



Minutes of 41st Annual General Meeting
S & J International Enterprises Public Company Limited

The Meeting was held at the conference room of the MOON Room Avani+ Riverside Bangkok Hotel, 257, Charoennakorn Road, Samre Sub-district, Thonburi District, Bangkok 10600 on Tuesday, August 4, 2020 at 13.00 a.m. presently being attended by 24 shareholders present in person, representing 26,638,763 shares or 17.77% of company shares already issued and paid-up. Accordingly, and 37 shareholders by proxy, representing 99,146,587 shares or 66.13% of company shares already issued and paid-up. Accordingly, thereby rendering the total number of shareholders and proxies attending the meeting to become 41 persons, representing total 61 shareholders, holding 125,785,350 shares or 83.90% 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.

Mr. Boonkiet Chokwatana, Chairman of the meeting, welcomed and expressed thanks to all shareholders attending the Annual General Meeting of Shareholders No. 41 on behalf of the Board of Directors. In addition, introduced company directors, executives, sub-committee directors, company secretary and auditor who were attending the meeting as follows :

Board of directors

- | | | |
|-----------------|--------------|---|
| 1. Mr.Boonkiet | Chokwatana | Chairman of the Board of Directors
Chairman of the Nominating Committee and
Chairman of the Remuneration Committee |
| 2. Mrs.Tipaporn | Chokwatana | Vice Chairman of the Board of Directors |
| 3. Mr.Thirasak | Vikitset | Managing Director
Chairman of the Executive Board
Director of the Nominating Committee and
Director of the Remuneration Committee |
| 4. Dr.Atthakorn | Glinkwamdee | Deputy Managing Director
Director of the Executive Board and
Director of the Nominating Committee |
| 5. 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





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S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

6. Prof.Dr.Malyn	Ungsurungsie	Director of the Board of Directors Chairman of the Corporate Social Responsibility Committee and Director of the Executive Board
7. Mrs.Chitraporn	Vikitset	Director of the Board of Directors Director of the Executive Board and Director of the Nominating Committee
8. Mrs.Teerada	Ambhanwong	Director of the Board of Directors
9. Mr. Suthep	Dansiriviroj	Director of the Board of Directors
10. Admiral Apichart	Pengsritong	Independent Director and Director of the Corporate Social Responsibility Committee
11. Mrs.Pismai	Chandrubeksa	Independent Director and Director of the Remuneration Committee
12. Mr.Amorn	Asvanunt	Independent Director and Chairman of the Audit Committee
13. Mrs.Pradittha	Chongwattana	Independent Director and Director of the Audit Committee
14. POL.GEN.Somchai	Prabhasabhakdi	Independent Director Chairman of the Corporate Governance Committee and Director of the Audit Committee
15. Assist.Prof.Dr.Pongchai	Athikomrattanukul	Independent Director Chairman of the Risk Management Committee and Director of the Audit Committee

The Company's Directors attending in the Annual General Meeting of Shareholders No.41 were 15 persons equal to 100.00% of total directors.

Executives

Mr.Varith Tritapun Chief Executive Financial Officer

Company Secretary

Mr.Sumit Khopaiboon Account and Finance Section Manager
Director of the Executive Board and
Director of the Corporate Governance Committee





Auditor.

Ms.Sineenad Jirachaiueankhan

From EY Office Limited.

Auditor representatives and witness for counting vote.

Ms.Thipparat Pongpanwattana

From EY Office Limited.

Auditor of checking vote and counting vote.

Mrs.Kobsuk Sangsawas

From Vira Law Office Co.,Ltd.

Therefore, in this General Shareholders' Meeting, Chairman of the Board of Directors, Chairman of Sub - Committee, Chief Executive Financial Officer and Auditor also attended the meeting.

After that, Mr.Boonkiet Chokwatana, the Chairman, assigned Mr.Thirasak Vikitset, Managing Director and Mr.Sumit Khopai boon, Company Secretary to conduct the meeting further according to the meeting agenda.

Mr.Thirasak Vikitset, Managing Director, assigned Mr.Sumit Khopai boon, Company Secretary, to inform the meeting details and cast the vote process in this meeting.

