



S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE: 119 Moo 1, Kanjanavanich Road, Thakarm, Hatyai, Songkhla, Thailand 90110 Tel. 66 7426.0602-8 Fax. 66 (0) 7426-0600,1,66 (0) 7426-0609

BRANCH OFFICE: 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. 66 (0) 3445,2136-40 Fax. 66 (0) 3445-2306



-Translate-

S.PACK & PRINT PUBLIC COMPANY LIMITED

The Minutes of the Annual General Meeting of Shareholders No.1/2024

Held on Friday April 26, 2024 at 01.30 p.m.

At the Meeting Room, Floor 2nd, S.Pack & Print Public Company,

No.119 Moo 1, Takarm Subdistric, Hatyai Distric, Songkhla 90110

The meeting commenced at 01.30 P.M.

Mr. Tirapong Ratchtawongpipat, Vice Chairman of the Company acting as Chairman of the Meeting.

Miss. Suchaya Niyombandit, Company's Secretary, informed that there were shareholders came with themselves 7 persons as 66,100 shares and proxies were 25 persons as 227,821,760 shares total 32 persons and 227,347,860 shares or 75.78% of the issued and paid up shares which constituted the quorum. According to the Company's Articles of Association No. 38, shareholders and proxies must be not less than 25 persons or not less than half (1/2) of the total number of shareholders, holding shares not less than one-third (1/3) of the total number of shares. Before the meeting Company's secretary explain about voting of the meeting, for each agenda shareholder can vote by ballot form that shareholder' receive when registered before the meeting, if shareholders would like to abstain or disagree, shareholder should write name, amount of shares and mark at the ballot. Or if the chairman of the meeting would like for voting, shareholder disagree or abstain. Shareholders should raise hand and send to admin for counted votes of each agenda and admin will summarize the mark of agree, disagree or abstain.

Directors Present

- | | | |
|-----------------------------|------------------|---|
| 1. Mr. Tirapong | Ratchtawongpipat | Vice Chairman of the Company and President |
| 2. Mr. Sumitr | Kanjanampa | Chairman of Audit Committee,
Independent Director and Director |
| 3. Mr. Michiteru | Yonemasu | Director |
| 4. Mr. Mikito | Terauchi | Director |
| 5. Assoc. Prof. Dr. Sunchai | Klinpikul | Independent Director, Audit Committee and
Director |
| 6. Pol.Lt.Gen. Chalit | Keawyarat | Independent Director, Audit Committee and
Director |

or 100% of total directors



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Directors not present

-

Auditors:

1. Ms. Nantira Kunngam
2. Ms. Natcha Sriapai

Thai Investors Association (TIA)

1. Khun Varunee Rodsun

Preliminary Proceeding

Mr. Tirapong Ratchtawongpipat, Vice Chairman of Company act as Chairman of the Meeting, stated to opening Annual General Shareholder No.1/2024, on behalf of the Board of Directors, he welcome shareholders and said thank you for attending today's shareholders' meeting. It is our pleasure to welcome you Mr. Akio Hasebe who going to be Chairman of our company replace Mr. Dilun TAN , then he invite Mr. Akio Hasebe to give speech to shareholders.

Then Mr. Akio Hasebe said thank you for attending today's shareholders' meeting.

On behalf of the Board of Directors, it is our pleasure to present to you S. Pack & Print Public Company Limited together with its subsidiary Sahakij Packaging Company Limited, our business performance for the financial year ended 31 December 2023.

In 2023, the Thai economy experienced some recovery in the tourism sector. However, the number of Chinese tourists remaining was at less than 30% of pre-COVID19 levels, despite a notable improvement in the overall foreign tourist numbers since the previous year. Additionally, the slowdown in the Chinese economy, various international conflicts, and policy rate hikes in many countries contributed to sluggish exports, resulting in a global economic downturn and an expected GDP growth of 2.4%, lower than that of 2022.

