



At S&J 5/2018

March 14, 2018

Re Set date for the Annual General Meeting of Shareholders and Dividend Payment.

To Director and Manager  
The Stock Exchange of Thailand

S&J International Enterprises Public Company Limited would like to inform the resolutions of the Board of Directors 'meeting No. 2/2018 held on March 14, 2018 as follows;

1. Approval to propose to the Annual General Meeting of Shareholders to consider and approve the 2017 dividend payment at 1.20 Baht per share, totaling 149,930,828 shares amounting to 179,916,993.60 Baht from unappropriated retained earnings divided into 2 parts as follows :
  - 1.1 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.
  - 1.2 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.

Payment date has been set for Tuesday, May 23, 2018.

2. To propose to the Annual General Meeting of Shareholders to approve the re-election of the 5 outgoing directors due to term completion, to serve another term as directors as recommended by the Nominatng Committee, as follows :
  1. Mr.Atthakorn Glankwamdee
  2. Mrs.Kaewta Ongsaranakom
  3. Admiral Apichart Pengsritong
  4. Mrs.Pismai Chandrubeksa
  5. Pol.Gen.Somchai Prabhasabhakdi

The Board of Directors resolved to propose to the shareholders' general meeting to approve the re-election of the 5 outgoing directors due to term completion, to serve another term as directors as recommended by the Nominating Committee, as follows :

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





3. To arrange The 39<sup>th</sup> Annual General Meeting of the Shareholders to be held on Tuesday, April 24, 2018 at 13.00 o'clock at Chao Phaya Room 2 of the Montien Riverside Hotel 372 Rama 3 Road, Bangkhlo Sub-district, Bang Kho laem District, Bangkok 10120.
4. The record date on which shareholders have the right to attend the 2018 Annual General Meeting of shareholders on March 28, 2018.
5. The record date on which shareholders who have rights to receive dividend payment on May 3, 2018.
6. To propose to the Annual General Meeting for consideration an amendment to Article 33 of the Company's Articles of Association.

Present	Proposed Amendment	Reason
<p>Article 33.</p> <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. 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. 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></p>	<p>Article 33.</p> <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. 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
	<p><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.</u></p> <p><u>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</u></p>	

7. The Agenda of Annual General Meeting of Shareholders are as follows;
  1. Certification of the minutes of the 38<sup>th</sup> Annual General Meeting of Shareholders held on Monday, April 24, 2017.
  2. Acknowledgement of the board of director report for the year 2017.
  3. Approval of the Financial Statements for the year ended December 31, 2017.
  4. Approval of the appropriation of profit and annual dividend payment.
  5. Appointment the election of directors in replacement of retiring directors.
  6. Appointment Directors' remuneration for the year.
  7. Appointment of an auditor and specify the auditing fee for the year.
  8. Approval of amendment to Article 33 of Company's Articles of Association.
  9. Others (if any)
8. With regard to the earlier opportunity provided by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between November 15, 2017 through December 31, 2017. In fact, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for the new director. Therefore, there is no additional meeting agenda proposed by the shareholder in this year.





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Therefore, S&J will disclose the 39<sup>th</sup> Annual General Meeting of Shareholders together with the agenda both in Thai and English on the Company's website "[www.snjinter.com](http://www.snjinter.com)" under "Investor Relations". Investors can access the information from March 19<sup>th</sup>, 2018 onward. The invitation letter and the attached documents will be delivered to shareholders whose name appeared on the share register book closing date for the right to attend the meeting.

Please be informed accordingly.

Sincerely yours,

(Mr. Thirasak Vikitset)  
Managing Director

Registrar Dept.  
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