



# INVITATION TO ANNUAL GENERAL MEETING OF SHAREHOLDER

# 2021

Friday 23 April 2021  
Time 14.00 hours



Head Office, Meeting Room No. 15 and 16,  
9 Pakin Building, 9th Floor, Room No.901,  
Ratchadaphisek Road, Din Daeng, Bangkok 10400  
[www.sisthai.com](http://www.sisthai.com)

## Guidance for Annual General Meeting For Shareholders 2021 attendance among the Covid-19 Epidemic

The company highly concerns about the shareholders and public health and safety among the outbreaks of Corona Virus or Covid-19. Then, this guidance is conducted according to the guidance to prevent Covid-19 for seminar and meeting which published by Ministry of Public Health to reduce the outbreaks during the AGM 2020 as followings:

1. The company reserves the right to not allow the shareholders, proxies and attendees who is classified as risky group for examples, who has been back from risk country less than 14 days, who should be in quarantine period, who has fever or any symptoms about respiratory getting into the meeting room. In these cases, the shareholders, proxies and attendees can give a proxy to the independent directors who are assigned to be the proxies as the attachment no. 4. Also, it is able to send questions and recommendations about the AGM 2021 in advances at [investorinfo@sisthai.com](mailto:investorinfo@sisthai.com)
2. The company promotes the giving a proxy to independent directors who are assigned to be the proxies. However, the meeting will be live broadcasted to be convenience for shareholder. For the live channel, shareholders can register for watching at <http://www.sisthai.com/AGM2021/> from April 5 - 9, 2021.
3. The seats will be provided as 40 seats because it is social distancing to reduce the risk of Covid-19. The company reserves the right for first come first serve which is according to the meeting registration and abstain for followers.
4. The company also provides the video conference for this AGM. To join the meeting via video conference, shareholders can register for watching at <http://www.sisthai.com/AGM2021/> from April 5 - 9, 2021. After complete of registration, the instruction will be sent to shareholder's email.
5. Please kindly be coordinated and accepted the screening for fever before the meeting.
6. In case of high temperature as more than 37.5 degrees, the company reserves the right to not allow getting into the meeting room, however, it is able to give the proxy to independent directors who are assigned to be the proxies.
7. The medical masks will be prepared for each attendee. Please wear the medical masks when being in the meeting venue.
8. Alcohol gel will be provided around the meeting room in order to be convenience for attendees in washing hands.

Please be informed accordingly and kindly be followed the guidance to reduce the outbreaks of Covid-19.

March 18, 2021

Subject Invitation to the 2021 Annual General Meeting of Shareholders

To Shareholders of SiS Distribution (Thailand) Public Company Limited

Attachments

1. QR Code for 2020 Annual Report and 2020 Audited Financial Statements downloading
2. Profile of nominated candidates for directors election to replace who retired by rotation
3. The definition of the Independent Director
4. Profile of independent director nominated by the company to act as proxy for shareholders
5. The Articles of Association of the Company related to the meeting
6. Description of Voting and Counting
7. Description of document and evidences for meeting attendance
8. QR Code instruction
9. Map of Head Office of SiS Distribution (Thailand) Public Company Limited
10. Proxy Form B
11. Proxy Form C

SiS Distribution (Thailand) Public Company Limited would like to invite you to attend The 2021 Annual General Meeting of Shareholders on April 23, 2021 at 2.00 p.m. at Head Office, Meeting Room No. 15 - 16, 9 Pakin Building, 9<sup>th</sup> Floor, Room No. 901, 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 acknowledge the 2020 Company's Performance Report and the 2020 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 2020 Annual Report, in the summary of financial statements, page no. 4, management discussion and analysis, page no. 44 and independent auditor's report, page no. 98 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 2020 and the 2020 Annual Report in order to comply with article 44 of company's article of association. (Detail is in the 2020 Annual Report or attachment 1)
3. To consider and approve the Financial Statements for the year ended December 31, 2020.  
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, 2020 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 2020 Annual Report or attachment 1)

4. To consider and approve the allocation of the Legal Reserve and Dividend Payment for the year 2020 (From 2020 Performance).

