

**NOTICE ON  
ARRANGEMENT  
OF THE ANNUAL  
GENERAL MEETING  
OF SHAREHOLDERS NO...**

**42**

**Tuesday 27 April, 2021  
at 1.00 p.m.**

**At Chao Praya Room 2  
Monthien Riverside Hotel**

372, Rama 3 Road, Bang Khlo Sub-district,  
Bang Kho Laem District, Bangkok 10120



**MAP**

**Registration starts at 11.00 a.m.**

Please bring Notification of Meeting  
with have Barcode ( Registration Form )  
for attending the meeting.

**40** **Sji**  
ANNIVERSARY



**The Company's Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders for the Year 2021 under the Circumstance of Coronavirus 2019 (COVID-19)**

1. Shareholders are required to grant proxy to the Company's independent Directors to attend the meeting instead of participation persons (name list and detail in Enclosure No.5) by specifying in the proxy form sent to the Shareholders or downloading them via the Company's website (pre-casting the vote for each agenda is recommended), and sending back the proxy form to the Company no less than 3 working day prior to the meeting (for reviewing the documents) as follow:

Mr.Sumit Khopaiboon

Company Secretary

S & J International Enterprises Public Company Limited

2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

2. The meeting room would be clean in advance.
3. The Company has organized the meeting venue to avoid crowded meeting area with appropriate social distancing of 1.5 meters and limited number of available seats in the meeting room for approximately 60 seats with specific seating number for each attendee. Therefore, each attendee is required to sit as specified for the benefits of the disease prevention or following up in case of any unforeseen circumstances.

In the case that the seats have been fully prepared, the Company would ask for your cooperation from the shareholders who attend the meeting in persons, are required to grant proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.

4. The Company would like to request your cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 virus spread as follows:

4.1 All Attendees are required to wear your facemask and fill in the COVID-19 infection Risk Screening Form before entering the venue, and for those attendees who have recently visited or returned from any disease infected zones as notified by the Ministry of Public Health, including those who have had close contact with those who have visited or returned from any disease infected zones, or being found of having risky symptoms such as fever. Cough, sore throat, sneezing, runny nose, will not be allowed to attend the Meeting. The Company would ask for your cooperation to strictly follow the recommendations from our staff at the health screening point or attendee will be denied from entering the meeting. For those who cannot attend the meeting due to the reasons explained above are able to appoint the Company's Independent Directors as their proxies to attend and vote at the Meeting. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act. B.E.2558.

4.2 All attendees have to check their body temperature through infrared thermometer at the health screening which any attendee who have body temperature of 37.5 degrees Celsius or higher will not be allowed to attend the meeting. Attendees who passed the health screening are requested to put on a registration sticker, prepare and wear your facemask at all time and clean your hands by using the alcohol-based sanitizer gel, provided by the Company at the meeting areas.

4.3 The Company reserves the rights to not allow any attendees, who do not pass the health screening or do not completed the COVID-19 Infection Risk Screening Form to enter the Meeting.

4.4 Attendees, who wish to ask question, are able to write their question in a paper submit their questions to the Company's staff to submit it to Chairman of the meeting.

5. The company provides snack boxes and bottled water for the shareholders or proxies who attend the meeting for 1 set per 1 person after finishing the meeting.
6. If there are any changes in the situation or additional AGM-related measures from the Governance Official, the Company will inform Shareholders via the Company's website ([www.snjinter.com](http://www.snjinter.com))

**The Company would like to apologize for any inconvenience that may occurs, especially if a high number of meeting attendees cause a delay in the health screening and registration process.**

April 2, 2021

**Notice on arrangement of The Annual General Meeting of Shareholders No. 42**

**Subject :** Invite to attend The Annual General Meeting of Shareholders No. 42

**To :** Dear Shareholders of S & J International Enterprises Public Company Limited

- Enclosures :**
1. Copy of The Minutes of the Annual General Meeting of Shareholders No. 41 on Tuesday August 4, 2020.
  2. Annual report for the year 2020 (QR Code) and Notification of Meeting (Registration Form)
  3. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
  4. Definition of the "Independent directors".
  5. Information of Independent directors and Audit Committee Directors that company offers to be shareholders' proxy.
  6. Company's Articles of Association relating to the Annual General Meeting of Shareholders.
  7. Documents required prior to attending the meeting, practice rules of the meeting.
  8. Procedures for posting advance questions prior to the shareholders' meeting.
  9. Meeting Attendance Procedures for the Annual General Meeting of Shareholders
  10. Power of Proxy Form B.
  11. Map for the Meeting Venue.
  12. Requirement Form of the Annual Report (Printed Form).
  13. QR Code Downloading Procedures for the 2020 Annual Report and Sustainability Report.
  14. Information memorandum on assets acquisition and connected transactions.
  15. Submission of the Amendment Opinion of the Independent Financial Advisor on the Acquisition of Assets and Connected Transaction of the Company

The Board of Directors of the company decided to arrange the Annual General Meeting of Shareholders No. 42 on Tuesday, April 27, 2021, at 1.00 p.m. at Chao Praya Room 2, Monthien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120. For this meeting, the Company had given the opportunity to shareholders to propose agenda and nominate candidates to be elected as directors during November 15<sup>th</sup>, 2020 to December 30<sup>th</sup>, 2020. There were not any shareholders propose agenda and nominate candidates to be elected as director. Therefore, the company has set meeting venue to consider the following agendas :

**Agenda 1** **Certification of The Minutes of the 41<sup>th</sup> Annual General Shareholders' Meeting held on Tuesday, August 4, 2020.**

**Fact and reason:** The company has prepared the Minutes of such Meeting and submitted to the Stock Exchange of Thailand and the 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) according to enclosure No.1.

**Comment of The Board:** Such minutes were correctly recorded and should be submitted to the meeting of shareholders for approval.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**Agenda 2 Acknowledgement of the Report of the Board of Directors for 2020.**

**Fact and reason:** Report of The Board of Directors and the operating results of the company in 2020 already provided in the annual report of 2020 in QR Code format was presented on the Notification of Meeting in accordance with requirements of the Securities Exchange Commission and the Stock Exchange of Thailand was submitted together with the notice of the General Meeting of Shareholders herewith enclosure No.2.

**Comment of The Board:** Such report should be submitted to The Meeting of Shareholders for acknowledgement.

**Voting resolution:** No voting required since this agenda is intended for acknowledgement purpose.

**Agenda 3 Approval of The Financial Statements for the year ended December 31, 2020.**

**Fact and reason:** Such Financial Statements were prepared in accordance with Financial Reporting Standards. The Financial Statements were audited and certified by a certified public accountant which the Audit Committee and the Board of Director already agreed with as follows :

(Unit : Million baht)

<b>Descriptions</b>	<b>Consolidated financial statements</b>	<b>The separate financial statements</b>
Total Assets	5,115.10	4,209.27
Total Liabilities	1,026.72	861.22
Shareholders' Equity	4,088.38	3,348.05
Total Revenues	4,315.59	3,283.64
Profit Attributable to equity holders of the parent	275.91	238.22
Earnings per Share (Baht/share)	1.84	1.59

The details above are in the financial statements of the 2020 Annual Report according to enclosure No.2.

