



S & J International Enterprises Public Company Limited

Notice on arrangement of The General Meeting of Shareholders

No. 36

Tuesday 28 April, 2015 at 1.00 p.m.

**At Chao Phraya Room 2, 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**

March 31, 2015

Notice on arrangement of The General Meeting of Shareholders No. 36

Dear Shareholders – S & J International Enterprises Public Company Limited

- Enclosures :**
1. Copy of The Minutes of the General Meeting of Shareholders No. 35 on Tuesday April 22, 2014.
 2. 2014 Annual report in CD-ROM format consisting of report of The Board of Directors and Financial Statements for the year ended December 31, 2014 and 2014 Corporate Sustainability Report.
 3. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
 4. Profile of the nominated persons to be directors whose Company proposed to add 1 position.
 5. Definition of the “Independent directors”.
 6. Information of Independent directors and Audit Committee Directors that company offers to be shareholders’ proxy.
 7. Company’s Articles of Association relating to the General Meeting of Shareholders.
 8. Documents required prior to attending the meeting, practice rules of the meeting.
 9. The process of registration for the Annual Shareholder’s Meeting.
 10. Map for the Meeting Venue.
 11. Power of Proxy Form B.
 12. Requirement Form of the Annual Report (Printed Form).
 13. 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. 36 on Tuesday, April 28, 2015, 1.00 p.m. at Chao Phraya Room 2, 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 December 1st, 2014 to December 31st, 2014. 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 35th General Shareholders’ Meeting held on Tuesday, April 22, 2014.

Fact and reason: The company has 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) 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 Report of the Board of Directors for 2014

Fact and reason: Report of The Board of Directors and the operating results of the company in 2014 already provided in the annual report of 2014 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 2014 Financial Statements as of December 31, 2014.

Fact and reason: Such Financial Statements were prepared in accordance with Financial Reporting Standards. The Financial Statements were audited and certified by a certified public accountant which the Audit Committee and the Board of Director already agreed with as follows :

(Unit : Million baht)

Descriptions	Consolidated	The separate financial statements
Total Assets	5,682.6	4,732.4
Total Liabilities	2,202.5	1,976.7
Shareholders' Equity	3,480.1	2,755.7
Total Revenues	5,427.8	4,625.2
Profit Attributable to equity holders of the parent	217.2	202.0
Earnings per Share (Baht)	1.45	1.35

The details above are in the financial statement of 2014 Annual Report 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 2014 Appropriation of Profit and Dividend payment.

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. As of December 31, 2014, the Company's registered capital was 200,000,000.00 baht and paid-up capital of 149,930,828.00 baht capital with statutory reserve amounted 20,000,000.00 baht equivalent to 10% of the registered capital. So, it is deemed proper not to appropriate any additional statutory reserve, as the correct amount has already been completely reserved in accordance with the Company's Articles of Association.

Comment of The Board: Such decision should be proposed to The Meeting of Shareholders for approval of not to appropriate any additional statutory reserve, as the correct amount has already been completely reserved in accordance with the Company's Articles of Association.

4.2 Approval of the distribution of the 2014 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 0.85 baht per share totaling 127,441,203.80 baht for

operating results for the year 2014. The dividend payments are to be drawn from the company's retained earnings divided into 2 parts as follows :

(1) Dividend amounting to 0.34 baht per share to be drawn from the company retained earnings already subject to 30% corporate income tax deduction which an individual shareholders can credit tax refund equal to dividend multiplied by 30/70 according to Revenue Code Section 47 bis.

(2) Dividend amounting to 0.51 baht per share to be drawn from the company retained earnings already subject to 25% corporate income tax deduction which an individual shareholders can credit tax refund equal to dividend multiplied by 25/75 according to Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive dividend payment will be on May 11, 2015 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 12, 2015 and to be paid on May 26, 2015. Details of dividend payment are as follows :

Details of Dividend Payment	2014 (Propose to pay on May 26, 2015)	2013 (Paid on May 21, 2014)
1. Net Profit	202,023,733 baht	196,229,579 baht
2. Number of share	149,930,828 shares	149,930,828 shares
3. Dividend per share	0.85 baht	0.80 baht
4. Total dividend	127,441,203.80 baht	119,944,662.40 baht
5. Proportion of Dividend from Net Profit	63.08 %	61.12 %

5. Appointment the election of directors in replacement of retiring directors and increase another director 1 position.

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 Corporate Social Responsibility Director
5. Mrs.Pismai Chandrubeksa Independent Director and Remuneration Director

Having thoroughly considered qualifications and suitability of the directors according to the nomination process in its entirety individually 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 re-election at the Annual General Meeting are as shown in enclosure No.3.

Comment of The Board: Board of Directors, excluding the directors whose have been named and did not vote for their own, has considered per the opinion of the Nominating Committee and the Board of Directors. Viewed the company's Directors who retire by rotation 5 persons per above listed names are capable persons with a wide range of professional knowledge and expertise. They used their experience to suggest a policy of the Company resulting of successfully all along. Including eligibility and not be prohibited by the law, regulations and Articles of Association of the company.

This is because Mr.Khachornsakdi Vanaratseath who is The Independent Director and The Chairman of the Audit Committee has held the post for more than 9 years still remain fully qualified as an independent director. He is capable and experience as required by the Company. He can also function as an independent director as well. The Board of Directors has agreed to propose to the Annual General Meeting of Shareholders to elect Mr.Kajhonsak Vanaratseath to continue as an Independent Director and Chairman of the Audit Committee.

Therefore, to propose to the Annual General Meeting of Shareholders to re-elect the 5 retiring directors to hold the director post for another term.

