



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

**Notice on arrangement of The Annual General Meeting of Shareholders  
No. 39  
on Tuesday 24 April, 2018 at 1.00 p.m.**

**At Chao Praya Room 2, Monthien Riverside Hotel, No. 372, Rama 3 Road,  
Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120**

**Registration starts at 11.00 a.m.**

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

April 9, 2018

**Notice on arrangement of The Annual General Meeting of Shareholders No. 39**

- Subject :** Invite to attend The Annual General Meeting of Shareholders No. 39
- To :** Dear Shareholders of S & J International Enterprises Public Company Limited
- Enclosures :**
1. Copy of The Minutes of the Annual General Meeting of Shareholders No. 38 on Monday April 24, 2017.
  2. The Annual report of 2017 in CD-ROM format consisting of report of The Board of Directors and Financial Statements for the year ended December 31, 2017 and the Sustainable Development Report of 2017.
  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. 39 on Tuesday, April 24, 2018, at 1.00 p.m. at Chao Praya Room 2, 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 November 15<sup>th</sup>, 2017 to December 31<sup>st</sup>, 2017. 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 38<sup>th</sup> Annual General Shareholders' Meeting held on Monday, April 24, 2017.**

**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 2017.**

**Fact and reason:** Report of The Board of Directors and the operating results of the company in 2017 already provided in the annual report of 2017 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, 2017.**

**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	5,054.33	4,159.42
Total Liabilities	1,230.09	1,028.35
Shareholders' Equity	3,824.24	3,131.07
Total Revenues	4,949.63	4,063.84
Profit Attributable to equity holders of the parent	274.44	324.98
Earnings per Share (Baht/share)	1.83	2.17

The details above are in the financial statements of the 2017 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 2017 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. For 2017, the company could achieve profit for the year in the separate financial statements of Baht 324.98 million, together with retain earnings appropriated for dividend payment to the shareholders.

**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 company propose dividend payments to the shareholders at the rate of Baht 1.20 per share, totaling 179,916,993.60 baht from unappropriated retained earnings divided into 2 parts as follows :

(1) Dividend at the rate of 0.56 baht per share to be appropriated from the company retained earnings 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.

(2) Dividend at the rate of 0.64 baht per share to be appropriated from the company retained earnings subject to 23% corporate income tax deduction which an individual shareholders can credit tax refund equal to dividend multiplied by 23/77 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 3, 2018 and to be paid on May 23, 2018. Details of dividend payment are as follows :

Details of Dividend Payment	2017 (Propose to pay on May 23, 2018)	2016 (Propose to pay on May 23, 2017)
1. Profit for the year	324,983,898.14 baht	315,843,869.69 baht
2. Number of share	149,930,828 shares	149,930,828 shares
3. Dividend per share	1.20 baht	1.20 baht
4. Total dividend	179,916,993.60 baht	179,916,993.60 baht
5. Payout Ratio	55.36 %	56.96 %

**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.Atthakorn Glankwamdee     | Deputy Managing Director,<br>Chairman of the Risk Management Committee,<br>Director of the Executive Board and<br>Director of the Nominating Committee                              |
| 2. Mrs.Kaewta Ongsaranakom      | Director, Director of the Executive Board,<br>Director of the Nominating Committee,<br>Director of the Remuneration Committee and<br>Director of the Corporate Governance Committee |
| 3. Admiral Apichart Pengsritong | Independent Director and<br>Director of the Corporate Social Responsibility Committee   |
| 4. Mrs.Pismai Chandrubeksa      | Independent Director and<br>Director of the Remuneration committee  |

5. Pol.Gen.Somchai Prabhasabhakdi Independent Director,  
Director of the Audit Committee and  
Chairman of the Corporate Governance Committee

The company had given the shareholders opportunity to nominate candidate to considered as company director to the shareholders' meeting for 2018 in advance, during the period of November 15th, 2017 to December 31st, 2017. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For the said nomination, 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 5 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 according to the criteria and process for the selection of directors. The persons nominated for the position of director were qualified to engage with the company's business. Their experiences and abilities benefited to the company. Moreover, persons nominated as independent directors of the company could express opinions independently and in accordance with the relevant rules. Accordingly, The Board of Directors resolved to endorse the proposal by The Nominating Committee, to nominate the 5 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

- |                     |                |
|---------------------|----------------|
| 1. Mr.Atthakorn     | Glankwamdee    |
| 2. Mrs.Kaewta       | Ongsaranakom   |
| 3. Admiral Apichart | Pengsritong    |
| 4. Mrs.Pismai       | Chandrubeksa   |
| 5. Pol.Gen.Somchai  | Prabhasabhakdi |

For the Independent Directors to hold position for more than nine years consisted of Admiral Apichart Pengsritong who is a knowledge of purchasing and procurement of the government system and Mrs.Pismai Chandrubeksa who is a knowledge of management, which can give recommendations to be beneficial to the company operation. They also were qualification under requirements of independent directors. They are capable knowledge, ability and experience as required by the company and she can also function as independent directors 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.

