

Invitation to
The 2015 Annual General Meeting
Of The Shareholders

S 11 GROUP PUBLIC COMPANY LIMITED

Thursday 23 April 2015 (10.00 a.m.)

At the meeting room, 3rd floor,

No. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen,

Saimai, Bangkok 10220



Subject: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders of S 11 Group Public Company Limited (hereinafter referred to as “the Company”)

- Attachments:
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders no.1/2014
 2. Annual report 2014 in CD-ROM
 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 place of the meeting

The Board of Directors has resolved to hold the 2015 Annual General Meeting of Shareholders (the **Meeting**) on Thursday 23 April 2015 at 10.00 a.m. at the meeting room, 3rd floor, no.888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, Bangkok. The agenda of the Meeting will be as follows:

1. **To certify the minutes of the Extraordinary General Meeting of Shareholders no.1/2014.**

Facts and reasons: The Extraordinary General Meeting of Shareholders no.1/2014 was held on 10th September 2014. The Company accurately recorded the minutes was submitted to the Ministry of Commerce in the given period. A copy of the Minutes of the Extraordinary General Meeting of Shareholders no.1/2014 is attached as Attachment 1.

Board's opinion: The Board proposes that the Shareholders Meeting certify the minutes of the Extraordinary General Meeting of Shareholders no.1/2014, as detailed in Attachment 1.

Voting: Majority votes of the Shareholders who joined and voted in the meeting.

2. **To acknowledge the report on the Company's operating results as at Year 2014.**

Facts and reasons: For the financial year ended 31 December 2014, the Company had an income of Baht 934.02 million and net profit of Baht 213.02 million. Detailed information of the

Company's operating results is provided in the Annual Report (CD-ROM) attached hereto (see details in 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 certify and approve the audited financial statements for the year ended 31 December 2014.**

Facts and reasons: The Board has had the Company's audited financial statements for the financial year ended 31 December 2014 prepared in order to be submitted to the Annual General Meeting of Shareholders for its consideration and approval in accordance with section 112 of the Public Limited Companies Act as amended (see details in Attachment 2).

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the Company's audited financial statements for the financial year ended 31 December 2014, as detailed in the Annual Report (Attachment 2).

Voting: Majority votes of the Shareholders who joined and voted in the meeting.

4. **To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31 December 2014.**

Facts and reasons: Under section 115 of the Public Limited Companies Act as amended, the Company must pay dividends from its profit only and section 116 provides that the Company must set aside at least five percent of its net annual profit as statutory reserve until the reserve reaches 10 percent of the Company's registered capital.

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 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 for the financial year ended 31 December 2014, the Company had an income of Baht 934.02 million and a net profit of Baht 213.02 million and net profit after legal reserve of Baht 10.65 million, totalling of Baht 202.37 million.

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the apportionment of profit of Baht 10,651,103.53 as legal reserve, provided the outstanding balance of legal reserve amount of Baht 20,756,407.51 or 3.39 percent of paid-up capital and the payment of dividend to the Company's shareholders whose names are in the Shareholder Register on 29 April 2015. The record date for determining the shareholders who are entitled to the dividend payment is 29 April 2015. The book closing date for gathering the list of shareholders in accordance with section 225 of the Securities and Exchange Act is 30 April 2015. The dividend payout rate is Baht 0.17 per share and the due date for payment is 13 May 2015.

The above right to receive dividends remains uncertain unless the 2015 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 appointment of directors replacing those retired by rotation.