**Comment of The Board:** Such financial report should be submitted to The Meeting of Shareholders for approval.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**Agenda 4 Approval of the Appropriation of Profit and Dividend payment.**

**Fact and reason:** 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. For 2020, the company could achieve profit for the year in the separate financial statements of 238.22 million Baht, and unappropriated retained earnings at the end of fiscal year of 1,952.70 million baht.

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

**Comment of The Board:** To propose to the shareholder's meeting, to approve profits appropriation and dividend payments to the shareholders at the rate of Baht 1.00 per share, totaling 149.93 Million baht, or 62.94% net profit of the Company's separate financial statement comply with its dividend payment policy by payment from unappropriated retained earnings subject to 20% corporate income tax deduction which an individual shareholders can credit tax refund equal to dividend multiplied by 20/80 according to Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive dividend payment will be on May 10, 2021 and to be paid on May 25, 2021. Details of dividend payment are as follows :

Details of Dividend Payment		2020	2019
1. Profit for the year	(Million Baht)	238.22	262.17
2. Number of share	(Million Shares)	149.93	149.93
3. Interim Dividend per share	(Baht / Shares)	-	1.10
4. Annual Dividend per share	(Baht / Shares)	1.00	-
5. Total dividend	(Million Baht)	149.93	164.92
6. Payout Ratio	(%)	62.94	62.91

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

#### **Agenda 5 Appointment the election of directors in replacement of retiring directors**

**Fact and reason:** According to the regulations of the company No. 21, in every general meeting of shareholders, one-third of the directors must be retired on rotation basis. If not, it should be closed to one third and the retiring directors may be re-elected. In this general meeting of shareholders, 5 retiring directors are:

1. Dr.Atthakorn            Glankwamdee    Director, Deputy Managing Director  
Director of the Executive Board and  
Director of the Nominating Committee
2. Mrs.Kaewta            Ongsaranakom    Director , Director of the Executive Board  
Director of the Nominating Committee  
Director of the Remuneration Committee and  
Director of the Corporate Governance Committee
3. Admiral Apichart    Pengsritong        Independent Directors and  
Director of the Corporate Social Responsibility Committee
4. Mrs.Pismai            Chandrubeksa     Independent Directors and  
Director of the Remuneration Committee
5. Pol.Gen.Somchai      Prabhasabhakdi    Independent Directors  
Chairman of the Corporate Governance Committee and  
Director of the Audit Committee

The company had given the shareholders opportunity to nominate candidate to considered as company director to the shareholders' meeting for 2021 in advance, during the period of November 15<sup>th</sup>, 2020 to December 30<sup>th</sup>, 2020. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For the said nomination, screen proper careful consideration were exercised by the Nominating Committee in selecting qualified candidates on an individual basis as the members of the Nominating Committee with interests did not vote to select themselves, in compliance with the existing company rules and criteria relating to such position consideration. Upon careful consideration of the candidates' qualifications in terms of Board Diversity and qualifications that were in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix. The Nominating Committee unanimously resolved to recommend to The Board of Directors to nominate above 5 outgoing directors to re-elect these persons to serve another term as company directors.

**Comment of the Board** : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration and screen 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. Moreover, persons nominated as independent directors of the company could express opinions independently and in accordance with the relevant rules. Accordingly, The Board of Directors resolved to endorse the proposal by The Nominating Committee, to nominate the 5 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

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

For the Independent Directors to hold position for more than nine years consisted of Admiral Apichart Pengsritong who is a knowledge of purchasing and procurement of the government system and Mrs.Pismai Chandrubeksa who is a knowledge of management, 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, totally holding the position of independent director until the completion of this proposed term for a period of 15 years

Enclosed please find the profile of the persons being nominated as directors and the Definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per attachment no.3.and no.4.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

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

**Fact and reason:** 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. For 2020, the shareholders' meeting has earlier approved annual directors' remuneration budget limit not exceeding 15 million baht and assigned the Remuneration Committee to allocate remuneration on such budget amount.

For year 2020, the company has allocated remuneration budget to the directors for total amount Baht 14,043,000 according to the details as follows:

<b>Detail</b>	<b>Amount (Baht)</b>
Annual remuneration for The Board of Directors	12,300,000
Meeting allowances for The Board of Directors	1,220,000
Meeting allowances for The Audit Committee	204,000
Meeting allowances for The Nomination Committee	60,000
Meeting allowances for The Remuneration Committee	60,000
Meeting allowances for The Risk Management Committee	50,000
Meeting allowances for The Corporate Social Responsibility Committee	74,000
Meeting allowances for The Corporate Governance Committee	75,000

Details of the criteria for the directors' remuneration were based on the consideration of The Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders meeting, the remuneration payment amount for the previous year and the comparison with other companies in similar businesses.

For the year 2021, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding 15 million baht same as the year earlier, according to remuneration details 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 : 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.

Details of meeting allowance payments were as follows:

	<b>2021 (Baht/Time)</b>		<b>2020 (Baht/Time)</b>	
	<b>Chairman</b>	<b>Director</b>	<b>Chairman</b>	<b>Director</b>
Board of Directors	12,000	10,000	12,000	10,000
The Audit Committee				



	2021 (Baht/Time)		2020 (Baht/Time)	
	Chairman	Director	Chairman	Director
The Nomination Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Social Responsibility Committee, The Corporate Governance Committee	10,000	9,000	10,000	9,000

3. Other remuneration : - None –

**Comment of The Board:** The Board of Directors resolved to propose to the shareholders, meeting to approve yearly directors. Remuneration budget not exceeding Baht 15 million per year (same as the remuneration budget in the previous year), as proposed by the Remuneration committee since such remuneration was appropriate and reflected the director's authority, duty, and responsibility scope, as well as the company's operating results and business growth. Additionally, the remuneration was based on criteria comparable to other companies in the same business sector.

**Voting resolution:** A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

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

**Fact and reason:** According to the regulations of the company No.49 and 50, the auditor shall not be a director, staff member employee or a person holding any office. An auditor shall be elected annually by the general shareholders meeting. A retiring auditor may be elected. In 2020, the meeting of shareholders appointed Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or Mr.Termphong Opanaphan, Certified Public Accountant No. 4501 and/or Mrs. Ponnard Paچارoen, Certified Public Accountant No. 5238 and/or Ms.Sineenad Jirachaihueankhan Certified Public Accountant License No. 6287 of EY Office Limited.

