



บริษัท เอสไอเอส ดิสทริบิวชั่น (ประเทศไทย) จำกัด (มหาชน)
SiS Distribution (Thailand) Public Company Limited

Invitation to Annual General Meeting of Shareholder 2019

Date : Friday 19 April 2019

Time : 14.00 hours

At Tabtim+ Petai+ Petchchompoo Room, 3rd Floor, The Emerald Hotel

No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400

March 15, 2019

Subject Invitation to the 2019 Annual General Meeting of Shareholders
To Shareholders of SiS Distribution (Thailand) Public Company Limited
Attachments 1. A copy of the minute of the 2018 Annual General Meeting of Shareholders held on April 20, 2018
2. QR Code for 2018 Annual Report and 2018 Audited Financial Statements downloading
3. Profile of nominated candidates for Directors election to replace who retired by rotation
4. The definition of the Independent Director
5. Profile of independent director nominated by the company to act as proxy for shareholders
6. The Articles of Association of the Company related to the meeting
7. Description of Voting and Counting
8. Description of document and evidences for meeting attendance
9. QR Code instruction
10. Map of The Emerald Hotel
11. Proxy Form B
12. Proxy Form C

SiS Distribution (Thailand) Public Company Limited would like to invite you to attend The 2019 Annual General Meeting of Shareholders on April 19, 2019 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. To acknowledge the matters announced by the Chairman.

Reason and Detail: To announce general information to Shareholders

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

2. To consider and approve the minutes of the 2018 Annual General Meeting of Shareholders on Friday, 20 April 2018.

Reason and Detail: The Company held the 2018 Annual General Meeting of Shareholders on Friday, 20 April 2018 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 2018 Annual General Meeting of Shareholders which held on Friday, 20 April 2018 to the Shareholders' Meeting for approval due to the Board of Directors considered and agreed on its correctness and completeness.

3. To acknowledge the 2018 Company's Performance Report and the 2018 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 2018 Annual Report that has been sent together with this letter.

Comment of the Board of Directors: It is appropriate for the Shareholders to acknowledge the performance of the year 2018 and the 2018 Annual Report. (Detail is in the 2018 Annual Report or attachment 2.)

4. To consider and approve the Financial Statements for the year ended December 31, 2018

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 appropriate for the Shareholders' Meeting to approve the Financial Statement for the year ended December 31, 2018 which have been audited by the CPA and the Auditor's Report from EY Office Limited. Also, they have been considered by the Audit Committee and the Board of Directors. (Detail is in the 2018 Annual Report or attachment 2.)

5. To consider and approve the allocation of the Legal Reserve and Dividend Payment for the year 2018.

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 2018 was 310,266,854.99 Baht and there was no deficit. According to the Dividend Payment Policy of the Company, it is defined that the dividend will be paid at the rate of 40 percent of the net profit, however, it is depended on the current economic situation as well as the business plan in the future of the Company.

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

Comment of the Board of Directors: It is appropriate for the Shareholders' Meeting to approve the Dividend Payment on the Company's operational performance of the year 2018 to the Shareholders in amount of 350,198,655 shares at the rate of 0.55 Baht per share, totally 192,609,260.25 Baht. The Dividend Payment is 41.20 percent of the net profit. The Company schedules the Dividend Payment to the Shareholders who are listed on the Shareholders Registration Book as at May 7, 2019 (Record Date) and the payment date is scheduled on May 16, 2019. 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 0.45 Baht per share. This is a particular case due to the lower of debt to equity and the good liquidity of the Company which it has to be approve by the 2019 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	2018 (Proposed Year)	2017	2016	2015
1. Net Profit (Loss) (Baht)	310,266,854.99	296,800,849.09	227,446,012.98	166,337,401.21
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)	0.55	0.45	0.40	0.30
4. Total Dividend Payment (Baht)	192,609,260.25	157,589,395.75	140,079,462.00	105,059,596.50
5. Dividend Payment to Net Profit	41.20	53.10	61.59	63.16

The registered share capital as at December 31, 2018 was 350,198,655 Baht which the Company has to be allocated as legal reserve at the amount of 35,019,865.50 Baht. However, the Company has allocated the profit as the legal reserve fully 10 percent of the registered share capital. Then, the rest of the profit will be accumulated as the retain earnings for the Company.

6. To consider and approve the election of the Company's Directors to replace who will be retired by rotation in 2019.

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 2019, there are 3 directors who would be retired by rotation, Ms. Sudaporn Tawapee, Mr. Lim Kiah Meng and Mr. Somchai Sittichaisrichart. 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 30, 2018, to December 31, 2018. 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 provided the opportunity for all shareholders to propose the qualified candidate for director election from November 30, 2018 to December 31, 2018 which was 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 candidate 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 Ms. Sudaporn Tawapee, the candidate of independent directors, she is expertise and has the strong experiences in accounting more than 20 years also she is independent which is in accordance to the independent qualification defined by SEC and SET. She would be able to provide the independent opinion among the Board of Directors. Moreover, her expertise and experiences 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, Ms. Sudaporn Tawapee as the Independent Director, Audit committee, Corporate Governance Committee and Chairman of Remuneration and Nomination Committee, Mr. Lim Kiah Meng as the Non-Executive Director and Mr. Somchai Sittichaisrichart as the Managing Director, Corporate Governance Committee, Remuneration and Nomination Committee and Risk Management Committee (The profile of nominated candidates are shown in Attachment 3).

7. To consider and approve the Remuneration of Company's Directors and Sub-Committee member for the year 2019.

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 2019, 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 2019 and 2018

Compensation Structure	2019 (Proposed Year)	2018
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	20,000.00
Committee	15,000.00	15,000.00
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 2019 which is in accordance with the criterion, totally not exceed 8,000,000 Baht as the recommendation by the Remuneration and Nomination Committee.