**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 2017, 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 had allocated 13,981,000 baht by payment to Board of Directors as director fee 12,500,000 baht, meeting allowances for the Board of Directors of 912,000 baht, meeting allowances for the Audit Committee of 225,000 baht, meeting allowances of the Nominating Committee of 84,000 baht, meeting allowances for the Remuneration Committee of 68,000 baht, meeting allowances for the Risk Management Committee of 40,000 baht, meeting allowances for the Corporate Social Responsibility Committee of 62,000 baht, and meeting allowances for the Corporate Governance Committee of 90,000 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 2018, 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:

	Position	2018 (baht/meeting)	2017 (baht/meeting)
<b>Board of Directors</b> <b>Audit Committee</b>	● Chairman	12,000	12,000
	● Director	9,000	9,000
<b>Nominating Committee</b> <b>Remuneration Committee</b> <b>Risk Management Committee</b> <b>Corporate Social Responsibility Committee</b> <b>Corporate Governance Committee</b>	● 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 2017, 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 of Dr.Virach & Associates Office Co.,Ltd. to be our company's auditors in 2018 for another year by the following auditors:

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	2018 (Baht)	2017 (Baht)
1. Review of the financial statements for the first quarter	225,000.00	225,000.00
2. Review of the financial statements for the second quarter	225,000.00	225,000.00
3. Review of the financial statements for the third quarter	225,000.00	225,000.00
4. Audit fee for the year ended December 31	700,000.00	700,000.00
<b>Total</b>	<b>1,375,000.00</b>	<b>1,375,000.00</b>

and propose to the Annual General Meeting of the shareholders to approve auditing fee for the year 2018 in the amount of 1,375,000.00 baht and acknowledge the 2018 auditing fee of the subsidiary companies amounting to 1,010,000.00 baht. (The auditing fee of the subsidiary companies in 2018 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	2018 (Baht)	2017 (Baht)
1. Observation on destroying product	Actual incur	80,820.00
2. Reviewing work of the other auditor	130,000.00	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 2018 for another year. By considering his work, independent, audit fee and qualifications according to company's regulations and rules of the Securities Exchange Commission and the Stock 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. Approval of amendment to Article 33 of Company's Articles of Association.**

**Fact and reason:** To be in compliance with Section 100 of the Public Limited Company Act B.E. 2535, which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560 on Additional Amendment to the Laws for Business Facilitation. Therefore, it is deemed appropriate to amend the Article 33 of the Company's Articles of Association as follows:

Present		Proposed Amendment		Reason
Article 33	<p>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.</p> <p>The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.</p> <p><u>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.</u></p>	Article 33	<p>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.</p> <p>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.</p> <p><u>One or more shareholders holding the aggregate number of shares of not less than ten (10) percent 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 forty-five (45) days as from the date of receipt of the request from the shareholders.</u></p>	<p>To be in compliance with Section 100 of the Public Limited Company Act B.E. 2535, which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560 on Additional Amendment to the Laws for Business Facilitation.</p>

Present		Proposed Amendment		Reason
Article 33	<u>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.</u>	Article 33	<u>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation. In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as specified in Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</u>	

The authorization was assigned to authorized person which the Board of Directors of the Company assigned to amend the Company's Article of Association to Department of Business Development, Ministry of Commerce to amend messages or words according to the suggestion of the registrar.

**Comment of The Board :** The Board of Directors resolved to propose to the shareholders meeting to approve of amendment to Article 33 of Company's Articles of Association according to be in compliance with Section 100 of the Public Limited Company Act B.E. 2535, which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560.

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

#### 9. 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](http://www.snjinter.com). In case of foreign investors who appoint custodian in Thailand to be keeper and safeguard shares may choose either proxy forms : Form A, Form B or Form C. For those who are not foreign investors who can only use either Form A or Form B. In addition, you may appoint Independent Director as your proxy from and amongst the Independent Directors whose their name and their profile are provided in enclosure No.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 38<sup>th</sup> Annual General Meeting**  
**S & J International Enterprises Public Company Limited**

The Meeting was held at the conference room of the Chao - Phraya Room No. 1 Montien Riverside Hotel, 372 Rama III Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120 on Monday, April 24, 2017 at 11.00 a.m. presently being attended by 45 shareholders present in person, representing 25,432,927 shares or 16.96% out company shares already issued and paid-up. Accordingly, and 31 shareholders by proxy, representing 99,450,694 shares or 66.33% of company shares already issued and paid-up. Accordingly, thereby rendering the total number of shareholders and proxies attending the meeting to become 59 persons, representing total 76 shareholders, holding 124,883,621 shares or 83.29% 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 38<sup>th</sup> Annual General Meeting of shareholders was on March 16, 2017 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 17, 2017. There was 877 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.38 on behalf of the Board of Directors. In addition, introduced company directors, executives, sub-committee directors and auditor who were attending the meeting as follows :

Board of directors

- |                     |             |  |
|---------------------|-------------|--|
| 1. Mr.Boonkiet      | Chokwatana  | Chairman of the Board of Directors<br>Chairman of the Remuneration Committee and<br>Chairman of the Nominating Committee                             |
| 2. Mrs.Tipaporn     | Chokwatana  | Vice Chairman of the Board of Directors and<br>Director of the Nominating Committee  |
| 3. Mr.Thirasak      | Vikitset    | Managing Director<br>Chairman of the Executive Board<br>Director of the Nominating Committee and<br>Director of the Remuneration Committee           |
| 4. Dr.Atthakorn     | Glankwamdee | Deputy Managing Director<br>Director of the Executive Board<br>Director of the Nominating Committee and<br>Chairman of the Risk Management Committee |
| 5. Admiral Apichart | Pengsitong  | Independent Director and<br>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
15. POL.GEN.Somchai	Prabhasabhakdi	Independent Director Director of the Audit Committee and Chairman of the Corporate Governance Committee

The Company's Directors attending in the 38<sup>th</sup> Annual General Meeting were 15 persons equal to 100.00% of total directors.

