



Minutes of 44th 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 Klo, Bang Kho Laem, Bangkok on Tuesday, April 25, 2023 at 13.00 a.m. presently being attended by 31 shareholders present in person, representing 22,444,793 shares or 14.97% of company shares already issued and paid-up. Accordingly, and 48 shareholders by proxy, representing 100,438,562 shares or 66.99% of company shares already issued and paid-up. Accordingly, thereby rendering the total number of shareholders and proxies attending the meeting to become 51 persons, representing total 79 shareholders, holding 122,883,355 shares or 81.96% 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. 44 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

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|-----------------|--------------|---|
| 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 | Glinkwamdee | Deputy Managing Director, and
Director of the Nominating Committee |
| 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 |





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| 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.44 were 15 persons equal to 100.00% of total directors.

Executives

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|-----------------|---------------|--|
| 1. Mr.Varith | Tritrapun | Chief Executive Financial Officer |
| 2. Mrs.Thongsuk | Upathambhakul | Domestic Business Division Manager,
Director of the Executive Board, and
Director of the Risk Management Committee |
| 3. Mrs.Patchara | Pongwichan | Human Resource Division Assistant Manager,
Director of the Executive Board, and
Director of the Corporate Governance Committee |





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| 4. Mrs.Daranee | Ajjaneeyakul | Technical Division Assistant Manager,
Director of the Executive Board, and
Director of the Risk Management Committee |
| 5. Ms.Yarin | Arayatanitkul | A2 Business Section Manager, and
Director of the Executive Board |
| 6. Ms.Kritsanarath | Rassameesuriyan | Cost Accounting Section Assistant Manager, and
Director of the Executive Board |

Person acting on behalf of Company Secretary

Ms.Kannika	Donkampung	Company Secretary and Investor Relation Department Manager
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Auditor

Ms.Sineenad	Jirachaikueankhan	
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From EY Office Limited.

Auditor of checking and counting vote

Ms. Suphannee	Lueangsathit	
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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 Ms.Kannika Donkampung, to conduct the meeting further according to the meeting agenda.

Mr.Thirasak Vikitset, Managing Director, assigned Ms.Kannika Donkampung, to inform the meeting details and cast the vote process in this meeting.

Ms.Kannika Donkampung, 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:





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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 2022. 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.





- 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, the Company arranges to record the meeting in the form of video media. If shareholders have any questions, please raise their hands and introduce themselves for asking questions on each agenda.

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 43rd Annual General Shareholders' Meeting held on Tuesday, April 26, 2022

Mr.Thirasak Vikitset, Managing Director, asked the meeting to consider and approve the minutes of 43rd General Meeting of Shareholders held on Tuesday, April 26, 2022. 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	79	-	-	-
Amount of Shares	122,883,355	-	-	-
Percentage (%)	100.00	-	-	-





Prior to the commencement of agenda 2, there were no additional shareholders/appointed proxies attending the meeting.

2. Acknowledgement of the Annual Report of the Board of Directors and financial operation of the company for the year 2022.

Mr.Thirasak Vikitset, Managing Director, informed the meeting that the report by The Board of Directors and the operating results of the company in 2022 already provided in Form 56-1 One Report for the year 2022 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	2022	2021	differentiated	
	(Unit : Million Baht)	(Unit : Million Baht)	Million Baht	%
Total revenues	6,083	5,057	1,026	20.3
Total expenses	5,502	4,664	838	18.0
Profit attributable to equity holder of the Company	504	373	131	35.1
Earnings per share (Baht)	3.36	2.49	0.87	34.9

The Company and Subsidiaries were total revenues of Baht 6,083 Million (comprised of revenue from sale of Baht 5,960 Million and other income of Baht 123 Million) increased from prior year of Baht 1,026 Million or 20.3 mainly due to revenue from Domestic sale increased from prior year of Baht 708 Million or 27.5% and Overseas sale increased from prior year of Baht 346 Million or 14.8%, 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 504 Million, an increase of Baht 131 Million or 35.1%.

In addition, the Company is determined to be an organization that grows steadily and sustainably with good corporate governance and develops work processes to ensure responsible and sustainable value creation throughout the supply chain in accordance with the concept of sustainability or ESG in various aspects as follows.

Environmental aspect

- In 2022, the Company was certified for the Carbon Footprint Project at the corporate level, and it has reduced greenhouse gas emission from its activities by 13,984 tons of CO₂ per year.
- The Company has set its target for a long-term greenhouse gas reduction goal to achieve carbon neutrality by 2040 and carbon net zero by 2050.