Facts and reasons: Under Article 17 of the Company's Articles of Association, at least one-third 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. Following the conversion into public company limited, the 2015 Annual General Meeting is the second AGM of the Company. Therefore, the retiring directors by drawing were:

- | | | |
|----|-------------------------|---------------------------|
| 1. | Mr. Ee Guan Hui Gilbert | Director |
| 2. | Mr. Thosaporn Lerdbhan | Director |
| 3. | Mrs. Vachira Na Ranong | Member of Audit Committee |

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 and the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Board's opinion: 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 three nominated directors are named as follows:

1. Mr. Ee Guan Hui Gilbert Director
2. Mr. Thosaporn Lerdbhan Director
3. Mrs. Vachira Na Ranong Member of Audit Committee

Profiles of the three 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 Annual Report in the section "Corporate Governance", which is 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 determination of directors' remuneration for the year 2015

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 2015 onwards until shareholders approve further changes, whereby the Board of Directors considered and authorized the remuneration under the conditions as follow:-

1. A meeting allowance will be provided to the Board of Directors and the Audit Committee as follows:
 - the chairman of the Board of Directors is entitled for a meeting allowance of Baht 10,000 for each attendance;
 - the chairman of the Audit Committee is entitled for a meeting allowance of Baht 10,000 for each attendance;-
 - all other members of the Board of Directors and the Audit Committee are entitled for a meeting allowance of Baht 10,000 for each attendance.

2. The total bonus for directors and independent directors will be up to Baht 1,200,000
3. The remuneration is paid to the Board of Directors and the Audit Committee of the Company
4. Directors can be appointed as either Board of Director or any Standing Sub-Committee. The remuneration shall be paid in accordance with the appointment position of each director.

The scopes of powers, duties and responsibilities of the Board, the Audit Committee and the Risk Management Committee are detailed in the Annual Report under the heading "Corporate Governance", which is attached to this notice as Attachment 2.

Table of comparison of the remuneration paid to directors in 2014 and 2013

Unit: Baht

Type of remuneration	2015 (as proposed)		
	Chairman of the Board	Chairman of the Audit Committee	Director
1. Meeting allowance	10,000	10,000	10,000
2. Bonus	Up to Baht 1,200,000		

Type of remuneration	2014		
	Chairman of the Board	Chairman of the Audit Committee	Director
1. Meeting allowance	10,000	10,000	10,000
2. Bonus	Up to Baht 1,200,000		

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

7. **To consider and approve the appointment of auditors and to determine their remuneration.**

Facts and reasons: Section 120 of the Public Limited Companies Act 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 five 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 proposes that the Shareholder Meeting approve the appointment of Ms. Somjai Khunapasut, CPA no. 4499 and/or Ms. Rattana Jala, CPA no. 3734 and/or Ms. Ratchada Yongsawadwanich, CPA no. 3951 of EY Office Limited to be the auditors of the Company and its subsidiaries located in Thailand for the financial year 2014 with their remuneration of up to Baht 1,600,000 per annum excluded other out-of-pocket expenses such as travelling.

Table of comparison of the auditors' remuneration

Auditors' remuneration	Financial Year 2013	Financial Year 2012
1. Auditing fee	Baht 1.40 million	Baht 1.43 million
2. Other service charges and expenses	-	-

Board's opinion: The Board proposes that the Shareholders Meeting consider and approve the appointment of Ms. Somjai Khunapasut, CPA no. 4499 and/or Ms. Rattana Jala, CPA no. 3734 and/or Ms. Ratchada Yongsawadwanich, CPA no. 3951 of EY Office Limited to be the auditors of the Company and its subsidiaries in Thailand for the financial year 2014 with their remuneration of up to Baht 1,600,000 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 executives, major shareholders or their affiliates.

8. 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 their 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 shares, please use the attached proxy form either form A or B or C.

In case you are unable to attend the Meeting, you may appoint an independent director, whose CV is attached to the proxy form, as your proxy to attend and vote at the Meeting on your behalf.

The Company fixes 16 March 2015 as the record date for determining the shareholders entitled to attend the 2014 AGM and 17 March 2015 as the share register book closing date for preparing a list of the eligible shareholders under Section 225 of the Securities and Exchange Act.

