



**S & J International Enterprises Public Company Limited**

**Notice on arrangement of The General Meeting of Shareholders**

**No. 33**

**Monday 23, April 2012 at 2.00 p.m.**

**At Chao Phraya Room 1, Monthien Riverside Hotel, No. 372, Rama 3 Road,  
Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120**

**Please bring the Registration Form with Barcode to the meeting  
for convenience in registration**

(Translation)

At. Tor.05/2012

April 5, 2012

**Notice on arrangement of The General Meeting of Shareholders No. 33**

**Dear Shareholders – S & J International Enterprises Public Company Limited**

- Enclosures :**
1. Copy of The Minutes of the General Meeting of Shareholders No. 32 dated April 25, 2011.
  2. 2011 Annual report in CD-ROM format consisting of report of The Board of Directors, Financial Statements for the year ended December 31, 2011.
  3. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
  4. Definition of the "Independent directors"
  5. Information of Independent directors and Audit Committee Directors whose company offers to be shareholders' proxy
  6. Company's Articles of Association relating to the General Meeting of Shareholders.
  7. Documents required prior to attending the meeting, practice rules of the meeting
  8. The process of registration for the Annual Shareholder's Meeting
  9. Map for the Meeting Venue
  10. Requirement Form of the Annual Report (Printed Form)
  11. Power of Proxy Form B.
  12. Registration Form (Please bring the registration form with Barcode to the shareholders meeting)

The Board of Directors of the company decided to arrange the General Meeting of Shareholders No. 33 on Monday, April 23, 2012, 2.00 p.m. at Chao Phraya Room 1, Monthien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120. For this meeting, Company had given the opportunity to shareholders to propose agenda and nominate candidates to be elected as directors during October 1<sup>st</sup>, 2011 to December 31<sup>st</sup>, 2011. There was not any shareholders propose agenda and nominate candidates to be elected as director. Therefore, the company has set meeting venue to consider the following agenda :

**1. Certification of The Minutes of the 32<sup>nd</sup> General Shareholders' Meeting held on April 25, 2011.**

**Fact and reason:** The company has the Minutes of such Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days according to the requirement of the laws and also already posted on the Company's website ([www.snjinter.com](http://www.snjinter.com)) according to enclosure No.1.

**Comment of The Board:** Such minutes were correctly recorded and should be submitted to the meeting of shareholders for approval.

**2. Acknowledgement of the company's annual report of the proceeding year.**

**Fact and reason:** Report of The Board of Directors and the operating results of the company in 2011 already provided in the annual report of 2011 together with the notice on arrangement of the meeting. The reports were correct and complete in accordance with the requirements of the Securities Exchange Commission and the Stock Exchange of Thailand according to enclosure No.2.

**Comment of The Board:** Such report should be submitted to The Meeting of Shareholders for acknowledgement.

**3. Approval of The Company's 2011 Financial Statements as of December 31, 2011.**

**Fact and reason:** Such Balance Sheet and Profit and Loss Statement were prepared in accordance with generally accepted accounting principles examined and certified by a certified public accountant and the Audit Committee and the Board of Director already agreed with as follows :

(Unit : Million baht)

Descriptions	Consolidated	The separate financial statements
Total Assets	5,039.6	4,167.4
Total Liabilities	2,137.5	1,871.4
Shareholders' Equity	2,902.1	2,296.0
Total Revenues	5,244.8	4,476.0
Profit Attributable to equity holders of the parent	283.8	211.4
Earnings per Share (Baht)	2.18	1.63

The details above are in the financial statement of Annual Report 2011 according to enclosure No.2.

**Comment of The Board:** Such financial report should be submitted to The Meeting of Shareholders for approval.

**4. Approval of the 2011 Appropriation of Profit**

**4.1 Approval of the distribution of profit for legal reserved.**

**Fact and reason:** According to the Public Limited Company Act B.E. 2535 and the Articles of Association of the Company Clause 58, The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company. Therefore, the company have reserve fund is less than 10% of the registered capital of the Company. The Company proposed for the approval of the shareholders' meeting to distribute 3,845,000.00 baht which resulted the legal reserve of the company to 20,000,000.00 baht equivalent to 10% of the registered capital of the Company.

**Comment of The Board:** Such decision should be proposed to The Meeting of Shareholders for approval of the distribution of profit for legal reserved. To 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

#### 4.2 Approval of the distribution of Annual dividend payment.

**Fact and reason:** The company has a policy to pay dividends regularly to shareholders at the rate of 20-80% of net profit of the Company's separate financial statement (Per cost method). However, this rate principally depends on economic conditions and business performance of the company.

**Comment of The Board:** Such decision should be proposed to The Meeting of Shareholders for approval on appropriation of profit and dividend payment. No need to increase allowance for legal reserve as it has been reserved per legal and to arrange dividend payment at 1.00 baht per share totaling 149,930,828.00 baht. Payment is paid from net profit of the Company's separate financial statement in corporate income tax rate 30%. The record date to determine names of shareholders who have rights to receive dividend payment will be on May 3, 2012 and the closing date of the Company's share register book to collect names of shareholders according to Section 225 of the Securities and Exchange Act will be on May 4, 2012 totaling 149,930,828 shares to be paid on May 18, 2012. Details of dividend payment are as follows :

Details of Dividend Payment	2011 (Paid on May 18, 2012)	2010 (Paid on May 20, 2011)
1. Net Profit	211,393,003 baht	218,216,168 baht
2. Number of share	149,930,828 shares	104,813,500 shares
3. Dividend per share	1.00 baht	1.10 baht
4. Total dividend	149,930,828.00 baht	115,294,850.00 baht
5. Proportion of Dividend from Net Profit	70.93 %	52.84 %

Proportion of dividend payment is in line with company's dividend payment policy set forth and there is no impact on company's cash flow.

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

##### 5.1 Appointment of directors to succeed those retiring upon term completion.

**Fact and reason:** According to the regulations of the company No. 21, in every general meeting of shareholders, one-third of the directors must be retired on rotation basis. If not, it should be closed to one third and the retiring directors may be re-elected. In this general meeting of shareholders, five retiring directors are:

1. Dr.Atthakorn                      Glankwamdee      Deputy Managing Director, Executive Director,  
and Nominating Director
2. Mrs.Kaewta                        Ongsaranakom     Director, Executive Director, Nominating Director,  
and Remuneration Director
3. Mr.Khachornsakdi                Vanaratseath      Independent Director and Audit Committee Chairman
4. Admiral Apichart                 Pengsritong        Independent Director and CSR Director
5. Mrs.Pismai                         Chandrubeksa      Independent Director and Remuneration Director

Having thoroughly considered qualifications and suitability of the directors according to the nomination process and their self-assessment performance results, the Nominating Committee recommended that those five directors, retiring by rotation, be reelected as the directors for another term. Biography of each director nominated for reelection at the Annual General Meeting, are as shown in enclosure No.3.

**Comment of The Board:** Nominating Committee and Company's Board of Directors excluding those directors with possible conflict of interest agreed that all five retiring directors were competent, had experience and undertook a number of work beneficial to the company. Including have qualifications and qualified for the post per Public Limited Companies Act B.E. 2535, and the Capital Market Supervisory Board. So, it is agreed to have the general meeting of shareholders appoint all retiring directors to be the directors of the company for another term

## **5.2 Approval of directors' remuneration**

**Fact and reason:** According to the regulations of the company No.32, the company is not allowed to pay money or provide any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the directors of the company which exclude remuneration and benefits receive as company's employee. For 2011, the company actually paid totaling 9.15 million baht. Paid to Board of Director for director fee 8.55 million baht and meeting fee 0.60 million baht. Summary of payment amount paid to each director is reported in the annual report under Shareholding and Management structure Re: Remuneration.

**Comment of The Board:** The Board was in agreement with the consideration of the remuneration committee by considering various suitable factors: company's directors performance connecting with operational results of the company, remuneration approval from the shareholders and actual payment of prior year and compared with level that operate in the some group of business as well as its duty and responsibilities. It is agreed to propose to the meeting of shareholders to indicate that the remuneration of the board of directors should not exceed 15 million baht. This is not to include remuneration and welfare that the company's directors received as company's staff or employee with following payment proposal :

### **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	<u>2012</u>	<u>2011</u>
2.1 Board of Directors	8,000 baht/meeting	8,000 baht/meeting
2.2 Audit Committee		
• Chairman of Audit Committee	10,000 baht/meeting	10,000 baht/meeting
• Director of Audit Committee	8,000 baht/meeting	8,000 baht/meeting
2.3 Nominating Committee	5,000 baht/meeting	5,000 baht/meeting
Remuneration Committee		
Risk Management Committee		
CSR 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.