8. To consider and approve the appointment of the Company's Auditor and the Audit Fee of the year 2019.

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

Comment of the Audit Committee: The Audit Committee considered the 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 2019. 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	-1-
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. The proposed auditors also are not shareholders of the Company. Also, it is appropriate to propose the Board of Directors to consider approving the audit fees for 2019 at the total amount of Baht 1,940,000 which increase from the previous year 160,000 Baht, excluding out of pocket expenses. The increasing of annual audit fees are due to the increment of audit work to comply with the requirements of new regulations of International Financial Reporting Standards (IFRS) and the more business transaction affected the audit work hours. 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 in 2019 (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	2019 (proposing year)	2018	2017
Fee for the annual audit report	1,100,000.00	1,000,000.00	925,000.00
Fee for the quarterly review report (3 quarters)	600,000.00	540,000.00	525,000.00
Fee for the Package Report	240,000.00	240,000.00	90,000.00
Total	1,940,000.00	1,780,000.00	1,540,000.00
Change Increase (Decrease)	160,000.00	240,000.00	170,000.00
Percentage Change Increase (Decrease)	8.99	15.58	12.41

The Table of Subsidiaries' Audit Fee Comparison

Audit Fee	2019 (proposing year)		2018		2017	
	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)
Fee for the annual audit report	120,000.00	290,000.00	120,000.00	450,000.00	110,000.00	395,000.00
Fee for the quarterly review report (3 quarters)	30,000.00	30,000.00	30,000.00	70,000.00	30,000.00	75,000.00
Total	150,000.00	320,000.00	145,000.00	520,000.00	140,000.00	470,000.00
Change Increase (Decrease)	0.00	(200,000.00)	10,000.00	50,000.00	10,000.00	70,000.00
Percentage Change Increase (Decrease)	0.00	(38.46)	7.14	10.64	7.69	17.50

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 Ratanurak or Ms. Siriwan Nitdamrong of EY Office Limited as the Company's Auditor for the year 2019. In additional, 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 2019 by recommendation of the Audit Committee in total amount of Baht 1,940,000 which increase precisely 160,000 Baht from 2018, excluding other expenses which might occur during auditing.

9. 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: It should provide the opportunity for shareholders to ask any question or make the suggestions as well as 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 2019 Annual General Meeting of Shareholders, starting on November 30, 2018 until December 31, 2018. The detail of guideline and procedure has been disclosed in the Company's website name www.sisthai.com and notification at SET's news. There are no shareholders proposing matter to be included as an agenda and qualified nominee to be the Board of Directors for their consideration.

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

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

Best Regards,



(Mr. Somchai Sittichaisrichart)

Managing Director

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

Attachment No. 1 for agenda No. 2

SiS Distribution (Thailand) Public Company Limited
The Minutes of Annual General Meeting of Shareholders 2019
On Friday, 19 April 2019

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. Lim Kiah Meng, Chairman of the Board, 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. Lim Kiah Meng | Chairman of the Board/Non-Executive Director |
| 2. Assit. Prof. Dr. Rojanasak Chomvilailuk | Chairman of Audit Committee/Independent Director |
| 3. Mr. Somchai Sirivichayakul | Chairman of Remuneration and Nomination
Committee/Independent Director |
| 4. Mr. Panuwat Chalongkumdee | Chairman of Corporate Governance Committee |
| 5. Mr. Lim Hwee Hai | Chairman of Risk Management Committee/
Non-Executive Director |
| 6. Mr. Somchai Sittichaisrichart | Managing Director |
| 7. Mr. Lim Kia Hong | Non-Executive Director |
| 8. Mrs. Lim Hwee Noi | Non-Executive Director |

Executive participated in the Meeting:

- | | |
|-------------------------------|----------------------------------|
| 1. Ms. Suwathip Pornsuwannapa | Financial and Accounting Manager |
| 2. Mrs. Nattamon Chotvichien | Company Secretary |

Auditors representing KPMG Phoomchai Audit Limited participated in the Meeting:

- | | |
|-------------------------|---|
| 1. Ms. Porntip Rimdusit | Auditor, KPMG Phoomchai Audit Limited |
| 2. Mr. Krit Thammatadto | Assistant Auditor, KPMG Phoomchai Audit Limited |

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

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

The Chairman of the Meeting thanked you to the shareholders for attending this meeting and was pleased to welcome to the Annual General Meeting of Shareholders 2018. 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. To facilitate, the meeting will be conducted in Thai. The Chairman assigned Mr. Somchai Sirivichayakul, the Independent Director, the Audit Committee, the Corporate Governance Committee and the Chairman of Remuneration and Nomination Committee to be the conductor of this meeting.

Mr. Somchai Sirivichayakul as the conductor of the meeting informed that there were 218 shareholders presented in person and 34 presented through proxies, totally 184 shareholders. This is precisely 267,848,009 shares of total issued and paid-up share capital at 250,197,281 shares, or 71.44 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 conductor 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 votes. 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 conductor 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 the suppliers selection policy to ensure the anti corruption through the supply chain.
3. Provide education in anti corruption and contain as one of the essential course for employee to study via e-learning.
4. Set up the compliance unit which response for the consultancy of anti corruption.
5. Provide risk management in fraud and corruption risk.
6. Provide the internal audit and control to ensure the effectiveness of anti corruption.
7. 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, the company achieved the Corporate Governance Report as Excellent for the consecutive year. This is shown the consistency in corporate governance improvement which complied with the Organization for Economic Co-operation and development (OECD) and The Stock Exchange of Thailand.

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 provided 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 2017 Annual General Meeting of Shareholders which held on Friday 21 April 2017

The conductor proposed the Minutes of the 2017 Annual General Meeting of Shareholders, held on Friday, April 21, 2017 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 conductor provided the Shareholders an opportunity to ask for detail of this agenda.

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

During the meeting, there were 2 shareholders registered to attend the meeting, holding 351,900 shares.

Resolution: The Meeting considered and majority approved to certify the Minutes of the 2017 Annual General Meeting of Shareholders.

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

Approved	219	Shareholders	Representing	250,360,781	votes	Equivalent to	99.92 %
Disapproved	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	-	votes	Equivalent to	0.00 %
Invalid Ballot	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

Agenda 3 Acknowledgement of the 2017 operating results and approval of the 2017 Annual Report

The conductor asked the shareholders to consider the operational result for the year 2017 as well as the annual report of the year 2017 in order to acknowledge. According to the Company’s Articles of Association item 44 that the Board of Directors has to provide the Annual Report and report to the Shareholders. Also, the detail of operational performance was presented in the 2017 Annual Report that has been sent together with the invitation letter. The Chairman asked Managing Directors to report and concluded the operational result and the report of the Board to the meeting.