Audit Committee to propose of EY Office Limited to be our company's auditors in 2021 for another year by the following auditors:

1. Mrs. Saifon Inkaew Certified Public Accountant License No. 4434 and/or  
(Never audit the company's financial statements)
2. Mr. Termphong Opanaphan Certified Public Accountant License No. 4501 and/or  
(Audited the company's financial statement total period of 1 year, in year 2019)
3. Mrs. Ponnard Paچارoen Certified Public Accountant License No. 5238 and/or  
(Never audit the company's financial statements)
4. Ms.Sineenad Jirachaihueankhan Certified Public Accountant License No. 6287  
(Audited the company's financial statements total period of 1 year, since 2020)

And fix auditing fee as follows :

Unit : Baht

Description	2021	2020
1. Review of interim financial statements (all together three quarters)	727,500	727,500
2. Audit of the statutory financial statements	992,500	992,500
3. Review other auditor's working papers	90,000	90,000
<b>Total</b>	<b>1,810,000</b>	<b>1,810,000</b>

and propose to the Annual General Meeting of the shareholders to approve auditing fee for the year 2021 and acknowledge the 2021 auditing fee for the company's 4 subsidiaries. (The auditing fee of the subsidiary companies in 2021 may vary according to number of the subsidiary companies and/ or the actual work which would incur during the year.) as follows;

Unit : Baht

Description	2021	2020
1. S & J International Enterprises Public Company Limited	1,810,000	1,810,000
2. subsidiary companies	1,150,000*	1,285,000
<b>Total</b>	<b>2,960,000</b>	<b>3,095,000</b>

**Note** : Auditing fee decreased due to the decreased subsidiary 1 company.

For other services received for acknowledgement detailed as below :

Unit : Baht

Description	2021	2020
Observation on destroying products	Actual incur	80,000

**Comment of The Board** : Agreed with Audit Committee to propose to the shareholders to appoint Mrs. Saifon Inkaew Certified Public Accountant License No. 4434 and/or Mr. Termphong Opanaphan Certified Public Accountant License No. 4501 and/or Mrs. Ponnard Paocharoen Certified Public Accountant License No. 5238 and/or Ms.Sineenad Jirachaikhueankhan Certified Public Accountant License No. 6287 of EY Office Limited to be our company's auditors in 2021 by considering their work, independent, audit fee and qualifications according to company's regulations and rules of the Securities Exchange Commission and the Stock Exchange of Thailand and appointing one of these auditors to audit and express an opinion on the company's financial statements.

However, the proposed auditors have no relationship or no interest with the Company / subsidiary companies/ executives / major shareholders or the above related mentioned persons. The auditors of the 4 subsidiaries are auditors from EY Office Limited which is the same auditing firm as S&J.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights

## **Agenda 8 Approval of the purchase of land from Saha Patana Inter-Holding Public Company Limited.**

**Fact and reason:** Top Trend Manufacturing Co., Ltd. (“TTM”); a subsidiary of the company, to enter into a transaction to purchase land which TTM's factory located in Saha Group Industrial Park, Sriracha District, Chonburi Province from Saha Pathana Inter-Holding Public Company Limited (“SPI”) instead of land lease. The property area is 10 rai 1 ngan 14.9 square wah or 10.28725 rai which will be purchased at the of not exceeding 10,150,000 Baht per rai or at the total purchase of not exceeding 104,415,588 Baht. The transaction will be fully paid on a date which ownership of the property is transferred to TTM, while SPI as the seller will pay for land transfer fee, tax duty and all of other expenses related to ownership transfer.

The transaction is considered as an acquisition of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (“The Notification on Asset Acquisition or Disposal”) with the maximum transaction size equal to 2.04 percent of total assets of the Company. Total value of consideration is calculated based on the consolidated financial statements of the Company for a period ended 31 December 2020. According to the Notification on Asset Acquisition or Disposal, the maximum transaction size is less than 15 percent of the Company's total assets without securities issuance as payment. Therefore, the transaction can be approved by the Board of Directors and the Company neither does not have to disclose information on the transaction to the Stock Exchange of Thailand (“SET”), nor propose the agenda to the Shareholders' meeting for approval. The company did not have any acquisition or disposition of assets within the past 6 months prior to the date the Board of Directors approved the transaction.

Moreover, the transaction is considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on the Connected Transaction dated 31 August 2008 (including (as amended) and the announcement of the Stock Exchange of Thailand regarding the disclosure of information and operations of listed companies on the connected transaction B.E. 2546 dated November 19, 2003 (including the revised Additional) (“Notification of the Connected Transaction”), as SPI is the major shareholder of the Company which, as of December 31, 2020, holds 29,435,192 shares or equivalent to 19.63 percent of the Company's paid-up shares. The maximum transaction size is equal to 2.98 percent, which is less than 3.00 percent of the Company's net tangible assets (NTA), according to the Company's consolidated financial statements for the period ended 31 December 2020. The transaction is considered as a medium-size connected transaction which can be approved by the Board of Director. Therefore, the Company does not have to disclose information to SET or arrange a shareholders' meeting to approve the transaction.

However, in compliance to a good corporate governance practice, the Board of Directors has resolve to propose the issue to the shareholders' meeting for approval. The Company, therefore, disclosed the information on the transaction to SET, appointed an independent financial advisor to give opinions on the transaction, and will arrange a shareholders' meeting to approve the transaction. The transaction must be approved by the shareholders' meeting, with votes of not less than three-fourths of total number of votes of shareholders who attend the meeting and have the rights to vote, excluding those who have an interest in the matter. The notice of shareholders' meeting and the opinion of the independent financial adviser must be sent to the shareholders 14 days in advance before the date of the shareholders' meeting. (Details are set out in Information Memorandum Relating to Acquisition of Assets and Connected Transaction (Attachment No.14) and the opinion of the financial adviser, Attachment No.15).

**Comment of The Board :** The Board of Directors which excluded the company's directors having interest in the matter deemed that the entry of such transaction is worthiness when comparing with the benefits to be received after the transaction, This will allow TTM to acquire ownership of all factory buildings and structures belonging to TTM located on such land. In addition, TTM does not have to transfer ownership of all buildings and structures owned by the Company on land to SPI as the provider. Rent after the contract expires As a result, the ownership of all factory buildings and structures remains TTM and can continue to operate. The Audit Committee has a consensual opinion as well.

**Voting resolution:** No less than three-fourths votes by the shareholders present at the meeting are required to pass the resolution.

