



**S & J International Enterprises Public Company Limited**

**Notice on arrangement of The Annual General Meeting of Shareholders  
No. 45  
on Monday 22 April, 2024 at 1.00 p.m.**

**At Chao Praya Room 2, Monthien Riverside Hotel, No. 372, Rama 3 Road,  
Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120**

**Registration starts at 11.00 a.m.**

**Please bring the Notice of Meeting (Registration Form with having Barcode)  
for attending the meeting**

## **Notification of Personal Data Protection for the 45<sup>th</sup> General Meeting of Shareholders**

S&J International Enterprises Public Company Limited (“the company”) places great emphasis on protecting personal information. Therefore, the company would like to inform you of how the company handles and protects your personal data in accordance with the law on personal data protection, as follows:

### **1. Collected, used or disclosed personal data**

For the purposes of convening and attending the shareholders meeting, the company shall collect your personal data, which includes the personal data of proxy givers and/or proxies, namely name-surname, age, nationality, national identification number, passport number, securities holder registration number, address, phone number, email, signature, voice recording, still picture, moving picture, and other information deemed as personal data under law on personal data protection. Note that the company may collect your data from other sources, namely Thailand Securities Depository Co., Ltd., only as necessary with a means authorized by law.

In the event of identity verification and/or proxy, the company may receive sensitive personal information, such as religious information from an ID card. However, the company has no intention to collect such data. Therefore, the company asks the owner of the information to cover such data before submitting it to the company.

### **2. Objective of collection, usage, and disclosure of personal data**

The company will collect, use, and disclose your personal data for the objective of the 45<sup>th</sup> General Meeting of Shareholders or for its legitimate interest of the company or other persons or juristic persons.

### **3. Duration of personal data retention**

The company will retain your personal data for as long as necessary for the objective stated in this notification. Suitable measures for maintaining data security are in place. If the retention period cannot be spelled out, the company will retain the personal data for an expected period by the standard of data collection.

### **4. Your rights as a data subject**

As the owner of personal data, you have the rights as stipulated in the Privacy Data Protection Act B.E. 2562, namely the rights to withdraw your consent, request access to the data, request data changes, request data deletion, request suspension of data use, request data transmission or transfer, file a petition, and object to data collection, use, or disclosure.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for the company to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. The company will inform you of the reason for the refusal.

### **5. Disclosure of personal data to a third party**

The company may be required to disclose personal data to other persons or juristic persons or regulatory authorities, who works in cooperation with the company for the compliance of the purposes as mentioned in this notification such as information technology’s service provider, regulators or government agencies or by the order of regulatory officials.

Additionally, the company may find it necessary to publicize your personal data when required by law or the corporate governance code, including the minutes of general meeting of shareholders.

### **6. Contact channels**

For any queries or additional details about personal data protection, please contact :

**The Working Group on Personal Data Protection**

**S&J International Enterprises Public Company Limited**

2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120.

Telephone 0-2676-2727 Ext. 2507, Email address : PDPA-SJI@snjinter.com.

March 29, 2024

**Notice on arrangement of The Annual General Meeting of Shareholders No. 45**

- Subject :** Invite to attend The Annual General Meeting of Shareholders No. 45
- To :** Dear Shareholders of S & J International Enterprises Public Company Limited
- Enclosures :**
1. Copy of The Minutes of the Annual General Meeting of Shareholders No.44 on Tuesday April 25, 2023.
  2. Form 56-1 One Report for the year 2023 and Sustainable Development Report for the year 2023 in form of (QR Code) as presented on Notification of Meeting (Registration Form)
  3. Profile of the nominated persons to be directors in replacement of those who are retired by rotation.
  4. Definition of the "Independent directors".
  5. Information of Independent directors and Audit Committee Directors that company offers to be shareholders' proxy.
  6. Company's Articles of Association relating to the Annual General Meeting of Shareholders.
  7. Documents required prior to attending the meeting, practice rules of the meeting.
  8. Procedures for posting advance questions prior to the shareholders' meeting.
  9. Meeting Attendance Procedures for the Annual General Meeting of Shareholders
  10. Power of Proxy Form B.
  11. Map for the Meeting Venue.
  12. QR Code Downloading Procedures for Form 56-1 One Report for the year 2023 and Sustainable Development Report for the year 2023.

The Board of Directors of the company has a resolution to arrange the Annual General Meeting of Shareholders No. 45 on Monday, April 22, 2024, at 1.00 p.m. at Chao Praya Room 2, Monthien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok 10120. For this meeting, the Company had given the opportunity to shareholders to propose agenda and nominate candidates to be elected as directors from November 15<sup>th</sup>, 2023 to December 30<sup>th</sup>, 2023. There was no any shareholder propose any agenda and nominate a candidate to be elected as the company's director. Therefore, the company has set meeting venue to consider the following agendas:

**Agenda 1** **Certification of The Minutes of the 44<sup>th</sup> Annual General Shareholders' Meeting held on Tuesday, April 25, 2023.**

**Fact and reason:** The company has prepared the Minutes of such Meeting and submitted to the Stock Exchange of Thailand and the 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) according to enclosure No.1.

**Comment of The Board:** Such minutes were correctly recorded and should be submitted to the meeting of shareholders for approval.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**Agenda 2** Acknowledgement of the annual reports of the Board of Directors and the Company performance in the year 2023.

**Fact and reason:** Report of The Board of Directors and the operating results of the company in 2023 already provided in Form 56-1 One Report of 2023 in QR Code format was presented on the Notification of Meeting in accordance with requirements of the Securities Exchange Commission and the Stock Exchange of Thailand was submitted together with the notice of the General Meeting of Shareholders herewith enclosure No.2.

**Comment of The Board:** Such report should be submitted to The Meeting of Shareholders for acknowledgement.

**Voting resolution:** No voting required since this agenda is intended for acknowledgement purpose.

**Agenda 3** Approval of The Financial Statements for the year ended December 31, 2023.

**Fact and reason:** Such Financial Statements were prepared in accordance with Financial Reporting Standards. The Financial Statements were audited and certified by a certified public accountant which the Audit Committee and the Board of Director already agreed with as follows:

(Unit : Million baht)

Descriptions	Consolidated financial statements	The separate financial statements
Total Assets	6,820	5,530
Total Liabilities	1,530	1,256
Shareholders' Equity	5,289	4,274
Revenues from sales	6,804	5,646
Profit Attributable to equity holders of the Company	717	603
Earnings per Share (Baht/share)	4.78	4.02

The details above are in the financial statements of Form 56-1 One Report for 2023 according to enclosure No.2.

