



Minutes of 43rd Annual General Meeting
S & J International Enterprises Public Company Limited

The Meeting was held at the Chao Praya Room 2, Monthien Riverside Hotel, 372 Rama 3 Road, Bang Kloi, Bang Kho Laem, Bangkok on Tuesday, April 26, 2022 at 13.00 a.m. presently being attended by 24 shareholders present in person, representing 21,530,488 shares or 14.36% of company shares already issued and paid-up. Accordingly, and 44 shareholders by proxy, representing 105,369,643 shares or 70.28% of company shares already issued and paid-up. Accordingly, thereby rendering the total number of shareholders and proxies attending the meeting to become 36 persons, representing total 68 shareholders, holding 126,900,131 shares or 84.64% 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.43 on behalf of the Board of Directors. In addition, introduced Company directors, Executives, Sub-committee directors, Company secretary and Auditor who were attending the meeting as follows :

Board of directors

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



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S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

5. Mrs.Kaewta	Ongsaranakom	Director of the Board of Directors Director of the Executive Board Director of the Nominating Committee Director of the Remuneration Committee and Director of the Corporate Governance Committee
6. Prof.Dr.Malyn	Ungsurungsie	Director of the Board of Directors Chairman of the Corporate Social Responsibility Committee and Director of the Executive Board
7. Mrs.Chitraporn	Vikitset	Director of the Board of Directors Director of the Executive Board and Director of the Nominating Committee
8. Mrs.Teerada	Ambhanwong	Director of the Board of Directors
9. Mr. Suthep	Dansiriviroj	Director of the Board of Directors
10. Admiral Apichart	Pengsritong	Independent Director and Director of the Corporate Social Responsibility Committee
11. Mrs.Pismai	Chandrubeksa	Independent Director and Director of the Remuneration Committee
12. Mr.Amorn	Asvanunt	Independent Director and Chairman of the Audit Committee
13. Mrs.Pradittha	Chongwattana	Independent Director and Director of the Audit Committee
14. POL.GEN.Somchai	Prabhasabhakdi	Independent Director Chairman of the Corporate Governance Committee and Director of the Audit Committee
15. Assist.Prof.Dr.Pongchai	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.43 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 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, to conduct the meeting further according to the meeting agenda.

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

Mr.Sumit Khopaiboon, 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 2021. 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 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 votes shall be accounted as agree for that agenda. In case of shareholders give proxies to other person to attend the meeting and casting their vote per shareholders' desire by delivered proxies in advance, the company shall be 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, Managing Director, conducted the meeting which composed of 8 agendas as follows:

Prior to the commencement of agenda 1, there were no additional shareholders/appointed proxies attending the meeting.

1. Certification of The Minutes of the 42nd Annual General Shareholders' Meeting held on Tuesday, April 27, 2021

Mr.Thirasak Vikitset, Managing Director, asked the meeting to consider and approve the minutes of 42nd General Meeting of Shareholders held on Tuesday, April 27, 2021. The company prepared the Minutes of such Meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days according to the requirement of the laws and also already posted on the Company's website (www.snjinter.com) and also sent out the minutes together with the invitation letter to the shareholders which the Board of Directors already approved the minute.

Mr.Thirasak Vikitset, Managing Director, informed the meeting this agenda based on majority votes of the shareholders present at the meeting and having voting rights, and provided an opportunity for shareholder questions but no question or comment relating to this agenda was posed by any shareholder. 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	68	-	-	-
Amount of Shares	126,900,131	-	-	-
Percentage (%)	100.00	-	-	-

Prior to the commencement of agenda 2, an additional 1 person and/or proxy, representing 1 shareholder and holding 10 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 37 persons, representing 69 shareholders and holding 126,900,141 shares, accounting for 84.64% of the issued and paid-up shares of the company.



