



At S&J 5/2021

March 1, 2021

Re Connected Transaction, Appointment of the Independent Financial Advisor and set the Agenda of Annual General Meeting of Shareholders. (Amended)

To President

The Stock Exchange of Thailand

Attachment : Information memorandum on assets acquisition and connected transactions.

S&J International Enterprises Public Company Limited would like to inform the resolutions of the Board of Directors 'meeting No. 3/2021 held on March 1, 2021 as follows;

1. Approved to call for the Annual General Meeting of shareholders to consider 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 consist of Title Deed No. 250323, 250324 and 250416 and will be purchased 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 the year 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.

2. Approved to appointment of Silom Advisory Company Limited as an Independent Financial Advisor.
3. Set the Agenda of the 42nd Annual General Meeting of Shareholders (as amended) are as follows;
 - Agenda 1 Certification of the minutes of the 41st Annual General Meeting of Shareholders held on Tuesday, August 4, 2020.
 - Agenda 2 Acknowledgement of the board of director report for the year 2020.
 - Agenda 3 Approval of the Financial Statements for the year ended December 31, 2020.
 - Agenda 4 Approval of the appropriation of profit and annual dividend payment.
 - Agenda 5 Appointment the election of directors in replacement of retiring directors.
 - Agenda 6 Appointment Directors' remuneration for the year.
 - Agenda 7 Appointment of an auditor and specify the auditing fee for the year.
 - Agenda 8 Approval of the purchase of land from Saha Patana Inter-Holding Public Company Limited.
 - Agenda 9 Others (if any).



Therefore, S&J shall disclose the 42nd Annual General Meeting of Shareholders together with the agenda both in Thai and English on the Company's website "www.snjinter.com" under "Investor Relations". Investors can access the information from March 26, 2021 onward. The invitation letter and the attached documents shall be delivered to shareholders whose name appeared on the share register book closing date for the right to attend the meeting.

Please be informed accordingly.

Sincerely yours,

Thirasak Vikitset

(Mr.Thirasak Vikitset)

Managing Director

**Information Memorandum on
Acquisition of Assets and Connected Transactions of
S & J International Enterprises Public Company Limited**

The Board of Directors' meeting of S&J International Enterprise Public Company Limited ("the Company") No. 3/2564 held on 1 March 2021 called for the Annual General Meeting of shareholders to consider and approve 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 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 year 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 Board of Directors has appointed Silom Advisory Company Limited as the independent financial advisor, and scheduled to hold the Annual General Meeting of Shareholders 2021 on 27 April 2021.

Details of the transactions are as follows:

1. Date of the transaction

TTM, which is a subsidiary of the company, will enter into an agreement to purchase land with area of 10 rai 1 ngan and 14.9 square wah or 10.28725 rai, which TTM's factory is located on, from SPI. The transaction is expected to be proceed after the Company obtained an approval from the shareholders' meeting which will be held on 27 April 2021, and is expected to be completed within May 2021.

2. The parties involved

Buyer: Top Trend Manufacturing Company Limited ("TTM")

Seller: Saha Pathana Inter Holding Public Company Limited ("SPI")

Relationship with listed companies

SPI is a connected person according to the Notification of the Connected Transaction since SPI is the major shareholder of the Company. As of 31 December 2020, SPI holds 29,435,192 shares or equivalent to 19.63 percent of the issued and paid-up shares of the Company and holds 24,000,000 shares or 20.00 percent of the issued and paid-up shares of TTM.

The Company, TTM and SPI also share one director in common, namely Mr. Boonkiat Chokwatana, who holds 10,298,408 shares, or 6.87 percent of the Company's issued and paid-up shares. In addition, there is another director of SPI who is also a shareholder of the Company, namely Mr. Boonyasit Chokwatana, who holds 3,452,374 shares or 2.30 percent of the issued and paid-up shares.

3. General characteristics of the transaction

TTM as a subsidiary of the company will purchase land locating in the Saha Group Industrial Park, Sriracha District, Chonburi Province, deeds number 250323, 250324 and 250416, total area of 10 rai 1 ngan and 14.9 square wah or equivalent to 10.28725 rai, which is owned by SPI. The purchase price of land is not exceeding 10,150,000 Baht per rai, which the total purchase is 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.

