



**S.PACK & PRINT PUBLIC COMPANY LIMITED**

Annual General Meeting 2024 invitation

Friday 26<sup>th</sup> April 2024



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE: 119 Moo 1, Kamjanavanich 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 -

March 28, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders

Enclosed

1. A copy of the minutes of the 2023 Annual General Meeting of Shareholders held on April 27, 2023 (agenda item 1)
2. QR code for Annual Report 2023 (agenda items 2 and 3)
3. The Company's Articles of Association relating to the shareholders meeting and voting
4. Omission of the annual dividend payment for the year 2023 (agenda item 4)
5. Profiles of the nominated directors of the Company to replace the directors who retire by rotation and to appoint the new director (agenda item 5)
6. The remuneration to the Board of Directors (agenda item 6)
7. Profiles of the proposed Auditors for the year 2024 (agenda item 7)
8. Qualification of independent directors
9. The Required Documents for Attending the Shareholders Meeting
10. Guidelines for attending 2024 Annual General Meeting of Shareholders
11. 2023 Annual Report Request Form
12. Map of the meeting venue
13. Proxy Form B and Independent Directors' profiles for consideration of proxy from shareholders

The Board of Directors meeting of S.Pack & Print Public Company Limited No.1/2024 held on February 27, 2024 resolved to schedule the 2024 Annual General Meeting of Shareholders No. 1/2024 on Friday, April 26, 2024 at 01.30 p.m. location at S.Pack & Print Public Company, No.119 Moo 1, Takarm Subdistric, Hatyai Distric, Songkhla 90110, with the following agenda items:

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

Objective and Reasons The Company has prepared the minutes of the 2023 Annual General Meeting of Shareholders held on 27 April 2023 and shareholders attending the Meeting constituted a quorum. The Company prepared and submitted such minutes to the Stock Exchange of Thailand within 14 days after the shareholders meeting.

Opinion of the Board The minutes of the 2023 Annual General Meeting of Shareholders held on 27 April 2023 were properly and accurately recorded as per the copy of the 2023 Annual General Meeting of Shareholders. It is proposed that the shareholders certify such minutes.

**2. 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**

Objective and Reasons According to the Articles of Association of the Company 42 (1), Board of Directors must submit the annual report to the Annual General Meeting of Shareholders for consideration and approval.

Opinion of the Board The shareholders should consider the performance results of the Company and subsidiary company’s performance for the year 2023 which was send include Annual Report 2023 (Form 56-1 One Report) and can be downloaded from QR Code to The shareholders with the invitation to the Annual General Meeting of Shareholders.

**3. 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.**

Objective and Reasons According to the Articles of Association of the Company 42 (2), the Board of Directors shall prepare a balance sheet and profit and loss statements as of the end of the fiscal year and submit such statement of financial position and statements of comprehensive income to the Annual General Meeting of Shareholders for consideration and approval.

Opinion of the Board The shareholders should acknowledge the performance results of the Board of Directors related to the Company’s performance for the year 2023 and approve the financial statements of the Company for the year ended 31 December 2023, which have been audited by the auditor and reviewed by the Board of Directors and Audit Committee of the Company.

**4. To consider and approve the allocation of the net profit for the legal reserves and approve not to pay the annual dividend payment**

Objective and Reasons According to dividend policy of the company is “take into consideration its operating results, cash flows, financial statement, obligations, investments and long-term result of shareholders”. Financial Statement of 2023 Net Profit of consolidated was 17,529,191.66 Baht or 0.058 Baht per share, according to dividend policy of the company so that not to pay the dividend for the operation results of the year 2023 from January 1, 2023 to December 31, 2023 due to from statement of financial position from consolidated statement retained earnings – unappropriated was 3,880,222.04 Baht

Detail of Dividend payment

Detail	2023 (As currently proposed)	2022
1. Net profit for the year from the Separate financial statements	41,093,898.14	32,819,867.74
2. Net profit for the year from the Consolidated financial statements	17,529,191.66	6,841,888.24
3. Earnings per share (Baht : Shares)	0.058	0.023
4. Dividend per shares (Baht : Shares)	0.00	0.00
4.1 Interim dividends	0.00	0.00
4.2 Annual dividends	0.00	0.00
5. Total Dividend Payment (Baht)	0	0
6. Dividend Payout Ratio (%)	0	0



Opinion of the Board, Net Profit of consolidated statement of comprehensive income for the year ended December 31, 2023 was 17,529,191.66 Baht or 0.058 Baht per share which have been audited by the auditor, the Board of Directors considered it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider allocation of the net profit for the year 2023 from January 1, 2023 to December 31, 2023.

- No allocation of net profit for legal reserve due to the Company has already 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 net profit of consolidated statement of comprehensive income was 17,529,191.66 Baht or 0.058 Baht per share and from consolidated statement of financial position, retained earnings-unappropriated 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".
- The remained net profit reserve to be retained-earning.

## **5. To consider and elect the directors in replacement of those retiring by rotation and to appoint the new director**

Objective and Reasons According to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and 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 and the retired directors shall be eligible for re-election. In the 2024 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation as follows:

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.

The Nomination Committee (excluding the member of the Nomination Committee who has a conflict of interest) has considered and viewed that Mr. Mikito Terauchi, Mr. Tirapong Ratchtawongpipat, Mr. Akio Hasebe who was 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 according to Board of Directors' Meeting No. 2/2024 held on 7 March, 2024 and Mr. Kenichi Kamimoto who was proposed to be appointed as a new director of the Company have the knowledge, capability, experience, skills that will be beneficial to the Company's operation, ethic, and they have full qualifications and do not have any prohibited characteristics under the Public Limited



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE: 119 Moo 1, Kamjanavanich Road, Thakarn, 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



Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and the relevant regulations. Therefore, the Nomination Committee deems it appropriate to propose to the Board of Directors to further propose to the Shareholders' Meeting to consider the re-election of Mr. Mikito Terauchi and Mr. Tirapong Ratchtawongpipat as the directors of the Company for another term and be 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 be appointed Mr. Kenichi Kamimoto as a new director of the Company.

Opinion of the Board The Board of Directors (excluding the member of the Directors who has a conflict of interest) deems to propose the Shareholders' Meeting to consider and approve the election of Mr. Mikito Terauchi and Mr. Tirapong Ratchtawongpipat who retired by rotation should be re-elected to continue their term and approve the appointment of Mr. Akio Hasebe as a new director, position of chairman of the Company in place of Dilun Tan and approve the appointment of Mr. Kenichi Kamimoto as a new director of the Company due to these 4 directors have the knowledge, capability, experience, skills that will be beneficial to the Company's operation, ethic, and they have full qualifications and do not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and the relevant regulations.

## 6. To consider and approve fixing of the remuneration of directors for the year 2024

Objectives and Rationales According Article 18 of the Company's Articles of Association, directors are eligible to receive remuneration in the form of a monthly remuneration, meeting allowance, pension, bonus, or other benefits in accordance with the approval of the Shareholders' Meeting. The remuneration may be designed in fixed amounts or as a specific guideline, for any specific time of payment, or for continuous application until any future amendment and according the Public Limited Companies Act B.E. 2535 (1992) (as amended), the payment of remunerations shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting.

