

13 March 2017

Subject Invitation to the 2017 Annual General Meeting of Shareholders
To Shareholders of SiS Distribution (Thailand) Public Company Limited
Attachments 1. A copy of the minute of the 2016 Annual General Meeting of Shareholders held on 22nd April 2016
2. The 2016 Annual Report and the 2016 Audited Financial Statements in CD-ROM
3. The definition of the Independent Director
4. The biography of Directors proposed to be the Company's Directors
5. The Articles of Association of the Company relevant to the meeting
6. Map of the meeting's venue
7. The biography of the Independent Directors who are assigned to be a proxy for Shareholders
8. Guideline for documents and evidences to be declared before attend the meeting.
9. Proxy Form B

SiS Distribution (Thailand) Public Company Limited would like to invite you to attend The 2017 Annual General Meeting of Shareholders on April 21, 2017 at 2.00 p.m. at Tabtim + Petai + Petchchompoo Room, 3rd Floor, The Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400 for considering the following agendas:

1. Acknowledgement of the matters announced by the Chairman.

Reason and Detail: To announce general information to Shareholders

Comment of the Board of Directors: It is considered as appropriate for the Shareholders to acknowledge general matters from the Chairman.

2. Consideration and approval the minute of the 2016 Annual General Meeting of Shareholders on Friday, 22 April 2016.

Reason and Detail: The Company held the 2016 Annual General Meeting of Shareholders on Friday, 22 April 2016 and the minutes of meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce and also posted on the Company's website within 14 days from the date of the meeting, in accordance with the law and regulations. (The copy of the minute is enclosed in Attachment 1).

Comment of the Board of Directors: It is agreed to propose the minute of the 2016 Annual General Meeting of Shareholders which held on Friday, 22 April 2016 to the Shareholders' Meeting for approval due to the Board of Directors considered and agreed on its correctness and completeness.

3. Acknowledgement of the 2016 Board of Directors' Operational Report and approve the 2016 Annual Report.

Reason and Detail: To comply with the Article No. 44 of the Company's Articles of Association that the Board of Directors have to provide the Annual Report and report to the Shareholders. Also, the

detail of operational performance is presented in the 2016 Annual Report that has been sent together with this letter.

Comment of the Board of Directors: It is considered as appropriate for the Shareholders to acknowledge the operational performance of the year 2016 and the 2016 Annual Report. (Detail is in the 2016 Annual Report.)

4. Consideration and approval of the Statement of Financial Position as at 31 December 2016 and the Statement of Comprehensive Income for the year ended 31 December 2016 which have been audited by the CPA with Auditors Report.

Reason and Detail: To comply with the Section 112 of the Public Limited Companies Act B.E. 2535 that the Board of Directors shall prepare the Balance Sheet and the Statement of Income as of the accounting period of the Company, and report to Shareholders Meeting in the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors have to provide an auditing on the Balance Sheet and the Statement of Income by the CPA then propose to the Audit Committee for consideration before propose to the Shareholders' Meeting.

Comment of the Board of Directors: It is considered as appropriate for the Shareholders' Meeting to approve the Statement of Financial Position as at 31 December 2016 and the Statement of Comprehensive Income for the year ended 31 December 2016 which have been audited by the CPA with Auditor's Report and also considered by the Audit Committee and the Board of Directors. (Detail is in the 2016 Annual Report.)

5. Consideration and approval of the Legal Reserve and Dividend Payment for the operational performance of the year ended 31 December 2016.

Reason and Detail: To comply with the Section 115, Public Limited Companies Act B.E. 2535 and the Article No. 45 of the Company's Articles of Association which stated that the Board of Directors have the authority to propose dividend payment from net profit of the current year or retain earning to the Shareholders of the Company and the payment of dividend shall be made within one month from the date of the meeting of Shareholders or of the resolution of the Board of Directors, as the case may be. The net profit of the year 2016 was 227,446,012.98 Baht and there was no deficit. According to the Dividend Payment Policy of the Company, it is defined that the dividend will be paid at the rate of 40 percent of the net profit, however, it is depended on the current economic situation as well as the business plan in the future of the Company.

According to Section 116 of the Public Limited Companies Act B.E. 2535, The Company must allocate part of the annual net profit as legal reserve in an amount not less than 5 percent of the annual net profits, less the sum of accumulated loss brought forward (if any), until the reserved fund reaches the amounts not less than 10 percent of the registered capital, unless the articles of association of the company or other law provides for a greater amount of the legal reserve.

Comment of the Board of Directors: It is considered as appropriate for the Shareholders' Meeting to approve the Dividend Payment on the Company's operational performance of the year 2016 to the Shareholders in amount of 350,198,655 shares at the rate of 0.40 Baht per share, totally 140,079,462.00 Baht. The Dividend Payment is 61.59 percent of the net profit. The Company schedules the Dividend Payment to the Shareholders who are listed on the Shareholders Registration Book as at 8 May 2017 then gather the list of Shareholders, according to Section 225 of the Securities Act. on the Closing Shareholders Registration Book as at 9 May 2017 and the payment date is scheduled on 19 May 2017. Additionally, the rate of Dividend Payment as mentioned above is higher than the dividend payment policy and the dividend payment rate of the previous year which was 0.30 Baht per share. This is a

particular case due to the significant cash flow, lower of debt to equity of the Company and the good liquidity of the Company which it has to be approved by the 2017 Annual General Meeting of Shareholders. Nevertheless, the Company pays the dividend from the net profit after corporate income tax at the rate of 20 percent.

The table of Dividend Payment, comparison in 4 years

Detail of Dividend Payment	2016 (Proposed Year)	2015	2014	2013
1. Net Profit (Loss) (Baht)	227,446,012.98	166,337,401.21	184,093,320.11	190,173,671.54
2. Number of Share				
2.1 Number of Share for Interim Dividend Payment (Share)	-	-	-	-
2.2 Number of Share for Annual Dividend Payment (Share)	350,198,655	350,198,655	350,198,655	350,198,655
3. Total Dividend Payment per share (Baht/Share)	-	-	-	-
3.1 Interim Dividend (Baht/Share)	-	-	-	-
3.2 Annual Dividend (Baht/Share)	0.40	0.30	0.20	0.20
4. Total Dividend Payment (Baht)	140,079,462.00	105,059,596.50	70,039,731.00	70,039,731.00
5. Dividend Payment to Net Profit	61.59	63.16	38.05	36.83

The registered share capital as at 31 December 2016 was 350,198,655 Baht which the Company has to be allocated as legal reserve at the amount of 35,019,865.50 Baht. However, the Company has allocated the profit as the legal reserve fully 10 percent of the registered share capital. Then, the rest of the profit will be accumulated as the retained earnings for the Company.

6. Consideration and approval of the election of the Company's Directors who have to retire by rotation, Rojanasak Chomvilailuk, PhD., Mr. Sombati Pungsrinont and Mr. Lim Hwee Hai

Reason and Detail: To comply with the Article 37 of the Company's Article of Association, which stipulate that in the Annual General Meeting, one-third of Directors have to retire from their position but they can be re-appointed. In the year 2017, there are 3 directors who would be retired by rotation, Rojanasak Chomvilailuk, Ph.d., Mr. Sombati Pungsrinont and Mr. Lim Hwee Hai. For the benefit of all Shareholders and in accordance with the principle of Good Corporate Governance, the Company provided an opportunity for shareholders to nominate qualified persons to be elected as the Company's Directors in advance under the channel and the criterion of nomination of the Company and disclosed on the website of the Company. There are no shareholders proposing the qualified nominee to the Board of Directors for consideration. The criteria of directors' selection are as follows:

Shareholders appoint Company Director in the Annual General Meeting of Shareholders. The company's regulations state that there must be no less than 5 company directors, and that they shall be elected through a process of majority voting in accordance with the following criteria and methods:

1. The vote of each shareholder is equal to the number of shares he or she holds
2. In electing directors, it is possible to elect directors either on an individual basis or to elect several individuals simultaneously as a team, or to elect directors by any other method as deemed appropriate by the shareholder meeting. In passing resolutions, shareholders must use all their votes simultaneously as stated 1 (above), and cannot separate their votes among individuals or teams.
3. The election of Directors shall be conducted through majority voting. If the number of votes is equal, the chair of the meeting shall hold the casting vote.

Comment of the Board of Directors: According to the suggestion of the Remuneration and Nomination Committee, The Board of Directors considered on the basis of knowledge, capability, experiences, management participation and met the qualifications as specified in the Public Limited Companies Act B.E. 2535 and Article 30 of the Company's Article of Association. For the candidate of independent directors, the qualification is appropriate and in accordance with the all regulations. Then, it is appropriate to propose the Shareholders' Meeting to re-elect all three directors as the Company's Directors for another term as Rojanasak Chomvilailuk, PhD. as the Independent Director, Audit committee, Remuneration and Nomination Committee and Corporate Governance Committee, Mr. Sombati Pungsrinont as the Executive Director and Risk Management Committee, Mr. Lim Hwee Hai as the Non-Executive Director, Remuneration and Nomination Committee, Corporate Governance Committee and Risk Management Committee. (The biography of nominated Directors are shown in Attachment 4).

7. Consideration and approval of the Directors' Remuneration for the year 2017.

Reason and Detail: To comply with the Section 90 of the Public Limited Companies Act B.E. 2535 specifies that "the company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the company".

The Article 43 of the Company's Article of Association specifies that the directors are entitled to receive the remuneration from the Company in the form of reward, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the shareholders' meeting and such remuneration may be specified in the certain amount of money, or in criteria for consideration from time to time, or in effective all the time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the Company's rules.

The contents in the first paragraph will not affect to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefit as the staff or employee of the Company

Comment of the Remuneration and Nomination Committee: The Remuneration and Nomination Committee stipulated the payment criterion of Directors remuneration clearly and appropriately, suitability in accordance with the best practices of Thai Institute of Directors (IOD) as followings.

1. The Director's remuneration is classified into 2 parts; monthly retaining fee and meeting attendance fee. The monthly retaining fee will be paid to only Non-Executive Directors and Independent Directors.
2. Consideration on duties, responsibilities and the performance of Directors as well as Sub Committee together with the Company's performance and the practices of the industry.
3. Consideration on Scope of duties of Directors and Sub Committees.

The Remuneration and Nomination Committee has defined the Directors' Remuneration clearly by considering the criterion above. In 2017, the total of the Directors' Remuneration will not exceed 7,500,000 Baht which is same as the previous year. Nevertheless, the Remuneration and Nomination Committee has considered as appropriate to propose this rate of Directors' Remuneration to the Board of Directors in order to propose to the Shareholders' meeting for approval. The detail of the remuneration is presented in the table below.

