



AT.Tor.09/2013

April 22, 2013

Re : Report on the resolution of 34th 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.34 held on Monday, April 22nd, 2013 at 15.00 o'clock in Chao Phaya No. 2 Room, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120. When the meeting commenced, a total of 77 persons and proxies attending the meeting, representing total 116 shareholders, and holding 130,081,879 shares, accounting for 86.76% 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 33rd General Shareholders' Meeting held on Monday, April 23, 2012.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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 preceeding year.

3. Approval of the company's 2012 financial statement as of December 31, 2012.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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 2012 appropriation of profit and annual dividend payment as follows:

- 4.1 Not to appropriate any additional statutory reserve, as the correct amount has already been completely reserved in accordance with the Company's Articles of Association.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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 0.80 per share, for total amount Baht 119,944,662.40 accounting for 62.68 % of total net profits for 2012. Such payment would be drawn from the separate net profit which is subject to 23% 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 2, 2013. 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 3, 2013. Payment date was set for May 21, 2013.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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. Mr.Boonkiet Chokwatana.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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.Tipaporn Chokwatana.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

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

3. Prof.Dr.Malyn Chulasiri.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	votes, equivalent to	-
Abstained, representing	-	votes, equivalent to	-

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





4. Mrs.Chitraporn Vikitset.

The resolution was adopted unanimously as follows:

Approved, representing	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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 2013 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

- Chairman 12,000 baht/meeting
- Director 9,000 baht/meeting

2.2. Audit Committee

- Chairman 12,000 baht/meeting
- Director 9,000 baht/meeting

2.3 Nominating Committee

- Chairman 10,000 baht/meeting
- Director 5,000 baht/meeting



- 2.4 Remuneration Committee
- Chairman 10,000 baht/meeting
 - Director 5,000 baht/meeting
- 2.5 Risk Management Committee
- Chairman 10,000 baht/meeting
 - Director 5,000 baht/meeting
- 2.6 CSR Committee
- Chairman 10,000 baht/meeting
 - Director 5,000 baht/meeting
- 2.7 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	130,097,917	votes, equivalent to	100.00%
Disapproved, representing	21	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 2013 and fix the audit fees as follows :

Description	2013 (Baht)
1. Review of the financial statement for the first quarter	190,000.00
2. Review of the financial statement for the second quarter	190,000.00
3. Review of the financial statement for the third quarter	190,000.00
4. Audit fee for the year ended December 31	540,000.00
Total	1,110,000.00
5. Audit fee of the 4 subsidiary companies	555,000.00
Grand Total	1,665,000.00





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	130,098,917	votes, equivalent to	100.00%
Disapproved, representing	21	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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