

At.Tor.21/2012

December 19, 2012

Subject: Related transaction.

To : Managing Director  
The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting # 5/2012 of S & J International Enterprises Public Company Limited held on December 19, 2012. . Approval of related transaction : Acquisition of increasing capital shares of United Utility Co.,Ltd. in the existing shareholders waived at par value per details as follows :

1. The date on which the transaction occurred : Within December, 2012
2. The related parties  
Buyer : S&J International Enterprises PLC. (S & J)  
Seller : Lanpu Co.,Ltd. (The existing shareholders waived)  
Related Person and Type of :
  - Director [of S&J](#) by the person referred to in Section 258 are Major Shareholders of Lanpu Co.,Ltd. : Mrs.Teerada Ambhanwong and sibling total holding 14.29%
3. General Transaction : Acquisition of common stock of United Utility Co.,Ltd. by using the existing Lanpu's right who waived the right.
4. Details of Property Acquired :
  - Company name : United Utility Co.,Ltd
  - Type of Business : Real estate
  - Registered Capital : 3,500,000 shares
  - Divided to common stock : 3,500,000 shares @ Baht 100 per share.
  - Issued and paid-up Capital : 3,500,000 shares
  - Divided to common stock : 3,500,000 shares @ Baht 100 per share.
5. Total value of acquired :
  - Common stock of United Utility Co.,Ltd 190,470 shares @ Baht 100 per share amounting to Baht 19,047,000.-
  - Proportion of shareholding after investing : 200,000 shares or 5.72% of paid-up capital
6. Purpose of purchases :
  - Expand its investment in new business. Increase proportion of investment in the company that has rate of increase both revenue and profit : In addition, the company has potential and opportunity to grow.
  - Return on investment in form of dividend income.
7. Sources of funds : Company's working capital.

8. Interested directors not attend the meeting and not vote :  
- Mrs.Teerada Ambhanwong

9. Opinions by the company's Board of Directors and The Audit Committee:  
Approved such connected transaction 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 0.38% (22,647,000/ [5,924,772,224.31](#)) which the size is less than 15%. No need to inform the Security Exchange of Thailand.

Kindly post these informations at your earliest convenience.

Sincerely yours,

(Prof.Dr.Malyn Chulasiri)  
Director

Registra Dept.  
Tel. 0-2676-2727 Ext. 2510, 2581 - 2582