



S & J International Enterprises Public Company Limited

Notice on arrangement of The Annual General Meeting of Shareholders

No. 38

on Monday 24 April, 2017 at 11.00 o'clock

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

Registration starts at 09.00 o'clock

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

March 31, 2017

Notice on arrangement of The General Meeting of Shareholders No. 38

Dear Shareholders of S & J International Enterprises Public Company Limited

- Enclosures :**
1. Copy of The Minutes of the Annual General Meeting of Shareholders No. 37 on Tuesday April 26, 2016.
 2. The 2016 Annual report in CD-ROM format consisting of report of The Board of Directors and Financial Statements for the year ended December 31, 2016 and the 2016 Corporate Sustainability Report.
 3. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
 4. Definition of the "Independent directors".
 5. Information of Independent directors and Audit Committee Directors that company offers to be shareholders' proxy.
 6. Company's Articles of Association relating to the Annual General Meeting of Shareholders.
 7. Documents required prior to attending the meeting, practice rules of the meeting.
 8. Procedures for posting advance questions prior to the shareholders' meeting.
 9. Meeting Attendance Procedures for the Annual General Meeting of Shareholders
 10. Power of Proxy Form B.
 11. Map for the Meeting Venue.
 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 Annual General Meeting of Shareholders No. 38 on Monday, April 24, 2017, at 11.00 at Chao Phraya Room 1, Monthien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120. For this meeting, the Company had given the opportunity to shareholders to propose agenda and nominate candidates to be elected as directors during December 1st, 2016 to December 31st, 2016. There were not any shareholders propose agenda and nominate candidates to be elected as director. Therefore, the company has set meeting venue to consider the following agendas :

1. Certification of The Minutes of the 37th Annual General Shareholders' Meeting held on Tuesday, April 26, 2016.

Fact and reason: The company has prepared the Minutes of such Meeting and submitted to the Stock Exchange of Thailand and the 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.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

2. Acknowledgement of the Report of the Board of Directors for 2016.

Fact and reason: Report of The Board of Directors and the operating results of the company in 2016 already provided in the annual report of 2016 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.

Voting resolution: No voting required since this agenda is intended for acknowledgement purpose.

3. Approval of The Financial Statements for the year ended December 31, 2016.

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 financial statements	The separate financial statements
Total Assets	5,428.80	4,530.69
Total Liabilities	1,736.44	1,570.12
Shareholders' Equity	3,692.36	2,960.57
Total Revenues	5,252.77	4,507.58
Profit Attributable to equity holders of the parent	305.22	315.84
Earnings per Share (Baht)	2.04	2.11

The details above are in the financial statements of the 2016 Annual Report according to enclosure No.2.

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

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

4. Approval of the 2015 Appropriation of Profit and 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 (under the cost method). However, this rate principally depends on economic conditions and business performance of the company.

Comment of The Board: To propose to the shareholder's meeting, to approve profits appropriation as follows:

1. **Legal reserved:** Not to seek further profits allocation for statutory reserve as required by law, since the company has earlier fulfilled its statutory reserve to the level of 10% of its registered capital as required by law already.

2. **Dividend payment** : The propose dividend payments to the shareholders at the rate of Baht 1.20 per share, altogether amounting to totaling 179,916,993.60 baht for operating results for the year 2016. The dividend payments are 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 8, 2017 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 9, 2017 and to be paid on May 23, 2017. Details of dividend payment are as follows :

Details of Dividend Payment	2016 (Propose to pay on May 23, 2017)	2015 (Propose to pay on May 25, 2016)
1. Profit for the year	315,843,869.69 baht	237,463,114.82 baht
2. Number of share	149,930,828 shares	149,930,828 shares
3. Dividend per share	1.20 baht	1.00 baht
4. Total dividend	179,916,993.60 baht	149,930,828.00 baht
5. Payout Ratio	56.96 %	63.14 %

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

5. Appointment the election of directors in replacement of retiring directors

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. Mr.Thirasak | Vikitset | Managing Director, Chairman of the Executive Board,
Director of the Nominating Committee and
Director of the Remuneration Committee |
| 2. Mrs.Teerada | Ambhanwong | Director of the Board of Directors |
| 3. Mr.Suthep | Dansiriviroj | Director of the Board of Directors |
| 4. Mr.Khachornsakdi | Vanaratseath | Independent Director and Chairman of the Audit Committee |
| 5. Mrs.Pradittha | Chongwattana | Independent Directors and Director of the Audit Committee |

In this regard, Mr.Khachornsakdi Vanaratseath indicated his intention not to seek re-nomination.

The company had given the shareholders opportunity to nominate candidate to considered as company director to the shareholders' meeting for 2017 in advance, during the period of December 1- 31, 2016. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For the said nomination process, proper careful consideration were exercised by the Nominating Committee in selecting qualified candidates on an individual basis as the members of

the Nominating Committee with interests did not vote to select themselves, in compliance with the existing company rules and criteria relating to such position consideration. Upon careful consideration of the candidates' qualifications in terms of Board Diversity and qualifications that were in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix. The Nominating Committee unanimously resolved to recommend to The Board of Directors to nominate above 4 outgoing directors to re-elect these persons to serve another term as company directors.

Comment of the Board : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the qualifications of those persons being nominated as directors on an individual basis. Due consideration were given to their qualifications in terms of professional expertise, work proficiency beneficial to company operations and capable of fulfilling essential requirements, accompanied by good leadership, sound vision, good ethics and morality, and supported by good past performances record, either as company director or member of various sub-committees for the company so far. At the same time, The Board of Directors ensured that candidates did not possess any qualification restriction or forbidden aspect under the law, regulations and article of association. Accordingly, the Board of Directors resolved to endorse the proposal by the Nominating Committee, to nominate the 4 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

1. Mr.Thirasak Vikitset
2. Mrs.Teerada Ambhanwong
3. Mr.Suthep Dansiriviroj
4. Mrs.Pradittha Chongwattana

At the same time, to consider the election of Mr.Khachornsakdi Vanaratseath to replace Mr.Amorn Asvanunt, the retiring director who wished not to seek re-nomination.

Mrs. Pradittharam Chongvatana has knowledge in law who is an independent director positions for more than nine years, which can give recommendations to be beneficial to the company operation. She also was qualification under requirements of independent directors. She is capable knowledge, ability and experience as required by the company and she can also function as an independent director as well.