Against this challenging background, S. Pack & Print Public Company faced significant obstacles in enhancing its business operations. While sales volumes in our core business, the rubber gloves industry, showed signs of recovery as inventory adjustments stabilized, sales volumes to Europe and other exports in the electronic segment decreased. The company dedicated efforts to improve production efficiency and service quality, leading to a higher operating profit of 37.79 million baht, a 45% increase against that of 2022.

Despite ongoing global economic uncertainties, according to the latest information, Thailand's economic growth rate is anticipated to reach 2.6% in 2024, surpassing the previous year, driven by a rebound in exports and private consumption. As part of Oji Group, our goal is to secure a 10% market share in ASEAN, positioning ourselves as the leading total packaging solution provider in the region in the medium term. Consequently, S. Pack & Print Public Company has devised an ambitious plan for the 2024 business budget.



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Remaining committed to Oji's corporate strategies, including safety, environmental responsibility, and compliance with laws, S. Pack & Print Public Company, as a member of Oji Group, will continue to prioritize corporate social responsibilities.

We extend our sincere thanks to our customers for their trust, our dedicated employees for their hard work enabling us to fulfill our promises. Moreover, we express our gratitude to you, our esteemed shareholders, for your unwavering support and confidence in our ability to guide the company successfully into the future.

I am sorry, but I cannot speak Thai, so I would like to ask Mr. Tirapong Ratchtawongpipat president, the chairman of this meeting to proceed to the Agenda Item.

Then, Chairman of the meeting declared the meeting as following agendas:

1st Agenda : To consider and certify the Minute of the Annual General Shareholders Meeting No. 1/2023, held on April 27, 2023

The Chairman proposed to the Meeting that this agenda item was to consider and certify the Minutes of the Annual General Shareholders Meeting No.1/2023 held on April 27, 2023, the minutes was prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting and disclosed through the Company's website, and submitted to the Ministry of Commerce within the period specified by law. The details of which were as appeared the Invitation letter.

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

After that the Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a simple majority vote of the shareholders attending the meeting and casting their votes.

RESOLVED: That certify the minutes of the 2023 Annual General Meeting of Shareholders, which was held on 27 April 2023, with a simple majority vote of the shareholders attending the Meeting and casting their vote as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100



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2nd Agenda : To consider and certify the Company's annual report of the Board of Directors and operating result of the Company and its subsidiary for the year ended 2023

Chairman informed that the operating result of the Company and its subsidiary for the year 2023 as the annual report that send to shareholder as follows:

- In the year 2023, the company and its subsidiaries had sales and service revenue of 1,239.76 million baht, a decrease from 1,317.73 million baht in the year 2022, an amount of 77.97 million baht or 5.92 percent. This is due to:
 - The sales of the subsidiary decreased by 87.00 million baht, mostly from the decrease in sales of customers in the food and electronics segments that have reduced production capacity, due to the export of such segment of products of Thailand slowing down, and partly from the fairly high price competition, making it unable to compete in price.
 - The company's sales increased by 9.04 million baht due to a decrease in product prices, from the decrease in raw material prices, while the volume of sales increased by about 6 percent from the year 2022 due to the situation of oversupply in the rubber glove industry, which is a major customer group, began to ease, resulting in orders returning this year.
- In the year 2023, the company and its subsidiaries had cost of goods sold of 1,093.67 million Baht or 87.99% of sales in 2023 compare with in the year 2022, the company and its subsidiaries had cost of goods sold of 1,181.20 million baht or 89.23% of sale in 2022 a decrease of 1.24 percent due to paper costs, coupled with the strengthening of the baht compared to the previous year, resulting in reduced sales costs.
- Net profit of the company and its subsidiary for the year of 17.53 million baht compared to 2022 with a net profit of 6.84 million baht, an increase of 10.69 million baht or 156.29 percent. This is due to the decrease in cost of goods sold, mostly from the decrease in raw material prices and the management of raw materials that not purchased for storage beyond necessity, and the loss from foreign exchange rates decreased.
- Profit 0.058 Baht per share.

