

AT.Tor.09/2012

April 23, 2012

Re : Report on the resolution of 33th Annual General Meeting
To : Managing Director
Security Exchange of Thailand

S & J International Enterprises Public Company Limited wishes to hereby report the resolutions adopted at its Annual General Meeting No.33 held on Monday, April 23th, 2012 at 14.00 o'clock in Chao Phaya No. 1 Room, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120. When the meeting commenced, a total of 91 persons and proxies attending the meeting, representing total 139 shareholders, and holding 130,628,009 shares, accounting for 87.13% of the company's total number of shares already issued and paid-up. The resolutions adopted by the meeting were as follows:

1. Certification of Minutes of the 32nd General Shareholders' Meeting held on Monday, April 25, 2011.

The resolution was adopted unanimously as follows:

Approved, representing	130,628,009	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

2. Acknowledgement of the company's annual report of the preceding year.

3. Approval of the company's 2011 financial statement as of December 31, 2011.

The resolution was adopted unanimously as follows:

Approved, representing	130,628,009	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

4. Approval of the 2011 appropriation of profit and annual dividend payment as follows:

4.1 Approve the allocation of funds by the year 2554 an additional amount of 3,845,000.00 baht from the Company's separate financial statement for the legal reserve to meet its obligations

The resolution was adopted unanimously as follows:

Approved, representing	130,628,109	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

4.2 Appropriation dividend, The Board of Directors resolved to propose dividend payments at the rate of Baht 1.00 per share, for total amount Baht 149,930,828.00, accounting for 70.93% of total net profits for 2011. Such payment would be drawn from the separate net profit which is subject to 30% corporate income tax whereby individual shareholder could apply for tax credit. The shareholders entitled to receive dividend payments would be those with their names appearing on the record date as of May 3, 2012. The said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares transfer registration book on May 4, 2012. Payment date was set for May 18, 2012.

The resolution was adopted unanimously as follows:

Approved, representing	130,628,109	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

5. Appointment of company directors to succeed those retiring upon term completion, and company directors' remuneration.

5.1 Approved the re-election of 4 Directors who must retire to be Company Directors for another term with following vote :

1. Dr.Atthakorn Glankwamdee.

The resolution was adopted unanimously as follows:

Approved, representing	130,630,294	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

2. Mrs.Kaewta Ongsaranakom.

The resolution was adopted unanimously as follows:

Approved, representing	130,630,294	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

3. Mr.Khachornsakdi Vanaratseath.

The resolution was adopted unanimously as follows:

Approved, representing	130,630,294	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

4. Admiral Apichart Pengsritong.

The resolution was adopted unanimously as follows:

Approved, representing	130,630,294	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

5. Mrs.Pismai Chandrubeksa.

The resolution was adopted unanimously as follows:

Approved, representing	130,630,294	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

Therefore, there are 13 members for directors of the company in 2012 as per listed below:

1. Mr.Boonkeit Chokwatana
2. Mrs.Tipaporn Chokwatana
3. Mr.Thirasak Vikitset
4. Dr.Atthakorn Glankwamdee
5. Admiral Apichart Pengsritong
6. Mrs.Kaewta Ongsaranakom
7. Prof.Dr.Malyn Chulasiri
8. Mrs.Chitraporn Vikitset
9. Mrs.Teerada Ambhanwong
10. Mrs.Pismai Chandrubeksa
11. Mr.Khachornsakdi Vanarateseath
12. Mrs.Pradittha Chongwattana
13. Mr.Surong Ongkosit

By having an independent directors 1 in 3 of The Board of Company numbering 5 persons or 38.46% and they are Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, Mr.Surong Ongkosit, Admiral Apichart Pengsritong and Mrs.Pismai Chandrubeksa, and the Audit Committee are Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, and Mr.Surong Ongkosit.

5.2 Approval to company directors' remuneration.

The meeting unanimously approved having the company to pay director fee not to exceed 15 million baht as follows :

1. Annual Remuneration

Annual Remuneration is paid to all directors. The Remuneration Committee will allocate the remuneration on basis of principle, operational results and propose to the Board of Directors.

2. Meeting fee

2.1 Board of Directors 8,000 baht/meeting

2.2 Audit Committee

• Chairman of Audit Committee 10,000 baht/meeting

• Director of Audit Committee 8,000 baht/meeting

2.3 Nominating Committee 5,000 baht/meeting

Remuneration Committee

Risk Management Committee

Corporate Social Responsibility Committee

2.4 Remuneration of other sub committees which organized by the Board will be in the consideration of the Remuneration Committee by considering in accordance with appropriateness, and to be in line with duties and responsibilities.

For every meeting fee, payment is paid to attending directors only. In case of there is a meeting more than 1 time in each month, it accounts to receive the meeting fee not exceeding 1 time.

As such, commencing from the General Meeting of Shareholders' approval until there is a change. The remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders.

Which this agenda should have an approval resolution with the votes of not less than two-third of the total of shareholders attending the meeting.

The resolution was adopted unanimously as follows:

Approved, representing 130,630,294 votes, equivalent to 100.00%

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

of the total votes of shareholders attending the meeting and having the rights to vote.

6. The meeting approved the appointment of Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountants Registration No. 3196 and/or Dr.Virach Aphimeteetamrong, Certified Public Accountants Registration No. 1378 and/or Mr.Apiruk Ati-anuwat, Certified Public Accountant No. 5202 of Dr.Virach & Associates Certified Public Accounts, as auditor(s) of the company for the year 2012 and approved the audit fees for year 2012 for total amount 990,000.00 baht. The meeting acknowledged the audit fees for its 3 subsidiary companies for total amount 493,000.00 baht. Total audit fees for both the company and its subsidiaries amounted to 1,483,000.00 baht.

And other services received from Dr.Virach & Associates Company were observation on destroying product paid on actual incur.

Furthermore, above auditors recommended for further appointment by the shareholders' meeting, were from the same auditing office as those auditors acting as company auditors for the company's subsidiaries. In that regard, the company's auditor and its subsidiaries are independent and do not have any prior relationship or conflict of interests with the company or its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those persons.

The resolution was adopted unanimously as follows:

Approved, representing	130,630,294	votes, equivalent to	100.00%
Disapproved, representing	-	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

of the total votes of shareholders attending the meeting and having the rights to vote.

Please be informed and kindly post the above informations.

Sincerely yours,

(Mr.Thirasak Vikitset)
Managing Director

Registra Dept.
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