#### **6. Appointment of an auditor and fixing of the auditing fee.**

**Fact and reason:** According to the regulations of the company No.49 and 50, the auditor shall not be a director, staff member employee or a person holding any office. An auditor shall be elected annually by the general shareholders meeting. A retiring auditor may be elected. In 2011, the meeting of shareholders appointed Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 and/or Dr.Virach Aphimeteetamrong Certified Public Accountant No. 1378 and/or Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202 of Office of Dr.Virach & Associates Certified Public Accounts. The audit fees were fixed at amount of 1,483,000.00 baht.

**Comment of The Board:** Agreed with Audit Committee to propose to the shareholders to appoint Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 and/or Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202 of Office of Dr.Virach & Associates Certified Public Accounts to be our company's auditors in 2011 for another year. By considering his work, independent, audit fee and qualifications per company's regulations and rules of Securities Exchange Commission and Securities Exchange of Thailand. By appointing any following auditors shall audit and express their opinion on the company's financial statements:

1. Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196  
(Audited the company's financial statement for 4 years since 2007-2010)
2. Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378  
(Audited the company's financial statement for 1 years since 2011)
3. Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202  
(Never audit the company's financial statements)

And fix auditing fee as follows :

Description	2012 (Baht)	2011 (Baht)
1. Review of the financial statement for the first quarter	170,000.00	170,000.00
2. Review of the financial statement for the second quarter	170,000.00	170,000.00
3. Review of the financial statement for the third quarter	170,000.00	170,000.00
4. Audit fee for the year ended December 31	480,000.00	480,000.00
5. Audit fee of the 4 subsidiary companies	493,000.00	493,000.00
Total	1,483,000.00	1,483,000.00

and propose to the Annual General Meeting of the shareholders to approve 2012 auditing fee in the amount of 990,000.00 baht and acknowledge the auditing fee of the subsidiary companies in the amounting to 493,000.00 baht.

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

Description	2012 (Baht)	2011 (Baht)
1. Observation on destroying product	Actual incur	84,000.00

So, the proposed auditors have no relationship or no gain and loss with the Company / affiliated companies/ executives / major shareowners or the above related mentioned persons. The auditors of the 3 subsidiary companies are auditors from office of Dr.Virach & Associates which is the same auditing firm with S&J.

#### 7. Other matters (if any)

The shareholders may register to attend the meeting at the venue of the meeting on such date since 12.00 a.m. to enable the shareholders to receive maximum benefits from the meeting including to secure your right at most. If you have any queries on the agenda and would like the company to clarify, please send your question in advance to email address : [sukanya\\_kee@snjinter.com](mailto:sukanya_kee@snjinter.com) or registered mail to : Mrs.Sukanya Keeratiprasert (The Company's Secretary) S & J International Enterprises Public Company Limited 115 Naradhiwas Rajanagarindra Rd., (Soi 10), Tungwatdon, Sathorn, Bangkok 10120 or fax no. 02-676-2726, and provide the contact information.

For your convenience, if you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute proxy as attached herewith or per printed forms designed by Ministry of Commerce or alternatively you may download proxy form of which there are three Proxy Forms : Form A, Form B or Form C from [www.snjinter.com](http://www.snjinter.com). In case of foreign investors who appoint custodian in Thailand to be keeper and safeguard shares may choose either proxy forms : Form A, Form B or Form C. For those who are not foreign investors who can only use either Form A or Form B. In addition, you may appoint Independent Director as your proxy from and amongst the Independent Directors whose their name and their profile are provided in enclosure No.6

All documents that have to be returned to the Company not less than one working day prior to the meeting shall be addressed to :

Mrs.Sukanya Keeratiprasert (The Company's Secretary)  
S & J International Enterprises Public Company Limited  
115 Naradhiwas Rajanagarindra Rd., (Soi 10), Tungwatdon  
Sathorn, Bangkok 10120

In order to speed up and facilitate the registration process at the Annual General Meeting, it is kindly requested that the shareholder and/or the proxy bring the letter having the barcode or Proxy Form having the barcode, as attached in enclosure 13, together with the identification documents for meeting attendance per enclosure 8, and present them to the registration staff on the date of the meeting.

The Company has set the record date on March 24, 2011 to determine the shareholders who have the right to attend the Annual General Meeting No.32, and the shareholder register book closing date on March 25, 2011 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act.

By the order of the Board of Directors

Thirasak Vikitset  
(Mr.Thirasak Vikitset)  
Managing Director



**Minutes of 32<sup>nd</sup> Annual General Meeting**  
**S & J International Enterprises Public Company Limited**

The Meeting was held at the conference room of the Chao - Phraya Room No. 1 Montien Riverside Hotel, 372 Rama III Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120 on Monday, April 25, 2011 at 2.00 p.m. with 82 persons 106 shareholders and appointed proxies present at the meeting, representing total 90,584,726 shares or 86.42 % of the amount of issued and paid-up shares to form a quorum. According to the company's article of association No.36, it requires shareholders and by proxies to attend the meeting not less than 25 shareholders or not less than 1/2 of total shareholders and not less than 1/3 of total shares issued. The record date to determine the names of shareholders who have rights to attend the 32<sup>nd</sup> Annual General Meeting of shareholders was on March 24, 2011 and the closing date of the Company's share register book to collect the names of shareholders according to Section 225 of the Securities and Exchange Act was on March 25, 2011. There was 726 shareholders totaling 104,813,500 shares

Mr.Boonkiet Chokwatana, Chairman of the meeting, expressed thanks on behalf of the Board of Directors to all the shareholders present at the meeting and introduced company directors, sub committee directors, executives and auditor who were attending the meeting as follows :

**Board of directors**

- |                 |             |                                                                                                                                            |
|-----------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr.Boonkiet  | Chokwatana  | Chairman of the Board of Directors<br>Chairman of the Remuneration Committee and<br>Chairman of the Nominating Committee                   |
| 2. Mrs.Tipaporn | Chokwatana  | Vice Chairman of the Board of Directors<br>Chairman of the Risk Management Committee and<br>Director of the Nominating Committee           |
| 3. Mr.Thirasak  | Vikitset    | Managing Director<br>Chairman of the Executive Board<br>Director of the Nominating Committee and<br>Director of the Remuneration Committee |
| 4. Dr.Atthakorn | Glankwamdee | Deputy Managing Director<br>Director of the Executive Board<br>Director of the Nominating Committee and                                    |

- |     |                               |                                                                                                                                                             |
|-----|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.  | Admiral Apichart Pengsritong  | Independent Director<br>Director of the Corporate Social Responsibility Committee                                                                           |
| 6.  | Mr.Khachornsakdi Vanaratseath | Independent Director and<br>Chairman of the Audit Committee                                                                                                 |
| 7.  | Mrs.Pradittha Chongwattana    | Independent Director<br>Director of the Audit Committee and<br>Director of the Risk Management Committee                                                    |
| 8.  | Mr.Surong Ongkosit            | Independent Director and<br>Director of the Audit Committee                                                                                                 |
| 9.  | Mrs.Pismai Chandrubeksa       | Independent Director and<br>Director of the Remuneration Committee                                                                                          |
| 10. | Mrs.Kaewta Ongsaranakom       | Director of the Board of Directors<br>Director of the Executive Board<br>Director of the Nominating Committee and<br>Director of the Remuneration Committee |
| 11. | Prof.Dr.Malyn Chulasiri       | Director of the Board of Directors<br>Chairman of the Corporate Social Responsibility Committee and<br>Director of the Executive Board                      |
| 12. | Mrs.Chitraporn Vikitset       | Director of the Board of Directors<br>Director of the Executive Board and<br>Director of the Corporate Social Responsibility Committee                      |
| 13. | Mrs.Teerada Ambhanwong        | Director of the Board of Directors                                                                                                                          |

Director who is absent from the meeting due to performing other task.