Then Chairman informed that in 2023, the company obtained approval to renew its certification for the Corporate Corruption Prevention Project from the Thai Private Sector Collective Action Against Corruption Committee for the second time. The company submitted a self-assessment document to develop its anti-corruption system, the certification is valid for 3 years, the Company following for all regulars of this project continuously and yearly review the risk for new activities, demonstrating the company's continuous commitment and determination to combat corporate corruption.



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In addition, Chairman informed about the Carbon Footprint for Organization (CFO) project that the company obtained the certification from Thailand Greenhouse Gas Management Organization (Public Organization) on March 2024.

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

This agenda item was for acknowledgement, and the votes casting was not required

3rd Agenda :To consider and approve the Company and subsidiary company's Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2023 which have been audited by the auditor of the Company

The Chairman informed that by following as the law and the Company's Article of Association, for Financial Statement of the year 2023 (include Statement of Financial Position, Statement of Comprehensive Income and Statement of Cash-flow) with unqualified and have no emphasis statement after approved by Board of Directors should be approve by Annual General Shareholders Meeting as the Annual Report 2023 of the Company and had been sent to shareholders. The Chairman explained more detail as follows:

	Unit: Million Baht			
	2023	2022	+/-	%
Total Assets	1,342.61	1,442.94	-100.33	-6.95%
Total Liabilities	716.01	837.21	-121.20	-14.48%
Total Equity	626.60	605.74	20.86	3.44%
Sales/Service Income	1,239.76	1,317.73	-77.97	-5.92%
Operating Expenses	1,205.15	1,297.73	-92.58	-7.13%
Profit for the year	17.53	6.84	10.69	156.29%
Earnings per share (Baht)	0.058	0.023		
Dividend per share (Baht)	0.00	0.00		
Book value (Baht)	2.09	2.02		

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

After that the Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a simple majority vote of the shareholders attending the meeting and casting their votes.



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RESOLVED: That approve the audited financial statements for the year ended 31 December 2023 as proposed, with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100

4th Agenda :To consider and approve the allocation of the net profit for the legal reserves and approve not to pay the annual dividend payment

The Chairman informed that as per audited Financial Statement of 2023 Net Profit of consolidated statement of comprehensive income from January 1, 2023 to December 31, 2023 was 17,529,191.66 Baht or 0.058 Baht per share. Chairman of the meeting ask shareholders to consideration on Net Profit as follows:

- The Company has fully reached the required amount of legal reserve by law which is 10% of the Company registered capital.
- The omission of dividend payment for operating result of 2023 from January 1, 2023 to December 31, 2023 due to from consolidated statement of financial position, retained earnings was 3,880,222.04 Baht and policy for pay dividend is "take into consideration its operating results, cash flows, financial statement, obligations, investments and long-term result of shareholders and consideration by considering from the consolidated financial statements".
- The remained net profit reserve to be retained earnings.

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

After that the Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a simple majority vote of the shareholders attending the meeting and casting their votes.

RESOLVED: That approved the allocation of the net profit for the year 2023, the operation result from January 1, 2023 to December 31, 2023 as follows:

1. The Company has fully reached the required amount of legal reserve by law which is 10% of the Company registered capital



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2. The omission of dividend payment for operating result of 2023 from January 1, 2023 to December 31, 2023 due to from consolidated statement of financial position, retained earnings was 3,880,222.04 Baht and policy for pay dividend is “take into consideration its operating results, cash flows, financial statement, obligations, investments and long-term result of shareholders and consideration by considering from the consolidated financial statements” and

3. The remained net profit reserve to be retained earnings

with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100

5th Agenda : To consider and elect the directors in replacement of those retiring by rotation and to appoint the new director

In this agenda, the Chairman asked Mr. Sumitr Kanjanampa to act as Chairman because of a conflict of interest and for transparency in consideration.

