



บริษัท เอส 11 กรุ๊ป จำกัด(มหาชน) ทะเบียนเลขที่ 0107556000698

S 11 GROUP PUBLIC COMPANY LIMITED

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

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

S11-002/2562

February 14, 2019

Subject: Notification of the Resolutions of the Board of Directors' Meeting no.1/2019 and dividend payment and calling for the Annual General Meeting of Shareholders for the year 2019

To: The President
The Stock Exchange of Thailand

S 11 Group Public Company Limited ("the Company") held the Board of Directors' Meeting no.1/2019 on February 14, 2019. Thus, the Company would like to notify the resolutions of such Board of Directors' Meeting as follows:

- 1) Approval of the financial statement for the year 2018 ended 31 December 2018 which has been audited by external auditor and proposed to the shareholders meeting for the approval.
- 2) Approval of the profit allocation for legal reserve and dividend payment for the operating results of the year 2018 as follows:
 - 2.1) No legal reserve for the year 2018 as the Company has been fully legal reserved according to the related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital.
 - 2.2) Dividend payment of Baht 0.36 per share or total dividend payout amount Baht 220,680,000 of which the Company paid interim dividend at the rate of Baht 0.12 per share on September 7, 2018 and will pay the remaining dividend at the rate of Baht 0.24 per share with the total dividend payout amount of Baht 147,120,000 to the shareholders whose names are listed in the Record Date on April 18, 2019. The payment of the dividend will be made on May 3, 2019.

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

- 3) Approval of the amendment of the Company's Articles of Association by revised a clause of the Meeting of Shareholders and added new chapter regarding Electronic Conferencing in which necessary to amend the original version of Articles of Association from Chapter 5 to Chapter 9, Clause 31 to Clause 55 in order to rearrange the number of Chapter and Clause in the new one. The details of amendment are as follows;

Revised Clause 32

Original Version

The Board of Directors shall hold an annual ordinary meeting of shareholders within four (4) months from the end of the fiscal year of the Company.

Other Shareholders' Meetings, apart from the abovementioned meeting, shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever they deem appropriate.



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The shareholders holding altogether not less than one-fifth (1/5) of all issued shares or not less than twenty-five (25) shareholders holding altogether not less than one-tenth (1/10) of all issued shares make a request in writing to the Board of Directors to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The Board of Directors shall summon a shareholders' meeting within one (1) month from the date the shareholders' request is received.

Amended Version

The Board of Directors shall hold an annual ordinary meeting of shareholders within four (4) months from the end of the fiscal year of the Company.

Other Shareholders' Meetings, apart from the abovementioned meeting, shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever they deem appropriate.

The shareholders holding altogether not less than ten (10) percent of all issued shares make a request in writing to the Board of Directors to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The Board of Directors shall summon a shareholders' meeting within forty-five (45) days from the date the shareholders' request is received.

Added New Chapter

Chapter 5 Electronic Conferencing

Clause 31. In summoning a meeting of the Board of Directors, the Chairman of the Board can convene a meeting via electronic media subjected to the rules specified by related law or announcement.

Clause 32. In case the Chairman of the Board decided to convene a meeting via electronic media, the Chairman of the Board or a person authorized by the Chairman shall send Notices to the Board of Directors not less than seven (7) days prior to the date of the meeting or shall send Notices via e-mail instead. The Meeting manager shall store the copy of Notices and attachments as evidence in form of electronic data.

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

- 4) Approval of the appointment of the re-election of 2 directors who retired by rotation and the election of new director to replace the old one as follows:
1. Mr. Surasak Khemthongkum Director and Managing Director
 2. Mr. Thanisorn Dejthamrong Audit Committee and
Independent Director
 3. Mr. Jeremy Liau Director

Mr. Richard Wee Keng Kwok whose directorship will terminate in 2019 Annual General Meeting of shareholders on 4 April 2019 has an urgent business and unable to be a director of the Company in another period in 2019. The meeting jointly considered and deem appropriate to nominated Mr. Jeremy Liau to be the director in 2019 Annual General Meeting of shareholders due to such person has an experiences on financial advisory service and take a position of the Investor Relations advisory of the Company. Chairman then proposed Mr. Jeremy Liau to be appointed as the Company's director replaced Mr. Richard Wee Keng Kwok who retired by rotation in 2019 Annual General Meeting of shareholders in which the term of office is effective on 4 April 2019 onwards.

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



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- 5) Approval of the remunerations of the Board of Directors for the year 2019 in the total amount of not exceeding Baht 2,500,000 and proposed to the shareholders meeting for the approval.
- 6) Approval of the appointment of the External Auditor and determine their remuneration for the year 2019 as the following details:
 1. Ms. Ratana Jala, CPA no. 3734
 2. Ms. Ratchada Yongsawadwanich, CPA no. 4951
 3. Ms. Wanwilai Phetsang, CPA no. 5315
 4. Ms. Sirikorn Plernpissiri, CPA no. 5234

From EY Office Limited to be the external auditor of the Company for the year 2019 with their remuneration of not exceeds Baht 3,050,000 excluding the transportation and other expenses and proposed to the Shareholders meeting for the approval.

- 7) Approval of the calling for the 2019 Annual General Meeting of Shareholders on April 4, 2019 at 10.00 am. at the meeting room of the Company located at 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok. The agendas for the meeting are as follows:

- Agenda 1 Certify the minutes of the 2018 Annual General Meeting of Shareholders
- Agenda 2 Acknowledge the Company's operating performance for the year 2018
- Agenda 3 Consider and approve the financial statement for the year 2018 ended 31 December 2018 which has been audited by external auditor
- Agenda 4 Acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2018 ended 31 December 2018
- Agenda 5 Consider and approve the amendment of the Company's Articles of Association
- Agenda 6 Consider and approve the re-election of directors who retired by rotation for the year 2019
- Agenda 7 Consider and approve the remunerations of the Board of Directors for the year 2019
- Agenda 8 Consider and approve the appointment of External Auditor and determine their remuneration for the year 2019
- Agenda 9 Consider any other businesses (if any)

And proposed to the Shareholders meeting for the approval.

- 8) Approval of the Record Date on March 1, 2019 and the Board of Directors proposed to the shareholders meeting for the approval.

Please be informed accordingly.

Sincerely yours,

(Mrs. Katika Kusawadee)

Secretary of the Company

Authorized person for the signatory of the IT report