Mr.Sumit Khopai boon, Company Secretary, informed the meeting for 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 15 November - 30 December 2019. 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 or registered mail to the company as specified in the notice of the meeting enclosure No.8. No questions were sent in advance to 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.



For the Meeting details and cast the vote process in this meeting, it 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 approval, disapproval or abstention in each agenda. Counting of vote regarded especially from disapproval and/or abstention included voided ballots (if any) by deducting from the all attended votes. Remaining balance votes shall 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 had 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 shall account their votes as part of the meeting and include it in the meeting report. The company shall only inform the shareholders to acknowledge in case there is an additional shareholders attending the meeting.

For orderly and transparent vote, the Company shall 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.

The Company directors as shareholders informed the meeting of their wish to cast votes to approve 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. In the meeting, if shareholders have any questions, please write their questions in the question form in each agenda and raise their hands for keeping the form in each agenda by the company officer.

Mr.Thirasak Vikitset, the Managing Director, conducted the meeting which composed of 9 agendas as follows:



Prior to the commencement of agenda 1, an additional 2 persons and/or proxy, representing 2 shareholders and holding 105,000 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 43 persons, representing 63 shareholders and holding 125,890,350 shares, accounting for 83.97% of the issued and paid-up shares of the company.

1. Certification of The Minutes of the 40th General Shareholders' Meeting held on Tuesday, April 23, 2019

Mr.Thirasak Vikitset, Managing Director, asked the meeting to consider and approve the minutes of 40th General Meeting of Shareholders held on Tuesday, April 23, 2019. 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) and also sent out the minutes together with the invitation letter to the shareholders which the Board of Directors already approved the minute.

Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder questions but no question was posed by any shareholder. Which, this agenda was requested to approval the resolution, based on majority votes of the shareholders present at the meeting and having voting rights. The matter was thereby submitted to the meeting for consideration.

Meeting resolution After consideration, the resolution was adopted by unanimous votes out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voiced ballots
Amount of Shareholders	63	-	-	-
Amount of Shares	125,890,350	-	-	-
Percentage (%)	100.00	-	-	-

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 2019.

Mr.Thirasak Vikitset, Managing Director, informed the meeting that, the report by The Board of Directors and the company's performance results for year 2019 were published in the 2019 Annual Report in QR Code and Invitation letter or Registration form which was sent out in advance together with Notice on Arrangement to Shareholders. The Board of Directors has opinioned on the reports which were prepared in accordance with the requirements of the Securities Exchange Commission (SEC) and the Stock Exchange of Thailand as follows :





Consolidated	2019	2018	differentiated	
	(Unit : Million baht)	(Unit : Million baht)	Million baht	%
Total revenues	4,828	5,075	(247)	(4.87)
Total expenses	4,553	4,697	(144)	(3.07)
Profit attributable to equity holder of the Company	258	347	(89)	(25.65)
Earnings per share (Baht)	1.72	2.32	(0.6)	(25.86)

- Total revenues of Baht 4,828 Million (comprised of revenue from sale of Baht 4,634 Million, other incomes of Baht 136 Million and Share of profit from investments in associates of Baht 58 Million) decreased from prior year of Baht 247 Million, mainly due to decreased in revenue from sales of Baht 164 Million, from decreasing in local sales of Baht 353 Million accounting for 12.9% due to decreased in market share of cosmetic products and packaging. While increasing in export sales of Baht 189 Million, accounting for 9.1%, due to increase in oversea market share of cosmetic products. In addition, decreased in other income from prior year of Baht 98 Million due to prior year, the Company had gain on disposal of investment in available-for-sale securities.
- Total expense of Baht 4,553 Million, decreased from prior year of Baht 144 Million mainly due to
 - Decrease in cost of sales of Baht 194 Million from prior year while the ratio of cost of sales to sales decreased from prior year at 1.5%, due to effectively in costing management and profitability resulting increase in gross profit.
 - Increase in administration expense of Baht 65 Million due to increases in personnel expenses and allowance for impairment of investment.
- Profit attributable to equity holders of the parent of Baht 258 Million, decreased from prior year of Baht 89 Million, accounting for 25.7% due to decrease in revenue from sales and decrease in expenses as the above said.

