



บริษัท เอส 11 กรุ๊ป จำกัด (มหาชน) ทะเบียนเลขที่ 0107556000698

S 11 GROUP PUBLIC COMPANY LIMITED

888 ซอยจตุโชติ 10 ถนนจตุโชติ แขวงอโงะงเงิน 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

S11-001/2567

February 28, 2024

Subject: Notification of the Resolutions of the Board of Directors' Meeting no.1/2024 non-dividend payment and calling for the Annual General Meeting of Shareholders for the year 2024

To: The President
The Stock Exchange of Thailand

S 11 Group Public Company Limited ("the Company") held the Board of Directors' Meeting no.1/2024 on February 28, 2024. 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 2023 ended 31 December 2023 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 non-dividend payment for the operating results of the year 2023 as follows:
 - 2.1) No legal reserve for the year 2023 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) Non-dividend payment due to the reservation of a working capital and to support the uncertainty of the economic.

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

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

1. Mr. Thosaporn Lerdbhan	Director
2. Mr. Tay Christopher Charles	Director
3. Mrs. Vachira Na Ranong	Vice Chairman, Chairman of 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 2024 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 2024 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



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From EY Office Limited to be the external auditor of the Company for the year 2024 with their remuneration of not exceeds Baht 3,090,000 excluding the transportation and other expenses and proposed to the Shareholders meeting for the approval.

6) Approval of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million within the following details;

a) issuing and offering debt instruments which are securities according to the Securities and Exchange Act B.E.2535 (including, but not limited to, debentures, short-term debentures, bills and short-term bills) in different forms in one or several issue(s) and/or as a program, depending on discretion and funding needs of the company with a total value of not exceeding Baht 2,000 million subject to the following conditions;

Type of Debt Instruments : secured or unsecured, subordinated or unsubordinated, convertible or non-convertible, with or without callable terms, with named certificate and with or without a debentureholders' representative (in case of debentures).

Currency : Thai Baht or the equivalent in foreign currency by using the exchange rate prevailing on each issue date.

Total Value : The principal amount of the debt instruments to be issued shall not exceed Baht 2,000 million. The amount includes any outstanding debt instruments which have been issued but have not yet been redeemed, at any time.

Term of Debt Instruments : Not exceeding 20 years

Offering Method : Offering to public, high net worth investors or onshore and/or offshore institutional investors, investors who concerned with the Company and investors not over 10 persons within any 4 months in accordance with a notification of the Securities and Exchange Commission Notification and/or the Office of the Securities and Exchange Commission and/or any other applicable rules which are in force at the time of issuing and offering of the debt instruments.

The type, amount, total value, term, interest rate, offering price per unit, the offering period, offering method, allotment method, redemption conditions of the debt instruments and any other related details will be at the discretion of the company's board of directors or directors or any persons authorized by the board of directors or directors to act as they deem appropriate.

b) The approval be hereby given to the company's board of directors or directors or any person authorized by the company's board of directors or directors to issue and offer the debt instruments, including to consider and specify the type, amount, total value, term, interest rate, offering price per unit, offering period, offering method, allotment method and redemption conditions of the debt instruments and any other related details as appropriated. The company's board



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of directors or directors or any person authorized by the company's board of directors or directors are also authorized to take any actions necessary for and in connection with the issuing and offering of the debt instruments, including but not limited to the appointment of a financial advisor, a counsel for the issuing and offering of the debt instruments, a credit rating agency, debt instruments brokers, a debentureholders' representative and/or a registrar for the debt instruments and to execute (with or without the company's seal affixed), amend and negotiate any agreements and/or documents including to contact, inform and submit documents to the Office of the Securities and Exchange Commission, the Bank of Thailand, the Stock Exchange of Thailand, the Thai Bond Market Association and/or any other authorities relating to the issuing and offering of the debt instruments.

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

- 7) Approval of the calling for the 2024 Annual General Meeting of Shareholders on April 4, 2024 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 2023 Annual General Meeting of Shareholders
- Agenda 2 Acknowledge the Company's operating performance for the year 2023
- Agenda 3 Consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2023 ended 31 December 2023 which has been audited by external auditor
- Agenda 4 Consider and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2023 ended 31 December 2023
- Agenda 5 Consider and approve the re-election of directors who retired by rotation for the year 2024
- Agenda 6 Consider and approve the remunerations of the Board of Directors for the year 2024
- Agenda 7 Consider and approve the appointment of External Auditor and determine their remuneration for the year 2024
- Agenda 8 Consider and approve the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million
- 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 14, 2024.

Please be informed accordingly.

Sincerely yours,

Mrs. Katika Kusawadee

Secretary of the Company

Authorized person for the signatory of the IT report