



เลขที่ 9 อาคารภคินท์ ชั้นที่ 9 ห้องเลขที่ 901 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400
โทร : (+66)2-020-3000 แฟกซ์ : (+66)2-020-3780 Email : sis@sisthai.com

Annual General Meeting of Shareholders 2018



March 15, 2018

Subject Invitation to the 2018 Annual General Meeting of Shareholders

To Shareholders of SiS Distribution (Thailand) Public Company Limited

Attachments 1. A copy of the minute of the 2017 Annual General Meeting of Shareholders held on April 21, 2017

2. The 2017 Annual Report and the 2017 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 2018 Annual General Meeting of Shareholders on April 20, 2018 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 2017 Annual General Meeting of Shareholders on Friday, 21April 2017.

Reason and Detail: The Company held the 2017 Annual General Meeting of Shareholders on Friday, 21 April 2017 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 2017 Annual General Meeting of Shareholders which held on Friday, 21 April 2017to the Shareholders' Meeting for approval due to the Board of Directors considered and agreed on its correctness and completeness.

3. Acknowledgement of the 2017 Board of Directors' Operational Report and approve the 2017 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 2017 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 2017 and the 2017 Annual Report. (Detail is in the 2017 Annual Report.)

4. Consideration and approval of the Statement of Financial Position as at 31 December 2017 and the Statement of Comprehensive Income for the year ended 31 December 2017 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 2017 and the Statement of Comprehensive Income for the year ended 31 December 2017 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 2017 Annual Report.)

5. Consideration and approval of the Legal Reserve and Dividend Payment for the operational performance of the year ended 31 December 2017.

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 2017 was 296,800,849.84 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 40percent 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 2017 to the Shareholders in amount of 3 5 0 , 1 9 8 , 6 5 5 shares at the rate of 0.45 Baht per share, totally 157,589,395.75 Baht. The Dividend Payment is 53.10 percent of the net profit. The Company schedules the Dividend Payment to the Shareholders who are listed on the Shareholders Registration Book as at 30 April 2018(Record Date) and the payment date is scheduled on 16 May 2018. 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 0.40 Baht per share. This is a particular case due to the lower of debt to equity of the Company and the good liquidity of the Company which it has to be approved by the 2018 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	2017 (Proposed Year)	2016	2015	2014
1. Net Profit (Loss) (Baht)	296,800,849.09	227,446,012.98	166,337,401.21	184,093,320.11
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)	0.45	0.40	0.30	0.20
4. Total Dividend Payment (Baht)	157,589,395.75	140,079,462.00	105,059,596.50	70,039,731.00
5. Dividend Payment to Net Profit	53.10	61.59	63.16	38.05

The registered share capital as at 31 December 2017 was 3 5 0 , 1 9 8 , 6 5 5 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 retain earnings for the Company.

6. Consideration and approval of the election of the Company's Directors who have to retire by rotation, Mr. Panuwat Chalongkuamdee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong

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 2018, there are 3 directors who would be retired by rotation, Mr. Panuwat Chalongkuamdee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong. 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 from November 29 2017, to December 31, 2017. 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 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: The company provide the opportunity for all shareholders to propose the qualified candidate for director election from November 29 2017, to December 31, 2017 which is before the date of Annual General Meeting. Also, the criteria and the channel have been disclosed on the company's website. Nevertheless, there was no candidates proposed by the shareholders. Then, the Board of Directors considered 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 Mr. Panuwat Chalongkuamdee, the candidate of independent directors, he is the partner of the law firm, namely Weerawong Chinnavat and Partners Company Limited which provided the legal consultancy to the major shareholders, Thai Alliances Company Limited in the past 2 years. However, the consultancy was not over 2 Million Baht per year. The Board of Director agreed that Mr. Panuwat is independent which is in accordance to the independent qualification defined by SEC and SET. Also he would be able to provide the independent opinion among the Board of Directors. Moreover, he is expertise and experienced which would fulfill the Board skill matrix. The Board of Directors considered and agreed to propose the shareholders to re-elect these 3 directors to the position for another term, Mr. Panuwat Chalongkuamdee as the Independent Director, Audit committee, Chairman of Corporate Governance Committee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong as the Non-Executive Director (The biography of nominated Directors are shown in Attachment 4).

7. Consideration and approval of the Directors' Remuneration for the year 2018.

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 criterions 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 2018, the total of the Directors' Remuneration will not exceed 8,000,000 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 2018 and 2017

Compensation Structure	2018 (Proposed Year)	2017
Monthly Retaining Fee for the Board		
Chairman	36,000.00	36,000.00
Committee	18,000.00	18,000.00
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	20,000.00	15,000.00
Committee	15,000.00	10,000.00
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 2018 which is in accordance with the criterion, totally not exceed 8,000,000 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 2018.