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 2020 was 597,498,197 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 2020 to the Shareholders in amount of 350,198,655 shares at the rate of 1.00 Baht per share, totally 350,198,655 Baht. The Dividend Payment is 58.61 percent of the net profit. The Company schedules the Dividend Payment to the Shareholders who are listed on the Shareholders Registration Book as at March 11, 2021 (Record Date) and the payment date is scheduled on May 14, 2021. 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 0.55 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 approved by the 2021 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	2020 (Proposed Year)	2019	2018	2017
1. Net Profit (Loss) (Baht)	597,498,197	423,389,417	467,856,024	296,800,849
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)	1.00	0.55	0.55	0.45
4. Total Dividend Payment (Baht)	350,198,655.00	192,609,260.25	192,609,260.25	157,589,395.75
5. Dividend Payment to Net Profit	58.61	45.49	41.20	53.10

The registered share capital as at December 31, 2020 was 350,198,655 Baht which the Company has to be allocated as legal reserve at the amount of 350,198,655 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.

5. To consider and approve the election of the Company's Directors to replace who will be retired by rotation in 2021.

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 positions, but they can be re-appointed. In the year 2021, there are 3 directors who would be retired by rotation, Mr. Panuwat Chalongkumdee, Mrs. Lim Hwee Noi and Mr. Lim Kiah Meng. 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 December 18, 2020, to January 31, 2021. 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 December 18, 2020 to January 31, 2021 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 based on knowledge, capability, experiences, management participation and met the qualifications as specified in the Public Limited Companies Act B.E. 2535 and Article 30 of the Company's Article of Association.

For Mr. Panuwat Chalongkumdee, the candidate of independent directors, he is expertise and has the strong experiences in law more than 15 years also he is independent which is in accordance with the independent qualification defined by SEC and SET. He would be able to provide the independent opinion among the Board of Directors. Moreover, his 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, Mr. Panuwat Chalongkumdee as the Independent Director, Audit committee, Chairman of Corporate Governance Committee, Mrs. Lim Hwee Noi as the Non-Executive Director and Mr. Lim Kiah Meng as the Non-Executive Director. (The profile of nominated candidates are shown in Attachment 2).

6. To consider and approve the Remuneration of Company's Directors and Sub-Committee member for the year 2021.

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 2021, 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 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 2021 and 2020

Compensation Structure	2021 (Proposed Year)	2020
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"> <li>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.</li> <li>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.</li> </ol>		

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 2021 which is in accordance with the criterion, totally not exceed 8,000,000 Baht as the recommendation by the Remuneration and Nomination Committee.

7. To consider and approve the appointment of the Company's Auditor and the Audit Fee of the year 2021. 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 2021. 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	-3-
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 2021 at the total amount of Baht 2,000,000 which is same as the previous year, excluding out of pocket expenses. 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 2021 (As the left Column) Mr.Wichart Lokatekraweeor Ms. Satida Ratananurakor Ms. Siriwan Nitdamrong Ms. Natheera Pongpinitpinyo
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	2021 (proposing year)	2020	2019
Fee for the annual audit report	1,150,000.00	1,150,000.00	1,100,000.00
Fee for the quarterly review report (3 quarters)	600,000.00	600,000.00	600,000.00
Fee for the Package Report	250,000.00	250,000.00	240,000.00
Total	2,000,000.00	2,000,000.00	1,940,000.00
Change Increase (Decrease)	-	160,000.00	160,000.00
Percentage Change Increase (Decrease)	-	3.09	8.99



The Table of Subsidiaries' Audit Fee Comparison

Audit Fee	2021 (proposing year)		2020		2019	
	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)	SiS Venture	Qool Distribution (Thailand)
Fee for the annual audit report	120,000.00	120,000.00	120,000.00	120,000.00	120,000.00	290,000.00
Fee for the quarterly review report (3 quarters)	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00
Total	150,000.00	150,000.00	150,000.00	150,000.00	150,000.00	320,000.00
Change Increase (Decrease)	0.00	0.00	0.00	(170,000.00)	0.00	(200,000.00)
Percentage Change Increase (Decrease)	0.00	0.00	0.00	(32.69)	0.00	(38.46)

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 2021. 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 2021 by recommendation of the Audit Committee in total amount of Baht 2,000,000 which is same as the last year, excluding other expenses which might occur during auditing.

