

Invitation to  
The 2026 Annual General Meeting  
Of Shareholders

**S 11 GROUP PUBLIC COMPANY LIMITED**

Thursday 2 April 2026 (10.00 a.m.)

At the meeting room, 3<sup>rd</sup> floor,  
No. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district,  
Saimai District, Bangkok 10220



- Subject: Invitation to the 2026 Annual General Meeting of Shareholders
- To: Shareholders of S 11 Group Public Company Limited
- Attachments:
1. Copy of the minutes of the 2025 Annual General Meeting of Shareholders
  2. Form 56-1 One Report of the year 2025 (QR Code)
  3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
  4. The Company's Articles of Association concerning shareholders meetings and voting procedures
  5. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
  6. Proxy form
  7. Profile of the independent director proposed as proxy by the Company
  8. Map of the meeting place

The Board of Directors has resolved to hold the 2026 Annual General Meeting of Shareholders (the Meeting) on Thursday 2 April 2026 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> 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 2025 Annual General Meeting of Shareholders**

Facts and reasons: The 2025 Annual General Meeting of Shareholders was held on 3 April 2025. 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 2025 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 2025 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 2025**

Facts and reasons: For the year 2025 ended 31 December 2025, the Company had an income of Baht 1,196,160,268 and net profit before comprehensive income of Baht 373,954,917.



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](http://www.sgroup.co.th) since 2 March 2026 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 2025 ended 31 December 2025 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 2025 ended 31 December 2025 which has been audited by external auditor prepared in order to be submitted to the 2026 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](http://www.sgroup.co.th) since 2 March 2026 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 2025 ended 31 December 2025 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 2025 ended 31 December 2025**

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 2025 ended 31 December 2025, the Company had an income from the separate financial statement of Baht 1,195,639,169 and net profit before comprehensive income from the separate financial statement of Baht 374,917,203.

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 2025 ended 31 December 2025 with payout rate of Baht 0.25 per share or estimated to be the rate of stock dividend payment for 40.88 percent compared with the net profit (compared to the previous year for 52.68 percent), such dividend payment ratio has followed the Company's dividend payment policy. The total dividend payout amount of Baht 153,250,000. Moreover, the Company paid interim dividend at the rate of Baht 0.11 per share on 4 December 2025 and will pay the remaining dividend at the rate of Baht 0.14 per share with the total dividend payout amount of Baht 85,820,000. The record date for determining the shareholders who are entitled to the dividend payment is 10 April 2026 and the due date for payment is 30 April 2026.

The above right to receive dividends remains uncertain unless the 2026 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 2026

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 2026 Annual General Meeting of shareholders were:

- |    |                         |  |
|----|-------------------------|--|
| 1. | Mr. Samart Chiradamrong | Chairman                                 |
| 2. | Mr. Sirawat Wanglee     | Director                                 |
| 3. | Mr. Thirawat Sarindu    | 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. Samart Chiradamrong Chairman
2. Mr. Sirawat Wanglee Director
3. Mr. Thirawat Sarindu 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](http://www.sgroup.co.th) since 2 March 2026 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 2026**

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 2026



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

1. Directors who are employees will not receive the remuneration of the Board of Directors but will receive only the remuneration of employees.
2. Directors who are not employees will receive the remuneration of the Board of Directors monthly by authorized the Board of Directors to determine the detail of the remuneration.
3. Audit Committee will receive the remuneration in form of meeting allowance Baht 10,000 per time.
4. However, the total remuneration wills not exceeding Baht 2,500,000 per year.
5. The remuneration is paid only to Directors who are not employees of the Company.
6. Other remuneration: None

The scopes of powers, duties and responsibilities of the Board of Directors, the Audit Committee, the Risk Management Committee, Sustainability Committee and Corporate Governance 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](http://www.sgroup.co.th) since 2 March 2026 and attached to this notice as Attachment 2.

Table of comparison of the remuneration paid to directors in 2026 and 2025

Unit: Baht

Type of remuneration	2026 (as proposed)		
	Chairman of the Board Directors who are employees	Directors who are not employees	Audit Committee
1. Remuneration	None	Not exceeding Baht 2,500,000	
2. Meeting allowance	None		Baht 10,000 per time
3. Other	None		

Unit: Baht

Type of remuneration	2025	
	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 the meeting.

7. **To consider and approve the bonus payment of the Board of Directors**

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 bonus payment of the Board of Directors to directors who are not employees in total amount of not exceeding Baht 480,000.