Opinion of the Board, The Board of Directors are responsible for supporting, providing policies, solving problems, and making decisions in the Company's operations. As a result, the company has good performance. But the subsidiary company still have loss from the operation, so the remuneration is still the same rate of last year (2023), the Board of Directors had considered the directors' remuneration as recommended by the Remuneration Committee which had carefully considered the matter by taking into consideration the suitability and various factors. Therefore, the Meeting was proposed to determine the remuneration of directors as follow;

Remuneration	2024 (As currently proposed)	2023
Independent Directors	Baht 7,000/month	Baht 7,000/month
Audit Committee	Baht 6,500/meeting	Baht 6,500/meeting
Bonus	Based on the Company performance	Based on the Company performance



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE: 119 Moo 1, Kamjanavanich Road, Thakam, 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



## Summary Remuneration for the year 2023, 2022 and 2021

Unit: Baht

Remuneration	2023		2022		2021	
	No. of director	Amount	No. of director	Amount	No. of director	Amount
Meeting allowance,	3	343,000	3	369,000	3	349,500
Bonus	3	39,620	3	16,800	3	49,350
<b>Total</b>		<b>382,620</b>		<b>385,800</b>		<b>398,850</b>

Foreign directors do not receive meeting allowances.

### 7. To consider and appoint the auditor and fix the auditing fee for the year 2024

Objectives and Rationales According to Article 42(5) of the Company's Articles of Association, the annual general meeting of the Company shall appoint the Company's auditor and determine the audit fees and according to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year. The Company is able to re-appoint the same auditor. And Section 121, The auditor must not be a director, officer, employee or person holding any position in the company.

Opinion of the Board. The Board of Directors has considered the recommendation of the Audit Committee which considered the matters appropriately, and deems it appropriate to propose to the Shareholders' Meeting to approve the appointment of Ms. Chaovana Viwatpanacharti, CPA registration No. 4712 or Ms. Wanphen Unruan, CPA registration No. 7750 or Ms. Porntip Amornchailertpattana, CPA registration No. 9589 or Ms. Nuntira Kun-Ngam, CPA registration No. 12707 as the Company's auditor for the year 2024 and Company proposal the audit fee total 1,250,000 Baht, same rate with last year (excluding out of pocket such as transportation expense, long-distance call and etc.)

Audit fee	2024 (As currently proposed)	2023
Audit Fee of Annual Financial Statements	705,000	705,000
Audit Fee of Quarterly Financial	495,000	495,000
BOI verification ( 1 Certificate)	50,000	50,000
<b>Total</b>	<b>1,250,000</b>	<b>1,250,000</b>

The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission. The proposed audit firm and auditors have no relationship or conflict of interest with the Company/ subsidiaries/managerial staff/ major shareholders, or person related persons of the Company.



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE: 119 Moo 1, Kamjanavanich Road, Thakam, 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



## 8. Other Business (if any).

The Company schedules the record date for the right of shareholders to attend the 2024 Annual General Meeting of Shareholders on March 13, 2024.

The Company, therefore, invites the shareholders to attend the Meeting on the date, at the time and place as described above. In case of proxy appointment or appoint an independent director of the Company, shareholders and /or proxy holders are required to submit the proxy forms, the documents can be downloaded from the Company's website. (<http://www.spack.co.th>) and invitation to the 2024 Annual General Meeting of Shareholders and supporting documents which are available on the Company's website at [www.spack.co.th](http://www.spack.co.th) since March 28, 2024. In addition, the shareholders are entitled to send the questions regarding the agenda matters as stated above by e-mail: [suchaya@spack.co.th](mailto:suchaya@spack.co.th) or registered mail to

Secretary of the Board  
S.Pack & Print Public Company Limited  
119 Moo 1, Tambol Takarn, Hatyai  
Songkhla 90110

Yours faithfully,

(Mr.Tirapong Ratchawongpipat)  
President



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Takarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



-Translate-

## S.PACK & PRINT PUBLIC COMPANY LIMITED

### The Minutes of the Annual General Meeting of Shareholders No.1/2023

Held on Thursday April 27, 2023 at 01.30 p.m.

At the Meeting Room, Floor 2<sup>nd</sup>, S.Pack & Print Public Company,

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

The meeting commenced at 01.30 P.M.

Mr. Dilun TAN, Chairman of the Company acting as Chairman of the Meeting.

Mrs. Kotchakorn Boonlerd, assistance of Company's Secretary, informed that there were shareholders came with themselves 6 persons as 32,400 shares and proxies were 23 persons as 227,283,360 shares total 29 persons and 227,315,760 shares or 75.77% 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. Dilun                | TAN        | Chairman of the Company  |
| 2. | Mr. Jun                  | Tomita     | President (Acting)   |
| 3. | Mr. Sumitr               | Kanjanampa | Chairman of Audit Committee, Independent Director and Director |
| 4. | Mr. Michiteru            | Yonemasu   | Director   |
| 5. | Mr. Mikito               | Terauchi   | Director   |
| 6. | Assoc. Prof. Dr. Sunchai | Klinpikul  | Independent Director, Audit Committee and Director             |

or 85.71% of total directors

#### Directors not present

- |    |                    |        |  |
|----|--------------------|--------|--|
| 1. | Pol.Maj.Gen Amporn | Pailee | Independent Director, Audit Committee and Director |
|----|--------------------|--------|--|





## Auditors:

1. Ms. Natcha Sriapai
2. Ms. Wanpen Unruan

## Internal audit:

1. Mr. Pichai Limroscharoen

## Thai Investors Association (TIA)

1. Khun Varunee Rodsun

## Preliminary Proceeding

Mr. Dilin TAN Chairman of Company act as Chairman of the Meeting, stated to opening Annual General Shareholder No.1/2023, He welcome shareholders and said thank you for attending today's shareholders' meeting.

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 2022.

In 2022, the Thai economy demonstrated positive growth compared to the previous two years, with a GDP growth of 2.6% resulting from the lifting of travel restrictions, an increase in foreign tourism, and an uptick in private consumption. Despite this encouraging development, exports were still sluggish, given the economic stagnation in China and other countries. As a result, business activities in the manufacturing sector did not improve much.

Against this backdrop, S. Pack & Print Public Company faced significant challenges in improving its business operations. Sales volumes to the rubber gloves industry, which is our core business, decreased due to inventory adjustments resulting from global oversupply. The company has worked hard to enhance production efficiency and service quality, but unfortunately, our operating profit fell short of both the previous year and our 2022 business plan.

Despite the current uncertain global business environment, we believe that Thailand's economy is expected to grow at a rate of more than 3%, with further improvement in the tourism and manufacturing sectors. As we have always shared with our shareholders, Oji group's goal is to hold 10% market share in ASEAN as the number one packaging provider in the region in the medium-term. Therefore, S. Pack & Print Public Company has developed an aggressive 2023 business budget to further strengthen our position in the marketplace.