#### 8. 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 2021 Annual General Meeting of Shareholders, starting on December 18, 2020 until January 31, 2021. The detail of guideline and procedure has been disclosed in the Company's website name [www.sisthai.com](http://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](mailto:investorinfo@sisthai.com) or [companysecretary@sisthai.com](mailto: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

QR Code For

2020 Annual Report and 2020 Audited Financial Statements downloading



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

**Mr. Panuwat Chalongkumdee**

Age 39 Years Nationality Thai

## Proposed Type of Director

- Independent Director

## Proposed Position

- Chairman of Corporate Governance Committee
- Audit Committee

## Date and Number of Year of Directorship

- 3 Years

## Education

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

## Training from IOD

- Directors Accreditation Program (DAP)

## Training

- Arbitrators : Thailand Arbitration Center
- Chairman Forum 2019 : Successful Corporate Culture Change from Policy to Practices

## Shareholding (31 Dec 20)

- None

## Working Experience/Directorship or Management in Other Businesses

## Working Experience

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

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

## Positions in Other Listed Companies

- None

## Positions in Other Non-Listed Companies

- 2020 – Present Partner at SRPP Law
- 2016 – 2020 Partner at Weerawong, Chinnavat & Partners
- 2012 – 2015 Associate at Weerawong, Chinnavat & Peangpanor
- 2004 – 2012 Associate at Clifford Chance (Thailand)

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

- None

## Meeting Attendance in 2020

Attended the Board of Director Meeting	6 meetings from 6 total meetings
Attended the Audit Committee meeting	6 meetings from 6 total meetings
Attended the Corporate Governance Committee meeting	1 meeting from 1 total meeting
Attended the meeting between Independent Directors and Non-Executive Directors	1 meeting from 1 total meeting
Attend the meeting between the Audit Committee and the Auditor	1 meeting from 1 total meeting
Attend the Annual General Meeting of Shareholders 2020	1 meeting from 1 total meeting



## Director Performance

- Participate in defining and consideration in direction, goal and the strategies.
- Provide the recommendation to strategies, financial plan and monitor to ensure the achievement.
- Provide recommendations, suggestions to the Company's Management, Internal Audit and Control.
- Participate in determining Corporate Governance policy and govern the Company's operation in accordance with the charter of the Corporate Governance Committee.

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

Having relationship (e.g., parents, spouses, close relation) with the executives or major shareholders of the Company or Subsidiary Companies

- None

Involving in management as executive director, employee, staff or advisors who earn salaries from the Company

- None

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

- None

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

- None

## Mrs. Lim Hwee Noi

Age 71 Years Nationality Singapore

### Proposed Type of Director

- Non-Executive Director

### Proposed Position

- Director

### Date and Number of Year of Directorship

- 3 Years

### Education

- Bachelor of Commerce, Nanyang University, Singapore
- Professional Qualification : CPA

### Training from IOD

- Director Accreditation Program (DAP)

### Shareholding (31 Dec 20)

- 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 Director, SiS Distribution (Thailand) PCL.

1983 - Present Executive Director, SiS Group of Companies

#### Positions in Other Listed Companies

- None

#### Positions in Other Non-Listed Companies (7 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.

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 Other Listed Companies

- None

#### Meeting Attendance in 2020

Attended the Board of Director Meeting 6 meetings from 6 total meetings

Attended the meeting between Independent Directors and Non-Executive Directors 1 meeting from 1 total meeting

Attend the Annual General Meeting of Shareholders 2020 1 meeting from 1 total meeting

#### Director Performance

- Participate in defining the vision, direction, goal and strategies.
- Manage and monitor the operation to comply with the management strategy.
- Provide the recommendation in the management in the Board of Directors meeting.



