



บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

AT.S&J 7/2025

April 28, 2025

Re : Report on the resolution of the Annual General Meeting of Shareholders No.46

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.46 held on Monday, April 28, 2025 at 1.00 P.M. at Mahanatee Room, 4th Floor of KingBridge Tower No.989, Rama 3 Road, Bangpongpan, Yanawa, Bangkok 10120. The resolutions adopted by the meeting were as follows:

1. Endorsement of The Minutes of the 45th Annual General Shareholders' Meeting held on Monday, April 22, 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	130,454,017	-	-	-
Percentage (%)	100.00	-	-	-

2. Acknowledgement of the reports of the Board of Directors and the Company performance for the year 2024.
3. Approval of The Financial Statements for the year ended December 31, 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	131,109,647	-	-	-
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 1.50 per share for total amount dividend payments of Baht 224,896,242.00 or 54.10% of total profit for the year 2024. 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 2024 shall be on May 8, 2025 and to be paid on May 27, 2025.

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	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting had resolutions to approve for re-election of 5 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution for each director as follows:

1. Mr.Boonkiet Chokwatana

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	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-

2. Mrs.Tipaporn Chokwatana

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	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-



บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

3. Prof.Dr.Malyn Ungsurungsie

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	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-

4. Mrs.Chitraporn Vikitset

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

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-

5. Assist.Prof.Dr.Pongchai Athikomrattanakul

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	131,109,648		-	-
Percentage (%)	100.00		-	-

Therefore, there are 15 members for directors of the company in 2025 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.Thongsuk Upathambhakul
8. Mrs.Daraneeyakul Ajjaneeyakul
9. Mrs.Teerada Ambhanwong
10. Mr.Suthep Dansiriviroj





บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

From 11-15 are the independent directors 5 persons, which are not less than one-third of the Board of Company or 33.33% of total directors as follows:

- | | |
|-----------------------------|-------------------|
| 11. Admiral Apiwat | Srivardhana |
| 12. Mr.Anantachai | Yoonprathom |
| 13. Mr.Amorn | Asvanunt |
| 14. POL.GEN.Somchai | Prabhasabhakdi |
| 15. 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

	2025 (Baht/meeting)	
	Chairman	Director
Board of Directors	12,000	10,000
Audit Committee		
Nominating Committee	10,000	9,000
Remuneration Committee		
Risk Management Committee		
Sustainability 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.





บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

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	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting approved the appointment of an auditors for year 2025.

Ms.Sirirat Sricharoensup Certified Public Accountants Registration No. 5419 and/or

Mr.Termphong Opanaphan Certified Public Accountants Registration No. 4501 and/or

Ms.Sineenad Jirachalkhueankhan 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 2025 are as follows :

Description	2025 (Baht)
1. Review of interim financial statements (for three quarters)	825,000.00
2. Audit of the statutory financial statements ended December 31,	1,275,000.00
3. Review other auditor's working papers	90,000.00
4. Service fee for SAP S/4 HANA system development audit (one-time fee)	120,000.00
Total	2,310,000.00
5. Subsidiary companies (2 companies)	965,000.00
Grand Total	3,275,000.00





บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)
S & J INTERNATIONAL ENTERPRISES PUBLIC COMPANY LIMITED

And acknowledgement of other services from the same audit firm as below :

Description	2025 (Baht)
Observation on destroying inventories	Actual incur (15,000 Baht / time / person)
The fee for preparing Transfer Pricing Document	-*

Remark : * In 2025, the said service fees based on the expenses incurred in the completed work segments, which not occurred as of the date of the 2025 Annual General Meeting of Shareholders.

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	131,109,648	-	-	-
Percentage (%)	100.00	-	-	-

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

The meeting have approved to the amendment to its objectives to extend the coverage to conform with its business operations and support future businesses by revising one original objective and adding two new objectives, increasing the total from 55 to 57 objectives. Details are as follows.

Amendment of 1 the original objectives

Clause 24. Engage in the manufacturing, importing, contract importing, and distribution of consumer goods, medical supplies, automotive maintenance products, and other household chemicals, such as floor cleaners and insecticides of all kind. This also includes textiles, clothing, garments, ready-made apparel, jewelry for both men and women, plastic products, molds, electrical appliances, machinery, engines, labor-saving devices, vehicles, metal, aluminum, or plastic equipment, cosmetics, fragrances, perfumes, colognes, aromatic flowers, beauty accessories, medicines for treatment and prevention of diseases, household utensils, office supplies, agricultural tools, construction materials and equipment, food products, food and beverages, bottled and canned ready-to-eat food or food in other packaging, animal feed, fertilizers, and pesticides.



Addition of 2 new objectives

Clause 56. Engage in the business of manufacturing, outsourcing production, contract manufacturing, importing, contract importing, and distribution, both domestic and international, of animal feed, supplements, treatment and prophylactic drugs for animals, as well as operate a warehouse business for storing food and selling accessories, snacks, and toys for the aforementioned animals.

Clause 57. Engage in the business of storing goods in a warehouse for remuneration in an ordinary course of business, regardless of whether such remuneration is in the form of money, compensation, or other benefits.

Additionally, in accordance with the amendment of the Company's objectives mentioned above, the amendment to clause 3 of the Company's Memorandum of Association shall be proposed as follows.

"The Company's objectives consist of 57 clauses, the details shown in form Bor.Mor.Jor.002 as attached"

The person assigned by the Board of Directors is hereby authorized to perform the duty of registering the amendment of the Company's objectives and the Memorandum of Association, Section 3, at the Department of Business Development, Ministry of Commerce, including to perform other necessary actions as ordered by the Registrar in order to complete the registration process.

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	131,109,648	-	-	-
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. 3317, 3332, 3333