**Comment of The Board:** Such financial report should be submitted to The Meeting of Shareholders for approval.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**Agenda 4** Approval of the Appropriation of Profit and annual dividend payment.

**Fact and reason:** 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 (under the cost method). However, this rate principally depends on economic conditions and business performance of the company. For 2023, the company could achieve profit for the year in the separate financial statements of 602.81 Million Baht, and unappropriated retained earnings at the end of fiscal year of 2,884.12 Million baht.

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

**Comment of The Board:** To propose to the shareholder's meeting, to approve profits appropriation and dividend payments to the shareholders at the rate of Baht 2.25 per share, totaling 337.34 Million baht, or 55.96% of net profit of the Company's separate financial statement comply with its dividend payment policy by payment from unappropriated 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 record date to determine names of shareholders who have rights to receive dividend payment will be on May 8, 2024 and to be paid on May 21, 2024. Details of dividend payment are as follows :

Details of Dividend Payment		2023	2022
1. Profit for the year	(Million Baht)	602.80	452.80
2. Number of share	(Million Shares)	149.93	149.93
3. Annual Dividend per share	(Baht / Shares)	2.25	1.70
4. Total dividend payment	(Million Baht)	337.34	254.88
5. Payout Ratio	(%)	55.96	56.29

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

#### **Agenda 5 Appointment the election of directors in replacement of retiring directors**

**Fact and reason:** According to the regulations of the company No.21, in every general meeting of shareholders, one-third of the directors must be retired on rotation basis. If not, it should be closed to one third and the retiring directors may be re-elected. In this general meeting of shareholders, 5 retiring directors are:

1. Dr.Atthakorn                      Glankwamdee                      Director of the Board of Directors  
Director of the Nominating Committee
2. 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
3. Admiral Apichart                      Pengsritong                      Independent Director and  
Director of the Corporate Social Responsibility Committee
4. Mrs.Pismai                      Chandrubeksa                      Independent Director and  
Director of the Remuneration Committee
5. POL.GEN.Somchai                      Prabhasabhakdi                      Independent Director  
Chairman of the Corporate Governance Committee and  
Director of the Audit Committee

In this regard, Dr.Atthakorn Glankwamdee indicated his intention not to seek re-nomination.

The company had given the shareholders opportunity to nominate candidate to be considered as company director to the shareholders' meeting for 2024 in advance, from November 15<sup>th</sup>, 2023 to December 30<sup>th</sup>, 2023. Nevertheless, there was no shareholder nominating a candidate to be considered as company director. For the said nomination, careful consideration were exercised by the Nominating Committee in selecting qualified candidates on an individual basis as the members of the Nominating Committee with interests did not vote to select themselves, in compliance with the existing company rules and criteria relating to such position consideration. Upon careful consideration of the candidates' qualifications in terms of Board Diversity and qualifications that were in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix. The Nominating Committee unanimously resolved to recommend to The Board of Directors to nominate the above 4 of outgoing directors to re-elect these persons to serve another term as company directors and to consider Mrs.Thongsuk Upathambhakul to be a director in replace of Dr.Atthakorn Glankwamdee, the retiring director who wished not to seek re-nomination

**Comment of the Board** : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration and 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. Moreover, persons nominated as independent directors of the company could express opinions independently and in accordance with the relevant rules. Accordingly, The Board of Directors resolved to endorse the proposal by The Nominating Committee, to nominate the 4 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

1. Mrs.Kaewta Ongsaranakom
2. Admiral Apichart Pengsritong
3. Mrs.Pismai Chandrubeksa
4. POL.GEN.Somchai Prabhasabhakdi

And also, to consider Mrs.Thongsuk Upathambhakul to be a director in replace of Dr.Atthakorn Glankwamdee, the retiring director who wished not to seek re-nomination.

Incidentally, for independent directors who have held the position for more than 9 years, there are a total of 3 persons:

Name list	Knowledge/Expertise	Number of years as director	Year in total until end of this tenure
1. Admiral Apichart Pengsritong	Purchasing and procurement of the government system.	15 years	18 years
2. Mrs.Pismai Chandrubeksa	Business administration	15 years	18 years
3. POL.GEN.Somchai abhasabhakdi	Legal and Corporate governance	9 years	12 years

All 3 of the directors 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 they can also function as independent directors as well.

Enclosed please find the profile of the persons being nominated as directors and the Definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per attachment no.3.and no.4.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**Agenda 6** **Approval of directors' remuneration.**

**Fact and reason:** 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. For 2023, the shareholders' meeting has earlier approved annual directors' remuneration budget limit not exceeding 20 million baht and assigned the Remuneration Committee to allocate remuneration on such budget amount.

For year 2023, the company has allocated remuneration budget to the directors totaling Baht 17,733,000 according to the details as follows:

Detail	Amount (Baht)
Annual remuneration for The Board of Directors	16,240,000
Meeting allowances for The Board of Directors	872,000
Meeting allowances for The Audit Committee	252,000
Meeting allowances for The Nomination Committee	83,000
Meeting allowances for The Remuneration Committee	74,000
Meeting allowances for The Risk Management Committee	60,000
Meeting allowances for The Corporate Social Responsibility Committee	76,000
Meeting allowances for The Corporate Governance Committee	76,000

Details of the criteria for the directors' remuneration were based on the consideration of The Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders meeting, the remuneration payment amount for the previous year and the comparison with other companies in similar businesses.

For the year 2024, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding 20 million baht, according to remuneration details 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 : 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.

Details of meeting allowance payments were as follows:

	2024 (Baht/Time)		2023 (Baht/Time)	
	Chairman	Director	Chairman	Director
Board of Directors The Audit Committee	12,000	10,000	12,000	10,000
The Nomination Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Social Responsibility Committee, The Corporate Governance Committee	10,000	9,000	10,000	9,000

3. Other remuneration : - None –

**Comment of The Board:** The Board of Directors resolved to propose to the shareholders meeting to approve yearly directors. Remuneration budget not exceeding Baht 20 million per year as proposed by the Remuneration committee since such remuneration was appropriate and reflected the director's authority, duty, and responsibility scope, as well as the company's operating results and business growth. Additionally, the remuneration was based on criteria comparable to other companies in the same business sector.

