

Invitation to
The 2022 Annual General Meeting
Of The Shareholders

S 11 GROUP PUBLIC COMPANY LIMITED

Thursday 7 April 2022 (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 2022 Annual General Meeting of Shareholders
- To: Shareholders of S 11 Group Public Company Limited
- Attachments:
1. Copy of the minutes of the 2021 Annual General Meeting of Shareholders
 2. 56-1 One Report of the year 2021 (QR Code)
 3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
 4. Detail of debt instruments
 5. The Company's Articles of Association concerning shareholders meetings and voting procedures
 6. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
 7. Proxy form
 8. Profile of the independent director proposed as proxy by the Company
 9. Map of the place of the meeting

The Board of Directors has resolved to hold the 2022 Annual General Meeting of Shareholders (the Meeting) on Thursday 7 April 2022 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 2021 Annual General Meeting of Shareholders**

Facts and reasons: The 2021 Annual General Meeting of Shareholders was held on 1 April 2021. The Company accurately recorded the minutes and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in the given period. A copy of the Minutes of the 2021 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 2021 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 2021**

Facts and reasons: For the year 2021 ended 31 December 2021, the Company had an income of Baht 1,822,244,614 and net profit before comprehensive income of Baht 399,746,035.



Detailed information of the Company's operating results is provided in the 56-1 One Report under the heading "Management Discussion and Analysis" which is disclosed on the Company's website www.sgroup.co.th since 1 March 2022 and attached to this notice as 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 consolidated financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 which has been audited by external auditor

Facts and reasons: The Board has had the consolidated financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 which has been audited by external auditor prepared in order to be submitted to the 2022 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 56-1 One Report under the heading "Financial Statement" which is disclosed on the Company's website www.sgroup.co.th since 1 March 2022 and attached to this notice as Attachment 2.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 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.

4. To acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2021 ended 31 December 2021

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. However, the legal reserve of the Company has been fully according to related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital, thus the Company no needed to have any additional legal reserve.



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 from the separate financial statement for the year 2021 ended 31 December 2021, the Company had an income from the separate financial statement of Baht 1,822,244,614 and net profit before comprehensive income from the separate financial statement of Baht 399,746,035.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the cash dividend payment for the operating results from the separate financial statement of the year 2021 ended 31 December 2021 with payout rate of Baht 0.26 per share or estimated to be the rate of stock dividend payment for 39.87 percent compared with the net profit (compared to the previous year for 31.22 percent). The total dividend payout amount of Baht 159,380,000. Such dividend payment ratio has not followed the Company's dividend payment policy. However, the Company has paid the dividend lower than 40 percent due to the reservation of a working capital and to support the uncertainty of the economic resulting from the COVID-19 situation. Moreover, the Company paid interim dividend at the rate of Baht 0.10 per share on 9 December 2021 and will pay the remaining dividend at the rate of Baht 0.16 per share. The record date for determining the shareholders who are entitled to the dividend payment is 18 April 2022 and the due date for payment is 6 May 2022.

The above right to receive dividends remains uncertain unless the 2022 Annual General Meeting of Shareholders has granted approval.

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

5. **To consider and approve the re-election of directors who retired by rotation for the year 2022**

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 2022 Annual General Meeting of shareholders were:

1. Mr. Surasak Khemthongkum Managing Director and the 2nd Vice Chairman
2. Mr. Jeremy Liao Director
3. Mr. Thanisorn Dejthamrong Audit Committee and Independent Director

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 carefully and discreetly 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. Surasak Khemthongkum Managing Director and the 2nd Vice Chairman
2. Mr. Jeremy Liao Director
3. Mr. Thanisorn Dejthamrong Audit Committee and Independent Director

Profiles of the 3 directors are set out in Attachment 3. 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 56-1 One Report under the heading "Corporate Governance Report", which is disclosed on the Company's website www.sgroup.co.th since 1 March 2022 and attached to this notice as Attachment 2.)

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

**6. To consider and approve the remunerations of the Board of Directors for the year 2022**

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 2022 onwards until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow:

1. Executive Director will not receive the remuneration of the Board of Directors but will receive the remuneration of employees instead.
2. Non-executive Director will receive the remuneration of the Board of Directors monthly by authorized the Board of Directors to determine the detail of the remuneration. However, such remuneration will not exceeding Baht 2,500,000 per year.
3. No bonus for directors of the Company for the year 2022.
4. The remuneration is paid only to Non-executive Directors of the Company.
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 56-1 One Report under the heading "Corporate Governance Report", which is disclosed on the Company's website www.sgroup.co.th since 1 March 2022 and attached to this notice as Attachment 2.