**Agenda 9 Other matters (if any)**

The Board of Directors hereby invites the shareholders to attend the meeting according to the time, date and place specified above. The registration for meeting attendance shall open 2 hours prior to meeting commencement, starting from 11.00 a.m. onwards. To keep the benefits of shareholders, should you need the company to clarify any proposed meeting agenda, you may send your inquiry in advance. Please see additional details per attachment no.8

For your convenience, if you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute proxy as attached herewith or per printed forms as format form of the Ministry of Commerce or alternatively you may download proxy form of which there are three Proxy Forms : Form A, Form B or Form C from [www.snjinter.com](http://www.snjinter.com). In case of foreign investors who appoint custodian in Thailand to be share keeper and safeguard may choose either proxy forms : Form A, Form B or Form C. For those who are not foreign investors who can only use either Form A or Form B. In addition, you may appoint Independent Director as your proxy from and amongst the Independent Directors whose their name and their profile are provided in enclosure No.5

All documents that have to be returned to the Company no less than one working day prior to the meeting by address to :

Mr. Sumit Khopaiboon (Company Secretary)  
S & J International Enterprises Public Company Limited  
2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

In order to speed up and facilitate the registration process at the Annual General Meeting, it is kindly requested that the shareholder and/or **the proxy bring the letter with having the barcode or Proxy Form with having the barcode**, as attached in enclosure 2, together with the identification documents for meeting attendance per enclosure 7, and present them to the registration staff on the date of the meeting.

By the order of the Board of Directors



(Mr.Thirasak Vikitset)  
Managing Director

**Minutes of 41<sup>st</sup> 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<br>Chairman of the Nominating Committee and<br>Chairman of the Remuneration Committee  |
| 2. Mrs.Tipaporn   | Chokwatana   | Vice Chairman of the Board of Directors   |
| 3. Mr.Thirasak    | Vikitset     | Managing Director<br>Chairman of the Executive Board<br>Director of the Nominating Committee and<br>Director of the Remuneration Committee  |
| 4. Dr.Atthakorn   | Glankwamdee  | Deputy Managing Director<br>Director of the Executive Board and<br>Director of the Nominating Committee   |
| 5. Mrs.Kaewta     | Ongsaranakom | Director of the Board of Directors<br>Director of the Executive Board<br>Director of the Nominating Committee<br>Director of the Remuneration Committee and<br>Director of the Corporate Governance Committee |
| 6. Prof.Dr.Malyn  | Ungsurungsie | Director of the Board of Directors<br>Chairman of the Corporate Social Responsibility Committee and<br>Director of the Executive Board  |
| 7. Mrs.Chitraporn | Vikitset     | Director of the Board of Directors<br>Director of the Executive Board and<br>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	Athikomrattanakul	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 Tritrapun 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 Jirachaikueankhan  
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 Khopaiboon, Company Secretary to conduct the meeting further according to the meeting agenda.

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

Mr.Sumit Khopaiboon, 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 40<sup>th</sup> General Shareholders' Meeting held on Tuesday, April 23, 2019**

Mr.Thirasak Vikitset, Managing Director, asked the meeting to consider and approve the minutes of 40<sup>th</sup> 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](http://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	Voided 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 amounted 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 Khopaiboon, 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
<u>Plus</u> Profit for year 2019	262,174,398	Baht
<u>Deduct</u> Dividend (1.26 Baht/share)	(188,912,843)	Baht
<u>Plus</u> Comprehensive income for year	7,455,454	Baht
<b>Appropriated Retained Earnings</b>	<b>1,878,397,479</b>	<b>Baht</b>

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,<br>Chairman of the Executive Board,<br>Director of the Nominating Committee and<br>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.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. 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

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 The Audit Committee	12,000	10,000
The Nomination Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Social Responsibility Committee, The Corporate Governance Committee	10,000	9,000

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
<b>Total</b>	<b>1,810,000.00</b>

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
<b>Total</b>	<b>3,095,000.00</b>

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

Description	2020 (Baht)
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.

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

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

1. **Names** : Dr.Atthakorn Glankwamdee  
**Age** : 72 years old  
**Nationality** : Thai  
**Education** : Ph.D. Major in Mechanical Engineering, Minor in Operation Research  
 University of Illinois at Urbana, U.S.A.



**Training Director Program :**

- Director Accreditation Program (DAP) class 3/2003
- Director Certification Program (DCP) class 68/2005  
 By Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Company director having been endorsed by the Nominating Committee

**Position in the company** :

- Deputy Managing Director, Director of the Executive Board and Director of the Nominating Committee

**Date of Appointment** : April 22, 1991

**Number of years as director** : 30 years

**Year in total until end of this tenure** : 33 years

**Experience, Knowledge/Expertise** : Business management

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			
1 companies	1996 -Present - Director of Sahacogen (Chonburi) PLC.	7 companies	-	-

**Company shareholding (personal/spouse/child under legal age)** 470,774 shares = 0.31 %

**Meeting attendance record in 2020** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	9/10	times
The Executive Board meeting	21/25	times
The Nominating Committee meeting	-	times
The Risk Management Committee*	2/5	times

(\* Retired on May 15,2020)

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

**2. Names** : Mrs.Kaewta Ongsaranakom  
**Age** : 64 years old  
**Nationality** : Thai  
**Education** : BA. Major in Public Administration, Minor in English  
 From Faculty of Political Science Thammasat University



**Training Director Program :**

- Director Certification Program (DCP) class 27/2003
- Role of the Compensation Committee (RCC) class 10/2010  
 By Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Company director having been endorsed by the Nominating Committee

**Position in the company** :

- Company Director, Director of the Executive Board, Director of the Nominating Committee, Director of the Remuneration Committee and Director of the Corporate Governance Committee

**Date of Appointment** : June 22, 1987

**Number of years as director** : 34 years

**Year in total until end of this tenure** : 37 years

**Experience, Knowledge/Expertise** : Human Resources Management and Corporate governance.

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position		Number	
		10 Companies	2011-Present	Director of International Laboratories Co.,Ltd.

**Company shareholding (personal/spouse/child under legal age)** 1,004,709 shares = 0.67 %

**Meeting attendance record in 2020** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	10/10	times
The Executive Board meeting	22/25	times
The Nominating Committee meeting	2/2	times
The Remuneration Committee	2/2	times
The Corporate Governance Committee	4/4	times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

3. **Names** : Admiral Apichart Pengsritong

**Age** : 71 years old

**Nationality** : Thai

**Education** :

- Master degree in The State Private & Political Sectors Course, National Defense College (Class of 15th)
- Bachelor of Science, Royal Thai Naval Academy (Electrical Engineering)



**Training Director Program** :

- Director Accreditation Program (DAP) class 82/2010
- Risk Management Program for Corporate Leaders (RCL) class 4/2016 by Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Independent director endorsed by the Nominating Committee and Board of Director

**Position in the company** :

- Independent Director and Director of the Corporate Social Responsibility Committee

**Date of Appointment** : November 12, 2009

**Number of years as director** : 12 years

**Year in total until end of this tenure** : 15 years

**Experience, Knowledge/Expertise** : Purchasing and procurement of the government system

**Work experiences**

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position			Number	
3 companies	2016 -Present	- Chairman, Chairman of Audit committee and Independent Director JKN Global Media Pcl.	-	-	-
	2015 -Present	- Chairman and Independent Director T.A.C Consumer Pcl.			
	2012 -Present	- Chairman and Independent Director Muangthai Capital Pcl.			