Social aspect

- The Company operates its business under the philosophy of "good people" that focuses on creating employees to be both good and talented. In 2022, the Company had developed the spirit of being "good people" among leaders through the Leadership Program, which had important courses including Growth Mindset & Greenversation, to be ready to accept the work that changes all the time, focus on helping others and participating in organization /community development.

Good Corporate Governance aspect

The Company has conducted its business under the principles of good corporate governance and promoted transparency and fairness without discrimination at work in the past year, and as a result,

- The Company received an "excellent" rating on its corporate governance for the fifth consecutive year.
- The Company has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption for the third consecutive year.

Mr.Thirasak Vikitset, Managing Director, informed the meeting this acknowledgement agenda requiring no vote-casting, and provided an opportunity for shareholder questions. The shareholder presented his questions to the meeting which could be summarized as follows:

Mr.Krailuek Pothiapiyarnwisuth, a proxy :

1. As the Company's revenue increased by 21% compared to last year, please describe the types of products that contributed to sales increases, whether they were the Company's own brand or OEM, and in what proportion, so that investors are informed about the direction of revenue growth.
2. What is the Company's revenue growth target for this year?

Mr.Thirasak Vikitset, Managing Director :

1. The Company has a sustainable growth approach, with its total revenue coming from a variety of cosmetic products, the majority of which are new innovative products, especially Skincare, which is the Company's strategic product and drives its continuous growth. Furthermore, the Company has a diverse customer base and a broad range of areas, allowing it not to be overly reliant on any one customer, which has always been the Company's practices.
2. The Company is committed to conduct its operations to continuously growing its revenue by setting more challenging goals from last year. Shareholders and investors can monitor the Company's performance through the MD&A report submitted to the Stock Exchange of Thailand.





When no further question from the shareholders, proceeded to next meeting agenda.

Prior to the commencement of agenda 3, an additional 2 person and/or proxy, representing 2 shareholder and holding 101,000 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 53 persons, representing 81 shareholders and holding 122,984,355 shares, accounting for 82.03% of the issued and paid-up shares of the company.

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

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 2022, page 138 – 208, 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		differentiated		The separate financial statements		differentiated	
	2022	2021	Million Baht	%	2021	2021	Million Baht	%
Total Assets	6,377	5,979	398	6.7	5,159	4,876	283	5.8
Total Liabilities	1,437	1,343	94	7.0	1,087	1,026	61	5.9
Shareholders' Equity	4,940	4,637	303	6.5	4,071	3,849	222	5.8
Revenues from sales	5,906	4,906	54	1.1	4,780	3,967	813	17.0
Profit Attributable to equity holders of the parent company	504	373	131	35.1	453	340	113	33.2
Earnings per Share (Baht)	3.36	2.49	0.87	35.0	3.02	2.27	0.75	33.0

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, 2022 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	81	-	-	-
Amount of Shares	122,984,355	-	-	-
Percentage (%) -	100.00	-	-	-

Prior to the commencement of agenda 4, an additional 1 person and/or proxy, representing 1 shareholder and holding 18,571 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 54 persons, representing 82 shareholders and holding 123,002,926 shares, accounting for 82.04% of the issued and paid-up shares of the company.

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 2022, the company posted the following results :

Unappropriated retained earnings	2,263,653,453	Baht
<u>Plus</u> Profit for year 2022	452,804,772	Baht
<u>Deduct</u> Transfer of fair value reserve of equity instruments designated at FVOCI to retained earnings.	(348,261)	Baht
<u>Deduct</u> Dividend (1.20 Baht/share)	(179,916,632)	Baht
Appropriated Retained Earnings	2,536,193,332	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 1/2023 held on February 23, 2023, the Board of Directors resolved to propose for dividend payment at the rate of Baht 1.70 per share amounting Baht 254,882,407.60 accounting for 56.29% of net of total profit for the year 2022. The dividend payments from the company's retained earnings subject to 20% of corporate income tax deduction which 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 2,281,310,924.40 baht.

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

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:

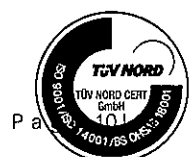
	Approval	Disapproval	Abstention	Voided ballots
Amount of Shareholders	82	-	-	-
Amount of Shares	123,002,926	-	-	-
Percentage (%)	100.00	-	-	-

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:





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| 1. Mr.Thirasak | Vikitset | Managing Manager,
Chairman of the Executive Board,
Director of the Nomination Committee, and
Director of the Remuneration Committee |
| 2. Mrs.Teerada | Ambhanwong | Director |
| 3. Mr.Suthep | Dansiriviroj | Director |
| 4. Mr.Amorn | Asvanunt | Independent Directors, 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 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.

