



At S&J. 17/2025

December 18, 2025

Re Connected transactions approval.

To President
The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting No.6/2025 of S & J International Enterprises Public Company Limited held on December 18, 2025, considered and approved a transaction regarding assets or services between S & J International Enterprises Plc. and Osoth Inter Laboratories Co.,Ltd. (OSI), a subsidiary of the company. The details are as follows:

1. The date on which the transaction occurred : From December 2025 to November 2028
2. The parties involved
Service provider : S & J International Enterprises Plc. (S & J)
Service recipient : Osoth Inter Laboratories Co., Ltd. (OSI)
a subsidiary, which operates in manufacturing and distribute pharmaceutical.
3. Connected persons and relationship :

Name	Position / Relation with OSI	Position / Relation with S&J
1. Mr.Boonkiet Chokwatana	Director	Chairman
2. Mrs.Tipaporn Chokwatana	Shareholding of OSI at 0.1%	Vice Chairman
3. Mr.Thirasak Vikitset	Chairman	Managing Director
4. Prof.Dr.Malyn Ungsurungsie	Director	Deputy Managing Director
5. Saha Pathana Inter-Holding Plc. (SPI)	Shareholding of OSI at 15%	Major shareholder of S&J at 20.86%
6. I.C.C International Plc. (ICC)	Shareholding of OSI at 9%	Major shareholder of S&J at 14.61%





4. Type of transactions

Type of services

- IT Services
 1. Purchase License Server
 2. IT Support
 3. Implementation & Change Request
- Legal Service

Period of service

3 Years (December, 2025 – November, 2028)

Objective

For the purpose of managing and supporting IT and legal services to the Company's subsidiaries and receiving compensation in the form of service fees.

Consideration

Details of service charges and Transfer pricing policies		Amount (Million Baht)	Request for payment condition
1. IT Services			
1.1 Purchase Licenses Service	Pass through reimbursement base on actual payment (3-year service fee)	12	Annual Payment
1.2 IT Support	Based on providing services on the number of computers at a monthly rate of 500 Baht per unit by reference to market rate (3-year service term).	5	Monthly payment of approximately 0.14 million Baht per month.
1.3 Implementation & Change Request	Charged based on actual man-days by reference to market rate (3-year service period).	12	According to the volume of completed work
Total IT service fees		29	





Details of service charges and Transfer pricing policies		Budget (Million Baht)	Request for payment condition
2. Legal Service	Service fees based on cost-plus method (3-year service period).	1	Based on the volume of services provided
Total value of transactions		30	

5. The calculation of transaction size

- Connected Transaction : Acquisition of the aforementioned assets from related parties, which is within the guidelines of a connected transaction in relation to assets or services as prescribed in the announcement of the Capital Supervisory Board on Rules of Connected Transactions of which the size of transaction is more than 1 Million Baht but less than 20 Million Baht, or more than 0.3% but less than 3% of NTA, whichever is higher.

However, the said transaction size is 0.66% of NTA (30 million baht / 4,551 million baht x 100) calculated from the consolidated financial statements for the 3rd quarter of 2025.

Therefore, the size of the above transaction is considered as a medium-sized transaction which requiring approval from the Board of Directors and disclosure to the Stock Exchange of Thailand without having to seek approval from the shareholders' meeting.





6. Interested directors not attend the meeting and not vote :

1. Mr.Boonkiet Chokwatana
2. Mrs.Tipaporn Chokwatana
3. Mr.Thirasak Vikitset
4. Prof.Dr.Malyn Ungsurungsie

7. Opinion of the Board of Directors : Approval is granted for the company to provide related to transaction IT and legal services to OSI Company as above, which determined that the service fees are appropriate based on market rates.

8. Opinion of the Audit Committee : None and/or the Board of Directors which differs from the Board of Directors'

Please kindly be informed and post as appropriate.

Yours sincerely,

Mr.Thirasak Vikitset

(Mr.Thirasak Vikitset)

Managing Director

