

Invitation to
The 2017 Annual General Meeting
Of The Shareholders

S 11 GROUP PUBLIC COMPANY LIMITED

Monday 3 April 2017 (10.00 a.m.)

At the meeting room, 3rd floor,

No. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district,

Saimai District, Bangkok 10220



- Subject: Invitation to the 2017 Annual General Meeting of Shareholders
- To: Shareholders of S 11 Group Public Company Limited
- Attachments:
1. Copy of the minutes of the 2016 Annual General Meeting of Shareholders
 2. 2016 Annual report in CD-ROM
 3. Detail of debt instruments
 4. Detail of the amendment of the Company's objectives
 5. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
 6. The Company's Articles of Association concerning shareholders meetings and voting procedures
 7. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
 8. Proxy form
 9. Profile of the independent director proposed as proxy by the Company
 10. Map of the place of the meeting

The Board of Directors has resolved to hold the 2017 Annual General Meeting of Shareholders (the Meeting) on Monday 3 April 2017 at 10.00 a.m. at the meeting room, 3rd floor, no.888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok. The agenda of the Meeting will be as follows:

1. **To certify the minutes of the 2016 Annual General Meeting of Shareholders**

Facts and reasons: The 2016 Annual General Meeting of Shareholders was held on 7 April 2016. The Company accurately recorded the minutes and submitted to the Ministry of Commerce in the given period. A copy of the Minutes of the 2016 Annual General Meeting of Shareholders is attached as Attachment 1.

Board's opinion: The Board proposes that the Shareholders Meeting certify the minutes of the 2016 Annual General Meeting of Shareholders, as detailed in Attachment 1.

Voting: Majority votes of the Shareholders who joined and voted in the meeting.

2. **To acknowledge the Company's operating performance for the year 2016**

Facts and reasons: For the year 2016 ended 31 December 2016, the Company had an income of Baht 1,310,080,172.05 and net profit before comprehensive income of Baht 421,442,915.85.



Detailed information of the Company's operating results is provided in the Annual Report under the heading "Management Discussion and Analysis" attached hereto (see details in Attachment 2).

Board's opinion: The Board proposes that the Shareholders Meeting acknowledge the Company's operating results, as detailed in Attachment 2.

Voting: - Acknowledge agenda, no voting. -

3. To consider and approve the increasing of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million

Facts and reasons: As the Company continually expands the business, the issuing and offering debt instruments give the opportunity for the Company to seek for utmost benefits to the Company's business. The board approved the increasing of the issuing and offering debt instruments which are securities according to the Securities and Exchange Act B.E. 2535 with a total value of not exceeding Baht 2,000 million with details in Attachment 3.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the increasing of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million as detailed in the Attachment 3.

Voting: Not less than 3 in 4 of the Shareholders who joined and voted in the meeting.

4. To consider and approve the financial statement for the year 2016 ended 31 December 2016 which has been audited by external auditor

Facts and reasons: The Board has had the Company's financial statements for the year 2016 ended 31 December 2016 which has been audited by external auditor prepared in order to be submitted to the 2017 Annual General Meeting of Shareholders for its consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 as amended. Detailed information of the Company's financial statement is provided in the Annual Report under the heading "Financial Statement and Report of Auditor" attached hereto (see details in Attachment 2).

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the Company's financial statements for the year 2016 ended 31 December 2016 which has been audited by external auditor, as detailed in Attachment 2.

Voting: Majority votes of the Shareholders who joined and voted in the meeting.



5. **To acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2016 ended 31 December 2016**

Facts and reasons: Under section 115 of the Public Limited Companies Act B.E. 2535 as amended, the Company must pay dividends from its profit only and after the interim dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders and section 116 provides that the Company must set aside at least 5 percent of its net annual profit as statutory reserve until the reserve reaches 10 percent of the Company's registered capital.

In addition, The Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after income tax and legal reserve. However, the Company may determine the dividend payout at a lower rate than the above rate, depending on the Company's business profit, financial statement, capital liquidity, necessity of the optimisation of working capital to operate, expand business and other factors concerning the management of the Company relying on the decision of the board of directors and/or the shareholders.

According to the Company's operating results for the year 2016 ended 31 December 2016, the Company had an income of Baht 1,310,080,172.05 and net profit before comprehensive income of Baht 421,442,915.85 and net profit after legal reserve of Baht 21,072,145.84, totalling of Baht 400,370,770.01.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the profit allocation as legal reserve of Baht 21,072,145.84, provided the outstanding balance of legal reserve amount of Baht 59,478,174.20 or 9.70 percent of paid-up capital as well as consider and approve the cash dividend payment for the operating results of the year 2016 ended 31 December 2016 with payout rate of Baht 0.34 per share or estimated to be the rate of stock dividend payment for 49.45 percent compared with the net profit (compared to the previous year for 46.89 percent), such dividend payment ratio has followed the Company's dividend payment policy. The total dividend payout amount of Baht 208,420,000, of which the Company paid interim dividend at the rate of Baht 0.11 per share on 9 September 2016 and will pay the remaining dividend at the rate of Baht 0.23 per share. The record date for determining the shareholders who are entitled to the dividend payment is 18 April 2017. The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act B.E. 2535 is 19 April 2017. The due date for payment is 3 May 2017.



The above right to receive dividends remains uncertain unless the 2017 Annual General Meeting of Shareholders has granted approval.

Voting: Majority votes of the Shareholders who joined and voted in the meeting.

6. **To Consider and approve the amendment of the Company's objectives**

Facts and reasons: The Board had amended 6 items of the Company's objectives from 25 items to 31 items the details are as follow;

1. To set up business for legal advice, get the charge, debt collection, investigate property and legal execution to individual, non juristic bodies of person, juristic persons and all kind of financial institutions.
2. To set up business for act as plaintiff or attorney in complaints, sue, charge, defense case or disputes both inside and outside the court or trial, compromise or any execute to keep the Company's or employee's benefit.
3. To set up business for set up system and maintenance GPS tracking system for vehicle or person including accessories of such product.
4. To set up business for act as representatives, brokers to dispose, wholesale, retail, import, export and lease GPS tracking system for vehicle or person including accessories of such product.
5. To set up business for bidding property to auction.
6. To set up business for bidding to sell goods, hire of works according to the Company's objectives to individuals, non juristic bodies of persons, juristic persons, entity of state government agencies and organizations, both within and outside the country.

Detailed information of the amendment of the Company's objectives is provided in Attachment 4.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the amendment of the Company's objectives as detailed in the Attachment 4.

Voting: Not less than 3 in 4 of the Shareholders who joined and voted in the meeting.

7. **To Consider and approve the amendment of Clause 3 of Memorandum of Association in accordance with the amendment of the Company's objectives**

Facts and reasons: in order to make Memorandum of Association of the Company correctly and according with the amendment of the Company's objectives, therefore, the Board had amended Clause 3 of Memorandum of Association. The details are as follow;



Clause	From	To	Purpose
3	The objectives of the Company contain 25 items	The objectives of the Company contain 31 items	In accordance with the amendment of the Company's objectives

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the amendment of Clause 3 of Memorandum of Association in accordance with the amendment of the Company's objectives.

