



**INVITATION TO
ANNUAL GENERAL MEETING
OF SHAREHOLDER**

2023

Friday 21 April 2023
Time 14.00 hours

via Electronic Meeting

March 17th, 2023

Subject	Invitation for the 2023 Annual General Meeting of Shareholders
To	Shareholders of SiS Distribution (Thailand) Public Company Limited
Attachments	<ol style="list-style-type: none">1. Instruction for QR Code using for meeting registration and meeting documents download.2. QR Code for downloading 2022 Annual Report (Form 56-1 One Report) and the Audited Financial Statements as at December 31st, 2022.3. Profile of the nominated candidates for directors' election to replace who will retire by rotation in 2023.4. Definition of Independent Director.5. Profile of the independent director nominated by the Company to act as proxy for the shareholders.6. The Company's Articles of Association related to the shareholders' meeting.7. Instructions for the meeting registration, the meeting attending and identity verification documents for attending and vote for the meeting.8. Instruction for voting in the Annual General Meeting of Shareholders9. QR Code for downloading Electronic Shareholder Meeting User Manual10. Proxy Form B11. Proxy Form C

SiS Distribution (Thailand) Public Company Limited (“the Company”) would like to invite shareholders to attend the 2023 Annual General Meeting of Shareholders on April 21st, 2023, at 14:00 hrs. via Electronic Meeting (E-Meeting). The shareholders can register for attend the meeting in website or QR Code provided in attachment no.7. The meeting consists of the following agenda:

1. To acknowledge the matters announced by the Chairman.

Reason and details: To announce general information to shareholders for acknowledge.

Opinion from the Board of Directors: Agreed to notify the shareholders to acknowledge general matters relating to the meeting.

2. To consider and acknowledge the 56-1 One Report and the Board of Directors report on the Company's performance for the year 2022.

Reason and details: The Board of Directors has prepared and reported the shareholders about for the Annual Report (Form 56-1 One Report) with details of operational performance in Section 1 Article 4 (Management's



Discussion and Analysis), and Section 3 (Independent Auditor's Report) which has been sent together with this invitation letter.

Opinion from the Board of Directors: Agreed to propose for the shareholders to acknowledge the operating performance of the year 2022 and the 2022 Annual Report (Form 56-1 One Report) according to requirement in Article 44 of the Company's Article of Association. (Details appears on the 2022 Annual Report (Form 56 – 1 One Report) which can be downloaded from the attachment no.2)

3. To consider and approve the audited Financial Statements for the year ended December 31st, 2022.

Reason and Details: To comply with 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 propose to Annual General Meeting of Shareholders for consideration and approval. The Board of Directors shall provide an auditing on the Balance Sheet and the Statement of Income by the Certified Public Accountant prior to being considered by the Audit Committee and propose to the shareholders' meeting.

Opinion from the Board of Directors: Agreed to propose the Financial Statement for the year ended December 31st, 2022, which has been audited and certified by the Certified Public Accountant (CPA) from EY Office Limited to the shareholders for consideration. Such Financial Statement has been considered and agreed by the Audit Committee and the Board of Directors. (Details appears on the 2022 Annual Report (Form 56 – 1 One Report) and Audited Financial Statements as at December 31st, 2022 which can be downloaded from the attachment no.2).

4. To consider and approve the allocation of net profit for the Legal Reserve and Dividend Payment for the year 2023 (From 2022 performance).

Reason and details: According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Article of Association, the Board of Directors has the authority to propose dividend payment from net profit of the current year or retain earning to the shareholders. The payment of dividend shall be made within one month from the date of the shareholders' meeting or the date of the Board of Directors' resolution issuance. The net profit of the year 2022 was 688,483,503 Baht and there was no deficit. The Company has the Dividend Payment Policy that the dividend will be paid approximately at the rate of 40% of the net profit, however, it depends on the economic situation and the Company's future business plan. 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% 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% of the registered capital, unless the Company's Articles of Association or other law requires the greater amount of the legal reserve.

Opinion from the Board of Directors: Agreed to propose to the shareholders for approval of the dividend payment on the Company's operational performance of the year 2022 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 61.04% of the net profits. The Company schedules the dividend payment to the shareholders who are listed on the Shareholders Registration Book as at March 10th, 2023 (Record Date) and the dividend payment date is scheduled



on May 15th, 2023. This is a payment in special case. Such dividend payment is higher than the Company's Dividend Payment Policy and equivalent to rate of the year 2022 which was 1.20 Baht per share. The Company still have good liquidity and low debt to equity ratio so agreed that it is appropriate to propose such dividend payment rate to the shareholders, this payment shall be approved by the 2023 Annual General Meeting of Shareholders. Nevertheless, the Company pays the dividend from the net profit after corporate income tax at the rate of 20%.