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 invited 3 leading audit firms in Thailand to propose the audit engagement service for 2018 for the company. The audit committee considered the qualifications consists of reputation, reliability, standardization, knowledge, expertise and experienced of the audit firm as well as the audit team, the audit committee agreed to propose to the Board of Directors for consideration to propose the meeting of Shareholders to appoint auditors from EY Office Limited as the Company's Auditor for the year 2018. 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. Wichart Lokatekrawee	4451	Never signed the financial statements
2. Ms. Satida Ratananurak	4753	Never signed the financial statements
3. Ms. Siriwan Nitdamrong	5906	Never signed the financial statements

EY Office 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 those parties, there are independent in auditing and express 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 propose of EY Office Limited would be contribute the most benefit to the shareholders. 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 2018 at the total amount of Baht 1,780,000 which increase from the previous year 240,000 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, EY Office Limited 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), EY Office Limited will be appointed to be the Auditor of these 3 Subsidiaries and Associate(As the left Column) Mr.Wichart Lokatekraweeor Ms. Satida Ratananurakor Ms. Siriwan Nitdamrong
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	2018 (proposing year)	2017	2016
Fee for the annual audit report	1,000,000.00	925,000.00	770,000.00
Fee for the quarterly review report (3 quarters)	540,000.00	525,000.00	525,000.00
Fee for the Package Report	240,000.00	90,000.00	75,000.00
Total	1,780,000.00	1,540,000.00	1,370,000.00
Change Increase (Decrease)	240,000.00	170,000.00	35,000.00
Percentage Change Increase (Decrease)	15.58	12.41	2.62

The Table of Subsidiaries' Audit Fee Comparison

Audit Fee	2018 (proposing year)		2017		2016	
	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)
Fee for the annual audit report	120,000.00	450,000.00	110,000.00	395,000.00	100,000.00	325,000.00
Fee for the quarterly review report (3 quarters)	30,000.00	70,000.00	30,000.00	75,000.00	30,000.00	75,000.00
Total	145,000.00	520,000.00	140,000.00	470,000.00	130,000.00	400,000.00
Change Increase (Decrease)	10,000.00	50,000.00	10,000.00	70,000.00	-	15,000.00
Percentage Change Increase (Decrease)	7.14	10.64	7.69	17.50	-	3.90

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. Vichart Lokatekraweeor Ms. Satida Ratanurakor Ms. Siriwan Nittamrong of EY Office Limited as the Company's Auditor for the year 2018. 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 2018

by recommendation of the Audit Committee in total amount of Baht 1,780,000 which increase precisely 240,000 Baht from 2017, excluding other expenses which might occur during auditing.

9. Consideration and Approval of the Company's Article of Association Amendment.

Amendment of Article 20

Reason and Detail: To be in accordance to the Head of the National Council for Peace and Order No. 21/2560, the law amendment to facilitate the business. This is to amend the Public Company Act. B.E. 2535, section 100, the right of shareholders to call the extra ordinary meeting. Therefore, the Article of Association of the company currently do not comply this amendment. Then, the Corporate Governance Committee propose the Board of Directors to propose the shareholders in order to amend this change in Article of Associations of the Company as followings:

Article 20. (Current Version)

Shareholders' 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 20. (Proposed Version)

Shareholders' Meeting

Article 20. The board may summon extraordinary meetings whenever they think it or one or many shareholders holding not less than one-tenth 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 forty five days after the date of the requisition.

In the event that the Board of Directors do not arrange the meeting within the time said in the first paragraph, those shareholders are able to summon extra ordinary meeting within forty-five days after the date said in the first paragraph. This case shall mean as the Board of Directors call the meeting. Also, the Company shall response for the appropriate expenses which will be occurred by the meeting arrangement.

In the event that there was the shareholders which said in the second paragraph attend the meeting which was not be the quorum according to the section 103. The shareholders said in the second paragraph shall response for the expenses which will be occurred by the meeting arrangement.

Amendment of Article 33

Reason and Detail: The company reviewed the Article of Association of the Company in order to ensure the compliance and up to date to the laws. It was found that the Article 33 which was refer to other articles are typing error. The Corporate Governance Committee agreed to propose the Board of Directors in order to propose the Shareholders to consider and approve the amendment as followings:

Article 33.(Current Version)

Directors

Article 33. Unless stipulated in the articles 22 and 35

(a) in case of the chairman could not perform his/her duties or the position is vacant, the vice-chairman shall be acted instead of chairman.

(b) in case of the chairman and the vice-chairman could not perform duty or the position of the chairman and vice-chairman are vacant. The board may appoint one director to perform the duty instead of chairman

Article 33.(Proposed Version)

Directors

Article 33. Unless stipulated in the articles 22 and 36

(a) in case of the chairman could not perform his/her duties or the position is vacant, the vice-chairman shall be acted instead of chairman.