TTM's factory is located on the property, which has been leasing from SPI since May 1989. To the present, TTM is leasing the property and has two short-term lease agreements with SPI which will expire on 30 April 2021 and 1 May 2021. After entering into the transaction, the lease agreements between TTM and SPI will be terminated. Thus, TTM will not lose ownership of all buildings and structures which are built on the property to SPI when the lease agreements expire—which is a condition specified in the terms of agreements. Therefore, the ownership of all factory buildings and structures on the property will remain with TTM.

The transaction is considered as an acquisition of assets which the size of transaction, regarding the Notification of the Connected Transaction, can be calculated based on the audited consolidated financial statements for the period ended 31 December 2020. The transaction size calculated under the total value of consideration basis shows the highest value which is 2.04 percent.

$$\begin{aligned}\text{Transaction size} &= \text{Total value of consideration} \times 100 / \text{Total assets of the company} \\ &= 104,415,588 \times 100 / 5,115,102,020 \\ &= 2.04 \text{ percent}\end{aligned}$$

According to the Notification on Asset Acquisition or Disposal, the transaction is considered as an acquisition of assets with transaction size of less than 15 percent of the total assets of the Company 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 Connected Transaction since SPI is a connected person according to the Notification of the Connected Transaction. SPI is a major shareholder of the Company which, as of 31 December 2020, holds 29,435,192 shares in the Company or equivalent to 19.63 percent of the total issued and paid-up shares of the Company. Regarding calculation of the transaction size based on the consolidated financial statements of the Company. For the period ended 31 December 2020, the maximum transaction size is 2.98 percent is higher than 3.00 percent of the Company's net tangible assets. 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.

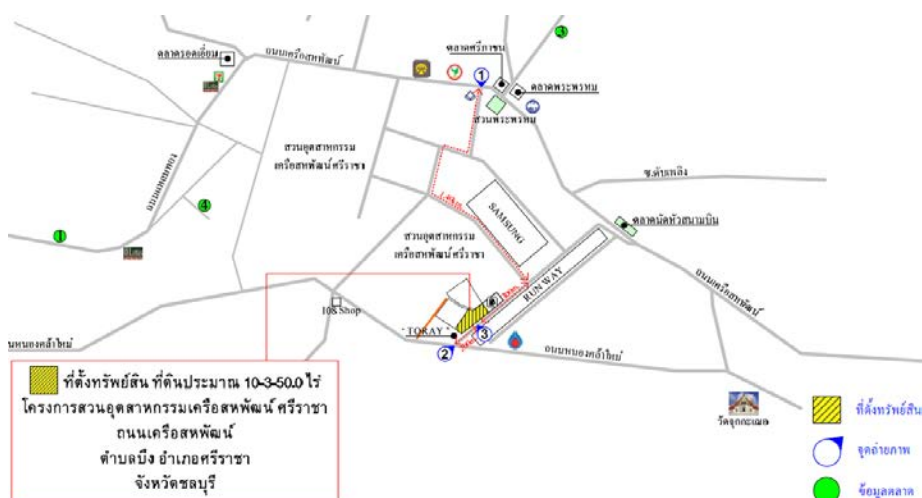
$$\begin{aligned} \text{Transaction size} &= \text{Maximum transaction value} \times 100 / \text{Net tangible asset value (NTA)} \\ &= 104,415,588 \times 100 / 3,505,348,541 \\ &= 2.98 \text{ percent} \end{aligned}$$

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.

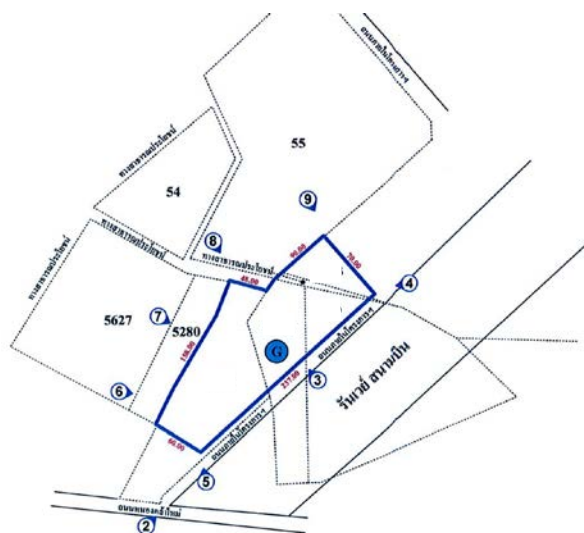
4. Details of assets to be acquired

Type	Land
Details	3 plots of land with utilities access, which TTM's office buildings and factories is located on.
Location	Saha Group Industrial Park Sriracha, Sukhaphiban Road, Bueng Subdistrict, Sriracha District, Chonburi Province
Deed No.	250323 , 250324 and 250416
Land No.	5672 , 5673 and 5675
Area	10 rai 1 ngan and 14.9 square wah or equivalent to 10.28725 rai
Property right	Freehold
Ownership	SPI

Location of the land that TTM will purchase from SPI.