The table of Directors' Remuneration Comparison between 2017 and 2016

Compensation Structure	2017 (Proposed Year)	2016
Monthly Retaining Fee for the Board		
Chairman	36,000.00	30,000.00
Committee	18,000.00	15,000.00
Remark: Except Managing Director and Executive Director who get salary as the Executives		
Monthly Retaining Fee for the Audit Committee		
Chairman	32,500.00	32,500.00
Committee	25,000.00	25,000.00
Meeting Attendance Fee for the Board		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Meeting Attendance Fee for the Audit Committee		
Chairman	15,000.00	13,500.00
Committee	10,000.00	9,900.00
Meeting Attendance Fee for the Remuneration and Nomination Committee		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Meeting Attendance Fee for the Risk Management Committee		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Meeting Attendance Fee for the Corporate Governance Committee		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Remarks:		
<ol style="list-style-type: none"> 1. The yearly special reward will be rewarded to Non-Executive Directors once a year based on the Company's performance by the consideration of the Remuneration and Nomination Committee. 2. The company has no policy to compensate Directors and Sub Committees in other forms beyond monthly retaining fee, meeting attendance fee and yearly special reward which mentioned above. 		

Comment of the Board of Directors: It is considered as appropriate for the Shareholders' Meeting to approve the total remuneration, monthly retaining fee, meeting attendance fee and yearly special reward for Directors and Sub Committees for the year 2017 which is in accordance with the criterion, totally not exceed 7,500,000 Baht as the recommendation by the Remuneration and Nomination Committee.

8. Consideration and approval of the appointment of the Company’s Auditor and the Audit Fee of the year 2017.

Reason and Detail: To comply with the Section 120, Public Limited Companies Act B.E. 2535, which state that the Annual General Meeting of Shareholders shall appoint the Auditor of the Company and fix the Auditor Remuneration every year by the recommendation of the Audit Committee.

Comment of the Audit Committee: The Audit Committee considered the appointment of the Company’s Auditor and has proposed to the Board of Directors for consideration to proposing the meeting of Shareholders to appoint auditors from KPMG Phoomchai Audit Co., Ltd. as the Company’s Auditor for the year 2017. One of the following auditors can conduct the audit and provide opinions on the Company’s financial statements.

<u>Auditors</u>	<u>License No.</u>	<u>Number of Audited Year</u>
1. MR. Thanit Osathalert	5155	Never signed the financial statements
2. MS. Orawan Sirirattanawong	3757	Never signed the financial statements
3. Ms. Porntip Rimdusit	5565	Never signed the financial statements

KPMG Phoomchai Audit Limited and the 3 auditors mentioned above have no relationship and / or conflict of interest with the Company, Subsidiary Companies, the Executives, Major Shareholders or related persons of the those parties, there are independent in auditing and express an opinions on the Company’s financial statement report. These 3 auditors never signed the financial statements of the Company and the reason for changing the auditors to these 3 auditors because the last auditor are completed the term of providing an opinion on the Company's financial statements which is not over 5 years, according to the SEC. The proposed auditors also are not shareholders of the Company. Then it is appropriate to propose the Board of Directors to consider approving the audit fees for 2017 at the total amount of Baht 1,540,000 which increase from the previous year 170,000 Baht, excluding out of pocket expenses. The proposed annual audit fees are reasonable when compared with the increment of audit work to comply with the requirements of new regulations of International Financial Reporting Standards (IFRS). To be consistency in accounting policy, accounting standards and financial reporting standards between the Company, its subsidiaries and associations, KPMG Phoomchai Audit Co., Ltd. will be the auditor of subsidiaries and associations as following:

Subsidiaries and Associates	Type of Company	Auditor/Audit Firm
1. SiS Venture Co. Ltd.	Subsidiary	One of the Auditor following who is under the same Audit Firm as the Company (SiS), KPMG Phoomchai Audit Co., Ltd. will be appointed to be the Auditor of these 3 Subsidiaries and Associate(As the left Column) Ms. Vannaporn Jongperadechanon or Mr. Ekasit Chuthamsatit or Ms. Porntip Rimdusit
2. Qool Distribution (Thailand) Co., Ltd.	Subsidiary	
3. Wiko Mobile (Thailand) Co., Ltd.	Association	
4. Nippon Pack Trading Co., Ltd.	Association	The Auditor will not be under the same Audit Firm as the Company (SiS) because its financial statements are not in the criterion to consolidate.

The table of Audit Fee Comparison

Audit Fee	2017 (proposing year)	2016	2015
Fee for the annual audit report	925,000.00	770,000.00	750,000.00
Fee for the quarterly review report (3 quarters)	525,000.00	525,000.00	510,000.00
Fee for the Package Report	90,000.00	75,000.00	75,000.00
Total	1,540,000.00	1,370,000.00	1,335,000.00
Change Increase (Decrease)	170,000.00	35,000.00	80,000
Percentage Change Increase (Decrease)	12.41	2.62	6.38

The Table of Subsidiaries' Audit Fee Comparison

Audit Fee	2017 (proposing year)		2016		2015	
	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)
Fee for the annual audit report	110,000.00	395,000.00	100,000.00	325,000.00	100,000.00	310,000.00
Fee for the quarterly review report (3 quarters)	30,000.00	75,000.00	30,000.00	75,000.00	30,000.00	75,000.00
Total	140,000.00	470,000.00	130,000.00	400,000.00	130,000.00	385,000.00
Change Increase (Decrease)	10,000.00	70,000.00	-	15,000.00	-	35,000
Percentage Change Increase (Decrease)	7.69	17.50	-	3.90	-	10.00

Comment of the Board of Director: The Board of Directors has considered and agreed that it is appropriate to propose to the Annual General Meeting of Shareholders to appoint Mr.Thanit Osathalert or Ms.Orawan Sirirattanawong or Ms.Porntip Rimdusit of KPMG Phoomchai Audit Limited as the Company's Auditor for the year 2017. In addition, The Board of Directors also agreed that it is appropriate to propose the meeting of Shareholders to approve the audit fee of the Company for 2017 by recommendation of the Audit Committee in total amount of Baht 1,540,000 which increase precisely 170,000 Baht from 2016, excluding other expenses which might occur during auditing.

9. Consideration and Approval of the Company's Article of Association Amendment in Director's Meeting via Video Conference.

Reason and Detail: To provide the facilities in the Director's Meeting and it is able to reduce cost the meeting, traveling expenses and time consuming. Currently, the video conference has been applied widely. The National Council for Peace and Order was passed the law to allow some meetings conduct the meeting via video conference. This was effective and in accordance to the announcement of the

National Council for Peace and Order No. 74/2557, the meeting via video conference. This has to comply with the standard of the security and safety of the video conference meeting B.E. 2557 and the Illustration of the Department of Business Development, the video conference meeting of partnership, company limited, public company limited, trade association and chamber, according to the announcement of the National Council for Peace and Order No. 74/2557, the meeting via video conference. Then this is propose to the Annual General Meeting of Shareholders in order to consider and approve this change in Article of Associations of the Company as followings:

Article 34. (Original Version)

Director

Article 34. The Board of Director shall conduct the meeting at least once in 3 months at the place that is scheduled by the Board of Directors.

Article 34. (Proposed Version)

Directors

Article 34. The Board of Director shall conduct the meeting at least once in 3 months at the place that is scheduled by the Board of Directors.

The Board of Directors Meeting is able to conduct via video conference. Directors and people who related to the meeting at least 1 out of 3 of the quorum shall be in the same place and all Directors and people who related to the meeting shall be in the territory during the meeting. The Chairman is able to provide the meeting via video conference.

The meeting via video conference shall be conducted in accordance with the security and safety in information technology. The sound or image or both sound and image shall be recorded upon the case of the meeting during the meeting session which is in accordance with the standard of security and safety of video conference meeting B.E. 2557 on 24 November 2014.

For the Board of Director Meeting via video conference, the meeting invitation is able to be prepared according to the time and process that the laws and article of association allow or it can be sent in form of an electronic mail. However, it should be comply with the range of time and the advertising period which the laws and article of association are defined.

Comment of the Board of Director: The Board of Directors has considers and agreed to propose this changing in the Article of Associations of the Company as the availability of meeting via video conference for the Board of Director Meeting which is in accordance with the announcement of the National Council for Peace and Order No. 74/2557, the meeting via video conference, the standard of security and safety of video conference meeting B.E. 2557 and the Illustration of the Department of Business Development, the video conference meeting of partnership, company limited, public company limited, trade association and chamber, according to the announcement of the National Council for Peace and Order No. 74/2557 to the Annual General Meeting of Shareholders

10. Questions and Answers

Reason and Detail: To provide the opportunity for Shareholders to make the suggestions to the Company.

Comment of the Board of Director: The Shareholders can ask any question or make the suggestions or recommendations to the Company.

In order to promote the good Corporate Governance, the Company is providing the opportunity for the shareholders to propose matter to be included as an agenda, as well as propose qualified candidate to be consideration as the Company's director in the 2017 Annual General Meeting of Shareholders, starting on 17 November 2016 until 31 December 2016. The detail of guideline and procedure has been disclosed in the Company's website name www.sisthai.com and notification at SET's news. There are no shareholders proposing matter to be included as an agenda and qualified nominee to be the Board of Directors for their consideration.

The Company therefore would like to invite all Shareholders to attend the meeting on the date, time and venue as indicated above. In case of the shareholders wish to authorize other person or the Independent director to attend the meeting and vote on his/her behalf. Please fill and sign in the proxy form and attach your personal document, and submit to company secretary or authority person before the meeting.

The Shareholders can submit their questions in advance for more information related to each meeting agenda or other information. That will benefit to the Board of Director and The Managements to provide clear information on shareholders' meetings or any Shareholders wishes to receive the annual report in book form please send the requirement to investorinfo@sisthai.com or companysecretary@sisthai.com or facsimile no. 0 2020 3590

Best Regards,



(Mr. Somchai Sittichaisrichart)

Managing Director

Company Secretary Tel 0 2020 3219
Investor Relation Department Tel 0 2020 3040

Attachment No. 1 for agenda No. 2

SiS Distribution (Thailand) Public Company Limited

The Minutes of Annual General Meeting of Shareholders 2016

On Friday, 22 April 2016

Tabtim + Petai + Petchchompoo Room, 3rd Floor

The Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400
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The Meeting started at 14.00 p.m.