**Voting resolution:** A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

#### **Agenda 7** Appointment of an auditor and fixing of the auditing fee.

**Fact and reason:** According to the regulations of the company No.49 and 50, the auditor shall not be a director, staff member employee or a person holding any office. An auditor shall be elected annually by the general shareholders meeting. A retiring auditor may be elected. In 2023, the meeting of shareholders appointed Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or Mr.Termphong Opanaphan, Certified Public Accountant No. 4501 and/or Ms.Sineenad Jirachaikhueankhan Certified Public Accountant License No. 6287 and/or Mr.Wichart Lokatekrawee Certified Public Accountant License No. 4451 of EY Office Limited.

Audit Committee has proposed EY Office Limited to be our company's auditors in 2024 for another year by the following auditors:



1. Mrs. Saifon Inkaew Certified Public Accountant License No. 4434 and/or  
(Never audit the company's financial statements)
2. Mr. Termphong Opanaphan Certified Public Accountant License No. 4501 and/or  
(Audited the company's financial statement total period of 1 year, in 2019)
3. Ms.Sineenad Jirachaikhueankhan Certified Public Accountant License No. 6287 and/or  
(Audited the company's financial statements total period of 4 years, since 2020-present)
4. Ms.Sirirat Sricharoensup Certified Public Accountant License No. 5419  
(Never audit the company's financial statements)

And specify auditing fee as follows :

Unit : Baht

Description	2024	2023
1. Review of interim financial statements (for three quarters)	800,000	792,000
2. Audit of the statutory financial statements	1,290,000	1,078,000
3. Review other auditor's working papers	100,000	90,000
<b>Total</b>	<b>2,190,000</b>	<b>1,960,000</b>

and propose to the Annual General Meeting of the shareholders to approve auditing fee for the year 2024 and acknowledge the 2024 auditing fee for the company's 3 subsidiaries. (The auditing fee of the subsidiary companies in 2024 may vary according to number of the subsidiary companies and/ or the actual work which would incur during the year.) as follows;

Unit : Baht

Description	2024	2023
1. S & J International Enterprises Public Company Limited	2,190,000	1,960,000
2. Subsidiary companies	1,165,000	1,050,000
<b>Total</b>	<b>3,355,000</b>	<b>3,010,000</b>

For other services received for acknowledgement detailed as below :

Unit : Baht

Description	2024	2023
Observation on destroying products	Actual incur 15,000 baht / time	120,000

**Comment of The Board :** Agreed with Audit Committee to propose to the shareholders to appoint Mrs. Saifon Inkaew Certified Public Accountant License No. 4434 and/or Mr. Termphong Opanaphan Certified Public Accountant License No. 4501 and/or Ms.Sineenad Jirachaikhueankhan Certified Public Accountant License No. 6287 and/or Ms.Sirirat Sricharoensup Certified Public Accountant License No. 5419 of EY Office Limited to be our company's auditors in 2024 by considering their work, independent, audit fee and qualifications according to company's regulations and rules of the Securities Exchange Commission and the Stock Exchange of Thailand and appointing one of these auditors to audit and express an opinion on the company's financial statements.

However, the proposed auditors have no relationship or no interest with the Company / subsidiary companies/ executives / major shareholders or the above related mentioned persons. The auditors of the 3 subsidiaries are auditors from EY Office Limited which is the same auditing firm as the company.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights

**Agenda 8 Approval of amending the Company's Articles of Association.**

**Fact and reason** : Due to the Public Limited Companies Act (No. 4) B.E. 2022, there has been an amendment to the Public Limited Companies Act B.E. 1992 regarding procedures for the Board of Directors meetings and shareholder meetings according to Section 6, Section 79 and Section 82 therefore deems it appropriate to amend the Company's regulations, Chapter 3 Board of Directors, Article 28, Chapter 4 Shareholder Meetings, Article 34, Article 39, and Chapter 6 Dividends and Reserve Fund, Article 56 to support electronic means in which it would lessen burdens and facilitates the Company and its shareholders.

**Comment of The Board** : The Board of Directors resolved to propose to the shareholders meeting to approve the amendment of the Company's Articles of Association, Chapter 3 Board of Directors, Article 28, Chapter 4 Shareholder Meetings, Article 34, Article 39, and Chapter 6 Dividends and Reserve Fund, Article 56, in order to be consistent with the Public Limited Companies Act (No. 4) B.E. 2022 with details 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</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</p>

Previous Articles of Association	New Articles of Association
<p>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><u>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.</u></p>	<p>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) consecutive days and not less than three (3) days before the meeting date.</u></p> <p><u>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.</u></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</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</p>

Previous Articles of Association	New Articles of Association
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 less than seven (7) days before the meeting date, provided that the meeting invitation notice <u>shall be advertised in the newspaper</u> for three (3) consecutive days and not less than three (3) days before the meeting date.	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 less than seven (7) days before the meeting date, provided that the meeting invitation notice <u>shall be advertised in the newspaper or via electronic media according to the criteria specified by the Registrar</u> 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 <u>in the newspaper</u> 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 <u>advertised in the newspaper or via electronic media according to the criteria specified by the registrar</u> for three (3) consecutive days.

The authorization was assigned to authorized person which the Board of Directors of the Company assigned to amend the Company's Article of Association to Department of Business Development, Ministry of Commerce to amend messages or words according to the suggestion of the registrar.

**Voting resolution:** A three-fourth majority votes by the shareholders present at the meeting are required to pass the resolution.

**Agenda 9 Other matters (if any)**

The Board of Directors hereby invites the shareholders to attend the meeting according to the time, date and place specified above. The registration for meeting attendance shall be 2 hours prior to meeting commencement, starting from 11.00 a.m. onwards. To keep the benefits of shareholders, should you need the company to clarify any proposed meeting agenda, you may send your inquiry in advance. Please see additional details per attachment no.8

For your convenience, if you wish to appoint a person to attend and vote at the meeting on your behalf, Shareholders are advised to review the details of agenda items prior appointing a proxy, please complete and duly execute proxy as attached herewith or per printed forms as format form of the Ministry of Commerce or alternatively you may download proxy form of which there are three Proxy Forms : Form A, Form B or Form C from [www.snjinter.com](http://www.snjinter.com). In case of foreign investors who appoint custodian in Thailand to be share keeper and safeguard may choose either proxy forms : Form A, Form B or Form C. For those who are not foreign

investors who can only use either Form A or Form B. In addition, you may appoint a director of Audit Committee as your proxy form and amongst the name of Audit Committee and their profile are provided in enclosure No.5 However, these shareholders will not be able to attend the meeting and cast their votes, as they have already appointed their proxy to a director of Audit Committee prior to the meeting (unless the shareholder cancels the appointment of the proxy).