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Thakarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



As a member of Oji group, S. Pack & Print Public Company will continue to prioritize Oji's corporate strategies, including safety, environment, and compliance with laws, to fulfill corporate social responsibilities.

We would like to take this opportunity to thank our customers for their trust and our employees for their hard work that has enabled us to deliver on our promise. And of course, we want to express our gratitude to you, our valued shareholders, for your continued support and confidence in us to lead your company successfully into the future.

I'm sorry, but I can't speak Thai, so I would like to appoint Mr. Thawatchai Pandeche, General Manager to be the chairman of this meeting.

Mr. Thawatchai Pandeche, act as Chairman of the meeting declared the meeting as following agendas:

1<sup>st</sup> Agenda : To consider and certify the Minute of the Annual General Shareholders Meeting No. 1/2022, held on April 28, 2022

The Chairman proposed to the Meeting that this agenda item was to consider and certify the Minutes of the Annual General Shareholders Meeting No.1/2022 held on April 28, 2022, 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 2022 Annual General Meeting of Shareholders, which was held on 28 April 2022, with a simple majority vote of the shareholders attending the Meeting and casting their vote as follows:

Shareholders' Votes	No. of Votes	Percentage
Approval	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100



2<sup>nd</sup> 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 2022

Chairman informed that the operating result of the Company and its subsidiary for the year 2022 as the annual report that send to shareholder as follows:

- Sales income and proceeds from services 1,317.73 Million Baht in 2022 compare with 1,274.97 Million Baht in 2021 increased 42.76 Million Baht or 3.35% mainly from Sahakij's sales increased by 11% because of more orders of food and electronics and mark-up price of some product while sales income and proceeds from services of the Company decrease mainly from the rubber gloves continued to decline as supply in the global market has increased substantially while demand has normalized after COVID has been brought under control.
- Cost of Goods sold 89.64% of sales in 2022 compare with 84.06% of sale in 2021 increased 5.58% due to paper price continued increase together with the Thai baht continued to depreciate result in cost of raw material increase.
- Net profit of the company and its subsidiary 6.84 Million Baht in 2022 compare with 2021 profit 63.79 Million Baht decreased 56.95 Million Baht or 89.27% due to cost of raw material increase even through mark-up price to customer but not cover of all.
- Profit 0.023 Baht per share.

Then Chairman informed that the Anti-Corruption project of the Company, the Anti-Corruption certification will be expire in December 2023 that the Company is in process of CAC renew of 3<sup>rd</sup> Anti-Corruption certification and the Company expect to submit the documents to CAC Certification Committee within 2<sup>nd</sup> quarter 2023. The Company following for all regulars of this project continuously and yearly review the risk for new activities.

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



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Thakarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



3<sup>rd</sup> 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, 2022 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 2022 (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 2022 of the Company and had been sent to shareholders. The Chairman explained more detail as follows:

Unit: Million Baht				
	<u>2022</u>	<u>2021</u>	<u>+/-</u>	<u>%</u>
Total Assets	1,442.94	1,428.32	14.62	1.02
Total Liabilities	837.21	832.52	4.69	0.56
Total Equity	605.74	595.80	9.94	1.67
Sales/Service Income	1,317.73	1,274.97	42.76	3.35
Operating Expenses	1,297.73	1,189.71	108.02	9.08
Profit/(loss) for the year	6.84	63.79	(56.95)	(89.27)
Earnings per share (Baht)	0.023	0.213	(0.19)	(89.29)
Dividend per share (Baht)	0.00	0.00	0.00	0.00
Book value (Baht)	2.02	1.99	0.03	1.46

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 approve the audited financial statements for the year ended 31 December 2022 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	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100



4<sup>th</sup> 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 2022 Net Profit of consolidated statement of comprehensive income from January 1, 2022 to December 31, 2022 was 6,841,888.24 Baht or 0.023 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 2022 from January 1, 2022 to December 31, 2022 due to net profit of consolidated statement of comprehensive income was 6,841,888.24 Baht or 0.023 Baht per share and from consolidated statement of financial position, retained earnings got deficit 13,648,969.62 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 2022, the operation result from January 1, 2022 to December 31, 2022 as follows:

1. The Company has fully reached the required amount of legal reserve by law which is 10% of the Company registered capital
2. The omission of dividend payment for operating result of 2022 from January 1, 2022 to December 31, 2022 due to net profit of consolidated statement of comprehensive income was 6,841,888.24 Baht or 0.023 Baht per share and from consolidated statement of financial position, retained earnings got deficit 13,648,969.62 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:



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Thakorn, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



Shareholders' Votes	No. of Votes	Percentage
Approval	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100

5<sup>th</sup> Agenda : To consider and elect the directors in replacement of those retiring by rotation

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 2023 Annual General Meeting of Shareholders, directors retired by rotation are:

1. Mr. Kenichi Kamimoto
2. Mr. Sumitr Kanjanampa
3. Mr. Jun Tomita

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

1. Mr. Sumitr Kanjanampa
2. Mr. Jun Tomita

As per the resolution passed at its Board of Directors' Meeting No. 2/2023 held on 31 March, 2023, Mr. Michiteru Yonemasu will be proposed to be appointed as a new director of the Company in place of Mr. Kenichi Kamimoto who retired by rotation and indicated his intention not to seek for re-election to be the director for another term.

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

Three directors Mr. Sumitr Kanjanampa, Mr. Jun Tomita and Mr. Michiteru Yonemasu 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 and elected director to be:-

1. Mr. Sumitr Kanjanampa
2. Mr. Jun Tomita
3. Mr. Michiteru Yonemasu

Chairman said that three 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. Sumitr Kanjanampa and Mr. Jun Tomita who retired by rotation to be the director of the Company one more terms and approve the appointment of Mr. Michiteru Yonemasu as a new director of the Company in place of Mr. Kenichi Kamimoto.



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Thakarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



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. Sumitr Kanjanampa 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	227,315,260	100
Disapproval	500	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100

2. Mr. Jun Tomita 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	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100

3. Mr. Michiteru Yonemasu 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	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100

After vote of this agenda three directors namely as above came back to the meeting room.



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Thakarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



6<sup>th</sup> Agenda : To consider and approve fixing of the remuneration of directors for the year 2023

The Chairman of the Director recommended that the remuneration of directors and audit Committee for the year 2023 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 2022 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 2023 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	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100





# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karnjanavanich Road, Thakarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



## 7<sup>th</sup> Agenda : To consider and appoint the auditor and fix the auditing fee for the year 2023

The Chairman recommend to appoint the Auditor for the year 2023 from Office of Pitisevi Co., Ltd., to be the Company's auditor for the fiscal year 2023 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, 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 Viwatpanachati 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 2023 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	227,315,760	100
Disapproval	0	0
Abstention	0	0
Invalid Voting Card(s)	0	0
Total	227,315,760	100



# S.PACK & PRINT PUBLIC COMPANY LIMITED

HEAD OFFICE : 119 Moo 1, Karujanavanich Road, Thakarm, Hatyai, Songkhla, Thailand. 90110 Tel. 66 (0) 7444-7131-4 Fax. 66 (0) 7433-3991,66 (0) 7444 7128  
BRANCH OFFICE : 30/32 Moo 1 Tambon kokkam, Amphur Muang Samutsakorn, Thailand. 74000 Tel. (0) 3445-2136-40 Fax. (0) 34452-306



8<sup>th</sup> Agenda To consider other matters (if any)

Chairman open opportunity to shareholders for asking the questions.