Voting: Not less than 3 in 4 of the Shareholders who joined and voted in the meeting.

8. To consider and approve the re-election of directors who retired by rotation for the year 2017

Facts and reasons: Under Article 17 of the Company's Articles of Association, at least 1/3 of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. Therefore, the retiring directors in 2017 Annual General Meeting of shareholders were:

1. Mr. Samart Chiradamrong Chairman
2. Mr. Sirawat Wanglee Director
3. Mr. Chatchai Chotanakarn Chairman of Audit Committee, Independent Director and Vice Chairman

The selection of persons to serve on the Board of Directors of the Company is not made through the procedures of the Nominating Committee because the Company does not have a Nominating Committee. The selection process is at the discretion of the Board meeting, which will select suitable candidates whose qualifications meet the requirements provided under the Public Limited Companies Act B.E. 2535 and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company has given the opportunity for the shareholder to nominate the candidate whom is regarded as qualified without prohibited characteristic to be considered for election as the director based on the criteria revealed in the Company's website. However, nobody has nominated the list to the Company.

Board's opinion: The nominated directors had considered by the Board of Directors that they have an appropriate qualification for the Company's business as well as the Board of Directors has considered the nominated independent director that can express opinions independently and in



compliance with the related rules. Moreover, the Board proposes that the Shareholder Meeting consider the re-appointment of the following retiring directors to retain their offices as the Company's directors after their original term of directorship ends on a rotating basis. The 3 nominated directors are named as follows:

1. Mr. Samart Chiradamrong Chairman
2. Mr. Sirawat Wanglee Director
3. Mr. Chatchai Chotanakarn Chairman of Audit Committee, Independent Director and Vice Chairman

Profiles of the 3 directors are set out in Attachment 5. The qualifications of independent director of the Company meet the requirements of the Capital Market Supervisory Board (please see details in the "Definition of Independent Director" contained in the Annual Report under the heading "Corporate Governance", which is attached to this notice as Attachment 2.)

Voting: Majority votes of the Shareholders who joined and voted in the meeting.

9. To consider and approve the remuneration of the Board of Directors for the year 2017

Facts and reasons: The Company does not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board meeting has determined director's remuneration on the basis of the Company's operating results in the previous year, the directors' performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the following directors' remuneration in total amount of not over Baht 2,500,000 for the year 2017 onwards until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow:

1. A meeting allowance will be provided to the Board of Directors and the Audit Committee as follows:
 - the chairman of the Board of Directors is entitled for a meeting allowance of Baht 10,000 for each attendance;
 - the chairman of the Audit Committee is entitled for a meeting allowance of Baht 10,000 for each attendance;
 - all other members of the Board of Directors and the Audit Committee are entitled for a meeting allowance of Baht 10,000 for each attendance.



2. The total bonus for directors and independent directors will be up to Baht 1,200,000.
3. The remuneration is paid to the Board of Directors and the Audit Committee of the Company.
4. Directors can be appointed as either Board of Director or any Standing Sub-Committee. The remuneration shall be paid in accordance with the appointment position of each director.
5. Other remuneration: None

The scopes of powers, duties and responsibilities of the Board of Directors, the Audit Committee and the Risk Management Committee as well as their remuneration are detailed in the Annual Report under the heading "Corporate Governance", which is attached to this notice as Attachment 2.

Table of comparison of the remuneration paid to directors in 2017 and 2016

Unit: Baht

Type of remuneration	2017 (as proposed)		
	Chairman of the Board	Chairman of the Audit Committee	Director
1. Meeting allowance	10,000	10,000	10,000
2. Bonus	Up to Baht 1,200,000		
3. Other	None		
Type of remuneration	2016		
	Chairman of the Board	Chairman of the Audit Committee	Director
1. Meeting allowance	10,000	10,000	10,000
2. Bonus	Up to Baht 1,200,000		
3. Other	None		

Voting: Not less than 2 in 3 of the Shareholders who joined and voted in the meeting.

10. To consider and approve the appointment of External Auditor and determine their remuneration for the year 2017

Facts and reasons: Section 120 of the Public Limited Companies Act B.E. 2535 requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration.



In addition, as prescribed by the Notification of the Securities and Exchange Commission No. Gor Jor 39/2548 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issue no. 20), the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for 5 consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones.

The Audit Committee also selected, by considering independency, knowledge in the accounting standard, working performance, and proposed fee and proposes that the Shareholder Meeting approve the appointment of

1. Ms. Somjai Khunapasut, CPA no. 4499 and/or
2. Ms. Rattana Jala, CPA no. 3734 and/or
3. Ms. Ratchada Yongsawadwanich, CPA no. 4951

of EY Office Limited which are the Company's auditor for 4 years to be the auditors of the Company for the financial year 2017 with their remuneration of up to Baht 2,000,000 per annum excluded other out-of-pocket expenses such as travelling.

Table of comparison of the auditors' remuneration

Auditors' remuneration	Financial Year 2016	Financial Year 2017
1. Auditing fee	Baht 1.80 million	Baht 2.00 million
2. Other service charges and expenses	-	-

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the appointment of Ms. Somjai Khunapasut, CPA no. 4499 and/or Ms. Rattana Jala, CPA no. 3734 and/or Ms. Ratchada Yongsawadwanich, CPA no. 4951 of EY Office Limited to be the auditors of the Company for the financial year 2017 with their remuneration of up to Baht 2,000,000 per annum excluded other out-of-pocket expenses such as travelling.

The above nominated auditors do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates.

Voting: Majority votes of the Shareholders who joined and voted in the meeting.



S 11 GROUP PUBLIC COMPANY LIMITED

Registered no. 0107556000698

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

11. To consider any other business (if any).

You are therefore invited to attend the meeting on the date, time and place above. For a shareholder who wishes to appoint a proxy to attend and vote on his/her behalf, please complete the attached proxy form either form A. or B. and submit it to the Company before attending the meeting. A Foreign shareholder who appoints a custodian in Thailand to deposit and take care of his/her shares, please use the attached proxy form either form A. or B. or C. (Attachment 8).

In case you are unable to attend the 2017 Annual General Meeting of Shareholders, you may appoint an independent director, whose CV is attached to the proxy form (Attachment 9), as your proxy to attend and vote at the Meeting on your behalf.

The Company fixes 1 March 2017 as the record date for determining the shareholders entitled to attend the 2017 Annual General Meeting of shareholders and 2 March 2017 as the share register book closing date for preparing a list of the eligible shareholders under Section 225 of the Securities and Exchange Act B.E. 2535.

Yours sincerely,

S 11 Group Public Company Limited

Mr. Samart Chiradamrong

Chairman of the Board of Directors

Minute of the Annual General Meeting of Shareholder for the year 2016

S 11 Group Public Company Limited

Date, Time and Venue

The meeting was held on 7th April 2016 at 10.00a.m. at No.888 Soi.Chatuchot 10, Chatuchot Road, Kwaeng Ao-Ngoen, Khet Sai Mai, Bangkok 10220

Mr. Samart Chiradamrong, Chairman, was the Chairman of the meeting. Chairman welcomed the shareholders presenting at the meeting and recorded that 181 shareholders were attending the meeting in person and 30 shareholders by proxy, representing 211 shareholders being counted to be 404,200,186 shares or 65.94 percent of total paid up shares (total paid up shares was 613,000,000 shares), thus constitution a quorum in accordance with the company's Articles of Association. The meeting be composed not less than 25 shareholders presenting in person or by proxy or not less than a half of all shareholders and counted shares be not less than 1/3 of the paid up shares.