All documents that have to be returned to the Company no less than one working day prior to the meeting in the case that shareholders wish to cancel the appointment of a proxy, they may notify the Company Secretary of the Board in writing by address to :

Mr. Sumit Khopaiboon (Company Secretary)  
S & J International Enterprises Public Company Limited  
2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

In order to speed up and facilitate the registration process at the Annual General Meeting, it is kindly requested that the shareholder and/or **the proxy bring the letter with having the barcode or Proxy Form with having the barcode**, as attached in enclosure 2, together with the identification documents for meeting attendance per enclosure 7, and present them to the registration staff on the date of the meeting.

By the order of the Board of Directors



(Mr.Thirasak Vikitset)  
Managing Director

**Minutes of 44<sup>th</sup> 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**

- |                   |              |   |
|-------------------|--------------|---|
| 1. Mr.Boonkiet    | Chokwatana   | Chairman of the Board of Directors,<br>Chairman of the Nominating Committee, and<br>Chairman of the Remuneration Committee  |
| 2. Mrs.Tipaporn   | Chokwatana   | Vice Chairman of the Board of Directors   |
| 3. Mr.Thirasak    | Vikitset     | Managing Director,<br>Chairman of the Executive Board,<br>Director of the Nominating Committee, and<br>Director of the Remuneration Committee   |
| 4. Dr.Atthakorn   | Glinkwamdee  | Deputy Managing Director, and<br>Director of the Nominating Committee   |
| 5. Mrs.Kaewta     | Ongsaranakom | Director of the Board of Directors,<br>Director of the Executive Board,<br>Director of the Nominating Committee,<br>Director of the Remuneration Committee, and<br>Director of the Corporate Governance Committee |
| 6. Prof.Dr.Malyn  | Ungsurungsie | Director of the Board of Directors,<br>Chairman of the Corporate Social Responsibility Committee, and<br>Director of the Executive Board  |
| 7. Mrs.Chitraporn | Vikitset     | Director of the Board of Directors,<br>Director of the Executive Board, and<br>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	Athikomrattanukul	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

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
4. Mrs.Daraneer	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

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 Donkampang, to conduct the meeting further according to the meeting agenda.

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

Ms.Kannika Donkampang, 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 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](mailto: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, 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 43<sup>rd</sup> 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 43<sup>rd</sup> 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](http://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 CO<sub>2</sub> 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
<b>Appropriated Retained Earnings</b>	<b>2,536,193,332</b>	<b>Baht</b>

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:

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. T e e r a d a 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 :

- |                  |              |
|------------------|--------------|
| 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	123,002,746	180	-	-
Percentage* (%)	99.9999	0.0001	-	-

Therefore, there are 15 members for directors of the company in 2023 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, 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 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 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 Jirachaikhueankhan 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
<b>Total</b>	<b>1,960,000.00</b>

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
<b>Total</b>	<b>3,010,000.00</b>

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)

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 Donkampang  
(Mrs.Kannika Donkampang)  
Person acting on behalf of Company Secretary

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

1. **Name** : Mrs.Kaewta Ongsaranakom  
**Age** : 67 years old  
**Nationality** : Thai  
**Education** : BA. Major in Public Administration, Minor in English  
From Faculty of Political Science Thammasat University

**Training Director Program :**

- Director Certification Program (DCP) class 27/2003
- Role of the Compensation Committee (RCC) class 10/2010  
By Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Company director having been endorsed by the Nominating Committee

**Position in the company** : Director of the Board of Director, Director of the Executive Board, Director of the Nominating Committee, Director of the Remuneration Committee and Director of the Corporate Governance Committee

**Date of Appointment** : June 22, 1987

**Number of years as director** : 37 years

**Year in total until end of this tenure** : 40 years

**Experience, Knowledge/Expertise** : Human Resources Management and Corporate governance.

**5-Years past experiences :**

Listed Company			Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number	
Number	Director / Executive position			2011-Present	Number
-	-	-	9 Companies	2011-Present	Director of International Laboratories Co.,Ltd.

**Company shareholding (personal/spouse/child under legal age)** 1,016,601 shares = 0.68 %

**Meeting attendance record in 2023** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	6/6	times
The Executive Board meeting	21/22	times
The Nominating Committee meeting	2/2	times
The Remuneration Committee	2/2	times
The Corporate Governance Committee	4/4	times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

**2. Name** : Admiral Apichart Pengsritong  
**Age** : 74 years old  
**Nationality** : Thai  
**Education** :



- Master degree in The State Private & Political Sectors Course, National Defense College (Class of 15th)
- Bachelor of Science, Royal Thai Naval Academy (Electrical Engineering)

**Training Director Program :**

- Director Accreditation Program (DAP) class 82/2010
- Risk Management Program for Corporate Leaders (RCL) class 4/2016 by Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Independent director endorsed by the Nominating Committee and Board of Director as independent.

**Position in the company** :

- Independent Director and Director of the Corporate Social Responsibility Committee

**Date of Appointment** : November 12, 2009

**Number of years as director** : 15 years

**Year in total until end of this tenure** : 18 years

**Experience, Knowledge/Expertise** : Purchasing and procurement of the government system

**5-Years past experiences :**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses Number		
Number	Director / Executive position				
2 companies	2015 -Present	- Chairman and Independent Director T.A.C Consumer Pcl.	-	-	-
	2012 -Present	- Chairman and Independent Director Muangthai Capital Pcl.			
	2016-NOV 2023	- Chairman, Audit Committee and Independent Director JKN Global Media PCL.			

**Additional qualifications required for independent director nomination**

Characteristic of Conflict of interest	Nominated Independent Director Admiral Apichart Pengsritong
Company shareholding <ul style="list-style-type: none"> <li>● Number of Share</li> <li>● % Holding of all voting right</li> </ul>	85,714 0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years. <ol style="list-style-type: none"> <li>1. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.</li> <li>2. Being or not being professional service providers (e.g., auditors, legal advisers).</li> <li>3. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of rawmaterials /goods/services or lending and borrowing money). If any, please specify the values of such transactions.</li> </ol>	No  No  No

**Meeting attendance record in 2023** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	6/6	times
The Corporate Social Responsibility Committee	4/4	times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition



**Profile of directors to replace those retiring upon term completion (Agenda 5)**

**3. Name** : Mrs.Pismai Chandrubeksa  
**Age** : 75 years old  
**Nationality** : Thai  
**Education** : Catering Diploma (Hotel & Restaurant Management) from  
 Cambridgeshire College of Arts & Technology, England



**Training Director Program :**

- Director Accreditation Program (DAP) class 82/2010  
 By Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated** : Independent director endorsed by the Nominating Committee and Board of Director as independent.