Managing Director reported the operational result of the year 2017 in accordance with the revenue of IT industry as following:

In general, there were 4 categories of IT products. In 2017, the global IT market were 1) the sales of PC was decreased and its continued to decrease 2) the sale of server started to decline due to the introduction of cloud. However, users began to realize the limitations of cloud then they used both

tradition and cloud. 3) the sale of tablets continued to decrease for many years due to the technology of smartphones that provided larger screen then users turned to use smartphones instead of tablets 4) the sales of smartphones which increased gradually for many years and it started to saturate.

For the business of the company, it was divided into business unit which manage by the general manager who was able to decide in their unit in order to enhance the agility.

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 sales cloud be increased due to the growth of organizations

Consumer Products: they are the IT products for households. The total sales of these products increased slightly 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 slightly decrease due to the lower tax benefits policy.

- Smartphone products: it increased 4.4 percent, because change in strategy.
- Other small business unit, there were both increase and decrease in the last year.
- For the gross profit in 2017 could describe as followings:
- Commercial Business Unit: the gross profit was about 4.3-4.1%
- Consumer Business Unit: the gross profit was about 5.1% which was higher than the previous year.
- Value Added Commercial Business Unit: the gross profit was about 8.2% which decreased from the last year due to the lower margin of project work.
- Phone Business Unit: the gross profit was about 3.8% which was higher than the last year.
- Other Business Unit: the gross profit was 15.1%

In overall, the gross profit in 2017 increased from the previous year, the average gross profit was 5.4%. The total sale was 20,156 Million Baht with the net profit as 296.8 Million Baht which increased from the last year.

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

Mr. Poj, the shareholders asked as followings:

1. For Phone Business unit, there was the growth of sales from 600 Million baht in the third quarter to 1,000 Million Baht. What was the cause of this growth?

Managing Director answered as following:

There were two brands in Phone Business Unit; Samsung which was authorized to sell in the North-East of Thailand which increased slightly and Wiko, the affiliated company which increased significantly with over expectation.

Shareholders asked as followings:

1. In the annual report page number 63, how was the remuneration of management and could it compare to the industry?

Managing Director answered as following:

In the past 2 years, there was the expansion in the business then the investment in human resource was very high but it could compare to the industry. The remuneration divided into parts; fixed salary and variable remuneration. However, the rate was appropriate. The remuneration increased quite fast so it was necessary to fine the balance to maintain the human resource.

2. The remuneration of management as 75 Million Baht was for only 8 people or also include people in their business unit?

Managing Director answered as following:

It was only for 8 people in management unit.

Shareholders asked as followings:

1. How the company improved the market share?

Managing Director answered as following:

The business unit that was still not good in market share was Phone. For others, they did not decrease. There was change in strategy to be the joint venture or affiliated company in order to grow sustainably. To improve the market share in phone was depended on the model launching in the market.

Mr. Paisarn, shareholders asked as followings:

1. How was the channel for Value Added Commercial products?

Managing Director answered as following:

We sold this kind of products through the system integrators but it was necessary to have the technical specialists from the company to help the system integrators. Apart from this, the system integrators often request the services from the company in the installation work such as VMware.

2. How was the vision for the brand selection?

Managing Director answered as following:

Normally, the well-known brands would have quite lower gross profit and the relationship management was very hard. We then emphasized on the medium brands and drove these brands to have reputation in the market.

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

Agenda 4 Consideration and Approval of the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31 December 2017 which was audited by the CPA and Auditor's Report.

The conductor assigned the Managing Director to report the summary of Financial Statements for the year ended 31 December 2017 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 that there were the liabilities and equity as 4,958 Million Baht. They were equity as 1,709 Million Baht, Loan as 1,219 Million Baht, Account payables as 1,684 Million Baht and Other Liabilities 346 Million Baht in 2016. The company used this equity to manage the business that resulted the Account receivables as 2,361 Million Baht, Inventories as 1,718 Million Baht, Current Assets as 476 Million Baht and Non Current Assets as 403 Million Baht also generated the Total revenue as 20,156 Million Baht.

As at December 31, 2017, there were Liabilities and Equity as 5,760 Million with the increasing of Equity as 1,866 Million Baht, Loan as 1,640 Million Baht, Account Liabilities 1,709 Million Baht and Other Liabilities as 545 Million Baht which resulted the Account Receivables as 2,737 Million Baht and Inventories as 2,078 Million Baht.

Statement of comprehensive income

- Total income increased from 18,495 Million Baht in 2016 to 20,156 Million Baht in 2017 or increased 9.0%
- The gross profit grew from 5.25% to 5.50%
- Selling and Administrative expenses increased 11.3%.
- Loss from exchange rate 24 Million Baht due to the forward contract purchasing but the US Dollar decreased.
- Financial cost decreased 12% due to the lower loan compared to the last year.
- There was a profit sharing from Wiko 34 Million Baht.
- The net profit was 297 Million Baht, increased 30.5% from the last year.

Statement of financial position

- Cash and Cash equivalent was 207 Million Baht, decreased from the previous year, due to the payment from customers at the end of the year.
- Trade accounts receivable was 2,737 Million Baht, increased from 2016. The average collection period increased from 49.5 days
- Inventories were 2,078 Million Baht, increased from the previous year. Also, the inventory turnover was 34.4 days.
- Total assets were 5,377 Million Baht, increased 602 Million Baht from the last year due to the increasing of inventory and account receivables.
- Short-term loans from financial institutions was 1,640 Million Baht, increased 35%.
- Trade accounts payable was 1,709 Million Baht, increased 1% due to the longer credit term, granted from payables.
- Equity increased from 1,709 Million Baht to 1,866 Million Baht due to an increasing in retained earnings.

Statement of cash flows

- Cash flows from operating activities were 199 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 conductor asked the Chairman of Audit Committee to present the review and express the opinion of the 2017 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 2017. The Audit Committee would like to propose to the Meeting for consideration.

The conductor 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 2017 which was audited by the CPA and Auditor's Report and agreed by the Audit Committee and the Board of Directors.

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

A Shareholder asked the questions as followings:

1. To write off the bad debt, was this factoring? What category of this debt

Managing Director answered the questions as following:

It was not the factoring. The company was responsible for this loss. The debt was from commercial project.

2. Why the loss from exchange rate was increased from the last year?

Managing Director answered the questions as following:

To decision on the exchange rate was difficult. There were many meetings for decision on forward contract purchasing. Also, we often consulted to the financial institutions. Additionally, we always improved the cost management and found the best ways for this point.

Mr. Sathit Recommended as followings:

To recommend to emphasized on account receivables and inventories because gross profit was quite low. In case of any accident on these two, it would affect the loss.