After Chairman already called to order the meeting, 4 shareholders were attending the meeting in person and there was additional attendant during the meeting. Then total shareholders were 185 shareholders attending the meeting in person and by proxy, representing 218 shareholders holding total of 442,214,506 shares or 72.14 percent of total paid up shares.

Chairman asked the secretary of the company to introduce the Board of Directors and management who joined the meeting and to inform the vote counting procedure.

The secretary of the company introduced the Board of Directors and management as follow;

Directors who attended the meeting

- | | |
|------------------------------|---|
| 1. Mr. Samart Chiradamrong | Chairman |
| 2. Mr. Chatchai Chotanakarn | Vice Chairman, Chairman of Audit Committee and Independent Director |
| 3. Mr. Surasak Khemthongkum | Managing Director |
| 4. Mrs. Vachira Na Ranong | Audit Committee and Independent Director |
| 5. Mr. Thanisorn Dejthamrong | Audit Committee and Independent Director |
| 6. Mr. Sirawat Wanglee | Director |
| 7. Mr. Thosaporn Lerdbhan | Director |
| 8. Mr. Gilbert Ee Guan Hui | Director |

9. Mr. Richard Wee Keng Kwok Director

Directors who could not attended the meeting

- None -

External Auditor of the company

1. Ms. Somjai Khunapasut
2. Mr. Jittapu Mollasat

Legal Advisory

1. Mr. Somyod Suteerapornchai

Other Attendants

1. Ms. Watcharaporn Meruthong Finance and Accounting Manager
2. Mrs. Katika Kusawadee Company secretary, as a secretary of the meeting

The meeting was commenced as follow:

The secretary of the company informed the vote counting procedure in each agenda as follow;

1. Shareholders who attending the meeting in person and by proxy, and have been authorized to vote in the meeting shall receive voting cards upon the registration, shall sign in every voting cards.
2. The meeting shall consecutively consider the issues according to the agenda in Invitation Letter to the meeting by proposing data in each agenda and opening the opportunities to shareholders for their interrogations before any resolutions according to that agenda. In case that shareholder or the proxy requires for making an inquiry or expressing an opinion, please show your hands and inform your name and surname. In case that you are the proxy, please always inform the name of the shareholder who authorized you for meeting attendance every time. The Company has given the opportunity for the shareholder to making inquiries or expressing opinions only in related agendas or other agendas.
3. After details in each agenda have been informed, except Agenda 2 which was the agenda proposed for acknowledgement by the meeting without voting, shareholder may cast the vote in their voting cards which shall be collected by the company's officers for each agenda. The company's officers shall collect the voting cards of shareholders who against and then following with the voting cards of the shareholders who abstain. Against and abstain votes will be subtracted from the total number of votes cast by the shareholders presented at the meeting

and the rest shall be the affirmative votes in favor of such agenda. And after the meeting was closed, the company's officers shall collect the rest of agree voting cards from shareholders.

For considering Agenda 5 the appointment of directors replacing those retired by rotation, the company determines the vote casting for each directors and shall prior collect the vote casting of against and abstain which will be subtracted from the total number of vote casting by the shareholders presented at the meeting and the rest shall be the affirmative votes in favor of such agenda in order to state the vote result of each directors to the meeting and collect the rest of the agree voting cards after the meeting was closed.

4. Each shareholder and proxy shall have one vote for each share of which he/she is the holder and any shareholders having gain and loss in any agenda shall have no right to vote in that agenda. For proxy, the company shall count and record their vote of agree against and abstain.

In case of shareholders attending the meeting after the meeting was commenced, shareholders have rights to register and attend the meeting but are allowed voting only on the rest of agendas.

And in case of shareholders leaving the meeting before the meeting was closed, shareholders shall make a prior voting by submitting the voting cards to the company's officers.

5. For counting votes in each agenda, the majority votes of the shareholders who present and vote at the meeting shall be relied on, except Agenda 6 the determination of directors' remuneration must be approved by voting of not less than 2/3 of total votes cast by the shareholders who present at the meeting. For counting votes of each agenda, against and abstain votes will be subtracted from the total number of votes cast by the shareholders presented at the meeting and the rest shall be the affirmative votes in favor of such agenda. Anyhow, In case that nobody expresses any opposing opinions or other opinions, it shall be considered that the meeting agrees or unanimously approves.
6. The company secretary shall declare the result of each vote counting after the vote casting of each agenda was finished by announcing the number of vote results of agree, against, abstain and the percentage compared to the total number of votes cast by the shareholders presented at the meeting.

Chairman then requested the meeting to consider the agenda as follows:

Agenda no.1 To certify the minute of the 2015 Annual General Meeting of Shareholders

Chairman presented the minute of the 2015 Annual General Meeting of Shareholder held on 23rd April 2015 which was attached to the notice sent to all shareholders.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not giving company the suggestion. Chairman then proposed the meeting to certify the minute of the 2015 Annual General Meeting held on 23rd April 2015.

Resolution: The meeting certified the minute of the 2015 Annual General Meeting as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	409,200,236	100.00
2. Against	-	0.00
3. Abstain	-	0.00
Total Number of Vote Casting	409,200,236	100.00

Agenda no.2 To acknowledge the report of the company's operating results for the year 2015

Chairman requested Mr. Surasak Khemthongkum, Managing Director, to report the company's operating performance for the year 2015.

Managing Director has stated the performance and significant changing for the year 2015 as follow;

The operating results of the company for the year ended 31st December 2015, the company generated the net profit of Baht 353.0 million or increased 65.71% from Baht 213.02 million compared to the same period of 2014. Total revenue for the year 2015 was Baht 1,134.63 million, increased 21.48% from Baht 934.03 million compared to the same period of the previous year in 2014. Major increased revenue was hire purchase interest income. Total expense for the year 2015 was increased 5.02%from Baht 529.53 million to Baht 556.12 million compared to the same period of the previous year in 2014.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions.

Mr. Thongthos Panglad asked that what the NPL controlling policy of the Company is.

Mr. Surasak Khemthongkum, Managing Director, reported that the Company always operates its business by focusing on quality control e.g. credit approval control and collection control.

Chairman then proposed the meeting to acknowledge the report of the company's operating results for the year 2015 which was attached to the notice sent to all shareholders (see details in Attachment 2).

Resolution: The meeting acknowledged the company's operating performance for the year 2015 as proposed. (The agenda proposed for acknowledgement by the meeting without voting)

Agenda no.3 To consider and approve the issuing and offering debentures and debt instruments which are securities according to the Securities and Exchange Act with a total value not exceeding Baht 2,000 million.

Chairman requested Managing Director to inform the meeting that the Company is continually expand its business in order to increase the sources of fund and its competitiveness.