The Chairman informed that as Article 20 of the Company's Articles of Association, one-third of all the Company's directors shall vacate office at every Annual General Meeting of Shareholders shall retire from office. In the 2024 Annual General Meeting of Shareholders, directors retired by rotation are:

1. Mr. Dilun Tan
2. Mr. Mikito Terauchi
3. Mr. Tirapong Ratchtawongpipat

2 retiring directors namely as below will be proposed to be re-appointed to retain the office for another term:

1. Mr. Mikito Terauchi
2. Mr. Tirapong Ratchtawongpipat

As per the resolution passed at its Board of Directors' Meeting No. 2/2024 held on 7 March, 2024, Mr. Akio Hasebe will be proposed to be appointed as a new director, position of chairman of the Company in place of Mr. Dilun Tan who retired by rotation and indicated his intention not to seek for re-election to be the director for another term.

And as per the resolution passed at its Board of Directors' Meeting No. 2/2024 held on 7 March, 2024, Mr. Kenichi Kamimoto will be proposed to be appointed as a new director of the Company.



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The profiles and work experience of each director had sent together with the Invitation letter.

Four directors Mr. Mikito Terauchi, Mr. Tirapong Ratchtawongpipat, Mr. Akio Hasebe and Mr. Kenichi Kamimoto went out of the meeting room because of a conflict of interest and for transparency in consideration. Chairman said that for recommended to re-appoint director to be:-

1. Mr. Mikito Terauchi
2. Mr. Tirapong Ratchtawongpipat

And appointed Mr. Akio Hasebe as a new director , position of chairman of the Company in place of Mr. Dilun Tan who retired by rotation and indicated his intention not to seek for re-election to be the director for another term

And appointed Mr. Kenichi Kamimoto as a new director of the Company.

Chairman said that four directors have meet certain legal requirements (as set for in the Public Company Act and the Securities and Exchange Act), contribute knowledge, competence and experience to benefit the company commercially and ethically, all directors have good management and can solve many problems always working hard, so that the director of the meeting decide to re-elect Mr. Mikito Terauchi and Mr. Tirapong Ratchtawongpipat who retired by rotation to be the director of the Company one more terms and approve the appointment of Mr. Akio Hasebe as a new director , position of chairman of the Company in place of Mr. Dilun Tan and appointed Mr. Kenichi Kamimoto as a new director of the Company.

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

After that the Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a simple majority vote of the shareholders attending the meeting and casting their votes.

RESOLVED: That

1. Mr. Mikito Terauchi to be re-appoint and elected director, with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100



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2. Mr. Tirapong Ratchtawongpipat to be re-appoint and elected director, with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100

3. Mr. Akio Hasebe to be appoint and elected director, with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100

4. Mr. Kenichi Kamimoto to be appoint and elected director, with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100

After vote of this agenda four directors namely as above came back to the meeting room and Mr. Sumitr Kanjanampa asked Mr. Tirapong Ratchtawongpipat come back to act as Chairman.



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6th Agenda :To consider and approve fixing of the remuneration of directors for the year 2024

The Chairman of the Director recommended that the remuneration of directors and audit Committee for the year 2024 were as follows:

- 1.1 Allowance for each Independent Directors = Baht 7,000/month
- 1.2 Meeting allowances for each the Audit Committee Member = Baht 6,500/meeting
- 1.3 Bonus for directors will depend on performance of the company.

The directors have not get any benefit except the above.

The company attached remuneration of the director with invitation letter, and It is the same rate of year 2023 due to retained earnings of consolidated statement of financial position still have deficit amount.

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

After that the Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a simple majority vote of the shareholders attending the meeting and casting their votes.

RESOLVED THAT the remuneration of directors for the year 2024 are:

- 1.1 Allowance for each Independent Directors = Baht 7,000/month
- 1.2 Meeting allowances for each the Audit Committee Member = Baht 6,500/meeting
- 1.3 Bonus for directors will depend on performance of the company.