Mr. Suwit Chindasanguan, Chairman of the Board, Chairman of the Corporate Governance Committee and Independent Director was invited to preside over the meeting. All directors, executives the company auditors and law consultants who participated in this meeting are presented below:

Directors participated in the Meeting:

- | | |
|-----------------------------------|---|
| 1. Mr. Suwit Chindasanguan | Chairman of the Board/Chairman of the Corporate Governance Committee / Independent Director |
| 2. Mr. Somchai Sirivichayakul | Chairman of Remuneration and Nomination Committee / Independent Director |
| 3. Rojanasak Chomvilailuk, PhD | Chairman of Audit Committee / Independent Director |
| 4. Mr. Somchai Sitthichaisrichart | Managing Director |
| 5. Mr. Sombati Pungsrinont | Executive Director |
| 6. Mr. Lim Hwee Hai | Chairman of Risk Management Committee / Non-Executive Director |
| 7. Mr. Lim Kia Hong | Non-Executive Director |
| 8. Mr. Lim Kiah Meng | Non-Executive Director |

Executive participated in the Meeting:

- | | |
|-------------------------------|--|
| 1. Ms. Suwathip Pornsuwannapa | CFO / Financial and Accounting Manager |
| 2. Ms. Nattamon Kaewnamngoen | Company Secretary |

Auditors representing KPMG Phoomchai Audit Limited participated in the Meeting:

- | | |
|----------------------------|---|
| 1. Mr.Ekkasit Chuthamsatid | Certified Public Accountant from KPMG Phoomchai Audit Limited |
| 2. Ms.Chaowanee Chaisanga | Assistant Audit Manager from KPMG Phoomchai Audit Limited |

Legal Advisor performed as a vote counter participated in the Meeting:

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| 1. Ms. Nitcha Meesuk | Legal Advisor from Moral Biz Co., Ltd. |
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The Chairman of the Meeting thanked you to the shareholders for attending this meeting and informed that there were 33 shareholders presented in person and 32 presented through proxies, totally 65 shareholders. This is precisely 263,912,604 shares of total issued and paid-up share capital at 350,198,655 shares, or 75.36 percent. This is considered as a completing quorum according to the Articles of Association of the Company. All directors attended the meeting. Also, two shareholders representatives, Mr.Theeradech Juladul and Mr.Arwt Boonthayot minor shareholders, were invited to be witnesses for the votes counting together with the Legal Advisor from Moral Biz Co., Ltd., who performed the vote counting and the accuracy verification of the vote.

Before the meeting start, the Chairman informed that the company presented a video, “Promoting in Good Corporate Governance relating to Shareholders Meeting of Listed Companies”, which is a part of the promoting in knowledge to the shareholder of listed companies project, under the supports of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission and the Federation of Thai Capital Market Organizations.

The Chairman was pleased to announce that the Board of Director concerned about the importance of all Shareholders and Institutional Investors, therefore the Company had invited all Shareholders and Institutional Investors to attend this Meeting by both email and telephone. To support the good Corporate Governance Practice, the Board of Director provided the opportunities for all shareholders in order to propose any matters benefited to the Company which would be included in the agenda of the Annual General meeting of Shareholders, as well as to nominate qualified candidates to be appointed as the Company's Director, consistent with the Company's criterion. These were reported to the SET and had been published on the Company's website name www.sisthai.com. However, no shareholders nominated any person or proposed any other agenda. In voting of each agenda will do by disclosure, except the Shareholder at least 5 people ask for confidential vote and the meeting has resolution to confidential vote. The voting procedure was to mark in each card by the Shareholders. However, there was an officer who was assigned to assist in explaining the detail of voting procedure.

The officer explained the voting procedures to the meeting as following, according to Articles of Association of the Company number 23, it was defined that whether open vote or confidential vote, each shareholder had the voting right equal to the number of shares holding or number of shares held at the proxy. This based on the principle of one share equal to one vote. In order to vote for each agenda, the Shareholders had to raise the hands and mark their votes in the card which they received during the registration. In case of there was no the Articles of Association of the Company or the Public Company Limited Law stipulated otherwise, the vote on any resolution in the meeting of shareholders would be decided on majority of votes of the shareholders who attended the meeting and had the voting right. In the event of an equality of votes, the Chairman of the meeting would be entitled a vote as a casting vote.

Nevertheless, the Chairman would ask the Shareholders for vote “approve” or “disapprove” or “abstain” by raising their hands before the voting in each agenda. After that, the Shareholders were required to mark in voting cards and handed on the cards to the staffs for collection. The staff would scan the barcode stripes which were on the voting cards. After completing the voting for each agenda, the Chairman would announce the result to the meeting and it would be presented on the screen.

The shareholders who participated by themselves and by proxies, according to type A (Gor) and type B (Khor) were not been allowed to divide the votes in each agenda.

For voting in agenda of the election of Directors in order to replace the Directors who would retire regarding to the rotation rule. The meeting would temporary break the registration for shareholders in order to maintain the stability of the number of vote. This agenda, the Shareholders would be provided to vote individually in order to comply with the corporate governance principle. Especially, this agenda, shareholders would be request to return the voting cards to the staff whether it is approved, not approved or abstained

In case of the shareholders would not be in the meeting place during the vote of any agenda but they wanted to maintain the voting right in each agenda, the shareholders had to mark in the voting cards and handed

on those cards to the staff in order to count the votes. If the shareholders did not handed on the voting card or they did not in the meeting place, the Company would agree that the shareholders agree and approve in that agenda, including the remaining agendas unless the election of directors agenda.

Then, the Chairman asked the meeting to consider on each agenda as followings:

Agenda 1 Matter announced by the Chairman

The Chairman informed the Board of Directors and the Corporate Governance Committee emphasized on the fraud and corruption which was an obstacle for the sustainable then the Company declared for the Anti Corruption to the CAC since 2014. In 2015, the Company developed the Anti Corruption policy, improved internal control and built the organizational culture for Anti Corruption. Consequently, the Company was certified for Anti Corruption since 22 January 2016 and being on the list of certified company as number 139 from 152 companies.

For the year 2015, it was challenged for IT industry, especially in Thailand. Beginning from the shrunk of demand in personal computer for 4 consecutive years and this year is the most shrinking. For examples, the purchasing power of the household sector also decreased, the agriculture sector was dropped which affected the revenue of farmers. Then, the sale of IT from household sectors decreased significantly 18% and affected the decreasing of the total revenue of the Company. However, the Company still be profitability.

Agenda 2 Consideration and Approval of the Minutes of the 2015 Annual General Meeting of Shareholders which held on Friday 24 April 2015

The Chairman proposed the Minutes of the 2015 Annual General Meeting of Shareholders, held on Friday, April 24, 2015 to the Meeting for consideration and approval according to attachment document which had delivered to the Shareholders, together with the invitation letters and it was also published on the Company's web site within specified period. The Chairman provided the Shareholders an opportunity to ask for detail of this agenda.

There were no further questions from the Shareholders, the Chairman asked to cast votes by raise the hands and mark in the ballots.

During the meeting, there were 7 shareholders registered to attend the meeting, holding 749,860 shares.

Resolution: The Meeting considered and unanimously approved to certify the Minutes of the 2015 Annual General Meeting of Shareholders.

Voting results: Percentage of shareholders who attended in the Meeting and had right to votes

Approved	72	Shareholders	Representing	264,662,464	votes	Equivalent to	100.00 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Abstained	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

Agenda 3 Acknowledgement of the 2015 operating results and approval of the 2015 Annual Report

The Chairman asked the shareholders to consider the operational result for the year 2015 as well as the annual report of the year 2015 in order to acknowledge. According to the Company's Articles of Association item 43 that the Board of Directors have to provide the Annual Report and report to the Shareholders. Also, the detail of operational performance was presented in the 2015 Annual Report that has been sent together with the invitation letter. The Chairman asked Managing Directors to report and conclude the operational result and the report of the Board to the meeting.

Managing Director reported the operational result of the year 2015 in accordance with the revenue of IT industry as following:

In 2015, the sale of PC across the world was declined for 3 consecutive years and the most shrinking was the year 2015 which decreased 10.40%. Controversially, the sale of smart phone increased significantly 10.1% while the sale of tablets decreased 9.9%

In Thailand, the sale of PC also decreased 10% whereas the sale of smart phone and tablet increased 22.1% and 4.2% respectively.

For the sale of the products could be divided in accordance with the character of each business unit which could be described as following:

Commercial Products: they are the IT products using in Corporation such as network, printer, server, PC. The total sales of these products decreased 15.8% due to the growth of corporate sector.

Consumer Products: they are the IT products for households. The total sales of these products decreased 18.3% due to the various factors such as the decreasing in purchasing power, the increasing in household's debt and lacking of new technology.

Value Added Commercial: they are the products for data center which required the technical specialist and after sale service. These products were more profitable. However, the sales of this business unit was grown 10.8%

Smartphone products: it decreased 8.6%, because there was a big project of selling smart phone in 2014. When compared to the sale of the year 2015, it dropped, according to the number of this project.

Other small business units: the total sales of them were increased 31.7%.

Overall, the total sales of the Company was stable, when compared to the last 3 years due to the declining of the sale of Consumer and there still was no sale of other BU could recover this declining.

For the new products that might influence the growth of total sales were followings:

- 1) Ligitech which was the peripheral such as mouse, keyboard and camera for Video Conference.
- 2) Hikvision CCTV which was the digital CCTV from China.
- 3) Sangfor which as the product for data center such as firewall and internet access management products from China.
- 4) Stratus which was a server, supporting the crashed of the server. This trend was more demanded in the market.
- 5) Tely which was the Video Conference products.

For Wiko Mobile (Thailand) Company Limited which was the associates, operated since 2014. It was still in the set up period and the sale was still low. However, from the 2nd quarter of 2015 to the 4th quarter 2015, there was a significant growth.

Wiko Mobile focused on the some groups of customers: 1) customers who concerned in the use of specification and the economy. 2) customers who have limited budget on spending for smart phone 3) customers who would like to buy as a gift for relatives and 4) customers who buy the second smart phone. Also, Wiko Mobile focused on the products which was high specification with reasonable price. The below 5000 Baht model would be brought to the market and tried to be the leader in this segment. Furthermore, the after sale service, Wiko Mobile intended to provide the best service for warranty. Currently, there were some users were appreciate with the service and published to social media widely. However, there was minor complains.

For Nippon Pack Trading Company Limited (Nippon Pack), operated in advertising in Jiffy shop and it was our associates. There was a system installation about the middle of this year and it seemed to operated smoothly since the 4th quarter. The monitors using for advertising and technical service were bought from the Company. Nevertheless, the Company tried to improve this in order to expand the sale to these to this projects. This year, the sale of advertising increased, although there was loss from the investment. It expected to have some improvement on this performance.

For the risks that might affected the Company were 1) The shrink of household sector or the Consumer BU that caused from the decreasing of purchasing power and the replacement of smart phone. The Company still relied on this sales. If this sector declined faster than the growth of other business unit, it might affected the decreasing in the profit. 2) The growth of Commercial BU but there was no new technology. Then it might be saturated and affected the profit. 3) The large of smart phone market which vendors might change to sell directly then the Company might not expand this business unit as PC 4) Lack of human resource that affected the increasing in employee expenses. Then this also affected the stuck of business plan.

For the opportunities, 1) There were many new technologies for data center management which lead the higher demand in enterprise products and this increased more opportunities for Value Added Commercial BU. 2) The more accept from the vendors and customers. If it could extend more in this sector then the profit of the Company would improve. 3) The accept of Wiko Mobile from the market which lead to be more profitability to the Company in the future. 4) The Company had studied, monitor and test the requirement and demand in IOT and Cloud continuously, including the agility of the infrastructure of the Company. If there was acceptable in this technology, the Company would adapt to support this faster.

