



Ref. OS 2023/024

Criteria for granting shareholders the right to nominate candidates for consideration for the election of directors 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 nominate candidates for consideration for the election of directors in advance. This process adheres to clear and transparent criteria and procedures as follows.

Qualifications of shareholders nominating candidates for consideration for the election of directors

Shareholders are eligible to propose candidates for consideration in director elections 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 proposing individuals for consideration in the election as a director, for a period of not less than 12 months.

Conditions for nominating candidates for consideration for the election of directors

Shareholders meeting the specified criteria must prepare the document titled “**Proposal Form for Nomination of Candidate for Consideration for the Election of Directors in the 2024 Annual General Meeting of Shareholders**”. 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 Nomination of Candidate for Consideration for the Election of Directors in the 2024 Annual General Meeting of Shareholders**” 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 nominated candidate, 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

Individuals nominated for consideration as directors in the Company must possess the following qualifications and should not have disqualifying characteristics.

1. Possess complete qualifications and not have disqualifying characteristics according to the Public Company Limited Law and Act, Securities and Exchange Law and Act, and the principles of good corporate governance of the Company. Additionally, they must meet all the qualifications and definitions of independent directors if proposed as independent directors.
2. Possess knowledge and skills beneficial to the Company's business, including expertise in equipment and computer operating systems, finance, accounting, marketing, service, and business management. Additionally, they should have a solid understanding of relevant laws.
3. Does not have conflict of interest with the Company as:
 - 3.1 Engaging in or holding any type of share or being a director of private or public companies that operate similar or competing businesses with the Company, and not being a contracting party with interests adverse to those of the Company.
 - 3.2 Other cases as stipulated by the Public Limited Companies Act and/or relevant laws.
4. Possess time, knowledge, capabilities, independence, vigilance, honesty, integrity, and robust physical health. They should be willing to dedicate their time fully to the Company, both during and outside of meetings. Additionally, they should consistently attend board meetings, actively contribute to the creative process, provide beneficial input during meetings, and be able to carry out other tasks as assigned by the Board of Directors.

The Company Secretary will propose a list of nominated candidates to the Remuneration and Nomination Committee for initial screening according to the remuneration process and will communicate the outcomes by February 2024. For individuals who pass the screening, the Company Secretary will further propose them to the Board of Directors for further consideration. Upon approval by the Board of Directors, the Company Secretary will include their names in the agenda for the election of directors, along with the opinion from the Board of Directors accordingly.



**Proposal Form for Nomination of Candidate for Consideration for
the Election of Directors in the 2024 Annual General Meeting of Shareholders**

- (1) I am (Mr./Mrs./Miss) being the shareholder of SiS Distribution (Thailand) Public Company Limited, holding.....shares, resident at MooVillage / Building Road.....Sub district District.....Province Zip Code Mobile phone number.....Home/office phone number..... E-mail address (if any).....
- (2) wish to nominate Mr./Mrs./Miss....., aged.....years, for consideration for the election of directors. This person possesses all the necessary qualifications and does not have any disqualifying characteristics according to the criteria. I am submitting this proposal with the explicit consent of the nominated individual. Enclosed, please find supporting documents for consideration, including educational background, work history, and additional pertinent information. All documents are duly signed and certified for accuracy. The total number of submitted pages is.....page(s).
- (3) I hereby appoint Mr./Mrs./Miss to act on my behalf to liaise with the Company, under the conditions of nominating candidates for consideration for the election of directors, 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

- (3) I, Mr./Mrs./Miss, hereby acknowledge and certify that I have been nominated for director election in accordance with Clause (2). I affirm that I possess the complete qualifications and do not have any disqualifying characteristics as per the criteria set by the regulatory authorities. I willingly consent to providing personal information and authorizing the verification of the aforementioned details by the relevant regulatory bodies. This certification is supported by my signature below.

..... (Person Nominated)
(.....)
Date



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The nominator of candidate for consideration for the election of directors 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.