The directors have not get any benefit except the above with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,347,860	100



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7th Agenda :To consider and appoint the auditor and fix the auditing fee for the year 2024

The Chairman recommend to appoint the Auditor for the year 2024 from Office of Pitisevi Co., Ltd., to be the Company's auditor for the fiscal year 2024 as follows:

- | | |
|--------------------------------------|---|
| 1. Miss Chaovana Viwatpanachati | Certified Public Accountant License No. 4712 or |
| 2. Miss Wanpen Unruan | Certified Public Accountant License No. 7750 or |
| 3. Miss Porntip Amornchailertpattana | Certified Public Accountant License No. 9589 or |
| 4. Miss Nuntira Kun-ngam | Certified Public Accountant License No. 12707 |

and approved Baht 1,250,000 as Audit fee, same rate with last year include audit of Board of Investment 1 promotions and the auditor team is the same team of subsidiary company's auditors, so that they can audit and submit to SET & SEC on schedule.

The Chairman would give the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item.

No shareholders expressed their opinions or made inquiries

After that the Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a simple majority vote of the shareholders attending the meeting and casting their votes.

RESOLVED THAT to appoint the auditor Ms Chaovana Viwatpanachativi Certified Public Accountant License No. 4712 or Ms. Wanpen Unruan Certified Public Accountant License No. 7750 or Miss Porntip Amornchailertpattana Certified Public Accountant License No. 9589 or Miss Nuntira Kun-ngam Certified Public Accountant License No. 12707 from Office of Pitisevi Co., Ltd., to be the Company's auditor for the fiscal year 2023 and fix the audit fee for the year 2024 Baht 1,250,000 with a simple majority vote of the shareholders attending the meeting and casting their votes as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,347,860	100
Disapproval	0	0
Abstention	0	0
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8th Agenda :To consider other matters (if any)

Chairman open opportunity to shareholders for asking the questions. There were shareholders who expressed their opinions and made inquiries, and responses were given to the shareholders which could be summarized as follows.

- Khun Varunee Rodsun (Proxy) suggested that the Thai Investors Association's policy proposes that listed companies hold hybrid (on-site and online) annual/extraordinary shareholders meetings to facilitate interaction and communication, as per the SEC's Circular Notice No. SEC. Nor Ror. (Wor) 2/2567 dated 10 January 2024 Re: Request for Cooperation in Organizing the Annual General Meeting of Shareholders. Therefore, she would like to suggest that the Company consider convening a hybrid meeting in accordance with the aforementioned policy of the Thai Investors Association.

The Board of Directors and management acknowledged the shareholder's suggestion and will further consider holding a hybrid shareholder meeting.

- Khun Boonsong Thong-rom (Proxy) has 2 questions as follow;
 1. If the company has continuous profits, will it consider paying dividends to shareholders or not?
 2. When does the company expect to have dividends payment?

Mr. Tirapong Ratchawongpipat (Director and President) answered the questions as follows:

1. In 2023, the Company and its subsidiary has retained earnings – unappropriated around 3.88 million Baht and due to the subsidiary company (Sahakij Packaging Co., Ltd.) still have loss from the operation and there is still a need to use working capital to develop and improve production in the subsidiary company. If the subsidiary has better operating results, it will be beneficial to the shareholders in overall. However, the company may have to consider cash flow, investment, and others as well, which is in line with the company's dividend payment policy.
2. Once there are the development and the operation profit from the Subsidiary company, together with the Company has no obligations and there is no need to use additional funds. At that time, the Company will be consider the dividend payment.



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There was no any other matter proposed for consideration and no questions from shareholders, therefore, Mr. Tirapong Ratchtawongpipat, Chairman of the meeting close the meeting.

Mr. Tirapong said thank you to shareholders and would like to hope all shareholders healthy, safety and hope 2024 is a wonderful year.

The Meeting was adjourned at 02.28 p.m.

(Mr. Tirapong Ratchtawongpipat)

Chairman of the Meeting