- Nil -

Executives

- |    |                              |                                                                                                                                                         |
|----|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Mr.Varith Tritrapun          | Chief Executive Financial Officer<br>Director of the Executive Board and<br>Director of the Risk Management Committee                                   |
| 2. | Mr.Simon Rhoderick Knight    | Overseas Business Division Manager and<br>Director of the Executive Board                                                                               |
| 3. | Mrs.Thongsuk Auprathamprakun | Domestic Business Division Deputy Assistant Manager<br>Director of the Executive Board and<br>Director of the Corporate Social Responsibility Committee |

4. Mrs.Patchara Pongwichart Sourcing & Procurement Division Deputy Assistant Manager  
Director of the Executive Board and  
Director of the Corporate Social Responsibility Committee

Sub-Committees

1. Mrs.Panee Chantavaraluk Director of Executive Board  
Audit Committee's Secretary  
Board of Risk Management Committee's Secretary
2. Mrs.Suthanya Sumana Director of Executive Board  
Director of CSR Committee
3. Miss.Vasana Vilerdpreechatrakul Director of Executive Board  
Director of Risk Management Committee
4. Mrs.Daranee Ajjaneeyakul Director of Executive Board  
Director of Risk Management Committee
5. Mrs.Tanyanan Tantikovit Director of Executive Board  
Director of CSR Committee

Company Secretary

Mrs.Sukanya Keeratiprasert

Auditor From Dr.Virach & Associates Certified Public Accounts

Mr.Chaiyakorn Aunpitipongsa

Therefore, in this General Shareholders' Meeting, Chairman of the Board of Directors, Chairman of Sub Committee and Chief Executive Financial Officer also attended the meeting.

Besides, in order to carry out the meeting as transparent, Khun Chaiyakorn Aunpitipongsa, Auditor from office of Dr.Virach & Associates Certified Public Accounts, Khun Kobsuk Sangsawas from Vira Law Office Co.,Ltd. and Khun Phasaworn Sripunt-legal consultant to perform auditing in casting and counting vote.

The Chairman informed the Meeting that in order to conform to Corporate Governance relating to the protection of shareholders' rights and to provide fair and equal treatment to all shareholders, the Meeting made the following performance :

1. The Company had provided the opportunity for shareholders to propose meeting agenda and/or nominate candidates to be elected as directors by providing the said information to the shareholders via the SET and company website during 1 – 30 December 2010. No nominations of Directors were made and no additional agenda were proposed by shareholders.

2. The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders via website: [www.snjinter.com](http://www.snjinter.com) or registered mail to the company as specified in the notice of the meeting. No questions were sent in advance of the Meeting.
3. The Company provided shareholders with the opportunity who can not attend the meeting may appoint an independent director as a proxy into authorize a proxy to attend the Meeting. Which brief contains information in the notice of the meeting enclosure No.6

Before starting the meeting, Chairman of the meeting informed that voting in this Meeting is in accordance with the Company's Article of Association no.43 that is one share was equal to one vote. The casting of vote with revelation, the shareholder could cast of vote with agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain only by deducting from the all attended votes. Remaining balance votes will be accounted as agree for that agenda. In case of shareholders gave proxies to other person to attend the meeting and casting their vote per shareholders' desire by delivered proxies in advance, the company registered votes per shareholders' desire in compiling information system.

In case there are any shareholders and proxies registered after the meeting commenced, the shareholders and the proxies have the right to cast their votes according to the remaining agenda and we will account their votes as part of the meeting and include it in the meeting report. The company will only inform the shareholders to acknowledge in case there is an additional shareholders and/or with proxies attending the meeting.

For the orderly vote, Company will count the vote with Barcode System that shareholders will see on screen simultaneously by dividing into the case as follows :

1. Any agenda, except the agenda of election of company director, In case of disapproval or abstention vote, the shareholders/ proxies have to raise their ballot paper. The company officers will distribute voting card, please fill in the voting card with signature, and return back to the officer.
2. The election of company director agenda, please specify opinion to elect company director individually with signature. In case of disapproval or abstention vote in the election of company director, the shareholders/proxies have to raise their ballot paper. The company officers will collect voting card from all shareholders at the end of this agenda.

In their capacity as shareholders, company directors informed the meeting of their wish to cast votes in accordance with the proposal by the Board of Directors for each meeting agenda. In case the director was assigned to vote by the shareholder, his or her voting would have to comply with such instruction specified by the shareholder in the proxy appointment letter.

After that, the Chairman assigned Mr.Thirasak Vikitset, Managing Director, to conduct the meeting further according to the meeting agenda.

The managing director conducted the meeting according to the meeting agenda which composed of 12 agendas as follows:

Prior to the commencement of agenda 1, an additional 1 person and/or proxy, representing 1 shareholder and holding 5,600 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 83 persons, representing 107 shareholders and holding 90,590,326 shares altogether, accounting for 86.43 % of the company's total number of shares already issued and paid-up.

**1. Certification of the Minutes of the 31<sup>st</sup> General Shareholders' Meeting held on April 27, 2010**

The Managing Director informed the meeting that the Company had formerly sent out the minutes of 31<sup>st</sup> General Meeting of Shareholders held on April 27, 2010. The company prepared the Minutes of such Meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days according to the requirement of the laws and also already posted on the Company's website ([www.snjinter.com](http://www.snjinter.com)) and also sent out the minutes together with the invitation letter to the shareholders which the Board of Directors already approved the minute.

The meeting was asked to consider the minutes.

This was discussed and unanimously confirmed by the meeting.

With following number of votes

- Approve	107	shareholder with	90,590,326	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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.**

The Managing Director informed the meeting that, the report by The Board of Directors and the company's performance results for year 2010 were published in the 2010 Annual Report in CD-ROM which was sent out together with invitation letter to shareholders. The Board of Directors' commented the reports were correct and complete in accordance with the requirements of the Securities Exchange Commission (SEC) and the Stock Exchange of Thailand.

The Managing Director gave a chance for inquiry to shareholders but none was raised.

The meeting was asked to acknowledge company performance of last year.

The meeting was acknowledged.

### 3. Approval of the company's 2010 financial statements as of December 31, 2010.

The Managing Director informed the meeting that the company's had published financial statement as at December 31, 2010 which were prepared in accordance with generally accepted accounting standards as well as audited and certified by auditor and agreed by Audit Committee and Board of Directors per details shown in the 2010 Annual Report in CD-ROM which was forwarded to the shareholders in advance together with invitation letter.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved.

With following number of votes

- Approve	107	shareholder with	90,590,326	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

Prior to the commencement of agenda 4, an additional 1 person and/or proxy, representing 3 shareholder and holding 8,887 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 84 persons, representing 110 shareholders and holding 90,599,213 shares altogether, accounting for 86.44 % of the company's total number of shares already issued and paid-up.

### 4. Approval of the 2010 appropriation of profit and annual dividend payment.

The Managing Director informed the meeting that the company has a policy to pay dividends regularly to shareholders at the rate of 20-80% of net profit of the Company's separate financial statement (Per cost method). However, this rate principally depends on economic conditions and business performance of the company. As of December, 2010 the company has net profit 218,216,167.74 Baht.

In accordance with the resolution by The Board of Directors' meeting no. 1/2011 on February 25, 2011, proposed to the shareholders meeting on appropriation of profit as follows :

1. The company had legal reserve 10% of registered capital per law. There is no need to increase legal reserve this year.

2. Appropriation dividend, The Board of Directors resolved to propose dividend payments at the rate of Baht 1.10 per share, for total amount Baht 115,294,850.00, accounting for 52.84% of total net profits for 2010. Such payment would be drawn from the separate net profit which is subject to 25% 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 9, 2011. 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 10, 2011. Payment date was set for May 20, 2011.

Proportion of dividend payment is in line with company's dividend payment policy set forth and there is no impact on company's cash flow.

The meeting was asked to consider and approve appropriation of profit and dividend payment.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- |              |     |                  |            |                       |         |
|--------------|-----|------------------|------------|-----------------------|---------|
| - Approve    | 110 | shareholder with | 90,599,213 | shares accounting for | 100.00% |
| - Disapprove | -   | shareholder with | -          | shares accounting for | - %     |
| - Abstain    | -   | shareholder with | -          | shares accounting for | - %     |

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 Appointment of company directors to succeed those retiring upon term completion.**

The Managing Director informed the meeting that, according to The Public Company Act B.E.2535 and Article 21 of the Company's Articles of Association, which specified that "one-third of the sitting directors would be required to retire by rotation at the time of each annual general meeting of shareholders. In the case where such directors number could not be equally divided into 3 portions, the closest to such one-third number would apply, whereas the longest-remaining directors would be due to retire in the following year. The retiring directors would be eligible for re-election as directors."