Moreover, the Company proud to informed to the meeting that the Company received the Best Distributor of the year 2015 award from Hewlett Packard Enterprise due to the high performance. This was the award that we so proud.

The Chairman thanked you to the Managing Director and gave the opportunities to the shareholders to asked the questions.

Mr. Rungsee, the shareholders asked as followings:

1. Was the sales of Wiko smart phones consolidated in the financial statements as the part of sales of Phone BU?

Managing Director answered as following:

Yes, the sales of Wiko smart phones consolidated in the financial statements as the part of sales of Phone BU

2. According to the shrink of Consumer BU, Did Consumers of phone counted as the Consumer sector or Phone sector?

Managing Director answered as following:

Consumers of phone are defined as the phone sector.

3. The improvement of Wiko was admirable. What were the competitors of Wiko Mobile?

Managing Director answered as following:

The significant competitors were the brand from Operator and I Mobile which had operated in this sector for a long time and the last one was the big brands.

4. For the launch of new models, How the Company forecasted breakeven point?

Managing Director answered as following:

The vendor and the Company was the joint venture then the breakeven point was not the significant problem.

5. For the advertising media in Jiffy, did the Company determined the tolerance, if it was not meet the goal?

Managing Director answered as following:

The Board of Directors had discussed and determined in this issues and the Company was quite conservative for this operation.

Mr. Wuttichai, the shareholders asked as followings:

1. The loss sharing from associates as 83 Million Baht, what was the loss sharing from Wiko and Nippon Pack individually?

Managing Director answered as following:

The loss sharing from Wiko was 70 Million Baht and the loss sharing from Nippon Pack was 10 Million Baht.

2. Could it summarized that the gain or loss sharing from associates would not be negative?

Managing Director answered as following:

It was high probability that it was not negative.

3. How was the goal for the current year?

Managing Director answered as following:

The management set the goals as to increased the sales to 19,000 Million Baht, however, the Company would like to achieve 20,000 Million Baht.

4. How the fluctuation of exchange rate affected the Company?

Managing Director answered as following:

It was difficult to said due to the character of exchange rate. Nevertheless, the Company bought the forward contract to reduce this risk.

The Chairman added that the Audit Committee had monitored this risk and the recovery plan monthly in order to ensure the effectiveness.

5. Would the cost management or the finance cost management in 2016 improved from 2015?

Managing Director answered as following:

For the interest rate was decreased which the Company gained the good support from financial institutions. It might be similar to the last year or slight increased.

6. How much was the sales of Wiko in Phone BU?

Managing Director answered as following:

The sales of Wiko contributed about a half of total sales of Phone BU.

7. Was it possible that other brands of smart phones would sell directly?

Managing Director answered as following:

Basically, the Company sold smart phone from 3 brands; Samsung, Asus and Lenovo. Samsung also sold directly in some areas and assigned the Company to sold in some areas. Asus never planned for direct selling to the market because it based on IT products. Also, Lenovo ever sold directly and just changed to sold to distributor. It was expected that 2 out of 3 brands still sold to distributor.

8. How was the expectation of the Company in the decreasing in the sales of Consumer BU?

Managing Director answered as following:

It was expected that there was decreasing in sales of Consumer BU about 5 - 10%. Whereas Microsoft and Intel cooperated to develop the new product and it seemed to made the market aware. Then this was a good sign.

Mr. Wasan, the shareholders asked as followings:

1. What was the strategy that the Company used for the changing in this situation?

Managing Director answered as following:

The enterprise and data center products were the good opportunity, however this sector still required many specialist. The Company tried to manage this sector in order to support the growth of this business.

2. How was the progression of Hardware House?

Managing Director answered as following:

This case divided into 2 segment. For the civil case, it was in the bankruptcy and assets allocation process. For the criminal case, it was in the information acquire in order to do further process and inspect the cash flow of Hardware House.

3. Could it estimated the compensate of the civil case?

Managing Director answered as following:

For the asset allocation, it was necessary to allocate to other debtors and payables then it might not gained much. The Company would gained the benefit from this situation instead.

4. According from the management said that there was much investment at the beginning of this year, what kind of this investment?

Managing Director answered as following:

It was normal purchasing inventories to sell as the cycle of the business which would more aggressive in the 1st to 3rd quarter.

5. Would the Company gained some benefits from the 4G or any expansion of this business?

Managing Director answered as following:

It could divided to 2 parts. The first was the selling the products to Operators and the second was the benefits from the use of 4G and connectivity that influence the sales of the Company.

6. Was there any new business plan?

The Chairman answered as following:

The Company has studied and monitor the new coming technology such as Cloud and Smart Phone. Especially, smart phones would bring to support the expansion of 4G and Wiko Mobile had launched these products to the market.

There was no shareholders asked more questions, then the Chairman informed that this agenda was only to inform to the meeting and there was no vote for resolution.

Agenda 4 Consideration and Approval of the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31 December 2015 which was audited by the CPA and Auditor's Report

The Chairman assigned the Managing Director to report the summary of Financial Statements for the year ended 31 December 2015 which were including the statement of Financial Position and the Statement of Comprehensive Income to the Meeting for approval according to the Annual Report of the Company which had delivered to shareholders together with the Invitation Letter.

Managing Director reported to the meeting as following:

Statement of comprehensive income

- Total income was 18,121 Million Baht, increased 2.5% from 2014.
- Selling and Administrative expenses decreased 0.4%, also the loss from exchange rate was dropped from 2014. From overall of expenses, the total expenses decreased 3%
- The comprehensive profit was 166 Million Baht, with loss sharing from the investment in associates 83 Million Baht.
- According to the comprehensive profit, the profit decreased 11.8% from the previous year, caused from the loss sharing from the associates which had been the investment period.

Statement of financial position

- Cash and Cash equivalent was 49 Million Baht, decreased from the previous year due to the payment from customers at the end of the year.
- Trade accounts receivable was 2,045 Million Baht, slightly increased from 1,951 Million Baht. The average collection period increased from 45.5 days
- Inventories was 1,323 Million Baht, decreased from the previous year due to closely monitoring and management. Also, the inventory turnover was 36.9 days.
- Loan to related parties increased 45 Million due to the associates lend for investment.
- Total assets were 4,428 Million Baht.
- Short-term loans from financial institutions was 1,258 Million Baht, decreased from 2,428 Million Baht or 48%.
- Trade accounts payable was 1,245 Million Baht, increased from 804 Million Baht due to the longer credit term, granted from payables.
- Equity increased from 1,488 Million Baht to 1,587 Million Baht due to an increasing in retain earnings.

Statement of cash flows

- Cash flows from operating activities were 1,407 Million Baht which was better than the previous year which was 365 Million Baht due to the decreasing in inventories and the longer credit term from payables.

The financial statements have been audited by the auditor of KPMG Phoomchai Audit Ltd., which was an unqualified opinion and reviewed by the Audit Committee which agreed with the auditor's opinion.

The Chairman asked the Chairman of Audit Committee to present the review and express the opinion of the 2015 financial statement to shareholders for acknowledgement.

The Chairman of Audit Committee informed the Meeting that the Audit Committee has been on duty with trustworthy and discretion and considered the conflict of interest as well as the transparency of operations such as the investment in associates, including the internal audit performance. The Audit Committee arranged the meeting every months and the Audit Committee attended the meeting fully. Moreover, the management was invited to discuss the important materials and issues in order to ensure the fairly benefits to the shareholders.

In addition, the Audit Committee had an essential duty to review the interim and annual financial statements of the Company with careful. The Audit Committee also invited the Executives to give the information, including provided the meeting with the Auditors independently without the Executives to transparent and protected minority shareholders interests. According to the review from Audit Committee, the Audit Committee agreed with the auditor's opinion that the consolidated and separate financial statements of the Company were presented fairly in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2015. The Audit Committee would like to propose to the Meeting for consideration.

The Chairman informed to the meeting that to comply the article of 112 of the Public Company Act. B.E. 2535, defined that the Board of directors shall prepared the balance sheet and the income statement to the Annual General Meeting of Shareholders in order to consider and approve. Then the Board of Directors agreed to propose the balance sheet or the Statement of Financial Position and the income statement or the Statement of Comprehensive Income for the year ended 31 December 2015 which was audited by the CPA and Auditor's Report and agreed by the Audit Committee and the Board of Directors.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

Mr. Wuttichai asked the questions as followings:

1. How about the tax refund?

Managing Director answered the questions as following:

The Company submitted the VAT refund already and the officers had audit those transactions. Moreover, the Company assigned staffs to facilitate the officers.

2. Why was the Company able to do the tax refund?

Managing Director answered the questions as following:

Some of products had sold below cost due to their market prices, also vendors support the discount for those items. Then there was the different in VAT in this point. Moreover, Blackberry was dramatically declined and it could not sold in domestic then this was exported internationally, the export had not any VAT so that this was the another point that the Company could did the vat refund.

3. How was the amount of VAT refund?

The Chairman answered the questions as following:

The amount of VAT refund was about 200 Million Baht. The Company expected to bring this VAT refund to be working capital such as for return the loan from financial institutions in order to reduce finance cost.

Mr. Rungsee asked the questions as followings:

1. According to the note to financial statements section 10, how was the accounting method if Wiko Mobile gained the profit?

CFO answered the questions as following:

If Wiko Mobile gained the profit, the loss from investment in associates would be changed to the gain from investment in associates, according to the proportion of investment in Wiko Mobile.

2. Did the Company had to consolidate the financial statements which was in accordance with PACK5

CFO answered the questions as following:

In this case, the Company was not in the criteria of PACK 5

There were no further questions from shareholders.

The Chairman asked to cast votes by raise the hand and mark in the ballot.

During the meeting, there were 11 shareholders registered to attend the meeting, holding 264,137 shares.

Resolution: The Meeting considered and the unanimously vote of the shareholders approved Statements of Financial Position and the Statement of Comprehensive Income for the year ended 31 December 2015 which was audited by the auditor with auditor's report.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes

Approved	83	Shareholders	Representing	264,926,601	votes	Equivalent to	100.00 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Abstained	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

Agenda 5 Consideration and Approval to allot the legal reserve and dividend payment for the operating results of the year 2015

The Chairman informed the meeting that the Company established the policy to pay the dividend approximately 40 percent of the net profit. Nevertheless, it was subject to situation of economy and the future projects of the Company. For the Company's operating results of 2015, the net profit was 166.34 Million Baht and no accumulated loss. The Board of Directors considered and proposed the Meeting to consider approving dividend payment as following.

