

At Tor.11/2011

May 11, 2011

Re : To withdraw related transaction and approved acquisition of land from other persons.

To : Director and Manager
The Stock Exchange of Thailand

Attachment : 1. Audit Committee Report on Members and Scope of Duties (F24-1)

The Board of Directors of S&J International Enterprises Public Company Limited in the meeting No. 2/2011 held on May 11, 2011 had a resolution as follows:

1. The resolution to withdraw related transactions according to the Board of Directors meeting No 3/2010 held on May 13, 2010 to approve acquisition of land from Saha Pathana Inter-Holding PLC for investment in building for rent. Land 7 rais at 6 million baht per rai amounting to 42.0 million baht by notification news to the Stock Exchange of Thailand held on May 13, 2010 due to not having enough land for building construction for rent and expansion in the future.

2. The approved acquisition of land from Industrial Land Pinthong instead of buying from Saha Pathana Inter-Holding PLC for investment in building for rent per details as follows :

2.1 Date on which the transaction occurred : Within July, 2011

2.2 Related parties

Seller : Pinthong Industrial Park Co., LTD.

Buyer : S & J International Enterprises PLC. (S & J)

2.3 Related Person and Type of relationship : - Nil -

2.4 Sources of funds : Company's working capital

2.5 Details of Property Acquired : Land at Industrial Land Pinthong Chonburi 31.4488 rais

2.6 Total value of the consideration : Land 31.4488 rais at 2.4 Million baht per rai amounting to 75.48 Million baht.

2.7 Payment term : 30% within 14 days commencing from date of signing the contract.
70% at the transfer ownership date (around the end of 2011).

2.8 Purpose of purchase : Investment in building for rent

2.9 Transaction volume :

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 criterion of maximum total value of consideration received 10.99% (464,227,000/4,225,783,269) which its size is less than 15%. No need to inform the Security Exchange of Thailand.

3. The resolution to waive the right to reserve shares of increasing capital shares of Top Trend Manufacturing Co.,Ltd.

Top Trend Manufacturing Co.,Ltd. (Subsidiary) to manufacture packaging. The company had increased the registered capital from 60 million baht to 120 million baht by issuing 600,000 common shares, Par value 100 baht per share. By the rights to existing shareholders to reserve on ratio of 1 existing share by 1 new share on pricing 300.- baht per share. The company has the rights to reserve 306,000 increasing capital shares, selling price is 300.- baht per share amounting to 91.8 million baht.

The company waived the rights to reserve 12,000 shares of increasing capital shares of Top Trend Manufacturing Co.,Ltd. at selling price 300.- baht per share amounting to 3.6 million baht. By giving Top Trend Manufacturing Co.,Ltd. for the allocate to director and executive of the Top Trend Manufacturing Co.,Ltd. for morale at work. The said transaction has related person with following details :

3.1 Date on which the transaction occurred : Within May, 2011

3.2 Related parties

Waiver : S & J International Enterprises PLC. (S & J)

Recipient : Some Directors and Executives of the company who serve as directors and executives in Top Trend Manufacturing Co.,Ltd.

3.3 Related Person and Type of relationship : Some Directors and Executives of the company

3.4 Sources of funds : Company's working capital

3.5 Details acquisition and disposition of assets :

- Company's name : Top Trend Manufacturing Co.,Ltd.

- Type of business : Packaging manufacturing

- Registered Capital before increasing capital : Baht 60,000,000.- divided into 600,000 common shares, par value at 100 bath per shares.

- Registered Capital after increasing capital : Baht 1,200,000,000.- divided into 1,200,000 common shares, par value at 100 bath per shares.

3.6 Proportion of investment

- Shareholding before increasing capital : 306,000 shares accounting for 51.0% of the registered capital

- Shareholding after increasing capital : 600,000 shares accounting for 50.0% of the registered capital

3.7 Total return value :

The company waived the rights to reserve 12,000 shares of increasing capital shares of Top Trend Manufacturing Co.,Ltd. Proposed selling price is 300.- baht per share amounting to 3.6 million baht.

3.8 Directors who are vested interested are not participating in this agenda of the meeting and restrained.

3.9 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 waived the rights to reserve 12,000 shares of increasing capital shares of Top Trend Manufacturing Co.,Ltd. at selling price 300.- baht per share amounting to 3.6 million baht. By giving Top Trend Manufacturing Co.,Ltd. for the allocate to director and executive of the Top Trend Manufacturing Co.,Ltd. for morale at work.

