



## Information Disclosure Policy

The information disclosure of S11 Group Public Company Limited has been persistently entrusted with fairness, transparency, and accountability with reference to the principles of corporate governance. The Board of Directors has set up the Disclosure Policy so that shareholders, investors, public, and other stakeholders may ensure that the Company's information disclosure is correct, clear, legitimate, and equitable.

### Principles of information disclosure<sup>1</sup>

In order to make stakeholder equally access to information, the Company shall disclose information which may significant to decisions taken by investors as soon as possible by disclosing them with accurate, adequate and timely manner through the Stock Exchange of Thailand or other related authorities. In case of unrevealing insider information period, the Company provides the information confidential system limits to individual persons who are assigned by the Company.

### Scope of the policy

This Disclosure Policy copes with various information disclosure of the Company including financial information and others through several channels such as information disclosure in writing, in verbal, or by telephone, video conference, social media, internet, or digital media, press releases to journalists or investors (Press Conference), or through other channels that arranged by government or other institutions for public information.

### The Standards of Disclosure

1. Disclosure of material information not yet released to the public (Material Non-public Information), the Company shall disclose with carefulness, correctness, completeness, and in time as well as conduct to ensure that shareholders or investors receive information adequately, equitably, and easily access to information through the Company's website. Moreover, the Company shall concern the timing of information disclosure as well.
2. Disclosure of information on anticipation of circumstances and direction of business and the projection of the Company's future operational performance (Forward-Looking

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<sup>1</sup> Securities and Exchange Commission, Disclosure and Confidentiality Market-sensitive Information, 1



Information), the Company shall disclose with carefulness together with explanations of conditions or assumptions used for such projection.

3. Disclosure of material information already released to public (Material Public Information), the Company shall disclose clearly and completely information, without making confusion. Moreover, the Company shall provide clearly and accordingly additional information in order to avoid misunderstanding of the previous disclosed information.
4. Disclosure of other information that is not material (Non-material Information), the Company shall disclose on the basis of truth and without intention to mislead others from the actual financial status, operational performance, stock prices, or not made in a way that might lead others to understand that stock prices will rise or fall.
5. Disclosure of information that might have an impact on the business or competitiveness of the Company, the Company shall undertake with specially care both operating cost and market share.

#### **The meaning of “Material Information”**

Material information means the information concerning the business of the Company which, if disclosed inappropriately, might have a significant impact on the operational capabilities of the Company or its stock price, or might influence investment decision. Such information includes financial and investment information, or trade secrets such as:

1. Financial statements: balance sheets, statements of profit and loss, statements of cash flow, statements of changes in shareholders' equity, notes to the financial statements, and significant changes in accounting policies.
  2. Information concerning mergers and acquisitions, acquisition or disposal of associated companies/subsidiaries having significance and may affect or change the business structure of the Company.
  3. Information concerning acquisitions or disposal of securities or investment projects having significant value.
  4. Information concerning the disbursement or non-disbursement of dividends, or changes to the Company's dividend disbursement policy.
  5. Information concerning the change of major shareholders or controlling persons or key management.
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6. Information concerning major legal disputes involving the Company.
7. Information concerning the service or business's shutdown which significant to the Company.
8. Information concerning the Company's business policies or strategies.
9. Information on anticipation of the circumstances and direction of business and projection of the Company's future operational performance (Forward-Looking Information), particularly profit and loss information.
10. Other information concerning the Company that might affect to stock prices or influence investment decisions.

### Insider Information<sup>2</sup>

The Company has prohibited the disclosure of insider information to anyone prior to the release to investors except necessity case. Insider Information means information which not yet released to the public (Material Non-public Information) and has significant to the change of the price or value of its securities or investment decisions including the information of listed company, major shareholders, controlling persons, or key management, and are clear information that investors could use to investment decisions.

However, not all of material information which not yet released to the Stock Exchange of Thailand is considered to be the insider information as in some cases material non-public information may not affect to the stock prices or decisions taken by investors, or information which may affect the investment decision is not derive from the inside of the Company but derive from the external factors such as market conditions or industry.

The consideration of material information could not be specified in numeric level or exact proportion in every case. Such material depends on impact or significance of information. There are many factors to be used in the consideration such as size of listed company, development of matter, reliability of information, market conditions that related to the Company or industry and opportunity for investor to use such information.

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<sup>2</sup> Securities and Exchange Commission, Disclosure and Confidentiality Market-sensitive Information, 2

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### The authorized person of material non-public information disclosure

The Company has determined the following persons are authorized persons who answer inquiries or provide material non-public information:

1. Chief Executive Officer
2. Managing Director
3. Persons designated by persons in 1 or 2 (only for specific matters as so designated)

### The timing of material information disclosure

The Company's policy is strictly control material information or other related information that will not be released to the public prior to the date set by the Company for the material information disclosure, especially during 2 weeks prior to that disclosure date.

None of employee is permitted to disclose material non-public information at any time unless designated by the Chief Executive Officer or Managing Director.

