



บริษัท เอส 11 กรุ๊ป จำกัด (มหาชน) ทะเบียนเลขที่ 0107556000698

S 11 GROUP PUBLIC COMPANY LIMITED

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

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

S11-008/2566

April 11, 2023

Subject: Notification of the amendment of the Company's Articles of Association
To: The President
The Stock Exchange of Thailand

S 11 Group Public Company Limited ("The Company") would like to notify the amendment of the Company's Articles of Association according to the resolution of the 2023 Annual General Meeting of Shareholders. The purpose of such amendment is to be conform to the Company's principle of good corporate governance regarding the compliance with related rules and regulations of government agencies by amended the Company's Articles of Association regarding Electronic Conferencing of Shareholders' meeting and Board of Directors' meeting and advertising in the newspapers as follows;

Revised Clause 21

Original Version

In the event the entire board vacates the office, the retired directors shall remain in the position to carry on the Company business until the new board takes the directorship, unless the court orders otherwise. In case the board of directors vacates the office by court order, the retired directors shall arrange a shareholders' meeting to appoint a new board of directors within one (1) month from the date of vacating office by sending an invitation letter to shareholders at least fourteen (14) days before the meeting date and advertise the meeting in the newspapers at least three (3) days before the meeting date. The advertisement for the meeting must be port for three (3) consecutive days.

Amended Version

In the event the entire board vacates the office, the retired directors shall remain in the position to carry on the Company business until the new board takes the directorship, unless the court orders otherwise. In case the board of directors vacates the office by court order, the retired directors shall arrange a shareholders' meeting to appoint a new board of directors within one (1) month from the date of vacating office by sending an invitation letter to shareholders at least fourteen (14) days before the meeting date and advertise the meeting in the newspapers *or establish an advertisement via electronic media or any other means as permitted by law at present and /or to be changed hereafter; however, to the extent of criteria and procedures as stipulated by law.*

Revised Clause 25

Original Version

To convene the board meeting, the chairman of the board or assigned person shall send an invitation letter to the meeting to directors at least seven (7) days before the meeting date, except in an urgent case. Nonetheless, to preserve the right or benefit of the Company, the invitation letter to the meeting may be sent via an alternative method and the meeting date may be postponed to an earlier date.

In the event two or more of the directors request for the board of directors' meeting, the chairman of the board shall determine a meeting date within fourteen (14) days from the date of receiving such request.



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Amended Version

To convene the board meeting, the chairman of the board or assigned person shall send an invitation letter to the meeting to directors at least *three (3)* days before the meeting date, except in an urgent case. Nonetheless, to preserve the right or benefit of the Company, the invitation letter to the meeting may be sent via an alternative method and the meeting date may be postponed to an earlier date.

The chairman of the board shall call for a meeting of the board. Nonetheless, in case of necessity or to preserve right or benefit of the Company, two directors or more may request to the chairman of the board for convening a meeting. Such request must have a subject and reason for consideration. In urgent case, the chairman of the board may arrange and determine a meeting within fourteen (14) days from the date receiving such request.

In the case when the chairman of the board does not proceed as described in paragraph two, the requesting directors may jointly convene and determine a date of the meeting in order to consider the requested matter within fourteen (14) days from the due date as described in the preceding paragraph.

In case there is no chairman by any reason, vice chairman of the board shall convene a meeting of the board. In case there is no vice chairman of the board, two or more directors may jointly convene a meeting of the board.

Revised Clause 26/1

Original Version

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

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

Amended Version

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

In case the Chairman of the Board decided to convene a meeting via electronic media, the Chairman of the Board or a person authorized by the Chairman shall send Notices to the Board of Directors not less than *three (3)* days prior to the date of the meeting or shall send Notices via e-mail instead *or an alternative method as permitted by law at present and/or to be changed hereafter, within the time as specified in these articles of association and comply with the criteria set forth in relevant law or notifications.* The Meeting manager shall store the copy of Notices and attachments as evidence in form of electronic data, *or any other method as permitted by the law at present and/or to be changed hereafter.*

Revised Clause 32

Original Version

The board of directors must arrange an annual ordinary meeting of shareholders within four (4) months after the end date of the Company's accounting year. Any other meeting of shareholders shall be called an "extraordinary meeting".