(b) in case of the chairman and the vice-chairman could not perform duty or the position of the chairman and vice-chairman are vacant. The board may appoint one director to perform the duty instead of chairman

Comment of the Board of Director:The Board of Directors has considers and agreed to propose this amendment in the Article of Associations of the Company, article 20 and 33according to the Corporate Governance Committee proposed in order to compliance and correctness. Then, this will be amend to the proposed version after the approval of the shareholders in the Annual General Meeting of the 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 2017Annual General Meeting of Shareholders, starting on 17 November2016 until 31December 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
Investor Relation Department

Tel 0 2020 3219
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 2017

On Friday, 21 April 2017

Tabtim+ Petai+ Petchchompoo Room, 3rd Floor

The Emerald Hotel, No.99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400

.....

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. SuwitChindasanguan | 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. Porntip Rimdusit | Certified Public Accountant from KPMG Phoomchai Audit Limited |
| 3. Ms.Sireetorn Boonrod | Assistant Audit Manager from KPMG Phoomchai Audit Limited |

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

- | | |
|---------------------|--|
| 1. Ms.Nitcha Meesuk | Legal Advisor from Moral Biz Co., Ltd. |
|---------------------|--|

The Chairman of the Meeting thanked you to the shareholders for attending this meeting and informed that there were 22 shareholders presented in person and 35 presented through proxies, totally 57 shareholders. This is precisely 267,848,009 shares of total issued and paid-up share capital at 350,198,655 shares, or 76.48 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, minor shareholders, were invited to be witnesses for the votes counting together with the Legal Advisor, 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. During this year, the company still maintain the activities related to the anti corruption as followings:

1. The clean agreement is provided for suppliers and vendors to ensure the transparency of the procurement operations.
2. Provide education in anti corruption and contain as one of the essential course for employee.
3. Provide the compliance unit which response for the consultancy of anti corruption.
4. Provide the internal audit and control to ensure the effectiveness of anti corruption.
5. Disclose the anti corruption policy on company's website and provide whistle blower which under the Audit Committee responsibility. Also, there is the procedure to protect the complaints.

Apart from Anti Corruption, there has been the rapid change in economics and the technology. Cloud Computing tend to be the alternative for most organizations and pay for the service as usage. This affected the sales of data center equipment. Also, the mobility that change the behavior of consumers and affected the shrink of personal computer for 5 consecutive years. However, the performance of the company still be better, the total revenue was 18,495 Million Baht, increased 2.1 percent with the net profit as 227 Million Baht, increased 37 percent.

The Board of Directors would like to be thankful to the shareholders for supporting. For the questions that were sent in advance, they would be answered in agenda 10 which was for questions and answers in order to maintain the accuracy of the voting. This agenda is for acknowledge, there would not be the voting. Moreover, the company provide the vote on mobile application. The shareholders could go on application for your vote, then your results would be real time shown on the screen. In the event of any errors, the company would insist on the voting from the ballot.

Agenda 2 Consideration and Approval of the Minutes of the 2016 Annual General Meeting of Shareholders which held on Friday 22 April 2016

The Chairman proposed the Minutes of the 2016 Annual General Meeting of Shareholders, held on Friday, April 22, 2016 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 3 shareholders registered to attend the meeting, holding 57,100 shares.

Resolution: The Meeting considered and unanimously approved to certify the Minutes of the 2016 Annual General Meeting of Shareholders.

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

Approved	60 Shareholders	Representing 267,905,109 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 2016 operating results and approval of the 2016 Annual Report

The Chairman asked the shareholders to consider the operational result for the year 2016 as well as the annual report of the year 2016 in order to acknowledge. According to the Company's Articles of Association item 44 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 2016 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 2016 in accordance with the revenue of IT industry as following:

In 2016, the sale of PC across the world was continue to decline which decreased 6.40 percent. Controversially, the sale of server increased significantly for many years while it slightly decreased 3.9 percent.

The sale of Smartphone continue to grow but it tend to be saturated. The sale of smartphone increased only 2.3 percent from the previous year. While the sales of tablets was significant drop as 15.6 percent.

Besides, the hyperconverged system tends to grow steadily, it was grown 3.9 percent in 2016.

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 0.8 percent.

Consumer Products: they are the IT products for households. The total sales of these products increased 0.2 percent due to the various factors such as the decreasing in purchasing power and the increasing in household' s debt.

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 59.1 percent.

Smartphone products: it decreased 13.0 percent, 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 was 18,495 Million Baht. When compare to the past four years, it found that it was stable at 18,000 Million Baht.

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

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 cloud service the affected the decreasing in IT equipment such as computer. The company realized in this risk and it is in process to eliminate the risk.

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.

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

Mr. Wasan, the shareholders asked as followings:

1. For cloud as the part of Value added commercial, what is the plan and will it be grown substantially.

Managing Director answered as following:

Large firms which there were so many transactions, they are the founders to provide the cloud service such as Facebook, Google and Amazon. They began to success and tried to expand the customers to other countries, including Thailand. However, Thai people still not relied on the foreign cloud services.

Besides, the firms that originally provide IT products tend to transform to cloud as same as the company that began to invest in cloud which is one of the first group to start cloud services since 2 years ago and it tended to be the good start. This provided more alternatives to customers and did not rely on the foreign cloud service. IDC also revealed that cloud services would be grown in 2 years.