#### Executives

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

#### Sub-Committees

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|--------------------|---------------|--|
| 1. Mrs.Suthanya    | Sumana        | Director of the Executive Board and<br>Director of the Risk Management Committee |
| 2. Mrs.Daranee     | Ajjaneeyakul  | Director of the Executive Board and<br>Director of the Risk Management Committee |
| 3. Mr.Pattara      | Vikitset      | Director of the Risk Management Committee  |
| 4. Mrs.Panee       | Chantavaralak | Director of the Risk Management Committee  |
| 5. Mrs.Tanyanan    | Tantikovit    | Director of the Corporate Social Responsibility Committee                        |
| 6. Mrs. Rujapa     | Srisurang     | Director of the Corporate Social Responsibility Committee                        |
| 7. Miss.Thatsruang | Saengwichian  | Director of the Corporate Social Responsibility Committee                        |
| 8. Miss.Yaowaluk   | Potinimit     | Director of the Corporate Social Responsibility Committee                        |
| 9. Mrs.Worawan     | Tantrasadtee  | Director of the Corporate Governance Committee                                   |

#### Company Secretary

- |          |            |   |
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| Mr.Sumit | Khopaiboon | Account and Finance Section Manager and<br>Director of the Corporate Governance Committee |
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#### Auditor From Dr.Virach & Associates Office Co.,Ltd.

- |             |      |
|-------------|------|
| 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, Mrs. Kobsuk Sangsawas and Miss Supanni Lueangsathit from Vira Law Office Co.,Ltd. to perform auditing in casting and counting vote.

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 1 - 31 December 2016. 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](mailto: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.

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 included voided ballots (if any) 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 voting, a ballot is considered voided when, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot.

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 introduce yourself for ask questions on the agenda.

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

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

Prior to the commencement of agenda 1, an additional 4 persons and/or proxy, representing 4 shareholders and holding 1,365,912 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 63 persons, representing 80 shareholders and holding 126,249,533 shares altogether, accounting for 84.21 % of the company's total number of shares already issued and paid-up

#### 1. Certification of The Minutes of the 37<sup>th</sup> General Shareholders' Meeting held on Tuesday April 26, 2016

The Managing Director asked the meeting to consider and approve the minutes of 37<sup>th</sup> General Meeting of Shareholders held on Tuesday April 26, 2016. The company prepared the Minutes of such Meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days according to the requirement of the laws and also already posted on the Company's website ([www.snjinter.com](http://www.snjinter.com)) and also sent out the minutes together with the invitation letter to the shareholders which the Board of Directors already approved the minute.

The Managing Director provided an opportunity for shareholder questions but no question was posed by any shareholder. The matter was thereby submitted to the meeting for consideration.

**Meeting resolution** The meeting endorsed the unanimously votes out of the total votes representing the attending shareholders with the voting rights..

Approval	80	shareholders with	126,249,533 shares accounting for 100.00 %
Disapproval	0	shareholder with	0 shares accounting for 0 %
Abstained	0	shareholder with	0 shares accounting for 0 %
Voided ballots	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 2016.

Company Secretary informed the meeting that, the report by The Board of Directors and the company's performance results for year 2016 were published in the 2016 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 :

Consolidated	2016	2015	differentiated	
	(Unit : Million baht)	(Unit : Million baht)	Million baht	%
Total revenues	5,426	5,292	134	2.53
Total expenses	5,112	5,043	69	1.37
Profit attributable to equity holder of the Company	305	253	52	20.55
Earnings per share (baht)	2.04	1.69	0.35	20.71



- Total revenues of Baht 5,426 Million ( composite of revenue from sale of Baht 5,253 Million and Other incomes of Baht 173 Baht.) increased from prior year of Baht 134 Million, mainly increased in revenue from sales of Baht 152 Million, due to the Company presented innovation products to meet both customer and consumer needs.

- Total expenses of Baht 5,112 Million, increased from prior year Baht 69 Million mainly due to as follow :
  - Administrative expenses of Bath 918 Million, increased Baht 49 Million mainly due to increase in personal expense
  - Income tax Baht 49 Million, increased Baht 12 Million according to increased operating performance.
  - Cost of goods sold of 75.92% of revenue from sales, decreased from prior year of 1.91% due to improve their efficiency in production including ability in procurement by sourcing quality raw material and packaging with reasonable price

- Net profit attributable to equity holders of the parent of Baht 305 Million, Increased from prior year Baht 52 Million due to increased in revenues from sales together with increased in gross profit from controlling cost of product, selling and administrative expenses as well as finance cost per above aforementioned.

In 2016, the Company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption on October 14, 2016 and training of employees continued to expand, there will be opportunities to further the company's business partners.

Company Secretary informed the meeting that, this agenda is for acknowledgement, no resolution. provided an opportunity for the shareholder questions. The shareholders presented his questions and comments to the meeting which could be summarized as follows :

Khun Anu Wongsarakij ( shareholder ) : How about competition environment in year 2016?

Managing Director : The competition in the world are more intensity and also increase in market share from cosmetic business operator. However, the company has planned to support its business by more understanding in consumer to develop our product to meet consumer needs.

Khun Anu Wongsarakij : How shall Halal products built up sale of the company?