The table of Dividend Payment, comparison in 4 years

Detail of Dividend Payment	2022 (Proposed Year)	2021	2020	2019
1. Net Profit (Loss) (Baht)	688,483,503	792,620,279	597,498,197	423,389,417
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	1.20	1.00	0.55
4. Total Dividend Payment (Baht)	420,238,386	420,238,386	350,198,655.00	192,609,260.25
5. Dividend Payment to Net Profit	61.04	53.02	58.61	45.49

The registered share capital as at December 31st, 2022 was 350,198,655 Baht which shall be allocated as legal reserve at 10% of the registered share capital at the amount of 35,019,865.50 Baht. The Company has fully allocated the legal reserve at 10% of the registered share capital. Therefore, 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 replacing of the directors who will retire by rotation in 2023.

Reason and details: According to Article 37 of the Company's Article of Association, in every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall be retired. If the number of directors could not be divided into 3 portions, then the number of retired directors shall be the amount nearest to one-third (1/3) of the amount of all directors and a director who is due to retire by rotation may be re-elected. In the year 2023, there are 3 directors who will retire by rotation which consists of:

1. Assoc. Prof. Dr. Rojanasak Chomvilailuk Independent Director/ Chairman of the Audit Committee/ Corporate Governance and Sustainability Committee member/ Remuneration and Nomination Committee member



2. Mr. Lim Hwee Hai

Non-Executive Director/ Chairman of the Risk Management Committee/ Corporate Governance and Sustainability Committee member/ Remuneration and Nomination Committee member/

3. Mrs. Lim Hwee Noi

Non-Executive Director

For the benefit of all shareholders according to the good corporate governance principal, the Company has provided the opportunity for the shareholders to nominate the qualified persons to be elected as the Company's directors in advance during December 2nd, 2022, until January 31st, 2023. The channel and criterion for nomination of the Company director has been disclosed on the Company's website. There are no shareholders proposing the qualified nominee to the Board of Directors for consideration during such period. The Company has a procedure for appoint the Company's directors as follows:

The Company shall appoint the Company directors through the shareholders' meeting using majority voting and according to the Company's Article of Association which states that the Board of Directors shall consist of not less than 5 directors as following criteria and procedures:

1. Each shareholder has voting rights equal to the number of shares he/ she is holding.
2. For the director's election, election on individual basis, on several individuals as a committee basis or any other methods as deemed appropriate by the shareholders' meeting may be used. In passing resolutions, the shareholders shall vote simultaneously according to their voting rights as stated in no.1 and cannot separate their votes among individuals or teams.
3. The director's election shall be based on majority voting. In the event of tie vote, the Chairman of the meeting shall have a casting vote.

Opinion from the Board of Directors: The Company has provided the opportunity for shareholders to nominate the qualified persons to be elected as the Company's directors in advance during December 2nd, 2022, until January 31st, 2023. The channel and criteria for nomination of the Company director has been disclosed on the Company's website. Nevertheless, there are no shareholders proposing qualified nominees. Then, the Board of Directors circumspectly and carefully considered the suggestion of the Remuneration and Nomination Committee. The nominees have appropriate qualifications for the business based on knowledge, competency, experiences, leadership, wide and moral vision, time advocate for the Company, management participation and diversity of the Board of Directors including qualified as required by the Public Limited Companies Act B.E. 2535 and Article 30 of the Company's Article of Association.

For Assoc. Prof. Dr. Rojanasak Chomvilailuk, the candidate of independent director, he has held the position as an independent director of the Company for 18 years. The Board of Directors has considered that he is independent according to the independent qualification defined by the Stock Exchange of Thailand (SET), the Securities and Exchange Commission, Thailand (SEC) and the Charter of



the Audit Committee, then he can express his opinion independently. His qualification also complied with the regulations about the independent director and relevant criteria. He has knowledge, competency and experiences which can enhance efficiency and diversity of the Board of Director structure.