Enclosed please find the profile of the persons being nominated as directors and the Definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per attachment no.3 and no 4.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

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 2016, the shareholders' meeting has earlier approved

annual directors' remuneration budget limit not exceeding 15,000,000 baht and assigned the Remuneration Committee to allocate remuneration on such budget amount. The company actually paid totaling 10,227,000 baht. Paid to Board of Directors as director fee 9,000,000 baht and meeting fee 1,840,000 baht. Summary of payment amount paid to each director of the Board of Directors of 654,000 baht together with meeting allowances for the Audit Committee of 147,000 baht, meeting allowances of the Nominating Committee of 76,000 baht, meeting allowances for the Remuneration Committee of 68,000 baht, meeting allowances for the Risk Management Committee of 58,000 baht, meeting allowances for the Corporate Social Responsibility Committee of 72,000 baht, and meeting allowances for the Corporate Governance Committee of 152,000 baht.

Details of the criteria for the directors' remuneration were based on the consideration of The Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders meeting, the remuneration payment amount for the previous year and the comparison with other companies in similar businesses.

For the year 2017, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding 15,000,000 baht same as the year earlier, according to remuneration details as follows :

1. Annual remuneration : Payment 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 : 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.

Details of meeting allowance payments were as follows:

	2017 (baht/meeting)	2016 (baht/meeting)
Board of Directors		
Audit Committee		
● Chairman	12,000	12,000
● Director	9,000	9,000
Nominating Committee		
Remuneration Committee		
Risk Management Committee		
Corporate Social Responsibility Committee		
Corporate Governance Committee		
● Chairman	10,000	10,000
● Director	8,000	8,000

3. Other remuneration : - None -

Comment of The Board: The Board of Directors resolved to propose to the shareholders, meeting to approve yearly directors. Remuneration budget not exceeding Baht 15 million per year (same as the remuneration budget in the previous year), as proposed by the Remuneration committee since such remuneration was appropriate and reflected the director's authority, duty, and responsibility scope, as well as the company's operating results and business growth. Additionally, the remuneration was based on criteria comparable to other companies in the same business sector.

Voting resolution: A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

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 2016, 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 Dr.Preecha Suan, Certified Public Accountant No. 6718 of Dr.Virach & Associates Office Co.,Ltd.

Audit Committee to propose to the shareholders 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 and/or Mr.Preecha Suan Certified Public Accountant No. 6718 of Dr.Virach & Associates Office Co.,Ltd. to be our company's auditors in 2017 for another year by:

- | | | |
|--------------------------------|--------------------------------------|---|
| 1. Mr.Chaiyakorn Aunpitipongsa | Certified Public Accountant No. 3196 | Audited the company's financial statement since 2014. |
| 2. Dr.Virach Aphimeteetamrong | Certified Public Accountant No. 1378 | Audited the company's financial statement since 2011-2013. |
| 3. Mr.Apiruk Ati-anuwat | Certified Public Accountant No. 5202 | Never audit the company's financial statements. |
| 4. Dr.Preecha Suan | Certified Public Accountant No. 6718 | Audited the company's financial statement since 2015-present. |

And fix auditing fee as follows :

Description	2017 (Baht)	2016 (Baht)
1. Review of the financial statements for the first quarter	225,000.00	210,000.00
2. Review of the financial statements for the second quarter	225,000.00	210,000.00
3. Review of the financial statements for the third quarter	225,000.00	210,000.00
4. Audit fee for the year ended December 31	700,000.00	620,000.00
Total	1,375,000.00	1,250,000.00

and propose to the Annual General Meeting of the shareholders to approve 2017 auditing fee in the amount of 1,375,000.00 baht and acknowledge the 2017 auditing fee of the subsidiary companies amounting to 1,010,000.00 baht. (The auditing fee of the subsidiary companies in 2017 may vary according to number of the subsidiary companies and/ or the actual work which would incur during the year.)

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

Description	2017 (Baht)	2016 (Baht)
1. Observation on destroying product	Actual incur	85,000.00
2. Reviewing work of the other auditor	90,000.00	90,000.00

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 Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378 and/or Mr.Apiruk Ati-anuwat, Certified Public Accountant No. 5202 and/or Dr. Preecha Suan, Certified Public Accountant No. 6718 of Dr.Virach & Associates Office Co.,Ltd. to be our company's auditors in 2017 for another year. By considering his work, independent, audit fee and qualifications according to 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. So, the proposed auditors have no relationship or no interest with the Company / subsidiary companies/ executives / major shareholders or the above related mentioned persons. The auditors of the 6 subsidiaries are auditors from Dr.Virach & Associates Office Co.,Ltd. which is the same auditing firm as S&J. The Company considered that the auditors and their team of Dr.Virach & Associates Office Co.,Ltd. have good knowledge and experience in our business and also provide auditing timing, give importance on working delivery process together with coordinating in work planning.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights

8. Other matters (if any)

The Board of Directors hereby invites the shareholders to attend the meeting according to the time, date and place specified above. The registration for meeting attendance shall open 2 hours prior to meeting commencement, starting from 11.00 a.m. onwards. To ensure you full benefits and safeguard you own interest, should you need the company to clarify any proposed meeting agenda, you may send your inquiry in advance. Please see additional details per attachment no.8

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 the 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.5

All documents that have to be returned to the Company no less than one working day prior to the meeting by address to :

Mr. Sumit Khopaiboon (Company Secretary)
S & J International Enterprises Public Company Limited
2 Naradhiwas Rajanagarindra Rd., 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 7, and present them to the registration staff on the date of the meeting.

By the order of the Board of Directors

(Mr.Thirasak Vikitset)
Managing Director

Minutes of 37th 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 26, 2016 at 1.00 p.m. presently being attended by 42 shareholders present in person, representing 23,497,522 shares or 15.67% out company shares already issued and paid-up. Accordingly, and 54 shareholders by proxy, representing 101,956,512 shares or 15.67% of company shares already issued and paid-up. Accordingly, thereby rendering the total number of shareholders and proxies attending the meeting to become 72 persons, representing total 96 shareholders, holding 125,454,034 shares or 83.67% of company shares already issued and paid-up. 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 a half 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 37th Annual General Meeting of shareholders was on March 17, 2016 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 18, 2016. There was 853 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.37 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 and
Director of the Nominating Committee |
| 3. Mr.Thirasak | Vikitset | Managing Director
Chairman of the Executive Board
Chairman of the Risk Management Committee
Director of the Nominating Committee and
Director of the Remuneration Committee |
| 4. Dr.Atthakorn | Glankwamdee | Deputy Managing Director
Director of the Executive Board
Director of the Nominating Committee and
Director of the Risk Management 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 and
Director of the Audit 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
Director of the Remuneration Committee and
Director of the Corporate Governance Committee |
| 10. Prof.Dr.Malyn | Ungsurungsie | 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 |
| 13. Mr.Surong | Ongkosit | Independent Director and
Director of the Audit Committee |
| 14. Mr. Suthep | Dansiriviroj | Director of the Board of Directors |

The Company's Directors attending in the 37th Annual General Meeting were 14 persons equal to 93.33% of total directors.

