



April 23, 2019

Re : Report on the resolution of the Annual General Meeting of Shareholders No.40

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.40 held on Tuesday, April 23, 2019 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 69 persons and proxies attending the meeting, representing total 102 shareholders, and holding 128,589,413 shares, accounting for 85.77 of the issued and paid-up shares. The resolutions adopted by the meeting were as follows:

1. Certification of Minutes of the 39<sup>th</sup> Annual General Shareholders' Meeting held on Tuesday, April 24, 2018. The resolution was adopted by unanimous 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	128,589,413	-	-	-
Percentage (%)	100.00	-	-	-

2. Acknowledgement of the Report of the Board of Directors for 2018.

3. Approval of the Financial Statements for the year ended December 31, 2018.

The resolution was adopted by unanimous 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	128,589,413	-	-	-
Percentage (%)	100.00	-	-	-



4. Approval of the 2018 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 1.26 per share for total amount dividend payments of Baht 188,912,843.28 accounting for 50.02% of total profit for the year 2018. The dividend payments from unappropriated retained earnings divided into 2 parts as follows :
  - (1) Dividend at the rate of 0.62 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.
  - (2) Dividend at the rate of 0.64 baht per share to be appropriated from the company's retained earnings subject to 20% corporate income tax deduction which an individual shareholders are able to credit tax refund equal to dividend multiplied by 20/80 according to the Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive dividend payment for 2018 will be on May 3, 2019 and to be paid on May 22, 2019.

The resolution was adopted by unanimous 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	128,589,413	-	-	-
Percentage (%)	100.00	-	-	-

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

Approve the re-election of 4 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. Boonkiet Chokwatana

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,589,413	-	-	-
Percentage* (%)	100.00	-	-	-





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2. Mrs.Tipaporn Chokwatana

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,589,413	-	-	-
Percentage* (%)	100.00	-	-	-

3. Prof.Dr.Malyn Ungsurungsie

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,589,413	-	-	-
Percentage* (%)	100.00	-	-	-

4. Mrs.Chitraporn Vikitset

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,589,413	-	-	-
Percentage* (%)	100.00	-	-	-

In addition, the meeting approved the election of 1 new director to replace the retiring director who wished not to re-nomination. The resolution was adopted as follows:

5. Assist.Prof.Dr.Pongchai Athikomrattanakul

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,589,413	-	-	-
Percentage* (%)	100.00	-	-	-

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 2019 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



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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. Mrs.Pismai              | Chandrubeksa      |
| 12. Mr.Amorn                | Asvanunt          |
| 13. Mrs.Pradittha           | Chongwattana      |
| 14. POL.GEN.Somchai         | Prabhasabhakdi    |
| 15. Assist.Prof.Dr.Pongchai | Athikomrattanakul |

By having the Audit committee as follows:

- |                            |                   |
|----------------------------|-------------------|
| 1. Mr. Amorn               | Asvanunt          |
| 2. Mrs.Pradittha           | Chongwattana      |
| 3. POL.GEN.Somchai         | Prabhasabhakdi    |
| 4. Assist.Prof.Dr.Pongchai | Athikomrattanakul |

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

	2019 (Baht/meeting)	
	Chairman	Director
Board of Directors	12,000	9,000
Audit Committee		
Nominating Committee		
Remuneration Committee		
Risk Management Committee	10,000	8,000
Corporate Social Responsibility Committee		
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.





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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 unanimous vote out of the total votes of the shareholders attending the meeting as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	128,589,413	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting approved the appointment of an auditors for year 2019.

Mrs.Saifon Inkaew, Certified Public Accountants Registration No. 4434 and/or  
Mr.Termphong Opanaphan Certified Public Accountants Registration No. 4501 and/or  
Mrs.Poonnard Paocharoen Certified Public Accountants Registration No. 5238

of EY Office Limited and fix the audit fees as follows :

Description	2019 (Baht)
1. Review of interim financial statements	690,000.00
2. Audit of the statutory financial statements	980,000.00
3. Review other auditor's working papers	90,000.00
4. Review brought forwarded balance (only the first year)	50,000.00
<b>Total</b>	<b>1,810,000.00</b>
5. Audit fee of the 5 subsidiary companies	1,130,000.00
6. Review brought forwarded balance (only the first year)	155,000.00
<b>Grand Total</b>	<b>3,095,000.00</b>

For other services received for acknowledgement detailed as below :

Description	2019 (Baht)
1. Observation on destroying inventories	Actual incur

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



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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 unanimous 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	128,589,413	-	-	-
Percentage (%)	100.00	-	-	-

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