



บริษัท เอส 11 กรุ๊ป จำกัด (มหาชน) ทะเบียนเลขที่ 0107556000698

S 11 GROUP PUBLIC COMPANY LIMITED

888 ซอยจตุโชติ 10 ถนนจตุโชติ แขวงออกเงิน เขตสายไหม กรุงเทพฯ 10220 โทร. 0-2022-8888 โทรสาร 0-2158-7948

888 Soi Chatuchot 10, Chatuchot Rd., Ao Ngoen, Sai Mai, Bangkok 10220 Tel. 0-2022-8888 Fax 0-2158-7948

E-Mail : info@sgroup.co.th Website : www.sgroup.co.th

S11-001/2566

February 16, 2023

Subject: Notification of the Resolutions of the Board of Directors' Meeting no.1/2023 dividend payment and calling for the Annual General Meeting of Shareholders for the year 2023

To: The President
The Stock Exchange of Thailand

S 11 Group Public Company Limited ("the Company") held the Board of Directors' Meeting no.1/2023 on February 16, 2023. Thus, the Company would like to notify the resolutions of such Board of Directors' Meeting as follows:

- 1) Approval of the consolidated financial statement of the Company and its subsidiary for the year 2022 ended 31 December 2022 which has been audited by external auditor and proposed to the shareholders meeting for the approval.
- 2) Approval of the profit allocation for legal reserve and dividend payment for the operating results of the year 2022 as follows:
 - 2.1) No legal reserve for the year 2022 as the Company has been fully legal reserved according to the related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital.
 - 2.2) The Company has the dividend payment policy of a minimum 40 percent of its net profit after deducting the corporate income tax and any legal reserves. However, the Company holds its right to pay out the dividend lower than the policy as the Company's business profit, financial status, capital liquidity, the necessity of the working capital optimization for operation expense, or business expansion, and other factors concerning the Company's business management.

Dividend payment of Baht 0.20 per share or total dividend payout amount Baht 122,600,000. However, the Company has paid the dividend lower than 40 percent due to the reservation of a working capital and to support the uncertainty of the economic.

Moreover, the Company paid interim dividend at the rate of Baht 0.10 per share on December 9, 2022 and will pay the remaining dividend at the rate of Baht 0.10 per share with the total dividend payout amount of Baht 61,300,000 to the shareholders whose names are listed in the Record Date on April 18, 2023. The payment of the dividend will be made on May 3, 2023.

And the Board of Directors proposed to the shareholders meeting for the approval. The above dividend payment is uncertain and subject to approval of the shareholders' meeting.



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3) Approval of the appointment of the re-election of directors who retired by rotation as follows:

- | | |
|----------------------------|--|
| 1. Mr. Samart Chiradamrong | Chairman |
| 2. Mr. Sirawat Wanglee | Director |
| 3. Mr. Thirawat Sarindu | Audit Committee and Independent Director |

And the Board of Directors proposed to the shareholders meeting for the approval.

4) Approval of the remunerations of the Board of Directors for the year 2023 in the total amount of not exceeding Baht 2,500,000 and proposed to the shareholders meeting for the approval.

5) Approval of the appointment of the External Auditor and determine their remuneration for the year 2023 as the following details:

1. Ms. Wanwilai Phetsang, CPA no. 5351
2. Ms. Saranya Pludsri, CPA no.6768
3. Ms. Bongkoch Kreangphanamorn, CPA no. 6777

From EY Office Limited to be the external auditor of the Company for the year 2023 with their remuneration of not exceeds Baht 3,000,000 excluding the transportation and other expenses and proposed to the Shareholders meeting for the approval.

6) Approval of the amendment of the Company's Articles of Association by added new chapter regarding Electronic Conferencing and revised a clause of the Meeting of Shareholders. The details of amendment are as follows;

Added New Chapter

Clause 32/1 In summoning a meeting of Shareholders, the Board of Directors can convene a meeting via electronic media subjected to the rules specified by related law or announcement.

Revised Clause 33

Original Version

The Board of Directors shall issue meeting notice giving details on venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.



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Amended Version

The Board of Directors shall issue meeting notice giving details on venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting *or shall send Notices via e-mail instead* and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting. *The Meeting manager shall store the copy of Notices and attachments as evidence in form of electronic data.*

And the Board of Directors proposed to the shareholders meeting for the approval.

- 7) Approval of the calling for the 2023 Annual General Meeting of Shareholders on April 5, 2023 at 10.00 am. at the meeting room of the Company located at 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok. The agendas for the meeting are as follows:

- Agenda 1 Certify the minutes of the 2022 Annual General Meeting of Shareholders
- Agenda 2 Acknowledge the Company's operating performance for the year 2022
- Agenda 3 Consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2022 ended 31 December 2022 which has been audited by external auditor
- Agenda 4 Acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2022 ended 31 December 2022
- Agenda 5 Consider and approve the re-election of directors who retired by rotation for the year 2023
- Agenda 6 Consider and approve the remunerations of the Board of Directors for the year 2023
- Agenda 7 Consider and approve the appointment of External Auditor and determine their remuneration for the year 2023
- Agenda 8 Consider and approve the amendment of the Company's Articles of Association
- Agenda 9 Consider any other businesses (if any)

And proposed to the Shareholders meeting for the approval.

- 8) Approval of the Record Date on March 3, 2023.

Please be informed accordingly.

Sincerely yours,

Mrs. Katika Kusawadee

Secretary of the Company

Authorized person for the signatory of the IT report