Directors were absent from the meeting due to overseas assignments, namely:

- | | |
|-----------------------------------|---|
| 1 POL.GEN. Somchai Prabhasabhakdi | Independent Director
Director of the Audit Committee and
Chairman of the Corporate Governance Committee |
|-----------------------------------|---|

Executives

- | | |
|---------------------------------|--|
| 1. Mr.Varith Tritrapun | Chief Executive Financial Officer and
Director of the Corporate Governance 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 |

Executives

- | | | |
|-----------------|-----------------|---|
| 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 Governance Committee |

Sub-Committees

- | | | |
|--------------------|--------------|--|
| 1. Mrs.Suthanya | Sumana | Director of Executive Board and
Director of the Corporate Social Responsibility Committee |
| 2. Mrs.Daranee | Ajjaneeyakul | Director of Executive Board and
Director of Risk Management Committee |
| 3. Mrs.Tanyanan | Tantikovit | Director of Executive Board and
Director of the Corporate Social Responsibility Committee |
| 4. Mrs. Rujapa | Srisurang | Director of the Corporate Social Responsibility Committee |
| 5. Mr.Pattara | Vikitset | Director of Risk Management Committee |
| 6. Miss.Thatsruang | Saengwichian | Director of the Corporate Social Responsibility Committee |

Company Secretary

- | | | |
|----------|------------|---|
| Mr.Sumit | Khopaiboon | Director of Corporate Governance and
Account and Finance Section Manager |
|----------|------------|---|

Auditor From Dr.Virach & Associates Office Co.,Ltd.

- | | |
|---------------|---------------|
| Mr.Chaiyakorn | Aunpitipongsa |
| Dr. Preecha | Saun |

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, Miss Pathcharin Kodchaplai , representative from office of Dr.Virach & Associates Office Co.,Ltd. and Mrs. Kobsuk Sangsawas and Miss Supanni Lueangsathit from Vira Law Office Co.,Ltd. to perform auditing in casting and counting vote.

Mr.Sumit Khopaiboon, company secretary, 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 13 November 2015 – 31 December 2015. 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 E-mail address : sumit_k@snjinter.com or registered mail to the company as specified in the notice of the meeting enclosure No.8. 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.5

Mr.Sumit Khopai boon, 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 agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain only by deducting from the all attended votes.

Remaining balance votes will be accounted as agree for that agenda. In case of shareholders gave proxies to other person to attend the meeting and casting their vote per shareholders' desire by delivered proxies in advance, the company registered votes per shareholders' desire in compiling information system.

In case there are any shareholders 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 and transparent vote, Company will count the vote with Barcode System which 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 Mr.Sumit Khopai boon 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, there were no additional shareholders/appointed proxies attending the meeting.

1. Certification of The Minutes of the 36th General Shareholders' Meeting held on Tuesday April 28, 2015

The Managing Director asked the meeting to consider and approve the minutes of 36th General Meeting of Shareholders held on Tuesday April 28, 2015. 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.

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034	shares accounting for	100.00 %
Disapprove	0	shareholder with	0	shares accounting for	0 %
Abstain	0	shareholder with	0	shares accounting for	0 %

Prior to the commencement of agenda 2, there were no additional shareholders/appointed proxies attending the meeting.

2. Acknowledgement of the Report of the Board of Directors for the year 2015.

The Managing Director informed the meeting that, the report by The Board of Directors and the company's performance results for year 2015 were published in the 2015 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 as follows :

(Unit : Million Baht)

Descriptions	Consolidated		differentiated	% differentiated
	2015	2014		
Total Assets	5,310	5,683	(373)	(6.56)
Total Liabilities	1,828	2,203	(375)	(17.02)
Total Shareholder's Equity	3,481	3,480	1	0.03
Total Sales	5,292	5,604	(312)	(5.57)
Total Expenses	5,043	5,379	(336)	(6.25)
Profit attributable to Equity holders of the parent	253	217	36	16.59
Earnings per Share (Baht)	1.69	1.45	0.24	16.55

From Thai economic circumstance, the company has confronted with various challenges in carrying out its business. However, the company has maintained its potential and also its growth in sustainability operation with the financial position and operation as follows:

Total Assets : In 2015 amounted Baht 5,310 Million, decreased from last year Baht 373 Million or 6.56% mainly due to:

- 1.Account receivables decreased Baht 151 Million from decrease in sales.
- 2.Investment in available-for-sales securities Baht 140 Million due to decrease in fair value of investments.

Total Liabilities : In 2015 amounted Baht 1,828 Million, decreased from last year Baht 375 Million or 17.02 % mainly due to decrease in bank overdrafts and short-term borrowings from financial institutions from increase in liquidity.

Shareholders' Equity : In 2015 amounted Baht 3,481 million, increased Baht 1 Million or 0.03% mainly due to:

1. Unappropriated retained earnings increased Baht 126 Million from equity holder of the parent Baht 253 Million and dividend payment Baht 127 Million.
2. Other components of the shareholders' equity decreased Baht 116 Million from loss from remeasuring of investments in available-for-sales securities Baht 120 Million.

Total Revenues : In 2015 amounted Baht 5,292 Million, decreased 312 Million or 5.57% mainly due to decrease in local sales Baht 400 Million due to Thai economic slowdown, reflecting restricted purchasing power, also coupled with caution consumer spending. However, export sales increased Baht 73 Million due to product development with customer and creative of new innovative products, together with expansion market to new customers in order to increase revenues and profit.

Total Expenses : In 2015 amounted Baht 5,043 Million, decreased 336 Million or 6.25% mainly from decrease in cost of sales Baht 329 Million due to improve their efficiency in production including ability in procurement by sourcing quality raw materials and packaging with reasonable price and also increase in efficiency of inventory management.

Net profit attributable to equity holders of the parent : In 2015 amounted Baht 253 Million, increased Baht 36 Million or 16.59% due to changing their working strategy and procedure to control cost of production, selling and administrative expenses together with finance cost.

Other descriptions are described in the 2016 Annual Report in the title MD&A in pages 100-106.