Yours sincerely,

S 11 Group Public Company Limited

Mr. Samart Chiradamrong
Chairman of the Board of Directors

Minute of the Extraordinary General Meeting of Shareholders no. 1/2014**S 11 Group Public Company Limited**

The meeting was held on 10th September 2014 at 10.00 a.m. at the 3rd Floor Meeting Room of the head office, S 11 Group Public Company Limited, No.888 Soi. Chatuchot 10, Chatuchot Road, Kwaeng Ao-Ngoen, Khet Sai Mai, Bangkok 10220

Mr. Samart Chiradamrong was the Chairman of the meeting. Chairman welcomed the Shareholders presenting at the meeting and recorded that 121 Shareholders were attending the meeting in person and by proxy, representing 102,237,425 shares or 95.91 percent of issued shares, thus constituting 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.

Chairman then declared the meeting was commenced and asked the secretary of the company to introduce the board of director and management who joined the meeting and to inform the vote counting procedure.

The secretary of the company introduced the board of director and management as follow;

Directors who attended the meeting

- 1) Mr. Samart Chiradamrong Chairman
- 2) Mr. Surasak Khemthongkum Managing Director
- 3) Mr. Chatchai Chotanakarn Chairman of Audit Committee and Independent Director
- 4) Mrs. Vachira Na Ranong Audit Committee and Independent Director
- 5) Mr. Thanisorn Dejthamrong Audit Committee and Independent Director
- 6) Mr. Thosaporn Lerdbhan Director

Directors who could not attended the meeting

- 1) Mr. Gilbert Ee Guan Hui Director
- 2) Mr. Richard Wee Keng Kwok Director
- 2) Mr. Sirawat Wanglee Director

Other Participants

- | | |
|-------------------------------|--------------------------------|
| 1) Ms. Watcharaporn Meruthong | Finance and Accounting Manager |
| 2) Ms. Katika Chiradamrong | Secretary of the Board |

The secretary of the company informed the vote counting procedure as follow;

In case of no Disapprove or Abstain vote on each agenda, Chairman shall consider as affirmative votes in favor of such agenda. In case of Against or Abstain vote, Shareholder may cast the vote in their voting cards which shall be collected by the company's staff for each agenda. For vote casting, each Shareholder and proxy shall have one vote for each share of which he/she is the holder. For proxy, the company shall count and record their vote of Agree Against or Abstain. For vote counting, Against and Abstain votes will be subtracted from the total number of votes cast by the Shareholders presented at the meeting and the rest shall be the affirmative votes in favor of such agenda.

Chairman asked the secretary of the company to declare the result of each vote counting after finishing each vote casting of each agenda by informing the number of vote casting of Agree Against and Abstain and the percentage compared to the total number of votes cast by the Shareholders presented at the meeting.

Chairman then requested the meeting to consider the agenda as follows;

Agenda no. 1 Certify the Minutes of the Annual General Meeting of Shareholders for the year 2014

Chairman presented the minute of the Annual General Meeting of Shareholders for the year 2014 held on 27th March 2014 which was attached to the notice sent to all Shareholders

Chairman 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.

Chairman then proposed the meeting to certify the minute of the Annual General Meeting of Shareholders for the year 2014 held on 27th March 2014.

Resolution : The meeting certify the minute of the Annual General Meeting of Shareholders for the year 2014 held on 27th March 2014 as follow:

Vote Casting of Each Agenda	Number of Vote Casting (1 shares equal to 1 vote)
1. Agree	102,237,425
2. Against	-
3. Abstain	-
Total Number Vote Casting	102,237,425

Agenda no. 2 Consider and approve the change of par value

Chairman informed the meeting that as to increase the share liquidity of the company after registering the capital into SET, the Board considered and agreed to propose the Shareholders to consider and approve the change of par value from Baht 5 (five) per share to Baht 1 (one) per share.

Chairman 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.

Chairman then proposed the meeting to consider and approve the change of par value from Baht 5 (five) per share to Baht 1 (one) per share.

