



Invitation to Annual General Meeting of Shareholder 2022

SiS Distribution (Thailand) Public Company Limited

April 22nd, 2022 at 2.00 p.m.
via Electronic Media (E-Meeting)



March 17, 2022

Subject Invitation to the 2022 Annual General Meeting of Shareholders

To Shareholders of SiS Distribution (Thailand) Public Company Limited

Attachments

1. QR Code for 2021 Annual Report (Form 56 – 1 One 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. Proxy Form B
10. Proxy Form C

SiS Distribution (Thailand) Public Company Limited would like to invite you to attend The 2022 Annual General Meeting of Shareholders on April 22, 2022 at 2.00 p.m. via electronic media (E - Meeting). Shareholder can register at <https://www.sisthai.com/agm2022> 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 2021 Annual Report (Form 56 – 1 One Report) and the 2021 Company's Performance Report**
Reason and Detail: The Board of Directors has to provide the Annual Report and report to the Shareholders. Also, the detail of operational performance is presented in the 2021 Annual Report, in the summary of financial statements, section 1 page no. 56, management discussion and analysis, section 1 page no. 48 and auditor's report, section 3 page no. 141 that has been sent together with this invitation letter.
Comment of the Board of Directors: It is appropriate for the Shareholders to acknowledge the performance of the year 2021 and the 2021 Annual Report in order to comply with article 44 of company's article of association. (Detail is in the 2021 56 – 1 One Report or attachment 1)
3. **To consider and approve the Financial Statements for the year ended December 31, 2021.**
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, 2021 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 2021 56 – 1 One Report or attachment 1)

4. To consider and approve the allocation of the Legal Reserve and Dividend Payment for the year 2022 (From 2021 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 2021 was 792,620,279 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 1.20 Baht per share, totally 420,238,386 Baht. The Dividend Payment is 53.02 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, 2022 (Record Date) and the payment date is scheduled on May 13, 2022. 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 1.00 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 2022 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	2021 (Proposed Year)	2020	2019	2018
1. Net Profit (Loss) (Baht)	792,620,279	597,498,197	423,389,417	467,856,024
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)	1.20	1.00	0.55	0.55
4. Total Dividend Payment (Baht)	420,238,386	350,198,655.00	192,609,260.25	192,609,260.25
5.Dividend Payment to Net Profit	53.02	58.61	45.49	41.20

The registered share capital as at December 31, 2021 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.

5. To consider and approve the election of the Company's Directors to replace who will be retired by rotation in 2022.

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 202, there are 3 directors who would be retired by rotation, Ms. Sudaporn Tawapee, Mr. Somchai Sittichaisrichart and Mr. Lim Kia Hong. For the benefit of all Shareholders and in accordance with the principle of Good Corporate Governance, the Company provided an opportunity for shareholders to nominate qualified persons to be elected as the Company's Directors in advance under the channel and the criterion of nomination of the Company and disclosed on the website of the Company from December 17, 2021, to January 31, 2022. 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 17, 2021 to January 31, 2022 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 Ms. Sudaporn Tawapee, the candidate of independent directors, she is expertise and has the strong experiences in accounting more than 15 years also she is independent which is in accordance with 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, Chairman of Remuneration and Nomination Committee, Mr. Somchai Sittichaisrichart as the Executive Director and Mr. Lim Kia Hong 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 2022.

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

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

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

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

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

The Remuneration and Nomination Committee has defined the Directors' Remuneration clearly by considering the criterion above. In 2022, 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 2022 and 2021

Compensation Structure	2022 (Proposed Year)	2021
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:		
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 2022 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 2022.

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 2022. 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. Ms.Satida Ratananurak	4753	-4-
2. Ms. Siriwan Nitdamrong	5906	Never signed the financial statements
3. Ms. Natteera Pongpinitpinyo	7362	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, they 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 2022 at the total amount of Baht 2,220,000 which is increase from the previous year 220,000 Baht, excluding out of pocket expenses. The increasing of annual audit fee is due to the more business transaction affected the audit working hours.