Characteristic of Conflict of interest	Nominated Independent Director Admiral Apichart Pengsritong
Company shareholding - Number of Share - % Holding of all voting right	85,714 0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years.  1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.  2. Being or not being professional service providers (e.g., auditors, legal advisers).  3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No  No  No

**Meeting attendance record in 2020** : The General shareholders meeting 1/1 time  
 The Board of Directors' meeting 9/10 times  
 The Corporate Social Responsibility Committee 4/4 times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

**4. Names** : Mrs.Pismai Chandrubeksa  
**Age** : 72 years old  
**Nationality** : Thai  
**Education** : Catering Diploma (Hotel & Restaurant Management) from  
 Cambridgeshire College of Arts & Technology, England  
**Training Director Program** : Director Accreditation Program (DAP) class 82/2010  
 By Association of Thai Institute of Directors (IOD)



**Type of directorship being nominated** : Independent director endorsed by the Nominating Committee and Board of Director

**Position in the company** : Independent Director and Director of the Remuneration committee

**Date of Appointment** : April 22, 2002

**Number of years as director** : 12 years

**Year in total until end of this tenure** : 15 years

**Experience, Knowledge/Expertise** : Business administration

**Work experiences**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position		Number	
-	-	-	-	-

Characteristic of Conflict of interest	Nominated Independent Director Mrs.Pismai Chandrubeksa
Company shareholding - Number of Share - % Holding of all voting right	84,285 0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. 1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company. 2. Being or not being professional service providers (e.g., auditors, legal advisers). 3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No No No

**Meeting attendance record in 2020** : The General shareholders meeting 1/1 time  
 The Board of Directors' meeting 7/10 times  
 The Nominating Committee meeting 1/2 times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition



**Profile of directors to replace those retiring upon term completion (Agenda 5)**

- 5. Names** : Pol.Gen.Somchai Prabhasabhakdi  
**Age** : 78 years old  
**Nationality** : Thai  
**Education** :
- Master of Public Administration (M.P.A.), National Institution of Development Administration.
  - Branches of public administration, Royal Police Cadet Academy.



**Training Director Program :**

- Director Accreditation Program (DAP) 25/2004
- Director Certification Program (DCP) 51/2004
- Role of the Chairman Program (RCP) 12/2005
- Audit Committee Program (ACP) 2/2004  
By Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Independent director endorsed by the Nominating Committee and Board of Director

**Position in the company** : Independent Director, Chairman of the Corporate Governance Committee and Director of the Audit Committee

**Date of Appointment** : April 28, 2015

**Number of years as director** : 6 years

**Year in total until end of this tenure** : 9 years

**Experience, Knowledge/Expertise** : Legal and Corporate governance

**Work experiences**

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position				
1 company	2005- Present	- Independent Director and Director of the Audit Committee Sahacogen (Chonburi) PLC.	-	-	-

Characteristic of Conflict of interest	Nominated Independent Director Pol.Gen.Somchai Prabhasabhakdi
Company shareholding - Number of Share - % Holding of all voting right	None None
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years.  1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.  2. Being or not being professional service providers (e.g.,auditors, legal advisers).  3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g.selling and buying of raw materials/goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No  No  No

**Meeting attendance record in 2020** : The General shareholders meeting 1/1 time  
 The Board of Directors' meeting 10/10 times  
 The Audit Committee meeting 5/5 times  
 The Corporate Governance Committee meeting 4/4 times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition.

### Definition of the Independent Directors

As in compliance with the rules and regulations of Capital Market Supervisory Board means the persons who

1. Do not hold more than 1% of total shares entitled to vote of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company. This includes shares held by any person related to a certain independent director.
2. Are not or have never been directors who have any role as executive officers, employees, staff, advisors who earn regular salary, or those who have authorities of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or of those who have authorities of the company. This excludes those who have quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors and then the forbidden nature as mentioned not include in case. Who was the officials or advisors of Government who was the major shareholder or those who have authorities of the company.
3. Are not persons who have relations by consanguinity or by legalization as fathers, mothers, spouses, brothers or sisters, children, or spouses of children of the executive officers, major shareholders, those who have authorities, or persons who will be proposed as executive officers or those who have authorities of the company or subsidiary.
4. Do not have or have never had any business relations with the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company in such a manner that it may be an obstacle for them to execute their independent discretion. In addition, they are not or have never been major shareholders, directors unless otherwise they are independent directors, or executive officers of any person who has a business relations with the company, its parent company, subsidiary, affiliate major shareholder or those who have authorities of the company who may have conflicts of interest except that they have quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.

Business relations as stated above includes trade transactions which are normally performed to run business on renting or letting real estate, transactions related to assets or services, or bail-out by receiving or giving loan, pledge, and collateral in addition to other acts similar to the above-mentioned which cause that requesters or partners of contract have a debt to pay to another party at the minimum of three percentage of net tangible assets or twenty million baht or more provided that which is less. The calculation of the debt is based on adaptation of the method of calculation of the related transactions in accordance with the Notification of The Capital Market Supervisory Board on "Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions". But to consider the aforementioned debt, any debt occurred during one year prior to the day that business relations with the same person has been done is also included.

5. Are not or have never been auditors of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest; as well as major shareholders, directors unless otherwise they are independent directors, executive officers or managing partners of the audit firms which are auditors of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest except that they quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.
6. Are not or have never been involved in any kind of professional jobs, in addition to legal advice or financial advice, with the remuneration as for the service fee at the amount of 2 million baht per annum from the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest. It is also included if they are major shareholders, directors unless otherwise they are independent directors, executive directors, or managing partners of the juristic entities that provide them such kinds of professional services except that they quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.
7. Are not directors who are assigned to be representatives of the directors of the company, its major shareholders, or shareholders who have connection with the major shareholders of the company.
8. Do not have business that have a similar condition and compete with the affair of company or subsidiary, the significant partner in the partnership, Director participants managed, employees or officer, advisors receive a regular salary, holding more than one percent of all authorized shares of other companies which runs business that have a similar condition and competition to effect business of company or subsidiary.
9. Are not assigned with any kind of other responsibilities that shall be obstacles for them to give their independent opinions in regard to the business operations of the company.

If the Capital Market Supervisory Board issues a notification of any change in regard to qualification of independent directors, the independent directors of the company must possess all qualifications as stated in new issued notification entirely.