Mr.Thirasak Vikitset, Managing Director, has reported the progress in Anti-Corruption. the Company has been re- certified a member of the Private Sector Collective Action Coalition Against Corruption on September, 2019 and being a member on November 4, 2019.

In 2019, the company did not find any significant defect issues regarding corruption or operations that are inconsistent with the law or related terms as well as violating the code of conduct.



Mr.Thirasak Vikitset, Managing Director, has reported the situation of the coronavirus outbreak 2019 (COVID 19), the company has established guidelines on work from home and time-lapse, to reduce the risk of virus exposure to employees.

In addition, the company has donated money and items to the Government and Private sectors such as:

1. Contributed to the purchase of medical equipment and donated to 18 hospitals in the North, South and Northeastern regions amounted 991,952 Baht.
2. Donated funds to improve the emergency room for support of infected people with COVID-19, Queen Savang Vadhana Memorial Hospital, Chonburi, amounted 967,000 Baht.
3. Donated more than 4,000 bottles of "Edwards" Hand Sanitizer Gel to the Government sectors.
4. Donated amount 50,000 baht for children in the Father Ray Foundation in Banglamung District, Chonburi.

Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder questions but no question was posed by any shareholder, and informed the meeting that this acknowledgement agenda requiring no vote-casting, and proceeded to next meeting agenda.

Prior to the commencement of agenda 3, an additional 1 persons and/or proxy, representing 1 shareholders and holding 43,814 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 44 persons, representing 64 shareholders and holding 125,934,164 share altogether, accounting for 83.99% of the issued and paid-up shares of the company.

3. Approval of The Financial Statements for the year ended December 31, 2019.

Mr.Sumit Khopaiaboon, 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, which were prepared in accordance with generally accepted accounting standards as well as audited and certified by auditor and also agreed by Audit Committee and Board of Directors as per details shown in the 2019 Annual Report, page 120 – 178, which can be downloaded from QR Code which was forwarded to the shareholders in advance together with invitation letter in summary as follows:



(Unit : Million Baht)

Descriptions	Consolidated		% of change	The separate financial statements		% of change
	2019	2018		2019	2018	
Total Assets	4,946	4,925	0.43	4,002	4,075	(1.79)
Total Liabilities	1,021	1,040	(1.83)	750	873	(14.09)
Shareholders' Equity	3,925	3,885	1.03	3,252	3,202	1.56
Revenues from sales	4,634	4,798	(3.42)	3,787	3,812	(0.66)
Profit Attributable to equity holders of the parent company	258	347	(25.65)	262	378	(30.69)
Earnings per Share (Baht)	1.72	2.32	(25.86)	1.75	2.52	(30.56)

Mr.Sumit Khopaiboon, Company Secretary, provided an opportunity for shareholder questions but no question was posed by any shareholder. Which, this agenda was requested to approval the resolution, based on majority votes of the shareholders present at the meeting and having voting rights. The matter was thereby submitted to the meeting for consideration.

Meeting resolution After consideration, the resolution was adopted the Financial Statements for the year ended December 31, 2019 by unanimous votes out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided ballots
Amount of Shareholders	64	-	-	-
Amount of Shares	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

Prior to the commencement of agenda 4, there were no additional shareholders/appointed proxies attending the meeting.

4. Acknowledgement of the interim dividend payment.

Mr.Thirasak Vikitset, Managing Director, reported to the meeting that, based on its separate financial statements for 2019, the company posted the following results :

Unappropriated retained earnings	1,788,680,470	Baht
Plus Profit for year 2019	262,174,398	Baht
Deduct Dividend (1.26 Baht/share)	(188,912,843)	Baht
Plus Comprehensive income for year	7,455,454	Baht
Appropriated Retained Earnings	1,878,397,479	Baht



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

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. The Board of Directors considered and proposed to inform shareholders at the Annual General Meeting about the interim dividend payments without further payment of annual dividend for the fiscal year of 2019.