Chairman of Audit Committee responded the recommendation as following:

Audit Committee significantly emphasized on these two items. There was consistently review on these. However, the limitations on these items would affect the agility on the business so it had to balance. The Audit Committee would tried to balance in order to maintain the benefits to shareholders.

Ms. Kanlaya recommended and asked as followings:

1. Recommended to consider the term of payment for the forward exchange. Also, to gradually purchasing forward contract would help to diverse this risk.

Managing Director responded the questions as following:

We were appreciated for the recommendation. The term of payment was quite short then there was a purchasing in forward contract every month. Additionally, the cost of project would fixed the exchange rate. For the option which had to decided, the financial and accounting manager would be decided with the consultation from financial institutions.

2. Were there any review on the inventories aging in order to categorize the group that was long age.

Managing Director answered the questions as following:

There was the IT system for inventories management. It was able to indicate the aging by SKU. However, changing in the consumers' behaviors could affected the long aged inventories for example, a laptop with core i3 ever been favor at the point of time but consumers might changed to interest in a laptop with core i5 or core i7 at the moment. This would affect suddenly in inventories aging. Nonetheless, this point often be compensated by the vendors.

Mr. Poj asked as followings:

1. What was the cause of the tax fine as 9 Million Baht in 2017.

Accounting and Financial Manager answered as following:

The tax fine as 9 Million Baht caused by the tax refund in subsidiaries which known the refundable amount exactly. This would be refund in 2018.

Mr. Nipon asked as followings:

1. How much is the account receivables from the government project?

Managing Director answered the questions as following:

There were 2 big receivables from government projects as amount of 200 Million baht and 100 Million Baht. The gross margin is normal as other project receivables and it had been mark up with interest.

2. How was the portion of government project in the future?

Managing Director answered the questions as following:

It was depended on the budget of government and the changing in the government. However, there still be the government project such as the wifi for every village.

3. When the deferred tax are used?

Managing Director answered the questions as following:

The most of deferred tax was from bad debt which had to refer to the condition of bad debt write off of the Revenue Department. It could use all of deferred tax but to use at the right time.

Accounting and Financial Manager answered the questions as following:

The most of deferred tax were from bad debt and the estimated marketing expenses. There was the using in deferred tax as 100 Million Baht in 2017.

There were no further questions from shareholders, the conductor 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 Statements of Financial Position and the Statement of Comprehensive Income for the year ended 31 December 2017 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	222 Shareholders	Representing	250,495,324 votes	Equivalent to	99.85 %
Disapproved	- Shareholders	Representing	- votes	Equivalent to	0.00 %
Abstained	2 Shareholders	Representing	364,667 votes	Equivalent to	0.15 %
Invalid Ballots	- 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 2017.

The conductor 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 2017, the net profit was 296.80 Million Baht and no accumulated loss.

The conductor 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 0.45 Baht per share for the registered capital of 350,198,655 shares, totally 157.58 Baht. The cash dividend payout ratio was 53.10 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 April 30, 2018. The dividend payment date was set to be on May 16, 2018. 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 conductor provided the shareholders an opportunity to ask in detail of this agenda.

There was no question from shareholders, the conductor asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the dividend payment for the operating results of the year 2017 as proposed by the Chairman.

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

Approved	221 Shareholders	Representing	250,275,024 votes	Equivalent to	99.77 %
Disapproved	- Shareholders	Representing	- votes	Equivalent to	0.00 %
Abstained	3 Shareholders	Representing	584,967 votes	Equivalent to	0.23 %
Invalid Ballots	- Shareholders	Representing	- votes	Equivalent to	0.00 %

Agenda 6 Consideration and approval of the Election of Company's Directors to replace those Directors who retired by rotation, Mr. Panuwat Chalongkuamdee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong

The conductor 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, Mr. Panuwat Chalongkuamdee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong. 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 conductor 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 Mr. Panuwat Chalongkuamdee as the Independent Director, Audit Committee, Corporate Governance Committee, Mrs. Lim Hwee Noi as the Non-Executive Director and Mr. Lim Kia Hong 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 conductor provided the shareholders an opportunity to ask in detail of this agenda.

There was no question from shareholders, the conductor asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the re-election of 3 directors, Mr. Panuwat Chalongkuamdee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong as Directors of the Company for another term, as detailed as following.

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

Approved	219 Shareholders	Representing	249,921,424 votes	Equivalent to	99.63 %
Disapproved	- Shareholders	Representing	- votes	Equivalent to	0.00 %
Abstained	5 Shareholders	Representing	938,567 votes	Equivalent to	0.37 %
Invalid Ballots	- Shareholders	Representing	- votes	Equivalent to	0.00 %

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

Approved	217 Shareholders	Representing	250,406,031 votes	Equivalent to	99.82 %
Disapproved	4 Shareholders	Representing	294,900 votes	Equivalent to	0.12 %
Abstained	3 Shareholders	Representing	159,060 votes	Equivalent to	0.06 %
Invalid Ballots	- Shareholders	Representing	- votes	Equivalent to	0.00 %

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

Approved	221 Shareholders	Representing	250,544,216 votes	Equivalent to	99.87 %
Disapproved	- Shareholders	Representing	- votes	Equivalent to	0.00 %
Abstained	3 Shareholders	Representing	315,775 votes	Equivalent to	0.13 %
Invalid Ballots	- Shareholders	Representing	- votes	Equivalent to	0.00 %

The conductor of the meeting invited Mr. Panuwat Chalongkumdee, Mrs. Lim Hwee Noi and Mr. Lim Kia Hong to participate the meeting again after announced the voting result.

Agenda 7 Consideration and approval of the Remuneration of Directors for the year 2018

The conductor proposed the Remuneration of Directors and Sub-committee for the year 2018 not exceed Baht 8,000,000 which was increased 500,000 Baht from last year. The detail is followings:

The conductor assigned the Chairman of the Remuneration and Nomination Committee to present the basis and criterion of the remuneration of the year 2018 to Shareholders.

Remuneration	2018 (Proposed Year)	2017	Increase
Retention of Chairman	36,000	36,000	6,000
Retention of Director	18,000	18,000	3,000
Attendance Fee of Chairman of Audit Committee	20,000	15,000	1,500
Attendance Fee of Audit Committee	15,000	10,000	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 conductor gave the shareholders an opportunity to ask in detail of this agenda.