Resolution : The meeting approved the change of par value as follow:

Vote Casting of Each Agenda	Number of Vote Casting (1 shares equal to 1 vote)
1. Agree	102,237,425
2. Against	-
3. Abstain	-
Total Number Vote Casting	102,237,425

Agenda no. 3 Consider and approve an amendment of the Memorandum of Association in relation to par value of the Company

Chairman informed the meeting that the Board considered and agreed to propose the Shareholders to consider and approve an amendment of the Memorandum of Association in relation to par value of the Company as follow:

Clause 4. The registered capital Baht 613,000,000 (Six hundred and thirteen million Baht)
 Divided into 613,000,000 shares (Six hundred and thirteen million shares)
 Value per share Baht 1 (one Baht)
 Divided into:
 Ordinary share 613,000,000 share (Six hundred and thirteen million shares)
 Preference share - share

Chairman 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.

Chairman then proposed the meeting to consider and approve an amendment of the Memorandum of Association in relation to par value of the Company.

Resolution : The meeting approved an amendment of the Memorandum of Association in relation to par value of the Company as follow:

Vote Casting of Each Agenda	Number of Vote Casting (1 shares equal to 1 vote)
1. Agree	102,237,425
2. Against	-
3. Abstain	-
Total Number Vote Casting	102,237,425

Agenda no. 4

Consider and approve the Initial Public Offering after the changing of par value

Chairman informed the meeting that as a result of agenda no. 2 approving the change of par value from Baht 5 (five) per share to Baht 1 (one) per share. The company proposed the meeting to approve the change of the allocation of newly issued 16,000,000 ordinary shares at a par value of Baht 5 by way of initial public offering in the value not less than par value to the allocation of newly issued 80,000,000 ordinary shares at a par value of Baht 1 by way of initial public offering in the value not less than par value.

In addition, Chairman proposed the meeting to consider and appoint Mr. Samart Chiradamrong or/and Mr. Surasak Khemthongkum to be the authorized persons who will arrange and determine details price and the initial public offering of the mentioned newly issues share.

Chairman 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.

Chairman then proposed to consider and approve the Initial Public Offering after the changing of par value.

Resolution : The meeting approved the change of the allocation of newly issued 16,000,000 ordinary shares at a par value of Baht 5 by way of initial public offering in the value not less than par value to the allocation of newly issued 80,000,000 ordinary shares at a par value of Baht 1 by way of initial public offering in the value not less than par value and to appoint Mr. Samart Chiradamrong or/and Mr. Surasak Khemthongkum to be the authorized persons who will arrange and determine details price and the initial public offering of the mentioned newly issues share as follow:

Vote Casting of Each Agenda	Number of Vote Casting (1 shares equal to 1 vote)
1. Agree	102,237,425
2. Against	-
3. Abstain	-
Total Number Vote Casting	102,237,425

Agenda no. 5 Consider any other businesses (if any)

Chairman 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.

Chairman 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.

Chairman then declared the meeting adjourned at 10.30 am.

Ms. Katika Chiradamrong

Secretary of the Company

Mr. Samart Chiradamrong

Chairman

Profiles of the independent directors proposed as proxy by the Company

Name	Mr. Ee Guan Hui Gilbert
Age	51 years
Nationality	Singaporean
Address	45 Mount. Senai Rise #15-02 Singapore 276958
Educational qualification	- BBA National University of Singapore
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 108/2014, IOD
Work Experience	- 2011 – Present Director, S 11 Group PCL - 2007 – Present Chief Executive Officer, GSH Corporation Limited
Current job positions	Chief Executive Officer / Director
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- GSH Corporation Limited
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -
Nature of the nominated directorship	Director
Term of office	3 years 8 months
% of shareholding in the Company	Ordinary shares 38,644,550 shares, representing 6.30 percent
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting Attendance in 2014	- 3 times out of 7 meetings of the board of directors

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Name	Mr. Thosaporn Lerdbhan
Age	48 years
Nationality	Thai
Address	388/5 Soi. Chalermasuk, Phahonyothin Road, Chankasem, Chatuchak, Bangkok
Educational qualification	- Bachelor's degree in Commerce and Accountancy, Krirk University
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 105/2013, IOD
Work Experience	- 2011 – Present Director / IT Manager, S 11 Group PCL - 2004 – 2011 IT Manager, Group Lease PCL - 1991 – 2004 IT Director, Group Lease PCL
Current job positions	Director / IT Manager
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- None -
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -
Nature of the nominated directorship	Director
Term of office	3 years 8 months
% of shareholding in the Company	Ordinary shares 2,103,660 shares, representing 0.34 percent
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting Attendance in 2014	- 7 times out of 7 meetings of the board of directors