The Chairman informed the meeting that according to the Public Companies Act, when the Company had the operating profit, the Company shall allocate 5 percent of its annual net profit as legal reserve until reach an amount of 10% of the registered authorized capital. In 2015, the Company had increased the registered capital to Baht 350,198,655, which had to reserve 10 percent of the registered capital as legal reserve, amounting to Baht 35,019,865.50. The Company had anticipated reserving in full amount as 10% the registered authorized capital as required. The remaining of net profit was allocated as retained earnings of the Company. The Board has considered about this, then the Board would propose the dividend payment as following.

Cash dividend payment was at the rate of 0.30 Baht per share for the registered capital of 350,198,655 shares, totally 105.06 Baht. The cash dividend payout ratio was 63.16 percent of net profit. Dividend would be withheld at the rate prescribed by law. The date for determining the rights of shareholders to receive dividend payments would be on May 9, 2016. The name list of shareholders would be determined on May 10, 2016 when the share register book of the Company will be closed pursuant to Section 225 of the Securities and Exchange Act. The dividend payment date was set to be on May 19, 2016. This dividend was higher than the rate determined in the policy as well as the previous year, this was because the better cash flow, the lower debt to equity ratio and the better liquidity. The Board of Directors deemed the above payment rate as appropriate and in line with dividend payment policy of the Company and proposed the Meeting to consider approving the dividend payment.

The Chairman provided the shareholders an opportunity to ask in detail of this agenda.

There were no further questions from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the dividend payment for the operating results of the year 2015 as proposed by the Chairman.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes

Approved	83	Shareholders	Representing	264,926,601	votes	Equivalent to	100.00 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Abstained	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

Agenda 6 Consideration and approval of the Election of Company’s Directors to replace those Directors who retired by rotation, Mr. Somchai Sirivichayakul, Mr. Somchai Sittichaisrichart and Mr. Lim Kia Meng

The Chairman informed the meeting that under the Company’s Articles of Association item 36, one-third of the members of the Board of directors had to retire by rotation. This year, there were 3 directors who retired by rotation, Mr. Somchai Sirivichayakul, Mr. Somchai Sittichaisrichart and Mr. Lim Kia Meng. In order to comply with the Good Corporate Governance Practice, directors who were regarded as interested parties in this matter had to leave the Meeting. The Chairman assigned the Chairman of Remuneration and Nomination Committee to conduct this agenda.

The Chairman of the Remuneration and Nomination Committee informed the Meeting that the Board of Director recognized the importance of all Shareholders according to good Corporate Governance Practice, the Company provided the opportunity for the shareholders to propose qualified candidate to be nominated as the Company’s director by setting the channel and criterion and announced in the Company’s website. There was no nominated person to propose for consideration in that time. The Remuneration and Nomination Committee had considered on the basis of experience, knowledge, ability and management participation including the fully qualified according to the Public Limited Companies Act B.E. 2535 and Article 29 of the Company’s Article of Association, and appropriate to propose the Shareholders’ Meeting to elect Mr. Somchai Sirivichayakul as the Independent Director, Audit Committee, Remuneration and Nomination Committee and Corporate Governance Committee, Mr. Somchai Sittichaisrichart as the Managing Director, Remuneration and Nomination Committee, Risk Management Committee and Corporate Governance Committee and Mr. Lim Kia Meng as the Non-Executive Director for another term. All the above directors had contributed significantly in the management, attended the meeting, and led the Company successful. The Biography of nominated directors has been sent to all shareholders prior the Meeting with the invitation letter. The Chairman of the Remuneration and Nomination Committee informed the meeting that to comply with the Good Corporate Governance Principles, the Chairman proposed the meeting to elect the Directors on individual basis and to transparent in the voting, the directors, who were regarded as interested parties in this matter must leave the meeting room until the Meeting has finished considering this matter.

The Chairman provided the shareholders an opportunity to ask in detail of this agenda.

There were no questions from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the re-election of 3 directors, Mr. Somchai Sirivichayakul, Mr. Somchai Sittichaisrichart and Mr. Lim Kia Meng as Directors of the Company for another term, as detailed as following.

Voting results to elect Mr. Somchai Sirivichayakul as the Independent Director, Audit Committee, Remuneration and Nomination Committee and Corporate Governance Committee : percentage of shareholders who attended in the Meeting and had right to votes

Approved	81	Shareholders	Representing	264,916,378	votes	Equivalent to	100.00 %
Disapproved	1	Shareholders	Representing	110	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	10,113	votes	Equivalent to	0.00 %

Voting results to elect Mr. Somchai Sittichaisrichart as the Managing Director, Remuneration and Nomination Committee, Risk Management Committee and Corporate Governance Committee: percentage of shareholders who attended in the Meeting and had right to votes

Approved	81 Shareholders	Representing	255,458,527 votes	Equivalent to	96.43 %
Disapproved	- Shareholders	Representing	110 votes	Equivalent to	0.00 %
Abstained	2 Shareholders	Representing	9,468,074 votes	Equivalent to	3.57 %

Voting results to elect Mr. Lim Kia Meng as the Non-Executive Director: percentage of shareholders who attended in the Meeting and had right to votes

Approved	73 Shareholders	Representing	264,916,488 votes	Equivalent to	100.00 %
Disapproved	- Shareholders	Representing	- votes	Equivalent to	0.00 %
Abstained	1 Shareholders	Representing	10,113 votes	Equivalent to	0.00%

The Chairman of the meeting invited Mr. Somchai Sirivichayakul, Mr. Somchai Sittichaisrichart and Mr. Lim Kia Meng to participate the meeting again after announced the voting result.

Agenda 7 Consideration and approval of the Remuneration of Directors for the year 2016

The Chairman proposed the Remuneration of Directors and Sub-committee for the year 2016 not exceed Baht 7,000,000 which was similar to last year and assigned the Chairman of the Remuneration and Nomination Committee to present the basis and criterion of the remuneration of the year 2016 to Shareholders.

The Chairman of the Remuneration and Nomination Committee informed the meeting that the criterion of the Remuneration of Directors and Sub-committee was not different from the previous year. Nevertheless, the total of the Directors' Remuneration would not exceed 7,000,000 Baht per year, in order to be appropriate and in accordance to the good corporate governance as followings:

1. The Director's remuneration is classified into 2 parts; monthly retaining fee and meeting attendance fee. The monthly retaining fee will be paid to only Non-Executive Directors and Independent Directors.
2. Consideration on duties, responsibilities and the performance of Directors as well as Sub Committee together with the Company's performance and the practices of the industry.
3. Consideration on Scope of duties of Directors and Sub Committees.

The table of Directors' Remuneration Comparison between 2016 and 2015

Component of Remuneration	2016 (Proposing)	2015
Retaining Fee for the Board (Monthly)		
Chairman of the Board	30,000.00	30,000.00
Directors	15,000.00	15,000.00
Remark: Except Managing Director and Executive Director who gain salary as executives		
Retaining Fee for the Audit Committee (Monthly)		
Chairman of Audit Committee	32,500.00	32,500.00
Audit Committee	25,000.00	25,000.00
Component of Remuneration	2016 (Proposing)	2015

Attendance Fee for the Board		
Chairman of the Board	33,000.00	33,000.00
Directors	22,000.00	22,000.00
Attendance Fee for the Audit Committee		
Chairman of Audit Committee	13,500.00	13,500.00
Audit Committee	9,900.00	9,900.00
Attendance Fee for the Remuneration and Nomination Committee		
Chairman of the Remuneration and Nomination Committee	33,000.00	33,000.00
Remuneration and Nomination Committee	22,000.00	22,000.00
Attendance Fee for the Risk Management Committee		
Chairman of the Risk Management Committee	33,000.00	33,000.00
Risk Management Committee	22,000.00	22,000.00
Attendance Fee for the Corporate Governance Committee		
Chairman of the Corporate Governance Committee	33,000.00	33,000.00
Corporate Governance Committee	22,000.00	22,000.00
Remarks:		
<p>3. The yearly special reward will be rewarded to Non-Executive Directors once a year based on the Company's performance by the consideration of the Remuneration and Nomination Committee.</p> <p>1. The company has no policy to compensate Directors and Sub Committees in other forms beyond monthly retaining fee, meeting attendance fee and yearly special reward which mentioned above.</p>		

The Remuneration of Directors in each type has individually shown in the annual report. The Remuneration and Nomination Committee would like propose the shareholders meeting for consideration and approval of the Remuneration of Directors.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There were no question from shareholders. The Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered majority vote of the shareholders approved the Remuneration of Directors for the year 2016.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes.

Approved	82 Shareholders	Representing 264,916,488 votes	Equivalent to 100.00 %
Disapproved	- Shareholders	Representing - votes	Equivalent to 0.00 %
Abstained	1 Shareholders	Representing 10,113 votes	Equivalent to 0.00 %

Agenda 8 Consideration and approval of the appointment of Auditor and determine the auditing fee for the year 2016

The Chairman informed that to comply with the Section 120, Public Limited Companies Act B.E. 2535, which state that the Annual General Meeting of Shareholders shall appoint the Auditor of the Company and determine the Auditor Remuneration every year by the recommendation of the Audit Committee. Thus, the Chairman asked the Chairman of Audit Committee to present the details to the meeting.

The Chairman of Audit Committee informed that according to the consideration in the auditors' experiences, knowledge and performance which was appropriate and satisfied. Thus, the Audit Committee agreed to propose the following auditors to propose the shareholders in order to approve the following auditors of KPMG Phoomchai Audit Company Limited to be the auditor of the Company.

<u>Auditors</u>	<u>License No.</u>
1. Ms.Vannaporn Jongperadechanon	4098 or
2. Mr. Ekasit Chuthamsatit	4195 or
3. Ms. Porntip Rimdusit	5565

The Chairman of Audit Committee informed the meeting that it was appropriate to appoint the list of 3 auditors because they had no relationship and / or conflict of interest with the Company, Managements, Major Shareholders or related persons of the those parties, also they were not shareholders of the Company and they were independent in auditing and reporting on the Company's financial report. Mr.Ekkasit Chuthamsatit was the Company's auditor for the year 2005 – 2009 and 2012 – 2015.

Additionally, it was appropriate to propose the Meeting for approval of the audit fee for the year 2016 totally Baht 1,370,000 which was equal to the previous year, excluding actual expenses incurred during the operation and extra charges when additional works incurred. In 2015, the Company paid tax consultant fee (non-audit fee) amounting to Baht 286,200 to KPMG Phoomchai Audit Ltd.

KPMG Phoomchai Audit Ltd. also is the Subsidiary companies' auditor for the year 2016 with the audit fee as follows:

SiS Venture Company Limited, audit fee is Baht 130,000, the same rate as the previous year.

Qool Distribution (Thailand) Company Limited, audit fee is Baht 400,000 increased 15,000 Baht from the previous year.

Wiko Mobile (Thailand) Company Limited, audit fee is 180,000 Baht, increased 100,000 Baht from the previous year.