Managing Director then proposed the meeting to consider and approve the issuing and offering debentures and debt instruments which are securities according to the Securities and Exchange Act with the total value of not exceeding Baht 2,000 million within the following details;

Type of Debt Instruments : secured or unsecured, subordinated or unsubordinated, convertible or non-convertible, 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 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.

Other details : 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 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, 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.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions.

As a result, shareholder asked that how does the Company issuing and offering debentures and debt instruments.

Mrs. Katika Kusawadee, Company secretary, reported that the Company issues debentures and debt instruments, representing 1/3 of the Company's financing debt to serve the business expansion by often issuing in small amount of money. The interest rate of debentures and debt instruments are lower than interest rate of bank loan in the total of 1.5-2.0 percent which decreases the interest expenditures of the Company in long term. In addition, the issuing and

offering of debentures and debt instruments will increase the D/E ratio insignificant. The Company always controls the D/E ratio not more than 2.0.

Chairman then proposed the meeting to approve the issuing and offering debentures and debt instruments which are securities according to the Securities and Exchange Act with a total value of not exceeding Baht 2,000 million as details proposed.

Resolution: The meeting approved the issuing and offering debentures and debt instruments which are securities according to the Securities and Exchange Act with a total value of not exceeding Baht 2,000 million as details proposed as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	414,879,506	100.00
2. Against	-	0.00
3. Abstain	-	0.00
Total Number of Vote Casting	414,879,506	100.00

Agenda no.4 To certify and approve the audited financial statement for the year ended 31st December 2015

Chairman requested Managing Director to inform the meeting that according to section 112 of the Public Limited Companies Act as amended, the company shall prepare the financial statement year ended 31st December 2015 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board.

Chairman then proposed the meeting to consider and approve the financial statement year ended 31st December 2015 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board to the shareholders as shown in the 2015 Annual Report (Enclosed 2)

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not giving company the suggestion. Chairman then proposed the meeting to certify and approve the audited financial statement for the year ended 31st December 2015.

Resolution: The meeting approved the financial statement year ended 31st December 2015 which has been audited by the external auditor as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	414,879,506	100.00
2. Against	-	0.00
3. Abstain	-	0.00
Total Number of Vote Casting	414,879,506	100.00

Agenda no.5 To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31st December 2015

Chairman requested Managing Director to state that under section 115 of the Public Limited Companies Act as amended, the company must pay dividends from its profit only and section 116 provides that the company must set aside at least five percent of its net annual profit as statutory reserve until the reserve reaches 10 percent of the Company's registered capital.

The company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after income tax and legal reserve. However, the company may determine the dividend payout at a lower rate than the above rate, depending on the company's business profit, financial statement, capital liquidity, necessity of the optimization of working capital to operate or expand business, and other factors concerning the management of the company relying on the decision of the board of directors and/or the shareholders.

According to the company's operating results for the financial year ended 31st December 2015, the company had an income of Baht 1,134,626,643.09 and a net profit of Baht 352,992,410.31. The Board then proposed the meeting to consider and approve the apportionment of profit of Baht 17,649,620.85 as legal reserve, provided the outstanding balance of legal reserve amount of Baht 38,460,028.36 or 6.27 percent of paid-up capital and the payment of dividend to the company's shareholders whose names are in the Shareholder Register on 18th April 2016. The record date for determining the shareholders who are entitled to the dividend payment is 18th April 2016. The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act is 19th April 2016. The dividend payout rate is Baht 0.27 per share.

Managing Director informed the meeting that the Company's working team had consulted with Thailand Securities Depository Co., Ltd. ("TSD") and approved to change the dividend payment date from 3rd May 2016 to 29th April 2016 which enhances shareholders' benefits and does not affect to any shareholders' rights.

Anyhow, the rate of dividend payment from the company's overall operation in fiscal year ended as of 31st December 2015 will be equal to the rate of Baht 0.27 per share (authorized capital of 613,000,000 shares at par value of Baht 1.0 per share) estimated to be dividend payment rate compared with net profit after corporate tax for 46.89% and 49.36% when compared with net profit after corporate tax and legal reserve that has been correspondent to the company's dividend payment policy.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not giving company the suggestion. Chairman then proposed the meeting to consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31st December 2015 as proposed.

Resolution: The meeting approved the apportionment of profit of Baht 17,649,620.85 as legal reserve and the payment of dividend to the company's shareholders whose names are in the Shareholder Register on 18th April 2016. The record date for determining the shareholders who are entitled to the dividend payment is 18th April 2016. The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act is 19th April 2016. The dividend payout rate is Baht 0.27 per share and the due date for payment is 29th April 2016 as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	414,833,851	99.99
2. Against	-	0.00
3. Abstain	45,655	0.01
Total Number of Vote Casting	414,879,506	100.00

Agenda no.6 To consider and approve the appointment of directors replacing those retired by rotation

Chairman requested Managing Director to state to the meeting that under Article 17 of the company's Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the company. In each subsequent year, the directors who occupy the position for the longest period must retire. Therefore, the retiring directors in 2016 Annual General Meeting were;

1. Mr. Surasak Khemthongkum Managing Director
2. Mr. Richard Wee Keng Kwok Director
3. Mr. Thanisorn Dejthamrong Member of Audit Committee

Profiles of the three directors are set out in Attachment 3 which was attached to the notice sent to all shareholders.

Managing Director then informed that the selection of persons to serve on the Board of Directors of the Company is not made through the procedures of the Nominating Committee because the Company does not have a Nominating Committee. The selection process is at the discretion of the Board meeting, which will select suitable candidates whose qualifications meet the requirements provided under the Public Limited Companies Act and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company has given the opportunity for the shareholder to nominate the candidate whom is regarded as qualified without prohibited characteristic to be considered for election as the director based on the criteria revealed in the Company's website. However, nobody has nominated the list to the Company.

The Board, not including these three directors who retired by rotation, considered and agreed to re-election these three directors for another term of office and then proposed the meeting to consider and approve the above mentioned directors to re-election for another term of office.

Chairman allowed the meeting to inquire questions and propose appropriated person to be elected as the company's directors. As a result, shareholders had no inquiry and did not propose any person to be elected as directors of the company. Chairman then proposed the meeting to consider and approve the re-election director as follow;

1. Mr. Surasak Khemthongkumas Managing Director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	440,295,411	99.57
2. Against	-	0.00
3. Abstain	1,919,095	0.43
Total Number of Vote Casting	442,214,506	100.00

2. Mr. Richard Wee Keng Kwok as director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	442,168,154	99.99
2. Against	-	0.00
3. Abstain	46,352	0.01
Total Number of Vote Casting	442,214,506	100.00

3. Mr. Thanisorn Dejthamrongas member of Audit Committee and independent director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	442,213,809	100.00
2. Against	-	0.00
3. Abstain	697	0.00
Total Number of Vote Casting	442,214,506	100.00

Agenda no.7 To consider and approve the determination of directors' remuneration for the year 2016

Chairman requested Managing Director to state to the meeting that the company does not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board meeting has determined director's remuneration on the basis of the company's operating results in the previous year, the directors' performance and their scope of responsibilities by comparing how the other operators in the same industry or other similar industries remunerate their directors. The Board proposes meeting to consider and approve the following directors' remuneration in total amount of not over Baht 2,500,000 for the year 2016 onwards until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow;

1. A meeting allowance will be provided to the Board of Directors and the Audit Committee as follows:
 - the chairman of the Board of Directors is entitled for a meeting allowance of Baht 10,000 for each attendance;

- the chairman of the Audit Committee is entitled for a meeting allowance of Baht 10,000 for each attendance;-
 - all other members of the Board of Directors and the Audit Committee are entitled for a meeting allowance of Baht 10,000 for each attendance.
2. The total bonus for directors and independent directors will be up to Baht 1,200,000
 3. The remuneration is paid to the Board of Directors and the Audit Committee of the Company
 4. Directors can be appointed as either Board of Director or any Standing Sub-Committee. The remuneration shall be paid in accordance with the appointment position of each director.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not giving company the suggestion. Chairman then proposed the meeting to consider and approve the determination of directors' remuneration for the year 2015 as proposed.