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Name	Mrs. Vachira Na Ranong
Age	60 years
Nationality	Thai
Address	256 Soi. Sukhumvit 55, Klongtun Nua, Wattana, Bangkok
Educational qualification	<ul style="list-style-type: none"> - Master's degree in Finance, Marshall University, USA - Bachelor's degree in Banking and Finance, Chulalongkorn University
Directorship training	<ul style="list-style-type: none"> - Certificate of attendance Directors Certification Program (DCP) Class 124/2009, IOD - Certificate of attendance Directors Accreditation Program (DAP) Class 61/2007, IOD
Work Experience	<ul style="list-style-type: none"> - 2013 – Present Audit Committee / Independent Director, S 11 Group PCL - 2012 – Present Director / Treasurer, Thai Investors Association - 2003-2010 Deputy Secretary, General Administration Group Government Pension Fund (GPF) - 2002-2003 Project Advisor, Fiscal Policy Research Institute (FPRI) - 1998-2002 Assistant Secretary General, Financial Sector Restructuring Authority (FRA) - 1989-1997 Vice President, Finance One PLC - 1988-1989 Director, The Siam Sanwa Industrial Credit Co., Ltd. (SICCO) - 1979-1987 Manager, Thai Investment and Securities Co., Ltd. (TISCO)
Current job positions	Audit Committee / Independent Director / Director / Treasurer
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- Thai Investors Association
<u>In any companies which may result in a conflict of interest with the Company</u>	- None -

Nature of the nominated directorship	Audit Committee / Independent Director
Term of office	1 year 7 months
% of shareholding in the Company	- None –
Direct and indirect interests in the Company or in the relevant subsidiaries	- None -
Historical records or meeting	- 7 times out of 7 meetings of the board of directors
Attendance in 2014	- 9 times out of 9 meetings of the Audit Committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Proxy

Chapter V Clause 35

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

2. Meeting Procedures

Chapter V 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 V 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 V 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 V 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 IV 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 IV Clause 15

A director need not be a shareholder of the Company.

Chapter IV 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 IV 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 for the shareholders' meeting of the Company to 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, identification card of the shareholder and 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, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 *Juristic person registered in Thailand*

- (a) corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 *Juristic person registered outside of Thailand*

- (a) corporate affidavit; and
- (b) identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

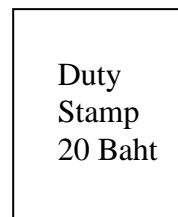
A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.30 a.m. on 23 April 2015.

Remark

If any shareholder cannot attend the 2015 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, Saimai, 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) age years, residing/located at No.,
..... Road, Tambol/Kwaeng, Amphur/Khet
Province, Postal Code, or

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

any one of them as my/our proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders to be held on 23 April 2015 at 10.00 a.m. at the meeting room, 3rd, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, 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
(.....)

Signed Grantee
(.....)

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

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

any one of them as my/our proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders to be held on 23 April 2015 at 10.00 a.m. at the meeting room, 3rd, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, 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 no 1: To certify the minutes of the Extraordinary General Meeting of Shareholders no.1/2014.
- (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. 2: To acknowledge the report on the Company's operating results as at Year 2014.
- Agenda no. 3: To certify and approve the audited financial statement for the year ended 31 December 2014.
- (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. 4: To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31 December 2014.
- (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. 5: To consider and approve the appointment of directors replacing those retired by rotation.
- (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. Ee Guan Hui Gilbert
 - Approve Disapprove Abstain
 - Name of Director : Mr. Thosaporn Lerdbhan
 - Approve Disapprove Abstain
 - Name of Director : Mrs. Vachira Na Ranong
 - Approve Disapprove Abstain

- Agenda no. 6: To consider and approve the determination of directors' remuneration for the year 2015.
- (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. 7: To consider and approve the appointment of auditors and to determine their remuneration.
- (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. 8: 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 his/her 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
(.....)