Total audit fee of 2 subsidiaries and 1 associate are Baht 695,000, increased 135,000 from the previous year.

The Board of Director would like to propose the Meeting to approve the appointment of Auditor and audit fee for 2016.

The Chairman provided the shareholders an opportunity to ask in detail of this agenda.

There were no further question from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the unanimously vote of the shareholders approved the appointment the auditors and the audit fee as proposing

Voting results: percentage of shareholders who attended in the Meeting and had right to votes.

Approved	83	Shareholders	Representing	264,926,601	votes	Equivalent to	100.00 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

Abstained - Shareholders Representing - votes Equivalent to 0.00 %

Agenda 9 Questions and Answers

The Chairman informed the meeting that the questions which the shareholders sent to the Company in advance and some of the questions which has been asked from the shareholders here were answered in the period of each agenda. Thus, this period still is provided for further questions from the shareholders. The Managing Director would answers all the questions in this agenda.

The Questions sent from shareholders in advance was followings:

1. Why Wiko Pulp Fab was short in the market?

Managing Directors answered as following:

This model was short due to the long break of the factory for holidays in the Chinese New Year.

2. Why there was no a sale promoter in the TG and Jmart shops, Bang Na branch?

Managing Directors answered as following:

This was because the cost of sale promoter was quite high then the Company had to consider carefully. The sale promoters normally would be assigned for the area where the volume of sales was high. In order to solve this issue, we tried to expanded the channel to the retails from middle size to the small size.

3. How to select the model and specification of Wiko to sell?

Managing Directors answered as following:

For the first year, we could not define the model and specification of the products due to the higher purchasing from Europe then it had to be according to the higher purchasing power. In this year, it began to be available for us to select the model and specification, especially in next year because there was the corporation from Wiko in this region which would request to produce the model that was appropriate.

4. The progression of Cloud

Managing Directors answered as following:

Cloud Business was divided into two parts which were 1) Technology for data center which would be in Value Added Commercial BU. Also, the Company was the leader of distributors in this segment and the Company tried to expand this kind of business in order to support the shift of business sector which would change to Cloud. 2) Cloud for the accessories and equipment which did not invest much for the system. The Company had been in the test period both product test and requirement test in order to study for the real requirement. However, there was a product that it was starting to launch, it was Video Conference, we called Qool Con. There was some customers brought and started to use. These customers were able to conference together with many users in the meeting. This system and service was charged monthly and the customers were not necessary to invest much.

5. The progression of Internet of Things and Home Automation

Managing Directors answered as following:

Currently, the connectivity of the internet was convenience and economy then Internet of Things was the definition of this statement. However, it was in the testing period in order to present the vital benefits of this technology.

6. The performance of the 1st quarter of 2016

Managing Directors answered as following:

For this issue, it could not answer much in substance. However, it might not change from the previous year. For the overall, the sales of Consumer Business Unit might decreased but the sales of other BU might recovered this decreasing. It was expected that the overall performance would be improved.

Mr. Rungsee, the shareholder asked as followings:

1. For the Internet of Things, the Company would still be the distributor or invest as the partner with the Manufacturer.

The Chairman answered as following:

Basically, there was no plan for any investment until there was clear what technology would be in the demand of the market and it could be grow sustainably. Then this would be considered later.

Mr. Wasant, the shareholders as following:

1. According to the role of distributor, would the Company adapt to face the slight profit?

The Chairman answered as following:

The Company had managed the inventories carefully and emphasized on selling high demand products. Besides, the channel of sales had been developed and the relationship to the customers significantly.

2. How Wiko Mobile made the profit in the future?

Managing Directors answered as following:

The size of smart phone market was large as well as the size of smart phone which prized 5,000 Baht. Then the Company expected to be top three of this segment of smart phone market.

3. For the smart phones that declined, did the Company consider to decrease the stock or stop selling?

Managing Directors answered as following:

The Company stopped selling some brand of smart phones that was undemanding and focused on the popular and potential smart phone that still in demand.

4. For the Home Automation, had the Company found the specific products that matched with the demand in the Market?

Managing Directors answered as following:

The Company found the specific products that met the demand in the market. Also, there was some customers that had the showrooms in many areas had contacted the Company in order to demonstrate the home automation products in their showrooms. However, this might operate next year.

Mr. Suraporn, the representative of Thai Investors Association expressed the opinion as followings:

It was pleased to admire the action of the Company in joining the Anti Corruption with CAC and this should maintain and extend to the partners and customers continuously.

Managing Directors expressed the opinion as following:

Currently, the Company had extended and communicated the Anti Corruption to suppliers which was in accordance with the best practices of IOD and CAC. Furthermore, this would also extended to customers. We thanked you everyone in appreciated the intention of the Company in Anti Corruption;

There were no further question from shareholders. The Chairman declared the Meeting closed, and expressed the appreciation to all shareholders for participating the 2016 Annual General Meeting.

Finished the Meeting at 17:30

.....
(Mr. Suwit Chindasanguan)
Chairman

.....
(Ms. Nattamon Kaewnamngoen)
Company Secretary

Attachment No. 3 for Agenda No. 6
Definition of Independent Director

Independent Director is the Director who has independent decision and not relate with major shareholders, the management and related person in the Company, Subsidiary Company and Related Company. Independent Director can conduct fair deals involving of all shareholders' interest and has qualification more stringent than the regulations of the SEC and SET as follow:

- (1) Holds not more than 1% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, including shares held by anyone who is affiliated with them.
- (2) Not be a director who is involved in the management of work, an employee, a staff, an advisor receiving a regular salary, and an Entity with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Associated Company, a Joint Company, subsidiaries of the same tier or any juristic person that might be in conflict with the Company, both in the present and at least two years prior to taking the independent directorship.
- (3) Has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of the Managements, major shareholders, Entity with Controlling Authority or an individual who will be nominated as Director, Managements or Entity with Controlling Authority over the Company or the Subsidiary.
- (4) Has no business relationship with the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as Independent Director.
- (5) Is not an Auditor of the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder, an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his/her appointment as an Independent Director.
- (6) Is not a person rendering any professional service or a legal or financial consultant who is paid more than Two Million Baht in service fee per year by the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.
- (7) Is not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a shareholder who is connected to a Major Shareholder.
- (8) Do not engage in a business of the same or competitive to the Company, his/her is not a significant partner to a partnership or Significant Shareholder or a Director of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
- (9) Do not have any other characteristic which prevents him/her from opining freely on the operation of the Company.

Attachment No. 4 for Agenda No. 6

The biography of Directors proposed to be the Company's Independent Directors and Audit Committee

Name **Rojanasak Chomvilailuk, PhD.**
Type of Director **Independent Director**
Position **Chairman of Audit Committee • Remuneration and
Nomination Committee • Corporate Governance
Committee**
Age **55 Years**
Nationality **Thai**
Education **Doctor of Philosophy in Marketing & Management,
Charles Sturt University**



Training from IOD

- Audit Committee Program
- Audit Committee : Experience, Problem and Best Practice
- CEO Relations: Balancing Trust and Oversight
- Certificate of Diploma
- Chartered Director Class
- DCP Refresher
- Directors Accreditation Program
- Directors Certification Program
- Fellow Member of Thai Institute of Directors Association
- Finance for Non-Finance Director
- How to Develop a Risk Management Plan
- Improving Board Decisions
- Improving the Quality of Financial Reporting
- Monitoring Fraud Risk Management
- Monitoring the Internal Audit Function
- Monitoring the Quality of Financial Reporting
- Monitoring the System of Internal Control and Risk Management
- Role of the Compensation Committee
- Successful Formulation & Execution of Strategy
- What the Board Should Expect from the Company Secretary
- Will the Global Economy Stumble or Slow down? And what will that mean for Thailand?

Shareholding (31 Dec 2016) None

Number of Year of Independent Directorship 13 Years

Reason for positioning in Independent Directors more than consecutive 9 years

The independent director is skilled, expertise, competent and experienced with the company's business, also their performances are efficient and effective. To change independent directors may affect the continuity.

Working Experience and Director or Management in Other Business

Working Experience	2013 – Present	Corporate Governance Committee SiS Distribution (Thailand) PCL.
	2009 – Present	Chairman of Audit Committee SiS Distribution (Thailand) PCL.
	2009 – Present	Remuneration and Nomination Committee SiS Distribution (Thailand) PCL.

2009 – 2014	Risk Management Committee SiS Distribution (Thailand) PCL.
2008 – 2009	Chairman of Remuneration and Nomination Committee SiS Distribution (Thailand) PCL.
2004 – Present	Independent Director and Audit Committee SiS Distribution (Thailand) PCL.

Position in Other Listed Companies None

Position in Other Non-Listed Companies 3 Positions as director and management in 3 other Non-Listed Companies as following:

2013 – Present	Director, Master Degree in Retail Management Curriculum, Faculty of Business Administration, The University of the Thai Chamber of Commerce
2013 – 2013	Audit Committee, Ausiris Future Co., Ltd.
2012 – 2013	Association Dean, International College, The University of the Thai Chamber of Commerce
2010 – Present	Independent Director, Ausiris Future Co., Ltd.
2010 – 2015	Director, Tiptop Logistic Co., Ltd.
2004 – Present	Lecturer, Faculty of Business Administration, The University of the Thai Chamber of Commerce

Positions in Rival Companies / Connected Businesses that may cause conflict of interest -None-

Meeting Attendance in 2016	Attended the Board of Director Meeting	6 meetings	from 6 total meetings
	Attended the Audit Committee meeting	12 meetings	from 12 total meetings
	Attended the Remuneration and Nomination Committee meeting	2 meetings	from 2 total meetings
	Attended the Corporate Governance Committee meeting	2 meetings	from 2 total meetings
	Attended the meeting between Independent Directors and Non-Executive Directors	1 meeting	from 1 total meeting
	Attend the meeting between the Audit Committee and the Auditor	1 meeting	from 1 total meeting
	Attend the Annual General Meeting of Shareholders 2016	1 meeting	from 1 total meeting

Director Performance

Participate in defining and consideration in direction, goal and the strategies.
Provide the recommendation to strategies, financial plan and monitor to ensure the achievement.

Participate in defining the vision, direction, goal and strategies.
Provide recommendations, suggestions to the Company's Management, Internal Audit and Control.

Provide recommendations, suggestions to Remuneration and Nomination Committee
Provide recommendations to the succession plan.

Participate in determining Corporate Governance policy and govern the Company's operation in accordance with the charter of the Corporate Governance Committee.

Having relationship in the following relation with the Company / Parent Company / Subsidiary or Affiliate Companies or Other Juristic Persons with potential conflicts of interests at present or during the past two years.