No shareholders expressed their opinions or made inquiries

There was no any other matter proposed for consideration and no questions from shareholders, therefore, Mr. Thawarchai Pandech invite Mr. Dilun TAN Chairman of the Company close the meeting.

Mr.TAN say Thank you to shareholders and would like to hope all shareholders healthy, safety and hope 2023 is a wonderful year.

The Meeting was adjourned at 02.20 p.m.

(Mr. Thawatchai Pandech)  
Chairman of the Meeting

**2023 Annual Report / Form 56-1 One Report together with  
the Financial Statements for the year ended 31 December 2023  
in QR Code format.**



## Article of Association of the Company

### Chapter 5: The General Meeting of Shareholders

Article 36 The Board of Directors shall arrange for an Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary General Meetings of Shareholders. The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever the Board deems appropriate. The shareholders holding shares altogether at not less than one-fifth (1/5) of the total number of shares sold or not less than 25 shareholders altogether at not less than one-tenth (1/10) of the total number of shares sold may submit their names in a letter requesting the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to call a meeting of shareholders to be held within one month as from the date of receipt of such request from the shareholders.

Article 37 In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and shall deliver such notice to the shareholders and the Registrar for reference not less than seven (7) days prior to the meeting. The notice calling for the meeting shall be published in newspaper at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.

The place of the meeting shall be located in the province where the head office or branch office of the Company is located or nearby province where the head office or of the Company or any other place as the Board of Directors deems appropriate.

Article 38 The Meeting of Shareholders must be attended by not less than 25 shareholders or proxy (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of all shares sold in number to constitute a quorum.

In the event at any Meeting of Shareholders, after one hour from the time fixed for the meeting commencement, the number of Shareholders present is still not enough to form a quorum as required, if such Meeting of Shareholders was requested for by the shareholders, such meeting shall be revoked. If such Meeting of Shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than seven (7) days before the meeting. In the subsequent meeting no quorum is required.

The Chairman shall be appointed as the Chairman of Shareholders' Meeting. In the cases where the Chairman is not in attendance or cannot perform his duty as the Chairman of the Shareholders' Meeting, the Vice Chairman shall be appointed as the Chairman. In case of no Vice Chairman or that the Vice Chairman is unable to occupy the Chair immediately or perform his duty as Chairman, the Meeting shall appoint one of present shareholders to be the Chairman of the Shareholders' Meeting.

Article 39 At a Meeting of Shareholders, shareholders may appoint any other person and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.

Article 40 For voting at the Annual General Meeting of Shareholders, one share is equal to one vote. Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting. The resolution of the Meeting of Shareholders shall be supported by the following votes:

(1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of an equality of vote, the Chairman of the Meeting shall be entitled to a casting vote.

(2) in the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:

- a. the sale or transfer of whole or essential parts of business of the Company to other persons.
- b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.

- c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts.
- d. the assignment to anyone else to manage the businesses of the Company
- e. the amalgamation of the businesses with other persons with an objective to share profit and loss.
- f. amendment of the Memorandum of Association or Articles of Association of the Company.
- g. increase or decrease of the capital of the Company or the issuance of debentures.
- h. the amalgamation or liquidation of the Company.

Article 41 The Company is prohibited from loan to or provide financial support which will cause the conflict of interest between the Company or subsidiary with the parent company, associated company or persons who may have conflicts with the Company unless by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and have the right to vote.

Under these Article of Association of the Company, the terms "subsidiary company", "parent company", "associated company" and "person who may have conflicts" shall have the same meaning as the definitions of such terms as defined in the Securities and Exchange Act which effective at that time.

Article 42 The businesses to be transacted at the annual ordinary meeting are as follows:

- (1) To consider the report proposed to the meeting by the Board of Directors on the Company's business operation during the past year;
- (2) To consider and approve the Statement of Financial Position and Statement of Comprehensive Income of the Company;
- (3) To consider allocation of profit;
- (4) Election of directors in replacement to those who are due to retire by rotation;
- (5) Appointment of an auditor and fix the audit fee; and
- (7) Other businesses.

Article 43 Only a shareholder of record and already paid for share or by proxy is eligible for voting on corporate matters at a shareholder meeting.

### Omission of the annual dividend payment

According to dividend policy of the company is “take into consideration its operating results, cash flows, financial statement, obligations, investments and long-term result of shareholders by considering based on the consolidated financial statements”. The operation results from January 1, 2023 to December 31, 2023 the Board of Meeting No.1/2024 held on February 27, 2024 resolved to not to pay the dividend due to consideration its long-term returns of shareholders and from the Company’s consolidated financial position, the retained earnings- unappropriated got 3,880,222.04 Baht, in order that the Company did not pay the interim dividends for the year 2023 in accordance with the said policy.

- the Board of Meeting No.1/2024 held on February 27, 2024 resolved to not to pay the dividend for operating results of 2023 according to dividend policy for consideration its long-term returns of shareholders and the company did not pay interim dividends.
- the Board of Meeting No.1/2023 held on February 23, 2023 resolved to not to pay the dividend for operating results of 2022 according to dividend policy for consideration its long-term returns of shareholders and the company did not pay interim dividends.
- the Board of Meeting No.1/2022 held on February 24, 2022 resolved to not to pay the dividend for operating results of 2021 according to dividend policy for consideration its long-term returns of shareholders and the company did not pay interim dividends.

#### Detail of Dividend payment

Detail	2023	2022
1. Net profit for the year from the Consolidated financial statements	17,529,191.66	6,841,888.24
2. Net profit for the year from the Separate financial statements	41,093,898.14	32,819,867.74
3. Earnings per share (Baht : Shares)	0.058	0.023
4. Dividend per shares (Baht : Shares)	0.00	0.00
4.1 Interim dividends	0.00	0.00
4.2 Annual dividends	0.00	0.00
5. Total Dividend Payment (Baht)	0	0
6. Dividend Payout Ratio (%)	0	0


\* The omission of dividend payment is still uncertain pending for approval from the Annual General Meeting of Shareholders No. 1/2024, which will be held on April 26, 2024.