Signed Grantee
(.....)

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 2015 Annual General Meeting of Shareholders to be held on 23 April 2015 at 10.00 a.m. at the meeting room, 3rd, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, 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

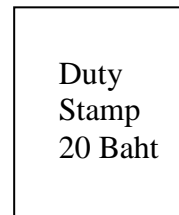
Name of Director
 Approve Disapprove Abstain

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)

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

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

any one of them as our proxy to attend and vote on our behalf at the 2015 Annual General Meeting of Shareholders to be held on 23 April 2015 at 10.00 a.m. at the meeting room, 3rd, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, 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 no. 1: To certify the minutes of the Extraordinary General Meeting of Shareholders no.1/2014.
 - (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 with votes Disapprove with votes Abstain with votes
- Agenda no. 2: To acknowledge the report on the Company's operating results as at Year 2014.
- Agenda no. 3: To certify and approve the audited financial statement for the year ended 31 December 2014.
 - (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 with votes Disapprove with votes Abstain with votes
- Agenda no. 4: To consider and approve the profit apportionment as legal reserve and dividend payment derived from operating results for the year ended 31 December 2014.
 - (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 with votes Disapprove with votes Abstain with votes
- Agenda no.5: To consider and approve the appointment of directors replacing those retired by rotation.
 - (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 with votes Disapprove with votes Abstain with votes
 - Appointment of any director(s)
 - Name of Director : Mr. Ee Guan Hui Gilbert
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Thosaporn Lerdbhan
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mrs. Vachira Na Ranong
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 6: To consider and approve the determination of directors' remuneration for the year 2015.
 - (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 with votes Disapprove with votes Abstain with votes
- Agenda no. 7: To consider and approve the appointment of auditors and to determine their remuneration.
 - (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 with votes Disapprove with votes Abstain with votes

- Agenda no. 8: 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 with votes
 - Disapprove with votes
 - Abstain with votes

(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 his/her 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
(.....)

Signed Grantee
(.....)

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 2015 Annual General Meeting of Shareholders to be held on 23 April 2015 at 10.00 a.m. at the meeting room, 3rd, no. 888 Soi.Chatuchot 10, Chatuchot Road, Ao-Ngoen, Saimai, 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 with votes Disapprove with votes Abstain with votes

- 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 with votes Disapprove with votes Abstain with votes

- 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 with votes Disapprove with votes Abstain with votes

- 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 with votes Disapprove with votes Abstain with votes

- 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 with votes Disapprove with votes Abstain with votes

- 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 with votes Disapprove with votes Abstain with votes

- 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 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

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

Profiles of the independent directors proposed as proxy by the Company

Name	Mr. Chatchai Chotanakarn
Age	62 years
Nationality	Thai
Address	14 Soi.Boonchusri, Dindang Road, Samsen Nai, Prayathai, Bangkok
Educational qualification	- M.S. (Computer Science) Florida Institute of Technology, U.S.A - M.S. (Agricultural Economics) Kasetsart University
Directorship training	- Certificate of attendance Directors Accreditation Program (DAP) Class 62/2007, IOD
Work Experience	- 2013 – Present Chairman of the Audit Committee and Independent Director, S 11 Group PCL - 2014 – Present Advisory of Managing Director, Bangkok Life Assurance PCL - 2008 – 2013 IT Senior Vice President, Bangkok Life Assurance PCL - 2011 - 2007 IT Director, Bangkok Life Assurance PCL - 1998 - 2000 IT Director, Financial Sector Restructuring Authority Organization - 1994 - 1998 IT Director, Savco Wholesale Co., Ltd. - 1987 - 1994 Project Manager, Bank of Thailand
Current job positions	Chairman of the Audit Committee / Independent Director / Advisory of Managing Director
<u>In any listed companies</u>	- S 11 Group PCL - Bangkok Life Assurance PCL
<u>In any non- listed companies</u>	- None –

