

At Tor.11/2012

May 14, 2012

Re : Related transaction and appointment of the Sub-Committees directors.  
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. 2/2012 held on May 14, 2012 had a resolution as follows:

1. Approval of related transaction : Acquisition of asset (Condominium in Bann Tiew Talay Cha-am-Hua Hin project, Phetchaburi from Issara United Co.,Ltd. (Co – Major Shareholders), per details as follows :

1.1 Date on which the transaction occurred : Within May, 2012

1.2 Related parties

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

Seller : Issara United Co., LTD.

1.3 Related Person and Type of relationship :

- Co – Major Shareholders : ICC International PLC.

- Co – Directors : Mr.Boonkiet Chokwatana

1.4 Sources of funds : Company's working capital

1.5 Details of Property Acquired :

One condominium unit in Bann Tiew Talay Cha-am-Hua Hin project, Phetchaburi, room number C12A4S, Building C, 12A floor, Model room 2 Bedrooms, area 93.9 Sq.m., of 77,430 baht per Sq.m. amounting to 7,270,677 baht including decoration cost of 600,000.00 baht totaling 7,870,677.00 baht.

1.6 Total value of the consideration : One condominium unit of 77,430 baht per Sq.m. amounting to 7,270,677 baht including decoration cost of 600,000.00 baht totaling 7,870,677.00 baht. Price after discount as being shareowner.

1.7 Payment term :

- Reservation deposits for 10,000 baht.

- Down payment of 25 times as per time of Baht 43,224 from May 2012 - May 2014 totaling 1,080,602.00 baht to be paid by post dated check at signing contract date.

- For the rest of 6,180,075.00 baht to be paid at the right ownership unit transfer.

1.8 Purpose of purchase : Accommodating the Company guests and earning the rental income when there is no guest.

1.9 Interested directors not attend the meeting and not vote :

Mr.Boonkiet Chokwatana

1.10 Opinions by the company's Board of Directors and The Audit Committee:

The company's Board of Directors and The Audit Committee considered and approved to purchase the condominium unit as details listed above for accommodating the Company guests and also earn the rental income when there is no guest.

1.11 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 an 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 0.16% (7,870,677/5,053,492,065.18) which its size is less than 15%. No need to inform the Security Exchange of Thailand.

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

2.1 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

2.2 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

2.3 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

2.4 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

2.5 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
  - Mrs.Daranee Ajaneeyakul Director of Risk Management Committee
  - Ph.D.Narumon Saardchom Director of Risk Management Committee
- Secretary to the Board of Risk Management Committee : Mrs.Panee Chantavaralak

2.6 Corporate Social Responsibility Committee have term in holding office 1 year per name 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. Rujapa Srisurang

Please be informed and kindly post as appropriate.

Best Regards,

(Prof.Dr.Malyn Chulasiri)  
Director

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