After being appointed as independent director having qualifications complying with the criteria under item 1 to 9, the independent director may then be assigned by The Board of Directors to participate in the decision-making procedures for the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

All independent directors of the company were not engaged in business relationship or provided any professional service to the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest. Furthermore, they also did not serve as independent directors in its parent company, subsidiary, or same-level subsidiary.

### Information of Independent directors and Audit Committee Director that company offer to be your proxy

<b>1. Name</b>	- Mr.Amorn Asvanunt		
<b>Type of Director</b>	- Independent director and Chairman of the Audit Committee		
<b>Age</b>	- 72 years old		
<b>Nationality</b>	- Thai		
<b>Address</b>	- 336 Soi Ladprao 84, Wang Thong Lang Sub-District, Wangthonglang District, Bangkok 10310		
<b>Company shareholding</b>	- None		
<b>Interest on each agenda</b>	- None		
<b>Special interests are different from other directors in the agenda considered</b>	- None		
<hr/>			
<b>2. Name</b>	- Mrs.Pradittha Chongwattana		
<b>Type of Director</b>	- Independent director and Audit Committee		
<b>Age</b>	- 71 years old		
<b>Nationality</b>	- Thai		
<b>Address</b>	- 466/84 Riverside Tower 2 , Rama 3 Road, Bang Kol, Bang Kholaem, Bangkok, 10120		
<b>Company shareholding</b>	- 0.11%		
<b>Interest on each agenda</b>	- None		
<b>Special interests are different from other directors in the agenda considered</b>	- None		
<hr/>			
<b>3. Name</b>	- POL.GEN.Somchai Prabhasabhakdi		
<b>Type of Director</b>	- Independent director and Audit Committee		
<b>Age</b>	- 78 years old		
<b>Nationality</b>	- Thai		
<b>Address</b>	- 44/57 Sukhumvit 71 Road , Khlong Tan Nue, Watthana, Bangkok, 10110		
<b>Company shareholding</b>	- None		
<b>Interest on each agenda</b>	- None		
<b>Special interests are different from other directors in the agenda considered</b>	- being vested special interests as Director in agenda 5 to consider the election of directors in replacement of those who are retired by rotation, as being retiring directors and is nominated to be the director of the Company for another term.		
<hr/>			
<b>4. Name</b>	- Assist.Prof.Dr.Pongchai Athikomrattanakul		
<b>Type of Director</b>	- Independent director and Audit Committee		
<b>Age</b>	- 50 years old		
<b>Nationality</b>	- Thai		
<b>Address</b>	- 90/678 Mantana Thonburirom Village, Pracha Uthit Rd., Bang Khru, Phra Pradaeng, Samutprakan 10130		
<b>Company shareholding</b>	- None		
<b>Interest on each agenda</b>	- None		
<b>Special interests are different from other directors in the agenda considered</b>	- None		

**The Articles of Association which related to General Meeting of Shareholders**

**OF**

**S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED.**

**General Meeting of Shareholders.**

**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 Director 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 demand 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.

**Article 34** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

**Article 35** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

**Article 36** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

**Article 37** At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholder meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 38** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 39** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 40** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Article 44** The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year.
2. Approval of Balance Sheet and Statement of Income.
3. Appropriation of profits.
4. Election of new directors to replace retiring directors.
5. Appointment of auditor and fixing of auditing fee.
6. Other matters.

**Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.**

**Article 41** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 42** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 43** In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - d. The amendment of the Memorandum or Articles of Association of the Company;
  - e. The increase and reduction of a capital or issuance of debentures of the Company;
  - f. The amalgamation or dissolution of the Company.



## **Dividend Payment**

**Article 55** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 56** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 57** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

## **Qualification, Election and Term Expiration of Directors.**

**Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

**Article 19** The directors shall be natural persons and shall

1. Be sui juris.
2. Not be bankrupt, incompetent or quasi-incompetent.
3. Have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent.
4. Have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

**Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

**Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

**Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

#### **Remuneration of the Board Directors.**

**Article 32** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

**Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders.**

**Article 49** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

**Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

**Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.

**Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

**Documents and evidence that the attendance must present before attending the meeting and regulation for the meeting.**

The registration of the General Meeting of Shareholder No. 42 of S&J International Enterprises Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, **please bring Notification of Meeting with having barcode (Registration Form) on the meeting day.**

**1. Documents of the attended person to be presented before attend the meeting**

**Ordinary Person**

- (1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (2) The shareholders have appointed an authorized person to attend the meeting,
  - 2.1 Please use the Proxy Form in printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy.
  - 2.2 The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**Juristic Person**

In case the shareholders have appointed an authorized person to attend the meeting.

- (1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares**

In care the shareholders have appointed an authorized person to attend the meeting.

- (1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
  - 1.1 The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
  - 1.2 The Confirm Letter to show that the person who signs in the Proxy Form get the consent to do the custodian business.
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**2. The regulations for the meeting**

- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

**Procedures for posting advance questions prior to the shareholders' meeting**

In accordance with the policy by The Board of Directors allowing shareholders to participate in corporate management by providing comments and suggestions, the company therefore allows shareholders the opportunity to post advance questions related to the meeting agenda, to the attention of The Board of Directors prior to the date of the 42<sup>nd</sup> shareholders' meeting, by following the procedures as follows:

**1. Identifying oneself with relevant information, and then posting question or suggestion**

- ❖ By providing own name, address, contact telephone number, and e-mail address (if any), which can be contacted by the company.
- ❖ Posting question / comment for particular meeting agenda, together with and supporting information or document (if any).

**2. Contact channels provided by the company**

- ❖ By e-mail address : [sumit\\_k@snjinter.com](mailto:sumit_k@snjinter.com)
- ❖ By registered mail to :

Mr.Sumit Khopaiboon (Company Secretary)  
S & J International Enterprises Public Company Limited  
2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