5.2 Approval to appoint incoming new director.

Fact and reason: In order to increase its efficiency and perform management better, for preparing to become an ASEAN Economic Community and others. The Board of Directors proposed to add 1 Company's Directors which the Nomination Committee has considered from the qualification of individual person who has knowledge, competence and experience. Which will be beneficial to the operation of the company in future including eligibility and not be prohibited by the law, notifications and the articles of association. The Board of Directors agreed to propose POL.GEN. Somchai Prabhasabhakdi to be an additional director for another one position totaling 15 directors.

Comment of The Board: Such decision should be proposed to The Meeting of Shareholders for approval an increase 1 position as proposed by the Company's Board Nomination Committee to become the company's directors. Profile of the nominated person to be director is shown in enclosure No.4.

6. 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 2014, the company actually paid totaling 9.48 million baht. Paid to Board of Directors as director fee 8.55 million baht and meeting fee 0.93 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. 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>2015</u>	<u>2014</u>
2.1 Board of Directors		
● Chairman	12,000 baht/meeting	12,000 baht/meeting
● Director	9,000 baht/meeting	9,000 baht/meeting
2.2 Audit Committee		
● Chairman	12,000 baht/meeting	12,000 baht/meeting
● Director	9,000 baht/meeting	9,000 baht/meeting
2.3 Nominating Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	5,000 baht/meeting
2.4 Remuneration Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	5,000 baht/meeting
2.5 Risk Management Committee		
	<u>2015</u>	<u>2014</u>
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	5,000 baht/meeting
2.6 CSR Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	5,000 baht/meeting

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

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

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

7. 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 2014, 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 and/or Mr.Preecha Suan Certified Public Accountant No. 6718 of Office of Dr.Virach & Associates Certified Public Accounts. The audit fees were fixed at amount of 1,915,000.00 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 and/or Mr.Preecha Suan Certified Public Accountant No. 6718 of Office of Dr.Virach & Associates Certified Public Accounts to be our company's auditors in 2015 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 2014.
2. Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378
Audited the company's financial statement for 3 years since 2011-2013.
3. Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202
Never audit the company's financial statements.
4. Mr.Preecha Suan Certified Public Accountant No. 6718
Never audit the company's financial statements.

And fix auditing fee as follows :

Description	2015 (Baht)	2014 (Baht)
1. Review of the financial statement for the first quarter	210,000.00	190,000.00
2. Review of the financial statement for the second quarter	210,000.00	190,000.00
3. Review of the financial statement for the third quarter	210,000.00	190,000.00
4. Audit fee for the year ended December 31	620,000.00	540,000.00
Total	1,250,000.00	1,110,000.00

and propose to the Annual General Meeting of the shareholders to approve 2015 auditing fee in the amount of 1,250,000.00 baht

and acknowledge 2015 auditing fee of the subsidiary companies amounting to 665,000.00 baht. (The auditing fee of the subsidiary companies in 2015 may vary according to number of the subsidiary companies and/ or the actual work incurred during the year.)

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

Description	2015 (Baht)	2014 (Baht)
1. Observation on destroying product	Actual incur	83,890.00
2. Reviewing work of the other auditor	90,000.00	60,000.00

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.

8. Other matters (if any)

The shareholders may register to attend the meeting at the venue of the meeting on such date since 11.00 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 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 within April 20, 2015. As such, the Company Secretary shall be the person to collect the questions and pass them all to the Managing Director for considerations, respectively. In responding to questions in the case, the company will reply to the questions on the date of the Shareholders Meeting.

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. 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 17, 2015 to determine the shareholders who have the right to attend the Annual General Meeting No.36, and the shareholder register book closing date on March 18, 2015 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act.

By the order of the Board of Directors

(Mr.Thirasak Vikitset)
Managing Director

Copy

Minutes of 35th Annual General Meeting

S & J International Enterprises Public Company Limited

The Meeting was held at the conference room of the Chao - Phraya Room No. 2 Montien Riverside Hotel, 372 Rama III Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120 on Tuesday, April 22, 2014 at 13.00 p.m. with 89 persons 130 shareholders and appointed proxies present at the meeting, representing total 127,205,261 shares or 84.84 % 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 35th Annual General Meeting of shareholders was on March 13, 2014 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 14, 2014. There was 901 shareholders totaling 149,930,828 shares

Mr.Boonkiet Chokwatana, Chairman of the meeting, welcomed and expressed thanks to all shareholders attending the General Meeting of Shareholders No.35 on behalf of the Board of Directors. In addition, 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
Chairman of the Remuneration Committee and
Chairman of the Nominating Committee |
| 2. Mrs.Tipaporn | Chokwatana | Vice Chairman of the Board of Directors
Chairman of the Risk Management Committee and
Director of the Nominating Committee |
| 3. Mr.Thirasak | Vikitset | Managing Director
Chairman of the Executive Board
Director of the Nominating Committee and
Director of the Remuneration Committee |
| 4. Dr.Atthakorn | Glankwamdee | Deputy Managing Director
Director of the Executive Board and
Director of the Nominating Committee |
| 5. Admiral Apichart | Pengsritong | Independent Director and
Director of the Corporate Social Responsibility Committee |
| 6. Mr.Khachornsakdi | Vanaratseath | Independent Director and
Chairman of the Audit Committee |

- | | | | |
|-----|----------------|--------------|---|
| 7. | Mrs.Pradittha | Chongwattana | Independent Director
Director of the Audit Committee and
Director of the Risk Management Committee |
| 8. | Mrs.Pismai | Chandrubeksa | Independent Director and
Director of the Remuneration Committee |
| 9. | Mrs.Kaewta | Ongsaranakom | Director of the Board of Directors
Director of the Executive Board
Director of the Nominating Committee and
Director of the Remuneration Committee |
| 10. | Prof.Dr.Malyn | Chulasiri | Director of the Board of Directors
Chairman of the Corporate Social Responsibility Committee and
Director of the Executive Board |
| 11. | Mrs.Chitraporn | Vikitset | Director of the Board of Directors and
Director of the Executive Board |
| 12. | Mrs.Teerada | Ambhanwong | Director of the Board of Directors |