According to the pandemic of COVID-19, the company could not hold the Annual General Shareholder Meeting to consider the payment of annual dividend. To alleviate the effect of this circumstance on shareholder due to the postponement of Annual Shareholding Meeting. The Board of Directors had approved of an interim dividend payment at 1.10 Baht per share replace of annual dividend for the financial result from January 1, to December 31, 2019, totaling 164,923,910.80 Baht, according to resolution of the Board of Directors meeting No 4/2020 held on April 8, 2020, to be paid 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.

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 and paid the said dividend on May 7, 2020.

Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder questions but no question was posed by any shareholder, and informed the meeting that this acknowledgement agenda requiring no vote-casting, and proceeded to next meeting agenda.

Prior to the commencement of agenda 5, there were no additional shareholders/appointed proxies attending the meeting.

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

Mr.Thirasak Vikitset, Managing Director, informed the meeting that, according to The Public Company Act B.E.2535 Section 71 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 directors, whereby 5 directors were due to retire at this shareholders' meeting as follows:

1. Mr.Thirasak	Vikitset	Director, Managing Director, Chairman of the Executive Board, Director of the Nominating Committee and Director of the Remuneration Committee
2. Mrs.Teerada	Ambhanwong	Director
3. Mr.Suthep	Dansiriviroj	Director
4. Mr.Amorn	Asvanunt	Independent Director and Chairman of the Audit Committee
5. Mrs.Pradittha	Chongwattana	Independent Director and Director of the Audit Committee

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 Directors of the Nomination Committee having possible conflict of interests, had 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. Accordingly, The Board of Directors adopted the resolution agreeing with The Nominating Committee's opinion to propose to the shareholders' meeting to re-elect these 5 retiring directors to serve another term.

For the Independent Directors to hold position for more than nine years consisted of Mrs.Pradittha Chongwattana, totally holding the position of independent director until the completion of this proposed term for a period of 21 years, who is a knowledge of legal, 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.

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 Directors of International Laboratories Co.,Ltd. who served as director of other company 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 abstention 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 5 retiring upon term completion according to the following order :

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

Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder questions but no question was posed by any shareholder. Which, this agenda was requested to approval the resolution, based on majority votes of the shareholders present at the meeting and having voting rights. 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 votes for each individual 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
Amount of Shareholders	64	-	-	-
Amount of Shares	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
Amount of Shareholders	64	-	-	-
Amount of Shares	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
Amount of Shareholders	64	-	-	-
Amount of Shares	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
Amount of Shareholders	64	-	-	-
Amount of Shares	125,934,164	-	-	-
Percentage* (%)	100.00	-	-	-

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
Amount of Shareholders	63	1	-	-
Amount of Shares	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.Athakorn | Glankwamdee |
| 5. Mrs.Kaewta | Ongsaranakorn |
| 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. Mrs.Pismai | Chandrubeksa |
| 12. Mr.Amorn | Asvanunt |
| 13. Mrs.Praditha | Chongwattana |
| 14. POL.GEN.Somchai | Prabhasabhakdi |
| 15. Assist.Prof.Dr.Pongchai | Athikomrattanukul |

By having the Audit committee as follows:

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

Prior to the commencement of agenda 6, there were no additional shareholders/appointed proxies attending the meeting.

6. Approval of directors' remuneration.

Mr.Thirasak Vikitset, 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 shareholders.





For year 2019, the company has allocated remuneration budget to the directors for total amount Baht 14,464,000 according to the details as follows:

Detail	Amount (Baht)
Annual remuneration for The Board of Directors	13,150,000
Meeting allowances for The Board of Directors	774,000
Meeting allowances for The Audit Committee	186,000
Meeting allowances for The Nomination Committee	84,000
Meeting allowances for The Remuneration Committee	68,000
Meeting allowances for The Risk Management Committee	40,000
Meeting allowances for The Corporate Social Responsibility Committee	72,000
Meeting allowances for The Corporate Governance Committee	90,000

For the year 2020, the Board of Director has considered and 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, and 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 :

	2020 (Baht/Time)	
	Chairman	Director
Board of Directors	12,000	10,000
The Audit Committee		
The Nomination Committee,	10,000	9,000
The Remuneration Committee,		
The Risk Management Committee,		
The Corporate Social Responsibility Committee,		
The Corporate Governance Committee		



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.