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

8. **To consider and approve the appointment of External Auditor and determine their remuneration for the year 2026**

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. Khun Wanwilai Phetsang, CPA no. 5315 and/or
2. Khun Bongkoch Kreangphanamorn, CPA no. 6777 and/or
3. Khun Chutiwan Chansawangphuwana, CPA no. 8265 and/or
4. Khun Ployjuta Sucanthamal, CPA no. 10678

of EY Office Limited (same auditing firm with subsidiary company) which Khun Wanwilai Phetsang, CPA no. 5315 are the Company's auditor for 1 year to be the auditors of the Company for the financial year 2026 with their remuneration of up to Baht 3,151,800 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 2025	Financial Year 2026
1. Auditing fee	Baht 3,151,800 million	Baht 3,151,800 million
2. Other service charges and expenses	-	-

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the appointment of Khun Wanwilai Phetsang, CPA no. 5315 and/or Khun Bongkoch Kreangphanamorn, CPA no. 6777 and/or Khun Chutiwan Chansawangphuwana, CPA no. 8265 and/or Khun Ployjuta Sukanthamal, CPA no. 10678 of EY Office Limited to be the auditors of the Company for the financial year 2026 with their remuneration of up to Baht 3,151,800 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.

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 C. (Attachment 6).

In case you are unable to attend the 2026 Annual General Meeting of Shareholders, you may appoint an independent director, whose CV is attached to the proxy form (Attachment 7), as your proxy to attend and vote at the Meeting on your behalf.

The Company fixes 5 March 2026 as the record date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders.

Yours sincerely,

- Signature -

Mr. Samart Chiradamrong

Chairman of the Board of Directors

S 11 Group Public Company Limited

English Translation

Minute of the Annual General Meeting of Shareholder for the year 2025

S 11 Group Public Company Limited

**Date, Time and Venue**

The meeting was held on 3 April 2025 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> floor, no.888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Sai Mai District, Bangkok 10220

Mr.Samart Chiradamrong, Chairman, was the Chairman of the Meeting. Chairman appointed Mrs.Katika Kusawadee, Company Secretary, to be the Meeting Facilitator. Chairman welcomed the shareholders presenting at the meeting and then Company Secretary recorded that 126 shareholders were attending the meeting in person and 13 shareholders by proxy, representing 139 shareholders being counted to be 434,662,030 shares or 70.91 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.

Company Secretary introduced the Board of Directors, Management and External Auditor of the Company who joined the meeting and informed the vote counting procedure as well as informed to the meeting that the Company would record the meeting by video.

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

**Directors who attended the meeting**

**(The Company has 9 directors, 7 directors attended the meeting, being counted to be totaling 77.78% of the Board of directors)**

- |                                |                                     |
|--------------------------------|-------------------------------------|
| 1. Mr. Samart Chiradamrong     | Chairman                            |
| 2. Mr. Chusak Salee            | Chairman of the Audit Committee     |
| 3. Mr. Surasak Khemthongkum    | Managing Director and Vice Chairman |
| 4. Mr. Thirawat Sarindu        | Audit Committee                     |
| 5. Mr. Sirawat Wanglee         | Director                            |
| 6. Mr. Tay Christopher Charles | Director                            |
| 7. Mr. Jeremy Liao             | Director                            |

**Directors who could not attended the meeting**

- |                              |                 |
|------------------------------|-----------------|
| 1. Mr. Thanisorn Dejthamrong | Audit Committee |
| 2. Mr. Thosaporn Lerdbhan    | Director        |

**External Auditor from EY Office Limited**

1. Ms. Saranya Pludsri
2. Ms. Sawarin Kamollert

**Other Attendants**

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

**The meeting was commenced as follow:**

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 by barcode system 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 by barcode system 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 vote at the meeting shall be relied on, except Agenda 6 the determination of directors' remuneration must be approved by voting of not less than 2/3 of total votes cast by the shareholders who present at the meeting. Meanwhile, Agenda 8 the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million must be approved by voting of not less than 3/4 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 by barcode system 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. 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.

Company Secretary assigned the Company's officer to be the vote counter. Moreover, to conduct the vote counting with transparency, Company Secretary asked for a volunteer to be the witness of the vote counting. As a result, there are no volunteers. Company Secretary, therefore, assigned Ms. Sawarin Kamollert, the external auditor from EY Office Limited, to be the witness of the vote counting instead.