**Document for Agenda Item 5: Profiles of the nominated directors of the Company to replace the directors who retire by rotation and to appoint the new director**


<b>Name</b> <b>Current Position</b> <b>Age</b> <b>Nationality</b>	Mr. Mikito Terauchi Director 54 years Japan	
<b>Education/Training Program</b>	Bachelor in Law, Kyoto University, Japan	
<b>No. of year in the position</b>	2 years	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	Director, Oji Asia Packaging Sdn Bhd, Malaysia	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2022-current: Director, S. Pack and Print PCL., Thailand 2022-current: Director, Oji Asia Packaging Sdn Bhd, Malaysia 2019-2022: Group Manager, Secretarial Office, Oji Holdings Corporation, Japan 2015-2019: General Manager, Oji Fibre Solutions (NZ)., Ltd., New Zealand	
<b>Agenda which has interest in the Shareholder's meeting</b>	Agenda Item 5: The directors in replacement of those retiring by rotation and appoint new director	
<b>Meeting Attendance in the year 2023</b>	Board of Directors' Meeting – 5/5 (100%) Annual General Meeting of Shareholders – 1/1 (100%)	




**Document for Agenda Item 5: Profiles of the nominated directors of the Company to replace the directors who retire by rotation and to appoint the new director**

<b>Name</b> <b>Current Position</b> <b>Age</b> <b>Nationality</b>	Mr. Tirapong Ratchtawongpipat President and Executive director 53 years Thai	
<b>Education/Training Program</b>	Master of Business Administration (English Program), Assumption University, Thailand Director Accreditation Program training (DAP) No. 251/2024 in 2024, Thai Institute of Directors Association (IOD)	
<b>No. of year in the position</b>	Appointed by BOD meeting on 14 November 2023	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	President and director, Sahakij Packaging Co., Ltd. (Subsidiary Company)	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2023 - Current: President and director, S. Pack & Print Public Company Limited 2023 - Current: President and director, Sahakij Packaging Co., Ltd. 2015 - 2023: Director, Vacharapol Co., Ltd. 2009 - 2015: Managing Director, Manroland (Thailand) Co., Ltd.	
<b>Agenda which has interest in the Shareholder's meeting</b>	Agenda Item 5: The directors in replacement of those retiring by rotation and appoint new director	
<b>Meeting Attendance in the year 2023</b>	Board of Directors' Meeting – N/A Annual General Meeting of Shareholders – N/A	

**Document for Agenda Item 5: Profiles of the nominated directors of the Company to replace the directors who retire by rotation and to appoint the new director**

<b>Name</b> <b>Current Position</b> <b>Age</b> <b>Nationality</b>	Mr. Akio Hesebe Chairman and Director 61 years Japan	
<b>Education/Training Program</b>	Bachelor of Arts, Keio University, Faculty of Economics	
<b>No. of year in the position</b>	Appointed by BOD meeting on 7 March 2024	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	Director and Executive Officer, Oji Holdings Corporation President, Oji Industrial Materials Management Co., Ltd.	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2023 - Current: President, Oji Industrial Materials Management Co., Ltd. 2022 - Current: Director and Executive Officer, Oji Holdings Corporation 2019 -2022: Executive Officer, Oji Industrial Materials Management Co., Ltd. and Corporate Officer, Oji Holdings Corporation 2018 - 2019: Director, Oji Industrial Materials Management Co., Ltd.	
<b>Agenda which has interest in the Shareholder's meeting</b>	Agenda Item 5: The directors in replacement of those retiring by rotation and appoint new director	
<b>Meeting Attendance in the year 2023</b>	Board of Directors' Meeting – N/A Annual General Meeting of Shareholders – N/A	

**Document for Agenda Item 5: Profiles of the nominated directors of the Company to replace the directors who retire by rotation and to appoint the new director**

<b>Name</b> <b>Current Position</b> <b>Age</b> <b>Nationality</b>	Mr. Kenichi Kamimoto Director 52 Japan	
<b>Education/Training Program</b>	Economics B.D. ,Hitotsubashi University, Tokyo, Japan	
<b>No. of year in the position</b>	Appointed by BOD meeting on 7 March 2024	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	Deputy General Manager, Company Planning & Management Division, Oji Industrial Materials Management Co., Ltd.	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2020 - Current: Deputy General Manager, Company Planning & Management Division, Oji Industrial Materials Management Co., Ltd. 2012 - 2022: Director, S. Pack & Print Public Company Limited 2018 - 2020: Director, Oji Asia Packaging Sdn Bhd	
<b>Agenda which has interest in the Shareholder's meeting</b>	Agenda Item 5: The directors in replacement of those retiring by rotation and appoint new director	
<b>Meeting Attendance in the year 2023</b>	Board of Directors' Meeting – N/A Annual General Meeting of Shareholders – N/A	

## Document for Agenda Item 6 To consider fixing of the remuneration of directors for the year 2024

The Board of Meeting No. 1/ 2024 considered the remuneration of directors recommended the same rate of last year is appropriate due to the subsidiary company still have loss from the operation. So the remuneration is still the same rate as year 2023 as follow:

- Directors Baht 7,000/month
- Audit Committee Baht 6,500/meeting
- Bonus will be paid based on the Company performance

The Board of Directors had considered the directors' remuneration as recommended by the Remuneration Committee which had carefully considered the matter by taking into consideration the suitability and various factors. Therefore, the Meeting was proposed to determine the remuneration of directors as follow;

The remuneration of directors for the year 2024

Meeting allowance for Directors amount of Baht 7,000/month

Meeting allowance for Audit Committee amount of Baht 6,500/meeting

Bonus of directors for the year 2024 based on the Company performance

### Summary Remuneration for the year 2023, 2022 and 2021

Unit: Baht

Remuneration	2023		2022		2021	
	No. of director	Amount	No. of director	Amount	No. of director	Amount
Meeting allowance,	3	343,000	3	369,000	3	349,500
Bonus	3	39,620	3	16,800	3	49,350
<b>Total</b>		<b>382,620</b>		<b>385,800</b>		<b>398,850</b>

Foreign directors do not receive meeting allowances due to the subsidiary company still have loss from the operation.

And the directors do not receive any other benefit than those specified above.

## Document for Agenda Item 7 To consider and appoint the auditor and fix the auditing fee for the year 2023

According to the Public Limited Companies Act and Article 42(5) of the Company's Articles of Association, the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year. And according to the Board of Meeting No.1/2024, the Board of Directors had considered the recommendation of the Audit Committee which considered the matters appropriately, and deems it appropriate to propose to the Shareholders' Meeting to approve the appointment the auditor from Office of Pitisevi Co., Ltd. as the Company's auditor for the year 2024 and fix the auditing fee for the year 2024, the list of auditors are as follows

Name	CPA registration No	No. of years auditing for the company
Ms. Chaovana Viwatpanacharti	4712	20 years (2004 -2023)
Ms. Wanphen Unruan	7750	10 years (2014 - 2023)
Ms. Porntip Amornchailertpattana	9589	7 years (2017 - 2023)
Ms. Nuntira Kun-Ngam	12707	1 year (2022 - 2023)

Any of the above auditors can conduct an audit and express opinion on the Company's financial statements. In the cases where the above auditors cannot perform their duties. Office of Pitisevi Co., Ltd. shall procure another certified public accountant from the Company to be replace.

The proposed auditors including team member, spouses and minor children have no relationship or conflict of interest with the Company/ subsidiaries / managerial staff/ major shareholders, or person related persons of the Company.

