



April 27, 2021

Re : Report on the resolution of the Annual General Meeting of Shareholders No.42

To : President

The Stock Exchange of Thailand

S & J International Enterprises Public Company Limited wishes to hereby report the resolutions adopted at its Annual General Meeting No.42 held on Tuesday, April 27, 2021 at 1.00 P.M. at Chao Praya Room 2, Monthien Riverside Hotel, 372 Rama 3 Road, Bang Klo, Bang Kho Laem, Bangkok 10120. The resolutions adopted by the meeting were as follows:

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

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,699	-	-	-
Percentage (%)	100.00	-	-	-

2. Acknowledgement of the Report of the Board of Directors for 2020.
3. Approval of the Financial Statements for the year ended December 31, 2020.

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,703	-	-	-
Percentage (%)	100.00	-	-	-

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

1. No appropriate legal reserve due to the company has completely appropriated legal reserve in compliance with the legal requirement.
2. Dividend payment at the rate of Baht 1.00 per share for total amount dividend payments of Baht 149,930,828.00 or 62.94% of total profit for the year 2020. The dividend shall payment be made from unappropriated retained earnings subject to 20% for corporate income tax deduction which an



**บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)**  
**S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED**

individual shareholders are able to credit tax refund equal to dividend multiplied by 20/80 according to the Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive the above dividend payment for 2020 shall be on May 10, 2021 and to be paid on May 25, 2021

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,703	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting had resolutions to approve for re-election of 5 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution for each director as follows:

**1. Dr.Atthakorn Glankwamdee**

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,703	-	-	-
Percentage* (%)	100.00	-	-	-

**2. Mrs.Kaewta Ongsaranakom**

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,703	-	-	-
Percentage* (%)	100.00	-	-	-

**3. Admiral Apichart Pengsritong**

The resolution was adopted by majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,693	10	-	-
Percentage* (%)	100.00	-	-	-





4. Mrs.Pismai Chandrubeksa

The resolution was adopted by majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,693	10	-	-
Percentage* (%)	100.00	-	-	-

5. Pol.Gen.Somchai Prabhasabhakdi

The resolution was adopted by majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,693	10	-	-
Percentage* (%)	100.00	-	-	-

Therefore, there are 15 members for directors of the company in 2021 as per listed below:

1. Mr.Boonkeit Chokwatana
2. Mrs.Tipaporn Chokwatana
3. Mr.Thirasak Vikitset
4. Dr.Atthakorn Glankwamdee
5. Mrs.Kaewta Ongsaranakom
6. Prof.Dr.Malyn Ungsurungsie
7. Mrs.Chitraporn Vikitset
8. Mrs.Teerada Ambhanwong
9. Mr.Suthep Dansiriviroj

From 10<sup>th</sup>-15<sup>th</sup> are the independent directors 6 persons, which are 1 in 3 of the Board of Company or 40% of total directors:

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 Athikomrattanukul



บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)  
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

And the Audit committee are as follows:

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

6. Approval of directors' remuneration.

The meeting have approved to pay director fee not to exceed 15 Million Baht as follows:

1. Annual Remuneration

Annual Remuneration is paid to all directors. The Remuneration Committee will allocate the remuneration on basis of principle, operational results and propose to the Board of Directors.

2. Meeting fee

	2021 (Baht/meeting)	
	Chairman	Director
Board of Directors	12,000	10,000
Audit Committee		
Nominating Committee	10,000	9,000
Remuneration Committee		
Risk Management Committee		
Corporate Social Responsibility Committee		
Corporate Governance Committee		

For the meeting fee, the payment is paid to attending directors only. In case of there is a meeting more than 1 time in each month, it accounts to receive the meeting fee not exceeding 1 time.

3. Other remuneration : - None -

As such, commencing from the General Meeting of Shareholders' approval until there is a change. The remuneration payment shall not exceed the amount which approved by the General Meeting of Shareholders.

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,703	-	-	-
Percentage (%)	100.00	-	-	-





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

The meeting approved the appointment of an auditors for year 2021.

Mrs.Saifon Inkaew Certified Public Accountants Registration No. 4434 and/or  
Mr.Termphong Opanaphan Certified Public Accountants Registration No. 4501 and/or  
Mrs.Poonnard Paocharoen Certified Public Accountants Registration No. 5238 and/or  
Ms.Sineenad Jirachaikhueankhan Certified Public Accountants Registration No. 6287  
of auditors of EY Office Limited and approved the audit fees as follows :

Description	2021 (Baht)
1. Review of interim financial statements (for three quarters)	727,500.00
2. Audit of the statutory financial statements ended December 31,	992,500
3. Review other auditor's working papers	90,000.00
<b>Total</b>	<b>1,810,000.00</b>
4. Audit fee of the 4 subsidiary companies	1,150,000.00
<b>Grand Total</b>	<b>2,960,000.00</b>

For other services received for acknowledgement detailed as below :

Description	2021 (Baht)
1. Observation on destroying inventories	Actual incur

Furthermore, the above auditors as proposed to appointment by the shareholders' meeting are from the same auditing firm as the company's subsidiaries. In that regard, the company's auditor and its subsidiaries are independent and do not have any relationship or conflict of interests with the company or its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those persons.

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	122,998,703	-	-	-
Percentage (%)	100.00	-	-	-



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

The meeting had a resolution to 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"). The property area is 10 rai 1 ngan 14.9 square wah or 10.28725 rai which shall be purchased not exceeding 10,150,000 Baht per rai, total purchase of not exceeding 104,415,588 Baht. The transaction shall be fully paid on a date which ownership of the property is transferred to TTM, while SPI as the seller shall pay for land transfer fee, tax duty and all of other expenses related to ownership transfer.

And empowered the Directors of TTM to be authorized persons to complete the transaction to purchase the land. Notwithstanding, any appropriateness, benefit and effect which may affect the company and shareholders would be considered importantly.

- The number of votes casted by the shareholders in this agenda was 122,998,703 votes.
- Subtract from the related stakeholders of 84,093,673 votes.
- Remaining number of votes of shareholders attending the meeting and having the right to vote 38,905,030 votes.

The resolution was adopted by unanimous vote out of the votes of not less than three-fourths of the total number of votes of shareholders who participate in the meeting, excluding the votes of shareholders having an interest in the matter and shareholders who are not eligible to vote follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	38,905,030	-	-	-
Percentage (%)	100.00	-	-	-

Please be informed and kindly post the above information.

Sincerely yours,

Thirasak Vikitset  
(Mr.Thirasak Vikitset)  
Managing Director

Registra Dept.

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