Managing Director : The market of Halal products is an important market. There are 175 Million Muslims in Asian Pacific. Thus, the company has invested in joint venture in Malaysia, a famous country about Halal products, in order to produce the cosmetic under halal mark and effect to sale of the company in the 4<sup>th</sup> quarter or early next year.

Khun Anu Wongsarakij : Due to the high portion of major customers, How does the company plan to reduce such risk?

Managing Director : The company has recognized the said risk by monitoring the more competitiveness of customers and the customer has invested their own brand which is reliability brand to consumers. However, the company has its strategics to reduce the risk by expansion customer base to Europe and invested in products under Halal mark.

Khun Anu Wongsarakij : How does the company manage the exchange rate?

Managing Director :The company has also recognized this matter by to sell and buy goods in the same exchange rate if possible as well as hedging to manage the risk from exchange rate.

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

**Meeting resolution** The shareholders acknowledged the report of the Board of Directors for the year 2016

Prior to the commencement of agenda 3, an additional 2 persons and/or proxy, representing 2 shareholders and holding 3,682 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 65 persons, representing 82 shareholders and holding 126,253,215 shares altogether, accounting for 84.21% of the company's total number of shares already issued and paid-up

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

Company Secretary informed the meeting that the company had published Financial Statements, consist of Statements of Financial Position, Statement of Income, 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, 2016 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 2016 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	5,429	4,531
Total Liabilities	1,736	1,570
Shareholders' Equity	3,692	2,961
Total Revenues	5,253	4,507
Profit Attributable to equity holders of the parent company	305	316
Earnings per Share (Baht)	2.04	2.11

Company Secretary provided an opportunity for the shareholder questions. The shareholders presented his questions and comments to the meeting which could be summarized as follows :

Khun Anu Wongsarakij: Why should the company Invest in certificates of deposit Baht 20 Million?

Account and Finance Section Manager : Due to growth in sales in year 2016, the company has considered to invest in certificates of deposits for benefit in interest which the rate is higher than fixed deposit.

Khun Anu Wongsarakij : Please explain gain from investment derived from group companies or from other company.

Account and Finance Section Manager : In year 2016, Due to increase in market price of invested shares of the company and increase invested in Saha Pattana Inter-Holding Plc.

Khun Anu Wongsarakij : Please explain increase in allowance for diminution in inventories and loss on destruction of inventories

Account and Finance Section Manager : Allowance for diminution in inventories of Baht 51 Million has recorded as a part of expenses in statement of income and the said inventories shall be destroyed in year 2017. Loss on destruction of inventories Baht 89 Million, increased Baht 49 Million mainly from cancellation in order from customer which had already compensated from customer.

When no further questions the shareholders, Company Secretary proposed to the meeting to vote.

**Meeting resolution** The meeting approved the financial statements ending December 31, 2016 by unanimously votes out of the total votes representing the attending shareholders with the voting rights.

Approval	82	shareholders with	126,253,215 shares accounting for 100.00 %
Disapproval	0	shareholder with	0 shares accounting for 0 %
Abstained	0	shareholder with	0 shares accounting for 0 %
Voided ballots	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 2016 Appropriation of Profit and Dividend payment.**

Managing Director reported to the meeting that, based on its separate financial statements for 2016, the company posted the following results :

Unappropriated retained earnings	1,129,995,314.00	Baht
<u>Plus</u> Net profits for year 2016	315,843,870.00	Baht
Retained earning to be appropriated	1,445,839,184.00	Baht.
Dividend (1.20 Baht/share)	(179,916,993.60)	Baht
Retained earning to be unappropriated	1,265,922,190.40	Baht

The board proposed appropriation of profit 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

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.

According to resolution of the Board of Directors meeting No 1/2017 held on February 22, 2017, the Board of Directors resolved to propose for dividend payment at the rate of Baht 1.20 per share amounting Baht 179,916,993.60 accounting for 56.96% of net profits from separate financial statements. 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.

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 1,265,922,190.40 baht.

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.

The Managing Director provided an opportunity for shareholder questions but no question was posed by any shareholder. The matter was thereby submitted to the meeting for consideration.

**Meeting resolution** The meeting endorsed the unanimously votes out of the total votes representing the attending shareholders with the voting rights.

Approval	82	shareholders with	126,253,215 shares accounting for 100.00 %
Disapproval	0	shareholder with	0 shares accounting for 0 %
Abstained	0	shareholder with	0 shares accounting for 0 %
Voided ballots	0	shareholder with	0 shares accounting for 0 %

Prior to the commencement of agenda 5, proxies are additional 1 shareholders and/or proxy holding 369,865 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 65 persons, representing 83 shareholders and holding 126,623,080 shares altogether, accounting for 84.45 % of the company's total number of shares already issued and paid-up.

## 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.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 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.

The Board of Directors excluding the retiring directors, including Mr.Thirasak Vikitset who is Director of The Nomination Committee having possible conflict of interests, discussed in great details and agreed with the Nomination Committee that all above 4 mentioned retiring directors to be proposed to be reelected as the company's directors for another term. Those nominated directors have well knowledge, high competency, being professional on several expertise, experiences on which contributed for the benefit and success of the Company during performing as Directors and Sub-Committee. They expressed opinions, recommendations, and undertook amount of work beneficially to the Company. At the same time, to consider the election of Mr.Amorn Asvanunt to replace Mr.Khachornsakdi Vanaratseath, the retiring director who wished not to seek re-nomination. Which, He has knowledge in Accounting and Financial ,as well as 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.