Resolution: The meeting approved the remunerations of the Board of Director for the year 2015 as details proposed as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	441,954,506	99.94
2. Against	-	0.00
3. Abstain	260,000	0.06
Total Number of Vote Casting	442,214,506	100.00

Agenda no.8 To consider and approve the appointment of auditors and to determine their remuneration

Chairman requested Managing Director to state to the meeting that according to section 120 of the Public Limited Companies Act requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. Gor Jor 39/2548 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issue no. 20), the company must ensure the rotation of the auditors if any of the auditors have performed their duties for five consecutive financial years. However, the rotation does not mean that the company is required to engage a new auditing firm. The company may appoint any auditors in the existing auditing firm to replace the old ones.

The Board proposes the meeting to approve the appointment of Ms. Somjai Khunapasut, CPA no. 4499 and/or Ms. Rattana Jala, CPA no. 3734 and/or Ms. Ratchada Yongsawadwanich, CPA no. 4951 of EY Office Limited which are the Company's auditor for three years to be the auditors of the company and its subsidiaries located in Thailand for the financial year 2015 with their remuneration of up to Baht 1,800,000 per annum excluded other out-of-pocket expenses such as travelling.

The above nominated auditors do not have any relationship or interest with or in the company or any of its executives, major shareholders or their affiliates.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not giving company the suggestion. Chairman then proposed the meeting to consider and approve the appointment of auditors and to determine their remuneration as details proposed.

Resolution: The meeting approved the appointment of auditors as proposed with their remuneration of up to Baht 1,800,000 per annum excluded other out-of-pocket expenses such as travelling as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	441,954,506	99.94
2. Against	-	0.00
3. Abstain	260,000	0.06
Total Number of Vote Casting	442,214,506	100.00

Agenda no.9 To consider any other business (if any)

Chairman informed the meeting that if shareholders require proposing other agenda, counted shares from those shareholders shall not be less than 1/3 of the issued shares.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions.

Mr. Thongthos Panglad asked that how does the Company announce the intention of the anti-corruption to public in accordance with the IOD seminar.

The company secretary reported that the Company announces the intention of the anti-corruption in the CG Manual. Moreover, the Company is focusing on fraud and corruption

controlling in every working procedures. The Company is in the process of preparation of the anti-corruption announcement in according to IOD seminar.

Another shareholder then asked that what the progress of Chonburi land acquisition is.

Managing Director reported that the business in eastern area is continually expanding. The Company bought land in order to serve such expansion and is now in the process of designing the Company's branch office.

In addition, Mr. Chatchawan asked that what is the Company's policy, goal and plan for this year.

Managing Director reported that the Company gives importance to credit quality control and aims to grow more than the overall business. Drought might affect the Company in term of customer's repayment which is controlled and measured intensely all the time.

Chairman allowed the meeting to inquire questions and give the company supplementary suggestions. As a result, shareholders had no inquiry and did not give company the suggestion. Chairman then declared the meeting adjourned.

The meeting was closed at 11.40 am.

Mr. Samart Chiradamrong

Chairman

Minutes certification has been verified

Mrs. Katika Kusawadee

Company Secretary

Detail of the issuing and offering debt instruments

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 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 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 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, 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.

**The amendment of the Company's objectives
of
S11 Group Public Company Limited**

Items	Original Objectives	Added Objectives
1	To purchase, supply, accept, hire, buy or hire-purchase, acquire ownership, occupy, modify, utilize, and manage by other means any property as well as interest accruing thereon.	-
2	To sell, transfer, mortgage, pledge as security, trade and dispose by other means of properties.	-
3	To act as brokers, representatives, agents for enterprises and business of all kinds, except for insurance business, recruiting member for associations and securities trading.	-
4	To borrow money from, overdraw on accounts with banks, corporations or other financial institutions; and to lend or give credit by other means, with or without collateral securities, as well as to accept, issue, make a transfer and endorse bills of exchange or other title-transferable bills or instruments, except for bank, finance and Credit Foncier business.	-
5	To set up branches or appoint agents to operate both inside and outside of the country.	-
6	To enter as a partner into limited-liability partnership ventures and as shareholder into other limited and public limited companies.	-
7	To set up company to sell live animals, butchered meat, frozen meat and canned meat.	-
8	To set up business for rice, corn, tapioca, tapioca pellets, coffee, cashew nuts, beans, sesame, castor, palm oil, hemp, cotton, silk cotton, farm produce, products from the aforementioned. Lac, animal skin, animal horns, wood, ore, rubber, raw rubber sheet or other rubber generated or acquired from any parts of	-

Items	Original Objectives	Added Objectives
	its tree. Wild goods, herbs, agricultural crops and all other.	
9	To set up business for plants, fruits, vegetables, bamboo shoots, pepper, tobacco smoking, drinking mineral water, juices, soft drinks, liquor, fresh food, dried food, instant food. Canned seafood. Canned goods. Condiments and sauces, vegetable oils, forage crops and other foodstuffs.	-
10	To set up business for woven fabrics of synthetic filament yarn, nylon thread, elastic stretch polyamide yarns and apparel. Garment Costume, jewelry costumes, socks, stockings, leather shoes, bags, textiles, sports equipment.	-
11	To set up business for housing packaging machines, furniture, glassware, cookware, refrigerator, air conditioning. Air exhaust fan. Rice cookers, electric irons, electric heaters. Microwave oven. Appliances, electrical equipment, including spare parts and accessories of such product.	-
12	To set up business for Construction materials. Equipment and tools used in construction. Tools of all types of colored paint tools. Furniture and equipment, steel, copper, brass, porcelain, sanitary ware, including spare parts and accessories of such product.	-
13	To set up business for machine, laborsaving device, vehicle, generator. Pump. Water treatment and waste removal equipment.	-
14	To set up business for Coal products, fuel otherwise cause energy and fuel stations.	-
15	To set up business for drugs, medicines, chemicals, pharmaceuticals, medical devices. Scientific tools, fertilizers, pesticides. Tonic plants and animals of all kinds.	-