**Position in the company** : Independent Director and Director of the Remuneration committee

**Date of Appointment** : April 28, 2009

**Number of years as director** : 15 years

**Year in total until end of this tenure** : 18 years

**Experience, Knowledge/Expertise** : Business administration

**5-Years past experiences :**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses		
Number	Director / Executive position		Number	Number	Number
-	-	-	-	-	-

**Additional qualifications required for independent director nomination**

Characteristic of Conflict of interest	Nominated Independent Director Mrs.Pismai Chandrubeksa
Company shareholding <ul style="list-style-type: none"> <li>• Number of Share</li> <li>• % Holding of all voting right</li> </ul>	84,285 0.06%
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years.	
4. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.	No
5. Being or not being professional service providers (e.g., auditors, legal advisers).	No
6. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of rawmaterials /goods/services or lending and borrowing money). If any, please specify the values of such transactions.	No

<b>Meeting attendance record in 2023</b> :	The General shareholders meeting	1/1	time
	The Board of Directors' meeting	6/6	times
	The Nominating Committee meeting	2/2	times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition.

**Profile of directors to replace those retiring upon term completion (Agenda 5)**

**4. Name** : Pol.Gen.Somchai Prabhasabhakdi  
**Age** : 81 years old  
**Nationality** : Thai  
**Education** :



- Master of Public Administration (M.P.A.), National Institution of Development Administration.
- Branches of public administration, Royal Police Cadet Academy.

**Training Director Program :**

- Director Accreditation Program (DAP) 25/2004
- Director Certification Program (DCP) 51/2004
- Role of the Chairman Program (RCP) 12/2005
- Audit Committee Program (ACP) 2/2004  
By Association of Thai Institute of Directors (IOD)

**Type of directorship being nominated :**

- Independent director having been endorsed by the Nominating Committee and Board of Director as independent.

**Position in the company :**

- Independent Director, Chairman of the Corporate Governance Committee and Director of the Audit Committee

**Date of Appointment** : April 28, 2015

**Number of years as director** : 9 years

**Year in total until end of this tenure** : 12 years

**Experience, Knowledge/Expertise** : Legal and Corporate governance

**5-Years past experiences :**

Listed Company		Non-listed company	Director/Executive position in other company engaging in competitive / related businesses	
Number	Director / Executive position		Number	
-	-	-	-	-

**Additional qualifications required for independent director nomination**

Characteristic of Conflict of interest	Nominated Independent Director	
	Pol.Gen.Somchai	Prabhasabhakdi
Company shareholding		
● Number of Share		None
● % Holding of all voting right		None
Nature of relationship with company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years.		
7. Being or not being executive directors, staff members, employees or advisers who earn salaries from Company.		No
8. Being or not being professional service providers (e.g., auditors, legal advisers).		No
9. Material business relationships, existent or not, with Company in such a way that may affect their independence (e.g. selling and buying of rawmaterials /goods/services or lending and borrowing money). If any, please specify the values of such transactions.		No

**Meeting attendance record in 2023** :

The General shareholders meeting	1/1	time
The Board of Directors' meeting	5/6	times
The Audit Committee meeting	7/9	times
The Corporate Governance Committee meeting	4/4	times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition

**Profile of directors to replace those retiring upon term completion. (Agenda 5)**

**5. Name** : Mrs.Thongsuk Upathambhakul

**Age** : 64 years old

**Nationality** : Thai

**Education** : Bachelor of Economics, Thammasat University

**Training Director Program** : None



**Type of directorship being nominated** : Company director having been endorsed by the Nominating Committee

**Position in the company** : Executive Director, Risk Management Director, and Domestic Business Division Manager

**Date of Appointment** : None

**Number of years as director** : None

**Year in total until end of this tenure** : 3 years

**Experience, Knowledge/Expertise** : Marketing, Logistic, and Supply chain management

**Work experiences :**

- 1980 Procurement officer, International Laboratories Corp. Ltd.
- 1988 Business Department Manager, S & J International Enterprises Co.,Ltd.
- 1992 Domestic Business Section Assistant Manager, S & J International Enterprises Co.,Ltd.
- 1997 Domestic Business Section Manager, S & J International Enterprises. Plc.
- 2009 Domestic Business Division Assistant Manager, S & J International Enterprises. Plc.
- 2017 - present Domestic Business Division Manager, S & J International Enterprises. Plc.
- 2010 – 2020 Director of the Corporate Social Responsibility Committee
- 2010 – present Director of the Executive Board
- 2020 - present Director of the Risk Management Committee
- 1995 – present Director, Toptrend Manufacturing Co.,Ltd.
- 2006 – present Director, I.S.B.M Co.,Ltd.

**Company shareholding (personal/spouse/child under legal age)** 136,178 shares = 0.09 %

**Meeting attendance record in 2023** : The General shareholders meeting 1/1 time  
The Executive Director Committee 21/22 times  
The Risk Management Committee meeting 6/6 times

**Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition.

**Definition of the Independent Directors**

As in compliance with the rules and regulations of Capital Market Supervisory Board means the persons who

1. Do not hold more than 1% of total shares entitled to vote of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company. This includes shares held by any person related to a certain independent director.
2. Are not or have never been directors who have any role as executive officers, employees, staff, advisors who earn regular salary, or those who have authorities of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or of those who have authorities of the company. This excludes those who have quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors and then the forbidden nature as mentioned not include in case. Who was the officials or advisors of Government who was the major shareholder or those who have authorities of the company.
3. Are not persons who have relations by consanguinity or by legalization as fathers, mothers, spouses, brothers or sisters, children, or spouses of children of the executive officers, major shareholders, those who have authorities, or persons who will be proposed as executive officers or those who have authorities of the company or subsidiary.
4. Do not have or have never had any business relations with the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company in such a manner that it may be an obstacle for them to execute their independent discretion. In addition, they are not or have never been major shareholders, directors unless otherwise they are independent directors, or executive officers of any person who has a business relations with the company, its parent company, subsidiary, affiliate major shareholder or those who have authorities of the company who may have conflicts of interest except that they have quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.

Business relations as stated above includes trade transactions which are normally performed to run business on renting or letting real estate, transactions related to assets or services, or bail-out by receiving or giving loan, pledge, and collateral in addition to other acts similar to the above-mentioned which cause that requesters or partners of contract have a debt to pay to another party at the minimum of three percentage of net tangible assets or twenty million baht or more provided that which is less. The calculation of the debt is based on adaptation of the method of calculation of the related transactions in accordance with the Notification of The Capital Market Supervisory Board on "Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions". But to consider the aforementioned debt, any debt occurred during one year prior to the day that business relations with the same person has been done is also included.