Moreover, to hold the 2025 Annual General Meeting of Shareholder, the company has performed according to the good corporate governance principle. During 1 October 2024 to 31 December 2024, the Company has given an opportunity for shareholders to submit the agendas, nominees to be elected as directors and inquires questions in advance. As a result, there is no any shareholder submitting the agendas, nominees to be elected as directors and questions inquire in advance.

After that, Company Secretary requested the meeting to consider the agenda as follows:

**Agenda 1 Certify the minutes of the 2024 Annual General Meeting of Shareholders**

Company Secretary presented the minutes of the 2024 Annual General Meeting of Shareholders held on 4 April 2024 which was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in the given period. The minute was attached to the notice sent to all shareholders (QR Code).

Company Secretary 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. Company Secretary then proposed the meeting to certify the minutes of the 2024 Annual General Meeting of Shareholders.

Resolution: The meeting unanimously agreed to resolve the certification of minutes of the 2024 Annual General Meeting of Shareholders as follow;

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,662,030	100.00
2. Against	0	-
3. Abstain	0	-
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

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

**Agenda 2 Acknowledge the Company's operating performance for the year 2024**

Company Secretary informed the meeting that the Company's operating performance for the year 2024 was provided in the 56-1 One Report that disclosed on the Company's website [www.sgroup.co.th](http://www.sgroup.co.th) since 3 March 2025 and attached to the notice sent to all shareholders (QR Code) and then Mr. Surasak Khemthongkum, Managing Director and Vice Chairman, reported the company's operating results for the year 2024.

Managing Director and Vice Chairman has stated the performance and significant changing for the year 2024 as follow;

The operating results of the company for the year 2024 ended 31 December 2024, the net profit of the Company was Baht 116.36 million, increased 140.04 percent from Baht 48.48 million compared to the same period of the previous year. Total revenue for the year 2024 was

decreased 16.24 percent from Baht 1,495.12 million to Baht 1,252.29 million compared to the same period of the previous year resulting from the continuous effect of the controlling the hire purchase interest rate according to the notification of the Office of the Consumer Protection Board (OFPB) Re: Prescribing Hire Purchase for Vehicle and Motorcycle Business as Contract-Controlled Business B.E.2565 which was effective on 10 January 2023.

Total expense for the year 2024 was Baht 936.85 million, decreased 26.42 percent from Baht 1,273.29 million compared to the same period of the previous year which including

(1) Sale and administrative expense was Baht 278.93 million, decreased 9.75 percent from Baht 309.08 million compared to the same period of the previous year.

(2) Expected credit losses was Baht 540.95 million, decreased 33.15 percent from Baht 809.20 million compared to the same period of the previous year due to the strictly control of debtor quality. However, the Company has increased the strictness of the loan approval.

(3) Loss on impairment and disposal of assets foreclosed was Baht 116.97 million, decreased 24.54 percent from Baht 155.01 million compared to the same period of the previous year and

(4) Financial cost was Baht 170.34 million, increased 5.49 percent from Baht 161.48 million compared to the same period of the previous year.

Total assets were decreased 9.62 percent from Baht 7,171.28 million to Baht 6,481.62 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 decreased 8.05 percent from Baht 6,568.51 million to Baht 6,039.57 million compared to the same period of the previous year. Total liabilities was Baht 3,101.81 million, decreased 20.69 percent from Baht 3,910.86 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.

However, in 2024 the Company has no whistle blowing with respect to the wrongdoings and frauds of directors, executives and employees through the Company's specified channels.

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

Ms.Suwannee Assanurags asked that

- (1) Are the expenses of the Company numeral adjustment to increase the net profit?
- (2) Did the decreasing credit loss resulting from the decreasing of hire purchase receivables?
- (3) Is the Company adjusting the fair value?

Mr.Surasak Khemthongkum, Managing Director and Vice Chairman reported that

(1) The number disclosed in the financial statement is an actual expense including sale and administrative expenses, expected credit losses and loss on impairment and disposal of assets foreclosed etc. The Company's financial statement prepared in accordance with Financial Reporting Standard specified in Accounting Professional Act B.E.2547 by demonstrated list in financial statement according to the requirement in notification of Department of Business Development Re: Accounting Act B.E.2543.

(2) No.

(3) The Company has no fair value adjustment but there is a repossessed auction which the number of losses depend on the market condition. The better 2<sup>nd</sup> hand motorcycle market condition will cause the loss on repossess of the Company decreased.

After that, there is no shareholders inquire additional questions.