## Mr. Lim Kiah Meng

Age 67 Years Nationality Singapore

### Proposed Type of Director

- Non-Executive Director

### Proposed Position

- Chairman

### Date and Number of Year of Directorship

- 8 Years

### 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 20)

- 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 (2 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 Other Listed Companies

- None

### Meeting Attendance in 2020

Attended the Board of Director Meeting 6 meetings from 6 total meetings

Attended the meeting between Independent Directors and Non-Executive Directors 1 meeting from 1 total meeting

Attend the Annual General Meeting of Shareholders 2020 1 meeting from 1 total meeting

### Director Performance

- Participate in defining the vision, direction, goal and strategies.
- Manage and monitor the operation to comply with the management strategy.
- Provide the recommendation in the management in the Board of Directors meeting.



## 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.



Personal Data of independent director who have functioned in regular term and the Shareholders can appoint them as their proxy in the AGM 2021

The Company has scheduled the 2021 Annual General Meeting of Shareholders on Friday, 23 April 2021 at 02.00 p.m., 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:

**Ms. Sudaporn Tawapee**

Age 50 Years    Nationality Thai

Type of Director

- Independent Director

Current Position

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

Year of Directorship

- 2 Year

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

Shareholding (31 Dec 2020)

- 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



Assist. Prof. Dr. Rojanasak Chomvilailuk

Age 59 Years Nationality Thai

Type of Director

- Independent Director

Current Position

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

Year of Directorship

- 17 Years

Education

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

Shareholding (31 Dec 2020)

- 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



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

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

All other shareholders meetings are called "Extraordinary Meeting"

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

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

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

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

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

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

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

Voting as prescribed in second paragraph is deemed that one share equal to one vote not apply in case of the company has issued preference shares and prescribed to have the right to vote less than that of ordinary shares. Voting shall be conducted on a show of hands unless a poll demanded by shareholders not less than five shareholders and the meeting resolved for a poll, then conducted a poll. Procedures of a poll shall be taken in such manner as the Chairman of the meeting.

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

(a) The sale or transfer of the whole or substantial part of the businesses of the company in essential element to other persons.

(b) The purchase or acceptance of the transfer of businesses of other companies or private companies to the company

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

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

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

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

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

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

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

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

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

## 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

#### 1. For attend the meeting at the venue

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 at meeting room no. 15 and 16. Head Office, SiS Distribution (Thailand) Public Company Limited 9 Pakin Building, 9<sup>th</sup> Floor, Room No.901 Ratchadapisek Road, Dindaeng, Bangkok 10400

#### 2. For attend the meeting via video conference

Shareholders can register for watching at <https://www.sisthai.com/agm2021/> from April 5 - 9, 2021. After complete of registration, the instruction will be sent to shareholder's email.