The Board of Directors agreed to propose to the shareholders to re-elect these 3 directors to the position for another term as following details:

- | | |
|--|--|
| 1. Assoc. Prof. Dr. Rojanasak Chomvilailuk | to be the independent Director/ Chairman of the Audit Committee/ Corporate Governance and Sustainability Committee member/ Remuneration and Nomination Committee member |
| 2. Mr. Lim Hwee Hai | to be Non-Executive Director/ Chairman of the Risk Management Committee/ Corporate Governance and Sustainability Committee member/ Remuneration and Nomination Committee member/ |
| 3. Mrs. Lim Hwee Noi | to be Non-Executive Director |

The profile of nominated candidates appears on attachment 3.

6. To consider and approve the remuneration of Company's and the sub-committee's directors for the year 2023.

Reason and details: According to section 90 of the Public Limited Companies Act B.E. 2535, the company is not allowed to pay money or any other assets to its directors unless for remuneration payment according to the Company's Articles of Association.

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. Such remuneration may be specified in the certain amount, 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 the right of 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.

Opinion from the Remuneration and Nomination Committee: The Remuneration and Nomination Committee stipulated the remuneration payment criterion for the directors and sub-committees according to the best practices of Thai Institute of Directors (IOD) as followings:



1. The remuneration of the director is segregated 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 of duties, responsibilities, and the performance of the Board of Directors and sub-committees together with the Company's performance and the practices of the same industry.
3. Consideration of the duties of the Board of Directors and sub-committees.

The Remuneration and Nomination Committee has considered and defined the remuneration of the directors clearly by considering the above criterion prior to propose to the Board of Directors and the shareholders' meeting accordingly. In 2023, the total remuneration of the directors shall not exceed 8,000,000 Baht which is same as the year 2022. Nevertheless, the Remuneration and Nomination Committee has considered it as appropriate to propose this rate of directors' remuneration to the Board of Directors for further propose to the shareholders' meeting for approval. The details of the remuneration are addressed in the Annual Report and summarized as below comparison table:

Compensation Structure	2023 (Proposing Year)	2022
Monthly Retaining Fee for the Board		
Chairman of the Board of Directors	36,000.00	36,000.00
Company director	18,000.00	18,000.00
<i>Remark: Except Managing Director and Executive Director who get salary as the Executives</i>		
Monthly Retaining Fee for the Audit Committee		
Chairman of the Audit Committee	32,500.00	32,500.00
Audit Committee member	25,000.00	25,000.00
Meeting Attendance Fee for the Board of Directors		
Chairman of the Board of Directors	33,000.00	33,000.00
Company director	22,000.00	22,000.00
Meeting Attendance Fee for the Audit Committee		
Chairman of the Audit Committee	20,000.00	20,000.00
Audit Committee member	15,000.00	15,000.00
Meeting Attendance Fee for the Remuneration and Nomination Committee		
Chairman of the Remuneration and Nomination Committee	33,000.00	33,000.00
Remuneration and Nomination Committee member	22,000.00	22,000.00

Compensation Structure	2023 (Proposing Year)	2022
Meeting Attendance Fee for the Risk Management Committee		
Chairman of the Risk Management Committee	33,000.00	33,000.00
Risk Management Committee member	22,000.00	22,000.00
Meeting Attendance Fee for the Corporate Governance and Sustainability Committee		
Chairman of the Corporate Governance and Sustainability Committee	33,000.00	33,000.00
Corporate Governance and Sustainability Committee member	22,000.00	22,000.00
Remarks:		
<ol style="list-style-type: none"> 1. The special reward will be rewarded to non-executive directors once a year based on the Company's performance by consideration of the Remuneration and Nomination Committee. 2. The Company has no policy to compensate the directors and sub-committees in other forms beyond monthly retaining fee, meeting attendance fee and yearly special reward which mentioned above. 		

Opinion from the Board of Directors: Agreed according to the opinion from the Remuneration and Nomination Committee and agreed to propose to the shareholders' meeting to approve the total remuneration, monthly retaining fee, meeting attendance fee and yearly special reward for the directors and sub-committees for the year 2023. The remuneration is in accordance with the specific criteria with totally not exceeding 8,000,000 Baht as recommended 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 2023.

Reason and details: To comply with Section 120 of the Public Limited Companies Act B.E. 2535 which states 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.

