



บริษัท เอส 11 กรุ๊ป จำกัด(มหาชน) ทะเบียนเลขที่ 0107556000698

S 11 GROUP PUBLIC COMPANY LIMITED

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

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

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

S11-003/2560

February 14, 2017

Subject: Notification of the Resolutions of the Board of Directors' Meeting no.1/2017, dividend payment and calling for the Annual General Meeting of Shareholders for the year 2017

To: The President

The Stock Exchange of Thailand

S 11 Group Public Company Limited ("the Company") held the Board of Directors' Meeting no.1/2017 on February 14, 2017. Thus, the Company would like to notify the resolutions of such Board of Directors' Meeting as follows:

1) Approval of the increasing of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million within the following details;

a) issuing and offering debt instruments which are securities according to the Securities and Exchange Act B.E. 2535 (including, but not limited to, debentures, short-term debentures, bills and short-term bills) in different forms in one or several issue(s) and/or as a program, depending on discretion and funding needs of the company with a total value of not exceeding Baht 2,000 million subject to the following conditions;

Type of Debt Instruments : secured or unsecured, subordinated or unsubordinated, convertible or non-convertible, with named certificate and with or without a debentureholders' representative (in case of debentures).

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

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

Term of Debt Instruments : Not exceeding 20 years

Offering Method : Offering to public, high net worth investors or onshore and/or offshore institutional investors in accordance with a notification of the Securities and Exchange Commission Notification and/or the Office of the Securities and Exchange Commission and/or any other applicable rules



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which are in force at the time of issuing and offering of the debt instruments.

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

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

And proposed to the Shareholders meeting for the approval.

- 2) Approval of the financial statement for the year 2016 ended 31 December 2016 which has been audited by external auditor and proposed to the shareholders meeting for the approval.
- 3) Approval of the profit allocation for legal reserve and dividend payment for the operating results of the year 2016 as follows:
- 2.1) Legal reserve in the amount of Baht 21,072,145.84
- 2.2) Dividend payment for the operating result of the year 2016 to ordinary shareholders at the rate of Baht 0.34 per share, of which the Company paid interim dividend at the rate of Baht 0.11 per share on September 9, 2015 and will pay the remaining dividend at the rate of Baht 0.23 per share to the shareholders whose names are listed in the Record Date on April 18, 2017 and the date for collecting the name of Shareholders as stipulated in section 225 of the Securities and Exchange Act. B.E. 2535 by closing the shared registration book will be on April 19, 2017. The payment of the dividend will be made on May 3, 2017.

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



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- 4) Approval of the amendment of 6 items of the Company's objectives from 25 items to 31 items as the following details;

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

And proposed to the Shareholders meeting for the approval.

- 5) Approval of the amendment of Clause 3 of Memorandum of Association in accordance with the amendment of the Company's objectives. The details are as follow;

From

"The objectives of the Company contain 25 items as set out in Bor Mor Jor 002 Form attached hereto"

To

"The objectives of the Company contain 31 items as set out in Bor Mor Jor 002 Form attached hereto"

And proposed to the Shareholders meeting for the approval.

- 6) Approval of the appointment of the re-election of directors who retired by rotation as follows:

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

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

- 7) Approval of the remunerations of the Board of Directors for the year 2017 in the total amount of not exceeding Baht 2,500,000 and proposed to the shareholders meeting for the approval.

- 8) Approval of the appointment of the External Auditor and determine their remuneration for the year 2017 as the following details:

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

From EY Office Limited to be the external auditor of the Company for the year 2017 with their remuneration of not exceeds Baht 2,000,000 excluding the transportation and other expenses and proposed to the Shareholders meeting for the approval.



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9) Approval of the calling for the 2017 Annual General Meeting of Shareholders on April 3, 2017 at 10.00 am. at the meeting room of the Company located at 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok. The agendas for the meeting are as follows:

- Agenda 1 Certify the minute of the 2016 Annual General Meeting of Shareholders
- Agenda 2 Acknowledge the Company's operating performance for the year 2016
- Agenda 3 Consider and approve the increasing of the issuing and offering debt instruments which are securities with a total value of not exceeding Baht 2,000 million
- Agenda 4 Consider and approve the financial statement for the year 2016 ended 31 December 2016 which has been audited by external auditor
- Agenda 5 Acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2016 ended 31 December 2016
- Agenda 6 Consider and approve the amendment of the Company's objectives
- Agenda 7 Consider and approve the amendment of Clause 3 of Memorandum of Association in accordance with the amendment of the Company's objectives
- Agenda 8 Consider and approve the re-election of directors who retired by rotation for the year 2017
- Agenda 9 Consider and approve the remunerations of the Board of Directors for the year 2017
- Agenda 10 Consider and approve the appointment of External Auditor and determine their remuneration for the year 2017
- Agenda 11 Consider any other businesses (if any)

And proposed to the Shareholders meeting for the approval.

10) Approval of the Record Date on March 1, 2017 and the date for collecting the name of Shareholders who are entitled to the annual general meeting of shareholders for the year 2017 as stipulated in section 225 of the Securities and Exchange Act. B.E. 2535 by closing the shared registration book will be on March 2, 2017 and the Board of Directors proposed to the shareholders meeting for the approval.

Please be informed accordingly.

Sincerely yours,

(Mrs. Katika Kusawadee)

Secretary of the Company

Authorized person for the signatory of the IT report