In addition, the Managing Director informed the meeting that the progress in the alignment private practice Thailand in the fight against corruption is as follows:

- 1.The Board of Directors approved the policy against corruption.
- 2.Training company's directors, executives and employees to understanding the policies together with orientation new employees.
- 3.Set up the working group to coordinate with internal auditor to review , revise and issue the guidelines to against corruption.

4.The Board of Director approved the practice compliance with the policy against corruption on March 22, 2016.

However, the company expect to filing to get the certificate from the Board of the private practice Thailand in the fight against corruption within 2016.

The Managing Director gave a chance for inquiry to shareholders. Khun Anu Wongsarakij, the minority shareholder, raised questions to the meeting and Khun Boonkiet Chokwatana - Chairman, Khun Thirasak Vikitset - Managing Director, answered the questions as follows:

Question

In 2015, the company has decreased in sales but still maintain its profit. Except for the slowdown economic that result the sale of the company and currently, various import goods are in the cosmetic business. How do competitors might be factor to effect the revenues of the company?

Answer

Due to the company is manufacturer, the import goods may not material impact to the company's sales. In 2015, the local sales were decreased by customers has maintained their stock of goods and decrease in their orders. We expect in 2016, order from customers will become normal. For export sales, the company has developed their efficiency and cost of production to increase its competitiveness.

Question

For export sales, Does the company has potential to increase its products?

Answer

Actually, the company has been contacted in trading with our foreign customers to sale our products by continuously developing our products.

The meeting was asked to acknowledge the report of the Board of Director for the past year.

The meeting was acknowledged.

Prior to the commencement of agenda 3, there were no additional shareholders/appointed proxies attending the meeting.

3. Approval of The Financial Statements for the year ended December 31, 2015.

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, 2015 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 2015 Annual Report in CD-ROM which was forwarded to the shareholders in advance together with invitation letter in summary 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 company	217.2	202.0
Earnings per Share (Baht)	1.45	1.35

The Managing Director gave a chance for inquiry to shareholders. Khun Anu Wongsarakij , the minority shareholder, raised questions to the meeting and Khun Thirasak Vikitset - Managing Director and Khun Sumit Khopaiboon - Company's Secretary and Account and Finance Section Manager, answered the questions as follows:

Question

Investment properties increase from last year Baht 70 Million to Baht 106 Million from transferred land Baht 53 Million and Depreciation Baht 13 Million, please explain.

Answer

The increase in investment properties is land for rental to a related company.

Question

Loss from decrease in value of investment in other company Baht 1 Million, please explain.

Answer

Due to the book value of the other company decreased in this year, that occurred the loss in the said investments.

Question

Please explain the detail of loss from remeasuring of investment in available-for-sale securities

Answer

Investment in available-for-sale securities, mainly is investment in Sahacogen (Chonburi) Plc. which its fair value at the end of the year were decreased, resulting the said loss.

Question

Due to the company had the loss on destruction of inventories, please explain the policy for the said inventories.

Answer

For the destruction of inventories, a part of them was able to compensate with customers and recorded it as other income.

Question

Due to the fixed deposit was decreased Baht 7 Million, Does the company has provided it for any investment?

Answer

The said deposit was the fixed deposit of subsidiary from increased its share capital and was temporarily deposited. Currently it has used in operation.

Question

For loss from forward exchange contracts, Does the company has SWOP or using any financial instruments.

Answer

Mostly, the company has been forwarded the exchange rates.

When no further questions the shareholders, Managing Director proposed to the meeting to vote.

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

Meeting resolution The meeting approved the financial statements ending December 31, 2015 by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034	shares accounting for	100.00 %
Disapprove	0	shareholder with	0	shares accounting for	0 %
Abstain	0	shareholder with	0	shares accounting for	0 %

Prior to the commencement of agenda 4, there were no additional shareholders/appointed proxies attending the meeting.

4. Approval of the 2015 Appropriation of Profit and Dividend payment.

In 2015, the company had :

Net Profit for the year 2015	=	237,463,115.00	Baht.
Retained earning to be appropriated	=	1,272,560,498.00	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, 2015, 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.

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034	shares accounting for	100.00 %
Disapprove	0	shareholder with	0	shares accounting for	0 %
Abstain	0	shareholder with	0	shares accounting for	0 %

4.2 Approval of the distribution of dividend payment for year 2015

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 operating performance of the company

According to resolution of the Board of Directors meeting No 1/2016 held on February 23, 2016, the Board of Directors resolved to propose for dividend payment at the rate of Baht 1.00 per share amounting Baht 149,930,828.00 accounting for 63.14% of net profits. The dividend payments are to be drawn from the company's retained earnings divided 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 the Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive dividend payment will be on May 12, 2016 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 13, 2016 and to be paid on May 25, 2016.

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 still have unappropriated retained earning to be carried forward is amounting to 1,122,629,670.00 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.

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders	with	125,454,034	shares accounting for	100.00	%
Disapprove	0	shareholder	with	0	shares accounting for	0	%
Abstain	0	shareholder	with	0	shares accounting for	0	%

Prior to the commencement of agenda 5, there were no additional shareholders/appointed proxies attending the meeting.

5. Appointment the election of directors in replacement of retiring directors

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 has 15 members, whereby 5 directors were due to retire at this shareholders' meeting as follows:

- | | | |
|-------------------|--------------|---|
| 1. Mr.Boonkiet | Chokwatana | Chairman of the Board of Directors,
Chairman of the Nominating Committee and
Chairman of the Remuneration Committee |
| 2. Mrs.Tipaporn | Chokwatana | Vice Chairman of the Board of Directors,
and Nominating Director |
| 3. Prof.Dr.Malyn | Ungsurungsie | Chairman of the CSR Committee and
Company Director, Executive Director |
| 4. Mrs.Chitraporn | Vikitset | Company Director and Executive Director |
| 5. Mr.Surong | Ongkosit | Independent Directors and Audit Committee Director |

The Company had earlier provided shareholders with the opportunity to nominate candidates to be elected as directors prior to the general meeting of shareholders. However, no shareholder submitted the name of person to be considered for the election of directors.

In search of candidates for those retired, the Nomination Committee had considered individually. Its beneficial member who retired on this agenda namely Mr.Boonkiet Chokwatana and Mrs.Tipaporn Chokwatana did not participate in voting for themselves. The Nomination Committee had proposed the Board of Directors to consider and propose to the AGM to re-elect all 5 retired Directors for another term.