The Board of Directors has considered the recommendation of the Audit Committee which considered the matters appropriately, and deems it appropriate to propose to the Shareholders' Meeting to consider the determination of the audit fee for the year 2024 total 1,250,000 Baht including BOI verification (1 Certificate) same rate with the year 2023 and the auditor team is the same team of subsidiary company's auditor, so they can audit and submit to SET & SEC on schedule.

### Audit fee detail

Audit fee	2024 (As currently proposed)	2023	Change	%
Audit Fee of Quarterly Financial	495,000	495,000	-	-
Audit Fee of Annual Financial Statements	705,000	705,000	-	-
BOI verification (1 Certificate)	50,000	50,000	-	-
<b>Total</b>	<b>1,250,000</b>	<b>1,250,000</b>	-	-

## **Definition of Independent Director**

An Independent Director criteria established by the Stock Exchange of Thailand. An Independent Director shall:

1. An Independent Director holds no more than 0.5% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority. This is inclusive of shares held by anyone who is affiliated with them.
2. An Independent Director is a Director, who is not involved in the management, employees, staff, consultant with monthly salary or Entities with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as an Independent Director. Such prohibitions shall not, however, include cases where the Independent Director previously served as a government officer or an advisor to a government agency which is a Major Shareholder or an Entity with Controlling Authority.
3. An Independent Director has no connection by blood or legal registration as father, mother, spouse, sibling, son/ daughter or spouse of son/ daughter of another Director. Further, an Independent Director has no such connection with an Executive, a Major Shareholder, and an Entity with Controlling Authority or an Individual who will be nominated as Director, Executive or Entity with Controlling Authority over the Company or the Subsidiary.
4. An Independent Director has no business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as Independent Director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.

5. An Independent Director is not an auditor of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder, an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his/her appointment as an Independent Director.

6. An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than Two Million Baht in service fee per year by the Company, the Parent Company, a Subsidiary, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.

7. An Independent Director is not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.

8. An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company or a Subsidiary. An Independent Director is not a significant partner to a partnership or a Director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.

9. An Independent Director does not have any other characteristic which prevents him or her from opining freely on the operation of the Company.

Following appointment as Independent Directors, they may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Subsidiary of Equal Level, a Major Shareholder or an Entity with Controlling Authority, where it will not be deemed that such Independent Directors are Directors involved with the administration.

## **Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder Entitled to Attend the Meeting and the meeting procedure**

The policy of the Board of the Stock Exchange of Thailand, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting would cause transparency, fair and benefits to the shareholders.

### 1. Documents or Evidence Showing an Identity of the Shareholder to attend the Meeting

#### Natural Person

##### (1) In case of attendance in person:

- Identification Card or Governmental Identification or Driver License or Passport (in case of foreigner) for registration
- In the case where there has been a change of name and last name, the evidence showing such change must be presented.

##### (2) Attendance by proxy:

- Any shareholder present by proxy shall appoint only one proxy to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- The shareholder present by proxy may express his/her intention to approve, not approve, or abstain the vote on each agenda. Any such vote shall be determined in the Proxy Form B. The proxy shall vote in accordance with the intention of such shareholder.
- The proxy shall deposit the proxy instrument with the Chairman and/or a person designated by the Chairman prior to the proxy entering the meeting. The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.
- if the proxy holder is a foreign shareholder, should arrive promptly to register at the beginning of the registration period in order to allow sufficient time for inspection of the proxy form and the supporting documents.



Juristic Person

1. Attendance in person by an authorized representative:
  - 1 An official document issued by government authorities of the authorized representative as described in 1(1); and
  - 2 A copy of the shareholder's affidavit issued by the governmental authority not more than 6 months prior to the date of the Meeting, certified by authorized representative and with the seal (if any) affixed, and showing that the authorized representative has the authority to act on behalf of the juristic person shareholder.
2. Attendance by proxy:
  - 1 A completed one of proxy form signed by the authorized representative of the juristic person shareholder and the seal (if any) affixed;
  - 2 A copy of the shareholder's affidavit issued by the governmental authority, certified by authorized representative and showing that person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder.
  - 3 A copy of an official document issued by government authorities of the authorized representative as described in 1(1)

Foreign shareholder or a juristic person incorporated under a foreign law:

Subject to the provisions set out below, the details above shall apply mutatis mutandis to Shareholders who are non-Thai or juristic persons established under foreign laws,

- (1) Shareholders or shareholder representatives and proxies who are natural persons who attend the meeting, showing alien identification card or passport at registration area
- (2) the authorized person(s) sign on behalf of the juristic person and with the seal (if any) affixed as juristic person case described in 1.2 or 2.2
- (3) All documents of the authorized person(s) to sign on behalf of the juristic person and with the seal (if any) affixed as juristic person case described in 1.2 or 2.2
- (4) the authority to act on behalf sign with the seal (if any) affixed in proxy form as natural person case 2(1) or juristic person
- (5) An english translation is required for any original document which is not made in english. Such translation must be certified by the shareholder or authorized representative of such juristic person with the seal (if any) affixed.

Shareholder who is foreign investor and has appointed a custodian in Thailand to be their share depository:

- All documents similar to those specified in foreign shareholder or a juristic person incorporated under a foreign law item (2) - (4) above;
- Power of attorney granted by the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
- Letter certifying that the custodian, who signs the proxy form, is permitted to engage in the custodian business.

In Case a Shareholder Deceases

A state administrator shall be present in the Meeting in person or by proxy. Court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

In Case a Shareholder is Minor

Parents or lawful guardian of shareholder shall be present in the Meeting in person or by proxy. Copy of Household registration of the shareholder shall also be presented.

In Case a Shareholder is an Incompetent or Quasi-Incompetent

A guardian or custodian of the shareholder shall be present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