Mrs. Pradittha Chongvatana who is an independent director positions for more than nine years, has knowledge in law, 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.

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.Teerada Ambhanwong who is a Director 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.

The profile of these 5 persons being nominated as directors and definitions of independent director, had earlier been sent out to the shareholders together with the notice of the meeting.

Since this agenda required direct vote-casting by the meeting, all meeting attendants were required to cast own votes, indicating whether approval, disapproval, or abstained votes, for each director in the ballots. Once the voting for all 5 directors were completed, the meeting staff then collected those ballots duly signed by the attendants, for further tallying and recording purpose.

The meeting was requested to cast votes to elect the directors on an individual basis, replacing those 4 retiring upon term completion and to elect 1 new director to replace the retiring director who wished not to seek re-nomination, according to the following order :

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

The Managing Director provided an opportunity for shareholder questions but no question was posed by any shareholder. The matter was thereby submitted to the meeting for consideration.

**Meeting resolution** After deliberation, the meeting resolved to elect the directors to replace those retiring upon term completion, by majority votes for each individual director as follows:

Name	Approval (Votes) (%)*	Disapproval (Votes) (%)*	Abstained (Votes) (%)*	Voided ballot (Votes) (%)*
1. Mr.Thirasak    Vikitset	126,620,980 (99.9983)	- ( - )	2,100 (0.0017)	- ( - )
2. Mrs.Teerada    Ambhanwong	126,620,980 (99.9983)	- ( - )	2,100 (0.0017)	- ( - )
3. Mr.Suthep      Dansiriviroj	126,620,980 (99.9983)	- ( - )	2,100 (0.0017)	- ( - )
4. Mrs.Pradittha   Chongwattana	126,620,970 (99.9983)	10 ( - )	2,100 (0.0017)	- ( - )
5. Mr.Amorn        Asvanunt	126,620,980 (99.9983)	- ( - )	2,100 (0.0017)	- ( - )

**Note\*** : The total votes representing the attending shareholders with the voting rights.

Therefore, directors of the company in 2017 have 15 members as per listed below:

1. Mr.Boonkeit        Chokwatana
2. Mrs.Tipaporn       Chokwatana
3. Mr.Thirasak        Vikitset
4. Dr.Atthakorn        Glankwamdee

- |                   |              |
|-------------------|--------------|
| 5. Mrs.Kaewta     | Ongsaranakom |
| 6. Prof.Dr.Malyn  | Ungsurungsie |
| 7. Mrs.Chitraporn | Vikitset     |
| 8. Mrs.Teerada    | Ambhanwong   |
| 9. Mr. Suthep     | Dansiriviroj |

From sequence.10-15 are the independent directors 6 persons, which are 1 in 3 of The Board of Company or 40%

- |                      |                |
|----------------------|----------------|
| 10. Mrs.Pradittha    | Chongwattana   |
| 11. Mr.Surong        | Ongkosit       |
| 12. POL.GEN. Somchai | Prabhasabhakdi |
| 13. Mr.Amorn         | Asvanunt       |
| 14. Admiral Apichart | Pengsritong    |
| 15. Mrs.Pismai       | Chandrubeksa   |

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 and assigned The Remuneration Committee to allocate said budget amount as authorized by the shareholders' general meeting.

For year 2016, the company has allocated remuneration budget to the directors for total amount Baht 10,227,000 according to the details as follows:

<b>Detail</b>	<b>Amount (Baht)</b>
Annual remuneration for The Board of Directors	9,000,000
Meeting allowances for The Board of Directors	654,000
Meeting allowances for The Audit Committee	147,000
Meeting allowances for The Nomination Committee	76,000
Meeting allowances for The Remuneration Committee	68,000
Meeting allowances for The Risk Management Committee	58,000
Meeting allowances for The Corporate Social Responsibility Committee	72,000
Meeting allowances for The Corporate Governance	152,000

For 2017, 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 :

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 :

	2017 (Baht/Time)		2016 (Baht/Time)	
	Chairman	Director	Chairman	Director
2.1 Board of Directors The Audit Committee	12,000	10,000	12,000	10,000
2.2 The Nomination Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Social Responsibility Committee, The Corporate Governance	10,000	8,000	10,000	8,000

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 :

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

All this until there are changes. By the Annual remuneration paid may not exceed the limit approved by the shareholders ' meeting.

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.

The Managing Director provided an opportunity for shareholder questions but no question was posed by any shareholder. The matter was thereby submitted to the meeting for consideration.

**Meeting resolution** The meeting endorsed the unanimously votes out of the total votes representing the attending shareholders with the voting rights.

Approval	83	shareholders with	126,623,080 shares accounting for 100.00 %
Disapproval	0	shareholder with	0 shares accounting for 0 %
Abstained	0	shareholder with	0 shares accounting for 0 %
Voided ballots	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.

Company Secretary 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."

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 2017, The Board of Directors resolved to propose to the shareholders' meeting to appoint the company auditors and to approve the audit remuneration budget, as proposed by The Audit Committee. The consideration was based on their independency, performances, good working principles and other qualifications according to the Company's Articles of Association, and the requirements set forth by The Securities and Exchange Commission. Name list of company auditors are as follows:

1. Mr.Chaiyakorn Aunpitipongsa Certified Public Accountant No. 3196  
Audited the company's financial statement in 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. Mr.Preecha Saun Certified Public Accountant No. 6718  
Audited the company's financial statement in 2015-2016

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 2017 are as follows.