The company was learning to decrease the cost of service in order to gain competitive advantage. It was in the test run and demo process and it was expected to launch about the end of the year.

2. For the demo of cloud, how much was the profit? How it was different from the foreign cloud.

Managing Director answered as following:

The competitive advantage was the bandwidth and channel of sell.

Cloud services which relied on server from foreign provider would delay and sometimes it was in the bottle neck. Whereas, Thai Providers could offer unlimited bandwidth then it was faster. Also, the sale channel of foreign providers were direct sale to customers. While, the company had many dealers then the sale channel would be large.

Mr. Awut, the shareholders asked as followings:

1. The growth of value added commercial business unit was from the market or any other projects?

Managing Director answered as following:

The growth of value added commercial business unit caused from 2 factors. These were the growth of market and the allowance in individual tax from the Revenue Department.

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 2016 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 2016 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 18,495 Million Baht, increased 2.1% from 2015.
- Selling and Administrative expenses decreased 1.4.
- The comprehensive profit was 227 Million Baht, with profit sharing from the investment in associates 3 Million Baht.
- According to the comprehensive profit, the profit increased 36.7% 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 148 Million Baht, decreased from the previous year due to the payment from customers at the end of the year.
- Trade accounts receivable was 2,412 Million Baht, increased from 367 Million Baht. The average collection period increased from 48.9 days

- Inventories was 1,718 Million Baht, decreased from the previous year due to closely monitoring and management. Also, the inventory turnover was 30.6 days.
- Total assets were 4,555 Million Baht.
- Short-term loans from financial institutions was 1,219 Million Baht, decreased from 1,258 Million Baht or 3%.
- Trade accounts payable was 1,684 Million Baht, increased 35% due to the longer credit term, granted from payables.
- Equity increased from 1,587 Million Baht to 1,709 Million Baht due to an increasing in retain earnings.

Statement of cash flows

- Cash flows from operating activities were 310 Million Baht which was lower than the previous year due to the increasing in inventories and the receivables.

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 2016 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 month 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 2016. 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 2016 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. Wasan asked the questions as followings:

1. The increasing of inventories about 30 percent caused from what reason. Is there any reason to stock?

Managing Director answered the questions as following:

The company considered the reason of increasing in inventories. This increasing caused from the new inventories. Vendors were launching the promotion in order to boost the sale at the end of the year. This would affect the profitability in next quarter. However, there was still risk but it was assessed that was not high.

Mr. Kittipong asked the questions as followings:

1. Last year, the target was set at 19,000 Million Baht whereas the sale increased only 2 percent or about 18,400 Million Baht.

Managing Director answered the questions as following:

Sale was divided into 2 parts. Normal sale and Project sale. In 2016, there were not so many projects because the projects sometimes generate very low margin. In case of any mistakes, there was no profit or it might be loss.

2. What is the reason of the increasing in cost of sale?

Managing Director answered the questions as following:

The profit of products related to data center was high while the profit of other products were decreased. This led to the lower profit. Also, the expense were increased.

3. How to calculate the obsolete? What products that have more obsolete?

Managing Director answered the questions as following:

The obsolete was calculate according to the accounting standard. The aging of inventories are defined. The obsolete of the company was quite conservative. Last year, the auditors review the criteria by using information from last 4 years in order to ensure the appropriateness. It was adjust to decrease but it was in the appropriateness, complied to the accounting standard.

Mr. Settawut asked as followings:

1. The sale was not much increase from the previous year, why the inventories are increased?

Managing Director answered the questions as following:

The inventories are prepared to sell in the first quarter only.

Mr. Awut asked as followings:

1. The details of the inventories obsolete that used to disclose in the note to financial statements in 2012 was not disclosed again for many years. Is it possible to disclose the details in the note to financial statements.

Mr. Ekkasit, the auditor answered as following:

The details of obsolete was quite much. To disclose this, it had to be concern carefully because it could mislead the understanding and decision. According to the accounting standard, it can choose to disclose or not disclose this detail because the result of obsolete affected the amount of inventories in the balance sheet.

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 4 shareholders registered to attend the meeting, holding 1,316,660 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 2016 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	64 Shareholders	Representing 269,221,769 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 2016.

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 2016, the net profit was 227.45 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 2016, the Company had the registered capital 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 0.25 and the extra dividend was 0.15 Baht per share, totally 0.40 Baht per share for the registered capital of 350,198,655 shares, totally 140.08 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 8, 2017. The name list of shareholders would be determined on May 9, 2017 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, 2017. 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.

During the meeting, there were 1 shareholders registered to attend the meeting, holding 4 shares.

Resolution: The Meeting considered and the majority vote of the shareholders approved the dividend payment for the operating results of the year 2016 as proposed by the Chairman.