At present, The Board of Directors had 13 members, whereby 4 directors were due to retire at this shareholders' meeting as follows:

- |                  |              |                                                                                                                               |
|------------------|--------------|-------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr.Thirasak   | Vikitset     | Company Director, Managing Director,<br>Chairman of the Executive Director,<br>Nominating Director and Remuneration Director. |
| 2. Mrs.Teerada   | Ambhanwong   | Company Director.                                                                                                             |
| 3. Mrs.Pradittha | Chongwattana | Independent Directors, Audit Committee Director and<br>Risk Management Director                                               |
| 4. Mr.Surong     | Ongkosit     | Independent Directors and Audit Committee Director                                                                            |

The Board of Directors, excluding those directors being recommended for re-election, adopted the resolution agreeing with The Nominating Committee's opinion that, the 4 retiring directors be reappointed as directors of the company for another term as they were competent, had experience and undertook an amount of work beneficial to the company. Including have qualifications and qualified for the post per Public Limited Companies Act B.E. 2535, and the Capital Market Supervisory Board's rules.

And according to Section 86 of Public Limited Companies Act : "A public company director is not allowed to engage in similar businesses and compete against the company for either his own or other benefit unless the candidate disclosed his business dealing to the shareholders prior to the election". Therefore, please be informed that the proposed director are not director of another company engaging in similar businesses and/or competing with S&J.

Kindly consider information relating to the person proposed for appointment as company directors provided and delivered to shareholders together with invitation letter.

Due to voting cast of this agenda is different from other agenda, every shareholder who may cast consent votes, objection or abstention is asked to fill in their casting on their voting card for each director. After completion, the company officers will collect voting card with their signature from all shareholders at the end of this agenda for easy reference.

The meeting was asked to consider and cast their votes to appoint each retired company directors as follows:

1. Mr.Thirasak                      Vikitset

This was duly considered and unanimously approved by the meeting.

With following number of votes

- |              |     |                  |            |                               |
|--------------|-----|------------------|------------|-------------------------------|
| - Approve    | 110 | shareholder with | 90,599,213 | shares accounting for 100.00% |
| - Disapprove | -   | shareholder with | -          | shares accounting for - %     |
| - Abstain    | -   | shareholder with | -          | shares accounting for - %     |

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



## 2. Mrs.Teerada            Ambhanwong

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

## 3. Mrs.Pradittha            Chongwattana

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

## 4. Mr.Surong            Ongkosit

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

Therefore, directors of the company in 2011 had 13 members 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 Vanaratseath, Mrs.Pradittha Chongwattana, Mr.Surong Ongkosit, Admiral Apichart Pengsritong and Mrs.Pismai Chandrubeksa, and the Audit Committee are Mr.Khachornsakdi Vanaratseath, Mrs.Pradittha Chongwattana, and Mr.Surong Ongkosit.

## 5.2 Approval to company directors' remuneration.

The Managing Director informed that According to the regulations of the company No.32, the company is not allowed to pay money or provide any property to the directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the directors of the company which exclude remuneration and benefits receive as company's employee. For 2010, the company actually paid director fee totaling 7.94 million baht. Paid to Board of Director for director fee 7.35 million baht and meeting fee 0.59 million baht. Summary of payment amount paid to each director is reported in the annual report under Shareholders and Management structure Re: Remuneration.

The Board was in agreement with the consideration of the remuneration committee by considering various suitable factors: company's directors performance connecting with operational results of the company, remuneration approval from the shareholders and actual payment of prior year and compared with level that operate in the some group of business as well as its duty and responsibilities. It is agreed to propose to the meeting of shareholders to indicate that the remuneration of the board of directors should not exceed 10 million baht a year as same as before. This is not to include remuneration and welfare that the company's directors received as company's staff or employee with following payment proposal :

### 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	
CSR 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.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- |              |     |                  |            |                       |         |
|--------------|-----|------------------|------------|-----------------------|---------|
| - Approve    | 110 | shareholder with | 90,599,213 | shares accounting for | 100.00% |
| - Disapprove | -   | shareholder with | -          | shares accounting for | - %     |
| - Abstain    | -   | shareholder with | -          | shares accounting for | - %     |

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

## **6. Appointment of an auditor and fixing of the auditing fee.**

The Managing Director informed the meeting that according to Article 49 and Article 50 of the Company's Articles of Association specified, the auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the company. The auditor shall be appointed annually by the general meeting of shareholders. A retiring auditor may be re-appointed.

For 2010, the shareholders' meeting resolved to appoint

- Mr.Chaiyakorn Aunpitpongsa, Certified Public Accountant No. 3196 and/or
- Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378 and/or
- Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202

of office of Dr.Virach & Associates Certified Public Accounts, and fix the audit fees the company and subsidiary companies amount 1,517,000.00 baht and other service fee to the auditing office where the auditors belonged is observe the destruction products fee amount 35,000.00 baht

For 2011, The Board of Directors resolved to propose to the shareholders' meeting to appoint the company auditors and to approve the audit remuneration budget, as proposed by The Audit Committee. Name list of company auditors are as follows:

1. Mr.Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196  
(Audited the company's financial statement for 4 years since 2007) and/or
2. Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378  
(Audited the company's financial statement for 5 years since 2002-2006) and/or
3. Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202  
(Never audit the company's financial statements)

of office of Dr.Virach & Associates Certified Public Accounts to be our company's auditors in 2011 for another year. By considering his work, independent, audit fee and qualifications per company's regulations and rules of Securities Exchange Commission and Securities Exchange of Thailand.

Auditing fee in the amount of 990,000 baht and acknowledge the auditing fee of the subsidiary companies in the amounting to 493,000 baht total amounting 1,483,000.00 baht.

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

Information relating to the audit fees were delivered to shareholders together with the invitation letter as follows.

Description	2011 (Baht)	2010 (Baht)
1. Review of the financial statement for the first quarter	170,000.00	163,000.00
2. Review of the financial statement for the second quarter	170,000.00	163,000.00
3. Review of the financial statement for the third quarter	170,000.00	163,000.00
4. Audit fee for the year ended December 31	480,000.00	450,000.00
5. Audit fee of the 3 subsidiary companies (2010 – 4 subsidiary companies)	493,000.00	578,000.00
Total	1,483,000.00	1,517,000.00

For other services received from Dr.Virach & Associates Company were as follows:

Description	2011 (Baht)	2010 (Baht)
1. Observation on destroying product	Actual incur	35,000.00

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 meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

**7. Approval of the reduction of registered capital from 120,000,000 baht to 104,813,500 baht by the cancellation of registered ordinary shares had not been the issue of 15,186,500 shares at par value of 1 baht per share amounting to 15,186,500 baht.**

The Managing Director informed the meeting that currently, the company has registered capital of 120 million baht, the ordinary shares that had not been issued of 15,186,500 shares at par value of 1 baht per share. So, to be in accordance with the provisions of the Companies Act, the Company is required to reduce capital by cancellation of registered ordinary shares that had not been issued of 15,186,500 shares at par value of 1 baht per share before enable the company to increase capital. In this, the Board of Directors considered to propose to the Annual General Meeting of shareholders to approve the cancellation of registered ordinary shares that had not been issued capital of 15,186,500 shares to outstanding of registered capital of 104,813,500 shares.

Which this agenda should have an approval resolution with the votes of not less than three-fourth of the total of shareholders attending the meeting and casting votes.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

**8. Approval to revise, to add in the Memorandum of Association of the company in Article 4., in order to comply to the reduction of registered capital.**

The Managing Director informed the meeting that in order to comply with the reduction of registered capital, it is necessary to revise/add the Memorandum of Association of the company in Article 4 per law. The Board of Director would like the Annual General Meeting of shareholders to consider and approve such revision.