Land plots that TTM will purchase from SPI



5. Total Value of Consideration and Payment

TTM as a subsidiary of the Company will purchase the land which is TTM's factory is currently located on from SPI. The land is located in Saha Group Industrial Park, Siracha District, Chonburi Province. The property area is 10 rai 1 ngan 14.9 square wah or 10.28725 rai, deeds No, 250323 , 250324 and 250416 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.

6. Value of Assets to be Acquired

The property which TTM, as a subsidiary of the Company, will acquire , has total area of 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 purchase price is based on the land price quotation letter of the project dated 28 January 2021, the standard price of land within Saha Group Sriracha Industrial Park owned by SPI, and a negotiation between TTM and SPI.

7. Criteria used to determine the value of consideration

The value of consideration is based on the price offer from the seller—SPI—as the owner of "Saha Group Industrial Park", according to the land price quotation letter of the project dated 28 January 2021 received from SPI, the standard price of land within Saha Group Sriracha Industrial Park which is announced on 4 July 2016, and a negotiation between TTM and SPI.

8. Benefits expected to be generated to the Company

By entering into the land purchase transaction, the Company expects to receive the following benefits:

- (1) TTM will acquire ownership of land which it's factory is located on and used for business operation, and will not have a risk that the lease agreements is being terminated or is not being renewed. The risk may cause TTM to have to acquire new property and factory for relocation, which will affect the continuity of TTM business and may incur higher expenses in compared to entering into this transaction.
- (2) Due to the terms of agreement specified in of the original 30-year lease agreement between SPI and TTM, upon expiration of the agreement, ownership of buildings located on the property will be transferred to SPI as the lessor of land. The original lease agreement has already expired since 1 May 1 2019, and both parties agree to extend the agreement annually, which the latest agreement will expire on 1 May 2021. By entering into the land purchase transaction, TTM will not lose ownership of the buildings.
- (3) Reduce rental expense, where TTM currently pays land rental amounting to approximately 8.54 million Baht per year.
- (4) Avoid a risk of rental price to be increased in the future.

9. Source of funds

TTM will use its own working capital and short-term loan from various financial institutions, which TTM expects to have enough credit line for the transaction, with interest rate approximately 0.95 – 1.50 percent per annual, in term of promissory notes. As of 31 December 2020, TTM has cash balance of approximately 29 million Baht.

10. Connected person and / or interested shareholders who have no right to vote.

This transaction can be performed only after the Company has received approval from the shareholders' meeting of the Company. By a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders' equity. The shareholders who have interests and no right to vote are as follows:

Related shareholders	Number of shares held in the Company as of 31 December 2020	Percentage
1. Saha Pathana Inter-Holding Public Company Limited	29,435,192	19.63
2. I.C.C.International Public Company Limited	21,897,781	14.61
3. Mr. Boonkiet Chokwatana	10,298,408	6.87
4. Mr. Boonyasit Chokwatana	3,452,374	2.3

11. Opinion of the Board of Directors About the agreement to enter into the transaction

Board of Directors' Meeting No. 3/2021 on 1 March 2021, which the director who has interest with the matter, namely Mr. Boonkiet Chokwatana, did not attend the meeting, had an opinion that the acquisition of assets is for the benefit of the Company and its shareholders, and the transaction is under reasonable conditions. Therefore, the Board of Directors' Meeting No. 2/2021 resolved to approve the said transaction.

12. Opinion of the Audit Committee and / or the Company's directors Which is different from the opinion of the Board of Directors in item 11

-None-

Please kindly be acknowledged accordingly.

S & J International Enterprises Public Company Limited

Mr.Thirasak Vikitset , Mrs.Malyn Ungsurungsie

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(Mr.Thirasak Vikitset) , (Mrs.Malyn Ungsurungsie)