The Board of Directors excluding those directors having possible conflict of interests, had paid careful consideration to the qualifications of those persons being nominated as directors on an individual basis. Due consideration were given to their qualifications in terms of professional expertise, work proficiency beneficial to company operations and capable of fulfilling essential requirements, accompanied by good leadership, sound vision, good ethics and morality, and supported by good past performances record, either as company director and member of various sub-committees for the company so far. At the same time, The Board of Directors endured that candidates did not process any qualification restriction or forbidden aspect as specified in Article 68 of The Public Company Act B.E. 2535, and the requirement of The Securities and Exchange Commission. Accordingly, The Board of Directors adopted the resolution agreeing with The Nominating Committee's opinion.

And according to Section 86 of Public Limited Companies Act B.E.2535 : "A public company director is not allowed to engage in similar businesses and compete against the company for either his own or other benefit unless the candidate disclosed his business dealing to the shareholders prior to the election". Therefore, please be informed that the proposed director is director of another company engaging in similar businesses and/or competing with S&J is Mrs.Tipaporn Chokwatana who is a Vice Chairman of the Board of Directors of International Laboratories Co.,Ltd. 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 in pages 19 - 23.

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.Boonkiet Chokwatana

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

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders	with	125,454,034	shares	accounting for	100.00	%
Disapprove	0	shareholder	with	0	shares	accounting for	0	%
Abstain	0	shareholder	with	0	shares	accounting for	0	%

2. Mrs.Tipaporn Chokwatana

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

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034 shares accounting for 100.00 %
Disapprove	0	shareholder with	0 shares accounting for 0 %
Abstain	0	shareholder with	0 shares accounting for 0 %

3. Prof.Dr.Malyn Ungsurungsie

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

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034 shares accounting for 100.00 %
Disapprove	0	shareholder with	0 shares accounting for 0 %
Abstain	0	shareholder with	0 shares accounting for 0 %

4. Mrs.Chitraporn Vikitset

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

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034 shares accounting for 100.00 %
Disapprove	0	shareholder with	0 shares accounting for 0 %
Abstain	0	shareholder with	0 shares accounting for 0 %

5. Mr.Surong Ongkosit

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

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034 shares accounting for 100.00 %
Disapprove	0	shareholder with	0 shares accounting for 0 %
Abstain	0	shareholder with	0 shares accounting for 0 %

Therefore, directors of the company in 2016 have 15 members as per listed below:

- | | |
|----------------------|----------------|
| 1. Mr.Boonkeit | Chokwatana |
| 2. Mrs.Tipaporn | Chokwatana |
| 3. Mr.Thirasak | Vikitset |
| 4. Dr.Atthakorn | Glinkwamdee |
| 5. Admiral Apichart | Pengsritong |
| 6. Mrs.Kaewta | Ongsaranakom |
| 7. Prof.Dr.Malyn | Ungsurungsie |
| 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 |
| 15. POL.GEN. Somchai | Prabhasabhakdi |

By having an independent directors 1 in 3 of The Board of Company numbering 6 persons or 40% and they are Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, Mr.Surong Ongkosit, Admiral Apichart Pengsritong, Mrs.Pismai Chandrubeksa, and POL.GEN. Somchai Prabhasabhakdi and the Audit Committee consists of Mr.Khachornsakdi Vanarateseath, Mrs.Pradittha Chongwattana, Mr.Surong Ongkosit, and POL.GEN. Somchai Prabhasabhakdi.

Prior to the commencement of agenda 6, there were no additional shareholders/appointed proxies attending the meeting.

6. Approval of 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". The shareholders' meeting had earlier approved annual directors' remuneration budget not exceeding Baht 15 million baht and assigned The Remuneration Committee to allocate said budget amount as authorized by the shareholders' general meeting.

For 2015, the company actually paid director fee totaling 10.07 million baht. Paid to Board of Director for director fee 9.00 million baht and meeting fee 1.07 million baht. Summary of payment amount paid to each director is reported in the annual report under Management structure Re: Remuneration.

For 2016, the Board of Director has considered/agreed with the Remuneration Committee proposed. The Meeting was asked to approve this the Company to pay Remuneration fee to the Directors in the amount not exceeding Baht 15.0 million, equal to last year. does not include compensation or other benefits received as, officer or employee of the Company. By comparing with the level in the same practice, including the authority and responsibility. The Board of Directors asked the committee to consider compensation in the amount allocated to shareholders' approval. The amount limit is effective from date the meeting approved until the next change. Payment are as follows.

1. Annual Remuneration

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

2. Meeting fee

	2016	2015
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	8,000 baht/meeting
2.4. Remuneration Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	8,000 baht/meeting
2.5 Risk Management Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	8,000 baht/meeting
2.6 CSR Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	8,000 baht/meeting

	2016	2015
2.7 CG Committee		
● Chairman	10,000 baht/meeting	10,000 baht/meeting
● Director	8,000 baht/meeting	8,000 baht/meeting

2.8 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 to the Board of Directors.

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.

3.Other remuneration : - None-

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

The meeting was requested to consider above proposal, whereby not less than 2/3 of the votes present at the meeting would be required to adopt the resolution.

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.

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034	shares accounting for	100.00	%
Disapprove	0	shareholder with	0	shares accounting for	0	%
Abstain	0	shareholder with	0	shares accounting for	0	%

Prior to the commencement of agenda 7, there were no additional shareholders/appointed proxies attending the meeting.

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 2015, 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 and/or
- Mr. Preecha Saun Certified Public Accountant No. 6718

of Dr.Virach & Associates Office Co.,Ltd. and fix the company's audit fees totaling 1,125,000.00 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 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 2016, 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. Preecha Saun Certified Public Accountant No. 6718
Audited the company's financial statement in 2015
2. Mr.Chaiyakorn Aunpitipongsa Certified Public Accountant No. 3196
Audited the company's financial statement in 2014
3. Dr.Virach Aphimeteetamrong Certified Public Accountant No. 1378
Audited the company's financial statement since 2011-2012
4. Mr.Apiruk Ati-anuwat Certified Public Accountant No. 5202
Never audit the company's financial statements

of Dr.Virach & Associates Office Co.,Ltd. to be our company's auditors for another year. Any one of the above mentioned auditors is empowered to audit and sign on audit reports.

Furthermore, the above auditors from Dr.Virach & Associates Office Co.,Ltd., 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. Auditors of The Company and the subsidiaries 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 for year 2016 are as follows.