Article 4.	Registered capital	104,813,500	baht
	(One hundred four million eight hundred thirteen thousand and five hundred baht only)		
	Divided into	104,813,500	shares
	(One hundred four million eight hundred thirteen thousand and five hundred shares)		
	At the par value of	1	baht
	By categorized as		
	Ordinary shares	104,813,500	shares
	Preferred shares	-	share

Anyhow, the person assigned by the Board of Directors to register and to revise in the Memorandum of Association at the Department of Business Development, Ministry of Commerce, has power to revise and to add the statements or any operation for compliance to the registrar's order.

Which this agenda should have an approval resolution with the votes of not less than three-fourth of the total of shareholders attending the meeting and casting votes.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

**9. Approval the increase of registered capital from 104,813,500 baht to 200,000,000 baht by issuing new common stock of 95,186,500 shares at par value of 1 baht per share amounting to 95,186,500 baht.**

The Managing Director informed the meeting that for the support the Company's future investment and production capacity expansion should be proposed to the Annual General Meeting of shareholders to approve the increased its registered capital from 104,813,500 to 200,000,000 baht by issuing 95,186,500 new ordinary shares of par value of 1 baht per share.

Which this agenda should have an approval resolution with the votes of not less than three-fourth of the total of shareholders attending the meeting and casting votes.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	110	shareholder with	90,599,213	shares accounting for	100.00%
- Disapprove	-	shareholder with	-	shares accounting for	- %
- Abstain	-	shareholder with	-	shares accounting for	- %

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

**10. Approval to revise, to add in the Memorandum of Association of the company in Article 4., in order to comply to the registered increased capital of the company.**

The Managing Director informed the meeting that in order to comply with the increased of registered capital it is necessary to revise/add the Memorandum of Association of the company in Article 4 per law. The Board of Director would like the Annual General Meeting of shareholders to consider and approve such revision.

Article 4.	Registered capital	200,000,000	baht
	(Two hundred million baht only)		
	Divided into	200,000,000	shares
	(Two hundred million shares)		
	At the par value of	1	baht
	By categorized as		
	Ordinary shares	200,000,000	shares
	Preferred shares	-	share

Anyhow, the person assigned by the Board of Directors to register and to revise in the Memorandum of Association at the Department of Business Development, Ministry of Commerce, has power to revise and to add the statements or any operation for compliance to the registrar's order.

Which this agenda should have an approval resolution with the votes of not less than three-fourth of the total of shareholders attending the meeting and casting votes.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve            110    shareholder with            90,599,213 shares accounting for 100.00%
  - Disapprove       -    shareholder with            -    shares accounting for       - %
  - Abstain           -    shareholder with            -    shares accounting for       - %
- of the total votes of shareholders attending the meeting and having the rights to vote.

#### **11. Approval to allocate new common stocks of 95,186,500 shares.**

**11.1 Approval to allocate of shares of 45,186,500 shares at par value of 1 baht per share amount of 45,186,500 baht offered to existing shareholders of the company according to the proportion of shares holding (Right Offering) with the subscription ration 7 existing shares per 3 new shares, In case of fractions of shares from allocation to the existing shareholder, the fractions of shares must be rounded off. The offer price of 12.00 baht per share.**

The Managing Director informed the meeting that from the increased capital of 95,186,500 shares, the Board of Directors to propose the allocation of shares of 45,186,500 shares at par value of 1 baht per share amount of 45,186,500 baht by offering to existing shareholders of the company according to the proportion of shares holding (Right Offering). The record date to determine the names of shareholders who have rights to subscribe for shares on May 9, 2011 and the closing date of the Company's share register book to collect the names of shareholders according to Section 225 of the Securities and Exchange Act on May 10, 2011 with the subscription ration 7 existing shares per 3 new shares. In case of fractions of shares from allocation to the existing shareholder, the fractions of shares must be rounded off. The offer price of 12.00 baht per share to set the exercise period for the right offering during 23-27 May 2011.

In case there are new ordinary shares remaining from the allocation to the existing shareholders per right or lower right. The Board of Directors or Managing Director or the attorney by the Board of Directors have authority to allocate and offer the remaining unsubscribed shares to the private placement. As such, the said offering price must not lower than 90% of the average marking share price which shall be calculated by the weighted average closed price not less than 7 working days but not more than 15 working day before the offering date of which the Board of Directors or Managing Director or the attorney by the Board of Directors will have authority to determine the date of subscription the offered price. The allotment of remaining shares to private placement will be complied with the Notification of the Capital Market Supervisory Board No. Tor Chor 28/2008, which can be proceeded once or several times. In case of offering the new ordinary shares to the connected person, the Company will comply with regulation of the Capital Market Supervisory Board and the Board of Governors of the SET regarding to the connected transaction.

The meeting was asked to consider for approval.



This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve 110 shareholder with 90,599,213 shares accounting for 100.00%
- Disapprove - shareholder with - shares accounting for - %
- Abstain - shareholder with - shares accounting for - %

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

**11.2 Approval to allocate of more shares 50,000,000 shares at par value of 1 baht per share amount of 50,000,000 baht offered to existing shareholders of the company. Granted authorization to the Board of Director to consider the next allocation.**

The Managing Director informed the meeting that from the increased capital of 95,186,500 shares, the Board of Directors to propose the allocation of another 50,000,000 shares at par value of 1 baht per share amounting to 50,000,000 baht by offering to existing shareholders of the company by granting authorization to the Board of Directors to consider the next allocation.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve 110 shareholder with 90,599,213 shares accounting for 100.00%
- Disapprove - shareholder with - shares accounting for - %
- Abstain - shareholder with - shares accounting for - %

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

**12. Others (If any)**

As there was no other matter raised, the Chairman then announced the meeting closed and invited all shareholders to have some deserts and refreshments in the area at the front of the meeting room.

The meeting adjourned at 3.00 p.m.

Boonkiet Chokwatana  
(Mr.Boonkiet Chokwatana)  
Chairman

Minute recorder

Sukanya Keeratiprasert  
(Mrs.Sukanya Keeratiprasert)  
Company's secretary

**Profile of directors to replace those retiring upon term completion (Agenda 5.1)**

1. **Names** - Dr.Atthakorn Glankwamdee  
**Age** - 64 years old  
**Nationality** - Thai

**Education**

- Ph.D. University of Illinois@Urbaha U.S.A.

**Training Director Program**

- Director Accreditation Program (DAP) class 3/2003
  - Director Certification Program (DCP) class 68/2005
- By Association of Thai Institute of Directors (IOD)

**Position in the company** - Deputy Managing Director, Executive Director, Nominating Director,

**Number of years as director** - 20 years

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			
1 company	1996 -Present - Director of Sahacogen (Chonburi) PLC.	7 companies		

**Company shareholding (personal/spouse/child under legal age)** 470,774 shares = 0.31 %

**Meeting attendance record in 2011**

- The General shareholders meeting 1/1 time
- The Board of Directors' meeting 4/4 times
- The Executive Board meeting 10/13 times
- The Nominating Committee meeting 1/1 times

**Type of directorship being nominated** - Company director having been endorsed by the Nominating Committee

**Period of being director** - 3 years

**Prohibitive aspect** - Having no criminal offence record regarding dishonest assets acquisition



## Profile of directors to replace those retiring upon term completion (Agenda 5.1)

2. **Names** - Mrs.Kaewta Ongsaranakom

**Age** - 56 years old

**Nationality** - Thai

**Education**

- BA. From Thammasat University

**Training Director Program**

- Director Certification Program (DCP) class 27/2003  
By Association of Thai Institute of Directors (IOD)

**Position in the company** - Director, Executive Director, Nominating Director, Remuneration Director

**Number of years as director** - 24 years

**Work experiences**



Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position		Number	
		10 companies	2008 - Present	- Director of International Laboratories Co.,Ltd..

