



REF. KorThor. No. 0148/2564

September 16th, 2021

Subject : Approval to buy common shares of S & J International Enterprises Public Company Limited from I.D.F. Company Limited, a connected person and approval to establishment of a subsidiary.

To : Director & General Manager
The Stock Exchange of Thailand

According to the Board of Directors Meeting No. 5 (Board #28) of Saha Pathana Inter-Holding Public Company Limited held on September 16th, 2021, the Board of Directors has resolutions as follows;

1. Approve to buy common shares of S & J International Enterprises Public Company Limited from I.D.F.

Company Limited, a connected person, the details are as follows;

1. Date of Transaction : Within September 2021
2. Contact Parties
 - Buyer : Saha Pathana Inter-Holding Public Company Limited
 - Seller : I.D.F. Company Limited
 - Connected Person : Mr. Boonsithi Chokwatana, as the Company's Director and Major Shareholder of I.D.F. Company Limited
3. General Transaction : Buying common shares of S & J International Enterprises Public Company Limited
4. Details of Property Acquisition
 - Company's Name : S & J International Enterprises Public Company Limited
 - Business Type : Manufacture and distribution of all type of cosmetics and business of investment
 - Registered Capital and Paid up Capital : Baht 149,930,828.- divided into 149,930,828 common shares @ Baht 1.- per share
5. Investment Proportion
 - Shareholding Proportion before Buying : 29,512,392 common shares or to be 19.68% of registered capital
 - Shareholding Proportion after Buying : 30,099,500 common shares or to be 20.08% of registered capital



6. Totaling Return : 587,108 common shares or to be 0.39% of registered capital of S & J International Enterprises Public Company Limited @ Baht 25.75 per share, amounting to Baht 15,118,031.- which is the negotiation price by using 1-12 months from the date of September 2nd, 2021 of Volume Weighted Average Price (VWAP).
7. Transaction Objective : To increase shareholding proportion of existing investment for the Company to obtain future return in dividend.
8. Source of Fund : Working Capital
9. Director who is the vested interests : Cast no vote
10. Opinion by The Board of Directors : To increase shareholding proportion of existing investment for the Company to obtain future return in dividend. The Board of Directors agrees to approve buying of common shares of S & J International Enterprises Public Company Limited from I.D.F. Company Limited, a connected person, as detailed via the Stock Exchange of Thailand.
11. Opinion by The Audit Committee and/or Director significantly different from those by The Board of Directors : - None -
12. Transaction Size : The transaction is considered to be a connected transaction of listed company prescribed in the Notification of the Capital Market Supervisory Board, regarding rules on connected transactions provided as transactions. This transaction has a value more than Baht 1 Million but less than Baht 20 Million or more than 0.03% but less than 3% of NTA (as of June 30th, 2021, 0.03% of NTA = Baht 12,164,754.- and 3% of NTA = Baht 1,216,475,430.-) whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but not to be approved by the Meeting of Shareholders and is disposition of assets transaction, when calculating the transaction size during the past 6 months, is not more than 15% of the Company's total assets and is not in line with the regulation on significant transaction subjecting to be an acquisition or disposition of assets that listed company.



2. Approval to Establishment of a Subsidiary, the details are as follows;

1. Name of Company : In the process of applying for name of the newly subsidiary
2. Objective : To invest in the Real Estate business and/or other assets, and to provide lending on assets.
3. Registered Capital : Baht 100,000,000.- divided into 1,000,000 common shares @ Baht 100.- per share
4. Shareholding Proportion : The Company's will hold 100.00% of the registered capital
5. Source of Fund : The Company's working Capital
6. Transaction Size : This transaction is not considered to be a connected transaction of listed company according to the Notification of the Capital Market Supervisory Board in category of connected transaction, when calculating the transaction size during the past 6 months, is not more than 15% of the Company's total assets and is not in line with the regulation on significant transaction subjecting to be an acquiring or disposition of asset that listed company.

If there is any progress the Company's will provide further details.

Please be informed accordingly.

Yours sincerely,

(Mr. Vichai Kulsomphob)

President & CEO