Description	2016 (Baht)
1. Audit Company Financial Statements – Annual	480,000.00
2. Audit Consolidated Financial Statements – Annual	140,000.00
3. Audit Company Financial Statements – Quarter 1,2,3	390,000.00
4. Audit Consolidated Financial Statements – Quarter 1,2,3	240,000.00
Total	1,250,000.00

At the same time, to also inform the shareholders' meeting of the audit remuneration budget for the 5 subsidiary companies, whereby payments were made only for audit services without any other payment for non-audit services for total amount Baht 920,000 baht. Audit fee of the subsidiary company in 2016 based on a number of its subsidiaries and / or the actual amount of work incur during the year.

For other services received from Dr.Virach & Associates Office Co.,Ltd. were as follows:

Description	2016 (Baht)
1. Observation on destroying product	Actual incur
2. Reviewing work of the other auditor	90,000.00

The Managing Director gave a chance for inquiry to shareholders. Khun Anu Wongsarakij, the minority shareholder, raised questions to the meeting and Khun Thirasak Vikitset - Managing Director and Khun Sumit Khopaiboon - Company's Secretary and Account and Finance Section Manager, answered the questions as follows:

Question

Why does the service fee for observation on destroyed product has no specified as the same as last year.

Answer

The service fee for observation on destroyed product will be charged at actual as the same as last year.

When no further questions the shareholders, Managing Director proposed to the meeting to vote.

The meeting was asked to consider for approval.

Meeting resolution The meeting endorsed the minutes by majority votes out of the total votes representing the attending shareholders with the voting rights.

Approve	96	shareholders with	125,454,034	shares accounting for	100.00 %
Disapprove	0	shareholder with	0	shares accounting for	0 %
Abstain	0	shareholder with	0	shares accounting for	0 %

8. Others (If any)

Khun Anu Wongsarakij , the minority shareholder, raised questions to the meeting and Khun Thirasak Vikitset - Managing Director and Khun Sumit Khopaiboon - Company's Secretary and Account and Finance Section Manager, answered the questions as follows:

Question

Please explain the potential of business.

Answer

In the first quarter, the company still has good performance.

Question

Please explain the policy of investment in Sahocogen (Chonburi) Plc. and how does it result to the revenue and profit of the company?

Answer

The company has been invested in Sahocogen (Chonburi) Plc. since the beginning and expect the opportunity to return income to the company. Due to the operation of Energy business were decreased from world energy market, result to the operation of energy power plant in the same way. However, the company believes that the said investment shall provide worth return.

When no further questions from the shareholders. The Chairman thanked all shareholders for all of you for taking the time to attend the meeting.

The meeting adjourned at 2.00 p.m.

Mr.Boonkiet Chokwatana

(Mr.Boonkiet Chokwatana)

Chairman

Minute recorder

Mr.Sumit Khopaiboon

(Mr.Sumit Khopaiboon)

Company Secretary

Profile of directors to replace those retiring upon term completion (Agenda 5)

1. **Names** : Mr.Thirasak Vikitset
- Age** : 65 years old
- Nationality** : Thai
- Education** : - MBA , Clark University, Worcester, Massachusetts, U.S.A.
- B.S.Engineering, WorcesterPolytechnic Institute, Massachusetts, U.S.A.

**Training Director Program :**

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

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

Position in the company : Managing Director, Chairman of the Executive Board,
Nominating Committee Director, Remuneration Committee Director

Date of Appointment : April 22, 1985

Number of years as director : 32 years

Experience, Knowledge/Expertise : Planning for business strategy, business development, human development to cope with market changing. Integrative marketing.

Work experiences

Number	Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
	Director / Executive position				
1 companies	1996 -Present	- Director of Sahacogen (Chonburi) PLC.	19 companies	-	-

Company shareholding (personal/spouse/child under legal age) 2,646,174 shares = 1.76 %

Meeting attendance record in 2016 :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	5/5	times
The Executive Board meeting	18/20	times
The Nominating Committee meeting	2/2	times
The Remuneration Committee meeting	2/2	times

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of directors to replace those retiring upon term completion (Agenda 5)

2. Names : Mrs.Teerada Ambhanwong
Age : 46 years old
Nationality : Thai
Education : MBA. From Sasin



Training Director Program :

- Director Accreditation Program (DAP) class 3/2003
- Director Certification Program (DCP) class 51/2004
 By Association of Thai Institute of Directors (IOD)

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

Position in the company : Company Director

Date of Appointment : April 26, 1998

Number of years as director : 19 years

Experience, Knowledge/Expertise : Marketing Brand Management Product Business Development Product development Distribution, a joint venture of International Trade. Business Lifestyle

Work experiences

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position			Number	
2 companies	2008 – Present 1999 – Present	- Managing Director of O.C.C. PLC. - Director of People's Garment PLC.	19 Company	2011- Present	Director of International Laboratories Co.,Ltd.

Company shareholding (personal/spouse/child under legal age) 867,857 shares = 0.58 %

Meeting attendance record in 2016 : The General shareholders meeting 1/1 time
 : The Board of Directors' meeting 5/5 times

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of directors to replace those retiring upon term completion (Agenda 5)

3. **Names** : Mr.Suthep Dansiriviroj
Age : 68 years old
Nationality : Thai
Education : B.A. Accountancy, Thammasat University.



Training Director Program :

- Director Accreditation Program (DAP) class 32/2005
- Director Certification Program (DCP) class 60/2005
- Risk Management Committee Program (RMP) 5/2014
By Association of Thai Institute of Directors (IOD)

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

Position in the company : Company Director

Date of Appointment : April 22, 2014

Experience, Knowledge/Expertise : Business administration, accounting and financial

Work experiences

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position			Number	
1 companies	1996 -Present	- Director of Sahacogen (Chonburi) PLC.	3 Company	-	-

Company shareholding (personal/spouse/child under legal age) : None

Meeting attendance record in 2016 : The General shareholders meeting 1/1 time
: The Board of Directors' meeting 5/5 times

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of directors to replace those retiring upon term completion (Agenda 5)

4. Names : Mrs.Pradittha Chongwattana
Age : 67 years old
Nationality : Thai
Education : Faculty of Law Thammasat University
Training Director Program : Director Certification Program (DCP) class 5/2001
 By Association of Thai Institute of Directors (IOD)



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

Position in the company : Company Director and Audit Committee Director

Date of Appointment : April 22, 2002

Number of years as director : 15 years

Work experiences

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

Meeting attendance record in 2016 : The General shareholders meeting 1/1 time
 The Board of Directors' meeting 5/5 times
 The Audit Committee meeting 5/5 times

Characteristic of Conflict of interest	Nominated Independent Director Mrs.Pradittha Chongwattana
Company shareholding - Number of Share - % Holding of all voting right	169,428 0.11%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. 1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company. 2. Being or not being professional service providers (e.g., auditors, legal advisers). 3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No No No