The board of directors may convene an extraordinary meeting at any time as deemed fit or when one or more shareholder holding no less than ten (10) percent of total disposed shares jointly prepare a letter requesting the board to convene an extraordinary meeting. Moreover, such request letter must have subject and reason specified clearly. In such case,



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the board of directors must arrange an extraordinary general meeting of shareholders within forty-five (45) days from the date of receiving a letter from the shareholder.

If the board of directors does not arrange for the meeting of shareholders within the given period in second paragraph, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the given period in second paragraph. In this case, the meeting is deemed a shareholders' meeting called by the board of directors and the Company shall be responsible for the necessary expenses incurred from convening the meeting and shall reasonably facilitate the meeting.

In the case where the number of shareholders present at the meeting convened by the shareholders under the third paragraph is not sufficient to constitute a quorum as required in Clause 34, the shareholders under the third paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such meeting.

Amended Version

The board of directors must arrange an annual ordinary meeting of shareholders within four (4) months after the end date of the Company's accounting year. Any other meeting of shareholders shall be called an "extraordinary meeting".

The meeting of shareholders can be arranged via an electronic platform as specified in relevant law or notification or any other approach as permitted by law at present and/or to be changed hereafter.

The board of directors may convene an extraordinary meeting at any time as deemed fit or when one or more shareholder holding no less than ten (10) percent of total disposed shares jointly prepare a letter requesting the board to convene an extraordinary meeting. Moreover, such request letter must have subject and reason specified clearly. In such case, the board of directors must arrange an extraordinary general meeting of shareholders within forty-five (45) days from the date of receiving a letter from the shareholder.

If the board of directors does not arrange for the meeting of shareholders within the given period in third paragraph, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the given period in third paragraph. In this case, the meeting is deemed a shareholders' meeting called by the board of directors and the Company shall be responsible for the necessary expenses incurred from convening the meeting and shall reasonably facilitate the meeting.

In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as required in Clause 34, the shareholders under the fourth paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such meeting.

Revised Clause 33

Original Version

The Board of Directors shall issue meeting notice giving details on venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

Amended Version

The Board of Directors shall issue meeting notice giving details on venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting *or shall send Notice via e-mail instead* and promulgated in daily newspaper *or electronic media or any other method*



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as stipulated by law at present and/or to be changed hereafter, in accordance with the criteria and procedures as stipulated by law. The Meeting manager shall store the copy of Notices and attachments as evidence in form of electronic data.

Revised Clause 35

Original Version

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 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;

Amended Version

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;

Revised Clause 42

Original Version

To reduce the capital, the Company must send a letter indicating a resolution for capital decrease to the Company's debtor, acknowledged by the Company within fourteen (14) days from the date when the shareholders have voted for a resolution. The objection must be submitted within two (2) months after receiving the said letter. The resolution must be post for advertisement in a newspaper within fourteen (14) days for three (3) consecutive days.

Amended Version

To reduce the capital, the Company must send a letter indicating a resolution for capital decrease to the Company's debtor, acknowledged by the Company within fourteen (14) days from the date when the shareholders have voted for a resolution. The objection must be submitted within two (2) months after receiving the said letter. The resolution must be posted *electronically or any other method as permitted by law at present and/or to be changed hereafter, and in accordance with the criteria and procedures as stipulated by law.*

Revised Clause 43

Original Version

The dividend payment can be made upon resolution of the shareholders' meeting or resolution of the board of directors only. For interim dividend payment, the payment shall be notified in a written form to shareholders. The dividend payment must be advertised via a newspaper for three (3) consecutive days and the payment must be preceded within one (1) month after the date of such resolution.



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Amended Version

The dividend payment can be made upon resolution of the shareholders' meeting or resolution of the board of directors only. For interim dividend payment, the payment shall be notified in a written form to shareholders. The dividend payment must be advertised via a newspaper *or electronically or any other method as permitted by law at present and/or to be changed hereafter, and must be in accordance with the criteria and procedures as stipulated by law.* The payment must be preceded within one (1) month after the date of such resolution.

Revised Clause 55

Original Version

The Company's seal shall be as enumerated below:

Amended Version

In case the company or the board of directors is obliged to submit a letter or document as per Public Company Act B.E.2535 (including Amendment) to directors, shareholders or debtors of the Company, in case such person has notified his intention or given consent to receive a letter or document electronically under the criteria as stipulated by law.

Rearrange Clause 56

The Company's seal shall be as enumerated below:

Please be informed accordingly.

Sincerely yours,

Mrs. Katika Kusawadee

Secretary of the Company

Authorized person for the signatory of the IT report