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

- | | | | |
|----|-----------|----------|---|
| 1. | Mr.Surong | Ongkosit | Independent Director and
Director of the Audit Committee |
|----|-----------|----------|---|

Executives

- | | | | |
|----|--------------|------------------|---|
| 1. | Mr.Varith | Tritrapun | Chief Executive Financial Officer
Director of the Executive Board and
Director of the Risk Management Committee |
| 2. | Miss.Sumeth | Surachartchairit | Factory Department Manager
Director of the Executive Board and
Director of the Risk Management Committee |
| 3. | Mr.Simon | Rhoderick Knight | Overseas Business Division Manager and
Director of the Executive Board |
| 4. | Mrs.Thongsuk | Auprathamprakun | Domestic Business Division Deputy Assistant Manager
Director of the Executive Board and
Director of the Corporate Social Responsibility Committee |
| 5. | Mrs.Patchara | Pongwichart | Human Resource Division Deputy Assistant Manager
Director of the Executive Board and
Director of the Corporate Social Responsibility Committee |

Sub-Committees

- | | | |
|-----------------|---------------|--|
| 1. Mrs.Panee | Chantavaraluk | Audit Committee's Secretary
Chief Internal Auditor and
Director of the Risk Management Committee |
| 2. Mrs.Suthanya | Sumana | Director of Executive Board and
Director of the Corporate Social Responsibility Committee |
| 3. Mrs.Daranee | Ajjaneeyakul | Director of Executive Board and
Director of Risk Management Committee |
| 4. Mrs.Tanyanan | Tantikovit | Director of Executive Board |
| 5. Mrs. Rujapa | Srisurang | Director of the Corporate Social Responsibility 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, Mr. Preecha Saun and Miss Pathcharin Kodchaplai, representative from office of Dr.Virach & Associates Certified Public Accounts and Mrs. Kobsuk Sangsawas from Vira Law Office Co.,Ltd. to perform auditing in casting and counting vote.

Mrs.Sukanya Keeratiprasert 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 December 2013 – 31 December 2013. No nominations of Directors and/or 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 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 opportunity to shareholders who cannot attend the meeting may appoint an independent director as a proxy on behalf of the shareholders. which brief contains information in the notice of the meeting enclosure No.6

Mrs.Sukanya Keeratiprasert - Company Secretary 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 approve, disapprove 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 after the meeting commenced, the shareholders 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 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. And in the meeting if shareholders have any questions, please raise their hands and ask questions on the agenda.

After that, the Chairman assigned Mr.Thirasak Vikitset - Managing Director and Mrs.Sukanya Keeratiprasert - Company Secretary to conduct the meeting further according to the meeting agenda.

The managing director conducted the meeting which composed of 8 agendas as follows:

Prior to the commencement of agenda 1, an additional 2 persons and/or proxy, representing 2 shareholders and holding 371,565 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 84 persons, representing 125 shareholders and holding 127,202,719 shares altogether, accounting for 84.84 % of the company's total number of shares already issued and paid-up.

1. Certification of the Minutes of the 34rd General Shareholders' Meeting held on Monday April 22, 2013

The Managing Director asked the meeting to consider and approve the minutes of 34rd General Meeting of Shareholders held on Monday April 22, 2013. 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) and also sent out the minutes together with the invitation letter to the shareholders which the Board of Directors already approved the minute.

There were no additional comments. Managing director Proposed to the Meeting to vote.

This was discussed and unanimously confirmed by the meeting.

With following number of votes

- Approve	125	shareholder with	127,202,719 shares accounting for 100.00%
- Disapprove	0	shareholder with	0 shares accounting for 0 %
- Abstain	0	shareholder with	0 shares accounting for 0 %

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

2. Acknowledgement the Report of the Board of Directors for 2014.

The Managing Director informed the meeting that, the report by The Board of Directors and the company's performance results for year 2013 were published in the 2013 Annual Report in CD-ROM which was sent out in advance 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 the report of the Board of Director for the past year.

The meeting was acknowledged.

3. Approval of the company's 2013 financial statements as of December 31, 2013.

The Managing Director informed the meeting that the company had published Financial Statements, consist of Statements of Financial Position, Statements of Comprehensive Income, Statements of changes in shareholders' equity, Statement of Cash Flows and notes to the financial statements, and the report of the auditor. as at December 31, 2013 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 2013 Annual Report in CD-ROM which was forwarded to the shareholders in advance together with invitation letter in summary as follows:

Descriptions	Consolidated	The separate financial statements
Total Assets	5,583.5	4,625.3
Total Liabilities	2,434.2	2,188.0
Shareholders' Equity	3,149.3	2,437.3
Total Revenues	5,145.9	4,342.1
Profit Attributable to equity holders of the parent company	225.0	196.2
Earnings per Share (Baht)	1.50	1.31

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

This was duly considered and unanimously approved.

With following number of votes

- Approve 125 shareholder with 127,202,719 shares accounting for 100.00%

- Disapprove 0 shareholder with 0 shares accounting for 0 %

- Abstain 0 shareholder with 0 shares accounting for 0 %

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

4. Approval of the 2013 appropriation of profit and annual dividend payment.

In 2013, the company had :

Net Profit for the year 2013 196,229,579 Baht.