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

Approved	65 Shareholders	Representing 269,221,773 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, Rojanasak Chomvilailuk, Phd., Mr. Sombati Pungsrinont and Mr. Lim Hwee Hai

The Chairman informed the meeting that under the Company's Articles of Association item 37, 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, Rojanasak Chomvilailuk, Phd., Mr. Sombati Pungsrinont and Mr. Lim Hwee Hai. 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 described the definition of the Independent Directors as followings:

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.

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 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 and Mr. Lim Hwee Hai 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, Rojanasak Chomvilailuk, Phd., Mr. Sombati Pungsrinont and Mr. Lim Hwee Hai as Directors of the Company for another term, as detailed as following.

Voting results to elect Rojanasak Chomvilailuk, Phd. 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	65	Shareholders	Representing	269,225,663	votes	Equivalent to	100.00 %
Disapproved	1	Shareholders	Representing	110	votes	Equivalent to	0.00 %
Abstained	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

Voting results to elect Mr. Sombati Pungsrinont as the Executive Director and Risk Management Committee:percentage of shareholders who attended in the Meeting and had right to votes

Approved	65	Shareholders	Representing	258,648,763	votes	Equivalent to	100.00 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	10,580,010	votes	Equivalent to	3.93 %

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	65	Shareholders	Representing	258,648,763	votes	Equivalent to	100.00 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	244,687	votes	Equivalent to	0.09 %

The Chairman of the meeting invited Rojanasak Chomvilailuk, Phd., Mr. Sombati Pungsrinont and Mr. Lim Hwee Hai to participate the meeting again after announced the voting result.

Agenda 7 Consideration and approval of the Remuneration of Directors for the year 2017

The Chairman proposed the Remuneration of Directors and Sub-committee for the year 2017 not exceed Baht 7,500,000 which was increased 500,000 Baht from last year. The detail is followings:

The chairman assigned the Chairman of the Remuneration and Nomination Committee to present the basis and criterion of the remuneration of the year 2017 to Shareholders.

Remuneration	2017 (Proposed Year)	2016	Increase
Retention of Chairman	36,000	30,000	6,000
Retention of Director	18,000	15,000	3,000
Attendance Fee of Chairman of Audit Committee	15,000	13,500	1,500
Attendance Fee of Audit Committee	10,000	9,000	1,000

The Chairman of the Remuneration and Nomination Committee informed the meeting that the criterion 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 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 unanimously vote of the shareholders approved the Remuneration of Directors for the year 2017.

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

Approved	66 Shareholders	Representing 269,225,773 votes	Equivalent to 100.00 %
Disapproved	- Shareholders	Representing - votes	Equivalent to 0.00 %
Abstained	- Shareholders	Representing - votes	Equivalent to 0.00 %

Agenda 8 Consideration and approval of the appointment of Auditor and determine the auditing fee for the year 2017

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. Mr. Tanit Osthalert	5155 or
2. Ms. Orawan Siriratanawong	3757 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 those parties, also they were not shareholders of the Company and they were independent in auditing and reporting on the Company's financial 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. Additionally, it was appropriate to propose the Meeting for approval of the audit fee for the year 2017 totally Baht 1,540,000 which was increased 170,000 from the previous year, excluding actual expenses incurred during the operation and extra charges when additional works incurred. 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).

KPMG Phoomchai Audit Ltd. also is the Subsidiary companies' auditor for the year 2017 with the audit fee as follows:

SiS Venture Company Limited, audit fee is Baht 140,000 Baht, increased 10,000 Baht from the previous year.

Qool Distribution (Thailand) Company Limited, audit fee is Baht 470,000 Baht increased 70,000 Baht from the previous year..

Total audit fee of 2 subsidiaries are Baht 610,000, increased 87,000 Baht from the previous year.

The Board of Director would like to propose the Meeting to approve the appointment of Auditor and audit fee for 2017.

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

The shareholders asked as following:

1. Please provide the reason of the increasing

Mr. Ekkasit, the auditor answered as following:

The increasing was from the changing in many accounting standards that required much more audit work, also the audit have to report the financial information to the auditor of SiS International.

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	66 Shareholders	Representing 269,225,773 votes	Equivalent to 100.00 %
Disapproved	- Shareholders	Representing - votes	Equivalent to 0.00 %
Abstained	- Shareholders	Representing - votes	Equivalent to 0.00 %

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

The Chairman announced that 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. 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.

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 Company's Article of Association Amendment in Director's Meeting via Video Conference as proposing.

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

Approved	66 Shareholders	Representing 269,225,773 votes	Equivalent to 100.00 %
Disapproved	- Shareholders	Representing - votes	Equivalent to 0.00 %
Abstained	- Shareholders	Representing - votes	Equivalent to 0.00 %

Agenda 10 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 answer all the questions in this agenda.

The Questions sent from shareholders in advance was followings:

1. Please describe the progression of Wiko Mobile.

Managing Directors answered as following:

From 2015 which was the first year of investment, there was significant loss even we have taken the much carefully on investment. In 2016, the sale was increased and it began profitability. The new models were launched to the market. The company intend to be sustainable growth then the stock of customers would be support and monitor by our staff.