**Agenda 3 Consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2024 ended 31 December 2024 which has been audited by external auditor**

Company Secretary invited Managing Director and Vice Chairman to inform the detail to the meeting. Managing Director and Vice Chairman reported that according to section 112 of the Public Limited Companies Act B.E.2535 as amended, the company shall prepare the consolidated financial statement of the Company and its subsidiary for the year 2024 ended 31 December 2024 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board. The detail was provided in the 56-1 One Report that disclosed on the Company's website www.sgroup.co.th since 3 March 2025 and attached to the notice sent to all shareholders (QR Code).

Company Secretary then proposed the meeting to consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2024 ended 31 December 2024 which has been audited by the external auditor and reviewed by Audit Committee and agreed by the Board.

After that, Company Secretary 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. Company Secretary then proposed the meeting to consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2024 ended 31 December 2024.

Resolution: The meeting agreed to approve the consolidated financial statement of the Company and its subsidiary for the year 2024 ended 31 December 2024 which has been audited by the external auditor as follows;

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,653,761	100.00
2. Against	0	-
3. Abstain	8,269	0.00
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

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

**Agenda 4 Consider and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2024 ended 31 December 2024**

Company Secretary invited Managing Director and 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 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 2024 ended 31 December 2024, the company had an income from the separate financial statement of Baht 1,252,286,203 and net profit before comprehensive income from the separate financial statement of Baht 116,364,111. 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 2024 ended 31 December 2024 with payout rate of Baht 0.10 per share and the total dividend payout amount of Baht 61,300,000.

The record date for determining the shareholders who are entitled to the dividend payment is 16 April 2025 and the due date for payment is 30 April 2025.

Anyhow, the rate of dividend payment from the company's overall operation from the separate financial statement for the year 2024 ended 31 December 2024 will be equal to the rate of Baht 0.10 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 52.68 percent which was followed the aforementioned Company's dividend policy.

Company Secretary 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. Company Secretary then proposed the meeting to consider and approve no profit allocation as legal reserve and dividend payment for the operating results of the year 2024 ended 31 December 2024 as proposed.

Resolution: The meeting unanimously agreed to approve no profit allocation as legal reserve for the year 2024 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 2025. The dividend payout rate is Baht 0.10 per share and the due date for payment is 30 April 2025 as follows;

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,662,030	100.00
2. Against	0	-
3. Abstain	0	-
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

- Remark:
1. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
  2. 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 2025**

Company Secretary 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 2025 Annual General Meeting of Shareholders were;

1. Mr.Surasak Khemthongkum            Managing Director and Vice Chairman
2. Mr.Jeremy Liau                            Director
3. Mr.Thanisorn Dejthamrong            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.

Company Secretary allowed the meeting to inquire questions and propose appropriated person to be elected as the company's directors. As a result, there is no shareholders inquire additional questions and propose any person to be elected as directors of the company. Company

Secretary then proposed the meeting to consider and approve the re-election director individually.

Resolution: The meeting agreed to approve the re-election of directors who retired by rotation for the year 2025 individually as follow;

1. Mr. Surasak Khemthongkum as Managing Director and Vice Chairman

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	432,410,918	99.48
2. Against	8,374	0.00
3. Abstain	2,242,738	0.52
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

2. Mr. Jeremy Liao as Director

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,654,224	100.00
2. Against	0	-
3. Abstain	7,806	0.00
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

3. Mr. Thanisorn Dejthamrong as Audit Committee and Independent Director

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,652,425	100.00
2. Against	0	-
3. Abstain	9,605	0.00
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

Remark: 1. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.  
2. 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 2025**

Company Secretary 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 2025 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 2025.
4. The remuneration is paid only to Non-executive Directors of the Company.
5. Other remuneration: None

Company Secretary 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. Company Secretary then proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2025 as proposed.

Resolution: The meeting unanimously agreed to approve the remunerations of the Board of Director for the year 2025 as follow;

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,662,030	100.00
2. Against	0	-
3. Abstain	0	-
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

Remark: 1. 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.

2. 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 2025**

Company Secretary invited Managing Director and Vice Chairman to state the detail 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. Wanwilai Phetsang, CPA no.5315 and/or
2. Ms. Bongkoch Kreangphanamorn, CPA no.6777 and/or
3. Ms. Chutiwan Chansawangphuwana, CPA no.8265

of EY Office Limited (same auditing firm with subsidiary company) to be the auditors of the company for the financial year 2025 with their remuneration of up to Baht 3,151,800 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.

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.

Company Secretary 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. Company Secretary then proposed the meeting to consider and approve the appointment of external auditors and determine their remuneration for the year 2025 as details proposed.