3.10 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 0.09% (3,600,000/4,225,783,269) which its size is less than 15%. No need to inform the Security Exchange of Thailand.

4. Appointment of the Sub-Committees directors to succeed those retiring upon term completion as follows:

4.1 Executive Board has term in holding office 1 year per name listed below:

- Mr.Thirasak Vikitset Chairman of Executive Board
 - Dr.Atthakorn Glankwamdee Director of Executive Board
 - Mrs.Kaewta Ongsaranakom Director of Executive Board
 - Prof. Dr.Malyn Chulasiri Director of Executive Board
 - Mrs.Chitraporn Vikitset Director of Executive Board
 - Miss.Sumeth Surachartchairit Director of Executive Board
 - Mr.Simon Rhoderick Knight Director of Executive Board
 - Mr.Varith Tritrapun Director of Executive Board
 - Mrs.Thongsuk Upathambhakul Director of Executive Board
 - Mrs.Patchara Pongwichan Director of Executive Board
 - Mrs.Suthanya Sumana Director of Executive Board
 - Miss.Vasana Vilerdpreechatrakul Director of Executive Board
 - Mrs.Panee Chantavaraluk Director of Executive Board
 - Mrs.Daranee Ajjaneeyakul Director of Executive Board
 - Mrs.Tanyanan Tantikovit Director of Executive Board
- Secretary to the Executive Board : Mrs.Patchara Pongwichan

4.2 Audit Committee has term in holding office 1 year per name listed below:

- Mr.Khachornsakdi Vanarateseath Chairman of Audit Committee
 - Mrs.Pradittha Chongwattana Director of Audit Committee
 - Mr.Surong Ongkosit Director of Audit Committee
- By having Mrs.Panee Chantavaraluk be an Audit Committee's Secretary

4.3 Nominating Committee has term in holding office 1 year per name listed below:

- Mr.Boonkiet Chokwatana Chairman of Nominating Committee
- Mrs.Tipaporn Chokwatana Director of Nominating Committee
- Mr.Thirasak Vikitset Director of Nominating Committee
- Dr.Atthakorn Glankwamdee Director of Nominating Committee
- Mrs.Kaewta Ongsaranakom Director of Nominating Committee

4.4 Remuneration Committee has term in holding office 1 year per name listed below:

- Mr.Boonkiet Chokwatana Chairman of Remuneration Committee
- Mr.Thirasak Vikitset Director of Remuneration Committee
- Mrs.Kaewta Ongsaranakom Director of Remuneration Committee
- Mrs.Pismai Chandrubeksa Director of Remuneration Committee

4.5 Risk Management Committee has term in holding office 1 year per name listed below:

- Mrs.Tipaporn Chokwatana Chairman of Risk Management Committee
 - Mrs.Pradittha Chongwattana Director of Risk Management Committee
 - Mr.Varith Tritrapun Director of Risk Management Committee
 - Miss.Sumeth Surachartchairit Director of Risk Management Committee
 - Miss.Vasana Vilerdpreechatrakul Director of Risk Management Committee
 - Mrs.Daranee Ajjaneeyakul Director of Risk Management Committee
 - Mrs.Patchara Pongwichan Director of Risk Management Committee
- Secretary to the Board of Risk Management Committee : Mrs.Panee Chantavaraluk

4.6 Corporate Social Responsibility Committee have term in holding office 1 year name at listed below:

- Prof. Dr.Malyn Chulasiri Chairman of CSR Committee
 - Admiral Apichart Pengsritong Director of CSR Committee
 - Mrs.Chitraporn Vikitset Director of CSR Committee
 - Mrs.Thongsuk Upathambhakul Director of CSR Committee
 - Mrs.Suthanya Sumana Director of CSR Committee
 - Mrs.Tanyanan Tantikovit Director of CSR Committee
 - Mrs. Rujapa Srisurang Director of CSR Committee
- Secretary to the CSR Committee : Mrs.Suthanya Sumana

Please be informed and kindly post as appropriate.

Best Regards,

(Prof.Dr.Malyn Chulasiri)
Director

Registra Dept.
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