



AT.S&J 7/2023

April 25, 2023

Re : Report on the resolution of the Annual General Meeting of Shareholders No.44

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.44 held on Tuesday, April 25, 2023 at 1.00 P.M. at Chao Praya Room 2, Monthien Riverside Hotel, 372 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120. The resolutions adopted by the meeting were as follows:

1. Certification of Minutes of the 43<sup>rd</sup> Annual General Shareholders' Meeting held on Tuesday, April 26, 2022.

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	122,883,355	-	-	-
Percentage (%)	100.00	-	-	-

2. Acknowledgement of the annual reports of the Board of Directors and the Company performance in the year 2022.

3. Approval of the Financial Statements for the year ended December 31, 2022.

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	122,984,355	-	-	-
Percentage (%)	100.00	-	-	-

4. Approval of the Appropriation of Profit and Annual 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 1.70 per share for total amount dividend payments of Baht 254,882,407.60 or 56.29% of total profit for the year 2022. The dividend shall payment be made from unappropriated retained earnings subject to 20% for 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.

The record date to determine names of shareholders who have rights to receive the above dividend payment for 2022 shall be on May 8, 2023 and to be paid on May 24, 2023.

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	123,002,926	-	-	-
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. 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
Number of Votes	123,002,926	-	-	-
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
Number of Votes	123,002,926	-	-	-
Percentage (%)	100.00	-	-	-





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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
Number of Votes	123,002,926	-	-	-
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
Number of Votes	123,002,926	-	-	-
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
Number of Votes	123,002,746	180	-	-
Percentage (%)	99.9999	0.0001	-	-

Therefore, there are 15 members for directors of the company in 2023 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







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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 | Athikomrattanakul |

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 20 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

	2023 (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 -



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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	123,437,046	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting approved the appointment of an auditors for year 2023.

Mrs.Saifon Inkaew Certified Public Accountants Registration No. 4434 and/or  
Mr.Termphong Opanaphan Certified Public Accountants Registration No. 4501 and/or  
Ms.Sineenad Jirachaikhueankhan Certified Public Accountants Registration No. 6287 and/or  
Mr.Wichart Lokatekrawee Certified Public Accountants Registration No. 4451

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 2023 are as follows :

Description	2023 (Baht)
1. Review of interim financial statements (for three quarters)	792,000.00
2. Audit of the statutory financial statements ended December 31,	1,078,000.00
3. Review other auditor's working papers	90,000.00
<b>Total</b>	<b>1,960,000.00</b>
4. Audit fee of the 3 subsidiary companies	1,050,000.00
<b>Grand Total</b>	<b>3,010,000.00</b>





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For other services received for acknowledgement detailed as below :

Description	2023 (Baht)
1. Observation on destroying inventories	Actual incur (40,000 per time)

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	123,437,046	-	-	-
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