### 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.

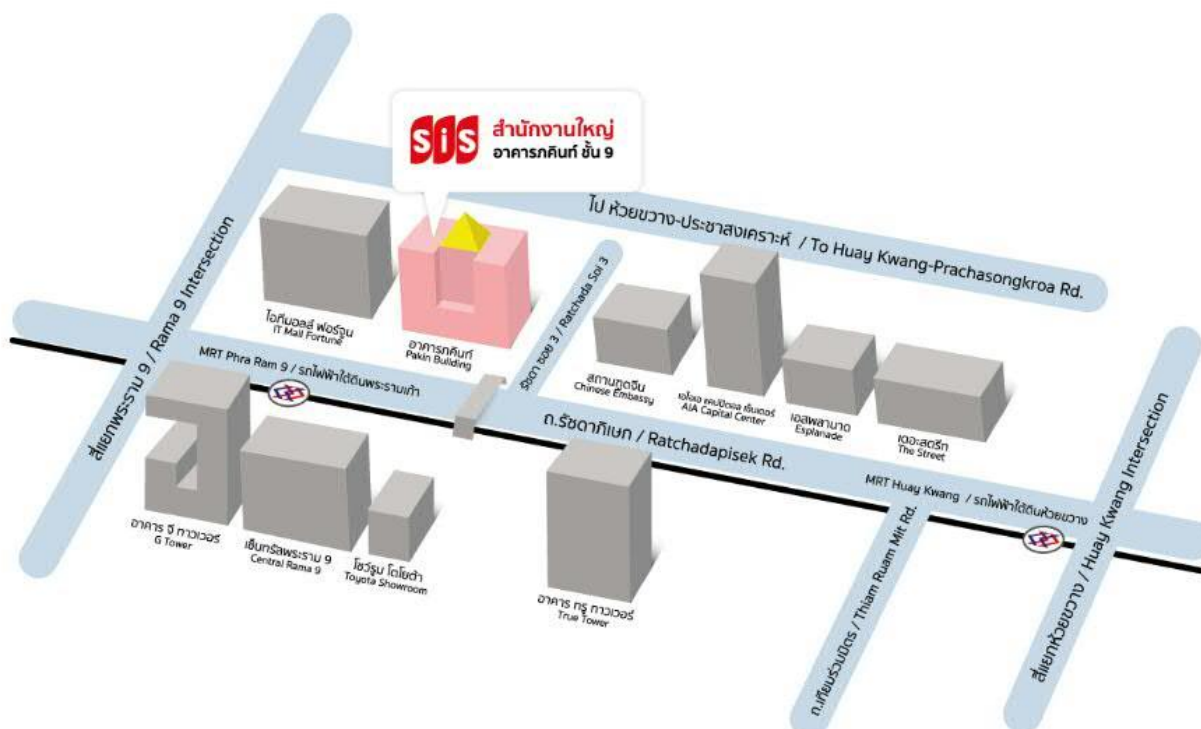


Map of Head Office of SiS Distribution (Thailand) Public Company Limited

The 2021 Annual General Meeting of Shareholders

Friday, 23 April 2021 at 2.00 p.m.

At Meeting Room No. 15 and 16, 9 Pakin Building, 9<sup>th</sup> Floor,  
Room No. 901, Ratchadapisek Road, Dindaeng, Bangkok 10400



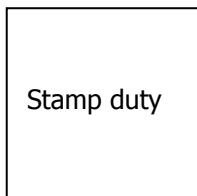
**ที่ตั้ง Address** เลขที่ 9 อาคารพาคิน ชั้นที่ 9 ห้องเลขที่ 901 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400  
9 Pakin Building, 9 Floor, Room No.901, Ratchadaphisek Rd., Din Deang, Bangkok 10400

Transportation

- MRT: Pharam 9 Station, Exit No. 2 (approximately 300 meters from MRT)

Bus Route 36, 73, 73n, 108, 136, 137, 179, 185, 206, 514, 517

## Proxy Form B.



Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

- (1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
 Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_
- (2) Being a shareholder of SiS Distribution (Thailand) Public Company Limited, Shareholding in the total amount of \_\_\_\_\_ shares and the voting right equals to \_\_\_\_\_ vote as follow  
 Ordinary share \_\_\_\_\_ shares and the voting right equal to \_\_\_\_\_ vote  
 Preferred share \_\_\_\_\_ shares and the voting right equal to \_\_\_\_\_ vote
- (3) Hereby appoint
1. \_\_\_\_\_ age \_\_\_\_\_ year  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
 Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_
2. \_\_\_\_\_ Ms.Sudaporn Tawapee \_\_\_\_\_ age \_\_\_\_\_ 50 \_\_\_\_\_ years  
 Address \_\_\_\_\_ 9 Pakin Building, 9 Floor, Room No.901 \_\_\_\_\_ Road \_\_\_\_\_ Ratchadaphisek \_\_\_\_\_ Sub-District \_\_\_\_\_ Din Deang \_\_\_\_\_ District \_\_\_\_\_ Din Deang \_\_\_\_\_  
 Province \_\_\_\_\_ Bangkok \_\_\_\_\_ Zip Code \_\_\_\_\_ 10400 \_\_\_\_\_ Country \_\_\_\_\_ Thailand \_\_\_\_\_
3. \_\_\_\_\_ Asst.Prof.Dr. Rojanasak Chomvilailuk \_\_\_\_\_ age \_\_\_\_\_ 59 \_\_\_\_\_ years  
 Address \_\_\_\_\_ 9 Pakin Building, 9 Floor, Room No.901 \_\_\_\_\_ Road \_\_\_\_\_ Ratchadaphisek \_\_\_\_\_ Sub-District \_\_\_\_\_ Din Deang \_\_\_\_\_ District \_\_\_\_\_ Din Deang \_\_\_\_\_  
 Province \_\_\_\_\_ Bangkok \_\_\_\_\_ Zip Code \_\_\_\_\_ 10400 \_\_\_\_\_ Country \_\_\_\_\_ Thailand \_\_\_\_\_