2. Please describe the progression of Wiko Mobile.

Managing Directors answered as following:

The sale of Nippon Pack was decreased and there was loss continuously due to the hard competition in advertising industry. However, the reserve on impairment was fully reserve then there would not be effected in 2017.

The company still monitor the situations of Nippon Pack continuously in order to plan and define strategic to improve situation.

3. Is it possible to increase dividend payment policy?

Managing Directors answered as following:

Dividend payment is depend on many factors such as operational performance, cash flow and investment project. For the past 2 years that the company paid the dividend higher than 2013 and 2014 because there was the better cash flow. It was also higher than the past. To fix the dividend payment rate was not easy, however the company would consider this issue to pay the dividend to shareholders appropriately.

Mr. Wuttichai asked as following:

1. Please describe the next investment and decision on investment in Nippon Pack.

Managing Directors answered as following:

It required another 1 year to consider. Also the Board still consider to find the way out and had resolution that there would not be more investment in Nippon Pack.

2. The progression of Hardware House.

Managing Directors answered as following:

The criminal case is in investigation. The civil case was in the asset allocation due to the bankruptcy. However, the assets of Hardware House was not so much while there was so many debtors request for the compensation. The company might gain not much from the allocation.

3. Has the company received tax refund? How about another tax refund?

Managing Directors answered as following:

The company receiver tax refund in 2016 and another tax refund was in the process. It was about 100 Million Baht.

4. Please describe the progression and strategies of cloud business.

Managing Directors answered as following:

The company was in progress of cost of service reduction. Also it was found the way to reduce the cost of service. Also, there were some customers who waiting for the services. The company was launching for demo in the third or the fourth quarter.

5. What was the goal for 2017?

Managing Directors answered as following:

The company set the higher goal than last year. However this could not disclose much due to the regulations of SET. For the first quarter, it was still on track.

6. How was the sale portion of Wiko among the sale of phone?

Managing Directors answered as following:

The sale of Wiko was more than half of the total sale of phone. The company tried to not relied on other brands.

Shareholders asked as following:

1. Please provide the market share of Wiko in other countries and the marketing trend of Wiko in other countries.

Managing Directors answered as following:

In France, Wiko was in the top three and the marketing aboard was done continuously. Wiko aboard focused on the higher group of customers rather than Thailand. The company focused on the model that prizing from 3,000 to 4,000 Baht.

2. Please describe the competitive of Operators.

Managing Directors answered as following:

There was the better competitive between operators because the auction of mobile signal was completed.

Mr. Somchai asked as following:

1. How was the financial position of the company? Was it still cope with the rapid change in IT?

Managing Directors answered as following:

The financial position of the company was better, also the liquidity of the company was better. The portion of loan from banks was low. The relationship between vendors and the credit from vendors also was in the good situations.

Shareholders asked as following:

1. How was the tax shield from Hardware House?

Managing Directors answered as following:

The tax shield was necessary to wait for the order from the court. If we evaluate from the loss, it would be about 500 Million Baht.

2. Please describe the portion and estimation of gross profit.

Managing Directors answered as following:

The company promote on selling in the products which gained high margin. To do this, the KPI was adjusted in order to lead sale representatives to focus on those products.

3. How was the gross profit of Wiko?

Managing Directors answered as following:

The gross magin of Wiko was divided into 2 parts. The first part belonged to the distributors which was not high. Also, the second part belonged to the manufacturer which was higher than distributor.

4. Why the marketing support of Wiko decreased while the sale was increased?

Managing Directors answered as following:

In 2015, there were many marketing activities because it was the first year that launched the products to the market. For this year, it was not necessary to invest in these kinds of activities then it affected

the decreasing in marketing support. Also, the brand began to gain reputation then it could reduce these expenses.

5. For the part of being distributors, How the company gained from Wiko?

Managing Directors answered as following:

It depended on the relationship of the business. Investment of Wiko was in form of associations. There was no push in sale. It was the partner that together take care in inventories and sales. Then the company gained return in form of profit instead of incentive.

6. Please describe the plan to cope with the obsolete of inventories.

Managing Directors answered as following:

In 2016, the obsolete policy of phone and medical equipment was set as higher than other products while the company had not got loss as set. Also, the company gained the support from vendors to recover this obsolete.

Shareholders asked as following:

1. Was the advertising business got any problem or obstacle?

Managing Directors answered as following:

The advertising business last year was not good. The company still kept monitoring in order to decide the way out.

2. How was the SAP Business?

Managing Directors answered as following:

The company had learnt about this business for a while. The software was not so expensive with the performance. There was one obstacle, the company had not found any dealers to sell this products.