Items	Original Objectives	Added Objectives
16	To set up business for cosmetics and beauty supplies.	-
17	To set up business for printing paper, stationery, textbooks, teaching supplies, books. Photographic equipment and films, calculators, printer, print publishing, file cabinet, communication tools including computer equipment and spare parts of such product.	-
18	To set up business for trading, gold alloy, silver, stones and other gems. Including semi-precious items.	-
19	To set up business for plastics or anything else which has similar characteristics; raw or finished product.	-
20	To set up business for artificial rubber objects or substitutes. Products obtained from scientific method.	-
21	Import to sell in the domestic market and export to foreign countries. The product is as defined in objectives.	-
22	Bid to sell the product as intended for the individual, non juristic bodies of persons, juristic persons, entity of state government agencies and organizations, both within and outside the country.	-
23	To make, supply, acquire ownership, trade, purchase, sell, hire, sublet, buy or hire-purchase, lease, mortgage, pledge as security, pawn or dispose by other means the chattel and/or real estate.	-
24	The Company may issue shares at a price equivalent to, higher, or lower than the set par value in accordance with the provisions of the law governing public limited companies.	-
25	The Company may issue and offer all kind of securities to public and/or any person according to	-

Items	Original Objectives	Added Objectives
	Securities and Exchange Act.	
26	-	To set up business for legal advice, get the charge, debt collection, investigate property and legal execution to individual, non juristic bodies of person, juristic persons and all kind of financial institutions.
27	-	To set up business for act as plaintiff or attorney in complaints, sue, charge, defense case or disputes both inside and outside the court or trial, compromise or any execute to keep the Company's or employee's benefit.
28	-	To set up business for set up system and maintenance GPS tracking system for vehicle or person including accessories of such product.
29	-	To set up business for act as representatives, brokers to dispose, wholesale, retail, import, export and lease GPS tracking system for vehicle or person including accessories of such product.
30	-	To set up business for bidding property to auction.
31	-	To set up business for bidding to sell goods, hire of works according to the Company's objectives to individuals, non juristic bodies of persons, juristic persons, entity of state government agencies and organizations, both within and outside the country.

Profiles of the directors who retired by rotation

Name	Mr. Samart Chiradamrong
Age	65 years
Nationality	Thai
Address	888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, Bangkok
Educational qualification	- Master Degree in Engineering Management, University of St. Louis, Philippines
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 5/2004, IOD
Work Experience	- 2013 – Present : Chairman, S 11 Group PCL - 2011 – 2013 : Chairman / Managing Director, S 11 Group PCL - 2007 – 2011 : Vice President / Managing Director, Group Lease PCL - 2005 – 2007 : Chairman, Group Lease PCL - 1990 – 2005 : Managing Director, Group Lease PCL - 1988 – 1989 : Managing Director, MBT Factoring Co., Ltd. - 1980 – 1986 : Managing Director, HIWAY Co., Ltd.
Current job positions	Chairman
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- S Charter Co., Ltd.
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -
Nature of the nominated directorship	Chairman

Term of office	4 years (Recent Appointment Date : 27 March 2014) (First Appointment Date : 9 December 2013)
% of shareholding in the Company	Ordinary shares 10,973,147 shares, representing 1.79 percent
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting Attendance in 2016	- 4 times out of 4 meetings of the board of directors

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company as well as had considered by the Board of Directors that he has an appropriate qualification for the Company's business)

Name	Mr. Sirawat Wanglee
Age	45 years
Nationality	Thai
Address	230 Soi.Sukhumvit 49, Khlong Tan Nuea, Watthana, Bangkok
Educational qualification	- MBA, Kenan Flagler Business School, University of North Carolina at Chapel Hill, USA
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 81/2009, IOD
Work Experience	- 2011 – Present : Director, S 11 Group PCL - 2008 – Present : Managing Director, WEERAWONG Co., Ltd. - 2010 – Present : Managing Director, WEERAWONG Estate Co., Ltd. - 2008 – 2011 : Fiscal Analyst, Ministry of Finance
Current job positions	Director
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- WEERAWONG Co., Ltd. - WEERAWONG Estate Co., Ltd.
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -
Nature of the nominated directorship	Director
Term of office	4 years (Recent Appointment Date : 27 March 2014) (First Appointment Date : 9 December 2013)
% of shareholding in the Company	Ordinary shares 55,099,700 shares, representing 8.99 percent

Direct and indirect interests in the Company or in the relevant subsidiaries - None -

Historical records or meeting Attendance in 2016 - 4 times out of 4 meetings of the board of directors

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company as well as had considered by the Board of Directors that he has an appropriate qualification for the Company's business)

Name	Mr. Chatchai Chotanakarn
Age	64 years
Nationality	Thai
Address	14 Soi.Boonchusri, Dindang Road, Samsen Nai, Prayathai, Bangkok
Educational qualification	- M.S. (Computer Science) Florida Institute of Technology, U.S.A - M.S. (Agricultural Economics) Kasetsart University
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 62/2007, IOD
Work Experience	- 2013 – Present : Chairman of the Audit Committee & Independent Director, S 11 Group PCL - 2014 : Advisory of Managing Director, Bangkok Life Assurance PCL - 2008 – 2013 : IT Senior Vice President, Bangkok Life Assurance PCL - 2007 – 2011 : IT Director, Bangkok Life Assurance PCL - 1998 – 2000 : IT Director, Financial Sector Restructuring Authority Organization - 1994 – 1998 : IT Director, Savco Wholesale Co., Ltd. - 1987 – 1994 : Project Manager, Bank of Thailand
Current job positions	Chairman of Audit Committee / Independent Director / Vice Chairman
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- None -
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -
Nature of the nominated directorship	Chairman of Audit Committee / Independent Director / Vice Chairman

Term of office	4 years
	(Recent Appointment Date : 27 March 2014)
	(First Appointment Date : 9 December 2013)
% of shareholding in the Company	- None -
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting	- 4 times out of 4 meetings of the board of directors
Attendance in 2016	- 4 times out of 4 meetings of the Audit Committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company as well as the Board of Directors has considered that he can express opinions independently and in compliance with the related rules)

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Proxy

Chapter V Clause 35

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

2. Meeting Procedures

Chapter V Clause 36

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

3. Quorum

Chapter V Clause 34

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

4. Voting Procedures

Chapter V Clause 37

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter V Clause 38

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law.

5. Appointment of Directors

Chapter IV Clause 14

The Company has a board of directors consisting of at least 5 persons. The board of directors must elect one of their members to be the Chairman and may elect another member to be a Vice-Chairman and any other positions as they see fit. At least one-half of the directors must reside in Thailand.

Chapter IV Clause 15

A director need not be a shareholder of the Company.

Chapter IV Clause 16

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held;
- (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and
- (3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.

Chapter IV Clause 17

At every annual general meeting of shareholders, at least one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

A retiring director is eligible for re-election.

Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting

The policy of the Board of The Stock Exchange of Thailand, dated 19th February, 1999, 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. In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. Natural person

1.1 *Thai nationality*

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, a copy of identification card of the shareholder and a copy of identification card or passport (in case of a foreigner) of the proxy.