2. Acknowledgement of the Annual Report of the Board of Directors and the Company performance in the year 2021.

Mr.Thirasak Vikitset, Managing Director, informed the meeting that the report by The Board of Directors and the operating results of the company in 2021 already provided in Form 56-1 One Report for the year 2021 in QR Code and Invitation letter or Registration form 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	2021	2020	differentiated	
	(Unit : Million baht)	(Unit : Million baht)	Million baht	%
Total revenues	5,057	4,419	638	14.4
Total expenses	4,664	4,179	485	11.6
Profit attributable to equity holder of the Company	373	276	97	35.1
Earnings per share (Baht)	2.66	1.84	0.82	44.6

The Company and Subsidiaries were total revenues of Baht 5,057 Million (comprised of revenue from sale of Baht 4,906 Million and other income of Baht 151 Million) mainly due to revenue from Domestic sale increased from prior year of Baht 638 Million or 14.4% and Overseas sale increased from prior year of Baht 192 Million or 9%, mainly due to sale from Cosmetic products and Cosmetic Packaging, together with the control of production costs and other expenses as a result, the profit attributable to shareholders of the Company was Baht 373 Million, an increase of Baht 97 Million or 35.1%.

Report to the meeting about the progress in Anti-Corruption as follow:

- The Company had already extended the Coalition against corruption to Top Trend Manufacturing Co.,Ltd. (a subsidiary).
- The Company had updated the Company's policies and practices to be more effective in compliance with the revised self-assessment guideline of the Thai Private Sector Collective Action Against Corruption (CAC).
- The Company had promoting knowledge and understanding of good corporate governance and anti-corruption by cultivating the consciousness among employees and related parties so as to sustainably put these ideals into concrete practices.



- In 2021, 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, informed the meeting this acknowledgement agenda requiring no vote-casting, and provided an opportunity for shareholder questions but no question was posed by any shareholder, proceeded to next meeting agenda.

Prior to the commencement of agenda 3, there were no additional shareholders/appointed proxies attending the meeting.

3. Approval of the Financial Statements for the year ended December 31, 2021.

Mr.Thirasak Vikitset, Managing Director, 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 Form 56-1 One Report for the year 2021, page 129 – 198, 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
	2021	2020		2021	2020	
Total Assets	5,979	5,115	16.9	4,876	4,209	15.8
Total Liabilities	1,343	1,027	30.8	1,026	861	19.2
Shareholders' Equity	4,637	4,088	13.4	3,849	3,348	15.0
Revenues from sales	4,906	4,316	13.7	3,967	3,284	20.8
Profit Attributable to equity holders of the parent company	373	276	35.1	340	238	42.9
Earnings per Share (Baht)	2.66	1.84	44.6	2.27	1.59	42.8

Mr.Thirasak Vikitset, Managing Director, informed the meeting this agenda based on majority votes of the shareholders present at the meeting and having voting rights, and provided an opportunity for shareholder questions but no question or comment relating to this agenda was posed by any shareholder. 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, 2021 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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage (%)	100.00	-	-	-

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

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

Mr.Thirasak Vikitset, Managing Director, reported to the meeting that, based on its separate financial statements for 2021, the company posted the following results :

Unappropriated retained earnings	1,952,696,187	Baht
<u>Plus</u> Profit for year 2021	340,433,592	Baht
<u>Plus</u> Other Comprehensive income for the year	21,827,667	Baht
<u>Plus</u> Transfer of fair value reserve of equity instruments designated at FVOCI to retained earning.	98,626,835	Baht
<u>Deduct</u> Dividend (1.10 Baht/share)	(149,930,828)	Baht
Appropriated Retained Earnings	2,263,653,453	Baht

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

The company has a policy to pay dividends regularly to shareholders at the rate of 20-80% of net profit of the Company's separate financial statement. However this rate principally depends on economic conditions and business performance of the company.

According to resolution of the Board of Directors meeting No 1/2022 held on February 24, 2022, the Board of Directors resolved to propose for dividend payment at the rate of Baht 1.20 per share amounting Baht 179,916,993.60 accounting for 52.86% of net of total profit for the year 2021. The dividend payments 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. Which, the company still have unappropriated retained earnings to be carried forward is amounting to 2,083,736,459.40 baht.