5. Are not or have never been auditors of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest; as well as major shareholders, directors unless otherwise they are independent directors, executive officers or managing partners of the audit firms which are auditors of the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest except that they quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.
6. Are not or have never been involved in any kind of professional jobs, in addition to legal advice or financial advice, with the remuneration as for the service fee at the amount of 2 million baht per annum from the company, its parent company, subsidiary, affiliate, major shareholder or those who have authorities of the company who may have conflicts of interest. It is also included if they are major shareholders, directors unless otherwise they are independent directors, executive directors, or managing partners of the juristic entities that provide them such kinds of professional services except that they quitted from the above-mentioned responsibilities for more than two years before the day they are nominated as independent directors.
7. Are not directors who are assigned to be representatives of the directors of the company, its major shareholders, or shareholders who have connection with the major shareholders of the company.
8. Do not have business that have a similar condition and compete with the affair of company or subsidiary, the significant partner in the partnership, Director participants managed, employees or officer, advisors receive a regular salary, holding more than one percent of all authorized shares of other companies which runs business that have a similar condition and competition to effect business of company or subsidiary.
9. Are not assigned with any kind of other responsibilities that shall be obstacles for them to give their independent opinions in regard to the business operations of the company.

If the Capital Market Supervisory Board issues a notification of any change in regard to qualification of independent directors, the independent directors of the company must possess all qualifications as stated in new issued notification entirely.

After being appointed as independent director having qualifications complying with the criteria under item 1 to 9, the independent director may then be assigned by The Board of Directors to participate in the decision-making procedures for the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

All independent directors of the company were not engaged in business relationship or provided any professional service to the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest. Furthermore, they also did not serve as independent directors in its parent company, subsidiary, or same-level subsidiary.

### Information of Independent directors and Audit Committee Director that company offer to be your proxy

<b>1. Name</b>	- Mr.Amorn Asvanunt
<b>Type of Director</b>	- Independent director and Chairman of the Audit Committee
<b>Age</b>	- 75 years old
<b>Nationality</b>	- Thai
<b>Address</b>	- 336 Soi Ladprao 84, Wang Thong Lang Sub-District, Wangthonglang District, Bangkok 10310
<b>Company shareholding</b>	- None
<b>Interest on each agenda</b>	- None
<b>Special interests are different from other directors in the agenda considered</b>	- None



<b>2. Name</b>	- POL.GEN.Somchai Prabhasabhakdi
<b>Type of Director</b>	- Independent director and Audit Committee
<b>Age</b>	- 81 years old
<b>Nationality</b>	- Thai
<b>Address</b>	- 44/57 Sukhumvit 71 Road , Khlong Tan Nue, Watthana, Bangkok, 10110
<b>Company shareholding</b>	- None
<b>Interest on each agenda</b>	- None
<b>Special interests are different from other directors in the agenda considered</b>	- being vested special interests as Director in agenda 5 to consider the election of directors in replacement of those who are retired by rotation, as being retiring directors and is nominated to be the director of the Company for another term.



<b>3. Name</b>	- Assist.Prof.Dr.Pongchai Athikomrattanakul
<b>Type of Director</b>	- Independent director and Audit Committee
<b>Age</b>	- 52 years old
<b>Nationality</b>	- Thai
<b>Address</b>	- 90/678 Mantana Thonburirom Village, Pracha Uthit Rd., Bang Khru, Phra Pradaeng, Samutprakan 10130
<b>Company shareholding</b>	- None
<b>Interest on each agenda</b>	- None
<b>Special interests are different from other directors in the agenda considered</b>	- None





**The Articles of Association which related to General Meeting of Shareholders**  
**OF**  
**S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED.**

**General Meeting of Shareholders.**

**Article 33** The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company. The shareholder meetings other than the said meeting shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within forty-five (45) days as from the date of receipt of the request from the shareholders.

In case the Board of Director fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is demand to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as specified in Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

**Article 34** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

**Article 35** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

**Article 36** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

**Article 37** At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 36 and if such shareholder meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 38** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 39** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 40** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Article 44** The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year.
2. Approval of Balance Sheet and Statement of Income.
3. Appropriation of profits.
4. Election of new directors to replace retiring directors.
5. Appointment of auditor and fixing of auditing fee.
6. Other matters.

**Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.**

**Article 41** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 42** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 43** In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - d. The amendment of the Memorandum or Articles of Association of the Company;
  - e. The increase and reduction of a capital or issuance of debentures of the Company;
  - f. The amalgamation or dissolution of the Company.

## **Dividend Payment**

**Article 55** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 56** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 57** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

## **Qualification, Election and Term Expiration of Directors.**

**Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

**Article 19** The directors shall be natural persons and shall

1. Be sui juris.
2. Not be bankrupt, incompetent or quasi-incompetent.
3. Have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent.
4. Have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

**Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

**Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

**Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

#### **Remuneration of the Board Directors.**

**Article 32** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

**Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders.**

**Article 49** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

**Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

**Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.

**Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

.....

**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

**Documents and evidence that the attendance must present before attending the meeting and regulation for the meeting.**

The registration of the General Meeting of Shareholder No. 45 of S&J International Enterprises Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, **please bring Notification of Meeting with having barcode (Registration Form) on the meeting day.**

**1. Documents of the attended person to be presented before attend the meeting**

**Ordinary Person**

- (1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (2) The shareholders have appointed an authorized person to attend the meeting,
  - 2.1 Please use the Proxy Form in printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy.
  - 2.2 The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**Juristic Person**

**In case the shareholders have appointed an authorized person to attend the meeting.**

- (1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares**

**In care the shareholders have appointed an authorized person to attend the meeting.**

- (1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website ([www.snjinter.com](http://www.snjinter.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
  - 1.1 The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
  - 1.2 The Confirm Letter to show that the person who signs in the Proxy Form get the consent to do the custodian business.
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

**2. The regulations for the meeting**

- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

**Procedures for posting advance questions prior to the shareholders' meeting**

In accordance with the policy by The Board of Directors allowing shareholders to participate in corporate management by providing comments and suggestions, the company therefore allows shareholders the opportunity to post advance questions related to the meeting agenda, to the attention of The Board of Directors prior to the date of the 45<sup>th</sup> shareholders' meeting, by following the procedures as follows:

**1. Identifying oneself with relevant information, and then posting question or suggestion**

- ❖ By providing own name, address, contact telephone number, and e-mail address (if any), which can be contacted by the company.
- ❖ Posting question / comment for particular meeting agenda, together with and supporting information or document (if any).