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of directors to replace those retiring upon term completion (Agenda 5)

5. Names : Mr.Amorn Asvanunt
Age : 68 years old
Nationality : Thai
Education : - M.B.A Bowling Green State University, Ohio, U.S.A.
 - B.Accountancy, Chulalongkorn University.
 - Stanford-NUS Executive Program, Stanford University
 In conjunction with the National University of Singapore
 - Changing Organizational Behavior Program, Wharton School,
 University of Pennsylvania, USA



Training Director Program : Director Accreditation Program (DAP) class 3/2003
 By Association of Thai Institute of Directors (IOD)

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

Position in the company : None

Date of Appointment : None

Number of years as director : None

Work experiences

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position				
5 companies	1999- Present	- Audit Commit	1 Companies	-	-
	2006- Present	- Risk Management I.C.C International PLC			
	2002- Present	- Audit Commit Sahacogen (Chonburi) PLC			
	2005- Present	- Audit Commit Far East DDB PLC			
	2005- Present	- Independence director of Risk Management Committee & Chairman of Nomination of Krungthep Sophon Plc.			
	2005- Present	- Independent Director of MFC Asset Management Plc.			
	2003- 2014	- Independent Director and Risk Management Committee of TMB Bank PLC.			

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

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 9, 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	- 69 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 Appointment of directors to succeed. Those retiring upon term completion due to the directors are retired on rotation and wished not to seek re-nomination.	

2. Name	- Mrs.Pradittha Chongwattana	
Type of Director	- Independence director and Audit Committee	
Age	- 67 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	- The conflict of interest in agenda No. 5 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.	

3. Name	- Mr.Surong Ongkosit	
Type of Director	- Independence director and Audit Committee	
Age	- 65 years old	
Nationality	- Thai	
Address	- 119 Soi Lasal 77, Sukhumvit 105 Road, Bangna, Bangkok, 10260	
Company shareholding	- None	
Interest on each agenda	- None	

4. Name	- POL.GEN.Somchai Prabhasabhakdi	
Type of Director	- Independence director and Audit Committee	
Age	- 74 years old	
Nationality	- Thai	
Address	- 44/57 Sukhumvit 71 Road , Khlong Tan Nuea , Watthana, Bangkok, 10110	
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. 38 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,
 - 2.1 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.
 - 2.2 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:
 - 1.1 The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
 - 1.2 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.

Procedures for posting advance questions prior to the shareholders' meeting

In accordance with the policy by The Board of Directors allowing shareholders to participate in corporate management by providing comments and suggestions, the company therefore allows shareholders the opportunity to post advance questions related to the meeting agenda, to the attention of The Board of Directors prior to the date of the 37th shareholders' meeting, by following the procedures as follows:

1. Identifying oneself with relevant information, and then posting question or suggestion

- ❖ By providing own name, address, contact telephone number, and e-mail address (if any), which can be contacted by the company.
- ❖ Posting question / comment for particular meeting agenda, together with and supporting information or document (if any).

2. Contact channels provided by the company

- ❖ By e-mail address : sumit_k@snjinter.com
- ❖ By registered mail to :

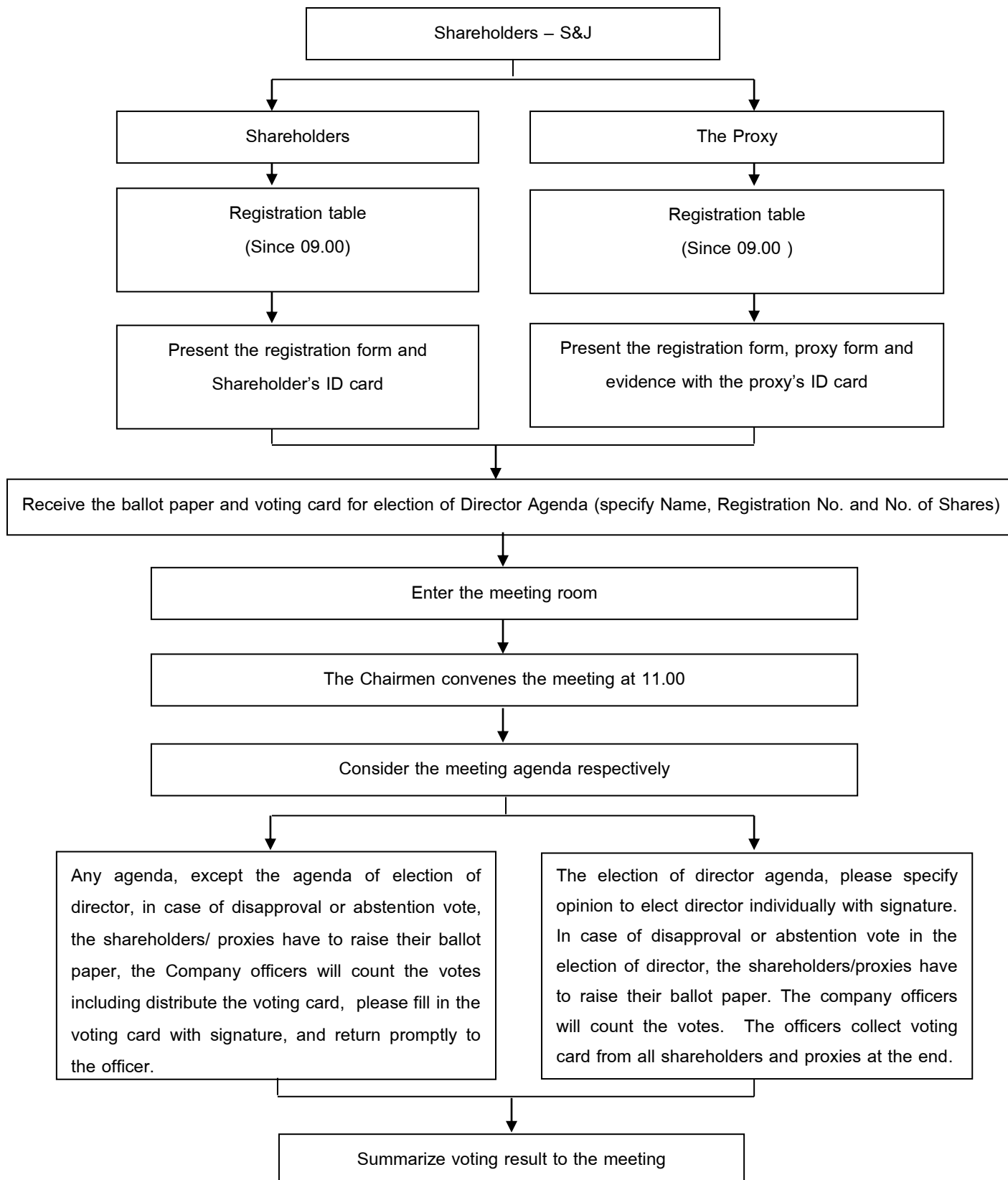
Mr.Sumit Khopaiboon (Company Secretary)
S & J International Enterprises Public Company Limited
2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

3. Question posting period

As the company allows shareholders to post questions related to the meeting agenda prior to the meeting date, the shareholders are requested to post advance questions to the company by Tuesday, April 18, 2017.