Retained earning to be appropriated 1,081,128,596 Baht.

The board proposed appropriation of profit as follows :

4.1 Approval of the distribution of profit for legal reserved.

The Managing Director informed the meeting that 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. As of December 31, 2012, the Company's registered capital was 200,000,000.00 baht and 149,930,828.00 baht of paid-up capital with statutory reserve amounted 20,000,000.00 baht equivalent to 10% of the registered capital. So, it is deemed proper not to appropriate any additional statutory reserve, as the correct amount has already been completely reserved in accordance with the Company's Articles of Association.

There were no shareholder raised any question and comment further. Managing director proposed to the Meeting to vote.

This was duly considered and unanimously approved.

With following number of votes

- | | | | | | |
|--------------|-----|------------------|-------------|-----------------------|---------|
| - Approve | 125 | shareholder with | 127,202,719 | shares accounting for | 100.00% |
| - Disapprove | 0 | shareholder with | 0 | shares accounting for | 0 % |
| - Abstain | 0 | shareholder with | 0 | shares accounting for | 0 % |

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

4.2 Approval of the distribution of 2013 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.

In accordance with the resolution by The Board of Directors' meeting no. 1/2014 held on February 25, 2014, proposed to the shareholders meeting on appropriation dividend payment at 0.80 baht per share totaling 119,944,662.40 baht accounting for 61.12 %. The dividend payments are to be drawn from the company's retained earnings already subject to 30% corporate income tax deduction. The record date to determine names of shareholders who have rights to receive dividend payment will be on May 6, 2014 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 7, 2014. The dividend is scheduled to be paid on May 21, 2014.

Proportion of the said dividend payment is in line with company's dividend payment policy set forth and there is no impact on company's cash flow. Which, the company have unappropriated retained earning to be carried forward is amounting to 961,186,834 baht.

There were no shareholder raised any question and comment further. Managing director proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- | | | | | | |
|--------------|-----|------------------|-------------|-----------------------|---------|
| - Approve | 125 | shareholder with | 127,202,719 | shares accounting for | 100.00% |
| - Disapprove | 0 | shareholder with | 0 | shares accounting for | 0 % |
| - Abstain | 0 | shareholder with | 0 | shares accounting for | 0 % |

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

Prior to the commencement of agenda 5, an additional 1 persons and/or proxy, representing 1 shareholders and holding 100 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 85 persons, representing 126 shareholders and holding 127,202,819 shares altogether, accounting for 84.84 % of the company's total number of shares already issued and paid-up.

5. Appointment the election of directors in replacement of retiring directors and increase another director 1 position.

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,
Chairman of the Executive Board,
Director of the Remuneration Committee and
Director of the Nominating Committee |
| 2. Mrs. Teerada | Ambhanwong | Director of the Board of Directors |
| 3. Mrs. Pradittha | Chongwattana | Company Director, Audit Committee and
Director of Risk management. |
| 4. Mr. Surong | Ongkosit | Company Director and Audit Committee. |

In search of candidates for those retired, the Nomination Committee had considered individually. Its beneficial member who retired on this agenda namely Mr. Thirasak Vikitset did not participate in voting for himself. The Nomination Committee had proposed the Board of Directors to consider and propose the AGM to re-elect all 4 retired Directors for another term.

The Board of Directors excluding beneficial member discussed widely and agreed with the Nomination Committee's consideration guidelines. All of the 4 retired Directors have capabilities and experience of Company's business. They have also contributed beneficiary to the Company all along. Therefore, it would recommend all those 4 retired Directors to be re-elected for another term.

And according to Section 86 of Public Limited Companies Act B.E.2535 Section 86: "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 directors for election at the meeting, no directors who served as directors of other companies that operate business at the same nature and in competition with the company.

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

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve 126 shareholder with 127,202,819 shares accounting for 100.00%
- Disapprove 0 shareholder with 0 shares accounting for 0 %
- Abstain 0 shareholder with 0 shares accounting for 0 %

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

2. Mrs. Teerada Ambhanwong

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve 126 shareholder with 127,202,819 shares accounting for 100.00%
- Disapprove 0 shareholder with 0 shares accounting for 0 %
- Abstain 0 shareholder with 0 shares accounting for 0 %

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

3. Mrs. Pradittha Chongwattana

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve 126 shareholder with 127,202,819 shares accounting for 100.00%
- Disapprove 0 shareholder with 0 shares accounting for 0 %
- Abstain 0 shareholder with 0 shares accounting for 0 %

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

4. Mr. Surong Ongkosit

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- | | | | | | |
|--------------|-----|------------------|-------------|-----------------------|-----------------------|
| - Approve | 126 | shareholder with | 127,202,819 | shares accounting for | 100.00% |
| - Disapprove | 0 | shareholder with | 0 | shares accounting for | 0 % |
| - Abstain | 0 | shareholder with | 0 | shares accounting for | 0 %of the total votes |

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

5.2 Approval to appoint incoming new director.

The Managing Director informed the meeting that, in order to increase its efficiency and perform management better, for preparing to become an ASEAN Economic Community and others. The Board of Directors proposed to add 1 Company's Directors which the Nomination Committee has considered from the qualification of individual person who has knowledge, competence and experience. Professionals in finance and accounting which will be beneficial to the operation of the company in future including the qualifications according to law, notifications and the articles of association. The Board of Directors agreed to propose Mr. Suthep Dansiriviroj to be an additional director for another one position.