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 24 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 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 followings :

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| 1. Mr.Thirasak | Vikitset |
| 2. Mrs.Teerada | Ambhanwong |
| 3. Mr.Suthep | Dansiriviroj |
| 4. Mr.Amorn | Asvanunt |
| 5. Mrs.Pradittha | Chongwattana |

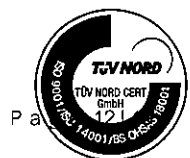
Mr.Thirasak Vikitset, Managing Director, informed the meeting this agenda based on majority votes of the shareholders present at the meeting and having voting rights, and provided an opportunity for shareholder questions but no question or comment relating to this agenda was posed by any shareholder.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

Meeting resolution After 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	82	-	-	-
Amount of Shares	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
Amount of Shareholders	82	-	-	-
Amount of Shares	123,002,926	-	-	-
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	82	-	-	-
Amount of Shares	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
Amount of Shareholders	82	-	-	-
Amount of Shares	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
Amount of Shareholders	80	2	-	-
Amount of Shares	123,002,749	180	-	-
Percentage* (%)	99.9999	0.0001	-	-



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

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|-------------------|--------------|
| 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%

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|-----------------------------|-------------------|
| 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:

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|----------------------------|-------------------|
| 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, an additional 1 person and/or proxy, representing 1 shareholder and holding 434,120 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 55 persons, representing 83 shareholders and holding 123,437,046 shares, accounting for 82.33% of the issued and paid-up shares of the company.

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.43 had approved annual directors' remuneration budget not exceeding Baht 20 million and assigned the Remuneration Committee to allocate said budget amount as authorized by shareholders.

For year 2022, the company has allocated remuneration budget to the directors for total amount Baht 15,745,000 according to the details as follows:

Detail	Amount (Baht)
Annual remuneration for The Board of Directors	14,375,000
Meeting allowances for The Board of Directors	760,000
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	76,000

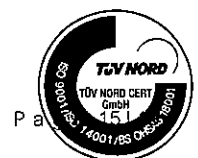
For the year 2023, the Board of Director has considered and agreed with the Remuneration Committee proposed. The Meeting was asked to approve this the Company to pay Remuneration fee to the Directors in the amount not exceeding Baht 20 million, equal to last year and does not include compensation or 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 is 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 :

	2023 (Baht/Time)	
	Chairman	Director
Board of Directors	12,000	10,000
Audit Committee		





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S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

	2023 (Baht/Time)	
	Chairman	Director
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 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 as follows:

	Approval	Disapproval	Abstention	Voided ballots
Amount of Shareholders	83	-	-	-
Amount of Shares	123,437,046	-	-	-
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 2023, 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 1 year, in 2019)
3. Ms.Sineenad Jirachaihueankhan Certified Public Accountant License No.6287
(Audited the company's financial statements for 3 years, since 2020-present)
4. Mr.Wichart Lokatekrawee Certified Public Accountant License No.4451
(Never audit the company's financial statements)

The above auditors are from 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 I 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
Total	1,960,000.00





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And propose to the Annual General Meeting of the shareholders to approve auditing fee for the year 2023 and acknowledge the 2023 auditing fee for the company's 3 subsidiaries. (The auditing fee of the subsidiary companies in 2023 may vary according to number of the subsidiary companies and/or the actual work which would incur during the year.) as follows:

Description	2023 (Baht)
1. S & J International Enterprises Public Company Limited	1,960,000.00
2. 3 subsidiary companies	1,050,000.00
Total	3,010,000.00

For other services from EY Office Limited are as follows:

Description	2023 (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	83	-	-	-
Amount of Shares	123,437,046	-	-	-
Percentage (%)	100.00	-	-	-

Prior to the commencement of agenda 8, an additional 1 person and/or proxy, representing 1 shareholder and holding 1 shares, joined the meeting, thereby rendering the total number of shareholders and proxies attending the meeting to become 56 persons, representing 84 shareholders and holding 123,437,047 shares, accounting for 82.33% of the issued and paid-up shares of the company.

8. Other matters (if any)





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S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

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

Mr.Krailuek Pothiapiyarnwisuth, a proxy :

1. Does the Company have an idea to spin off Osoth Interlaboratories Co.,Ltd.?
2. Recommendations regarding the Company's shares, which have a relatively low trading liquidity on the stock market, by proposing that the Board of Directors consider splitting the par value of the Company's shares in order to increase trading liquidity on the Stock Exchange of Thailand.

Mr. Thirasak Vikitset, Managing Director:

The Company has no plan to spin off Osoth Interlaboratories Co.,Ltd. and to split the par value of the company's shares However, we will take these suggestions and propose them to the Board of Directors for further consideration

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

Kannika Donkampung

(Mrs.Kannika Donkampung)

Person acting on behalf of Company Secretary