Having relationship (e.g., parents, spouses, close relation) with the executives or major shareholders of the Company or Subsidiary Companies	-None-
Involving in management as executive director, employee, staff or advisors who earn salaries from the Company	-None-
Professional service provider (e.g., auditors, legal advisors)	-None-
Having significant business relationships with the Company that may affect their independences (e.g., selling and buying of raw materials / goods / services or lending and borrowing)	-None-

The biography of Directors proposed to be the Company's Executive Directors

Name	Mr. Sombati Pungsrinont
Type of Director	Executive Director
Position	Executive Director • Authorized Director • Risk Management Committee
Age	60 Years
Nationality	Thai
Education	<ul style="list-style-type: none"> • Bachelor of Engineering (Electrical Engineering), King Mongkut's University of Technology Thonburi • Master of Business Administration, Thammasat University
Training from IOD	<ul style="list-style-type: none"> • Director Certification Program • Directors Accreditation Program • Role of the Compensation Committee • Successful Formulation and Execution of Strategy
Shareholding (31 Dec 2016)	<p>13,080,010 shares, equal to 3.7% of total shares with voting right, excluding shares held by</p> <ul style="list-style-type: none"> • Ms. Suranee Pungsrinont (Spouse) 4,000,000 shares • Mr. Chanont Pungsrinont(Son) 6,228,145 shares • Mr. Thanakorn Pungsrinont (Son) 7,065,469 shares



Number of Year of Independent Directorship 17 Years

Working Experience	Working Experience and Director or Management in Other Business
2014 – 2015	Company Secretary, SiS Distribution (Thailand) PCL
2009 – Present	Risk Management Committee, SiS Distribution (Thailand) PCL.
2004 – Present	Executive Director, SiS Distribution (Thailand) PCL.
1998 – 2004	Executive Director, SiS Distribution (Thailand) Co., Ltd.
1997 – 1999	Executive Director, M and V Technology Company Limited
1992 – 1997	Executive Director Tanawat Information Systems Co., Ltd.

Position in Other Listed Companies -None-

Position in Other Non-Listed Companies 3 Positions as directors in 3 other Non-Listed Companies as following:

2014 – Present	Authorized Director Nippon Pack Trading Company Limited (which SiS PCL indirectly holds 49% of shares via SiS Venture Co., Ltd.)
2010 – Present	Executive Director Qool Distribution (which SiS PCL directly holds 99.99% of shares)
2009 – Present	Executive Director SiS Venture Company Limited (which SiS PCL directly holds 99.99% of shares)

Positions in Rival Companies / Connected Businesses that may cause conflict of interest -None-

Meeting Attendance in 2016 Attended the Board of Directors Meeting 6 meetings from 6 total meetings
Attended in Risk Management Committee 2 meetings from 2 total meetings
Meeting

Director Performance

- Provide the recommendation in the management in the Board of Directors meeting.
- Participate in strategic management determination.
- Participate in defining the vision, direction, goal and strategies.
- Manage and monitor the operation to comply with the management strategy.
- Provide recommendation to the Risk Management Committee
- Provide product and services management
- Conduct the enterprise risk management plan.

The biography of Directors proposed to be the Company's Non-Executive Directors

Name Mr. Lim Hwee Hai
Type of Director Non Executive Director
Position Authorized Director •Chairman of Risk Management Committee • Remuneration and Nomination Committee • Corporate Governance Committee
Age 67 Years
Nationality Singapore
Education

- Bachelor of Commerce (First Class Honors),Nanyang University
- Master of Business Administration, The National University of Singapore

Training from IOD

- Directors Accreditation Program
- Directors Certification Program

Shareholding (31 Dec 2016)

- 244,687shares,equal to 0.07% of total shares with voting right
- Indirect holding 165,616,595 shares or 47.3% by positioning as director of SiS Technologies (Thailand) PTE. LTD

Number of Year of Independent Directorship 16 Years



Working Experience and Director or Management in Other Business

Working Experience

2013 – Present	Corporate Governance Committee, SiS Distribution (Thailand) PCL.
2008 – Present	Chairman of Risk Management Committee, SiS Distribution (Thailand) PCL.
2008 – Present	Remuneration and Nomination Committee, SiS Distribution (Thailand) PCL.
2004 – Present	Director, SiS Distribution (Thailand) PCL.
2000 – 2004	Director, SiS Distribution (Thailand) Co., Ltd.
1983 - Present	Director and Managing Director SiS Group of Companies
1979 –1982	Manager Banque Nationale De Paris
1976 - 1978	Senior Officer Development Bank of Singapore

Position in Other Listed Companies -None-

Position in Other Non-Listed Companies

2010 - Present	Director Qool Distribution Co., Ltd. (which SiS Distribution Thailand) PCL. holds 99.99% of total shares)
2009 - Present	Director SiS Venture Co., Ltd. (which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)

Positions in Rival Companies / Connected Businesses that may cause conflict of interest -None-

Meeting Attendance in 2015	Attended in Board of Director Meeting	6 meetings	from 6	total meetings
	Attended in Risk Management Committee Meeting	2 meetings	from 2	total meetings
	Attended in Remuneration and Nomination Committee Meeting	2 meetings	from 2	total meetings
	Attended in Corporate Governance	2 meetings	from 2	total meetings
	Attended the meeting between Independent Directors and Non-Executive Directors	1 meetings	from 1	total meetings

Director Performance

- Provide recommendations to the Company’s strategy and management.
- Participate in defining the vision, direction, goal and strategies.
- Provide opinions and recommendations on management to the Board of Directors’ meeting.
- Provide recommendation to the Risk Management Committee
- Provide recommendations, suggestions to Remuneration and Nomination Committee
- Provide recommendations to the succession plan.
- Participate in determining Corporate Governance policy and govern the Company’s operation in accordance with the charter of the Corporate Governance Committee.

Attachment No. 5

Company's Articles of Association relating to the General Meeting of Shareholders Shareholder Meeting

Article 19. The Board shall arrange for an Annual General Meeting of shareholders to be held within four month after the company's accounting period year ended.

All other shareholders meetings are called "Extraordinary Meeting"

Article 20. The Board may summon extraordinary meetings whenever they think it or shareholders holding not less than one-fifth of the total shares sold or shareholder not less than twenty-five shareholders, holding not less than one-tenth of the total number of shares sold is made in writing to the board calling for extraordinary meetings at any time, the requisition must specify the object for which the meeting is required In this case, the board shall arrange shareholders meetings within one month after the date of the requisition.

Article 21. In the shareholders' meeting, there shall be shareholders and proxies (if any) at a number of not less than twenty-five persons or not less than one -half of all the shareholders and holding in aggregate not less than one-third of all shares sold to be regarded as a quorum. Unless public company limited law stipulated otherwise.

Article 22. The Chairman of the Director shall preside at every shareholders meeting, If the chairman of the director is not absent or unable to perform his/her duties the vice-chairman shall act as chairman, If there is no vice-chairman is unable to perform this/her duties, then the shareholders may elect one among themselves as the chairman of the meeting .

Article 23. At the shareholders meeting, shareholders may appoint a proxy, who is sui juris to attend the meeting and vote on his/her behalf. The proxy must be made in writing with a signature of proxy and given to the chairman or others persons as chairman assigned at the meeting place before proxy attend the meeting. Proxy form must be made as stipulated by the law of public company limited.

In voting, it deemed that proxy has the vote equal to the amount of vote of shareholder together unless proxy address in the meeting before voting that he/she shall vote on behalf of some proxy by specify proxy name and the number of shares held by the shareholder.

Article 24. If no regulations of the company or public company limited law stipulated otherwise. Voting on any resolution in the meeting of shareholder shall be decide on majority of votes of the shareholders who attended the meeting and has the right to vote. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

In voting, whether a show of hand or a poll. Shareholders has vote equal to the amount of shares holding and proxy vote deems one share equal to one vote.

Voting as prescribed in second paragraph is deemed that one share equal to one vote not apply in case of the company has issued preference shares and prescribed to have the right to vote less than that of ordinary shares.

Voting shall be conducted on a show of hands unless a poll demanded by shareholders not less than five shareholders and the meeting resolved for a poll, then conducted a poll. Procedures of a poll shall be taken in such manner as the Chairman of the meeting.

Article 25. Resolution of the shareholders' meeting. In the following case, a resolution shall be passed by votes not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote

- (a) The sale or transfer of the whole or substantial part of the businesses of the company in essential element to other persons.
- (b) The purchase or acceptance of the transfer of businesses of other companies or private companies to the company
- (c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of businesses of the company in essential element. The assignment to any other persons to manage the businesses of the company or the consolidation of business with other persons with an objective towards profit and loss sharing.

Article 26. A shareholder who has a special interest in a resolution cannot vote on such resolution except voting for election of directors

Article 27. Summon for general shareholder meeting. The board must be done in writing fix the date the meeting specify the place, the day, the hour, agendas of meeting and present matters with appropriate details, clearly specify just for information, approval, or consider as the case may be including the board's opinion on the matters and send by post to shareholders and registrar not later than seven days before the date fixed for the meeting. Notice of the summoning of the general shareholders meeting be published at least three days in consecutive not later than three days before the date fixed for the meeting.

Summon for general shareholder meeting must be sent to the receiver or representative of receiver directly by register post

The board shall fix the place for the meeting as per first paragraph

Article 28. General shareholder meeting at any time, if within an hour from the time appointed for the meeting but the number of shareholders and amount of shares are not quorum. And if the general meeting had been summoned upon the requisition of shareholders shall be dissolved and the meeting is suspended. If the general meeting had been summoned upon the requisition by the board, then re-summon again by sending notice of the summoning to the shareholders not later than seven days before the date fixed for the meeting. No quorum shall be necessary for subsequent meeting.

Article 29. The chairman of the shareholders meeting has a duty to control the meeting in compliance with the articles of association of the company relating to the meeting and to follow the sequence of the agenda specified in the notice calling the meeting, except that the meeting has resolution to change the sequence of the agenda by the votes not less than two-thirds of the number of shareholders attended the meeting.

When the consideration of the matters referred to in the first paragraph, the shareholders holding shares amounting not less than one-third of the total number of shares sold may request the meeting to consider other matters more than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall fix the place, the day, the hour of the meeting for subsequent meeting and the board send summon for the meeting in writing fix the place, the day, the hour of meeting, agendas of meeting to the shareholders not later than seven days prior to the date fixed for the meeting. Notice of the summoning of the general shareholders' meeting be published in a newspaper not less than three days prior to the date fixed for the meeting.