**3. Question posting period**

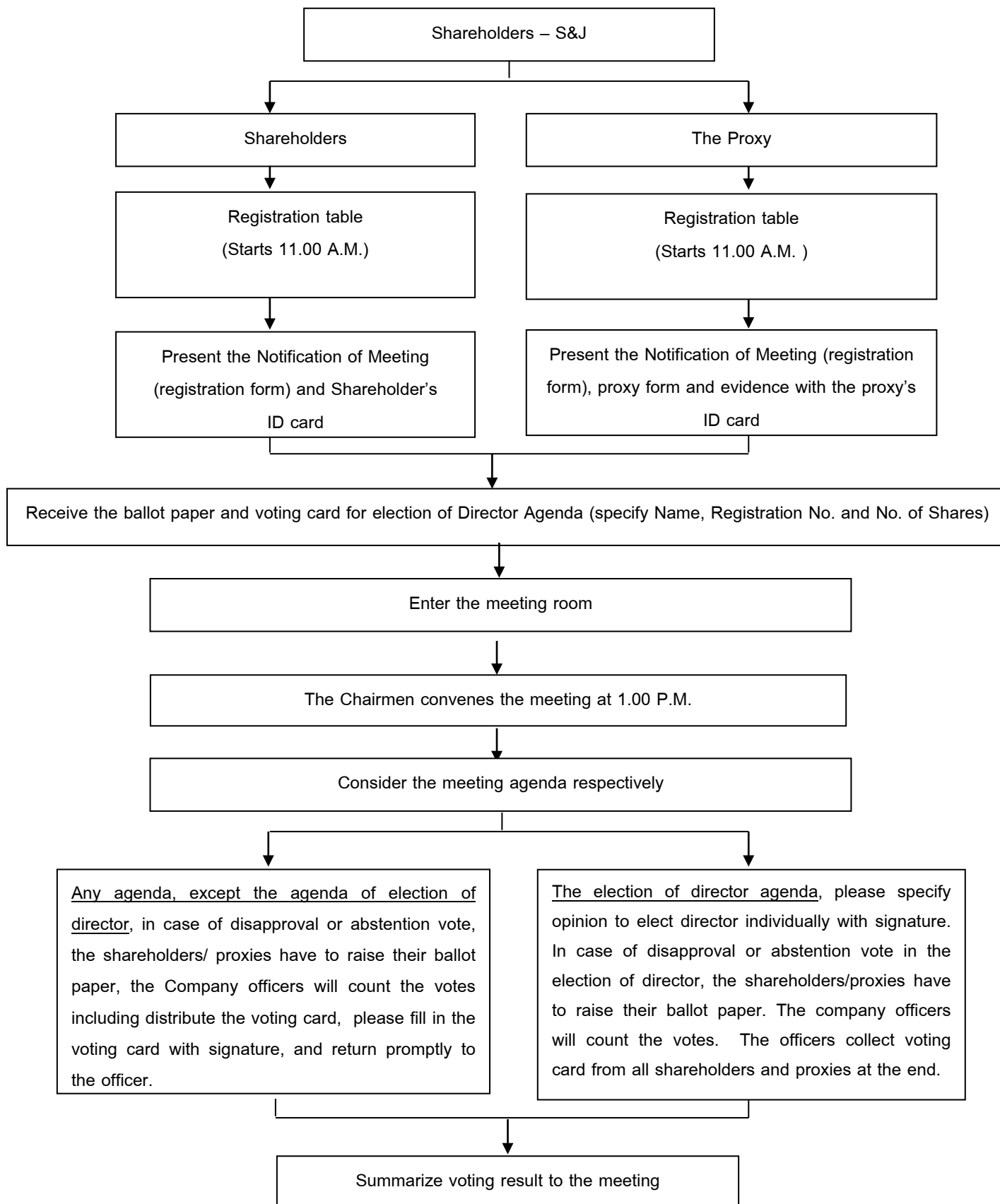
As the company allows shareholders to post questions related to the meeting agenda prior to the meeting date, the shareholders are requested to post advance questions to the company by Friday, April 23, .2021.

4. The Company Secretary shall collect the questions and pass them all to the Managing Director for considerations.
5. The company shall provide clarification in response to the advance questions posted by the shareholders at the shareholders' meeting.

The process for the Annual Shareholder’s Meeting No. 42

S & J International Enterprises Public Company Limited

Tuesday April 27, 2021





(Duty Stamp 20 Baht)

PROXY (FORM B)

Written at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
With address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of S & J International Enterprises Public Company Limited  
holding the total number of..... shares with the voting rights of..... votes  
as follows;  
 ordinary share..... shares with the voting rights of ..... votes  
 preferred share..... shares with the voting rights of ..... votes

(3) do hereby appoint either one of the following persons:  
(Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

\_\_\_\_\_ Mr.Amorn Asvanunt \_\_\_\_\_ Age \_\_\_\_ 72 \_\_\_\_ Years  
with address at \_\_\_\_\_ 336 \_\_\_\_\_ Road \_\_\_\_\_ - \_\_\_\_\_ Sub-District \_\_\_\_ Wang Thong Lang \_\_\_\_\_  
District \_\_\_\_ Wang Thong Lang \_\_\_\_\_ Province \_\_\_\_ Bangkok \_\_\_\_\_ Postal Code \_\_ 10310 \_\_\_\_

\_\_\_\_\_ Mrs.Pradittha Chongwattana \_\_\_\_\_ Age \_\_\_\_ 71 \_\_\_\_ Years  
with address at \_\_\_\_\_ 466/84 \_\_\_\_\_ Road \_\_\_\_ Rama 3 \_\_\_\_\_ Sub-District \_\_\_\_ Bang Kol \_\_\_\_\_  
District \_\_\_\_ Bang Kholaem \_\_\_\_\_ Province \_\_\_\_ Bangkok \_\_\_\_\_ Postal Code \_\_ 10120 \_\_\_\_

\_\_\_\_\_ Assist.Prof.Dr.Pongchai Athikomrattanakul \_\_\_\_\_ Age \_\_\_\_ 50 \_\_\_\_ Years  
with address at \_\_\_\_ 90/678 \_\_\_\_\_ Road \_\_\_\_ Pracha Uthit \_\_\_\_\_ Sub-District \_\_\_\_ Bang Khru \_\_\_\_\_  
District \_\_\_\_ Phra Pradaeng \_\_\_\_\_ Province \_\_\_\_ Samutprakan \_\_\_\_\_ Postal Code \_\_ 10130 \_\_\_\_

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ the Ordinary  
~~the Extraordinary~~ General Meeting of Shareholders No. 42<sup>nd</sup> to be held on Tuesday April 27, 2021 at 1.00 p.m. at Chao  
Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at  
any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:  
 **Agenda 1 : Subject Certification of the minutes of the 41<sup>st</sup> Annual General Shareholders' Meeting held on Tuesday  
August 4, 2020.**  
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.  
 (b) The Proxy must cast the votes in accordance with my / our following instruction:  
 Approve  Disapprove  Abstain

**Agenda 2 : Subject Acknowledgement of the Report of the Board of Directors for 2020.**

**Agenda 3 : Subject Approval of the financial statement for the year December 31, 2020.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

**Agenda 4 : Subject Approval of the appropriation of profit and dividend payment.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

**Agenda 5 : Subject Appointment the election of directors in replacement of retiring directors**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- To elect directors as a whole
- Approve                                       Disapprove                                       Abstain
- To elect each director individually
- Name of Director \_\_\_\_\_ Dr.Atthakorn      Glankwamdee \_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Mrs.Kaewta      Ongsaranakom \_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Admiral Apichart      Pengsritong \_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Msr.Pismai      Chandrubeksa \_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Pol.Gen.Somchai      Prabhasabhakdi \_\_\_\_\_
- Approve                                       Disapprove                                       Abstain

**Agenda 6 : Subject Approval of directors' remuneration.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

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

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain





**Agenda 8 : Approval of the purchase of land from Saha Patana Inter-Holding Public Company Limited.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
  - Approve                                       Disapprove                                       Abstain

**Agenda 9 : Subject Other Businesses (If any)**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
  - Approve                                       Disapprove                                       Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of mine as shareholders.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____	Shareholder
(                                      )	
Signed _____	Proxy
(                                      )	
Signed _____	Proxy
(                                      )	
Signed _____	Proxy
(                                      )	

**Remarks:**

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.

