



Ref. OS 2023/023

Criteria for granting shareholders the right to propose agenda for consideration at the 2024 Annual General Meeting of Shareholders

Objectives

SiS Distribution (Thailand) Public Company Limited (“the Company”) emphasizes equal importance to all shareholders and aims to promote transparent and fair corporate governance practices. The Company therefore provides an opportunity for shareholders to propose matters beneficial to the Company for consideration to be included on the agenda of the Annual General Meeting of Shareholders (AGM) for the year 2024. This process adheres to clear and transparent criteria and procedures as follows.

Qualifications of shareholders proposing matters for consideration to be included in the meeting agenda

Shareholders are eligible to propose matters for consideration at the meeting when they meet the following qualifications:

1. Being a shareholder of the Company, who may be an individual shareholder or a collective group of shareholders. The combined ownership stake should be at least 3% of the total voting shares to be eligible to propose agenda items for consideration.
2. Being a shareholder who meets the ownership criteria specified in item 1, and the continuous ownership of shares must be maintained from the date of acquisition until the day of submitting the proposal for inclusion in the meeting agenda, for a period of not less than 12 months.

Conditions for proposing matters for consideration to be included in the meeting agenda

Shareholders meeting the specified criteria must prepare the document titled "Proposal Form for Matters Consideration to be Included in the 2024 Annual General Meeting of Shareholders agenda". The document shall be duly signed, accompanied by evidence of shareholding, and relevant supporting documents, including additional materials that would be beneficial for the comprehensive evaluation by the Board of Directors. The complete set of documents must be submitted via registered mail or electronic mail to the Company at the address specified below no later than January 31st, 2024.

In the event that multiple shareholders collectively propose agenda items, each individual shareholder is required to complete the "Proposal Form for Matters Consideration to be Included in the 2024 Annual General Meeting of Shareholders agenda" and sign as evidence prior to consolidating and submitting the set of proposals. Each shareholder shall fill in the form on behalf of the appointed representative, designated as the contact person for the group, providing one representative name. It is understood that any communication with the appointed representative is considered communication with all participating shareholders whose signatures are affixed. Additionally, a separate proposal form shall be prepared for each agenda item, and the entire set of documents must be submitted via registered mail or electronic mail to the Company at the address specified below no later than January 31st, 2024.



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Address for submitting via registered mail: Company Secretary
9 Pakin Building, 9th Floor, Room No.901, Ratchadaphisek
Road, Din Daeng, Din Daeng, Bangkok 10400
Tel: +662 020 3316

E-mail Address: CompanySecretary@sisthai.com

The Company Secretary will propose the preliminary proposals to the Independent Committee for initial screening and will communicate the outcomes by February 2024. For proposals that pass the initial assessment, the Company Secretary will further propose them to the Board of Directors for consideration. Once a proposal receives the approval of the Board of Directors, the Company Secretary will include it as an agenda in the shareholder meeting invitation letter, along with the opinion from the Board of Directors accordingly.

Consideration of the proposed agenda

To ensure the efficiency of the meeting, the Company will not consider the following matters as agenda items for the AGM:

1. Proposals submitted by shareholders who do not meet the specified criteria.
2. Proposals submitted by the shareholder with incomplete, insufficient, or inaccurate documentation. This includes the proposals that may be considered as encompassing a broader scope, not able to contact the proposer, or the proposals may not be submitted within the specified timeframe.
3. Proposals that are violation of laws, regulations, announcements, or regulations of regulatory authorities, government agencies, or relevant organizations. They may also contravene business codes of conduct, resolutions from the shareholders' meeting and principles of good corporate governance.
4. Proposals that are legally mandated undergo consideration by the shareholders' meeting and have been designated as agenda items for the meeting or have already been addressed.
5. Proposals that do not fall within the authority or responsibilities of the ordinary AGM as stipulated by law.
6. Proposals that are beyond the scope of the stated objectives or the authority and responsibilities that the Company is empowered to act upon.
7. Proposals that have been previously proposed by a shareholder at a shareholders' meeting for consideration within the past 12 months, which received support with less than 10% of the total voting shares. Importantly, there have been no significant changes in the facts regarding that matter since its last consideration.
8. Proposals that are within the routine duties or management authority of the Board of Directors unless they result in significant harm to shareholders.
9. Proposals intended for the benefit of specific individuals or groups of individuals or matters that are not beneficial to the Company's operations.



Proposal Form for Matters Consideration to be Included in the 2024 Annual General Meeting of Shareholders agenda

(1) I am (Mr./Mrs./Miss) being the shareholder of SiS Distribution (Thailand) Public Company Limited, holding.....shares, resident atMooVillage / Building Road.....Sub district District.....Province Zip Code Mobile phone number.....Home/office phone number..... E-mail address (if any).....

(2) wish to propose an agenda for () Acknowledgement () Consideration Subject..... Detail.....

Other information and that useful for consideration (such as facts or reason, etc.)

Which includes additional supporting documents that have been duly signed on each page to certify their accuracy for page(s).

(3) I hereby appoint Mr./Mrs./Miss to act on my behalf to liaise with the Company, under the conditions for proposing matters for consideration to be included in the meeting agenda, as mentioned above.

I hereby certify that the text, information, shareholding evidence, and additional supporting documents in every copy are true and accurate in every respect. I also consent to the Company disclosing this information and supporting documents to any party as evidence of this matter. I have affixed my signature as evidence below.

..... (Shareholder) (.....) Date



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The proposer of the agenda must submit documentation as follows:

- Shareholders must attach evidence of shareholding, such as the certificate of shareholding issued by the securities companies or any other evidence from the Thailand Securities Depository Company Limited, or the Stock Exchange of Thailand (SET) or copy of Securities Paper and certified true copies by such shareholders.
- In the case of individual shareholders, it is required to attach a copy of the national ID card or a copy of the passport (for foreign nationals) that is still valid, along with a signed certification verifying the correctness of the copy.
- In the case of a legal entity, it is necessary to attach a copy of the corporate certificate and a copy of the national ID card or a copy of the passport (for foreign nationals) that is still valid for the authorized signatory of the legal entity. The authorized signatory, whose signature appears on this proposal form, must also sign a certification confirming the accuracy of the attached copy.
- In the event that a shareholder has made changes to their title, first name, or last name, it is necessary to attach supporting documentation for the aforementioned changes. Additionally, a certified verification of the accuracy of the attached copy is required.
- Any other documents deemed necessary for consideration or selection.