As all above shall be followed to practice until changing. By the Annual remuneration paid may not exceed the limit approved by the shareholders' meeting.

Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder questions but no question was posed by any shareholder. Which, this agenda was requested to approval the resolution, whereby not less than 2/3 of the votes present at the meeting. The matter was thereby submitted to the meeting for consideration.

Meeting resolution After consideration, the resolution was adopted by unanimous votes out of the total votes of the shareholders attending the meeting as follows:

	Approval	Disapproval	Abstention	Voided ballots
Amount of Shareholders	64	-	-	-
Amount of Shares	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

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.

Mr.Sumit Khopaiboon, Company Secretary and Account and Finance Section Manager, 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."

In 2020, 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. Mrs.Saifon Inkaew Certified Public Accountant License No.4434 and/or
(Never audit the company's financial statements)
2. Mr.Termpong Opanaphan Certified Public Accountant License No.4501 and/or
(Audited the company's financial statement for a period of 1 year, since 2019)
3. Mrs.Poonnard Paocharoen Certified Public Accountant License No.5238 and/or
(Never audit the company's financial statements)
4. Ms.Sineenad Jirachaikhueankhan Certified Public Accountant License No.6287
(Never audit the company's financial statements)

of EY Office Limited 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 EY Office Limited 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 do not have any prior relationship or any stake holding interests in both the company or its subsidiaries, and are not related to their management, major shareholders, or other parties related to those persons.

Details of auditing fee for year 2020 are 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.	992,500.00
3. Review other auditor's working papers	90,000.00
Total	1,810,000.00

And propose to the Annual General Meeting of the shareholders to approve auditing fee for the year 2020 and acknowledge the 2020 auditing fee for the company's 5 subsidiaries. (The auditing fee of the subsidiary companies in 2020 may vary according to number of the subsidiary companies and/or the actual work which would incur during the year.) as follows:

Description	2020 (Baht)
1. S & J International Enterprises Public Company Limited	1,810,000.00
2. 5 subsidiary companies	1,285,000.00
Total	3,095,000.00



For other services received from EY Office Limited are as follows:

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

Mr.Sumit Khopaiboon, Company Secretary and Account and Finance Section Manager, provided an opportunity for shareholder questions but no question was posed by any shareholder. Which, this agenda was requested to approval the resolution, based on majority votes of the shareholders present at the meeting and having voting rights. The matter was thereby submitted to the meeting for consideration.

Meeting resolution After consideration, the resolution was adopted by unanimous votes out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided ballots
Amount of Shareholders	64	-	-	-
Amount of Shares	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

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

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

Mr.Sumit Khopaiboon, Company Secretary, informed the meeting that to comply with the strategy and current business operations as well as being able to support the company's business expansion in the future. Therefore, the amendment of causes 3 of the Memorandum of Associations (Company's objectives) by additional 3 sub-clauses, previously had 52 clauses, to be 55 clauses in total 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.
- 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's objectives

Mr.Sumit Khopaiboon, Company Secretary, provided an opportunity for shareholder questions but no question was posed by any shareholder. Which, this agenda was requested to approval the resolution, no less than three-fourths votes of the shareholders present at the meeting and having voting rights. The matter was thereby submitted to the meeting for consideration.

Meeting resolution After consideration, the resolution was adopted by unanimous votes out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided ballots
Amount of Shareholders	64	-	-	-
Amount of Shares	125,934,164	-	-	-
Percentage (%)	100.00	-	-	-

Prior to the commencement of agenda 9, there were no additional shareholders-appointed proxies attending the meeting

9. Other matters (if any)

After completing the deliberation of the meeting agenda, Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder questions or comments relating to the meeting but no question was posed by any shareholder and informed to the meeting don't have voided ballots in the cast votes, and then invited Mr.Boonkiet Chokwatana, The Chairman to close the meeting.



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S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

Mr.Boonkiet Chokwatana, The Chairman, thanked all shareholders for taking the time to attend the meeting.

The meeting adjourned at 1.45 p.m.

Boonkiet Chokwatana
(Mr.Boonkiet Chokwatana)
Chairman of the Meeting

Minute recorder
Sumit Khopaiboon
(Mr.Sumit Khopaiboon)
Company Secretary

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