There were no shareholder raised any question and comment further. Managing director proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- | | | | | | |
|--------------|-----|------------------|-------------|-----------------------|---------|
| - Approve | 126 | shareholder with | 127,202,819 | shares accounting for | 100.00% |
| - Disapprove | 0 | shareholder with | 0 | shares accounting for | 0 % |
| - Abstain | 0 | shareholder with | 0 | shares accounting for | 0 % |

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

Therefore, directors of the company in 2014 have 14 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
14. Mr. Suthep	Dansiriviroj

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

6. 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 2013, the company actually paid director fee totaling 8.28 million baht. Paid to Board of Director for director fee 7.6 million baht and meeting fee 0.68 million baht. Summary of payment amount paid to each director is reported in the annual report under 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 15 million baht a year as same as before until further change with following payment proposal.

1. 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

	2013	2012
2.1. Board of Directors		
● Chairman	12,000 baht/meeting	12,000 baht/meeting
● Director	9,000 baht/meeting	9,000 baht/meeting
2.2. Audit Committee		
● Chairman	12,000 baht/meeting	12,000 baht/meeting
● Director	9,000 baht/meeting	9,000 baht/meeting

	2013	2012
2.3. Nominating Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	5,000 baht/meeting	5,000 baht/meeting
2.4. Remuneration Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	5,000 baht/meeting	5,000 baht/meeting
2.5 Risk Management Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	5,000 baht/meeting	5,000 baht/meeting
2.6 CSR Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	5,000 baht/meeting	5,000 baht/meeting

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

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

The Company did not pay any other compensation or other benefits to Director besides the aforementioned.

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.

This agenda item must be approved by a vote of at least 2 out of 3 of the total votes of the shareholders present at the meeting.

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve	126	shareholder with	127,202,819	shares accounting for	100.00%
- Disapprove	0	shareholder with	0	shares accounting for	0 %
- Abstain	0	shareholder with	0	shares accounting for	0 %

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

7. Appointment of an auditor and fixing of the auditing fee.

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

For 2013, the shareholders' meeting resolved to appoint

- 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, and fix the company's audit fees totaling 1,100,000.00 baht.

Furthermore, in accordance with the announcement No. Kor Chor 39/2005 by The Securities and Exchange Commission, regarding "The criteria, conditions, and reports pertaining to the disclosure of financial information, and performance results of securities issuing companies (No. 20)", in case the hitherto auditor had served as company auditor for 5 consecutive accounting years, the company was thereby required to seek auditor rotation, by assigning other auditors belonging to the same audit company or from elsewhere, to carry out audit work for the company instead. Otherwise in case the company wished to re-appoint, the former auditor who had completed 5 consecutive years of audit services to act as company auditor again, the interval of 2 accounting years would be required before such a re-appointment could take place.

For 2013, 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. The consideration was based on their independency, performances, good working principles and other qualifications according to the Company's Articles of Association, and the requirements set forth by The Securities and Exchange Commission. 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 2007-2010)
2. Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378
(Audited the company's financial statement for 2 years since 2011-2012)
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 2013 for another year.

Furthermore, above auditors from office of Dr.Virach & Associates Certified Public Accounts, 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 confirmed that these 2 groups of auditors were independent and did not have any prior relationship or any stake holding interests in both the company or its subsidiaries, and were not related to their management, major shareholders, or other parties related to those persons.

Details of auditing fee in the amount of 1,110,000.00 baht were delivered to shareholders together with the invitation letter as follows.

Description	2014 (Baht)	2013 (Baht)
1. Review of the financial statement for the first quarter	190,000.00	190,000.00
2. Review of the financial statement for the second quarter	190,000.00	190,000.00
3. Review of the financial statement for the third quarter	190,000.00	190,000.00
4. Audit fee for the year ended December 31	540,000.00	540,000.00
Total	1,110,000.00	1,110,000.00
5. Audit fee of the 4 subsidiary companies	555,000.00	555,000.00
Grand Total	1,665,000.00	1,665,000.00

and acknowledge the auditing fee of the subsidiary companies in the amounting to 555,000 baht total amounting 1,665,000.00 baht for the company and subsidiary companies's audit fee.

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

Description	2014 (Baht)	2013 (Baht)
1. Observation on destroying product	Actual incur	84,820.00
2. Reviewing work of the other auditor	60,000.00	60,000.00

There were no shareholder raised any question and comment further. Managing director Proposed to the Meeting to vote.

The meeting was asked to consider for approval.

This was duly considered and unanimously approved by the meeting.

With following number of votes

- Approve 126 shareholder with 127,202,819 shares accounting for 100.00%
- Disapprove 0 shareholder with 0 shares accounting for 0 %
- Abstain 0 shareholder with 0 shares accounting for 0 %

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

Prior to the commencement of agenda 8, an additional 4 persons and/or proxy, representing 4 shareholders and holding 2,442 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 89 persons, representing 130 shareholders and holding 127,205,261 shares altogether, accounting for 84.84 % of the company's total number of shares already issued and paid-up.

8. Others (If any)

Khun Piyarat Khunjit attorney from Thai Investors association(TLA), raised questions to the meeting and Khun.Thirasak Vikitset Managing Director, answered the said questions as follows.

Question

1. The company have fraud protection corrupt or not. If not, please give reasons together with future action plan.
2. The company has set up management structure to supports corruption policy or not.
3. The company has conducted a risk assessment of the business relating to corruption or not.
4. The company has expressed its intention to join the program on anti-corruption or not. If not, please give reasons why not.

Answer

The company has signed a declaration ideologies. Thailand alignment private practice in anti-corruption per resolution of The Board of Directors' Meeting No. 1/2014 held on 25 February 2014, Number 299 from IOD

Company's policy to comply with the law, Anti-corruption, The corruption, The guidelines set forth in Ethics in business which the shareholders can see from the company website. These have been implemented and are protected in the future by raising awareness to employees at all levels

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 1.50 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 - 66 years old
Nationality - Thai
Education - Ph.D. Major in Mechanical Engineering, Minor in Operation Research
 University of Illinois at Urbana, U.S.A.