Resolution: The meeting agreed to approve the appointment of external auditors as proposed with their remuneration of up to Baht 3,151,800 per annum excluded other out-of-pocket expenses as follow;

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,657,000	100.00
2. Against	0	-
3. Abstain	5,030	0.00
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

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

**Agenda 8 Consider and approve the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million**

Company Secretary requested Managing Director and Vice Chairman to inform the meeting that to decrease the cost of fund and increase the sources of fund as well as to support the issuing and offering debt instrument which are securities to be promptly with the fluctuating interest situation.

Managing Director and Vice Chairman then proposed the meeting to consider and approve the issuing and offering debt instruments which are securities according to the Securities and Exchange Act B.E.2535 with the total value of not exceeding Baht 2,000 million. The detail was attached to the notice sent to all shareholders.

Company Secretary 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. Company Secretary then proposed the meeting to consider and approve the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million which was attached to the notice sent to all shareholders.

Resolution: The meeting agreed to approve the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million as follows;

Resolution	Number of Votes	Percentage of shareholders who presented and voted
1. Agree	434,649,425	100.00
2. Against	0	-
3. Abstain	12,605	0.00
4. Voided	0	-
Total Number of Vote Casting	434,662,030	100.00

- Remark:
1. The resolution for this agenda item requires an affirmative vote of not less than 3 in 4 of the total number of vote of the shareholders attending the meeting and eligible to casting their votes.
  2. During the consideration of this agenda item, there was no additional shareholder.

**Agenda 9 To consider any other business (if any)**

Company Secretary 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 204.33 million shares.

There are no shareholders proposing other agenda.

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

Mr. Patchara Martsakulphan asked that

- (1) How does the Company set the growth and existing strategies?
- (2) Did the Company invest in stock or mutual funds?
- (3) How is the NPL trend this year?
- (4) Has the Company got a Debt Collection Department?

Mr.Surasak Khemthongkum, Managing Director and Vice Chairman reported that

- (1) The motorcycle manufacturers expect that in 2025 the motorcycle market's growth rate will be equal or less than last year which caused no severe competition. The Company's strategy is to select the best customer's quality by mainly focusing on motorcycle hire purchase business. But at the same time, the Company has study the opportunity and possibility to conduct other potential business.

(2) The Company did not invest in stock or mutual funds because the debt instruments market has had no demand from investors from the past until now.

(3) The Company is still controlling its customers' quality, the expected NPL for this year should be better or the same.

(4) The Company has got the Debt Collection Department which performed itself in every step from the debt collection to legal litigation process.

Mr.Niti Chotjitiseth asked that

(1) How many percent of Loan to Value (LTV) decreasing in the motorcycle hire purchase industry and how many percent of down payment for the Company customers?

(2) How many percentages of stage 1-3 receivable overdue?

(3) Did the revenue of the personal loan both with registration book as collateral and without registration book as collateral increase?

(4) How many dealer of the Company throughout the country?

(5) Is the Company able to pay dividend twice a year like before?

Mr.Surasak Khemthongkum, Managing Director and Vice Chairman reported that

(1) The Loan to Value (LTV) ratio decreased 25-40% whereas the down payment depends on the customer's quality.

(2) The details of the receivable overdue is described in the Notes of financial statement.

(3) The Company did not conduct personal loans without registration book as collateral, the Company only conducts personal loan with registration book as collateral by providing loan services to the existing customers who almost finish the repayment.

(4) The detail of dealership is presented in the Company's 56-1 One Report.

(5) The dividend payment depends on the Company's performance.

Ms.Suwanee Assanurags asked that how dose the management set its annually performance target and how does the management participate in the Company performance.

Mr.Surasak Khemthongkum, Managing Director and Vice Chairman reported that The Company's operating target is to select good quality of customer in order to create good performance of the Company.

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

The meeting was closed at 11.00 a.m.

**Mr. Samart Chiradamrong**

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. Samart Chiradamrong
Age	73 years
Nationality	Thai
Address	888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, Bangkok
Educational qualification	- Master Degree in Engineering Management, University of St. Louis, Philippines
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 5/2004, IOD
Work Experience	- 2013 – Present : Chairman, S 11 Group PCL - 2011 – 2013 : Chairman / Managing Director, S 11 Group PCL
Current job positions	Chairman
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- S Charter Co., Ltd.
<u>In any companies which may result in a conflict of interest or business competition with the Company</u>	- None -
Nature of the nominated directorship	Chairman
Term of office	3 years (Recent Appointment Date : 5 April 2023) (First Appointment Date : 9 December 2013)
% of shareholding in the Company	Ordinary shares 11,400,078 shares, representing 1.86 percent
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -

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

Attendance in 2025

(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. Moreover, the aforementioned candidate had considered by the Company's specified procedure, the qualification was adhere to the related criterions and appropriate with the Company's business)

Name	Mr. Sirawat Wanglee
Age	52 years
Nationality	Thai
Address	230 Soi.Sukhumvit 49, Khlong Tan Nuea, Watthana, Bangkok
Educational qualification	- MBA, Kenan Flagler Business School, University of North Carolina at Chapel Hill, USA
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 81/2009, IOD
Work Experience	- 2011 – Present : Director, S 11 Group PCL - 2008 – Present : Managing Director, WEERAWONG Co., Ltd. - 2010 – Present : Managing Director, WEERAWONG Estate Co., Ltd.
Current job positions	Director
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- WEERAWONG Co., Ltd. - WEERAWONG Estate Co., Ltd.
<u>In any companies which may result in a conflict of interest or business competition with the Company</u>	- None -
Nature of the nominated directorship	Director
Term of office	3 years (Recent Appointment Date : 5 April 2023) (First Appointment Date : 9 December 2013)
% of shareholding in the Company	Ordinary shares 55,481,800 shares, representing 9.05 percent

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

Historical records or meeting                    - 4 times out of 4 meetings of the board of directors  
Attendance in 2025

(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. Moreover, the aforementioned candidate had considered by the Company's specified procedure, the qualification was adhere to the related criterions and appropriate with the Company's business)

<b>Name</b>	Mr. Thirawat Sarindu
<b>Age</b>	73 years
<b>Nationality</b>	Thai
<b>Address</b>	143/1 Soi.Sukhumvit 39, Khlong Tan Nuea, Watthana, Bangkok
<b>Educational qualification</b>	- Master's degree in M.S. Mechanical Engineer from Fairleigh Dickinson University, USA - Bachelor's degree in Mechanical Engineer, Prince of Songkla University
<b>Directorship training</b>	- Certificate of attendance Directors Accreditation Program (DAP) Class 140/2017, IOD - Certificate of attendance Advance Audit Committee Program (AACP) Class 50/2023, IOD
<b>Work Experience</b>	- 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.
<b>Current job positions</b>	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 -
<b>Nature of the nominated directorship</b>	Audit Committee / Independent Director
<b>Term of office</b>	3 years (Recent Appointment Date : 5 April 2023)

(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 -

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

Attendance in 2025 - 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 The qualification of the aforementioned candidate was complied with related laws regarding the requirement of independence director)

## Articles of Association concerning the Shareholders' Meeting and Voting Procedures

### 1. Proxy

#### Chapter 5 Clause 35

In the meeting of shareholders, a shareholder may assign another person to attend the meeting and cast a vote. The assignment must be in a written form, containing signatures of assigning person and proceed in the format as specified by the registrar according to public company limited law. The proxy must be submitted at the meeting venue, to the chairman of the board or a person assigned by the chairman of the board before attending the meeting. The proxy may be preceded electronically via the secured and reliable platform by a shareholder and in accordance with the criteria specified by the registrar and should consist of the information as follows:

- a) Number of shares held by the proxy holder;
- b) Name of proxy holder;
- c) Number of the meeting where the proxy holder is authorized 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 to enable the shareholders' meeting of the Company 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 not exceeding 1 year.

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.

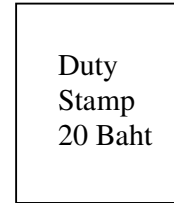
In addition, documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting are in accordance with regulation of relating authorities and given no obstruction or unreasonable obligation to shareholders (i.g. not required original identification 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 2 April 2026.

Remark

If any shareholder cannot attend the 2026 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) Mr.Chusak Salee Independent Director Age 73 Years  
Residing at No.212/226, Phet Kasem Rd, Wat Tha Phra, Bangkok Yai, Bangkok 10600
- (3) Mr.Thirawat Sarindu Independent Director Age 73 Years  
Residing at No.143/1, Soi.Sukhimvit 39, Khlong Tan Nuea, Watthana, Bangkok 10110
- (4) Mr.Thanaphot Artamaprasangsa Independent Director Age 43 Years  
Residing at No.158/118, Silom, Bangrak, Bangkok 10500

any one of them as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders to be held on 2 April 2026 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

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

Signed ..... Grantor  
(.....)

Signed ..... Grantee  
(.....)