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

Resolution: The Meeting considered Majority vote of the shareholders approved the Remuneration of Directors for the year 2018.

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

Approved	220 Shareholders	Representing	250,480,631 votes	Equivalent to	99.85 %
Disapproved	- Shareholders	Representing	- votes	Equivalent to	0.00 %
Abstained	4 Shareholders	Representing	379,360 votes	Equivalent to	0.15 %
Invalid Ballots	- 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 2018

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 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>
1. Mr. Wichart Lokatekrawee	4451 or
2. Ms. Satida Ratananurak	4753 or
3. Ms. Siriwan Nitdamrong	5906

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 proposed 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 as follows:

SiS Venture Company Limited, audit fee is Baht 150,000 Baht, increased 10,000 Baht from the previous year.

Qool Distribution (Thailand) Company Limited, audit fee is Baht 520,000 Baht increased 50,000 Baht from the previous year.

Total audit fee of 2 subsidiaries are Baht 670,000 increased 60,000 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 2018.

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

There was no question from shareholders, the conductor 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	216	Shareholders	Representing	250,135,041	votes	Equivalent to	99.71 %
Disapproved	5	Shareholders	Representing	430,750	votes	Equivalent to	0.17 %
Abstained	3	Shareholders	Representing	294,200	votes	Equivalent to	0.12 %
Invalid Ballots	-	Shareholders	Representing	-	votes	Equivalent to	0.00 %

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

The conductor informed the meeting that 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.

Also, 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 refered 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

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

There were no further question from shareholders, the conductor 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 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	221 Shareholders	Representing	250,790,491 votes	Equivalent to	99.98 %
Disapproved	1 Shareholders	Representing	59,800 votes	Equivalent to	0.02 %
Abstained	2 Shareholders	Representing	- votes	Equivalent to	0.00 %
Invalid Ballots	- Shareholders	Representing	- votes	Equivalent to	0.00 %

Agenda 10 Questions and Answers

The conductor 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:

In the third quarter, the sale was decreased due to the plan that wants to launch new models to the market in the fourth quarter. However, the sale of the first quarter of 2018 was better than the fourth quarter of the last year.

For the performance, there is a growth and it had been broken even the loss in 2016 and it is began profitability since 2017.

2. How much is the average selling price of Wiko Mobile.

Managing Directors answered as following:

We emphasized on selling the models which were in the range of 2,000 Baht. The feedback in the market was going well. In this year, we emphasized on the models which in the range of 3,000 Baht. With the cooperation from Dtac, the sale of this range also grew.

3. Was there any media advertising of Wiko?

Managing Directors answered as following:

It was in the consideration. The new model was launching so it had to be considered the worthiness of the advertising.

4. Please describe the plan of the business in the future

Managing Directors answered as following:

For short term, the current business model was still be able to expand by increasing the brands. There were 2 new brands at the moment namely Arista which was networking for cloud and H3C which was the top networking from China. These two brands would improve the networking business. Additionally, the channel was also the strategy that intend to expand such as channel of smartphones and channel of CCTV.

Moreover, the cloud started to sell in the fourth quarter of 2017. We provided 3 services; back up and data center. There were 5 customers at the moment. They are real estate and the restaurants chain with yearly service fee as 750,000 Baht and 260,000 Baht

5. How much was the average gross profit in the first quarter in 2018

Managing Directors answered as following:

We could not answer this questions due to the regulations of SET, however we can only inform that there was not much change in gross profit.

Shareholders asked as following:

1. How was the investment of Cloud Business, the return on investment and the break even?

Managing Directors answered as following:

The investment of cloud at the moment was 15 Million Baht. The IRR was deficit and the break even would be about in 3 years. The might start to gain the profit in the third year.

Mr. Kittipong asked as following:

1. How much was the market share of CCTV Business and was it able to classify as the business unit individually?

Managing Directors answered as following:

For the market share, it was still unclear but the portion of profit was about 10% of total profit of the company which was better than other business unit. There was more investment in human resource and it would be split as the individual business unit in 2 or 3 years.

2. The number of market share of smartphones which increased to 10% was quantity or volume of sale?

Managing Directors answered as following:

It was quantity.

Mr. Theerapong asked as following:

1. How was the investment in Nippon Pack?

Managing Directors answered as following:

The investment in Nippon Pack was not successful. The Board of Directors had a resolution to stop the investment and finding the way out to reduce the effect.

2. Would the change in major shareholders affect the vision and operation?

Managing Directors answered as following:

The executive director who retired would like to sell his shares. I also sold my shares but I invested in the company which bought the shares. However, the vision and business model were still the same. The long term plan was still in the plan.

Mr. Sathit asked as following:

1. Selling in Wiko model which was higher selling price, can this improve the gross profit?

Managing Directors answered as following:

To launch the higher model at the beginning could not improve the gross profit. When it gained the positive feedback, its gross profit would be higher. The company expected the higher gross profit.

2. Could you tell the gross profit after there were enough customers?

Managing Directors answered as following:

Currently, it was still loss when compared to the investment. However, when the sell is full of capacity, it would be profitability. The company expected to generate the gross profit of cloud as other providers both domestic and international providers which was about 20-30% but it depended on the competition.

3. When compared to the major competitor such as Amazon, what were pros and cons?

Managing Directors answered as following:

The international providers had limitations in Bandwith. Controversially, the location of cloud of the company was in the good location and there was the connection to 200-300 customers which higher Bandwith. Moreover, the company had good relationships to our customers that would help to expand cloud to consumers.

The international cloud had an advantage in the fast of new products launching. The company tried to build the strong point in order to compete in the market.

4. Was there any selling in E Sport?

Managing Directors answered as following:

We are not expertise in Gaming. Personally, we did not support Gaming so we did sell only necessary.

Mr. Kraiwan asked as following:

1. Had Mr. Suwit resigned and would his resigned affect the business?

Conductor answered as following:

Due to the change in major shareholders and the major shareholders had to do consolidation in the financial statements which had to be the chairman. Then Mr. Suwit resigned from his position. However there were 2 directors resigned in last year; Mr. Suwit and Mr. Sombati who retired. The Board of Directors would continue to govern the company in order to maintain the benefits for the shareholders.