In any companies which may result in a - None -
conflict of interest with the Company

Nature of the nominated directorship - None -

Term of office 1 year 7 months

% of shareholding in the Company - None -

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

Historical records or meeting - 7 times out of 7 meetings of the board of directors

Attendance in 2014 - 9 times out of 9 meetings of the audit committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Name	Mrs. Vachira Na Ranong
Age	60 years
Nationality	Thai
Address	256 Soi. Sukhumvit 55, Klongtun Nua, Wattana, Bangkok
Educational qualification	- Master's degree in Finance, Marshall University, USA - Bachelor's degree in Banking and Finance, Chulalongkorn University
Directorship training	- Certificate of attendance Directors Certification Program (DCP) Class 124/2009, IOD - Certificate of attendance Directors Accreditation Program (DAP) Class 61/2007, IOD
Work Experience	- 2013 – Present Audit Committee / Independent Director, S 11 Group PCL - 2012 – Present Director / Treasurer, Thai Investors Association - 2003-2010 Deputy Secretary, General Administration Group Government Pension Fund (GPF) - 2002-2003 Project Advisor, Fiscal Policy Research Institute (FPRI) - 1998-2002 Assistant Secretary General, Financial Sector Restructuring Authority (FRA) - 1989-1997 Vice President, Finance One PLC - 1988-1989 Director, The Siam Sanwa Industrial Credit Co., Ltd. (SICCO) - 1979-1987 Manager, Thai Investment and Securities Co., Ltd. (TISCO)
Current job positions	Audit Committee / Independent Director / Director / Treasurer
<u>In any listed companies</u>	- S 11 Group PCL
<u>In any non- listed companies</u>	- Thai Investors Association

In any companies which may result in a conflict of interest with the Company - None -

Nature of the nominated directorship Audit Committee / Independent Director

Term of office 1 year 7 months

% of shareholding in the Company - None -

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

Historical records or meeting - 7 times out of 7 meetings of the board of directors

Attendance in 2014 - 9 times out of 9 meetings of the Audit Committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Name	Mr. Thanisorn Dejthamrong
Age	62 years
Nationality	Thai
Address	709 Moo.15, Bangkaew Sub-District, Bangpee District, Samutprakarn Province
Educational qualification	<ul style="list-style-type: none">- Ph. D. (Economics), University of Washington, Seattle, Washington, USA- M.A. (Economics), University of Washington, Seattle, Washington, USA- Bachelor's degree in Economics, Thammasart University
Directorship training	<ul style="list-style-type: none">- Certificate of attendance Directors Accreditation Program (DAP) Class 106/2013, IOD
Work Experience	<ul style="list-style-type: none">- 2013 – Present Audit Committee / Independent Director, S 11 Group PCL- 2012 – Present Economic Advisor, Banpu PCL- 2003 – 2005 Project Advisor Fiscal Policy Research Institute Foundation- 2003 – 2005 Project Advisor Government Saving Bank, Bank for Agriculture and Agricultural Cooperatives- 1998 – 2003 Director of Research Information Office Financial Restructuring Authority (FRA)- 1995 – 1998 Assistant Managing Director Kiatnakin Finance and Securities PLC- 1990 – 1992 Research Economist Research and Training Centers of Southeast Asian Central Banks (SEACEN) Malaysia, seconded by the Bank of Thailand- 1988 – 1995 Assistant Economists, the Bank of Thailand- 1982 – 1985 Economists, the Bank of Thailand
Current job positions	Audit Committee / Independent Director / Economic Advisor

In any listed companies - S 11 Group PCL
- Banpu PCL

In any non- listed companies - None -

In any companies which may result in a
conflict of interest with the Company - None -

Nature of the nominated directorship Audit Committee / Independent Director

Term of office 1 year 7 months

% of shareholding in the Company - None –

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

Historical records or meeting - 7 times out of 7 meetings of the board of directors

Attendance in 2014 - 9 times out of 9 meetings of the Audit Committee

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Map 1



Map 2