4. The Company Secretary shall collect the questions and pass them all to the Managing Director for considerations.
5. The company shall provide clarification in response to the advance questions posted by the shareholders at the shareholders' meeting.

**The process for the Annual Shareholder’s Meeting No. 38
S & J International Enterprises Public Company Limited
Monday, April 24, 2017**



(Duty Stamp 20 Baht)

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. 38th to be held on Monday April 24, 2017 at 11.00 hours at Chao Praya 1 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkokleam, 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:

Agenda 1 : Subject Certification of the minutes of the 37th Annual General Shareholders' Meeting held on Tuesday April 26, 2016.

- (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 2016.

Agenda 3 : Subject Approval of the financial statement for the year December 31, 2016.

- (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.

- (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 5 : Subject Appointment the election of directors in replacement of retiring directors

- (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 _____ Mr.Thirasak Vikitset _____

- Approve Disapprove Abstain

Name of Director _____ Mrs.Teerada Ambhanwong _____

- Approve Disapprove Abstain

Name of Director _____ Mr.Suthep Dansiriviroj _____

- Approve Disapprove Abstain

Name of Director _____ Mrs.Pradittha Chongwattana _____

- Approve Disapprove Abstain

Name of Director _____ Mr.Amorn Asvanunt _____

- Approve Disapprove Abstain

Name of Director _____

- 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

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.

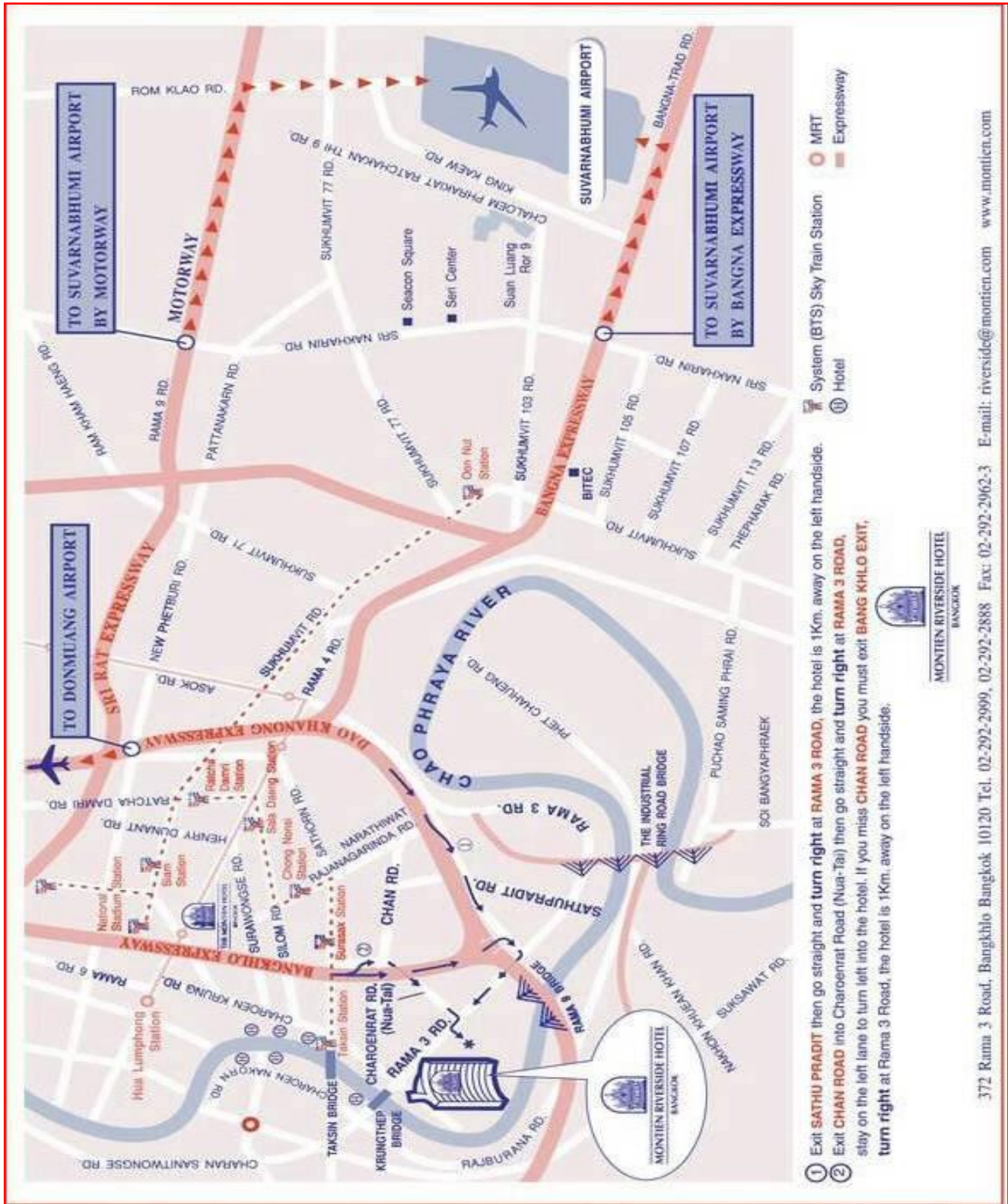
For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

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.

Map for the Meeting Venue.



Requirement Form of the Annual Report (Printed Form)

To Shareholders

S & J International Enterprises Public Company Limited would like to inform that shareholders who intend to receive The Annual Report 2016 in printed form, please fill the details below and send back to Company, Mr.Sumit Khopaiboon (Company Secretary), 2 Naradhiwas Rajanagarindra Road, Tungwatdon, Sathorn, Bangkok 10120, Tel. 02-676-2727 Ext. 2812 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 :