



AT.S&J 11/2018

April 24, 2018

Re : Report on the resolution of the Annual General Meeting of Shareholders No.39

To : President

The Stock Exchange of Thailand

S & J International Enterprises Public Company Limited wishes to hereby report the resolutions adopted at its Annual General Meeting No.39 held on Tuesday, April 24, 2018 at 1.00 P.M. in Chao Praya Room 2, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkholaem, Bangkok 10120. When the meeting commenced, a total of 81 persons and proxies attending the meeting, representing total 104 shareholders, and holding 128,543,856 shares, accounting for 85.74% of the issued and paid-up shares. The resolutions adopted by the meeting were as follows:

1. Certification of Minutes of the 38<sup>th</sup> Annual General Shareholders' Meeting held on Monday, April 24, 2017.  
The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage (%)	99.9958	-	0.0042	-

2. Acknowledgement of the Report of the Board of Directors for 2017.

3. Approval of the Financial Statements for the year ended December 31, 2017.

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage (%)	99.9958	-	0.0042	-



4. Approval of the 2017 appropriation of profit and dividend payment.

1. No appropriated for legal reserve due to the company has completely appropriated for legal reserve in compliance with the legal requirement.
2. Set dividend payments at the rate of Baht 1.20 per share for total amount dividend payments of Baht 179,916,993.60 accounting for 55.36% of total profit for the year 2017. The dividend payments 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's retained earnings subject to 25% corporate income tax deduction which an individual shareholders are able to credit tax refund equal to dividend multiplied by 25/75 according to the Revenue Code Section 47 bis.
- (2) Dividend at the rate of 0.64 baht per share to be appropriated from the company's retained earnings subject to 23% corporate income tax deduction which an individual shareholders are able to credit tax refund equal to dividend multiplied by 23/77 according to the Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive dividend payment for 2017 will be on May 3, 2018 and to be paid on May 23, 2018.

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage (%)	99.9958	-	0.0042	-

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

Approve the re-election of 5 directors due to retire upon term completion to serve another term as directors.

The meeting adopted a resolution for each director as follows:

1. Mr. Atthakorn Glankwamdee

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage* (%)	99.9958	-	0.0042	-





2. Mrs.Kaewta Ongsaranakom

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage* (%)	99.9958	-	0.0042	-

3. Admiral Apichart Pengsritong

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,489	10	5,357	-
Percentage* (%)	99.9958	0.0000	0.0042	-

4. Mrs.Pismai Chandrubeksa

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,489	10	5,357	-
Percentage* (%)	99.9958	0.0000	0.0042	-

5. POL.GEN.Somchai Prabhasabhakdi

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage* (%)	99.9958	-	0.0042	-

Remark : \* Representing the total votes of shareholders attending the meeting and having the rights to vote.

Therefore, there are 15 members for directors of the company in 2018 as per listed below:

1. Mr.Boonkeit Chokwatana
2. Mrs.Tipaporn Chokwatana
3. Mr.Thirasak Vikitset
4. Mr.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. Admiral Apichart	Pengsritong
11. Mr. Mrs.Pismai	Chandrubeksa
12. Mr.Amorn	Asvanunt
13. Mrs.Pradittha	Chongwattana
14. Mr.Surong	Ongkosit
15. POL.GEN.Somchai	Prabhasabhakdi

By having the Audit committee as follows:

1. Mr. Amorn	Asvanunt
2. Mrs.Pradittha	Chongwattana
3. Mr.Surong	Ongkosit
4. POL.GEN.Somchai	Prabhasabhakdi

#### 6. Approval of directors' remuneration.

The meeting have approved to pay director fee not to exceed 15 Million Baht as follows:

##### 1. Annual Remuneration

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

##### 2. Meeting fee

	Position	2018 (Baht/meeting)	2017 (Baht/meeting)
Board of Directors	● Chairman	12,000	12,000
Audit Committee	● Director	9,000	9,000
Nominating Committee			
Remuneration Committee			
Risk Management Committee	● Chairman	10,000	10,000
Corporate Social Responsibility Committee	● Director	8,000	8,000
Corporate Governance Committee			

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





3. Other remuneration : - None -

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

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage (%)	99.9958	-	0.0042	-

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

The meeting approved the appointment of an auditors for year 2018.

Mr.Chaiyakorn Aunpitipongsa Certified Public Accountants Registration No. 3196 and/or

Dr.Virach Aphimeteetamrong Certified Public Accountants Registration No. 1378 and/or

Mr.Apiruk Ati-anuwat Certified Public Accountants Registration No. 5202 and/or

Dr.Preecha Suan Certified Public Accountants Registration No. 6718

of Dr.Virach & Associates Company Limited and fix the audit fees as follows :

Description	2018 (Baht)
1. Review of the financial statements for the first quarter	225,000.00
2. Review of the financial statements for the second quarter	225,000.00
3. Review of the financial statements for the third quarter	225,000.00
4. Audit fee for the year ended December 31	700,000.00
<b>Total</b>	<b>1,375,000.00</b>
5. Audit fee of the 5 subsidiary companies	1,010,000.00
<b>Grand Total</b>	<b>2,385,000.00</b>

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

Description	2018 (Baht)
1. Observation on destroying inventories	Actual incur
2. Reviewing work of the other auditors	130,000.00

Furthermore, above auditors recommended for further appointment by the shareholders' meeting,

were from the same auditing office as those auditors acting as company auditors for the company's



subsidiaries. In that regard, the company's auditor and its subsidiaries are independent and do not have any relationship or conflict of interests with the company or its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those persons.

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage (%)	99.9958	-	0.0042	-

#### 8. Approval of amendment to Article 33 of Company's Articles of Association.

The meeting approved the amendment to Article 33 of Company's Articles of Association. 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. It's detail as follows:

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.

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.

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.

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.

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,538,499	-	5,357	-
Percentage (%)	99.9958	-	0.0042	-

Please be informed and kindly post the above information.

Sincerely yours,

(Mr.Thirasak Vikitset)

Managing Director

Registra Dept.

Tel 0-2676-2727 Ext. 2812, 2512, 2582