1.2 *Non-Thai nationality*

- (a) passport of the shareholder; or
- (b) in case of proxy, a copy passport of the shareholder and a copy identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 *Juristic person registered in Thailand*

- (a) A copy of corporate affidavit, issued within 3 months by Department of Business Development, Ministry of Commerce; and
- (b) A copy of identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

2.2 *Juristic person registered outside of Thailand*

- (a) A copy of corporate affidavit; and
- (b) A copy of identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

3. A Deceased Shareholder

In this, the administrator of the deceased's estate attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must present similar documents described in item 1 and a copy of court order appointing him/her as administrator of the deceased's estate certified by the administrator.

4. A Minor Shareholder

Their parent or legal guardian attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must present similar documents described in item 1 and a copy of house registration of the minor shareholder certified by parent or legal guardian.

5. A Incompetent or Quasi-incompetent Shareholder

The guardian or curator attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must present similar documents described in item 1 and a copy of court order appointing him/her as a guardian or curator certified by guardian or curator.

In case the documents required above are in other language than Thai or English, Thai or English translation verified by shareholders or authorized persons of such juristic shareholder shall be provided.

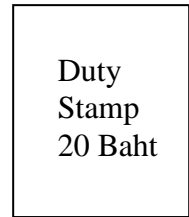
In addition, documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting are in accordance with regulation of relating authorities and given no obstruction or unreasonable obligation to shareholders (i.g. not required original identification card of shareholders in case of proxy and/or any other documents or evidence than specified by notification of relating authorities)

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. on 3 April 2017.

Remark

If any shareholder cannot attend the 2017 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to S 11 Group Public Company Limited at no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, Bangkok 10220

Form of Proxy, Form A. (General Form)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)



Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

(2) being a shareholder of S 11 Group Public Company Limited, holding shares
in total which are entitled to cast votes as follows:
ordinary shares: shares in total which are entitled to cast votes; and
preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at No.
..... Road, Tambol/Kwaeng, Amphur/Khet,
Province, Postal Code, or

(2) Mr. Chatchai Chotanakarn Independent Director Age 64 Years
Residing at No. 14 Boonchoosri Lane, Dindaeng Road, Samsaennai, Phayathai, Bangkok 10400

(3) Mr.Thanisorn Dejthamrong Independent Director Age 64 Years
Residing at No.709, Village No.15, Bangkaew sub-district, Bang Phli district, Samut Prakan
province 10540

(4) Mrs.Vachira Na Ranong Independent Director Age 62 Years
Residing at No. 256, Sukhimvit 55 (Thonglor) Lane, Khlong Tan Nuea, Wattana, Bangkok 10110

any one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders to be held on 3 April 2017 at 10.00 a.m. at the meeting room, 3rd floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Remarks

A shareholder may grant a proxy to only one 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.

Form of Proxy, Form B.
(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Duty
Stamp
20 Baht

Made at

Date Month Year

(1) I/We nationality
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

(2) being a shareholder of S 11 Group Public Company Limited, holding shares
 in total which are entitled to cast votes as follows:
 ordinary shares: shares in total which are entitled to cast votes; and
 preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at No.,
 Road, Tambol/Kwaeng, Amphur/Khet,
 Province, Postal Code, or

- (2) Mr. Chatchai Chotanakarn Independent Director Age 64 Years
 Residing at No. 14 Boonchoosri Lane, Dindaeng Road, Samsaennai, Phayathai, Bangkok 10400
- (3) Mr.Thanisorn Dejthamrong Independent Director Age 64 Years
 Residing at No.709, Village No.15, Bangkaew sub-district, Bang Phli district, Samut Prakan
 province 10540
- (4) Mrs.Vachira Na Ranong Independent Director Age 62 Years
 Residing at No. 256, Sukhivvit 55 (Thonglor) Lane, Khlong Tan Nuea, Wattana, Bangkok 10110

any one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders to be held on 3 April 2017 at 10.00 a.m. at the meeting room, 3rd floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda 1 To certify the minute of the 2016 Annual General Meeting of Shareholders

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 2 To acknowledge the Company's operating performance for the year 2016

Agenda 3 To consider and approve the increasing of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million

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

- Approve Disapprove Abstain

Agenda 4 To consider and approve the financial statement for the year 2016 ended 31 December 2016 which has been audited by external auditor

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 5 To acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2016 ended 31 December 2016

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 6 To consider and approve the amendment of the Company's objectives

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 7 To consider and approve the amendment of Clause 3 of Memorandum of Association in accordance with the amendment of the Company's objectives

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 8 To consider and approve the re-election of directors who retired by rotation for the year 2017

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

- Appointment of all directors
 Approve Disapprove Abstain

- Appointment of any director(s)
Name of Director : Mr. Samart Chiradamrong
 Approve Disapprove Abstain

- Name of Director : Mr. Sirawat Wanglee
 Approve Disapprove Abstain

- Name of Director : Mr. Chatchai Chotanakarn
 Approve Disapprove Abstain

Agenda 9 To consider and approve the remunerations of the Board of Directors for the year 2017

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 10 To consider and approve the appointment of External Auditor and determine their remuneration for the year 2017

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain

Agenda 11 To consider any other business (if any).

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at its own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Remarks

1. A shareholder may grant a proxy to only one 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. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of S11 Group Public Company Limited

For the 2017 Annual General Meeting of Shareholders to be held on 3 April 2017 at 10.00 a.m. at the meeting room, 3rd floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. re: Appointment of directors (Continued)

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

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Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

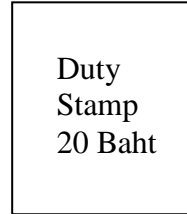
Name of Director
 Approve Disapprove Abstain

Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)



Made at

Date Month Year

(1) We
located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code
in our capacity as the custodian for,
being a shareholder of S11 Group Public Company Limited, holding shares in total which
are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and
preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years, residing/located at No.
..... Road, Tambol/Kwaeng, Amphur/Khet,
Province, Postal Code, or

(2) Mr. Chatchai Chotanakarn Independent Director Age 64 Years
Residing at No. 14 Boonchoosri Lane, Dindaeng Road, Samsaennai, Phayathai, Bangkok 10400

(3) Mr.Thanisorn Dejthamrong Independent Director Age 64 Years
Residing at No.709, Village No.15, Bangkaew sub-district, Bang Phli district, Samut Prakan
province 10540

(4) Mrs.Vachira Na Ranong Independent Director Age 62 Years
Residing at No. 256, Sukhimvit 55 (Thonglor) Lane, Khlong Tan Nuea, Wattana, Bangkok 10110

any one of them as our proxy to attend and vote on our behalf at the 2017 Annual General Meeting of Shareholders to be held on 3 April 2017 at 10.00 a.m. at the meeting room, 3rd floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
 - Ordinary shares: shares in total, which are entitled to cast votes; and
 - Preferred shares: shares in total, which are entitled to cast votes,
 - Total: votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

Agenda 1 To certify the minute of the 2016 Annual General Meeting of Shareholders

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 2 To acknowledge the Company's operating performance for the year 2016

Agenda 3 To consider and approve the increasing of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 4 To consider and approve the financial statement for the year 2016 ended 31 December 2016 which has been audited by external auditor

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 5 To acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2016 ended 31 December 2016

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 6 To consider and approve the amendment of the Company's objectives

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 7 To consider and approve the amendment of Clause 3 of Memorandum of Association in accordance with the amendment of the Company's objectives

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 8 To consider and approve the re-election of directors who retired by rotation for the year 2017

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Appointment of all directors
 - Approve with votes Disapprove with votes Abstain with votes
 - Appointment of any director(s)
 - Name of Director : Mr. Samart Chiradamrong
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Sirawat Wanglee
 - Approve with votes Disapprove with votes Abstain with votes

Name of Director : Mr. Chatchai Chotanakarn

Approve with votes Disapprove with votes Abstain with votes

Agenda 9 To consider and approve the remunerations of the Board of Directors for the year 2017

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 10 To consider and approve the appointment of External Auditor and determine their remuneration for the year 2017

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 11 To consider any other business (if any).