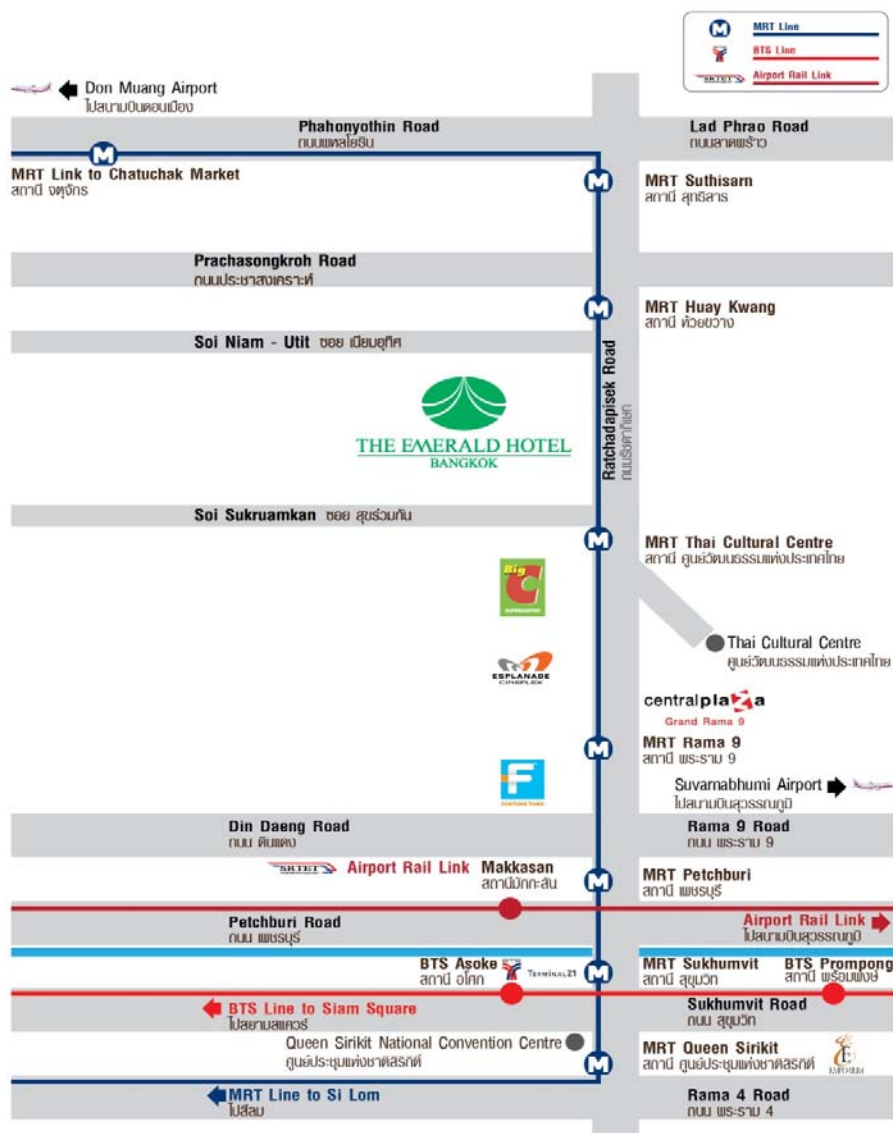
Attachment No. 6

The 2017 Annual General Meeting of Shareholders

Friday, 21 April 2017 at 14.00 hours

At Tabtim + Petai + Petchchompoo Room, 3rd Floor, The Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400

The Map of The Emerald Hotel



Transportation

- Underground- MRT: Huay Kwang Station, Exit No. 3 (The hotel is approximately 50 meters from MRT)
- Bus Route 25C, 36, 73A, 73, 108, 136, 137, 179, 185
- Private Car: There is a car parking available at the hotel.

Attachment No. 7

Personal Data of independent director who have functioned in regular term and the Shareholders can appoint them as their proxy in the AGM 2017

The Company has scheduled the 2017 Annual General Meeting of Shareholders on Friday, 21 April 2017 at 14.00 hours, In case of the Shareholders are unable to attend the meeting, you may appoint another person or any of the following Independent Directors as your proxy:

Name Mr. Suwit Chindasanguan
Age 63 Years
Type of Director Independent Director
Current Position Chairman • Audit Committee •
Chairman of the Corporate Governance Committee
Education Master of Sciences (Economics),
Kasetsart University
Year of Directorship 13 Years



Share Holding (31 Dec 16) 323,003 shares, equal to 0.09 of total shares with voting right

The conflict of interest in this Annual General Meeting's Agenda None, except for the agenda concerning consideration of Directors' Remuneration

Contact Address No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400

Name Mr. Somchai Sirivichayakul
Age 60 Years
Type of Director Independent Director
Current Position Chairman of Remuneration and Nomination
Committee • Audit Committee • Corporate
Governance Committee
Education Master of Engineering (Civil Engineering)
Tokyo Institute of Technology, Japan



Year of Directorship 13 Years

Share Holding (31 Dec 16) None

The conflict of interest in this Annual General Meeting's Agenda None, except for the agenda concerning consideration of Directors' Remuneration

Contact Address No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400

Attachment No. 8

Guidelines for Proxy Appointment to Attend and Vote in the General Meeting of Shareholders

Registration to Attend the Meeting

Registration for participating in the Annual General Meeting will begin 1 hour before the Meeting's scheduled start, or from 2.00 p.m. onwards.

Documents Verifying Eligibility to Attend the Meeting

Participants are requested to produce the following documents before attending the meeting.

In case of the shareholder is an ordinary person.

1. In case of attendance in person:

1.1 A document bearing the shareholder's photograph, issued by a government agency, which has not yet expired, such as

National ID card, Government Official ID, or passport, including proof of change in name or surname (if any).

2. In case of appointment of a proxy:

2.1 The Proxy Form, attached to the Invitation letter of the Meeting, completely filled in and signed by the grantor and the proxy.

2.2 Certified true and correct copies of the identification document issued by a government agency, as specified in item 1, of the grantor.

2.3 The proxy's identification document issued by a government agency, as specified in item 1.

In case of the shareholder is Juristic person, registered in Thailand

1. In case of attendance in person by the authorized representative:

1.1 The identification document of the representative issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1.

1.2 Certified true and correct copy of Affidavit or Certificate of Incorporation of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.

2. In case of appointment of a proxy:

2.1 The Proxy Form, attached to the Invitation Letter of the Meeting, completely filled in and signed by the juristic person's representative as grantor and signed by the proxy.

2.2 Certified true and correct copy of Affidavit or Certificate of Incorporation by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person shareholder.

2.3 The proxy's identification document issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1.

2.4 Certified true and correct copy of the representative's identification document issued by a government agency.

In case of the shareholder is Non-Thai person or Juristic Persons Incorporated under Foreign Law

They should prepare documents similar to the cases of a natural person or juristic person, but the identification documents must be as below (as the case may be):

- Certified true and correct copy of passport of the shareholder or representative of a juristic person or proxy (as the case may be).

- Certified true and correct copy of Affidavit or Certificate of Incorporation of such juristic person, issued by either the government authority of the country where such juristic person is situated, signed by a representative of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, authorized signatory, conditions or limitations of authorized signatories, and the location of the head office.

- Any documents without a master copy in the English language must be attached with an English translation, to be certified true by the shareholder or representative of the juristic person.

In case of the shareholder is Foreign Shareholders Appointing a Custodian in Thailand

- Documents similar to the case of a juristic person.

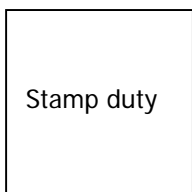
- Power of Attorney granted by the shareholder to authorize the custodian to sign the Proxy Form on his/her behalf.

- Certification Letter of the custodian who signs the Proxy Form, which shows that the custodian is permitted to engage in the business of custodian.

- Any documents without a master copy in the English language must be attached with an English translation, to be certified true by the shareholder or representative of the juristic person.

Attachment No. 9

Proxy Form B.



Written at

Date..... MonthYear.....

(1) I / We _____ Nationality _____ Address _____
Road _____ Sub-District _____ District _____
Province _____ Zip Code _____ Country _____

(2) Being a shareholder of SiS Distribution (Thailand) Public Company Limited, Shareholding in the total amount of _____ shares and the voting right equals to _____ vote as follow

Ordinary share _____ shares and the voting right equal to _____ vote

Preferred share _____ shares and the voting right equal to _____ vote

(3) Hereby appoint

1. _____ age _____ year

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

2. _____ age _____ year

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

3. _____ age _____ year

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

Anyone of the above as my / our proxy holder to attend and vote at the 2017 Annual General Meeting of the Shareholders on April 21, 201 at 2.00 p.m. at Tabtim + Petai + Petchchompoo Room, 3rd Floor, The Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

(4) I / We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follow:

Agenda no. 1 The matters announced by the Chairman. (No vote in this agenda)

Agenda no. 2 Consideration and approval of the minute of the 2016 Annual General Meeting of Shareholders on Friday, 22 April 2016

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve

Disapprove

Abstain

Agenda no. 3 Acknowledgement of the 2016 Board of Director's operations report and the 2016 Annual Report. (No vote in this agenda)

Agenda no. 4 Consideration and approval of the Statement of Financial Position as at 31 December 2016 and the Statement of Comprehensive Income for the year ended 31 December 2016 which have been audited by the CPA with the Auditor's Report.

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Agenda no. 5 Consideration and approval of no dividend payment for the operating results of the year 2016

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Agenda no. 6 Consideration and approval of the election of Company's Directors to replace the Directors who have to retire by rotation.

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Election of all the nominated directors

Approve Disapprove Abstain

Election of each member of nominated directors

• Mr. Rojanasak Chomvilailuk, PhD.

Approve Disapprove Abstain

• Mr. Sombati Pungsrinont

Approve Disapprove Abstain

• Mr.Lim Hwee Hai

Approve Disapprove Abstain

Agenda no.7 Consideration and approval of the Director's Remuneration for the year 2017

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Agenda no. 8 Consideration and approval of the appointment of Company's Auditor and the 2017 Auditor Fee

- (a) The proxy holder shall vote independently as to his / her consideration.
- (b) The proxy holder shall vote according to my intention as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda no.9 Consideration and Approval of the Company's Article of Association Amendment in Director's Meeting via Video Conference.

- (a) The proxy holder shall vote independently as to his / her consideration.
- (b) The proxy holder shall vote according to my intention as follows:
 - Approve
 - Disapprove
 - Abstain

- (5) Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.
- (6) If I / we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any action taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)

Signature _____ Proxy Holder
(_____)

Signature _____ Proxy Holder
(_____)

Remark

1. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
2. In agenda regarding the election of directors, Shareholder can elected all of directors or each of directors
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, The proxy holder may use the attachment to proxy form B.

Attachment to Proxy Form B.

Stamp duty

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited In the 2017 Annual General Meeting of the Shareholders on Friday, April 21, 2017 at 2.00 p.m. at Tabtim + Petai + Petchchompoo Room, 3rd Floor, The Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

Agenda no _____ Subject _____

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Agenda no _____ Subject _____

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Agenda no _____ Subject _____

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Agenda no _____ Subject _____

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Election of all the nominated directors

Approve Disapprove Abstain

Election of individual nominee

1. _____
 Approve Disapprove Abstain

2. _____
 Approve Disapprove Abstain

3. _____
 Approve Disapprove Abstain

I hereby certify that the above statements are true and correct.

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)