Finished the Meeting at 17:30

.....
Mr. Lim Liah Meng
Chairman

.....
Mr. Somchai Sirivichayakul
Conductor

.....
Mr. Somchai Sittichaisrichart
Managing Director

.....
Mrs. Nattamon Chotvichien
Company Secretary

QR Code
for
2018 Annual Report and 2018 Audited Financial Statements downloading



Profile of nominated candidates for Directors election to replace who retired by rotation

Ms. Sudaporn Tawapee

Age 48 Years Nationality Thai

Proposed Type of Director

- Independent Director

Position

- Chairman of Remuneration and Nomination
- Audit Committee
- Corporate Governance Committee
- Independent Director

Date and Number of Year of Directorship

- 1 month of 1 Term

Education

- Bachelor of Accounting, major in accounting, Ramkhamhaeng University
- Master of Accounting, Chulalongkorn University
- Diploma Program in Taxation, The University of The Thai Chamber of Commerce
- Diploma Program in Auditing, Chulalongkorn University
- Certified Public Accountant (CPA) – Thailand
- Auditors Approved by the office of SEC

Training from IOD

- To be arrange in 2019

Shareholding (31 Dec 18)

- None

Working Experience/Directorship or Management in Other Businesses

Working Experience

2018 – Present Chairman of Remuneration and Nomination, SiS Distribution (Thailand) PCL.

2018 – Present Independent Director and Audit Committee, SiS Distribution (Thailand) PCL.

2018 – Present Corporate Governance Committee, SiS Distribution (Thailand) PCL.

Positions in Other Listed Companies

- None

Positions in Other Non-Listed Companies

1992 – Present Partner at Bunchikij Company Limited

Positions in Rival Companies / Connected Businesses that may cause conflict of interest

- None

Meeting Attendance in 2018

Attended in Board of Director Meeting	1 meeting from 6 total meetings
Attended in Board of Audit Committee	1 meeting from 5 total meetings
Attended in meeting between Independent Directors and Non-Executive Directors	1 meeting from 1 total meeting
Attended in meeting between the Audit Committee and the Auditor	1 meeting from 1 total meeting

Director Performance

- Provide the opinion to management and internal control.
- Provide the opinion to remuneration of director.



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.

- None

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 Professional service provider (e.g., auditors, legal advisors)

- None

Having significant business relationships with the Company that may affect their independences (e.g., selling and buying of raw materials / goods / services or lending and borrowing)

- None

Mr. Lim Kiah Meng

Age 65 Years Nationality Singapore

Proposed Type of Director

- Non-Executive Director

Proposed Position

- Non – Executive Director
- Chairman

Date and Number of Year of Directorship

- 6 Years of 2 Term

Education

- Bachelor of Commerce, Nanyang University, Singapore
- Master of International Management, American Graduate School of International Management, USA

Training from IOD

- Directors Accreditation Program (DAP)

Shareholding (31 Dec 18)

- 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.

Working Experience/Directorship or Management in Other Businesses

Working Experience

2017 – Present Chairman, SiS Distribution (Thailand) PCL.
2013 – Present Director, SiS Distribution (Thailand) PCL.
2007 – Present Vice Chairman, SiS Group of Companies
1986 – Present Executive Director, SiS Group of Companies
1979 – 1986 Bank of America

Positions in Other Listed Companies

- None

Positions in Other Non-Listed Companies

2017 – Present Director, Qool Distribution (Thailand) Co., Ltd.
(which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)
2017 – Present Director, SiS Venture Co., Ltd.
(which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)

Positions in Rival Companies / Connected Businesses that may cause conflict of interest

- None

Meeting Attendance in 2018

Attended in Board of Director Meeting	6 meetings from 6 total meetings
Attended in meeting between Independent Directors and Non-Executive Directors	1 meeting from 1 total meeting
Attended in Annual General Meeting of Shareholders	1 meeting from 1 total meeting

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.



Mr. Somchai Sittichaisrichart

Age 59 Years Nationality Thai

Type of Director

- Executive Director

Position

- Managing Director
- Remuneration and Nomination Committee
- Corporate Governance Committee
- Risk Management Committee

Date and Number of Year of Directorship

- 20 Years of 7 Terms

Education

- Bachelor of Engineering (Electrical Engineering), Prince of Songkhla University
- Master of Business Administration, Thammasat University

Training from IOD

- Director Certification Program (DCP)
- Directors Accreditation Program (DAP)
- CEO Succession and Effective Leadership Development
- IT Governance : A Strategic Path Forward
- Successful Formulation & Execution the Strategy
- What the Board Should Do in a Turnaround Situation
- Capital Market Leader Program (SEC/SASIN)
- Chartered Director Class (CDC) Nov-2014
- HMS-How to Measure the Success of Corporate Strategy (HMS 4/2014)
- Anti-Corruption for Executive Program
- Anti-Corruption in Thailand : Sustaining the Momentum
- Director Forum : Corporate Governance Code
- IOD Dinner Talk 2/2016 “Ten practical guidelines to improving board communication”

Shareholding (31 Dec 18)

- Indirectly holding 58,893,875 shares or 16.82% of the voting rights through Thai Alliance Co., Ltd.

Working Experience/Directorship or Management in Other Businesses

Working Experience

2013 – Present Risk Management Committee, SiS Distribution (Thailand) PCL
2013 – Present Corporate Governance Committee, SiS Distribution (Thailand) PCL.
2008 – Present Remuneration and Nomination Committee, SiS Distribution (Thailand) PCL.
2004 – Present Managing Director, SiS Distribution (Thailand) PCL.
1998 – 2004 Managing Director, SiS Distribution (Thailand)Co., Ltd.

Positions in Other Listed Companies

- None

Positions 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.)



- 2014 – Present Director, Nippon Pack Trading Co., Ltd. (which SiS Distribution (Thailand) PCL. indirectly holds 49% of total shares via SiS Venture Co., Ltd.)
- 2010 – Present Director, Qool Distribution (Thailand) Co., Ltd. (which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)
- 2009 – Present Director, SiS Venture Co., Ltd. (which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)

Positions in Rival Companies / Connected Businesses that may cause conflict of interest

- None

Meeting Attendance in 2018

Attended in Board of Director meeting	6 meetings from 6 total meetings
Attended in Remuneration and Nomination Committee meeting	2 meetings from 2 total meetings
Attended in Corporate Governance Committee meeting	2 meetings from 2 total meetings
Attended in Risk Management Committee meeting	2 meetings from 2 total meetings
Attended in Annual General Meeting of Shareholders	1 meeting from 1 total meeting

Director Performance

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

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.