The record date to determine names of shareholders who have rights to receive dividend payment for 2021 will be on May 9, 2022 and to be paid on May 25, 2022.

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

Meeting resolution After consideration, the resolution was adopted approval of the Appropriation of Profit and Dividend payment 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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage (%)	100.00	-	-	-

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.Boonkiet | Chokwatana | Chairman,
Chairman of the Nominating Committee and
Chairman of the Remuneration Committee |
| 2. Mrs.Tipaporn | Chokwatana | Vice Chairman |
| 3. Prof.Dr.Malyn | Ungsurungsie | Director,
Chairman of the Corporate Social Responsibility Committee
and Director of the Executive Board |
| 4. Mrs.Chitraporn | Vikitset | Director,
Director of the Executive Board and
Director of the Nominating Committee |
| 5. Assist.Prof.Dr.Pongchai | Athikomrattanukul | Independent Director,
Chairman of the Risk Management Committee 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.Boonkiet Chokwatana and Mrs.Chitraporn Vikitset who are 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.

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.Tipaporn Chokwatana who is a Chairman and Managing Director of International Laboratories Co.,Ltd. who serve 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.Boonkiet | Chokwatana |
| 2. Mrs.Tipaporn | Chokwatana |
| 3. Prof.Dr.Malyn | Ungsurungsie |
| 4. Mrs.Chitraporn | Vikitset |
| 5. Assist.Prof.Dr.Pongchai | Athikomrattanakul |

Mr.Thirasak Vikitset, Managing Director, informed the meeting this agenda based on majority votes of the shareholders present at the meeting and having voting rights, and provided an opportunity for shareholder questions. The shareholder presented her questions to the meeting which could be summarized as follows:

Khun Kedsiri Punthura, a proxy: Does the company have a plan to transfer knowledge or a guideline to support new generation executives to learn to manage the business for sustainability in the future?

Mr. Thirasak Vikitset, Managing Director: The company focuses on the new generation of executives with knowledge, capabilities, and understanding of the business to continue to operate the business. The company has given the opportunity to executives from the middle level up to attend meetings with the Executive Board in business analysis and express their opinions and suggestions for benefit to the company.

When no further question from the shareholders, 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.Boonkiet Chokwatana

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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage (%)	100.00	-	-	-

2. Mrs.Tipaporn Chokwatana

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	68	-	1	-
Amount of Shares	126,900,131	-	10	-
Percentage (%)	100.00	-	0.00	-

3. Prof.Dr.Malyn Ungsurungsie

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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage (%)	100.00	-	-	-

4. Mrs.Chitraporn 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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage* (%)	100.00	-	-	-



5. Assist.Prof.Dr.Pongchai Athikomrattanakul

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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage* (%)	100.00	-	-	-

Therefore, there are 15 members for directors of the company in 2022 as 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 No.42 had 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 2021, the company has allocated remuneration budget to the directors for total amount Baht 14,635,000 according to the details as follows:

Detail	Amount (Baht)
Annual remuneration for The Board of Directors	12,800,000
Meeting allowances for The Board of Directors	1,206,000
Meeting allowances for The Audit Committee	252,000
Meeting allowances for The Nomination Committee	92,000
Meeting allowances for The Remuneration Committee	74,000
Meeting allowances for The Risk Management Committee	40,000
Meeting allowances for The Corporate Social Responsibility Committee	76,000
Meeting allowances for The Corporate Governance Committee	95,000

For the year 2022, 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 20.0 million, 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 :

	2022 (Baht/Time)	
	Chairman	Director
Board of Directors Audit Committee	12,000	10,000
Nomination Committee, Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee, Corporate Governance Committee	10,000	9,000

For all 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 :

The Company does 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, informed the meeting this agenda was requested to approval the resolution, whereby not less than 2/3 of the votes present at the meeting, and provided an opportunity for shareholder questions. The shareholder presented her questions to the meeting which could be summarized as follows:

Khun Kedsiri Punthura, a proxy: In regard to the directors' remuneration that has increased from the year 2021 by Baht 5 million, totaling the amount to be approved for this year of Baht 20 million. How about the company business plans in this year and does it has any changes from the past year?