To be consistency in accounting policy, accounting standards and financial reporting standards between the Company, its subsidiaries and associations, EY Office Limited and ALPHA AUDIT Company Limited will be the auditors 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 in 2022 (As the left Column) Ms. Satida Ratananurak or Ms. Siriwan Nitdamrong or Ms. Natheera Pongpinitpinyo
2. Qool Distribution (Thailand) Co., Ltd.	Subsidiary	
3. PT Automation (Thailand) Co., Ltd.	Subsidiary	The Auditor is Mr. Pisut Namsa / ALPHA AUDIT Company Limited
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	2022 (proposing year)	2021	2020
Fee for the annual audit report	1,370,000.00	1,150,000.00	1,150,000.00
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	250,000.00
Total	2,220,000.00	2,000,000.00	2,000,000.00
Change Increase (Decrease)	220,000.00	-	60,000.00
Percentage Change Increase (Decrease)	11.00	-	3.09
Out of pocket expenses (Non – Audit Fee)	-	-	-
Total	2,220,000.00	2,000,000.00	2,000,000.00
Change Increase (Decrease)	220,000.00	-	60,000.00
Percentage Change Increase (Decrease)	11.00	-	3.09

The Table of Subsidiaries' Audit Fee Comparison

Audit Fee	2022(proposing year)			2021			2020	
	SiS Venture	Qool Distribution (Thailand)	PT Automation (Thailand)	SiS Venture	Qool Distribution (Thailand)	PT Automation (Thailand)	SiS Venture	Qool Distribution (Thailand)
Fee for the annual audit report	120,000.00	120,000.00	15,000.00	120,000.00	120,000.00	25,000.00	120,000.00	120,000.00
Fee for the quarterly review report (3 quarters)	30,000.00	30,000.00	0.00	30,000.00	30,000.00	0.00	30,000.00	30,000.00
Total	150,000.00	150,000.00	15,000.00	150,000.00	150,000.00	25,000.00	150,000.00	150,000.00
Change Increase (Decrease)	0.00	0.00	10,000.00	0.00	0.00	0.00	0.00	(170,000.00)
Percentage Change Increase (Decrease)	0.00	0.00	(40.00)	0.00	0.00	0.00	0.00	(32.69)

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 Ms. Satida Ratanurak or Ms. Siriwan Nitdamrong or Ms. Natheera Pongpinitpinyo of EY Office Limited as the Company's Auditor for the year 2022. In addition, The Board of Directors also agreed that it is appropriate to propose the meeting of Shareholders to approve the audit fee of the Company for 2022 by recommendation of the Audit Committee in total amount of Baht 2,220,000 which is increase from the previous year 220,000 Baht, 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 2022 Annual General Meeting of Shareholders, starting on December 17, 2021 until January 31, 2022. 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.

Best Regards,



(Mr. Somchai Sittichaisrichart)

Managing Director

Company Secretary

Tel 0 2020 3219

Investor Relation Department

Tel 0 2020 3000

QR Code For

2021 56 – 1 One Report and 2021 Audited Financial Statements downloading



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

Mr. Panuwat Chalongkuamdee

Age 51 Years Nationality Thai

Proposed Type of Director

- Independent Director

Proposed Position

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

Date and Number of Year of Directorship

- 3 Years

Education

- Bachelor of Business Administration, 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

- BCNP 9/2020
- Directors Certification Program (DCP)

Training

- Engagement quality control reviewer EQCR
- TSQC1 and Employee benefit calculation for Financial Statement of 2021
- Financial reporting standards for the first time.
- Case study of corruption of Carillion PLC
- Technical auditing by Data Analytics
- Understanding principles and operational problems from TFRS
- Issues of Auditing and Fraud by Financial Statement
- Summarize and case studies from TFRS15
- TFRS9 (Fundamental of TFRS9) for Financial Institutions and Non - Bank 4/19
- Consideration of Financial report standards No. TFRS9, TFRS15 for Listed Company as of Q2/2019

Shareholding (31 Dec 2021)

- None

Working Experience/Directorship or Management in Other Businesses

Working Experience

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



- 2018 – Present Independent Director and Audit Committee, SiS Distribution (Thailand) PCL.
- 2018 – Present Corporate Governance Committee, SiS Distribution (Thailand) PCL.
- 2018 – Present Partner at Bunchikij Company Limited
- 1992 – 2018 Senior Manager Auditor, Bunchikij Company Limited