Table of comparison of the remuneration paid to directors in 2022 and 2021

Unit: Baht

Type of remuneration	2022 (as proposed)	
	Chairman of the Board Executive Director	Chairman of the Audit Committee Non-executive Director
1. Remuneration	None	Not exceeding Baht 2,500,000
2. Bonus	None	
3. Other	None	



Type of remuneration	2021	
	Chairman of the Board Executive Director	Chairman of the Audit Committee Non-executive Director
1. Remuneration	None	Not exceeding Baht 2,500,000
2. Bonus	None	
3. Other	None	

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

7. To consider and approve the appointment of External Auditor and determine their remuneration for the year 2022

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. Rattana Jala, CPA no. 3734 and/or
2. Ms. Saranya Pludsri, CPA no. 6768 and/or
3. Ms. Ratchada Yongsawadwanich, CPA no. 4951 and/or
4. Ms. Sirikorn Plernpissiri, CPA no. 5234

of EY Office Limited (same auditing firm with subsidiary company) which Ms. Saranya Pludsri, CPA no. 6768 are the Company's auditor for 1 years to be the auditors of the Company for the financial year 2022 with their remuneration of up to Baht 3,000,000 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 subsidiaries, executives, major shareholders or their affiliates.

Table of comparison of the auditors' remuneration

Auditors' remuneration	Financial Year 2021	Financial Year 2022
1. Auditing fee	Baht 3.00 million	Baht 3.00 million
2. Other service charges and expenses	-	-

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the appointment of Ms. Rattana Jala, CPA no. 3734 and/or Ms. Saranya Pludsri, CPA no. 6768 and/or Ms. Ratchada Yongsawadwanich, CPA no. 4951 and/or Ms. Sirikorn Plernpissiri, CPA no.5234 of EY Office Limited to be the auditors of the Company for the financial year 2022 with their remuneration of up to Baht 3,000,000 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 subsidiaries, executives, major shareholders or their affiliates.

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

8. To consider and approve 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 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 4.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve 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 4.

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



S 11 GROUP PUBLIC COMPANY LIMITED

Registered no. 0107556000698

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

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

9. 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 7).

In case you are unable to attend the 2022 Annual General Meeting of Shareholders, you may appoint an independent director, whose CV is attached to the proxy form (Attachment 8), as your proxy to attend and vote at the Meeting on your behalf.

The Company fixes 1 March 2022 as the record date for determining the shareholders entitled to attend the 2022 Annual General Meeting of Shareholders.

Yours sincerely,

S 11 Group Public Company Limited

Mr. Samart Chiradamrong

Chairman of the Board of Directors

English Translation

Minute of the Annual General Meeting of Shareholder for the year 2021

S11 Group Public Company Limited

Date, Time and Venue

The meeting was held on 1 April 2021 at 10.00 a.m. at the meeting room, 3rd floor, no.888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Sai Mai District, Bangkok 10220

Mr. Samart Chiradamrong, Chairman, has an intention to attend the Meeting. Unfortunately, due to the necessary business caused Chairman could not attend this Meeting in person. Board, therefore, assigned Mrs. Vachira Na Ranong, Vice Chairman, Chairman of the Audit Committee and Independent Director to be the Chairman of the Meeting as well as appointed Mr. Somyod Suteerapornchai, legal advisor, to be the Meeting Facilitator. Chairman welcomed the shareholders presenting at the meeting and then Legal Advisor recorded that 160 shareholders were attending the meeting in person and 22 shareholders by proxy, representing 182 shareholders being counted to be 465,535,730 shares or 75.94 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.

Mr. Somkiat Tangwongphimook suggested that the Company increase the alphabet size on the shareholder record screen.

Company Secretary acknowledged the suggestion and assigned staff to execute the improvement.

After Chairman already called to order the meeting, there was 1 additional shareholder were attending the meeting in person. Then total shareholders were 161 shareholders attending the meeting in person, representing 183 shareholders holding total of 467,894,830 shares or 76.33 percent of total paid up shares.

Legal Advisor asked Company Secretary to introduce the Board of Directors, Management and External Auditor of the Company who joined the meeting and to inform the vote counting procedure.

Company Secretary introduced the Board of Directors, Management and External Auditor of the Company as follow;

Directors who personally attended the meeting (totaling 66.67% of the Board of directors)

- | | |
|------------------------------|---|
| 1. Mrs. Vachira Na Ranong | Chairman of the Audit Committee and Vice Chairman |
| 2. Mr. Surasak Khemthongkum | Managing Director and the 2 nd vice chairman |
| 3. Mr. Thirawat Sarindu | Audit Committee |
| 4. Mr. Thanisorn Dejthamrong | Audit Committee |
| 5. Mr. Sirawat Wanglee | Director |
| 6. Mr. Thosaporn Lerdbhan | Director |

Directors who attended the meeting via electronic media

- | | |
|--------------------------------|----------|
| 1. Mr. Samart Chiradamrong | Chairman |
| 2. Mr. Tay Christopher Charles | Director |
| 3. Mr. Jeremy Liao | Director |

External Auditor from EY Office Limited

1. Ms. Saranya Pludsri
2. Ms. Patchanin Pan-in

Other Attendants

- | | |
|-------------------------------|--|
| 1. Ms. Watcharaporn Meruthong | Finance and Accounting Manager |
| 2. Mr. Somyod Suteerapornchai | Legal Advisor |
| 3. Mrs. Katika Kusawadee | Company Secretary, as a secretary of the meeting |

The meeting was commenced as follow:

Company Secretary 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. 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.