### Execution of non-public insider information<sup>3</sup>

#### 1. Postponement of disclosure

In case the Company has insider information which is not yet released due to inconclusive or uncertainty, the Company shall closely follow the situation and immediately disclose such information through the Stock Exchange of Thailand after having conclusion or certainty such as:

- A. Matters which are in the process of negotiation or disclosure may affect the result of negotiation.
- B. Matters which have to obtain the approval from the organization or other person and disclosure in the process of waiting for approval may lead investors to misunderstanding.

#### 2. Confidentiality of non-public insider information

During the unrevealing insider information period, the Company has conducted the confidentiality of such information in order to prevent exploitation or wrongful disclosure.

#### 3. Risk of leak

In case the Company takes risks upon the leak of insider information prior to the confirmation of truth and related impact, the Company shall disclose preliminary information concerning the situation as follow:

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<sup>3</sup> Securities and Exchange Commission, Disclosure and Confidentiality Market-sensitive Information, 3



- A. Give details as much as possible.
- B. Explain reasons of could not giving the entire details.
- C. Show the Company's responsibility in disclosing details at the first opportunity.

If the Company could not release such preliminary information through the Stock Exchange of Thailand or considered such information should not be disclosed, the Company shall consult with the Stock Exchange of Thailand and may ask for circuit breaker as deem appropriate.

#### 4. Disclosing information to related person

In case the Company has to disclose insider information which not yet released through the Stock Exchange of Thailand to related person, the Company shall assure that such receivers know their duties and shall provide information confidentiality system in order to prevent the using of such information or disclosing to other persons.

#### 5. Procedure of rumor, leak and/or unintentionally disclosed

The Company has provided the procedure of handling with rumor, leak and unintended information disclosure. If insider information is rumor, leak or unintentionally disclosed, the Company shall explain or disclose such information through the Stock Exchange of Thailand according to the specified guideline. Although, such case is not concerning with insider information, the Company shall disclose on the Company's website in order to inform investors as well.

The Company has provided the reviewing procedure after giving information to individual groups as to review that whether there is any unintentionally insider information given such as having a meeting with investors in Opportunity day or after releasing of quarterly financial statements and answering inquiries by insider information disclosure. In these cases, the Company shall immediately disclose information through the Stock Exchange of Thailand and on the Company's website afterwards. Moreover, the Company shall provide documents used for information given to individual groups through the Stock Exchange of Thailand and the Company's website.



## Information disclosure to individual groups<sup>4</sup>

The Company has objective to communicate and make a good relationship with investors and other related person through various channels that both benefit for the Company and such individuals. The execution based on principle that the Company equally discloses information which may significant to investment decisions both in content and duration as follow:

### 1. Preparing of information

The Company shall prepare information for meeting with individual groups in advance by verifying such information to assure that there is no insider information, or if any the Company shall consider as deem appropriate that such information shall be disclosed through the Stock Exchange of Thailand prior to the meeting or keep it as confidential information in order to provide investors an accurate, adequate and timely manner information as well as not disclose information early while having a high uncertainty which may mislead investors.

### 2. Insider information disclosure to individual groups

The Company could not disclose insider information to any individual groups. If such information has been disclosed, the Company shall inform receivers their duties of confidentiality of information until the Company has disclosed successfully and the Company will immediately release such information through the Stock Exchange of Thailand afterwards.

The Company shall answer inquiries that not in accordance with the specified presentation with carefully by following the below guideline:

- A. Give information which been released to the Stock Exchange of Thailand and answer inquiries from such information.
- B. If the insider information is the answer of inquiries, the Company must not answer but note and consider whether such insider information could be disclosed or benefit to the Company, the Company shall disclose through the Stock Exchange of Thailand at first.

Giving opinions on financial estimation to analyst shall limit only deviation of truth and assumptions as well as avoid answering information that may indicate the incorrect of the Company's and market's estimation. In addition, processing of the revenue forecast shall use information disclosed continuously in order to specify period of such forecast. If there is any

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<sup>4</sup> Securities and Exchange Commission, Disclosure and Confidentiality Market-sensitive Information, 4



changing of the revenue forecast, the Company shall disclose information through the Stock Exchange of Thailand prior to information given to outsider.

#### Having inquires of the policy

If there are any inquiries concerning the information disclosure, please consult superior or Corporate Secretary. Failure to comply with Disclosure Policy is a violation of the Company's Code of Conduct.

#### Additional practice<sup>5</sup>

The Company has followed "Insider Information Policy" in order to enhance the efficiency of the insider information management system and reduce risks upon leak or misuse of information. Directors, executives and related persons may consider or acknowledge information in normal business operation which may affect the stock prices and could not disclose to investors. Without good measure to arrange such information, confidential information may leak and cause derogation to the Company or use to gain profit wrongfully that exploit the investors which not only be guilty but also affect the Company's reputation.

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<sup>5</sup> Securities and Exchange Commission, Disclosure and Confidentiality Market-sensitive Information, 5

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