**2. Contact channels provided by the company**

- ❖ By e-mail address : [sumit\\_k@snjinter.com](mailto:sumit_k@snjinter.com)
- ❖ By registered mail to :

Mr.Sumit Khopaiboon (Company Secretary)  
S & J International Enterprises Public Company Limited  
2 Naradhiwas Rajanagarindra Rd., Tungwatdon, Sathorn, Bangkok 10120

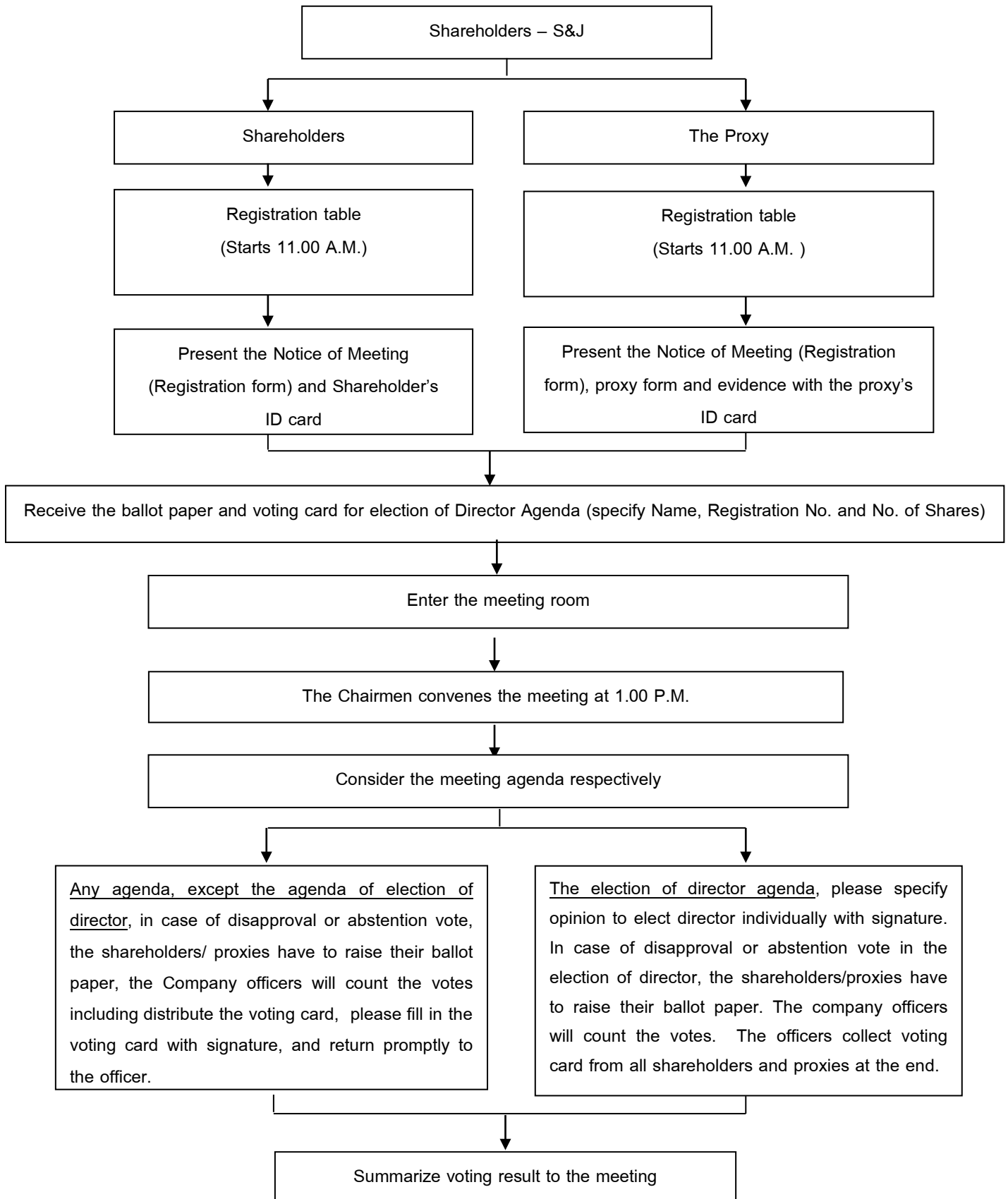
**3. Question posting period**

As the company allows shareholders to post questions related to the meeting agenda prior to the meeting date, the shareholders are requested to post advance questions to the company by Wednesday, April 17, 2024.

4. The Company Secretary shall collect the questions and pass them all to the Managing Director for considerations.
5. The company shall provide clarification in response to the advance questions posted by the shareholders at the shareholders' meeting.



The process for the Annual Shareholder’s Meeting No. 45  
 S & J International Enterprises Public Company Limited  
 Monday April 22, 2024



(Duty Stamp 20 Baht)

## PROXY (FORM B)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
 With address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of S & J International Enterprises Public Company Limited  
 holding the total number of..... shares with the voting rights of..... votes  
 as follows;

ordinary share..... shares with the voting rights of ..... votes

preferred share..... shares with the voting rights of ..... votes

(3) do hereby appoint either one of the following persons:

(Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_ Years  
 with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

\_\_\_\_\_ Mr.Amorn Asvanunt \_\_\_\_\_ Age \_\_\_\_ 75 \_\_\_\_ Years  
 with address at \_\_\_\_ 336 \_\_\_\_\_ Road \_\_\_\_ Lat Phrao 84 \_\_\_\_\_ Sub-District \_\_\_\_ Wang Thong Lang \_\_\_\_\_  
 District \_\_\_\_ Wang Thong Lang \_\_\_\_\_ Province \_\_\_\_ Bangkok \_\_\_\_\_ Postal Code \_\_\_\_ 10310 \_\_\_\_\_

\_\_\_\_\_ Assist.Prof.Dr.Pongchai Athikomrattanakul \_\_\_\_\_ Age \_\_\_\_ 52 \_\_\_\_ Years  
 with address at \_\_\_\_ 90/678 \_\_\_\_\_ Road \_\_\_\_ Pracha Uthit \_\_\_\_\_ Sub-District \_\_\_\_ Bang Khru \_\_\_\_\_  
 District \_\_\_\_ Phra Pradaeng \_\_\_\_\_ Province \_\_\_\_ Samutprakan \_\_\_\_\_ Postal Code \_\_\_\_ 10130 \_\_\_\_\_