3. 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 raise 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 in related agendas. In case the shareholder requires for making an inquiry other than the aforementioned agendas, please inquire or express opinions in other agendas.
4. 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 director 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.

5. For counting votes in each agenda, the majority votes of the shareholders who present and eligible to 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 and eligible to vote 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,

void and the percentage compared to the total number of votes cast by the shareholders who present and eligible to vote at the meeting.

Legal Advisor then requested the meeting to consider the agenda as follows:

Agenda 1 Certify the minutes of the 2020 Annual General Meeting of Shareholders

Legal Advisor presented the minutes of the 2020 Annual General Meeting of Shareholders held on 2 April 2020 which was accurately recorded and submitted to SET and the Ministry of Commerce in the given period. The minute was attached to the notice sent to all shareholders.

Legal Advisor asked 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. Legal Advisor then proposed the meeting to certify the minutes of the 2020 Annual General Meeting of Shareholders.

Resolution: The meeting unanimously resolved to certify the minutes of the 2020 Annual General Meeting of Shareholders as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,894,830	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	467,894,830	100.00

Remark:

1. The resolution for this agenda item has no voided ballot.
2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 2 Acknowledge the Company's operating performance for the year 2020

Legal Advisor informed the meeting that the Company's operating performance for the year 2020 was provided in the Annual Report that disclosed on the Company's website www.sgroup.co.th since 1 March 2021 and attached to the notice sent to all shareholders and then requested Mr. Surasak Khemthongkum, Managing Director and the 2nd vice chairman, to report the company's operating results for the year 2020.

Managing Director and the 2nd vice chairman has stated the performance and significant changing for the year 2020 as follow;

The operating results of the company for the year 2020 ended 31 December 2020, the company generated the net profit of Baht 490.81 million or decreased 7.21 percent from Baht 528.96 million compared to the same period of the previous year. Total revenue for the year 2020 was Baht 2,026.98 million, increased 5.87 percent from Baht 1,914.65 million compared to the same period of the previous year. Major increased revenue was hire purchase interest income.

Total expense for the year 2020 was increased 15.27 percent from Baht 1,101.37 million to Baht 1,269.50 million compared to the same period of the previous year which including

(1) Sale and administrative expense were increased 1.15 percent from Baht 343.66 million to Baht 347.62 million compared to the same period of the previous year.

(2) Bad debts and doubtful account were increased 33.19 percent from Baht 512.50 million to Baht 682.61 million compared to the same period of the previous year resulting from the effect of COVID-19 and the expected credit losses according to the Thai Financial Reporting Standards 9 (IFRS 9).

(3) Loss on impairment and disposal of assets foreclosed were decreased 8.07 percent from Baht 245.21 million to Baht 225.41 million compared to the same period of the previous year and

(4) Financial cost was decreased 5.20 percent from Baht 152.05 million to Baht 144.14 million compared to the same period of the previous year.

Total assets were Baht 6,444.07 million or decreased 3.96 percent from Baht 6,709.44 million compared to the same period of the previous year. Most of the Company's assets is hire purchase receivables, which total net hire purchase receivables was Baht 5,951.10 million or decreased 3.78 percent from 6,184.58 million compared to the same period of the previous year. Total liabilities were Baht 3,612.88 million or decreased 11.65 percent from 4,089.44 million compared to the same period of the previous year.

Moreover, the Company has a guideline in announcing its intentions to public about anti-corruption policy by set a whistle blowing policy through suggestion box, mail and e-mail for persons who witness or be aware of or suspect that the board of directors or management or employees has broken the laws, procedure, rules or code of conduct of the company. Such persons will be able to complain through the way set by the company. The whistle blowing policy has shown in the Corporate Governance Manual and on the company's website.

Legal Advisor 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.

Agenda 3 Consider and approve the financial statement of the Company and its subsidiary for the year 2020 ended 31 December 2020 which has been audited by external auditor

Legal Advisor requested Managing Director and the 2nd vice chairman to inform the meeting that according to section 112 of the Public Limited Companies Act B.E.2535 as amended, the company shall prepare the financial statement of the Company and its subsidiary for the year 2020 ended 31 December 2020 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board. The detail was provided in the Annual Report that disclosed on the Company's website www.sgroup.co.th since 1 March 2021 and attached to the notice sent to all shareholders.

Legal Advisor then proposed the meeting to consider and approve the financial statement of the Company and its subsidiary for the year 2020 ended 31 December 2020 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board.

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

Mr. Wooth Ussanachit asked that what cause the decreasing revenues and the increasing allowance of doubtful debts in quarter 4 of the year 2020.

Managing Director and the 2nd Vice Chairman reported that the outbreak of COVID-19 broadly affected the society which includes the Company's customer. Moreover, the COVID-19 situation was outbreak again at Samut Sakorn province in quarter 4 of the year 2020 that caused the customer ask for indulgent the motorcycle hires purchase repayment. The Company, therefore, set the increasing allowance of doubtful debts to support the risk form such affect.