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

(5) If the votes which the proxy casts on any agenda conflict with our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by us in our capacity as the shareholder.

(6) If our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on our behalf at its own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of our instruction, shall be deemed as our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) A certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one 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.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of S11 Group Public Company Limited

For the 2017 Annual General Meeting of Shareholders to be held on 3 April 2017 at 10.00 a.m. at the meeting room, 3rd floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Agenda no. re: Appointment of directors (Continued)

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director
 Approve with votes Disapprove with votes Abstain with votes

Name of Director
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Name of Director
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Name of Director
 Approve with votes Disapprove with votes Abstain with votes

Profiles of the independent directors proposed as proxy by the Company

Name	Mr. Chatchai Chotanakarn	
Age	64 years	
Nationality	Thai	
Address	14 Soi.Boonchusri, Dindang Road, Samsen Nai, Prayathai, Bangkok	
Educational qualification	<ul style="list-style-type: none"> - M.S. (Computer Science) Florida Institute of Technology, U.S.A - M.S. (Agricultural Economics) Kasetsart University 	
Directorship training	<ul style="list-style-type: none"> - Certificate of attendance Directors Accreditation Program (DAP) Class 62/2007, IOD 	
Work Experience	<ul style="list-style-type: none"> - 2013 – Present : Chairman of the Audit Committee & Independent Director, S 11 Group PCL - 2014 : Advisory of Managing Director, Bangkok Life Assurance PCL - 2008 – 2013 : IT Senior Vice President, Bangkok Life Assurance PCL - 2007 – 2011 : IT Director, Bangkok Life Assurance PCL - 1998 – 2000 : IT Director, Financial Sector Restructuring Authority Organization - 1994 – 1998 : IT Director, Savco Wholesale Co., Ltd. - 1987 – 1994 : Project Manager, Bank of Thailand 	
Current job positions	Chairman of the Audit Committee / Independent Director / Vice Chairman	
<u>In any listed companies</u>	- S 11 Group PCL	
<u>In any non- listed companies</u>	- None -	
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -	
Nature of the nominated directorship	Chairman of the Audit Committee / Independent Director / Vice Chairman	

Term of office 4 years (Full term in office)

(Recent Appointment Date : 27 March 2014)

(First Appointment Date : 9 December 2013)

% of shareholding in the Company - None -

Direct and indirect interests in the - None -
Company or in the relevant subsidiaries

Historical records or meeting - 4 times out of 4 meetings of the board of directors

Attendance in 2016 - 4 times out of 4 meetings of the audit committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Name	Mrs. Vachira Na Ranong
Age	62 years
Nationality	Thai
Address	256 Soi. Sukhumvit 55, Klongtun Nua, Wattana, Bangkok
Educational qualification	- Master's degree in Finance, Marshall University, USA - Bachelor's degree in Banking and Finance, Chulalongkorn University
Directorship training	- Certificate of attendance Directors Certification Program (DCP) Class 124/2009, IOD - Certificate of attendance Directors Accreditation Program (DAP) Class 61/2007, IOD - Capital Market Academy Class 8
Work Experience	- 2013 – Present : Audit Committee & Independent Director, S11 Group PCL - 2012 – Present : Director & Association President, Thai Investors Association - 2003 – 2010 : Deputy Secretary, General Administration Group Government Pension Fund (GPF) - 2002 – 2003 : Project Advisor, Fiscal Policy Research Institute (FPRI) - 1998 – 2002 : Assistant Secretary General, Financial Sector Restructuring Authority (FRA) - 1989 – 1997 : Vice President, Finance One PLC - 1988 – 1989 : Vice President, The Siam Sanwa Industrial Credit Co., Ltd. (SICCO)

- 1979 – 1987 : Manager, Thai Investment and Securities Co., Ltd.
(TISCO)

Current job positions Audit Committee / Independent Director / Director / Association President

In any listed companies - S 11 Group PCL

In any non- listed companies - Thai Investors Association

In any companies which may result in a - None -
conflict of interest with the Company

Nature of the nominated directorship - None -

Term of office 4 years

(Recent Appointment Date : 23 April 2015)

(First Appointment Date : 9 December 2013)

% of shareholding in the Company 0.00

Direct and indirect interests in the - None -
Company or in the relevant subsidiaries

Historical records or meeting - 4 times out of 4 meetings of the board of directors

Attendance in 2016 - 4 times out of 4 meetings of the Audit Committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Name	Mr. Thanisorn Dejthamrong
Age	64 years
Nationality	Thai
Address	709 Moo.15, Bangkaew Sub-District, Bangpee District, Samutprakarn Province
Educational qualification	<ul style="list-style-type: none"> - Ph. D. (Economics), University of Washington, Seattle, Washington, USA - M.A. (Economics), University of Washington, Seattle, Washington, USA - Bachelor's degree in Economics, Thammasart University
Directorship training	<ul style="list-style-type: none"> - Certificate of attendance Directors Accreditation Program (DAP) Class 106/2013, IOD
Work Experience	<ul style="list-style-type: none"> - 2013 – Present : Audit Committee & Independent Director, S11 Group PCL - 2005 – Present : Economic Advisor, Banpu PCL - 2003 – 2005 : Project Advisor, Fiscal Policy Research Institute Foundation - 2003 – 2005 : Project Advisor, Government Saving Bank, Bank for Agriculture and Agricultural Cooperatives - 1998 – 2003 : Director of Research Information Office, Financial Restructuring Authority (FRA) - 1995 – 1998 : Assistant Managing Director, Kiatnakin Finance and Securities PLC - 1990 – 1992 : Research Economist, Research and Training Centers of Southeast Asian Central Banks (SEACEN) Malaysia, seconded by the Bank of Thailand - 1988 – 1995 : Assistant Economists, the Bank of Thailand - 1982 – 1985 : Economists, the Bank of Thailand

Current job positions Audit Committee / Independent Director / Economic Advisor

In any listed companies - S 11 Group PCL

- Banpu PCL

In any non- listed companies - None -

In any companies which may result in a - None -

conflict of interest with the Company

Nature of the nominated directorship - None -

Term of office 4 years

(Recent Appointment Date : 7 April 2016)

(First Appointment Date : 9 December 2013)

% of shareholding in the Company - None –

Direct and indirect interests in the - None -

Company or in the relevant subsidiaries

Historical records or meeting - 4 times out of 4 meetings of the board of directors

Attendance in 2016 - 4 times out of 4 meetings of the Audit Committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Map 1



Map 2