Positions in Other Listed Companies

- None

Positions in Other Non-Listed Companies

- 2020 – Present Partner at Bunchikij Company Limited

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

- None

Meeting Attendance in 2021

- Attended the Board of Director Meeting 5 meetings from 5 total meetings
- Attended the Audit Committee meeting 6 meetings from 6 total meetings
- Attended the Remuneration and Nomination Committee 2 meetings from 2 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 2021 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.
- Provide recommendations to the succession plan.
- Provide recommendations, suggestions to Remuneration and Nomination Committee.
- 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

Mr. Somchai Sittichaisrichart

Age 62 Years Nationality Thai

Proposed Type of Director

- Executive Director

Proposed Position

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

Date and Number of Year of Directorship

- 23 Years (8 terms)

Education

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

Training from IOD

- National Director Conference 2021: Leadership Behind Closed Door Invitation
- Independent Director Forum :“inside CEO Succession : Essential Guide for Board”
- Director Certification Program (DCP)
- Directors Accreditation Program (DAP)
- Successful Formulation & Execution the Strategy (SFE)
- Chartered Director Class (CDC)
- How to Measure the Success of Corporate Strategy (HMS)
- Anti Corruption for Executive Program (ACEP)
- How to Develop a Risk Management Plan (HRP)

Shareholding (31 Dec 2021)

- 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

- 2015 – 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.

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 – 2021 Director, Wiko Mobile (Thailand) Co., Ltd.
(which SiS Distribution (Thailand) PCL. indirectly holds 45% of total shares via SiS Venture Co., Ltd.)
- 2010 – Present Director, Qool Distribution (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 Other Listed Companies

- None

Meeting Attendance in 2021

- | | |
|--|----------------------------------|
| • Attended the Board of Director Meeting | 5 meetings from 5 total meetings |
| • Attended the Remuneration and Nomination Committee meeting | 2 meetings from 2 total meetings |
| • Attended the Corporate Governance Committee meeting | 1 meeting from 1 total meeting |
| • Attended the Risk Management Committee meeting | 2 meetings from 2 total meeting |
| • Attend the Annual General Meeting of Shareholders 2021 | 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 recommendations, suggestions to Remuneration and Nomination Committee.
- Participate in determining Corporate Governance policy and govern the Company's operation in accordance with the charter of the Corporate Governance Committee.
- Conduct the enterprise risk management plan.

Mr. Lim Kia Hong

Age 65 Years Nationality Singapore

Proposed Type of Director

- Non-Executive Director

Proposed Position

- Risk Management Committee

Date and Number of Year of Directorship

- 21 Years

Education

- Bachelor of Business Administration, University of Washington, USA

Training from IOD

- Directors Accreditation Program (DAP)

Shareholding (31 Dec 2021)

- 241,875 shares, equal to 0.07% of total shares with voting right
- 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 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

- 2018 – Present Risk Management Committee, SiS Distribution (Thailand) PCL.
- 2004 – Present Director, SiS Distribution (Thailand) PCL.
- 2000 – 2004 Director, SiS Distribution (Thailand) Co., Ltd.
- 1983 - Present Chief Executive Officer, SiS Group of Companies

Positions in Other Listed Companies

- None

Positions in Other Non-Listed Companies (8 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.
- 2016 – 2021 Director, Wiko Mobile (Thailand) Co., Ltd.
(which SiS Distribution (Thailand) PCL. indirectly holds 45% of total shares via SiS Venture Co., Ltd.)
- 2010 – Present Director, Qool Distribution (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 Other Listed Companies

- None

Meeting Attendance in 2021

- | | |
|--|----------------------------------|
| • Attended the Board of Director Meeting | 5 meetings from 5 total meetings |
| • Attended the Risk Management Committee meeting | 2 meetings from 2 total meeting |
| • Attend the Annual General Meeting of Shareholders 2021 | 1 meeting from 1 total meeting |
| • Attended the meeting between Independent Directors and Non-Executive Directors | 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 2022

The Company has scheduled the 2022 Annual General Meeting of Shareholders on Friday, 22 April 2022 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:

Assist. Prof. Dr. Rojanasak Chomvilailuk

Age 60 Years **Nationality** Thai

Type of Director

- Independent Director

Current Position

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

Year of Directorship

- 18 Years

Education

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

Shareholding (31 Dec 2021)

- 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 40 Years Nationality Thai

Type of Director

- Independent Director

Current Position

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

Year of Directorship

- 4 Years

Education

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

Shareholding (31 Dec 2021)

- 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.