2. Meeting Procedures

2.1 Shareholders have the right to ask questions and express their opinions on every agenda.

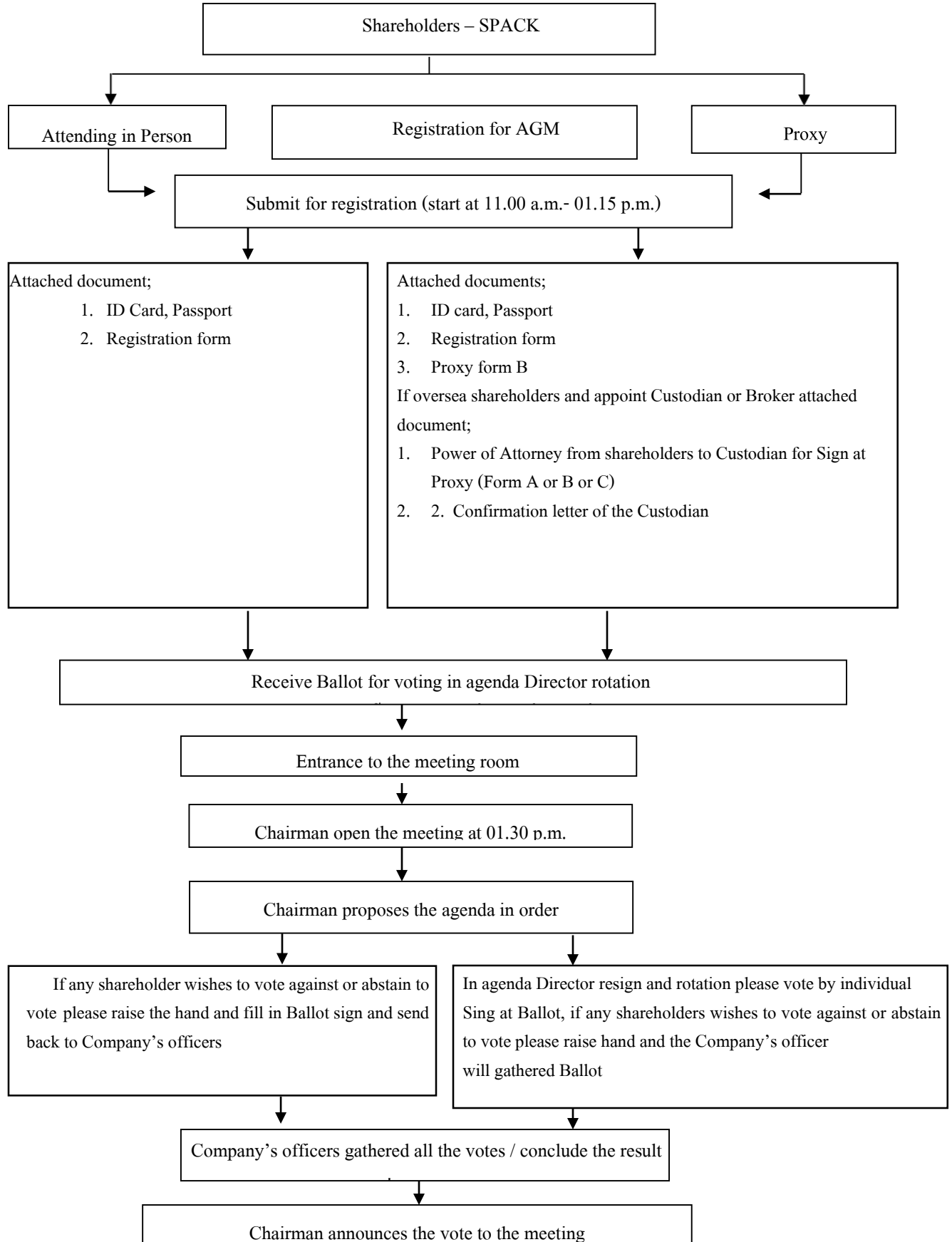
2.2 Use an open voting method in every agenda

2.3 One share shall have one vote

# Procedure for attending AGM 2024 S.Pack & Print Public Company Limited

Attachment (10)

Friday April 26, 2024





## Form for requesting a hard copy of Annual Report / 56-1 One Report

Please fill detail below and sent to:

Fax no. 074-260-601 or email: [suchaya@spack.co.th](mailto:suchaya@spack.co.th)

Attn: Secretary of Board

Name .....

Address ..... Moo ..... Soi.....

Village.....Road.....

Subdistrict.....District.....

Province.....Zip code .....

Wish to receive Annual Report /56-1 One Report for the year 2023 in hard copy (English Language)

**Please send by April 23, 2024**

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดยัดเงินตายตัว)

Duty Stamp
Baht 20
ติดอากรแสตมป์
20 บาท

### หนังสือมอบฉันทะ

PROXY FROM

( Form B. <with specific details> )

เขียนที่ (Made at).....

วันที่ (Dated).....

(1) ข้าพเจ้า ..... สัญชาติ ..... อยู่บ้านเลขที่ .....  
I/We ..... nationality ..... residing/located at NO

ถนน..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road ..... Tambol/Kwaeng ..... Amphur/Khet

จังหวัด..... รหัสไปรษณีย์ .....

Province ..... Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอส.แพ็ค แอนด์ พรินท์ จำกัด (มหาชน)

Being a shareholder of S. Pack & Print Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
holding ..... shares in total which are entitled to cast ..... votes as follows

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Ordinary shares ..... shares in total which are entitled to cast ..... votes ;

(3) ขอมอบฉันทะให้

I/We wish to appoint

(1) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age ..... Years, residing/located at NO

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road ..... Tambol/Kwaeng ..... Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province ..... Postal Code ..... or

(2) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age ..... Years, residing/located at NO

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road ..... Tambol/Kwaeng ..... Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province ..... Postal Code ..... or

(3) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age ..... Years, residing/located at NO

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road ..... Tambol/Kwaeng ..... Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province ..... Postal Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุม  
สามัญผู้ถือหุ้น ประจำปี 2567 ประชุมในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม ชั้น 2 บริษัท  
เอส.แพ็ค แอนด์ พริ้นท์ จำกัด (มหาชน) เลขที่ 119 หมู่ 1 ตำบลท่าข้าม อำเภอหาดใหญ่ จังหวัดสงขลา 90110 หรือที่จะ  
ฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As/my/our proxy to attend and vote for me Annual General Meeting of Shareholders 2024 to be held on Friday April  
26, 2024 time 01:30 p.m. At the Meeting room, Floor 2<sup>nd</sup>, S.Pack and Print Public Company Limited at No.119 Moo1,  
Tambol Takarm, Hatyai, Songkhla 90110, such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following  
manners.

**วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2566 ซึ่งประชุม เมื่อวันที่ 27 เมษายน 2566  
**Agenda No.1** Re: To certify the Minutes of the Annual General Meeting of Shareholders No.1/ 2023  
Held on April 27, 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 2** พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566  
**Agenda No.2** Re : To consider and acknowledgement operating result of the Company for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain

**วาระที่ 3** พิจารณานุมัติงบการเงิน (ซึ่งประกอบด้วยงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ)  
ของบริษัทและบริษัทย่อยสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566 ซึ่งผ่านการ  
ตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

**Agenda No.3** Re: To consider and approve the audited financial statement (comprising of the statement of  
Financial Position and Statement of comprehensive Income) and its subsidiary of the Company for  
the year ended 31<sup>st</sup> December, 2023 by auditor of the Company.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 4** พิจารณานุมัติการจัดสรรกำไรและงงดจ่ายเงินปันผล

**Agenda No.4** Re: To consider and approve the allocation of the net profit for legal reserve and not pay dividend.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 5** พิจารณานุมัติการแต่งตั้งกรรมการ แทนกรรมการที่ต้องออกจากตำแหน่งตามวาระและแต่งตั้งกรรมการใหม่

**Agenda No.5** Re: To elect directors replacing those who retired by rotation and appoint the new director.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

การแต่งตั้งกรรมการทั้งหมด  
The appointment of all directors.

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

การแต่งตั้งกรรมการเป็นรายบุคคล  
The appointment of certain directors.