Description	2017 (Baht)
1. Audit Company Financial Statements – Quarter 1,2,3	420,000.00
2. Audit Consolidated Financial Statements – Quarter 1,2,3	255,000.00
3. Audit Company Financial Statements – Annual	540,000.00
4. Audit Consolidated Financial Statements – Annual	160,000.00
<b>Total</b>	<b>1,375,000.00</b>

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 1,010,000 baht. Audit fee of the subsidiary company in 2017 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	2017 (Baht)
1. Observation on destroying product	Actual incur
2. Reviewing work of the other auditor	90,000.00

The Managing Director provided an opportunity for shareholder questions but no question was posed by any shareholder. The matter was thereby submitted to the meeting for consideration.

**Meeting resolution** The meeting endorsed the unanimously votes out of the total votes representing the attending shareholders with the voting rights.

Approval	83	shareholders with	126,623,080	shares accounting	for 100.00 %
Disapproval	0	shareholder with	0	shares accounting	for 0 %
Abstained	0	shareholder with	0	shares accounting	for 0 %
Voided ballots	0	shareholder with	0	shares accounting	for 0 %

Prior to the commencement of agenda 8, there were no additional shareholders/appointed proxies attending the meeting.

#### 8. Others (If any)

After completing the deliberation of the meeting agenda, Company Secretary then allowed the shareholders to present questions or comments relating to the meeting. The shareholders presented his questions and comments to the meeting which could be summarized as follows :

Khun Anu Wongsarakij: How does the service fee for observation of destroying product specify?

Managing Director : The said service fee shall be charged at actual as prior year.

Khun Anu Wongsarakij : Please explain the potential of business and managing strategy.

Managing Director : We believed that the competition in this year shall be more intensity due to Global economic conditions are moving in a better direction and it shall be good for our customers and also our company to growth. Domestic market with increasing demand for products, the company has developed its production continuously to accommodate the rapidly changing market.

Khun Samrerng Manoonpol : Propose to the Board of Directors to allocate the directors' remuneration fee in full as proposed budget to the shareholders for approval Baht 15 Million due to the directors have fully performed, resulting in better performance of the Company.

Chairman of the Board of Directors : This matter will be considered with the appropriateness of the performance of the Board.

Khun Smith Kenganunsakul : The company has policy to sale investment shares in President Bakery Plc.or not.

Managing Director : The company has no plan to sale the investment shares.

Khun Smith Kenganunsakul: The company shall consider to launch own brand from previously or not and please explain the progressive of the existing own brand of the company.

Managing Director : The main purpose to have the own brand is to better understand consumer behavior and customer demand, more than focused to be the main revenue of the company.

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 12.00 a.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** : Dr.Atthakorn Glankwamdee  
**Age** : 69 years old  
**Nationality** : Thai  
**Education** : Ph.D. Major in Mechanical Engineering, Minor in Operation Research  
 University of Illinois at Urbana, U.S.A.

**Training Director Program :**

- Director Accreditation Program (DAP) class 3/2003
- Director Certification Program (DCP) class 68/2005  
 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** :

- Deputy Managing Director, Chairman of the Risk Management Committee, Director of the Executive Board and Director of the Nominating Committee

**Date of Appointment** : April 22, 1991

**Number of years as director** : 27 years

**Experience, Knowledge/Expertise** : Business management

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			
1 companies	1996 -Present - Director of Sahacogen (Chonburi) PLC.	12 companies	-	-

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

**Meeting attendance record in 2017** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	7/7	times
The Executive Board meeting	17/21	times
The Nominating Committee meeting	2/2	times
The Risk Management Committee	4/4	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.Kaewta Ongsaranakom  
**Age** : 61 years old  
**Nationality** : Thai  
**Education** : BA. Major in Public Administration, Minor in English  
 From Faculty of Political Science Thammasat University



**Training Director Program :**

- Director Certification Program (DCP) class 27/2003
- Role of the Compensation Committee (RCC) class 10/2010  
 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, Director of the Executive Board, Director of the Nominating Committee,  
 Director of the Remuneration Committee and Director of the Corporate Governance Committee

**Date of Appointment** : June 22, 1987

**Number of years as director** : 31 years

**Experience, Knowledge/Expertise** : Human Resources Management and Corporate governance.

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position		Number	
		10 Companies	2011-Present	Director of International Laboratories Co.,Ltd.

**Company shareholding (personal/spouse/child under legal age)** 989,709 shares = 0.66 %

**Meeting attendance record in 2017** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	7/7	times
The Executive Board meeting	17/21	times
The Nominating Committee meeting	2/2	times
The Remuneration Committee	2/2	times
The Corporate Governance Committee	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)**

2. **Names** : Admiral Apichart Pengsritong

**Age** : 68 years old

**Nationality** : Thai

**Education** :

- Master degree in The State Private & Political Sectors Course, National Defense College (Class of 15th)
- Bachelor of Science, Royal Thai Naval Academy



**Training Director Program** :

- Director Accreditation Program (DAP) class 82/2010  
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** :

- Independent Director and Director of the Corporate Social Responsibility Committee

**Date of Appointment** : November 12, 2009

**Number of years as director** : 9 years

**Experience, Knowledge/Expertise** : Purchasing and procurement of the government system

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses		
Number	Director / Executive position		Number		
3 companies	2016 -Present	- Chairman, Chairman of Audit committee and Independent Director JKN Global Media Pcl.	-	-	-
	2015 -Present	- Chairman and Independent Director T.A.C Consumer Pcl.			
	2012 -Present	- Chairman and Independent Director Muangthai Lersing Pcl.			