After that, there is no shareholders inquire additional questions. Legal Advisor then proposed the meeting to consider and approve the financial statement of the Company and its subsidiary for the year 2020 ended 31 December 2020.

Resolution: The meeting unanimously approved the financial statement of the Company and its subsidiary for the year 2020 ended 31 December 2020 which has been audited by the external auditor as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,894,830	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	467,894,830	100.00

- Remark:
1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 4 Acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2020 ended 31 December 2020

Legal Advisor requested Managing Director and the 2nd vice chairman to state that 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. However, the legal reserve of the Company has been fully according to related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital, thus the Company no needed to have any additional legal reserve.

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 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 from the separate financial statement of the year 2020 ended 31 December 2020, the company had an income from the separate financial statement of Baht 2,026,976,110.91 and net profit before comprehensive income from the separate financial statement of Baht 490,810,544.95. The Board then proposed the meeting to

consider and approve the cash dividend payment for the operating results from the separate financial statement of the year 2020 ended 31 December 2020 with payout rate of Baht 0.25 per share or the total dividend payout amount of Baht 153,250,000, However, the Company has paid the dividend lower than 40 percent due to the reservation of a working capital and to support the uncertainty of the economic resulting from the COVID-19 situation. Moreover, the Company paid interim dividend at the rate of Baht 0.10 per share on 9 December 2020 and will pay the remaining dividend at the rate of Baht 0.15 per share.

The record date for determining the shareholders who are entitled to the dividend payment is 16 April 2021 and the due date for payment is 30 April 2021.

Anyhow, the rate of dividend payment from the company's overall operation from the separate financial statement for the year 2020 ended 31 December 2020 will be equal to the rate of Baht 0.25 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 31.19 percent.

Legal Advisor 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. Legal Advisor then proposed the meeting to consider and approve no profit allocation as legal reserve and dividend payment for the operating results of the year 2020 ended 31 December 2020 as proposed.

Resolution: The meeting approved no profit allocation as legal reserve for the year 2020 as the Company has been fully legal reserved according to the related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital. The record date for determining the shareholders who are entitled to the dividend payment is 16 April 2021. The dividend payout rate is Baht 0.25 per share, of which the Company paid interim dividend at the rate of Baht 0.10 per share on 9 December 2020 and will pay the remaining dividend at the rate of Baht 0.15 per share and the due date for payment is 30 April 2021 as follows;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,729,379	99.965
2. Against	159,200	0.034
3. Abstain	6,251	0.001
Total Number of Vote Casting	467,894,830	100.00

- Remark:
1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 5 Consider and approve the re-election of directors who retired by rotation for the year 2021

Legal Advisor stated to the meeting that 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 2021 Annual General Meeting of Shareholders were;

1. Mr. Thosaporn Lerdbhan Director
2. Mr. Tay Christopher Charles Director
3. Mrs. Vachira Na Ranong Vice Chairman, Chairman of the Audit Committee and Independent Director

Profiles of 3 mentioned directors were attached to the notice sent to all shareholders.

Moreover, 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.

The Board, excluding these 3 directors who retired by rotation, considered and agreed to re-elect these 3 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.

Legal Advisor allowed the meeting to inquire questions and propose appropriated person to be elected as the company's directors.

Mr. Somkiat Tangwongphimook asked that what is the difference of work experience of Mrs. Vachira Na Ranong between 2013 – August 2017 and present as shown in the Invitation Letter page 29 (Attachment 3).

Company Secretary reported that in that meantime Mrs. Vachira Na Ranong was appointed to be the Company Audit Committee and from August 2017 – present, Mrs. Vachira Na Ranong was appointed to be the Vice Chairman and Chairman of the Audit Committee.

After that, there is no shareholders inquire additional questions and propose any person to be elected as directors of the company. Legal Advisor then proposed the meeting to consider and approve the re-election director individually.

Resolution: The meeting approved the re-election of directors who retired by rotation for the year 2021 individually as follow;

1. Mr. Thosaporn Lerdbhan as Director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	462,917,374	98.94
2. Against	2,527,700	0.54
3. Abstain	2,449,756	0.52
Total Number of Vote Casting	467,894,830	100.00

2. Mr. Tay Christopher Charles as Director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,817,589	99.98
2. Against	72,500	0.02
3. Abstain	4,741	0.00
Total Number of Vote Casting	467,894,830	100.00

3. Mrs. Vachira Na Ranong as Vice Chairman, Chairman of the Audit Committee and Independent Director

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,889,989	100.00
2. Against	100	0.00
3. Abstain	4,741	0.00
Total Number of Vote Casting	467,894,830	100.00

- Remark:
1. The resolution for this agenda item has no voided ballot.
 2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
 3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 6 Consider and approve the remunerations of the Board of Directors for the year 2021

Legal Advisor stated 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 2021 onwards until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow;

1. Executive Director will not receive the remuneration of the Board of Directors but will receive the remuneration of employees instead.
2. Non-executive Director will receive the remuneration of the Board of Directors monthly by authorized the Board of Directors to determine the detail of the remuneration. However, such remuneration will not exceed Baht 2,500,000 per year.
3. No bonus for directors of the Company for the year 2021.
4. The remuneration is paid only to Non-executive Directors of the Company.
5. Other remuneration: None

Legal Advisor 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. Legal Advisor then proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2021 as proposed.