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	Mr. Panuwat Chalongkuamdee	
Type of Director	Independent Director	
Position	Chairman of Corporate Governance Committee • Audit Committee • Independent Director	
Age	36 Years	
Nationality	Thai	
Education	LL.B. (1st Class Honors), Chulalongkorn University	
Training from IOD	To be arrange in 2018	
Shareholding (31 Dec 2017)	-None-	
Number of Year of Independent Directorship	21 February 2018 – 2 Months	
Reason for positioning in Independent Directors more than consecutive 9 years	-None-	



Working Experience and Director or Management in Other Business

Working Experience	2018 – Present	Chairman of Corporate Governance Committee: SiS Distribution (Thailand) PCL
	2018 – Present	Audit Committee: SiS Distribution (Thailand) PCL.
Position in Other Listed Companies	-None-	
Position in Other Non-Listed Companies	1 Positions as director and management in 1 other Non-Listed Companies as following:	
	2016 – Present	Partner at: Weerawong, Chinnavat& Partners
	2012 – 2016	Associate at: Weerawong, Chinnavat&Peangpanor
	2004 – 2012	Associate at: Clifford Chance (Thailand)
Positions in Rival Companies / Connected	-None-	
Businesses that may cause conflict of interest		
Meeting Attendance in 2016	-None-	
Director Performance	-None-	
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)	-Yes-	
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 Non-Executive Directors

Name	Mrs. Lim Hwee Noi
Type of Director	Non - Executive Director
Position	Authorized Director
Age	68 Years
Nationality	Singapore
Education	<ul style="list-style-type: none"> • Bachelor of Commerce, Nanyang University • Professional Qualification :CPA
Training from IOD	To be arrange in 2018
Shareholding (31 Dec 2016)	Indirectly holding 224,510,470 shares, equal to 64.11% through SiS Technologies (Thailand) Pte. Ltd. Of 165,616,595 shares or 47.29% of the voting rights and Thai Alliance Co., Ltd of 58,893,875 shares or 16.82% of the voting rights respectively



Number of Year of Independent Directorship 15 December 2017 – 5 Months

Working Experience and Director or Management in Other Business

Working Experience	2017 - Present	Director :SiS Distribution (Thailand) PCL
	1983 - Present	Executive Director of SiS Group of Companies

Position in Other Listed Companies -None-

Position in Other Non-Listed Companies

2017 - Present	Director :Thai Alliance Co.,Ltd
2017 - Present	Director :Thai Success Co.,Ltd
2017 - Present	Director :Thai Prosperity Co., Ltd
2017 - Present	Director :Thai Joyful Co., Ltd
2017 - Present	Director :Thai Hero Co., Ltd
2015 - Present	Director :Wiko Mobile (Thailand) Co., Ltd. (which SiS Distribution (Thailand) PCL. indirectly holds 45% of total shares via SiS Venture Co., Ltd.)
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 -None-

Businesses that may cause conflict of interest

Meeting Attendance in 2016 Attended the Board of Directors Meeting 1 meetings from 6 total meetings

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.

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

Name	Mr. Lim Kia Hong
Type of Director	Non - Executive Director
Position	Director
Age	67 Years
Nationality	Singapore
Education	Bachelor of Business Administration University of Washington, USA
Training from IOD	DAP- Directors Accreditation Program DAP
Shareholding (31 Dec 2016)	Indirectly holding 224,510,470 shares, equal to 64.11% through SiS Technologies (Thailand) Pte.Ltd. Of 165,616,595 shares or 47.29% of the voting rights and Thai Alliance Co., Ltd of 58,893,875 shares or 16.82% of the voting rights respectively.



Number of Year of Independent Directorship 12 June 2000 - 17 Years

Working Experience and Director or Management in Other Business

Working Experience	2004 - Present	Director : SiS Distribution (Thailand) PCL.
	2000 - 2004	Director : SiS Distribution (Thailand) Co., Ltd.
	1983 - Present	Chief Executive Officer : SiS Group of Companies

Position in Other Listed Companies -None-

Position in Other Non-Listed Companies

	2017 - Present	Director : Thai Alliance Co., Ltd
	2017 - Present	Director : Thai Success Co., Ltd
	2017 - Present	Director : Thai Prosperity Co., Ltd
	2017 - Present	Director : Thai Joyful Co., Ltd
	2017 - Present	Director : Thai Hero Co., Ltd
	2015 - Present	Director : Wiko Mobile (Thailand) Co., Ltd. (which SiS Distribution (Thailand) PCL. indirectly holds 45% of total shares via SiS Venture Co., Ltd.)
	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 -None-

Businesses that may cause conflict of interest

Meeting Attendance in 2015	Attended in Board of Director Meeting	6 meetings from 6 total meetings
	Attended in Annual General Meeting of Shareholders	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.

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 months 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 amounts 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.