<b>Characteristic of Conflict of interest</b>	<b>Nominated Independent Director</b> Admiral Apichart Pengsritong
Company shareholding	
- Number of Share	85,714
- % Holding of all voting right	0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years.	
1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.	No
2. Being or not being professional service providers (e.g., auditors, legal advisers).	No
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

**Meeting attendance record in 2017** : The General shareholders meeting 1/1 time  
The Board of Directors' meeting 6/7 times  
The Corporate Social Responsibility Committee 4/4 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.Pismai Chandrubeksa  
**Age** : 69 years old  
**Nationality** : Thai  
**Education** : Catering Diploma (Hotel & Restaurant Management) from  
 Cambridgeshire College of Arts & Technology, England  
**Training Director Program** : Director Accreditation Program (DAP) class 82/2010  
 By Association of Thai Institute of Directors (IOD)



**Type of directorship being nominated** : Independent director having been endorsed by the Nominating  
 Committee and Board of Director has independent  
**Position in the company** : Independent Director and Director of the Remuneration committee  
**Date of Appointment** : April 22, 2002  
**Number of years as director** : 9 years  
**Experience, Knowledge/Expertise** : Business administration

**Work experiences**

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

Characteristic of Conflict of interest	Nominated Independent Director Mrs.Pismai Chandrubeksa
Company shareholding - Number of Share - % Holding of all voting right	84,285 0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. 1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company. 2. Being or not being professional service providers (e.g., auditors, legal advisers). 3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No No No

**Meeting attendance record in 2017** : The General shareholders meeting 1/1 time  
 The Board of Directors' meeting 7/7 times  
 The Nominating 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)**

**5. Names** : Pol.Gen.Somchai Prabhasabhakdi  
**Age** : 75 years old  
**Nationality** : Thai  
**Education** : - Master of Public Administration (M.P.A.), National Institution of Development Administration.  
 - Branches of public administration, Royal Police Cadet Academy.



**Training Director Program** : - Director Accreditation Program (DAP) 25/2004  
 - Director Certification Program (DCP) 51/2004  
 - Role of the Chairman Program (RCP)  
 - Audit Committee Program (ACP) 2/2004  
 By Association of Thai Institute of Directors (IOD)

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

**Position in the company** : Independent Director, Director of the Audit Committee, and Chairman of the Corporate Governance Committee

**Date of Appointment** : April 28, 2015

**Number of years as director** : 3 years

**Experience, Knowledge/Expertise** : Legal and Corporate governance

**Work experiences**

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position				
1 company	2005- Present	- Independent Director and Director of the Audit Committee Sahacogen (Chonburi) PLC.	-	-	-

<b>Characteristic of Conflict of interest</b>	<b>Nominated Independent Director</b> Pol.Gen.Somchai Prabhasabhakdi
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

**Meeting attendance record in 2017** : The General shareholders meeting 1/1 time  
 The Board of Directors' meeting 7/7 times  
 The Audit Committee meeting 5/6 times  
 The Corporate Governance Committee meeting 5/5 times

**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.Amorn Asvanunt
- Type of Director** - Independent director and Chairman of the Audit Committee
- Age** - 69 years old
- Nationality** - Thai
- Address** - 336 Soi Ladprao 84, Wang Thong Lang Sub-District,  
Wangthonglang District, Bangkok 10310
- Company shareholding** - None
- Interest on each agenda** - None



- 2. Name** - Mrs.Pradittha Chongwattana
- Type of Director** - Independent director and Audit Committee
- Age** - 68 years old
- Nationality** - Thai
- Address** - 466/84 Riverside Tower 2 , Rama 3 Road, Bang Kol,  
Bang Kholaem, Bangkok, 10120
- Company shareholding** - 0.11%
- Interest on each agenda** - None



- 3. Name** - Mr.Surong Ongkosit
- Type of Director** - Independent director and Audit Committee
- Age** - 66 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** - Independent director and Audit Committee
- Age** - 75 years old
- Nationality** - Thai
- Address** - 44/57 Sukhumvit 71 Road , Khlong Tan Nuea , Watthana, Bangkok,  
10110
- Company shareholding** - None
- 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.



**The Articles of Association which related to General Meeting of Shareholders**

**OF**

**S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED.**

**General Meeting of Shareholders.**

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

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

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

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

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

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

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

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

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

**Article 39** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third ( $2/3$ ) of the number of shareholders present at the meeting. Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third ( $1/3$ ) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting. In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

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

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

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

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

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

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

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

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

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



## **Dividend Payment**

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

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

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

**Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

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

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

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

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

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

**Article 19** The directors shall be natural persons and shall

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

**Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

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

**Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

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

**Remuneration of the Board Directors.**

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

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

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

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

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

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

.....