Opinion from the Audit Committee: The Audit Committee considered the qualifications consists of reputation, reliability, knowledge, competency, expertise, standardization, experienced and business understanding of the audit firm as well as the audit team including the audit and other fees. The Audit Committee has considered and proposed to the Board of Directors for consideration to propose to the shareholders' meeting to appoint the Auditors from EY Office Limited as the Company's Auditor for the year 2023. One of the following Auditors can perform 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	3 years
2. Ms. Siriwan Nitdamrong	5906	Never sign the Financial Statements
3. Ms. Natteera Pongpinitpinyo	7362	2 years

EY Office Limited and the proposed 3 Auditors have no relationship and/or conflict of interest with the Company, subsidiaries, affiliate, the Management, major shareholders, or related persons of those parties and are not shareholders of the Company so they are independent in auditing and express opinions on the Company's financial statement report. The Board of Directors and the Audit Committee agreed to propose to the shareholders' meeting for consideration the audit fees for 2023 at the total amount of Baht 2,270,000 which is increase from the year 2022 for 50,000 Baht due to inflation and the revised accounting standard which resulted in increasing for the Auditors' working hour and resources utilization. This fee excludes other expenses which might arise during auditing. The EY Office Limited is also the Auditor for the Company's subsidiaries. For the other companies using the other Auditors, the Board of Directors shall govern to ensure that the financial statement report shall be completed on time. Details are listed below:

Subsidiaries and Associates	Type of Company	Auditor/Audit Firm
1. SiS Venture Co. Ltd.	Subsidiary	One of the following Auditors who are under the same Audit Firm as the Company (SiS) which is EY Office Limited will be appointed to be the Auditor for the subsidiaries in 2023 (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. Chainun Kitisarasak / C&K CONSULTANT Company Limited



Comparison table for the Company's Audit Fee with the previous years

Audit Fee	2023 (Proposing year)	2022	2021
Fee for the annual audit report	1,420,000.00	1,370,000.00	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	2,270,000.00	2,220,000.00	2,000,000.00
Change Increase (Decrease)	50,000	220,000.00	-
Percentage Change Increase (Decrease)	2.25	11.00	-
Out of pocket expenses (Non – Audit Fee)	-	-	-
Total	2,270,000.00	2,220,000.00	2,000,000.00
Change Increase (Decrease)	50,000	220,000.00	-
Percentage Change Increase (Decrease)	2.25	11.00	-

Comparison table for the subsidiaries' Audit Fee with the previous years

Audit Fee	2023 (Proposing year)			2022			2021		
	SIS Venture	Qool Distribution (Thailand)	PT Automation (Thailand)	SIS Venture	Qool Distribution (Thailand)	PT Automation (Thailand)	SIS Venture	Qool Distribution (Thailand)	PT Automation (Thailand)
Fee for the annual audit report	120,000.00	120,000.00	15,000.00	120,000.00	120,000.00	15,000.00	120,000.00	120,000.00	25,000.00
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	0.00
Total	150,000.00	150,000.00	15,000.00	150,000.00	150,000.00	15,000.00	150,000.00	150,000.00	25,000.00
Change Increase (Decrease)	0.00	0.00	0.00	0.00	0.00	(10,000.00)	0.00	0.00	0.00
Percentage Change Increase (Decrease)	0.00	0.00	0.00	0.00	0.00	(40.00)	0.00	0.00	0.00

Opinion from the Board of Directors: The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders to appoint Ms. Satida Ratanurak or Ms. Siriwan Nitudamrong or Ms. Natheera Pongpinitpinyo of EY Office Limited as the Company's Auditor for the year 2023. In addition, The Board of Directors by the Audit Committee also agreed to propose to the shareholders' meeting to approve the audit fee of the Company for 2023 in the total amount of Baht 2,270,000 which increased from the year 2022 to 50,000 Baht, excluding other expenses which might occur during auditing.



8. To consider and approve the amendment of the Company's Articles of Association No. 5, 23, 27, 29 and 45.

Reason and details: To consider for approval of the Company's Article of Association amendment as following details:

8.1 Amend the Article of Association no.5 to correct a typo in Thai language as below:

Existing no.5

Not less than 51% of the totally sold shares of the Company shall be held by Thai nationality.

The company or juristic partnership who has aliens held the shares or being shareholders from 50% of the totally sold shares of the Company, the foundation with more than 50% of the directors are aliens or has special purpose for the aliens' benefit, the alien person or juristic person according to regulations, or the person or juristic person who the Board of Directors considered and had the reason to believed that they are the nominee for the aliens, shall be classified as the alien person for juristic person according to this Article of Association.

