>nd</sup> Annual General Meeting of the Shareholders will be held on Monday, April 25, 2011 at 14.00 o'clock at Chao Phaya Room 1 of the Montien Riverside Hotel 372 Rama III Road , Bangkhlo , Bangkok 10120 with the following agenda.
1. Certification of the minutes of the 31<sup>st</sup> Annual General Meeting held on April 27, 2010.
  2. Acknowledgement of the company's annual report of the preceding year.
  3. Approval of the company's 2009 financial statements as of December 31, 2010.
  4. Approval of the appropriation of profit and annual dividend payment.
  5. Appointment of directors to succeed those retiring upon term completion and directors' remuneration.
  6. Appointment of an auditor and fixing of the auditing fee.
  7. Approval of the reduction of registered capital from 120,000,000 baht to 104,813,500 baht by the cancellation of registered ordinary shares had not been the issue of 15,186,500 shares at par value of 1 baht per share amounting to 15,186,500 baht.
  8. Approval to revise, to add in the Memorandum of Association of the company in Article 4., in order to comply to the reduction of registered capital.
  9. Approval the increase of registered capital from 104,813,500 baht to 200,000,000 baht by issuing new common stock of 95,186,500 shares at par value of 1 baht per share amounting to 95,186,500 baht.
  10. Approval to revise, to add in the Memorandum of Association of the company in Article 4., in order to comply to the registered increased capital of the company.
  11. Approval to allocate new common stocks of 95,186,500 shares.
    - 11.1 Approval to allocate of shares of 45,186,500 shares at par value of 1 baht per share amount of 45,186,500 baht offered to existing shareholders of the company according to the proportion of shares holding (Right Offering) with the subscription ration 7 existing shares per 3 new shares, In case of fractions of shares from allocation to the existing shareholder, the fractions of shares must be rounded off. The offer price of 12.00 baht per share.
    - 11.2 Approval to allocate of more shares 50,000,000 shares at par value of 1 baht per share amount of 50,000,000 baht offered to existing shareholders of the company. Granted authorization to the Board of Director to consider the next allocation.
  12. Others (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between December 1, 2010 through December 31, 2010. In fact, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for the new director. Therefore, there is no additional meeting agenda proposed by the shareholder this year.

Therefore, S&J will disclose the Notice of the 2011 Annual General Meeting of Shareholders with all related documents on S&J's website [www.snjinter.com](http://www.snjinter.com) since March 21<sup>st</sup>, 2011 for shareholders' acknowledgment. In addition, S&J's 2010 Annual Report is now being prepared and will be publicized on S&J's website upon completion.

Kindly post these informations at your earliest convenience.

Sincerely yours,

Mrs.Kaewta Ongsaranakom  
Director

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

(F53-4)

**Form of Capital Increase**  
**S & J International Enterprises Public Company Limited**  
**February 25, 2011**

We, S & J International Enterprises Public Company Limited request to report the resolution of the Board of Director No. 1/2011, held on February 25, 2011 during 14.00-16.00 o'clock regarding to incremental allocation of capital increase as follows:

**1. Capital increase.**

The Board of Directors' Meeting passed a resolution approving the increase of the registered capital of the Company from 104,813,500 baht to 200,000,000 baht by means of the issuance of 95,186,500 ordinary shares with a par value of 1.00 baht each totaling 95,186,500 baht.

**2. Allocation of capital increase.**

The Board of Directors' Meeting had a resolution to allocate ordinary shares as of 95,186,500 shares, par value for each of 1.00 baht, totaling 95,186,500 baht with the following details :

**2.1 Details of allocation.**

Allocated to	Amount of shares	Ratio (Old :New)	Selling price par share (baht)	Date, time for subscription with payment	Remark
Existing shareholders	45,186,500	7 : 3	12.00	23 - 27 May 2011	See Note 1 and note 2
Existing shareholders	50,000,000	Granted authorization to the Board of Director to consider the next allocation.			

Remark 1. The record date to determine the names of shareholders who have rights to allocate newly issued shares of the Company to its existing shareholders under a right offering scheme on May 9, 2011 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 on May 10, 2011.