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

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

The registration of the General Meeting of Shareholder No. 39 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,
  - 1.1 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](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy.
  - 1.2 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](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares**

**If the shareholders have appointed an authorized person to attend the meeting.**

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

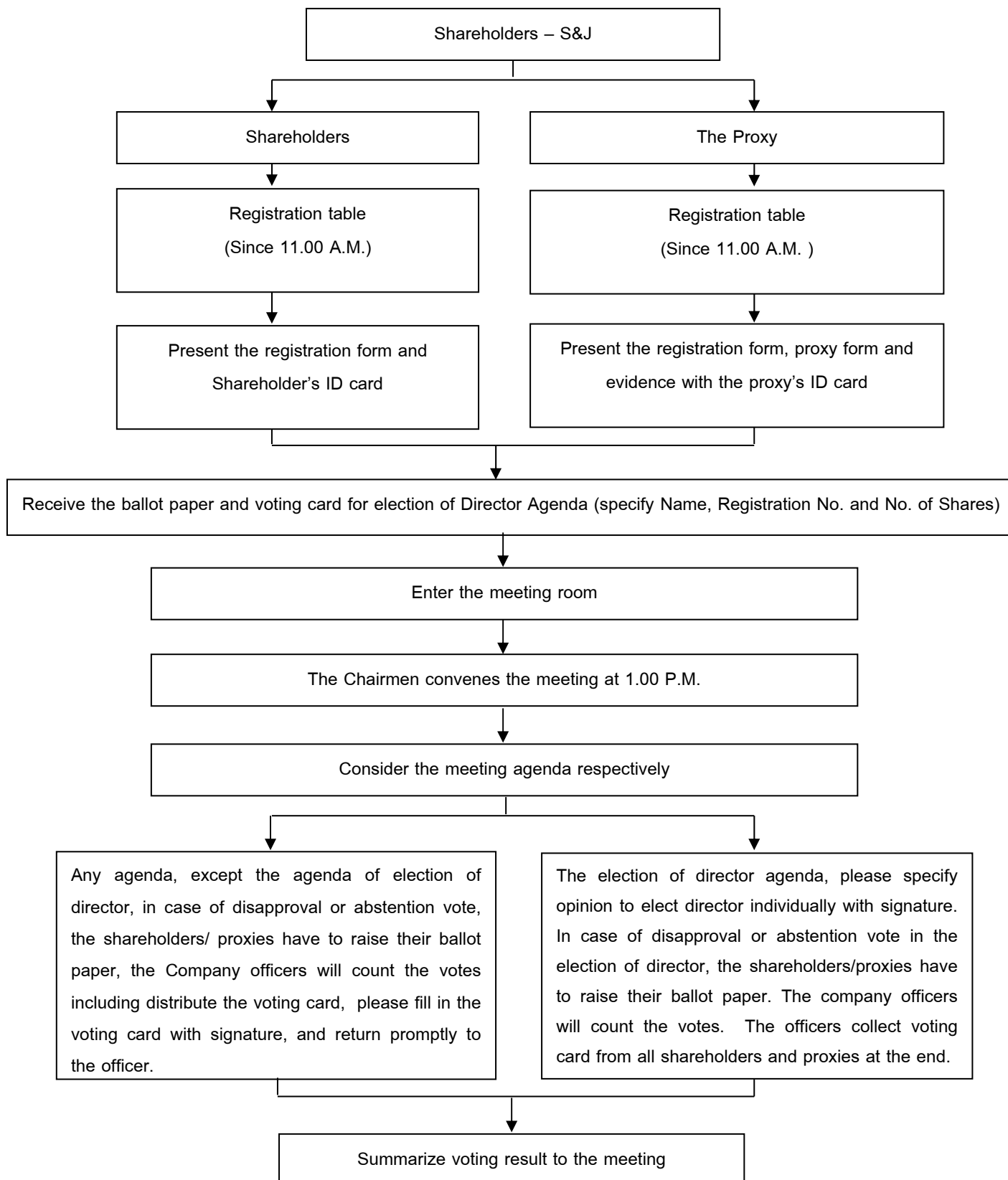
Mr.Sumit Khopaiboon (Company Secretary)  
S & J International Enterprises Public Company Limited  
2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

**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 17, 2018.

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. 39**  
**S & J International Enterprises Public Company Limited**  
**Tuesday April 24, 2018**



(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. 39<sup>th</sup> to be held on Tuesday April 24, 2018 at 1.00 p.m. at Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof.

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

**Agenda 1 : Subject Certification of the minutes of the 38<sup>th</sup> Annual General Shareholders' Meeting held on Monday April 24, 2017.**

- (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 2017.**

**Agenda 3 : Subject Approval of the financial statement for the year December 31, 2017.**

- (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.Atthakorn Glankwamdee \_\_\_\_\_

Approve     Disapprove     Abstain

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

Approve                       Disapprove                       Abstain

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

Approve                       Disapprove                       Abstain

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

Approve                       Disapprove                       Abstain

Name of Director \_\_\_\_\_ Pol.Gen.Somchai Prabhasabhakdi \_\_\_\_\_

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 Approval of amendment to Article 33 of Company's Articles of Association**

- (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 9 : Subject Other Businesses (If any)**

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

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

Approve

Disapprove

Abstain

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

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

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

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remarks:**

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

**REGULAR CONTINUED PROXY FORM B**

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

The General Meeting of Shareholders No.39<sup>th</sup> to be held on Tuesday April 24, 2018, at 1:00 p.m. at Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

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

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

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

Approve                                       Disapprove                                       Abstain

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

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

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

Approve                                       Disapprove                                       Abstain

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

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

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

Approve                                       Disapprove                                       Abstain

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

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

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

Approve                                       Disapprove                                       Abstain

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

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

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

Approve                                       Disapprove                                       Abstain

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

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

Approve                                       Disapprove                                       Abstain

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

Approve                                       Disapprove                                       Abstain

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

Approve                                       Disapprove                                       Abstain



**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 2017 Annual Report 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 : .....