**Remarks**

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

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

Duty  
Stamp  
20 Baht

Made at .....

Date ..... Month ..... Year .....

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

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

(3) I/We wish to appoint

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

(2) Mr. Chusak Salee Independent Director Age 73 Years  
 Residing at No.212/226, Phet Kasem Rd, Wat Tha Phra, Bangkok Yai, Bangkok 10600

(3) Mr.Thirawat Sarindu Independent Director Age 73 Years  
 Residing at No.143/1, Soi.Sukhimvit 39, Khlong Tan Nuea, Watthana, Bangkok 10110

(4) Mr.Thanaphot Artamaprasangsa Independent Director Age 43 Years  
 Residing at No.158/118, Silom, Bangrak, Bangkok 10500

any one of them as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders to be held on 2 April 2026 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> 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 2025 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 2025

**Agenda 3** To consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2025 ended 31 December 2025 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 2025 ended 31 December 2025

- (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 2026

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

Appointment of all directors  
 Approve                       Disapprove                       Abstain

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

Name of Director : Mr. Sirawat Wanglee  
 Approve                       Disapprove                       Abstain

Name of Director : Mr. Thirawat Sarindu  
 Approve                       Disapprove                       Abstain

**Agenda 6** To consider and approve the remunerations of the Board of Directors for the year 2026

- (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 bonus payment of the Board of Directors

- (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 appointment of External Auditor and determine their remuneration for the year 2026

- (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 2026 Annual General Meeting of Shareholders to be held on 2 April 2026 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

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

Agenda no. .... re: Appointment of directors (Continued)

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

Name of Director .....  
 Approve                       Disapprove                       Abstain

**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)**

Duty  
Stamp  
20 Baht

-----  
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 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,

(2) We wish to appoint

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

(2) Mr. Chusak Salee Independent Director Age 73 Years  
Residing at No.212/226, Phet Kasem Rd, Wat Tha Phra, Bangkok Yai, Bangkok 10600

(3) Mr.Thirawat Sarindu Independent Director Age 73 Years  
Residing at No.143/1, Soi.Sukhimvit 39, Khlong Tan Nuea, Watthana, Bangkok 10110

(4) Mr.Thanaphot Artamaprasangsa Independent Director Age 43 Years  
Residing at No.158/118, Silom, Bangrak, Bangkok 10500

any one of them as our proxy to attend and vote on our behalf at the 2026 Annual General Meeting of Shareholders to be held on 2 April 2026 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> 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 2025 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 2025

Agenda 3 To consider and approve the consolidated financial statement of the Company and its subsidiary for the year 2025 ended 31 December 2025 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 2025 ended 31 December 2025

- (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 2026

- (a) The proxy is entitled to cast the votes on our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of all directors  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Appointment of any director(s)  
Name of Director : Mr. Samart Chiradamrong  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director : Mr. Sirawat Wanglee  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director : Mr. Thirawat Sarindu  
 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 2026

- (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 bonus payment of the Board of Directors

- (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 appointment of External Auditor and determine their remuneration for the year 2026

- (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 2026 Annual General Meeting of Shareholders to be held on 2 April 2026 at 10.00 a.m. at the meeting room, 3<sup>rd</sup> floor, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok, or such other date, time and place as may be adjourned.

-----  
Agenda no. .... re: .....

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

Agenda no. .... re: .....

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

Agenda no. .... re: .....

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

Agenda no. .... re: .....

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

Agenda no. .... re: .....

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

Agenda no. .... re: .....

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

Agenda no. .... re: .....

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

Agenda no. .... re: Appointment of directors (Continued)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Profiles of the independent directors proposed as proxy by the Company