Resolution: The meeting approved the remunerations of the Board of Director for the year 2021 as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,888,579	100.00
2. Against	0	-
3. Abstain	6,251	0.00
Total Number of Vote Casting	467,894,830	100.00

Remark:

1. The resolution for this agenda item has no voided ballot.
2. The resolution for this agenda item requires an affirmative vote of not less than 2 in 3 of the total number of votes of the shareholders attending the meeting and eligible to casting their votes.
3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 7 Consider and approve the appointment of external auditor and determine their remuneration for the year 2021

Legal Advisor requested Managing Director and the 2nd vice chairman to state to the meeting that according to section 120 of the Public Limited Companies Act B.E.2535 requires that the Annual General Meeting of Shareholders appoint the external auditor and determine their remuneration.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. GorJor 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 external auditors if any of the external 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 external auditors in the existing auditing firm to replace the old ones.

The Board of Directors and the Audit Committee selected and proposed the meeting to approve the appointment of

1. Ms. Rattana Jala, CPA no. 3734 and/or
2. Ms. Saranya Pludsri, CPA no. 6768 and/or
3. Ms. Ratchada Yongsawadwanich, CPA no. 4951 and/or
4. Ms. Sirikorn Plernpissiri, CPA no.5234

of EY Office Limited (same auditing firm with subsidiary company) which Ms. Ratchada Yongsawadwanich, CPA no. 4951 are the company's auditor for 3 years to be the auditors of the company for the financial year 2021 with their remuneration of up to Baht 3,200,000 per annum excluded other out-of-pocket expenses such as travelling as the aforementioned external auditors has an independency, knowledge in the accounting standard, working performance, and appropriate proposed fee.

Managing Director and the 2nd Vice Chairman informed that EY Office Limited has kindly decreased the Company's auditing fee to not exceeding Baht 3,000,000 per annum.

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

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

One shareholder suggested that the Company should clearly specify the amount and detail of the other service for the shareholders acknowledge.

Ms. Saranya Pludsri, External Auditor, reported that other service means travelling expense which calculated from the actual out - of - pocket expense.

Legal Advisor additional reported that the service fees for external auditor comprise of 3 types which including (1) Auditing Fee (2) Actual out-of-pocket Expense e.g., transportation costs and (3) Special Audit. The Company has informed the auditing fee as attached to the notice sent to all shareholders. However, the Company has not specified the transportation amount due to it will be calculated from the actual out - of - pocket expense. Moreover, the Company has not used any special auditing service from the external auditor.

After that, there is no shareholders inquire additional questions. Legal Advisor then proposed the meeting to consider and approve the appointment of external auditors and determine their remuneration for the year 2021 as details proposed.

Resolution: The meeting unanimously approved the appointment of external auditors as proposed with their remuneration of up to Baht 3,200,000 per annum excluded other out-of-pocket expenses as follow;

Resolution	Number of Resolved Vote	Percentage of shareholders who presented and voted
1. Agree	467,894,830	100.00
2. Against	0	-
3. Abstain	0	-
Total Number of Vote Casting	467,894,830	100.00

Remark:

1. The resolution for this agenda item has no voided ballot.
2. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and eligible to casting their votes.
3. During the consideration of this agenda item, there was no additional shareholder.

Agenda 8 To consider any other business (if any)

Legal Advisor 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 or representing 202.29 million shares.

There are no shareholders propose other agenda.

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

1. Mr. Wooth Ussanachit asked about (1) the revenues growth (2) the branch expansion (3) bad debts and (4) the subsidiary companies progression

Managing Director and the 2nd Vice Chairman reported that (1) the COVID-19 situation still broadly affected the society including the motorcycle purchase capability and the motorcycle hire purchase repayment capability. Even though the vaccine was build the people's confidence but the motorcycle registration from Department of Transportation in January and February decreased which indicated that such situation was the obstacle for the Company's revenue growth in this year (2) The motorcycle hire purchase business not necessity to much expand branches but the Company will sent the credit analyst officer to the motorcycle dealer in many provinces which caused the Company's administrative cost was low (3) According to the customer who ask for indulgent the motorcycle hire purchase repayment was decreased from the beginning of the year indicated that the debt repayment capability get better, the Company, therefore, expected that the trend of bad debt will get better as well and (4) MOD S Company Limited manage and develop quality of assets which focus on new customer who past due not much while the subsidiary company investigates property execution. Therefore, the job description of this subsidiary company was separate. For another subsidiary company, the technology digital business company, was not set up. The Company only studies the possibility in running a business initially.

2 . Mr. Yuttana Warith asked about (1) The trend of the interest income amid the major competitor (2) The trend of the hire purchase business growth compares to the decreasing in 2020 (3) The trend of the current debtor quality compares to last year and (4) Suggested that the Company should expand the business to the eastern region because of the good purchasing power from the good industrial estate and fruit price.

