



AT.S&J 7/2024

April 22, 2024

Re : Report on the resolution of the Annual General Meeting of Shareholders No.45

To : President

The Stock Exchange of Thailand

S & J International Enterprises Public Company Limited wishes to hereby report the resolutions adopted at its Annual General Meeting No.45 held on Monday, April 22, 2024 at 1.00 P.M. at Chao Praya Room 2, Monthien Riverside Hotel, 372 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120. The resolutions adopted by the meeting were as follows:

1. Certification of Minutes of the 44th Annual General Shareholders' Meeting held on Tuesday, April 25, 2023.

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	130,936,931	-	-	-
Percentage (%)	100.00	-	-	-

2. Acknowledgement of the reports of the Board of Directors and the Company performance for the year 2023.

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

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	130,936,932	-	-	-
Percentage (%)	100.00	-	-	-

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

1. No appropriate legal reserve due to the company has completely appropriated legal reserve in compliance with the legal requirement at 10% of registered share capital.



2. Dividend payment at the rate of Baht 2.25 per share for total amount dividend payments of Baht 337,344,363.00 or 55.96% of total profit for the year 2023. The dividend payment shall be made from unappropriated retained earnings subject to 20% for corporate income tax deduction which an individual shareholders are able to credit tax refund equal to dividend multiplied by 20/80 according to the Revenue Code Section 47 bis.

The record date to determine names of shareholders who have rights to receive the above dividend payment for 2023 shall be on May 8, 2024 and to be paid on May 21, 2024.

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	130,936,932	-	-	-
Percentage (%)	100.00	-	-	-

5. Appointment the election of directors in replacement of retiring directors.

The meeting had resolutions to approve for re-election of 4 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution for each director as follows:

1. Mrs.Kaewta Ongsaranakom

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

2. Admiral Apichart Pengsritong

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-



3. Mrs.Pismai Chandrubeksa

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

4. POL.GEN.Somchai Prabhasabhakdi

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

In addition, the meeting approved the election of 1 new director to replace the retiring director who wished not to re-nomination. The resolution was adopted as follows :

5. Mrs.Thongsuk Upathambhakul

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

Therefore, there are 15 members for directors of the company in 2024 as per listed below:

1. Mr.Boonkeit Chokwatana
2. Mrs.Tipaporn Chokwatana
3. Mr.Thirasak Vikitset
4. Prof.Dr.Malyn Ungsurungsie
5. Mrs.Kaewta Ongsaranakom
6. Mrs.Chitraporn Vikitset
7. Mrs.Teerada Ambhanwong
8. Mr.Suthep Dansiriviroj
9. Mrs.Thongsuk Upathambhakul



From 10th-15th are the independent directors 6 persons, which are not less than one-third of the Board of Company or 40% of total directors as follows:

- | | |
|-----------------------------|-------------------|
| 10. Admiral Apichart | Pengsritong |
| 11. Mrs.Pismai | Chandrubeksa |
| 12. Mr.Anantachai | Yoonprathom |
| 13. Mr.Amorn | Asvanunt |
| 14. POL.GEN.Somchai | Prabhasabhakdi |
| 15. Assist.Prof.Dr.Pongchai | Athikomrattanakul |

And the Audit committee are as follows:

- | | |
|----------------------------|-------------------|
| 1. Mr. Amorn | Asvanunt |
| 2. POL.GEN.Somchai | Prabhasabhakdi |
| 3. Assist.Prof.Dr.Pongchai | Athikomrattanakul |

6. Approval of directors' remuneration.

The meeting have approved to pay director fee not to exceed 20 Million Baht as follows:

1. Annual Remuneration

Annual Remuneration is paid to all directors. The Remuneration Committee will allocate the remuneration on basis of principle, operational results and propose to the Board of Directors.

2. Meeting fee

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

For the meeting fee, the payment is paid to attending directors only. In case of there is a meeting more than 1 time in each month, it accounts to receive the meeting fee not exceeding 1 time.

3. Other remuneration : - None -



As such, commencing from the General Meeting of Shareholders' approval until there is a change. The remuneration payment shall not exceed the amount which approved by the General Meeting of Shareholders.

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting approved the appointment of an auditors for year 2024.

Mrs.Saifon Inkaew Certified Public Accountants Registration No. 4434 and/or
Mr.Termphong Opanaphan Certified Public Accountants Registration No. 4501 and/or
Ms.Sirirat Sricharoensup Certified Public Accountants Registration No. 5419 and/or
Ms.Sineenad Jirachaikhueankhan Certified Public Accountants Registration No. 6287

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

Furthermore, the above auditors as proposed to appointment by the shareholders' meeting are from the same auditing firm as the company's subsidiaries. In that regard, the company's auditor and its subsidiaries are independent and do not have any relationship or conflict of interests with the company or its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those persons.

Details of auditing fee for year 2024 are as follows :

Description	2024 (Baht)
1. Review of interim financial statements (for three quarters)	800,000.00
2. Audit of the statutory financial statements ended December 31,	1,290,000.00
3. Review other auditor's working papers	100,000.00
Total	2,190,000.00
4. Audit fee of the 3 subsidiary companies	1,165,000.00
Grand Total	3,355,000.00



For other services received for acknowledgement detailed as below :

Description	2024 (Baht)
Observation on destroying inventories	Actual incur (15,000 per time)

The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting have approved to the amendment of the Company's Articles of Association, Chapter 3 Board of Directors, Article 28, Chapter 4 Shareholder Meetings, Article 34 and 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.

Article 28. In calling a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman of the Board shall send a meeting notice to the directors at least three (3) days before the meeting date, except in cases of urgent necessity to preserve the rights or benefits of the company whereby notice of the meeting appointment may be sent by electronic means or any other means and the meeting date set sooner than normally prescribed.

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.

Article 34. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or consideration, as the case may be, including the opinions of the Board on such matters and deliver it to shareholders and the Registrar not less than seven (7) days before the meeting date. 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.



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.

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.

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.

In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareholders in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and agenda to shareholders not less than seven (7) days before the meeting date, provided that the meeting invitation notice shall be advertised in the newspaper or via electronic media according to the criteria specified by the Registrar for three (3) consecutive days and not less than three (3) days before the meeting date.

Article 56. Dividend payment is divided according to the number of shares, each share equally. Payment of dividends must be made within one (1) month from the date of the shareholders' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareholders and also advertised in the newspaper or via electronic media according to the criteria specified by the registrar 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.



The resolution was adopted by unanimous vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,156,932	-	-	-
Percentage (%)	100.00	-	-	-

Please be informed and kindly post the above information.

Sincerely yours,
Thirasak Vikitset
(Mr.Thirasak Vikitset)
Managing Director

Registra Dept.

Tel 0-2676-2727 Ext. 2812, 2512, 2582