Profile of independent director nominated by the company to act as proxy for shareholders

The Company has scheduled the 2019 Annual General Meeting of Shareholders on Friday, 19 April 2019 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:

Assist. Prof. Dr. Rojanasak Chomvilailuk

Age 57 Years **Nationality** Thai

Position

- Chairman of Audit Committee
- Remuneration and Nomination Committee
- Corporate Governance Committee
- Independent Director

Date and Number of Year of Independent Directorship

- 15 Years

Education

- Doctor of Philosophy in Marketing & Management, Charles Sturt University

Shareholding (31 Dec 18)

- 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



Mr. Panuwat Chalongkumdee

Age 37 Years **Nationality** Thai

Position

- Chairman of Corporate Governance Committee
- Audit Committee
- Independent Director

Date and Number of Year of Directorship

- 1 Year

Education

- LL.B. (First Class Honors), Chulalongkorn University

Shareholding (31 Dec 18)

- 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



The Articles of Association of the Company related to the meeting

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 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.

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.

Description of Voting and Counting

According to Articles of Association of the Company number 24, 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.

Criteria for voting is followings

Voting in general agenda

1. Voting is deemed that one share equal to one vote by vote “approve” or “disapprove” or “abstain” in each agenda. 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. However, the proxies in type C (Kor or Custodian) were accepted to divide the votes.
2. In case of proxies
 - 2.1 If a grantor has not specified the vote in proxies for any agenda or there is not clear in the vote in any agenda or there is any additional agenda in the meeting, the proxies have the right to consider in that vote.

Voting in agenda of the election of Directors

1. For voting in agenda of the election, the Shareholders would be provided to vote individually and shareholders shall vote the nominated candidates not exceed the number of those candidates without vote dividing.
2. In case of the nominated candidates are vote equally, the chairman of the meeting would be entitled a vote as a casting vote.

Instruction of Voting

1. Before voting, 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.
2. The staff would scan the barcode stripes which were on the voting cards. After completing the voting for each agenda, there will be the announcement of the result to the meeting and it would be presented by in presenting vote and proxies vote.

3. 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. In case of divided vote, over vote or missing vote, this shall be invalid ballot.
4. The meeting would temporarily 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.
5. 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.

Description of document and evidences for meeting attendance

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.

QR Code Instruction

Thailand Securities Depository Company Limited by The Stock Exchange of Thailand which is on behalf of Securities Registrar has developed the system for dispatching invitation of annual general meeting and annual report to shareholders by QR Code instead of paper document in order to enhance the convenience and efficiency to shareholders.

For both Android and IOS shall download QR Code Scanner Application to prepare downloading of those documents.

For Android

1. Search for QR BARCODE SCANNER.
2. Install the application which has to use the internet network, it will take about 2-3 minutes. Then open the application after installation complete.
3. There will be 4 functions in the application, please select SCAN BARCODE.
4. Scan QR Code to read or download the invitation of annual general meeting and annual report.

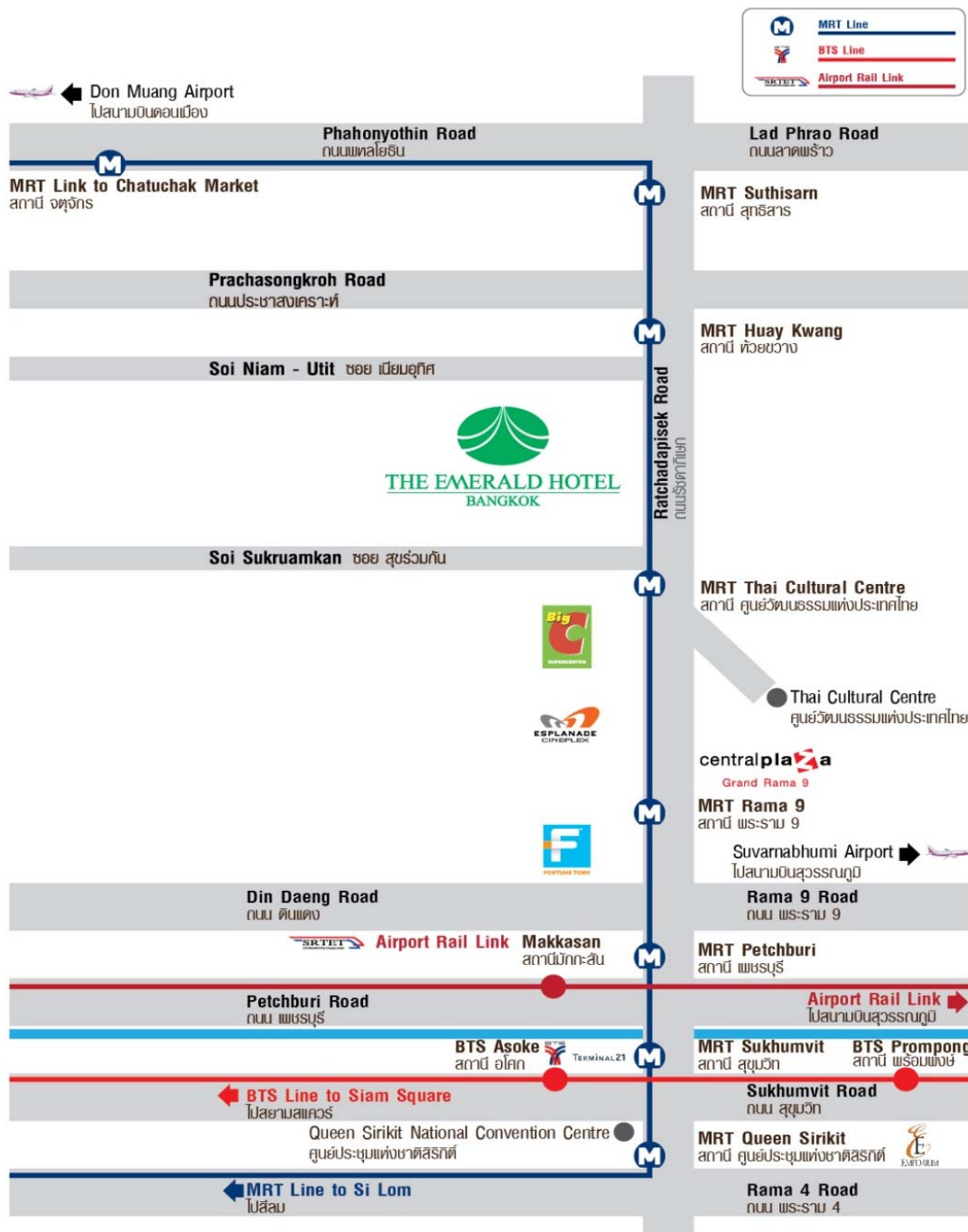
Remarks: It is able to scan QR Code in other application such as Facebook and Line without downloading the QR BARCODE SCANNER application.

