



August 4, 2020

Re : Report on the resolution of the Annual General Meeting of Shareholders No.41

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.41 held on Tuesday, August 4, 2020 at 1.00 P.M. in MOON Room, 10 Floor, Avani+ Riverside Bangkok Hotel, 257 Charoennakorn Road, Samre Sub-district, Thonburi District, Bangkok 10600. The resolutions adopted by the meeting were as follows:

1. Certification of Minutes of the 40<sup>th</sup> Annual General Shareholders' Meeting held on Tuesday, April 23, 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	125,890,350	-	-	-
Percentage (%)	100.00	-	-	-

2. Acknowledgement of the Report of the Board of Directors for 2019.

3. Approval of the Financial Statements for the year ended December 31, 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	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

4. Acknowledgement of the interim dividend payment.

The meeting acknowledge of an interim dividend in replace of annual dividend payment at 1.10 baht per share, totaling 164,923,910.80 baht, and no additional dividend payment from for the operating results of year 2019.

The company has appropriated 10% of registered capital into statutory reserve as stipulated by law. No further reserve was required.





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

The meeting had resolutions to approve for 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.Thirasak Vikitset

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	125,934,164	-	-	-
Percentage* (%)	100.00	-	-	-

2. Mrs.Teerada Ambhanwong

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	125,934,164	-	-	-
Percentage* (%)	100.00	-	-	-

3. Mr.Suthep Dansiriviroj

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	125,934,164	-	-	-
Percentage* (%)	100.00	-	-	-

4. Mr.Amorn Asvanunt

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	125,934,164	-	-	-
Percentage* (%)	100.00	-	-	-



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5. Mrs.Pradittha Chongwattana

The resolution was adopted by 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	125,934,154	10	-	-
Percentage* (%)	100.00	0.00	-	-

Therefore, there are 15 members for directors of the company in 2020 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 10<sup>th</sup>-15<sup>th</sup> 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

And the Audit committee are 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

	2020 (Baht/meeting)	
	Chairman	Director
Board of Directors	12,000	10,000
Audit Committee		
Nominating Committee		
Remuneration Committee		
Risk Management Committee	10,000	9,000
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.

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	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting approved the appointment of an auditors of EY Office Limited for year 2020.

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 and/or  
Ms.Sineenad Jirachaikhueankhan Certified Public Accountants Registration No. 6287





And approved the audit fees as follows :

Description	2020 (Baht)
1. Review of interim financial statements (for three quarters)	727,500.00
2. Audit of the statutory financial statements ended December 31,	992,500
3. Review other auditor's working papers	90,000.00
<b>Total</b>	<b>1,810,000.00</b>
4. Audit fee of the 5 subsidiary companies	1,285,000.00
<b>Grand Total</b>	<b>3,095,000.00</b>

For other services received for acknowledgement detailed as below :

Description	2020 (Baht)
1. Observation on destroying inventories	Actual incur

Furthermore, the above auditors as proposed to appointment by the shareholders' meeting are from the same auditing firm as 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 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	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

8. Approval of the amendment of clause 3 of the Memorandum of Associations (Company objectives) by additional 3 sub-clauses, previously had 52 clauses, to be 55 clauses in total.

The meeting had a resolution to approve the amendment of clauses 3 of the Memorandum of Associations (Company Objectives) by additional 3 sub-clauses, previously had 52 clauses, to be 55 clauses in total to conform with business strategy and current business operations as well as being able to support the company's business expansion in the future as per details as follows:

- No.53 To import and export product, tools and equipment as well as machines for medical, pharmaceutical scientific uses, including electric appliances, motors vehicles and other equipment, part and accessories for industry, agricultural uses as made of metal and plastic.



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No.54 To manufacture, make to order, offer maintenance as well as distribute all the products, equipment and machines for medical, pharmaceutical scientific uses, including electric appliances, motors, vehicles and other equipment, parts and accessories for industry, agricultural uses as made of metal and plastic.

No.55 To act as broker, agent, commission agent in all types of activities and businesses in domestic and outside the kingdom (except for the businesses of insurance search of memberships for associations and a broker for securities exchange) and to appoint the representative and broker for the activities of the company objectives.

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	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

Please be informed and kindly post the above information.

Sincerely yours,

Thirasak Vikitset  
(Mr.Thirasak Vikitset)  
Managing Director

Registra Dept.

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