The Shareholders will receive the links for voting from reply Email for the meeting which registered on website : <https://www.sisthai.com/agm2022> . This voting is an open vote and each vote will be immediately displayed on the screen. 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 . The shareholders have to register from the company's website: <https://www.sisthai.com/agm2022>. The shareholders will receive the links for voting from reply E-mail for the meeting.

2. The shareholders complete the Login by inputting E-mail and personnel ID or passport no. or juristic ID that investors did the registration.

3. When the shareholders complete the login, it shows the details of meeting agenda. On the right top, there is the name of investor sand the total of shares that the investors have. If you click when it is not allowed for voting, there is a pop-up message as “this agenda cannot be voted at this moment”.

4. Before voting for each agenda, the chairman of the meeting will ask if you agree, disagree or abstain. The shareholders can choose only 1 choice either “agree” or “disagree” or “abstain”. It takes only 10 minutes for voting of each agenda. Once the shareholders complete the voting, please click “submit” bottom. When our voting is completed, it brings to the main screen.

5. The shareholders can review the voting by selecting the agenda that allows for voting. If the investors complete the voting, there is a pop-up message as “you completed the voting of this agenda”. You, therefore, cannot make any changes.

6. In case the agenda is passed and the investors do not complete the voting, the voting will be automatically closed. If the shareholders select that discussed agenda, there is a pop-up message as “the voting for this agenda was already closed”.

Description of document and evidences for meeting attendance

Registration to Attend the Meeting

1. For attend the meeting Electronic Media (E-Meeting)

Shareholders can register for the meeting at <https://www.sisthai.com/agm2022> from April 4 - 15, 2022. After complete of registration, the instruction will be sent to shareholder's email which shareholders registered.

Documents Verifying Eligibility to Attend the Meeting

Participants are requested to produce the following documents before attending the Electronic Media (E-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.

Proxy Form B.

Stamp duty

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. _____ Asst.Prof.Dr. Rojanasak Chomvilailuk age _____ 60 _____ 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. _____ Mr.Panuwat Chalongkuamdee age _____ 40 _____ 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 2022 Annual General Meeting of the Shareholders on April 22, 2022 at 2.00 p.m. via Electronic Media (E – Meeting) 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 (Form 56 – 1 One Report) and Report of Company's Performance for 2021. (No vote in this agenda)

Agenda no. 3 To consider and approve the Financial Statement for the year ended December 31, 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. 4 To consider and approve the allocation of the legal reserve and dividend payment for the year 2022
(From 2021 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 2022.

- (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. Somchai Sittichaisrichart
- Approve Disapprove Abstain
- Mr. Lim Kia Hong
- Approve Disapprove Abstain

Agenda no. 6 Consideration and approval of the Director's Remuneration for the year 2022.

- (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 2022 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 elect 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. _____ Asst.Prof.Dr. Rojanasak Chomvilailuk _____ age _____ 60 _____ 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. _____ Mr. Panuwat Chalongkwamdee _____ age _____ 40 _____ 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 2022 Annual General Meeting of the Shareholders on Friday, 22 April 2022 at 2.00 p.m. via Electronic Media (E – Meeting) 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 (Form 56 – 1 One Report) and Report of Company's Performance for 2021. (No vote in this agenda)

Agenda no. 3 To consider and approve the Financial Statement for the year ended December 31, 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. 4 To consider and approve the allocation of the legal reserve and dividend payment for the year 2022 (From 2021 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 2022.

(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. Somchai Sittichaisrichart

Approve Disapprove Abstain

● Mr. Lim Kia Hong

Approve Disapprove Abstain

Agenda no. 6 Consideration and approval of the Director's Remuneration for the year 2022.

(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 2022 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.



SiS Distribution (Thailand) Public Company Limited

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