**REGULAR CONTINUED PROXY FORM B**

Authorization of proxy on behalf of the Shareholder of S & J International Enterprises Public Company Limited.  
The General Meeting of Shareholders No.42<sup>nd</sup> to be held on Tuesday April 27, 2021, at 1:00 p.m. at Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Election of Directors (continued)**

Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

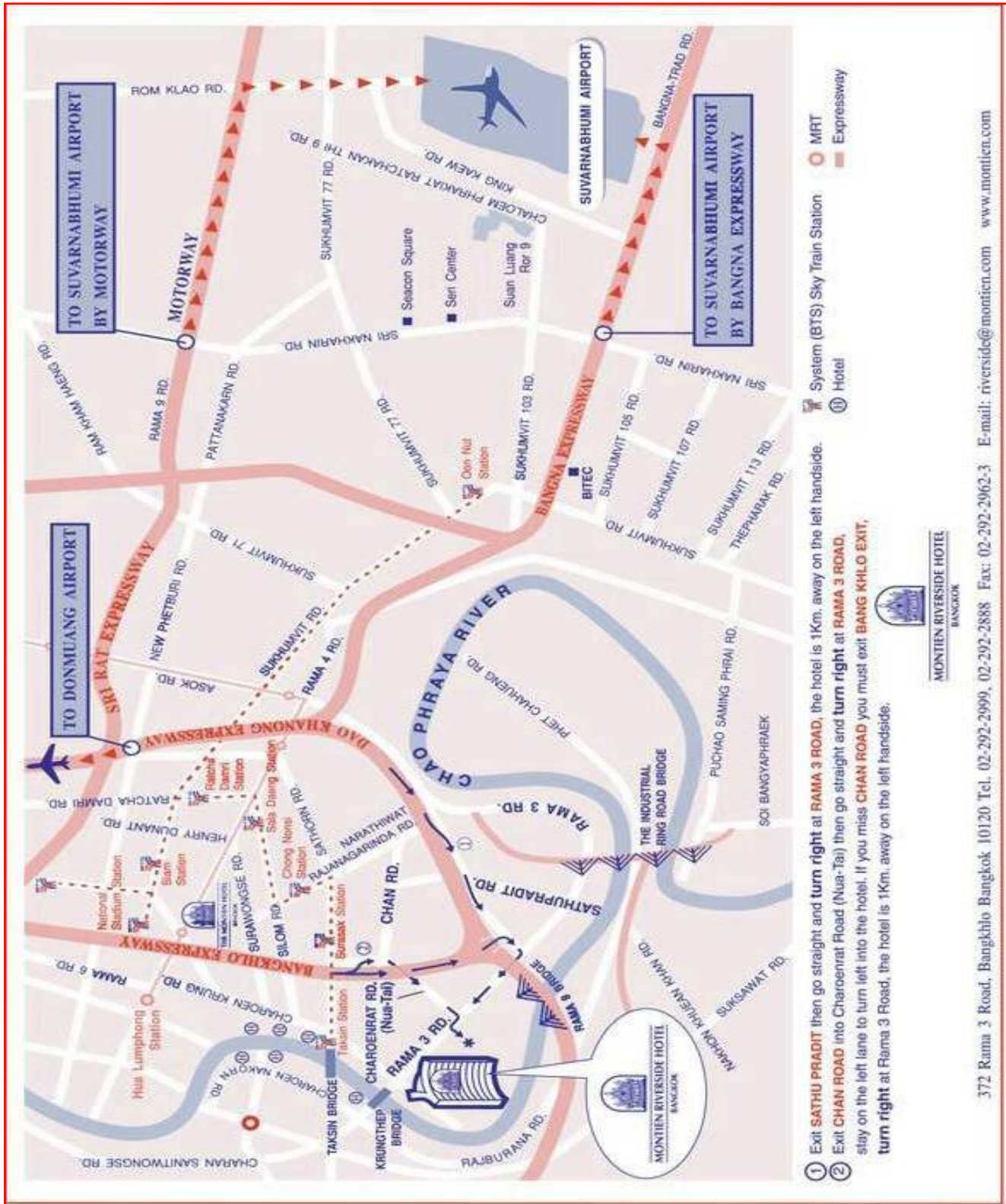
Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

Map for the Meeting Venue.



**Requirement Form of the Annual Report (Printed Form)**

**To Shareholders**

S & J International Enterprises Public Company Limited would like to inform that shareholders who intend to receive the 2020 Annual Report in printed form, please fill the details below and send back to Company, Mr.Sumit Khopaiboon (Company Secretary), 2 Naradhiwas Rajanagarindra Road, Tungwatdon, Sathorn, Bangkok 10120, Tel. 02-676-2727 Ext. 2812 or by email address : [sumit\\_k@snjinter.com](mailto:sumit_k@snjinter.com). The company will send the Annual Report to you later.

I : .....(elaborate handwriting)

Address : .....  
.....  
.....

Name of Contact Person : .....

Telephone No : .....

Fax No : .....

E-Mail Address : .....

**QR Code Downloading Procedures for the Annual Report 2020**

Annual Report 2020 consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31<sup>st</sup>, 2020 and Sustainability Report for the year 2020.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows the Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

**For iOS System**

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark** : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line, etc.

**For Android System**

1. Open applications QR CODE READER, Facebook or Line.

**How to scan the QR Code with Line application**

- Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.



**SJI GOING FORWARD  
TOWARDS SUSTAINABILITY**

**S&J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED**

**OFFICE:** 2 Naradhiwas Rajanagarindra Road, Tungwatdon, Sathon, Bangkok, 10120, Thailand

Tel. (662) 676 2727, (662) 676 2737, Fax (662) 676 2726

**FACTORY 1:** 600/4 Moo 11 Sukaphiban 8 Road, Nongkharm, Sriracha, Chonburi, 20230, Thailand

Tel. (6638) 480086-89 Fax. (6638) 480139

**FACTORY 2:** 789/159 Moo 1, Sai Nong Kho - Leamchabang Road, Nongkharm, Sriracha, Chonburi, 20230, Thailand

Tel. (6638) 348512 Fax. (6638) 348461

**E-mail:** sjoffice@snjinter.com



[www.snjinter.com](http://www.snjinter.com)