## **Enclosure No. 1**

2. In case there are new ordinary shares remaining from the allocation to the existing shareholders per No.8.1. The Board of Directors or Managing Director or the attorney by the Board of Directors have authority to allocate and offer the remaining unsubscribed shares to the private placement. As such, the said offering price must not lower than 90% of the average marking share price which shall be calculated by the weighted average closed price not less than 7 working days but not more than 15 working day before the offering date of which the Board of Directors or Managing Director or the attorney by the Board of Directors will have authority to determine the date of subscription the offered price. The allotment of remaining shares to private placement will be complied with the Notification of the Capital Market Supervisory Board No. Tor Chor 28/2008, which can be proceeded once or several times. In case of offering the new ordinary shares to the connected person, the Company will comply with regulation of the Capital Market Supervisory Board and the Board of Governors of the SET regarding to the connected transaction.

### **2.2 Action to be taken by the Company when there are fractions of shares.**

In case of fractions of shares from allocation to the existing shareholder, the fractions of shares must be rounded off.

### **2.3 The remaining share not yet allocate.**

Amounting to 50,000,000 shares with a par value of 1.00 baht each totaling 50,000,000 baht.

### **3. Determination the date for the shareholders' meeting for approval of capital increase/allocate for capital increase.**

Determination the date for the Annual General Meeting of the Shareholders No.32 will be held on Monday, April 25, 2011 at 14.00 o'clock at Chao Phaya Room 1 of the Montien Riverside Hotel 372 Rama III Road , Bangkhlo , Bangkok 10120 by :

- The record date to determine the names of shareholders who have rights to attend the Annual General Meeting of shareholders on March 24, 2011 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 March 25, 2011.

**4. Request for permission to increase capital / allocate the capital share increase to the related government units and conditions of requisition.**

4.1 The company will register the increase of registered capital and paid - up capital to the Ministry of Commerce.

4.2 The company shall submit the application for permission for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

**5. The objectives of capital increased and spending on the additional capital**

5.1 To support the Company's future investment expansion and production capacity.

5.2 To be used as working capital for the business of the Company.

**6. Benefits which the company will receive from capital increase/allocate capital increase.**

The aforementioned capital increase will result in greater liquidity and funds for the Company's future investment expansion and production capacity. It will also reinforce its financial position and enhance its borrowing potential and profitability, benefiting the Company and its shareholders in the long run

**7. Benefits which the shareholders will receive from the allocation of shares to increase capital.**

**7.1 Dividend policy**

The company has a policy to pay dividends regularly to shareholders at the rate of 20-80% of net profit of the Company's separate financial statement (Per cost method). However, this rate principally depends on economic conditions and business performance of the company as well as the resolution of the shareholders' meeting. Dividend payment will comply with clause 56-58 of the Articles of Association of the company. The stated clauses have an essential stipulation that dividends must be paid on the basis of profit only but not from other incomes. In case the company remains in accumulated loss status, it is prohibited to pay dividend. Dividend will be calculated on the amount of shares basis. Each share has an equal dividend. The dividends must be paid within one month after the date of the Shareholders' or Board of Directors' meeting has a resolution. The board may pay interim dividends to Shareholders if the board regards that the company has a sufficient profit to do so and report to shareholders in the next meeting.

**7.2 Subscribers to these newly issued ordinary shares for this capital increase will be entitled to receive dividends from the Company's business operations starting from**

Subscribers to these newly issued ordinary shares will be entitled to receive dividends from the Company's business operations when the subscribers to the ordinary shares subscribe to the said new shares and they are registered as the shareholders of the Company.

**7.3 Other**

- None -

**8. Other details necessary for shareholders to approve capital increase/allocate capital increase.**

- None -

**9. Schedule of action in case the Board of Directors of the Company resolved to approve the allocation of shares to increase capital.**

<b>Procedure</b>	<b>Date / Month / Year</b>
Board of Directors' Meeting No. 1/2011	February 25, 2011
Record Date – for AGM No. 32	March 24, 2011
Collect the names of shareholders according to Section 225 – for AGM No. 32	March 25, 2011
Annual General Meeting of Shareholders No. 32	April 24, 2011
Record Date – for rights to allocation of newly issued shares (Right Offering)	May 9, 2011
Collect the names of shareholders according to Section 225 - for rights to allocation of newly issued shares (Right Offering)	May 10, 2011
Date subscription and payment for shares	23 - 27 May 2011



**Enclosure No. 1**

The Company hereby certifies that the information contained in this report form is correct and complete in all respects.

Sign .....  
Mrs.Kaewta Ongsaranakom  
Director

Sign .....  
Prof.Dr.Malyn Chulasiri  
Director