For IOS

1. Search for QR READER FOR IPHONE.
2. Install the application which has to use the internet network, it will take about 2-3 minutes. Then open the application after installation complete.
3. Scan QR Code to read or download the invitation of annual general meeting and annual report.

Remarks: It is able to scan QR Code in other application such as Facebook and Line without downloading the QR BARCODE SCANNER application.

Map of The Emerald Hotel
The 2019 Annual General Meeting of Shareholders
Friday, 19 April 2019 at 14.00 hours
At Tabtim+ Petai+ Petchchompoo Room, 3rd Floor, The Emerald Hotel,
No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400



Transportation

- MRT: Huai Khwang Station, Exit No. 3 (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.

Proxy Form B.

Stamp duty
20 Baht

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 _____ years
 Address _____ Road _____ Sub-District _____ District _____
 Province _____ Zip Code _____ Country _____
 2. _____ age _____ years
 Address _____ Road _____ Sub-District _____ District _____
 Province _____ Zip Code _____ Country _____
 3. _____ age _____ years
 Address _____ Road _____ Sub-District _____ District _____
 Province _____ Zip Code _____ Country _____

Anyone of the above as my / our proxy holder to attend and vote at the 2019 Annual General Meeting of the Shareholders on April 19, 2019 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 To acknowledge the matters announced by the Chairman.
 (No vote in this agenda)**

Agenda no. 2 To consider and approve the minutes of the 2018 Annual General Meeting of Shareholders on Friday, 20 April 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. 3 To acknowledge the 2018 Company’s Performance Report and the 2018 Annual Report. (No vote in this agenda)

Agenda no.4 To consider and approve the Financial Statement for the year ended December 31, 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.5 To consider and approve of the allocation of the Legal reserve and Dividend payment 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.6 To consider and approve the election of Company's Directors to replace who will be retired 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
- Ms. Sudaporn Tawapee
 - Approve Disapprove Abstain
 - Mr. Lim Kiah Meng
 - Approve Disapprove Abstain
 - Mr. Somchai Sittichaisrichart
 - Approve Disapprove Abstain

Agenda no.7 To consider and approve the Remuneration of Company's Directors and Sub-Committee for the year 2019.

- (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 To consider and approve the appointment of Company's Auditor and the Auditor Fee for the year 2019

- (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 Questions and Answers. (No vote in this agenda)

- (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
20 Baht

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited for the 2019 Annual General Meeting of the Shareholders on Friday, April 19, 2019 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:
- 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 individual nominee

1. _____

Approve Disapprove Abstain

2. _____

Approve Disapprove Abstain

3. _____

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

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

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)

Stamp duty 20 baht

Proxy Form C.**(For foreign shareholders who have custodians in Thailand only)**

Written at

Date..... Month Year

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

In position of business is who are deposit and take care of share (Custodian) with to being a shareholder of SiS Distribution (Thailand) Public Company Limited, shareholding in the total amount of _____ shares and the voting right equal to _____ votes as follow

Ordinary share _____ shares and have the right to vote equal to _____ votes

Preference share _____ shares and have the right to vote equal to _____ votes

- (2) Hereby appoint

1. _____ age _____ years

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

2. _____ age _____ years

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

3. _____ age _____ years

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

Anyone of the above as my / our proxy holder to attend and vote at the 2019 Annual General Meeting of the Shareholders on Friday, 19 April 2019 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.

- (3) I / We hereby authorize the proxy holder to vote on my / our behalf in this meeting as follows:
- To vote based on the total number of shares held by me/us to which I/We am/are entitled.
- To split the votes as follows:
- Ordinary share _____ shares and the voting right equal to _____ votes
- Preference share _____ shares and the voting right equal to _____ votes
- Total entitle to voting right _____ vote.
- (4) I / We hereby authorize the proxy holder to attend and vote on my/our behalf in this meeting as follow:

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

Agenda no. 2 To consider and approve of the minutes of the 2018 Annual General Meeting of Shareholders on Friday, 20 April 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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

**Agenda no. 3 To acknowledge the 2018 Company's Performance and the 2018 Annual Report.
(No vote in this agenda)**

Agenda no. 4 To consider and approve the Financial Statements for the year ended December 31, 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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no. 5 To consider and approve the allocation of the Legal Reserve and Dividend 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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no. 6 To consider and approve the election of Company's Directors to replace the Directors who will be retired 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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Election of each member of nominated directors

- Ms. Sudaporn Tawapee

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

- Mr. Lim Kiah Meng

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

- Mr. Somchai Sittichaisrichart

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no. 7 To consider and approve the Remuneration of Company's Director's and Sub-Committee for the year 2019.

- (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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no. 8 To consider and approve the appointment of Company's Auditor and the Auditor Fee of the year 2019.

- (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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no. 9 Questions and Answers.

- (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.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

- (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
(_____)

Remarks:

1. The Proxy form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form C are:
 - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder
 - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and number of shares held by such shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of the Directors may be appointed in the agenda of appointment and election of the directors.
5. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C. as attached

Attachment to Proxy Form C.

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited in the 2019 Annual General Meeting of the Shareholders on Friday, 19 April 2019 at 2.00 p.m. at Tabtim + Petai + Petchchompoo Room, 3rd Floor, The Emerald Hotel, No. 99/1 Ratchadapisek Road, Dindaeng, Bangkok 10400 and at the place as may be postponed or changed.

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject To approve the appointment of new directors.

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

1. _____

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

2. _____

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

3. _____

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

Agenda no.....Subject.....

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:

Approve.....vote(s) Disapprove.....vote(s) Abstain.....vote(s)

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

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)



9 Pakin Building, 9th Floor, Room No.901, Ratchadaphisek Road, Din Daeng, Bangkok 10400
Tel : (+66)2-020-3000 Fax : (+66)2-020-3780 Email : sis@sisthai.com

www.sisthai.com