Anyone of the above as my / our proxy holder to attend and vote at the 2021 Annual General Meeting of the Shareholders on April 23, 2021 at 2.00 p.m. at Head Office of SiS Distribution (Thailand) Public Company Limited, Meeting Room No.15 and 16, 9 Pakin Building, 9<sup>th</sup> Floor, Room No.901 Ratchadaphisek Road, Dindaeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

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

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

Agenda no. 2 To acknowledge the Annual Report and Report of Company's Performance for 2020. (No vote in this agenda)

Agenda no. 3 To consider and approve the Financial Statement for the year ended December 31, 2020.

(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. 4 To consider and approve the allocation of the legal reserve and dividend payment for the year 2021 (From 2020 Performance).

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

Agenda no. 5 Consideration and approval of the election of Company's Directors to replace the Directors who have to retire by rotation in 2021.

- (a) The proxy holder shall vote independently as to his / her consideration.
- (b) The proxy holder shall vote according to my intention as follows:
- Election of all the nominated directors
- Approve                       Disapprove                       Abstain
- Election of each member of nominated directors
- Mr. Panuwat Chalongkumdee
  - Mrs. Lim Hwee Noi
  - Mr. Lim Kiah Meng
- Approve                       Disapprove                       Abstain
- Approve                       Disapprove                       Abstain
- Approve                       Disapprove                       Abstain

Agenda no. 6 Consideration and approval of the Director's Remuneration for the year 2021.

- (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. 7 Consideration and approval of the appointment of Company's Auditor and the 2021 Auditor Fee

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

Agenda no. 8 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

## Proxy Form C.

(For foreign shareholders who have custodians in Thailand only)

Stamp duty

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.....Ms.Sudaporn Tawapee.....age .....50.....years  
 Address...9 Pakin Building, 9 Floor, Room No.901... Road.....Ratchadaphisek..... Sub-District.....Din Deang..... District.....Din Deang.....  
 Province .....Bangkok..... Zip Code ...10400... Country .....Thailand.....

3. ....Asst.Prof.Dr. Rojanasak Chomvilailuk.....age .....59.....years  
 Address...9 Pakin Building, 9 Floor, Room No.901... Road.....Ratchadaphisek..... Sub-District.....Din Deang..... District.....Din Deang.....  
 Province .....Bangkok..... Zip Code ...10400... Country .....Thailand.....

Anyone of the above as my / our proxy holder to attend and vote at the 2021 Annual General Meeting of the Shareholders on Friday, 23 April 2021 at 2.00 p.m. at Head Office of SiS Distribution (Thailand) Public Company Limited, Meeting Room No. 15 and 16, 9 Pakin Building, 9<sup>th</sup> Floor, Room No.901 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 vote on my/our behalf in this meeting as follow:

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

Agenda no. 2 To acknowledge the Annual Report and Report of Company's Performance for 2020. (No vote in this agenda)

Agenda no. 3 To consider and approve the Financial Statement for the year ended December 31, 2020.

- (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. 4 To consider and approve the allocation of the legal reserve and dividend payment for the year 2021 (From 2020 Performance).

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

Agenda no. 5 Consideration and approval of the election of Company's Directors to replace the Directors who have to retire by rotation in 2021.

- (a) The proxy holder shall vote independently as to his / her consideration.
- (b) The proxy holder shall vote according to my intention as follows:
- Election of all the nominated directors
- Approve                       Disapprove                       Abstain
- Election of each member of nominated directors
- Mr. Panuwat Chalongkumdee  
 Approve                       Disapprove                       Abstain
  - Mrs. Lim Hwee Noi  
 Approve                       Disapprove                       Abstain
  - Mr. Lim Kiah Meng  
 Approve                       Disapprove                       Abstain

Agenda no. 6 Consideration and approval of the Director's Remuneration for the year 2021.

- (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. 7 Consideration and approval of the appointment of Company's Auditor and the 2021 Auditor Fee

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

Agenda no. 8 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 vote 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.