Managing Director and the 2nd Vice Chairman reported that (1) the Company has been controlling the cost management to be in a low level in order to retain the interest income to be appropriate for the competition as well as assign marketing and credit department to observe the new competitor closely (2) The trend of motorcycle hire purchase business growth in this year depends on the COVID-19 situation and seasonal natural disaster such as drought and flood (3) The trend of debtor quality in indulgent the motorcycle hire purchase repayment group was better and (4) Thank you for the suggestion. However, the customers in such area were planter buying motorcycle by cash while the industrial factory customers who using loan service were high interest rate competition. However, the Company focuses on and studies the possibility to expand the business area to such region.

3. Mr. Somkiat Tangwongphimook asked that where was the more than 100 shareholders attending the meeting in person came from due to the total shareholders in meeting room was less than 100 shareholders and suggest that the Company should facilitate the shareholders who attending the meeting in person on the travelling by provide the shuttle bus at the important location.

Managing Director and the 2nd Vice Chairman reported that most of shareholders of the Company was the employees who joined the Employee Joint Investment Program (EJIP) which attended the meeting and working downstairs by these shareholders has registered and made a prior voting successfully. Moreover, the Company thank you for such suggestion regarding the shuttle bus providing and will further considering it.

4. Mr. Wooth Ussanachit asked about the Company's growth in the next 5-10 years amid the saturated situation of the motorcycle hire purchase industry.

Managing Director and the 2nd Vice Chairman reported that according to the statistics of motorcycle registration from Department of Transportation which was 1.5 million units per year compares with the Company's current market share, the Company foresees the opportunity and potentiality in business expansion in the next 5-10 years.

5. Mr. Pakkara Pakkarathanathorn asked that how was the feedback of the employees on the Employee Joint Investment Program (EJIP)

Managing Director and the 2nd Vice Chairman reported that 80-90 percent of the employees participated in such program which was increased motivation in working dedication and shown the organization's joint ownership.

6. Mr. Kraisaak Wongkam asked about (1) the market share of motorcycle hire purchase business before COVID-19 situations compares to the present (2) the trend of the allowance of doubtful debts in this year compares to last year and (3) the trend of the business profit in 1st quarter of the year 2021.

Legal Advisor reported that due to the Disclosing Information regulation of the Securities and Exchange Act B.E.2535, the Company could answer only the market share question.

Managing Director and the 2nd Vice Chairman reported that the current market share was decreased from pre COVID-19 situation because the population's purchasing power was decreasing as well as the Company's business area such as Bangkok, Rayong and Samut Sakorn were affected from such situation. However, the Company's business area in north eastern region was not affected from the COVID-19 situation significantly.

Mr. Kraisaak Wongkam additional asked about the motorcycle hire purchase in north eastern region

Managing Director and the 2nd Vice Chairman reported that the motorcycle hire purchase business in north eastern region was not much due to the motorcycle shops provided loan service by themselves. However, there was a trend of new generation to use service from the financing company because of the government sector's declaration of the strict hire purchase regulations. Therefore, the Company will expand the business area in such region carefully.

7. Mr. Wooth Ussanachit asked that what the Company's advantage is compared with the major competitor.

Managing Director and the 2nd Vice Chairman reported that the running of motorcycle hire purchase business for a long time was the Company's advantage which acknowledged the historical records of such customers in service areas.

After that, there is no shareholders inquire additional questions. Chairman then declared the meeting adjourned.

The meeting was closed at 11.30 a.m.

Mrs. Vachira Na Ranong

Chairman

Minutes certification has been verified

Mrs. Katika Kusawadee

Company Secretary

Profiles of the candidates who have been nominated to replace the directors retiring by rotation

Name	Mr. Surasak Khemtongkum
Age	56 years
Nationality	Thai
Address	49/737 Soi.Sukapiban 5 Soi.45, Ao-Ngoen, Saimai, Bangkok
Educational qualification	- MBA Rangsit University
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 63/2007, IOD
Work Experience	- February 2020 Present : Managing Director / The 2 nd Vice Chairman, S 11 Group PCL - May 2020 – Present : Chairman, MOD S Co.,Ltd. - 2013 – February 2020 : Director / Managing Director, S 11 Group PCL - 2011 – 2013 : Director / Credit & Marketing Manager, S 11 Group PCL - 2007 – 2011 : Director / Credit & Marketing Manager, Group Lease PCL - 2003 – 2007 : Credit & Marketing Manager, Group Lease PCL
Current job positions	Managing Director / The 2 nd Vice Chairman
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- MOD S Co.,Ltd.
<u>In any companies which may result in a conflict of interest or business competition with the Company</u>	- None -
Nature of the nominated directorship	Managing Director / The 2 nd Vice Chairman

Term of office	3 years (Recent Appointment Date : 4 April 2019) (First Appointment Date : 9 December 2013)
% of shareholding in the Company	Ordinary shares 2,201,232 shares, representing 0.36 percent
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting Attendance in 2021	- 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 or business competition with the Company as well as had carefully and discreetly considered by the Board of Directors that he has an appropriate qualification for the Company's business)