1. ชื่อกรรมการ นายอะกิโอะ ฮาเซะเบะ  
Name of the director Mr. Akio Hasebe

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

2. ชื่อกรรมการ นายมิกิโตะ เทระอุจิ  
Name of the director Mr. Mikito Terauchi

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain vote

3. ชื่อกรรมการ นายธีรพงษ์ รัชตวงศ์พิพัฒน์  
Name of the director Mr. Tirapong Ratchtawongpipat

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

4. ชื่อกรรมการ นายเคนอิจิ คาโมโมโตะ  
Name of the director Mr. Kenichi Kamimoto

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 6** พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2567

**Agenda No.6** Re: To approve the remuneration of directors for the year 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 7** พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตรวจสอบบัญชีประจำปี 2567

**Agenda No.7** Re: To consider and approve the appointment of the Auditor and its auditor fee for the year 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 8** เรื่องอื่นๆ (ถ้ามี)

**Agenda No.8** Any other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes



- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Grantee  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Grantee  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Grantee  
(.....)

หมายเหตุ

Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder may grant a proxy to only on person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด หรือเลือกตั้งกรรมการเป็นรายบุคคล  
With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ  
If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

### Attachment to Proxy Form (Form B.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอส.แพ็ค แอนด์ พริ้นท์ จำกัด (มหาชน)

The proxy is granted by a shareholder of S.Pack & Print Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม ชั้น 2 บริษัท เอส.แพ็ค แอนด์ พริ้นท์ จำกัด (มหาชน) ณ เลขที่ 119 หมู่ 1 ตำบลท่าข้าม อำเภอหาดใหญ่ จังหวัดสงขลา 90110 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the year 2024 to held on Friday 26 April, 2024 time 01:30 p.m. At the Meeting Room, Floor 2<sup>nd</sup>, S.Pack and Print Public Company Limited at No.119 Moo. 1, Tambol Takarm, Hatyai, Songkhla 90110, or such other date, time and place as may be adjourned.

วาระที่.....เรื่อง.....

Agenda .....Re: .....

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve with votes Disapprove votes Abstain with votes

วาระที่.....เรื่อง.....

Agenda .....Re: .....

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve with votes Disapprove votes Abstain with votes

วาระที่.....เรื่อง.....

Agenda .....Re: .....

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve with votes Disapprove votes Abstain with votes

วาระที่.....เรื่อง.....

Agenda .....Re: .....

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve with votes Disapprove votes Abstain with votes

วาระที่.....เรื่อง.....

Agenda .....Re: .....

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve with votes Disapprove votes Abstain with votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.


ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
(.....)

วันที่ / Date .....


ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
(.....)

วันที่ / Date .....


## Profiles and Work Experience of Independent Director for Appointment as Proxy

<b>Name</b> <b>Current Position</b>  <b>Age</b> <b>Nationality</b>	Mr. Sumitr Kanjanampa Chairman of Audit Committee, Audit Committee, Director and Independent Directors 70 years Thai	
<b>Education/Training Program</b>	- Bachelor of Laws Program, Sukhothai Thammathirat Open University - Director Accreditation Program training (DAP) No. 7/2004 in 2004, Thai Institute of Directors Association (IOD)	
<b>No. of year in the position</b>	20 years ( in position since December 22, 2003)	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	- None -	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2003 - Current: Chairman of Audit Committee, Director and Independent Directors, S. Pack & Print Public Company Limited 2012 – 2015 : Director, Songkhla Provincial Industry Office Healthy organization Manager, Songkhla Provincial Industry Office 2011 - 2012 : Committee, of Business Council IMT-GT 2005 - 2011 : Commercial Banking Manager, District office, TMB Bank Public Co.,Ltd. 1979 - 2005 : Head of SME business center, Region and Hatyai DBS Thai Danu Bank Public Company Limited	
<b>Agenda which has interest in the Shareholder's meeting</b>	- None -	
<b>Meeting Attendance in the year 2023</b>	Board of Directors' Meeting 5/5 (100%) Annual General Meeting of Shareholders 1/1 (100%) Audit Committee's Meeting 5/5 (100%)	

## Profiles and Work Experience of Independent Director for Appointment as Proxy

<b>Name</b> <b>Current Position</b> <b>Age</b> <b>Nationality</b>	Assoc. Prof. Dr. Sunchai Klinpikul Audit Committee and Independent Directors 75 years Thai	
<b>Education/Training Program</b>	- Doctor of Engineering (Industrial Engineering and Management) Asian Institute of Technology, Bangkok - Director Accreditation Program training (DAP) No. 7/2004 in 2004, Thai Institute of Directors Association (IOD)	
<b>No. of year in the position</b>	20 years ( in position since December 22, 2003)	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	- None -	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2011 – Current: Renewable energy specialist, The Chaipattana Foundation 2011 – Current: Director of the Coordination of Royal initiative projects, Research and Development Office, Print of Songkhla University, Songkhla 2003 – Current: Audit Committee, Director and Independent Directors, S. Pack & Print Public Company Limited 1984 – 2009: Associate Professor Level 9, Industrial Engineering, Print of Songkhla University, Songkhla	
<b>Agenda which has interest in the Shareholder's meeting</b>	- None -	
<b>Meeting Attendance in the year 2023</b>	Board of Directors' Meeting 5/5 (100%) Annual General Meeting of Shareholders 1/1 (100%) Audit Committee's Meeting 5/5 (100%)	

## Profiles and Work Experience of Independent Director for Appointment as Proxy

<b>Name</b> <b>Current Position</b>  <b>Age</b> <b>Nationality</b>	Pol.Lt. Gen Chalit Keawyarat Audit Committee and Independent Directors 65 years Thai	
<b>Education/Training Program</b>	- Bachelor of Laws Program, Faculty of Law Ramkhamhaeng University - Master of Public Administration, National Institute of Development Administration - Director Accreditation Program training (DAP) No. 215/2024 in 2024, Thai Institute of Directors Association (IOD)	
<b>No. of year in the position</b>	Appointed by BOD meeting on 10 August 2023	
<b>Shares holding Proportion (31 December 2023)</b>	- None -	
<b>The position in other listed company</b>	- None -	
<b>The position in other non-listed company</b>	- None -	
<b>Positions in businesses that compete with/related to the Company's business that may cause conflicts of interest</b>	- None -	
<b>Work experiences</b>	2023 – Current: Audit Committee, Director and Independent Directors, S. Pack & Print Public Company Limited 2018 - 2021: Subcommittee for Inspection of Government Property, Office of The National Anti - Corruption Commission (ONACC) 2017-2018: Deputy Commissioner of the Office of Inspector General, Royal Thai Police 2015 - 2017: Deputy Commissioner Provincial Police Region 8	
<b>Agenda which has interest in the Shareholder's meeting</b>	- None -	
<b>Meeting Attendance in the year 2023 (Appointed by BOD meeting on 10 August 2023)</b>	Board of Directors' Meeting 1/1 (100%) Audit Committee's Meeting 1/1 (100%) Annual General Meeting of Shareholders- N/A	