**Training Director Program**

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

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

Number of years as director - 23 years (being Company's Director on April 22, 1991)

Work experiences

Listed Company			Other companies (Non-listed company)	Director/Executive position in other company engaging in competitive / related with the company's business	
Number	Type of Director / Executive				
1 company	1996 -Present	- Director of Sahacogen (Chonburi) PLC.	9 companies		

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

Meeting attendance record in 2014

- The General shareholders 2014 1/1 time
- The Board of Directors 5/5 times
- The Executive Board 17/19 times
- The Nominating Committee 2/2 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 - 58 years old
Nationality - Thai
Education - BA. Major in Public Administration, Minor in English
 From Faculty of Political Science Thammasat University

**Training Director Program**

- Director Certification Program (DCP) class 27/2003
- Role of the Compensation Committee (RCC) class 10/2010
 From Association of Thai Institute of Directors (IOD)

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

Number of years as director - 27 years (being Company's Director on June 22, 1987)

Work experiences

Listed Company		Other companies (Non-listed company)	Director/Executive holding position in other company engaging in competitive / related with the company's business	
Number	Type of Director / Executive			
		10 companies	2008 - Present	- Director of International Laboratories Co.,Ltd..

Company shareholding (personal/spouse/child under legal age) 974,642 shares = 0.65 %

Meeting attendance record in 2014

- The General shareholders 2014 1/1 time
- The Board of Directors 4/5 times
- The Executive Board 15/19 times
- The Nominating Committee 2/2 times
- The Remuneration Committee 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** - 67 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 from Association of Thai Institute of Directors (IOD)

Position in the company - Independent Director, Audit Committee Chairman

Number of years as director - 21 years (being Company's Director on April 26, 1993)

Work experiences

Number	Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related with the company's business	
	Type of Director / Executive				
2 companies	2002 - Present	- Independent Director & Chairman of Audit Committee Far East D.D.B. Public Co.,Ltd.	4 companies	-	-
	2002 - Present	- Independent Director & Chairman of Audit Committee Sahapattanapiboon Public Co.,Ltd.			

Having the following relationship with the Company / parent company / subsidiary / affiliate or corporation that may have conflict of interest at present or during the past 2 years

- Company shareholding	
- Number of Share	142,857
- Number of share with voting right	0.10%
- Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary	None
- Being professional service provider, e.g., auditor, legal advisor	None
- Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support)	None

Meeting attendance record in 2014

- The General shareholders 2014 1/1 time
- The Board of Directors 5/5 times
- The Audit Committee 5/5 times

Type of directorship being nominated - Independent 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)

4. **Name** - Mrs.Pismai Chandrubeksa
Age - 66 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 from Association of Thai Institute of Directors (IOD)

Position in the company - Independent Director/ Remuneration Director

Number of years as director - 5 years (being Company's Director on April 28, 2009)

Work experiences

Number	Listed Companies		Other Companies (non Listed Companies)	Director/Executive position in other company engaging in competitive / related with the company's business	
	Type of Director / Executive				
-	-	-	-	-	-

Having the following relationship with the Company / parent company / subsidiary / affiliate or corporation that may have conflict of interest at present or during the past 2 years

- Company shareholding	
- Number of Share	84,285
- Number of share with voting right	0.05%
- Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary	None
- Being professional service provider, e.g., auditor, legal advisor	None
- Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support)	None

Meeting attendance record in 2014

- The General shareholders 2014 1/1 time
- The Board of Directors 5/5 times
- Remuneration Director 1/1 times

Type of directorship being nominated - Independent 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)

4. **Name** - Admiral Apichart Pengsritong
- Age** - 66 years old
- Nationality** - Thai
- Education** - Master degree in The State Private & Political Sectors Course,
National Defense College (Class of 15th)
- Bachelor of Science, Royal Thai Naval Academy

**Training Director Program**

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

Position in the company - Independent Director/ CSR Director

Number of years as director - 5 years (being Company's Director on November 12, 2009)

Work experiences

Number	Listed Companies		Other Companies (non Listed Companies)	Director/Executive position in other company engaging in competitive / related with the company's business	
	Type of Director / Executive				
-	-	-	-	-	-

Having the following relationship with the Company / parent company / subsidiary / affiliate or corporation that may have conflict of interest at present or during the past 2 years

- Company shareholding	
- Number of Share	85,714
- Number of share with voting right	0.06%
- Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary	None
- Being professional service provider, e.g., auditor, legal advisor	None
- Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support)	None

Meeting attendance record in 2014

- The General shareholders 2014	1/1	time
- The Board of Directors	5/5	times
- The Board of CSR	4/4	times

Type of directorship being nominated - Independent 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 5.2)

- 4. Names** - Pol. Gen. Somchai Prabhasabhakdi
- Age** - 72 years old
- Nationality** - Thai
- Education** - M.P.A, National Institute of Development Administration
- F.B.I. Academy, USA (Class 93)
- Chief of the Army Guard Staff (Class 53)
- National Defense College (Class 6)

**Training Director Program**

- Director Accreditation Program (DAP) class 25/2004
- Director Certification Program (DCP) class 51/2004
- Audit Committee Program (ACP) class 2/2004
- Role of Compensation Committee (RCC) 12/2005
from Association of Thai Institute of Directors (IOD)

Position in the company - Independent Director and Audit Committee

Number of years as director - - years

Work experiences

Listed Companies		Other Companies (non Listed Companies)	Director/Executive position in other company engaging in competitive / related with the company's business	
Number	Type of Director / Executive			
2 company	2004-Present	- Independent Director & Audit Committee I.C.C International Plc.	-	-
	2002- Present	- Independent Director & Audit Committee Sahacogen (Chonburi) Plc.	-	-