**Company shareholding (personal/spouse/child under legal age)** 896,082 shares = 0.60 %

**Meeting attendance record in 2011**

- The General shareholders meeting 1/1 time
- The Board of Directors' meeting 4/4 times
- The Executive Board meeting 12/13 times
- The Nominating Committee meeting 1/1 times
- The Remuneration Committee meeting 1/1 times

**Type of directorship being nominated** - Company director having been endorsed by the Nominating Committee

**Period of being director** - 3 years

**Prohibitive aspect** - Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5.1)**

- 3. Names** - Mr.Khachornsakdi Vanaratseath
- Age** - 65 years old
- Nationality** - Thai
- Education** - Master Degree of Accountancy, Western Illinois University, U.S.A.  
- B.Sc.Accountancy, Chulalongkorn University  
- Graduate Diploma in Auditing, Chulalongkorn University

**Training Director Program**

- Director Accreditation Program (DAP) class 3/2003 by Association of Thai Institute of Directors (IOD)

**Position in the company** - Independent Director/ Audit Committee Chairman

**Number of years as director** - 18 years

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			
2 companies	2002 - Present	4 companies	-	-
	2002 - Present		-	-

Characteristic of Conflict of interest	Nominated Independent Director Mr.Khachornsakdi Vanaratseath
Company shareholding - Number of Share - % Holding of all voting right	142,857 0.10%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. 1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company. 2. Being or not being professional service providers (e.g., auditors, legal advisers). 3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No No No

**Meeting attendance record in 2011**

- The General shareholders meeting	1/1	time
- The Board of Directors' meeting	4/4	times
- The Audit Committee meeting	4/4	times

**Type of directorship being nominated** - Independence director having been endorsed by the Nominating Committee and Board of Director has independent

**Period of being director** - 3 years

**Prohibitive aspect** - Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5.1)**

**4. Names** - Mrs.Pismai Chandrubeksa

**Age** - 64 years old

**Nationality** - Thai

**Education**

- Catering Diploma (Hotel & Restaurant Management) from Cambridgeshire College of Arts & Technology, England

**Training Director Program**

- Director Accreditation Program (DAP) class 82/2010  
By Association of Thai Institute of Directors (IOD)

**Position in the company** - Independent Director, Remuneration Director

**Number of years as director** - 2 year

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			
-	-	-	-	-



Characteristic of Conflict of interest	Nominated Independent Director Mrs.Pismai Chandrubeksa
Company shareholding <ul style="list-style-type: none"> <li>- Number of Share</li> <li>- % Holding of all voting right</li> </ul>	54,285 0.04%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. <ol style="list-style-type: none"> <li>1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.</li> <li>2. Being or not being professional service providers (e.g., auditors, legal advisers).</li> <li>3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.</li> </ol>	No No No

**Meeting attendance record in 2011**

- The General shareholders meeting 1/1 time
- The Board of Directors' meeting 4/4 times
- The Remuneration Committee meeting 1/1 times

**Type of directorship being nominated** - Independence director having been endorsed by the Nominating Committee and Board of Director has independent

**Period of being director** - 3 years

**Prohibitive aspect** - Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5.1)**

**5. Names** - Admiral Apichart Pengsritong

**Age** - 63 years old

**Nationality** - Thai

**Education**

- The State Private & Political Sectors Course, Arts & Technology, England National Defense College (Class of 15th)
- Bachelor of Engineering in Electrical Engineering, Royal Thai Naval Academy

**Training Director Program**

- Director Accreditation Program (DAP) class 82/2010  
By Association of Thai Institute of Directors (IOD)

**Position in the company** - Independent Director, CSR Director

**Number of years as director** - 2 year

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			
-	-	-	-	-

Characteristic of Conflict of interest	Nominated Independent Director Admiral Apichart Pengsritong
Company shareholding <ul style="list-style-type: none"> <li>- Number of Share</li> <li>- % Holding of all voting right</li> </ul>	85,714 0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. <ol style="list-style-type: none"> <li>1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.</li> <li>2. Being or not being professional service providers (e.g., auditors, legal advisers).</li> <li>3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.</li> </ol>	No No No

**Meeting attendance record in 2011**

- The General shareholders meeting 1/1 time
- The Board of Directors' meeting 4/4 times
- The CSR Committee meeting 4/4 times

**Type of directorship being nominated** - Independence director having been endorsed by the Nominating Committee and Board of Director has independent

**Period of being director** - 3 years

**Prohibitive aspect** - Having no criminal offence record regarding dishonest assets acquisition

### Definition of the Independent Directors

As in compliance with the rules and regulations of Capital Market Supervisory Board means the persons who

1. Do not hold more than 1% of total shares entitled to vote of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company. This includes shares held by any person related to a certain independent director.
2. Are not or have never been directors who have any role as executive officers, employees, staff, advisors who earn regular salary, or those who have authorities of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or of those who have authorities of the company. This excludes those who have quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors and then the forbidden nature as mentioned not include in case. Who was the officials or advisors of Government who was the major shareholder or those who have authorities of the company.
3. Are not persons who have relations by consanguinity or by legalization as fathers, mothers, spouses, brothers or sisters, children, or spouses of children of the executive officers, major shareholders, those who have authorities, or persons who will be proposed as executive officers or those who have authorities of the company or subsidiary.
4. Do not have or have never had any business relations with the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company in such a manner that it may be an obstacle for them to execute their independent discretion. In addition, they are not or have never been major shareholders, directors unless otherwise they are independent directors, or executive officers of any person who has a business relations with the company, its parent company, subsidiary, affiliate major shareholder or those who have authorities of the company who may have conflicts of interest except that they have quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.

Business relations as stated above includes trade transactions which are normally performed to run business on renting or letting real estate, transactions related to assets or services, or bail-out by receiving or giving loan, pledge, and collateral in addition to other acts similar to the above-mentioned which cause that requesters or partners of contract have a debt to pay to another party at the minimum of three percentage of net tangible assets or twenty million baht or more provided that which is less. The calculation of the debt is based on adaptation of the method of calculation of the related transactions in accordance with the Notification of The Capital Market Supervisory Board on "Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions". But to consider the aforementioned debt, any debt occurred during one year prior to the day that business relations with the same person has been done is also included.

5. Are not or have never been auditors of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest; as well as major shareholders, directors unless otherwise they are independent directors, executive officers or managing partners of the audit firms which are auditors of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest except that they quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.
6. Are not or have never been involved in any kind of professional jobs, in addition to legal advice or financial advice, with the remuneration as for the service fee at the amount of 2 million baht per annum from the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest. It is also included if they are major shareholders, directors unless otherwise they are independent directors, executive directors, or managing partners of the juristic entities that provide them such kinds of professional services except that they quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.
7. Are not directors who are assigned to be representatives of the directors of the company, its major shareholders, or shareholders who have connection with the major shareholders of the company.
8. Don't have business that have a similar condition and compete with the affair of company or subsidiary, the significant partner in the partnership, Director participants managed, employees or officer, advisors receive a regular salary, holding more than one percent of all authorized shares of other companies which runs business that have a similar condition and competition to effect business of company or subsidiary.
9. Are not assigned with any kind of other responsibilities that shall be obstacles for them to give their independent opinions in regard to the business operations of the company.


If the Capital Market Supervisory Board issues a notification of any change in regard to qualification of independent directors, the independent directors of the company must possess all qualifications as stated in new issued notification entirely.


After being appointed as independent director having qualifications complying with the criteria under item 1 to 8, the independent director may then be assigned by The Board of Directors to participate in the decision-making procedures for the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.


All independent directors of the company were not engaged in business relationship or provided any professional service to the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest. Furthermore, they also did not serve as independent directors in its parent company, subsidiary, or same-level subsidiary.



**Information of Independent directors and Audit Committee Director that company offer to be your proxy**

- |                                |                                                                                                                                                                                                                 |                                                                                     |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>1. Name</b>                 | - Mr.Khachornsakdi Vanaratseath                                                                                                                                                                                 |  |
| <b>Type of Director</b>        | - Independence director and Audit Committee Chairman                                                                                                                                                            |                                                                                     |
| <b>Age</b>                     | - 65 years old                                                                                                                                                                                                  |                                                                                     |
| <b>Nationality</b>             | - Thai                                                                                                                                                                                                          |                                                                                     |
| <b>Address</b>                 | - 18 Soi Punnawithi 30, Sukhumvit 101 Road, Bangjark, Phra Khanong, Bangkok 10110                                                                                                                               |                                                                                     |
| <b>Company shareholding</b>    | - 0.10%                                                                                                                                                                                                         |                                                                                     |
| <b>Interest on each agenda</b> | - The conflict of interest in agenda No. 5.1 Appointment of directors to succeed those retiring upon term completion due to the directors are retired on rotation and the retiring directors may be re-elected. |                                                                                     |
- 