<b>Name</b>	Mr. Chusak Salee
<b>Age</b>	73 years
<b>Nationality</b>	Thai
<b>Address</b>	No.212/226, Phet Kasem Rd, Wat Tha Phra, Bangkok Yai, Bangkok
<b>Educational qualification</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration (MBA), Sul Ross State University, Texas, USA</li> <li>- Bachelor of Science, Agricultural Economics, Kasetsart University</li> </ul>
<b>Directorship training</b>	<ul style="list-style-type: none"> <li>- Certificate of attendance Directors Certification Program (DCP) Class 19/2002, IOD</li> <li>- Certificate of attendance Advanced Audit Committee Program (AACP) Class 25/2017, IOD</li> <li>- The IIA's 2017 International Conference in Sydney, IIA</li> <li>- The IIA's 2016 International Conference in New York, IIA</li> </ul>
<b>Work Experience</b>	<ul style="list-style-type: none"> <li>- September 2024 – Present : Chairman of the Audit Committee and Independent Director, S11 Group PCL</li> <li>- March 2016 – April 2018 : Director (Authorized Signatory) National Credit Bureau Co., Ltd.</li> <li>- March 2016 – April 2018 : Member of Risk Management Committee National Credit Bureau Co., Ltd.</li> <li>- December 2015 – January 2018 : Audit Committee and Independent Director, Government Savings Bank</li> <li>- November 2010 – 2018 : Director (Authorized Signatory) Sri Ayudhya General Insurance PCL</li> <li>- November 1997 – 2018 : Director (Authorized Signatory) Sri Ayudhya Capital PCL</li> </ul>
<b>Current job positions</b>	Chairman of the Audit Committee / Independent Director
<u>In any listed companies</u>	- S 11 Group PCL

In any non- listed companies - None -

In any companies which may result in a - None -

conflict of interest or business competition

with the Company

**Nature of the nominated directorship** - None -

**Term of office**

2 year

(Recent Appointment Date : 29 September 2024)

(First Appointment Date : 29 September 2024)

**% of shareholding in the Company** - None -

**Direct and indirect interests in the** - None -

**Company or in the relevant subsidiaries**

Special interest which differ from - None -

other directors in every agenda

presented in this AGM

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

**Attendance in 2025** - 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)

<b>Name</b>	Mr. Thirawat Sarindu
<b>Age</b>	73 years
<b>Nationality</b>	Thai
<b>Address</b>	143/1 Soi.Sukhumvit 39, Khlong Tan Nuea, Watthana, Bangkok
<b>Educational qualification</b>	- Master's degree in M.S. Mechanical Engineer from Fairleigh Dickinson University, USA - Bachelor's degree in Mechanical Engineer, Prince of Songkla University
<b>Directorship training</b>	- Certificate of attendance Directors Accreditation Program (DAP) Class 140/2017, IOD - Certificate of attendance Advanced Audit Committee Program (AACP) Class 50/2023, IOD
<b>Work Experience</b>	- 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.
<b>Current job positions</b>	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 -
<b>Nature of the nominated directorship</b>	Audit Committee / Independent Director
<b>Term of office</b>	3 years (Full term in office) (Recent Appointment Date : 5 April 2023) (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 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 2025 - 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)

<b>Name</b>	Mr. Thanaphot Artamapasangsa
<b>Age</b>	43 years
<b>Nationality</b>	Thai
<b>Address</b>	No. 158/118 North Sathorn Rd. Silom Bangrak Bangkok
<b>Educational qualification</b>	<ul style="list-style-type: none"> <li>- Master of Science (M.S.) in Finance, Thammasat University</li> <li>- Bachelor's Degree in Accounting, Thammasat University</li> <li>- Bachelor of Laws (LL.B.), Sukhothai Thammathirat Open University</li> </ul>
<b>Directorship training</b>	<ul style="list-style-type: none"> <li>- Certified Public Accountant, Thai Federation of Accounting Professions</li> <li>- Graduate Diploma in Taxation, University of the Thai Chamber of Commerce</li> <li>- Advance Diploma in International Taxation (Transfer Pricing Option), Chartered Institute of Taxation, United Kingdom</li> <li>- Certificate in ESG Management, the Stock Exchange of Thailand</li> </ul>
<b>Work Experience</b>	<ul style="list-style-type: none"> <li>- February 2026 – Present :           Audit Committee and Independent Director, S11 Group PCL</li> <li>- May 2020 – Present :           Managing Director / Accounting and Tax Partner Timblick Tax Advisory Ltd.</li> <li>- January 2025 – Present :       Tax Partner Timblick &amp; Partners Ltd.</li> <li>- February 2024 – December 2024 : Tax Partner Kreston Blas Advisory Co., Ltd.</li> <li>- November 2019 – March 2021 : Tax Director PKF Business Solutions (Thailand) Ltd.</li> </ul>
<b>Current job positions</b>	Audit Committee / Independent Director / Managing Director / Accounting and Tax Partner / Tax Partner
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- Timblick Tax Advisory Ltd. - Timblick & Partners Ltd.
<u>In any companies which may result in a</u>	- None -

conflict of interest or business competition  
with the Company

Nature of the nominated directorship - None -

Term of office 1 month  
(Recent Appointment Date : 18 February 2026)  
(First Appointment Date : 18 February 2026)

% 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 - None -  
Attendance in 2025

(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