Having the following relationship with the Company / parent company / subsidiary / affiliate or corporation that may have conflict of interest at present or during the past 2 years

- Company shareholding	
- Number of Share	None
- Number of share with voting right	None
- Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary	None
- Being professional service provider, e.g., auditor, legal advisor	None
- Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support)	None

Type of directorship being nominated - Independent 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

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

1. Name	- Mr.Khachornsakdi Vanaratseath	
Type of Director	- Independence director and Audit Committee Chairman	
Age	- 67 years old	
Nationality	- Thai	
Address	- 18 Soi Punnawithi 30, Sukhumvit 101 Road, Bangjark, Phra Khanong, Bangkok 10110	
Company shareholding	- 0.10%	
Interest on each agenda	- 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.	

2. Name	- Mrs.Pradittha Chongwattana	
Type of Director	- Independence director and Audit Committee	
Age	- 65 years old	
Nationality	- Thai	
Address	- 466/84 Riverside Tower 2 , Rama 3 Road, Bang Kol, Bang Kholaem, Bangkok, 10120	
Company shareholding	- 0.11%	
Interest on each agenda	- None	

3. Name	- Mr.Surong Ongkosit	
Type of Director	- Independence director and Audit Committee	
Age	- 63 years old	
Nationality	- Thai	
Address	- 119 Soi Lasal 77, Sukhumvit 105 Road, Bangna, Bangkok, 10260	
Company shareholding	- None	
Interest on each agenda	- 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 appointing 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. 36 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) 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) 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) 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.