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ the Ordinary  
~~the Extraordinary~~ General Meeting of Shareholders No. 45<sup>th</sup> to be held on Monday April 22, 2024 at 1.00 p.m. at Chao  
 Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at  
 any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

**Agenda 1 : Certification of the Minutes of the 44<sup>th</sup> Annual General Shareholders' Meeting held on Tuesday April 25, 2023.**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda 2 : Acknowledgement of the annual report of the Board of Directors and the Company performance in the year 2023 .**

**Agenda 3 : Approval of the Financial Statement for the year ended December 31, 2023.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

**Agenda 4 : Approval of the Appropriation of Profit and annual dividend payment.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

**Agenda 5 : Appointment the election of directors in replacement of retiring directors**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- To elect directors as a whole
- Approve                                       Disapprove                                       Abstain
- To elect each director individually
- Name of Director \_\_\_\_\_ Mrs.Kaewta Ongsaranakom\_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Admiral Apichart Pengsritong\_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Msr.Pismai Chandrubeksa\_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Pol.Gen.Somchai Prabhasabhakdi \_\_\_\_\_
- Approve                                       Disapprove                                       Abstain
- Name of Director \_\_\_\_\_ Mrs.Thongsuk Upathambhakul\_\_\_\_\_
- Approve                                       Disapprove                                       Abstain

**Agenda 6 : Approval of directors' remuneration.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

**Agenda 7 : Appointment of an auditor and fixing of the auditing fee.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                                       Disapprove                                       Abstain

**Agenda 8 : Approval of amending the Company's Articles of Association.**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda 9 : Other Businesses (If any)**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of mine as shareholders.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remarks:**

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.

**REGULAR CONTINUED PROXY FORM B**

Authorization of proxy on behalf of the Shareholder of S & J International Enterprises Public Company Limited. The General Meeting of Shareholders No.45<sup>th</sup> to be held on Monday April 22, 2024, at 1:00 p.m. at Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Subject** \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                                       Disapprove                                       Abstain

**Agenda No. :** **Election of Directors (continued)**

Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

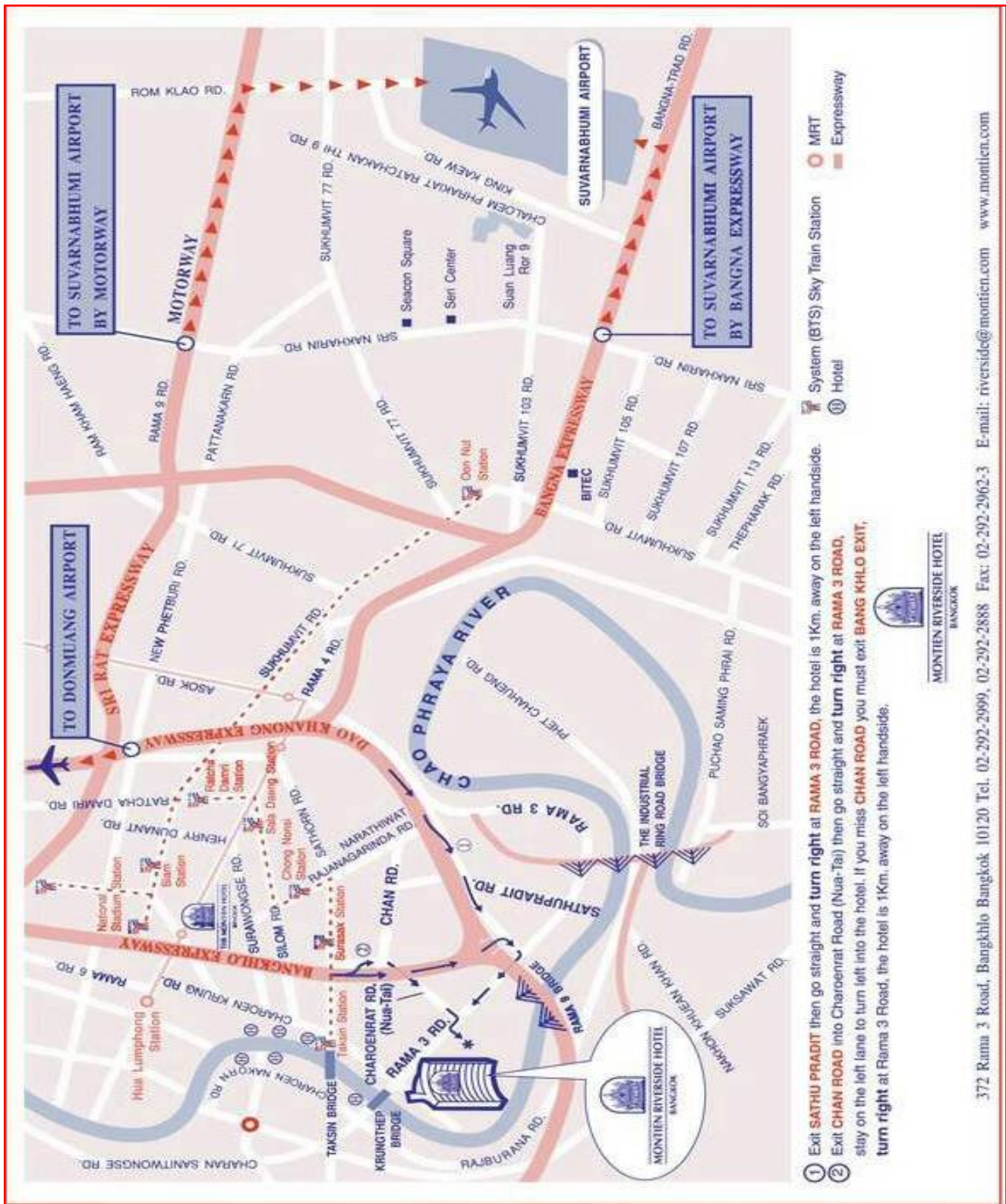
Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

Approve                                       Disapprove                                       Abstain

Map for the Meeting Venue.



**QR Code Downloading Procedures for**  
**Form 56-1 One Report 2023 and 2024 Annual General Meeting's Supporting Documents**

Form 56-1 One Report 2023 and Notice on arrangement of the 2024 Annual General Meeting of Shareholders (Full Version) with its enclosures can be downloaded by shareholders in the form of QR Code which appear in the Notice of Meeting ( Short Version) that was previously sent to the shareholders.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows the Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

**For iOS System**

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark** : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line, etc.

**For Android System**

1. Open applications QR CODE READER, Facebook or Line.

**How to scan the QR Code with Line application**

- Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.