



AT.Tor.07/2014

April 22, 2014

Re : Report on the resolution of 35th 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.35 held on Tuesday, April 22nd, 2014 at 13.00 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 82 persons and proxies attending the meeting, representing total 123 shareholders, and holding 126,831,154 shares, accounting for 84.59% 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 34rd General Shareholders' Meeting held on Monday, April 22, 2013.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,719	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 Report of the Board of Directors for the past year.
3. Approval of the company's 2013 financial statement as of December 31, 2013.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,719	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 2013 appropriation of profit and dividend payment.
 - 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	127,202,719	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 0.80 per share, for total amount Baht 119,944,662.40 accounting for 61.12 % of total net profits for 2013. The dividend payments are to be drawn from the company's retained earning already subject to 30% corporate income tax deduction. 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 6, 2014. 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 7, 2014. Payment date was set for May 21, 2014.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,719	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 the election of directors in replacement of retiring directors and increase another directors 1 position.

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

1. Mr Thirasak Vikitset.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,819	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. Teerada Ambhanwong.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,819	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. Mrs. Pradittha Chongwattana.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,819	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. Mr. Surong Ongkosit.

The resolution was adopted unanimously as follows:

Approved, representing	127,202,819	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.



5.2. Approval to appoint incoming new director.

Mr. Suthep Dansiriviroj

The resolution was adopted unanimously as follows:

Approved, representing	127,202,819	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 14 members for directors of the company in 2014 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
14. Mr.Suthep Dansiriviroj

By having an independent directors 1 in 3 of The Board of Company numbering 5 persons or 35.72% 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.

6. 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	127,202,819	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.

7. 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 2014 and fix the audit fees as follows :

Description	2014 (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



For other services received from Dr.Virach & Associates Company. It should be proposed to Shareholder's meeting for acknowledgement detailed as below :

Description	2014 (Baht)
1. Observation on destroying product	Actual incur
2. Reviewing work of the other auditor	60,000.00

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 127,202,819 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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