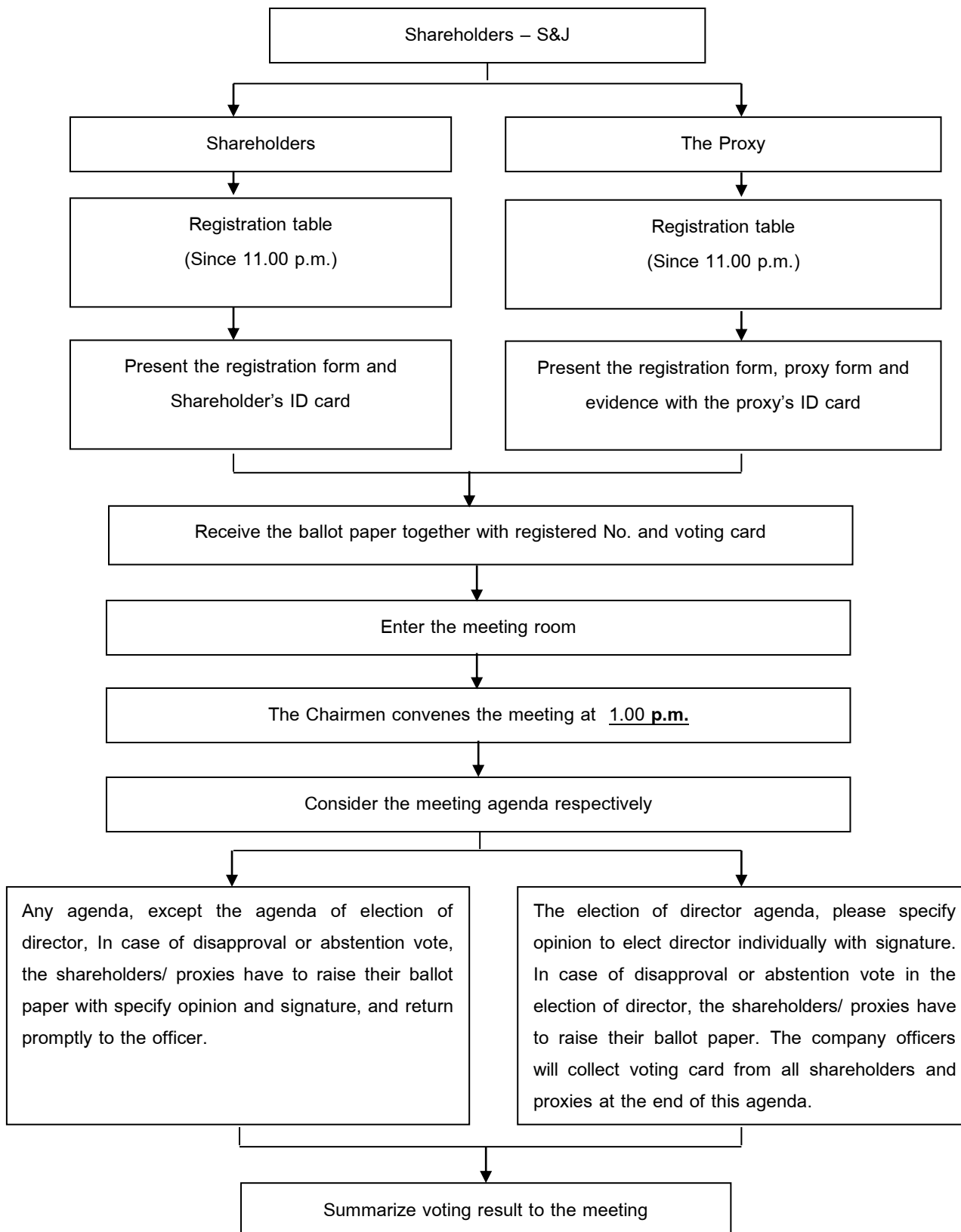
2. The regulations for the meeting

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

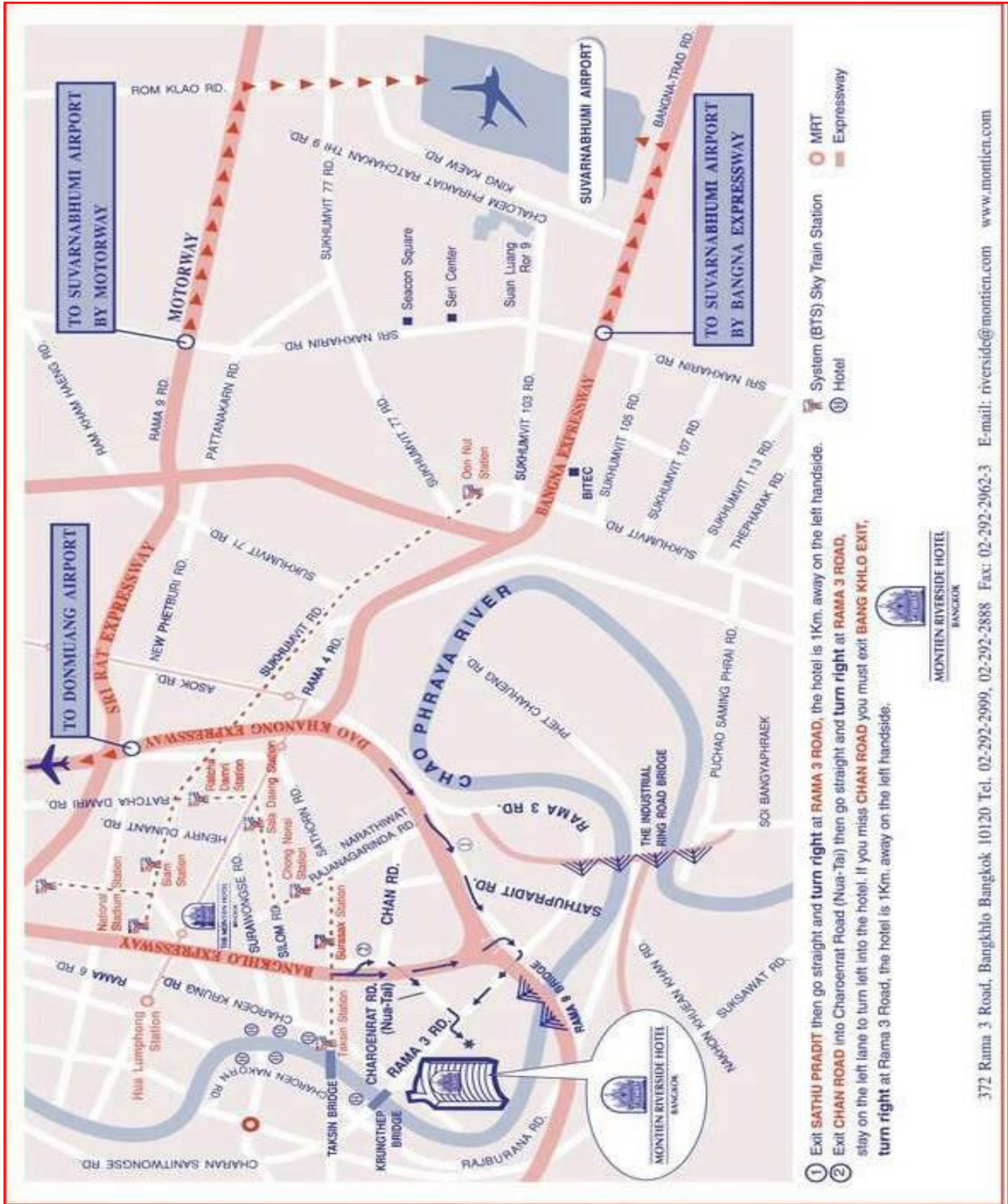
2.2 Casting vote in every agenda is opened.

2.3 Casting vote is 1 share for 1 vote.

The process for the Annual Shareholder’s Meeting No. 36
S & J International Enterprises Public Company Limited
Tuesday, April 28, 2015



Map for the Meeting Venue.



372 Rama 3 Road, Bangkok Bangkok 10120 Tel. 02-292-2999, 02-292-2888 Fax: 02-292-2962-3 E-mail: riverside@montien.com www.montien.com

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 number 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. 36th to be held on Tuesday April 28, 2015 at 13.00 hours at Chao
Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkok, 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 35th General Shareholders' Meeting held on Tuesday April 22, 2014.**

(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 Report of the Board of Directors for 2014.

Agenda 3 : Subject Approval of the company's 2014 financial statement as of December 31, 2014.

(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 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 the election of directors in replacement t of retiring directors and increase another director 1.**

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 to appoint incoming new director.

- (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 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

Enclosure No. 11

- Agenda 7 : 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 8 : 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 mine as shareholders.
- (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 of proxy on behalf of the Shareholder of S & J International Enterprises Public Company Limited.

The General Meeting of Shareholders No.36th to be held on Tuesday April 28, 2015, 13:00 hours at Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkok, 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

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

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

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

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

Agenda No. : Election of Directors (continued)

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
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Name of Director _____
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Name of Director _____
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Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

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 2014 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. 2510 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 :



บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

“เครือข่ายพัฒนา”

ขอเชิญร่วมงาน SAHA GROUP FAIR ครั้งที่ 19

ณ ศูนย์การประชุมแห่งชาติสิริกิติ์ วันที่ 25 – 28 มิถุนายน 2558

เวลา 10.00 น. ถึง 22.00 น.

พบกับรายการ PRE-SALES วันที่ 24 มิถุนายน 2558

Honest Recovery



Good People / Good Product / Good Society