

At.Tor.18/2011

August 8, 2011

Subject: Related transaction.

To : Managing Director  
The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting # 3/20110 of S & J International Enterprises Public Company Limited held on August 8, 2011, the details are as follows:

1. Approval transactions relating to assets or services with related person as follows:

- 1.1 Approval of related transaction : Acquisition of asset from Mr.Boonkiet Chokwatana, Chairman of the company, per details as follows :
  1. The date on which the transaction occurred : Within 2011
  2. The related parties
    - Seller : Mr.Boonkiet Chokwatana
    - Buyer : S&J International Enterprises PLC. (S & J)
  3. Related Person and Type of : Mr.Boonkiet Chokwatana is Chairman of the company
  4. General Transaction : Acquisition of Mercedes Benz car Model C250 CDI
  5. Details of Property Acquisition : 1 Car as follows:
    - Mercedes Benz register no. dor cha da – yo yak 2490  
(useful life 12 years) 2,000,000.00 baht
  6. The total value of the consideration : The company will receive 1 cars amounting to 2,000,000.00 baht by considering from market price and its appearance.
  7. Interested directors not attend the meeting and not vote :
    - Mr.Boonkiet Chokwatana is Chairman of the company
    - Mrs.Tipaporn Chokwatana is spouse and Vice Chairman of the company
  8. Opinions by the company's Board of Directors and The Audit Committee:
    - Approved such connected transaction due to the reasonable price.
  9. 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. (the Company and its Subsidiary have the net tangible assets as at June 30,2011), 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 and not be within the scope of rules and procedures and disclose of the information and operation of the listed company concerning the acquisition and disposition of assets.

1.2 Approval of allocation the remaining shares from the increase capital : to the related person and private placement not more than 50 persons as detailed below :

1. The names and relationships of the person have been allocated to the company.

sequence	Names	Number of shares to be allocated	Relationships to the company
<b>Person who are related</b>			
1	International Laboratories Co.,Ltd.	100,000	Co – Major Shareholders
2	Better Way (Thailand) Co.,Ltd.	100,000	"
3	Champ Agce Co.,Ltd.	100,000	"
4	H&B Intertex Co.,Ltd.	100,000	"
5	K. Commercial & Construction Co.,Ltd.	100,000	"
6	Sahacogen (Chonburi) Plc.	100,000	"
7	Make Up Technique International Co.,Ltd.	50,000	"
8	Mrs.Pradittha Chongwattana	25,000	Director
9	Mr.Varith Tritrapun	26,914	Executive Director
10	Mr.Simon Rhoderick Knight	20,000	"
11	Mrs.Thongsuk Upathambhakul	20,000	"
	Total 11 persons	741,914	
	Offering price per share	23.00	
	Total amount	17,064,022	

<b>sequence</b>	<b>Names</b>	<b>Number of shares to be allocated</b>	<b>Relationships to the company</b>
<b>Person who are not related</b>			
1	Mr.Kitisak Ploypanichcharoen	40,000	Consultant
2	Mrs.Panee Chantavaralak	25,000	Executive Director
3	Mr.Watanakiat Jirasithithamrong	20,572	Employee of its subsidiaries
4	Mrs.Natcha Chaiyo	25,000	Employee
5	Mr.Danai Derojanawong	20,000	Employee of its subsidiaries
6	Mr.Surapon Derojanawong	20,000	"
7	Mr. Chailert Manoonpol	20,000	"
8	Mrs.Suwanna Areekul	20,000	"
9	Mr.Sangsawang Chongprasobchokchai	20,000	"
10	Mr.Anupong Watcharapinchai	20,000	"
11	Mrs.Wanee Phanitpong	20,000	"
12	Mrs.Nisa Vikitset	12,500	Employee
13	Mrs.Kalaya Patanasemakul	10,172	Employee of its subsidiaries
14	Miss.Vasana Vilerdpreechatrakul	10,000	Executive Director
15	Mrs.Worawan Tuntasethee	10,000	Employee
16	Mrs.Wanna Vanapirom	10,000	"
17	Mrs.porntrip Tangpojtaweeporn	10,000	Employee of its subsidiaries
18	Miss Busaba Jintasopon	10,000	"
19	Miss Rungtrip Suchatnitikul	10,000	"
20	Mr.Manus Saichumin	10,000	"
21	Mrs.Yaowapanee Jindawech	7,000	"
22	Miss Donghathai Porjaisintam	5,000	Employee
23	Miss Pimpaka Wanasawat	5,000	"
24	Miss Natthita Soontorn	5,000	"
25	Miss Pawinee Suntiparapot	5,000	"

sequence	Names	Number of shares to be allocated	Relationships to the company
<b>Person who are not related</b>			
26	Mrs.Sangthong Chaisiroj	5,000	Employee of its subsidiaries
27	Mrs.Jadapa Kittinantapanya	5,000	"
28	Mr.Thanawat Tientpanupong	5,000	"
29	Mrs.Pannaon Sangatit	5,000	"
30	Mrs.Suwannee Attakampeewong	5,000	"
31	Miss Patarapraba Prasongudom	5,000	"
32	Mr.Danai Asawasaeksakul	4,000	Employee
33	Mrs.Panee Phetcharayuthtapun	3,000	"
34	Mrs.Amara Takankulpun	3,000	Employee of its subsidiaries
35	Miss Amon Worapojpisut	2,858	Employee
36	Mrs. Sukanya Keeratiprasert	2,000	"
37	Mr.Chawanpoj Jampangam	2,000	"
38	Miss Pattana Siripatlop	2,000	"
39	Mr.Songdech Tisupakorn	2,000	"
	Total 39 persons	421,102	
	Offering price per share	23.00	
	Total amount	9,685,346.00	
	Grand total 50 persons	1,163,016	
	Offering price per share	23.00	
	Grand total amount	26,749,368.00	

- Offering price per share: 23.0 per share. 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 (Based on market prices during the period July 18, 2011 - August 5, 2011 the average price of 25.44 baht per share).

3. Date subscription and payment for shares : 25-31 October 2011
4. Regulations and procedures for determine the allocation to the private placement.
  - 4.1 The company believes that employees who are capable and efficient in running the company to motivate and strengthen the morale of employees.
  - 4.2 To support the business / person who is the company's Supply Chain, which is expected to contribute to the company resulting of benefits to shareholders.
5. The objectives of capital increased and spending on the additional capital
  - 5.1 To support the Company's future investment and production capacity expansion.
  - 5.2 To be used as working capital for the business of the Company.
6. Directors, who have an interest in this matter, abstain from voting in respect of its stakeholders.
7. Opinion of The Board of Directors and Audit Committee: It is considered to approve the transaction on the asset with the prices are reasonable and as an incentive to strengthen the morale of active duty. Coupled with to retain personnel who are capable and effective in working with the company. In addition To support the business / person who is the company's Supply Chain, which is expected to contribute to the company resulting of benefits to shareholders.
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Kindly post these informations at your earliest convenience.

Sincerely yours,

(Prof.Dr.Malyn Chulasiri)  
Director

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