



At S&J 1/2024

February 29, 2024

Subject Set date for the Annual General Meeting of Shareholders and Dividend Payment.

To President
The Stock Exchange of Thailand

S&J International Enterprises Public Company Limited would like to inform the resolutions of the Board of Directors 'meeting No. 1/2024 held on February 29, 2024 as follows;

1. Approval to propose to the Annual General Meeting of Shareholders to consider and approve the 2023 dividend payment at 2.25 Baht per share, totaling 149,930,828 shares amounting to 337,344,363 Baht. The dividend payments are to be drawn from the company retained earnings subject to 20% corporate income tax deduction which an individual shareholders can credit tax refund equal to dividend multiplied by 20/80 according to Revenue Code Section 47 bis.

The above dividend distribution shall be payable to the shareholders entitling to receive the dividend according to whom listed on the record date on Wednesday, May 8, 2024. The dividend payment date will be made on Tuesday, May 21, 2024.

2. To propose to the Annual General Meeting of Shareholders to approve the re-election of the 4 outgoing directors due to term completion, to serve another term as directors as proposed by the Nominating Committee, as follows :

1. Mrs.Kaewta Ongsaranakom
2. Admiral Apichart Pengsritong
3. Mrs.Pismai Chandrubeksa
4. Pol.Gen.Somchai Prabhasabhakdi

And to approve the election of Mrs.Thongsuk Upathambhakul as company director to replace Dr.Atthakorn Glankwamdee , the retiring who wishes not to seek re-nomination.





3. To propose to the Annual General Meeting of shareholders to consider amending the Company's Articles of Association, as follows.

Previous Articles of Association	New Articles of Association
<p>Article 28. In calling a meeting of the directors, the Chairman of the Board or a person assigned by the Chairman of the Board shall send a meeting notice to the directors <u>at least seven (7) days before the meeting date</u>, except in cases of urgent necessity to preserve the rights or benefits of the company, in which case the meeting can be notified by other means and the meeting date can be set earlier than normally prescribed.</p> <p><u>The venue to be used for the meeting under paragraph one is to be in the area where the company's head office or branch office is located or any other place as the Board may designate.</u></p>	<p>Article 28. In calling a meeting of <u>the Board of Directors</u>, the Chairman of the Board or a person assigned by the Chairman of the Board shall send a meeting notice to the directors <u>at least three (3) days before the meeting date</u>, except in cases of urgent necessity to preserve the rights or benefits of the company whereby notice of <u>the meeting appointment may be sent by electronic means or any other means</u> and the meeting date set sooner than normally prescribed.</p> <p><u>The venue to be used for the meeting under paragraph one shall be in the area where the company's head office is located or any other place in the Kingdom. In the case of a meeting via electronic media, the location of the Company's head office of the meeting.</u></p>
<p>Article 34. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or consideration, as the case may be, including the opinions of the Board on such matters and sent to shareholders and the registrar not less than seven (7) days before the meeting date. <u>Notice of the meeting shall be advertised in the newspaper for three (3) consecutive days and not less than three (3) days before the meeting date.</u></p>	<p>Article 34. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or consideration, as the case may be, including the opinions of the Board on such matters and deliver it to shareholders and the Registrar not less than seven (7) days before the meeting date. <u>The notice of the meeting must be advertised in newspapers or through electronic media in accordance with the criteria specified by the Registrar for three (3)</u></p>





Previous Articles of Association	New Articles of Association
<p>The venue used for the meeting according to paragraph one is to be in the area where the Company's head office is located or any other place as determined by the Board.</p>	<p>consecutive days and not less than three (3) days before the meeting date.</p> <p>The location of the meeting under paragraph one shall be in the area where the Company's head office is located or any other place in the Kingdom. In case of a meeting via electronic media, the location of the Company's head office shall be considered the location of the meeting.</p>
<p>Article 39. The Chairman of the shareholder's meeting has the duty to control the meeting in accordance with the Company's Articles of Association related to meetings. In this regard, the meeting must be conducted in accordance with the order, rules, and agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less two-thirds (2/3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed its consideration of matters as per the first paragraph, shareholders whose shares total not less than one-third (1/3) of the total number of shares sold may ask the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareholders in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and</p>	<p>Article 39. The Chairman of the shareholder's meeting has the duty to control the meeting in accordance with the Company's Articles of Association related to meetings. In this regard, the meeting must be conducted in accordance with the order, rules, and agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less two-thirds (2/3) of the number of shareholders present at the meeting.</p> <p>When the meeting has completed its consideration of matters as per the first paragraph, shareholders whose shares total not less than one-third (1/3) of the total number of shares sold may ask the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareholders in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and agenda to shareholders not</p>





Previous Articles of Association	New Articles of Association
agenda to shareholders not less than seven (7) days before the meeting date, provided that the meeting invitation notice shall be advertised in the newspaper for three (3) consecutive days and not less than three (3) days before the meeting date.	less than seven (7) days before the meeting date, provided that the meeting invitation notice shall be advertised in the newspaper or via electronic media according to the criteria specified by the Registrar for three (3) consecutive days and not less than three (3) days before the meeting date.
Article 56. Dividend payment is divided according to the number of shares, each share equally. Payment of dividends must be made within one (1) month from the date of the shareholders' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareholders and also advertised in the newspaper for three (3) consecutive days.	Article 56. Dividend payment is divided according to the number of shares, each share equally. Payment of dividends must be made within one (1) month from the date of the shareholders' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareholders and also advertised in the newspaper or via electronic media according to the criteria specified by the registrar for three (3) consecutive days.

4. To arrange The 45th Annual General Meeting of the Shareholders to be held on Monday, April 22, 2024 at 13.00 o'clock at Chao Phaya Room 2 of the Montien Riverside Hotel 372 Rama 3 Road, Bangkhlo Sub-district, Bang Kho laem District, Bangkok 10120.

The Agenda of Annual General Meeting of Shareholders are as follows;

1. Certification of the minutes of the 44th Annual General Meeting of Shareholders held on Tuesday, April 25, 2023.
2. Acknowledgement of the annual reports of The Board of Directors and the Company Performance in the year 2023.
3. Approval of the Financial Statements for the year ended December 31, 2023.
4. Approval of the appropriation of profit and annual dividend payment.
5. Appointment the election of directors in replacement of retiring directors.
6. Appointment Directors' remuneration for the year.
7. Appointment of auditor and specify the auditing fee for the year.
8. Approval of amending the Company's Articles of Association.
9. Others (if any).





5. The record date on which shareholders have the right to attend the 2024 Annual General Meeting of shareholders is Friday, March 15, 2024.
6. With regard to the earlier opportunity provided by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between November 15, 2023 through December 30, 2023. In fact, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for the new director. Therefore, there is no additional meeting agenda proposed by the shareholder in this year.

Therefore, S&J shall disclose the 45th Annual General Meeting of Shareholders together with the agenda both in Thai and English on the Company's website "www.snjinter.com" under "Investor Relations". Investors can access the information from March 21, 2024 onward. The invitation letter and the attached documents shall be delivered to shareholders by registered mail on Friday, March 29, 2024, according to the list of shareholders who have the right to attend the meeting:

Please be informed accordingly.

Sincerely yours,

Thirasak Vikitset

(Mr.Thirasak Vikitset)

Managing Director

Registrar Dept.

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