- |                                |                                                                                  |                                                                                      |
|--------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| <b>2. Name</b>                 | - Mrs.Pradittha Chongwattana                                                     |  |
| <b>Type of Director</b>        | - Independence director and Audit Committee                                      |                                                                                      |
| <b>Age</b>                     | - 63 years old                                                                   |                                                                                      |
| <b>Nationality</b>             | - Thai                                                                           |                                                                                      |
| <b>Address</b>                 | - 466/84 Riverside Tower 2 , Rama 3 Road, Bang Kol, Bang Kholaem, Bangkok, 10120 |                                                                                      |
| <b>Company shareholding</b>    | - 0.11%                                                                          |                                                                                      |
| <b>Interest on each agenda</b> | - None                                                                           |                                                                                      |
- 

- |                                |                                                                |                                                                                       |
|--------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------|
| <b>3. Name</b>                 | - Mr.Surong Ongkosit                                           |  |
| <b>Type of Director</b>        | - Independence director and Audit Committee                    |                                                                                       |
| <b>Age</b>                     | - 61 years old                                                 |                                                                                       |
| <b>Nationality</b>             | - Thai                                                         |                                                                                       |
| <b>Address</b>                 | - 119 Soi Lasal 77, Sukhumvit 105 Road, Bangna, Bangkok, 10260 |                                                                                       |
| <b>Company shareholding</b>    | - None                                                         |                                                                                       |
| <b>Interest on each agenda</b> | - None                                                         |                                                                                       |
-

**The Articles of Association which related to General Meeting of Shareholders**  
**OF**  
**S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED.**

**General Meeting of Shareholders.**

**Article 33** The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company. The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.

**Article 34** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

**Article 35** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

**Article 36** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

**Article 37** At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 38** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 39** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 40** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Article 44** The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year.
2. Approval of Balance Sheet and Statement of Income.
3. Appropriation of profits.
4. Election of new directors to replace retiring directors.
5. Appointment of auditor and fixing of auditing fee.
6. Other matters.

**Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.**

**Article 41** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 42** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 43** In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - d. The amendment of the Memorandum or Articles of Association of the Company;
  - e. The increase and reduction of a capital or issuance of debentures of the Company;
  - f. The amalgamation or dissolution of the Company.

**Dividend Payment**

**Article 55** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 56** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 57** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.  
Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

**Qualification, Election and Term Expiration of Directors.**

**Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

- Article 19** The directors shall be natural persons and shall
1. Be sui juris.
  2. Not be bankrupt, incompetent or quasi-incompetent.
  3. Have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent.
  4. Have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

- Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.
1. A shareholder shall have one vote for one share;
  2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
  3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

- Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.
- The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.
- A director who retires from office may be re-elected.

- Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

**Remuneration of the Board Directors.**

**Article 32** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.  
The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

**Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders.**

**Article 49** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

**Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

**Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.

**Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

.....

**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

**Documents and evidence that the attendance must present before attending the meeting and regulation for the meeting.**

The registration of the General Meeting of Shareholder No. 33 of S&J International Enterprises Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, **please bring the Registration Form with barcode on the meeting day.**

**1. Documents of the attended person to be presented before attend the meeting**

**Ordinary Person**

(1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

(2) The shareholders have appointed an authorized person to attend the meeting,

▪ Please use the Proxy Form in printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy.

▪ The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**Juristic Person**

In case the shareholders have appointed an authorized person to attend the meeting.

(1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).

(2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares  
If the shareholders have appointed an authorized person to attend the meeting.

(1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:

- a. The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
- b. The Confirm Letter to show that the person who signs in the Proxy Form get the consent to do the custodian business.

(2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**2. The regulations for the meeting**

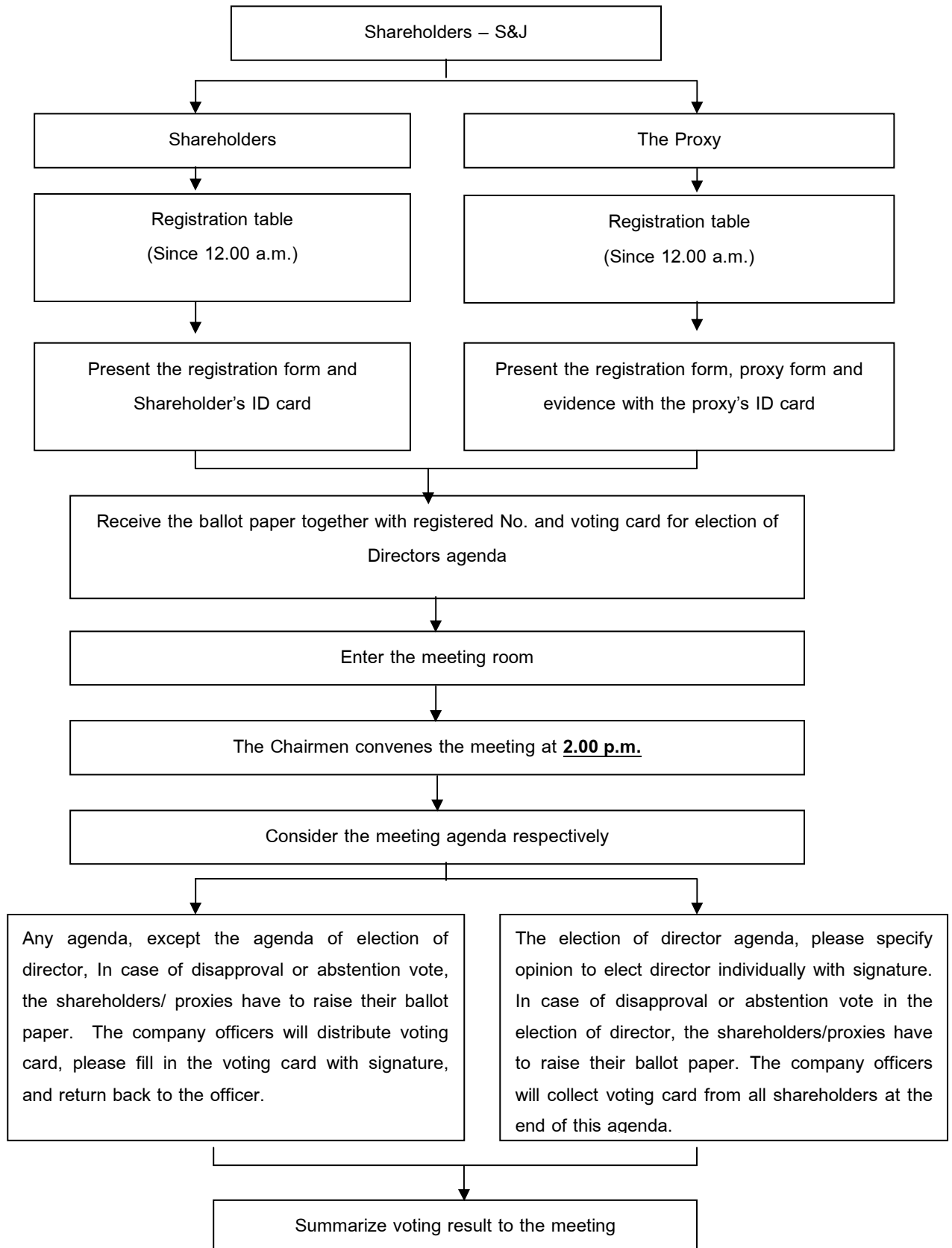
2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.