Name	Mr. Jeremy Liau
Age	53 years
Nationality	Singaporean
Address	21 Jalan Raja Udang #34-01, S 329215, Republic of Singapore
Educational qualification	- BBA Finance, University of Notre Dame, USA
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 67/2007, IOD - Certificate of attendance Directors Certification Program (DCP) Class 112/2009, IOD
Work Experience	- April 2019 – Present : Director, S 11 Group PCL - August 2018 – April 2019 : Investor Relations Advisor, S 11 Group PCL - 2006 – 2011 : Director / Executive Director / Managing Director - Investment Banking, United Securities PCL. - 2002 – 2006 : Director – Corporate Advisory / Mergers & Acquisitions, Rabobank International, Singapore
Current job positions	Director
<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 or business competition with the Company</u>	- None -
Nature of the nominated directorship	Director

Term of office	3 years (Recent Appointment Date : 4 April 2019) (First Appointment Date : 4 April 2019)
% of shareholding in the Company	Ordinary shares 28,379,000 shares, representing 4.63 percent
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting Attendance in 2021	- 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 or business competition with the Company as well as had carefully and discreetly considered by the Board of Directors that he has an appropriate qualification for the Company's business)

Name	Mr. Thanisorn Dejthamrong
Age	69 years
Nationality	Thai
Address	709 Moo.15, Bangkaew Sub-District, Bang Phli 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, Thammasat 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, S 11 Group PCL - 2012 – 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
<u>In any listed companies</u>		- S 11 Group PCL - Banpu PCL
<u>In any non- listed companies</u>		- RTL Equipment Co., Ltd. - Powerset Co., Ltd. - RTL Fasteners Co., Ltd.
<u>In any companies which may result in a conflict of interest or business competition with the Company</u>		- None -
Nature of the nominated directorship		Audit Committee / Independent Director
Term of office		3 years (Recent Appointment Date : 4 April 2019) (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 Attendance in 2021		- 4 times out of 4 meetings of the Board of Directors - 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 or business competition 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)

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 or without callable terms, with named certificate and with or without a debentureholders' representative (in case of debentures).

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

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

Term of Debt Instruments : Not exceeding 20 years

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

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

b) the approval be hereby given to the company's board of directors or directors or any person authorized by the company's board of directors or directors to issue and offer the debt instruments, including to consider and specify the type, amount, total value, term, interest rate, offering price per unit, offering period, offering method, allotment method and redemption conditions of the debt instruments and any other related details as appropriated. The company's board of directors or directors or any person authorized by the company's board of directors or directors are also authorized to take any actions necessary for and in connection with the issuing and offering of the debt instruments, including but not limited to the appointment of a financial advisor, a counsel for the issuing and offering of the debt instruments, a credit rating agency, debt instruments brokers, a debentureholders' representative and/or a registrar for the debt instruments and to execute (with or without the company's seal affixed), amend and negotiate any agreements and/or documents including to contact, inform and submit documents to the Office of the Securities and Exchange Commission, the Bank of Thailand, the Stock Exchange of Thailand, the Thai Bond Market Association and/or any other authorities relating to the issuing and offering of the debt instruments.

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Proxy

Chapter 5 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 5 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 5 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 5 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 5 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 4 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 4 Clause 15

A director need not be a shareholder of the Company.

Chapter 4 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 4 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. An 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.

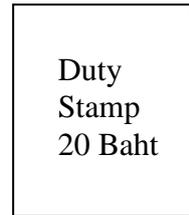
In addition, documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting are in accordance with regulation of relating authorities and given no obstruction or unreasonable obligation to shareholders (i.g. not required original identification 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 7 April 2022.

Remark

If any shareholder cannot attend the 2022 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 Sub-district, Saimai District, 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) Mrs.Vachira Na Ranong Independent Director Age 67 Years
Residing at No.256, Soi.Sukhimvit 55, Khlong Tan Nuea, Watthana, Bangkok 10110

(3) Mr.Thanisorn Dejthamrong Independent Director Age 69 Years
Residing at No.709, Moo.15, Tambol Bangkaew, Amphur Bang Phli, Samut Prakan 10540

(4) Mr.Thirawat Sarindu Independent Director Age 69 Years
Residing at No.143/1, Soi.Sukhimvit 39, Khlong Tan Nuea, Watthana, Bangkok 10110

any one of them as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on 7 April 2022 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) Mrs.Vachira Na Ranong Independent Director Age 67 Years
 Residing at No.256, Soi.Sukhimvit 55, Khlong Tan Nuea, Watthana, Bangkok 10110

(3) Mr.Thanisorn Dejthamrong Independent Director Age 69 Years
 Residing at No.709, Moo.15, Tambol Bangkaew, Amphur Bang Phli, Samut Prakan 10540

(4) Mr.Thirawat Sarindu Independent Director Age 69 Years
 Residing at No.143/1, Soi.Sukhimvit 39, Khlong Tan Nuea, Watthana, Bangkok 10110

any one of them as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on 7 April 2022 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 minutes of the 2021 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 2021