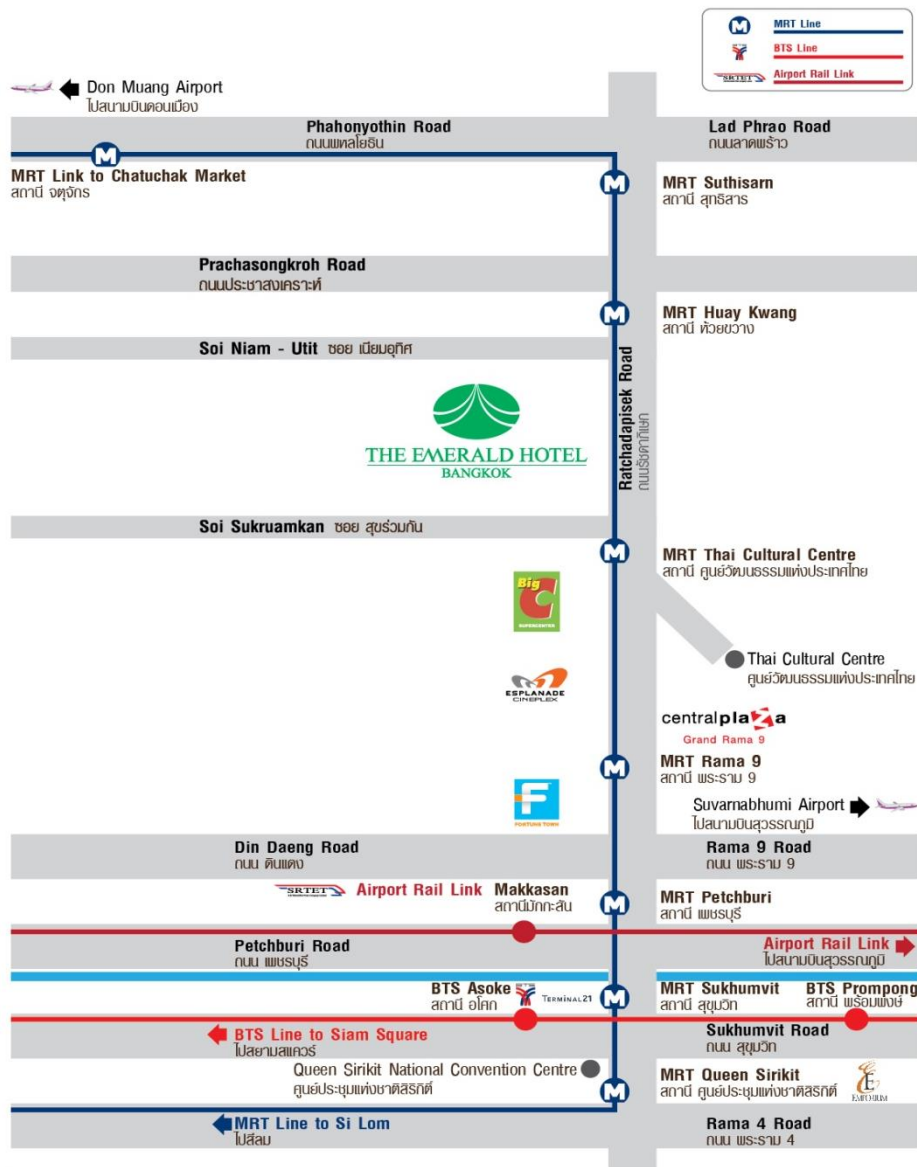
Attachment No. 6

The 2018 Annual General Meeting of Shareholders

Friday, 20 April 2018 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: Huaykwang 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 2018

The Company has scheduled the 2018 Annual General Meeting of Shareholders on Friday, 20 April 2018 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 Assist. Prof. Dr. Rojanasak Chomvilailuk
Age 56 Years
Type of Director Independent Director
Current Position Chairman of Audit Committee · Remuneration and Nomination Committee · Corporate Governance Committee
Education Doctor of Philosophy in Marketing & Management, Charles Sturt University
Year of Directorship 14 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

Name Mr. Somchai Sirivichayakul
Age 61 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 14 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.

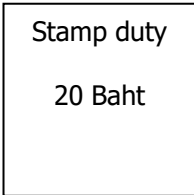
- Power of Attorney granted by the shareholder to authorize the custodian to sign the Proxy Form on his/her behalf.

- 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.....Month.....Year.....

- (1) I / We _____ Nationality _____ Address _____
 Road _____ Sub-District _____ District _____
 Province _____ Zip Code _____ Country _____
- (2) Being a shareholder of SiS Distribution (Thailand) Public Company Limited, Share holding 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 2018 Annual General Meeting of the Shareholders on April 20, 2018 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 2017 Annual General Meeting of Shareholders on Friday, 21 April 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.3 Acknowledgement of the 2017 Board of Director's operations report and the 2017 Annual Report. (No vote in this agenda)

Agenda no.4 Consideration and approval of the Statement of Financial Position as at 31 December 2017 and the Statement of Comprehensive Income for the year ended 31 December 2017 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 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.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.PanuwatChalongkumdee
- Approve Disapprove Abstain
- Ms. Lim HweeNoi
- Approve Disapprove Abstain
- Mr.Lim Kia Hong
- Approve Disapprove Abstain

Agenda no.7 Consideration and approval of the Director's Remuneration for the year 2018

- (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 2018 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

- (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 2018 Annual General Meeting of the Shareholders on Friday, April 20, 2018 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

(_____)