



บริษัท เอส 11 กรุ๊ป จำกัด (มหาชน) ทะเบียนเลขที่ 0107556000698

S 11 GROUP PUBLIC COMPANY LIMITED

888 ซอยจตุโชติ 10 ถนนจตุโชติ แขวงอโงะงเงิน 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](mailto:info@sgroup.co.th) Website : [www.sgroup.co.th](http://www.sgroup.co.th)

S11-001/2565

February 14, 2022

Subject: Notification of the Resolutions of the Board of Directors' Meeting no.1/2022 dividend payment and calling for the Annual General Meeting of Shareholders for the year 2022

To: The President  
The Stock Exchange of Thailand

S 11 Group Public Company Limited ("the Company") held the Board of Directors' Meeting no.1/2022 on February 14, 2022. Thus, the Company would like to notify the resolutions of such Board of Directors' Meeting as follows:

- 1) Approval of the financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 which has been audited by external auditor and proposed to the shareholders meeting for the approval.
- 2) Approval of the profit allocation for legal reserve and dividend payment for the operating results of the year 2021 as follows:
  - 2.1) No legal reserve for the year 2021 as the Company has been fully legal reserved according to the related law since 2017 provided the outstanding balance of legal reserve amount of Baht 61,300,000 or 10 percent of paid-up capital.
  - 2.2) The Company has the dividend payment policy of a minimum 40 percent of its net profit after deducting the corporate income tax and any legal reserves. However, the Company holds its right to pay out the dividend lower than the policy as the Company's business profit, financial status, capital liquidity, the necessity of the working capital optimization for operation expense, or business expansion, and other factors concerning the Company's business management.

Dividend payment of Baht 0.26 per share or total dividend payout amount Baht 159,380,000. However, the Company has paid the dividend lower than 40 percent due to the reservation of a working capital and to support the uncertainty of the economic resulting from the COVID-19 situation.

Moreover, the Company paid interim dividend at the rate of Baht 0.10 per share on December 9, 2021 and will pay the remaining dividend at the rate of Baht 0.16 per share with the total dividend payout amount of Baht 98,080,000 to the shareholders whose names are listed in the Record Date on April 18, 2022. The payment of the dividend will be made on May 6, 2022.

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

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

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

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



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- 4) Approval of the remunerations of the Board of Directors for the year 2022 in the total amount of not exceeding Baht 2,500,000 and proposed to the shareholders meeting for the approval.
- 5) Approval of the appointment of the External Auditor and determine their remuneration for the year 2022 as the following details:
1. Ms. Rattana Jala, CPA no. 3734
  2. Ms. Saranya Pludsri, CPA no.6768
  3. Ms. Ratchada Yongsawadwanich, CPA no. 4951
  4. Ms. Sirikorn Plernpissiri, CPA no. 5234
- From EY Office Limited to be the external auditor of the Company for the year 2022 with their remuneration of not exceeds Baht 3,300,000 excluding the transportation and other expenses and proposed to the Shareholders meeting for the approval.

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

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

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

Term of Debt Instruments : Not exceeding 20 years

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



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

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

And proposed to the Shareholders meeting for the approval.

7) Approval of the calling for the 2022 Annual General Meeting of Shareholders on April 7, 2022 at 10.00 am. at the meeting room of the Company located at 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen Sub-district, Saimai District, Bangkok. The agendas for the meeting are as follows:

- Agenda 1 Certify the minutes of the 2021 Annual General Meeting of Shareholders
- Agenda 2 Acknowledge the Company's operating performance for the year 2021
- Agenda 3 Consider and approve the financial statement of the Company and its subsidiary for the year 2021 ended 31 December 2021 which has been audited by external auditor
- Agenda 4 Acknowledge the interim dividend payment and approve the profit allocation as legal reserve and dividend payment for the operating results of the year 2021 ended 31 December 2021
- Agenda 5 Consider and approve the re-election of directors who retired by rotation for the year 2022
- Agenda 6 Consider and approve the remunerations of the Board of Directors for the year 2022
- Agenda 7 Consider and approve the appointment of External Auditor and determine their remuneration for the year 2022
- 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
- Agenda 9 Consider any other businesses (if any)

And proposed to the Shareholders meeting for the approval.



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8) Approval of the Record Date on March 1, 2022.

Please be informed accordingly.

Sincerely yours,

**Mrs. Katika Kusawadee**

Secretary of the Company

Authorized person for the signatory of the IT report