Mr. Thirasak Vikitset, Managing Director: The company is constantly expanding, both the work of innovations and other operations such as various digital technology to increase the efficiency in the management of the company, which to do so requires experience, knowledge, and abilities of the directors. In this regard, each director has to increase their knowledge on their own. Coupled with that the former director's remuneration budget has been used throughout the past 10 years, hence it is proposed to the shareholders for approval to increase the director's remuneration budget to be appropriate for the current business operations.



Khun Kedsiri Punthura, a proxy: According to the plans to increase various potential as aforementioned, how many percent does the company expect to increase its operating results?

Mr. Thirasak Vikitset, Managing Director: Following the disclosure guidelines for listed companies, the company cannot specify the number before submitting the financial statements to the SET. Therefore, we kindly ask shareholders to follow up on the company's performance in the first quarter of 2022. However, the company has plans to grow continuously by increasing its market shares in the existing customer group, coupled with adding a new customer base in other regions, as well as offering the product groups that will increase the company's profits.

When no further question from the shareholders, 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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
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. Thirasak Vikitset, Managing Director, 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 2022, 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:



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

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 1 year, in 2019)
3. Ms.Sineenad Jirachaikhueankhan Certified Public Accountant License No.6287
(Audited the company's financial statements for 2 years, since 2020-present)

of auditors of EY Office Limited. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

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.

Details of auditing fee for year 2022 are as follows.

Description	2022 (Baht)
1. Review of interim financial statements (for three quarters)	727,500.00
2. Audit of the statutory financial statements ended December 31,	992,500.00
3. Review other auditor's working papers	90,000.00
Total	1,810,000.00

And propose to the Annual General Meeting of the shareholders to approve auditing fee for the year 2022 and acknowledge the 2022 auditing fee for the company's 3 subsidiaries. (The auditing fee of the subsidiary companies in 2022 may vary according to number of the subsidiary companies and/or the actual work which would incur during the year.) as follows:

Description	2022 (Baht)
1. S & J International Enterprises Public Company Limited	1,810,000.00
2. 3 subsidiary companies	995,000.00
Total	2,805,000.00



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

Description	2022 (Baht)
Observation on destroying goods	Actual incur (40,000 per time)

Mr.Thirasak Vikitset, Managing Director, informed the meeting this agenda based on majority votes of the shareholders present at the meeting and having voting rights, and provided an opportunity for shareholder questions but no question or comment relating to this agenda was posed by any shareholder. 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	69	-	-	-
Amount of Shares	126,900,141	-	-	-
Percentage (%)	100.00	-	-	-

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

8. Other matters (if any)

After completing the deliberation of the meeting agenda, Mr.Thirasak Vikitset, Managing Director, provided an opportunity for shareholder question or comment relating to the meeting. The shareholder presented her questions to the meeting which could be summarized as follows:

Khun Kedsiri Punthura, a proxy: From the history of the company's growth in the beauty industry, kindly let me know the trend or direction of this industry that the company is operating in, so as to create confidence for investors.

Mr. Thirasak Vikitset, Managing Director: The company has set up a dedicated unit to monitor consumer behavior, as well as the trend of cosmetics in both domestic markets and overseas markets to use such information to define a strategy for the company to produce products or services to meet customers and consumers need and giving importance to the environment, sourcing raw materials that are safe for consumers, not testing the product on animals, reducing plastic packaging, to reducing the consumption of water resources and electricity and turning to more clean and renewable energy.



Khun Kedsiri Punthura, a proxy: Is the company likely to release any product regarding this COVID-19 situation?

Mr. Thirasak Vikitset, Managing Director: During the epidemic situation of the COVID-19, the company has produced alcohol gel for hand washing. In addition, the company has developed cosmetic products and the cleaning products as well.

When no further question from the shareholders 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 Khopai boon
(Mr.Sumit Khopai boon)
Company Secretary