2.2 Casting vote in every agenda is opened.

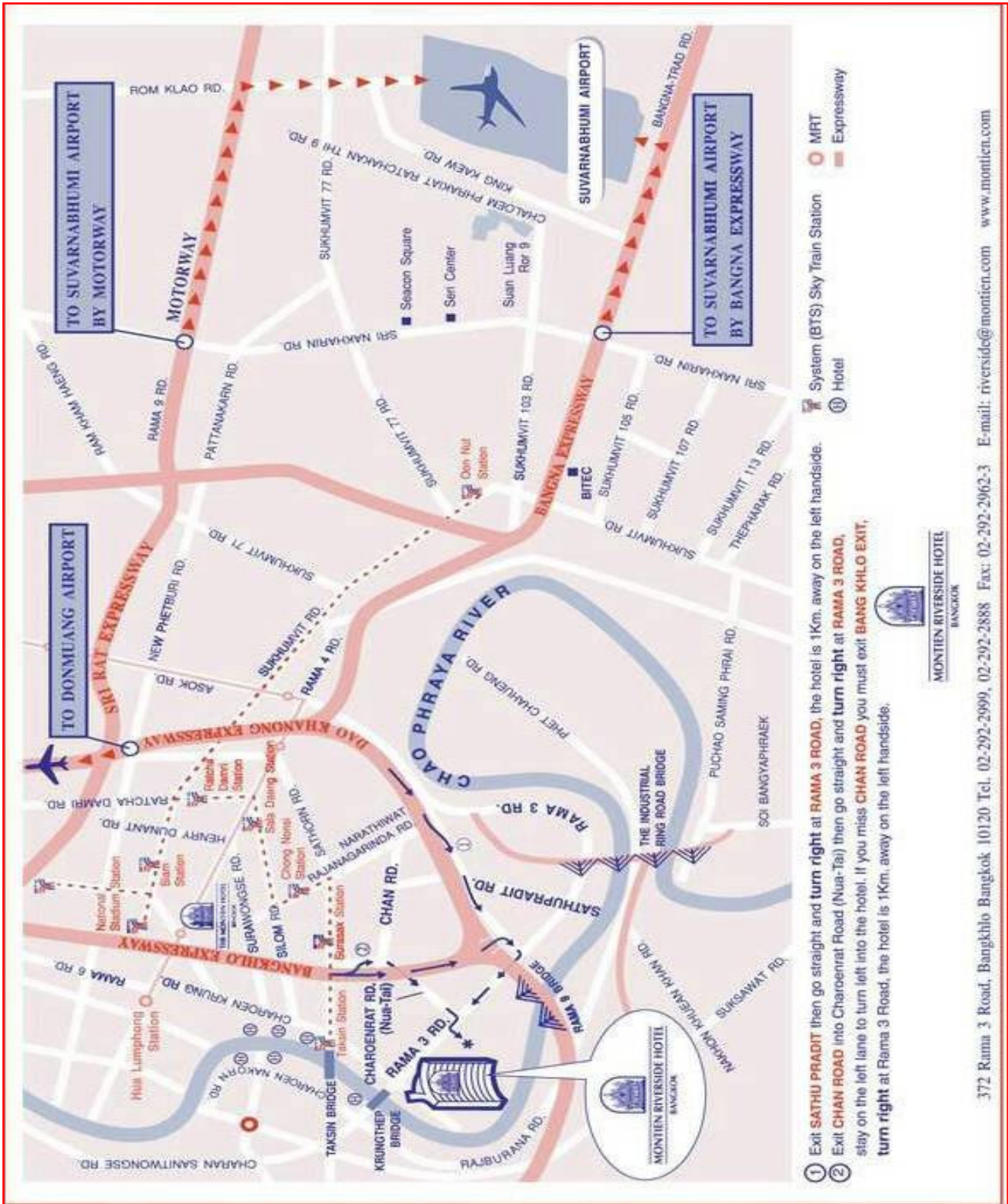
2.3 Casting vote is 1 share for 1 vote.



**The process for the Annual Shareholder's Meeting No. 33**  
**S & J International Enterprises Public Company Limited**  
**Monday, April 23, 2012**



Map for the Meeting Venue.



**Requirement Form of the Annual Report (Printed Form)**

To Shareholders

S & J International Enterprises Public Company Limited would like to inform that shareholders who intend to receive The Annual Report 2011 in printed form, please fill the details below and send back to Company at Mrs. Sukanya Keeratiprasert (Company Secretary), 115 Naradhiwas Rajanagarindra Road (Soi 10), Tungwatdon, Sathorn, Bangkok 10120, Tel. 02-676-2727 Ext. 510 or by Fax No. 02-676-2747. The company will send the Annual Report to you later.

I : .....(elaborate handwriting)

Address : .....  
.....  
.....

Name of Contact Person : .....

Telephone No : .....

Fax No : .....

E-Mail Address : .....

PROXY FORM B

Written at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of S & J International Enterprises Public Company Limited  
holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as  
follows;  
ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
preferred share \_\_\_\_\_ - shares with the voting rights of \_\_\_\_\_ - votes

(3) do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ the Ordinary/  
~~the Extraordinary~~ General Meeting of Shareholders No. 33th to be held on April 23, 2012 at 14.00 hours at Chao Praya 1  
room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any  
adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

(1)  **Agenda 1 : Subject Certification of the minutes of the 32<sup>nd</sup> General Shareholders' Meeting held on April 25, 2011.**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda 2 : Subject Acknowledgement of the company's annual report of the preceding year.**

**Agenda 3 : Subject Approval of the company's 2011 financial statement as of December 31, 2011.**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda 4 : Subject Approval of the appropriation of profit and annual dividend payment.**

**Agenda 4.1 Subject Approval of the distribution of profit for legal reserved.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 4.2 Subject Approval of the distribution of Annual dividend payment.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                       Disapprove                       Abstain

(2)  **Agenda 5: Subject Appointment of directors to succeed those retiring upon term completion, approval to increase director post, and directors' remuneration.**

**Agenda 5.1 Subject Appointment of directors to succeed those retiring upon term completion.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- To elect directors as a whole
   
 Approve                       Disapprove                       Abstain

To elect each director individually

Name of Director \_\_\_ Dr.Atthakorn                      Glankwamdee \_\_\_\_\_

Approve       Disapprove       Abstain

Name of Director \_\_\_ Mrs.Kaewta                      Ongsaranakom \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of Director \_\_\_ Mr.Khachornsakdi      Vanaratseath\_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of Director \_\_\_ Admiral Apichart      Pengsritong \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of Director \_\_\_ Mrs.Pismai                      Chandrubeksa \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of Director \_\_\_\_\_

Approve                       Disapprove                       Abstain

**Agenda 5.2 Subject Approval of directors' remuneration.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
  - Approve                                       Disapprove                                       Abstain

**Agenda 6 : Subject Appointment of an auditor and fixing of the auditing fee.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
  - Approve                                       Disapprove                                       Abstain

**Agenda 7 : Subject Other Businesses (If any)**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
  - Approve                                       Disapprove                                       Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____	Shareholder
( _____ )	
Signed _____	Proxy
( _____ )	
Signed _____	Proxy
( _____ )	
Signed _____	Proxy
( _____ )	

**Remarks:**

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.

**REGULAR CONTINUED PROXY FORM B**

Authorization on behalf of the Shareholder of S & J International Enterprises Public Company Limited.

For the ~~Share Subscription Meeting~~/ the Ordinary/~~the Extraordinary~~ General Meeting of Shareholders No.33th to be held on April 23, 2012, 14:00 hours at Chao Praya 1 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangkok, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

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(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda No. : Election of Directors (continued)**

Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Name of Director _____	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain





แบบฟอร์มลงทะเบียน บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)

Registration Form of S & J International Enterprises Public Company Limited

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

nationality

เป็นผู้ถือหุ้นของ บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)  
being a shareholder of S & J international Enterprises Public Company Limited

โดยถือหุ้นทั้งสิ้นรวม  
holding the total amount of

หุ้นสามัญ

ordinary share

หุ้นบริวาร

preferential share

หุ้น

shares

หุ้น

shares

หุ้น

shares

การประชุมสามัญผู้ถือหุ้น ครั้งที่ 33 ของ บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)

The General Meeting of Shareholders No. 33 of S & J International Enterprises Public Company Limited

ในวันจันทร์ที่ 23 เมษายน 2555 เวลา 14.00 น.

Monday, 23 April 2012 at 2.00 p.m.

ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร ริเวอร์ไซด์

At Chaophaya Room 1, The Montien Riverside Hotel

เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120

Situated at no. 372, Rama 3 Road, Bangklo, Bangkholaem, Bangkok 10120, Thailand

ข้าพเจ้า.....เป็น  ผู้ถือหุ้น หรือ  ผู้รับมอบฉันทะของผู้ถือหุ้น  
I/We ..... shareholder or proxy holder of

บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน เลขที่.....

S & J International Enterprises Public Company Limited of which the identification number

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น

Attend the above mentioned meeting

ลงชื่อ.....ผู้เข้าประชุม

Sign

Meeting Attendant

(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะ ที่จะมาประชุม โปรดนำเอกสารชุดนี้มาด้วย

For your convenience, shareholders or holders wishing to attend the meeting, kindly present this document to our staff at the meeting for registration.