Agenda 3 To consider and approve the financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 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 4 To acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2021 ended 31 December 2021

- (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 consider and approve the re-election of directors who retired by rotation for the year 2022

- (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. Surasak Khemthongkum

Approve Disapprove Abstain

Name of Director : Mr. Jeremy Liau

Approve Disapprove Abstain

Name of Director : Mr. Mr.Thanisorn Dejthamrong

Approve Disapprove Abstain

Agenda 6 To consider and approve the remunerations of the Board of Directors for the year 2022

- (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 appointment of External Auditor and determine their remuneration for the year 2022

- (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 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 9 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 S 11 Group Public Company Limited

For the 2022 Annual General Meeting of Shareholders to be held on 7 April 2022 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:
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 - (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)

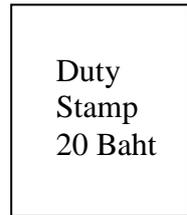
Name of Director
 Approve Disapprove Abstain

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) Mrs.Vachira Na Ranong Independent Director Age 67 Years
Residing at No.256, Soi.Sukhimvit 55, Khlong Tan Nuea, Watthana, Bangkok 10110

(3) Mr.Thanisorn Dejthamrong Independent Director Age 69 Years
Residing at No.709, Moo.15, Tambol Bangkaew, Amphur Bang Phli, Samut Prakan 10540

(4) Mr.Thirawat Sarindu Independent Director Age 69 Years
Residing at No.143/1, Soi.Sukhimvit 39, Khlong Tan Nuea, Watthana, Bangkok 10110

any one of them as our proxy to attend and vote on our behalf at the 2022 Annual General Meeting of Shareholders to be held on 7 April 2022 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 minutes of the 2021 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 2021

Agenda 3 To consider and approve the financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 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 4 To acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2021 ended 31 December 2021

- (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 consider and approve the re-election of directors who retired by rotation for the year 2022

- (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. Surasak Khemthongkum
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Jeremy Liao
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Thanisorn Dejthamrong
 - Approve with votes Disapprove with votes Abstain with votes

Agenda 6 To consider and approve the remunerations of the Board of Directors for the year 2022

- (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 appointment of External Auditor and determine their remuneration for the year 2022

- (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 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 9 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 S 11 Group Public Company Limited

For the 2022 Annual General Meeting of Shareholders to be held on 7 April 2022 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
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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	Mrs. Vachira Na Ranong
Age	67 years
Nationality	Thai
Address	256 Soi.Sukhumvit 55, Khlong Tan Nuea, Watthana, 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	- August 2017 – Present : Vice Chairman, Chairman of the Audit Committee and Independent Director, S11 Group PCL - August 2017 – Present : Independent Director, Aapico Hitech PCL - March 2019 – Present : Association Advisor Thai Investors Association - 2013 – August 2017 : Audit Committee and Independent Director, S11 Group PCL - 2012 – March 2019 : Director and Association President, Thai Investors Association
Current job positions	Vice Chairman / Chairman of the Audit Committee / Independent Director / Association Advisor
<u>In any listed companies</u>	- S 11 Group PCL - Aapico Hitech PCL
<u>In any non- listed companies</u>	- Thai Investors Association

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

Nature of the nominated directorship - None -

Term of office 1 years
(Recent Appointment Date : 1 April 2021)
(First Appointment Date : 9 December 2013)

% of shareholding in the Company Ordinary shares 15,900 shares, representing 0.00 percent

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

Special interest which differ from other directors in every agenda presented in this AGM - None -

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

Attendance in 2021 - 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 or business competition with the Company)

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

Special interest which differ from other directors in every agenda presented in this AGM Proposed to be appointed as Audit Committee and Independent Director for another term of office

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

Attendance in 2021 - 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 or business competition with the Company)

Name	Mr. Thirawat Sarindu
Age	69 years
Nationality	Thai
Address	143/1 Soi.Sukhumvit 39, Khlong Tan Nuea, Watthana, Bangkok
Educational qualification	- Master's degree in M.S. Mechanical Engineer from Fairleigh Dickinson University, USA - Bachelor's degree in Mechanical Engineer, Prince of Songkla University
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 140/2017, IOD
Work Experience	- 2017 – Present : Audit Committee / Independent Director, S 11 Group PCL - 1999 – Present : Chairman / Professionals expert in energy conservation / Professional licensed expert in the building safety inspector, Inter Engineering Management Co., Ltd.
Current job positions	Audit Committee / Independent Director / Chairman / Professionals expert in energy conservation / Professional licensed expert in the building safety inspector
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- Inter Engineering Management Co., Ltd.
<u>In any companies which may result in a conflict of interest or business competition with the Company</u>	- None -
Nature of the nominated directorship	- None -
Term of office	2 years (Recent Appointment Date : 2 April 2020) (First Appointment Date : 10 August 2017)
% of shareholding in the Company	- None -

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

Special interest which differ from other directors in every agenda presented in this AGM - None -

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

Attendance in 2021 - 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 or business competition with the Company)

Map 1



Map 2