Whenever the person who is non-Thai nationality held shares, or when the Thai nationality shareholders become aliens, or the regulations determined them to be aliens, resulting in less than 51% of Thai nationality shareholders as stated in paragraph 1, the Board of Directors has authority to issue the writing order to such shareholders to sell or partially sell their shares to the Thai nationality person as the case may be, to ensure that the company shares shall be held by Thai nationality at least 51%. This depends on the timeline and criteria specified by the Board of Directors.

Proposing no.5 (amend only Thai language)

Not less than 51% of the totally sold shares of the Company shall be held by Thai nationality.

The company or juristic partnership who has aliens held the shares or being shareholders from 50% of the totally sold shares of the Company, the foundation with more than 50% of the directors are aliens or has special purpose for the aliens' benefit, the alien person or juristic person according to regulations, or the person or juristic person who the Board of Directors considered and had the reason to believed that they are the nominee for the aliens, shall be classified as the alien person for juristic person according to this Article of Association.

Whenever the person who is non-Thai nationality held shares, or when the Thai nationality shareholders become aliens, or the regulations determined them to be aliens, resulting in less than 51% of Thai nationality shareholders as stated in paragraph 1, the Board of Directors has authority to issue the writing order to such shareholders to sell or partially sell their shares to the Thai nationality person as the case may be, to ensure that the company shares shall be held by

Thai nationality at least 51%. This depends on the timeline and criteria specified by the Board of Directors.



- 8.2 Amend the Article of Association no.23 to facilitate the convenience for the shareholders to appoint the proxy via electronic or any means indicated by the regulations as below:

Existing no.23

At the shareholders' meeting, the 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 other persons assigned by the Chairman **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.

Proposing no.23

At the shareholders' meeting, the shareholders may appoint a proxy, who is sui juris to attend the meeting and vote on his/her behalf. The proxy **may** be made in writing with a signature of proxy, **electronic proxy or any means indicated by the regulations** and given to the Chairman or other persons assigned by the Chairman **via the determined channel** 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.

- 8.3 Amend the Article of Association no.27, 29 and 45 to comply with the current technology and the announcement about Electronic Advertisement B.E.2565 from the Department of Business Development which allowed the electronic advertisement to be an option for advertisement in the newspaper, including submitting the document in the forms that facilitate more convenience to the shareholders as below:

Existing no.27

Summon for the shareholders' meeting, the Board of Directors must be done in writing for the invitation letter specifying the meeting venue, date, time, agendas of meeting and present matters with appropriate details which clearly specify whether it is acknowledge, approval, or considered matters. The opinion from the Board of Directors shall also be addressed. The invitation



letter shall be sent to the shareholders and the registrar not later than 7 days prior to the meeting date. Notice of the summoning of the shareholders' meeting shall be advertised in the newspaper at least 3 consecutive days not later than 3 days prior to the meeting date.

The invitation letter shall be sent to the receiver or his/her representative directly by register post.

The board shall fix the place for the meeting as per paragraph 1.

Proposing no.27

Summon for the shareholders' meeting, the Board of Directors must be done in writing for the invitation letter specifying the meeting venue, date, time, agendas of meeting and present matters with appropriate details which clearly specify whether it is acknowledge, approval, or considered matters. The opinion from the Board of Directors shall also be addressed. The invitation letter shall be sent to the shareholders and the registrar not later than 7 days prior to the meeting date. Notice of the summoning of the shareholders' meeting shall be advertised in the newspaper, **electronic medias, or any means indicated by the regulations** at least 3 consecutive days not later than 3 days prior to the meeting date.

The invitation letter shall be sent to the receiver or his/her representative directly by register post, **electronic system, or any means indicated by the regulations**.

The board shall fix the place for the meeting as per paragraph 1.

Existing no.29

The Chairman of the shareholders' meeting has a duty to control the meeting in compliance with the Company's Articles of Association relating to the meeting. The meeting shall be held consequently according to the agenda specified in the invitation letter, except that the meeting with not less than two-thirds (2/3) of the number of shareholders attended the meeting has a resolution to change the sequence of the agenda.

When the matters consideration has been accomplished as stated in the first paragraph, the shareholders holding shares amounting not less than one-third (1/3) of the totally sold shares of the Company may request the meeting to consider other matters other than the agendas stated on the invitation letter.

In case the meeting has not accomplished the agenda consideration per paragraph 1 or the matters raised by shareholders under paragraph 2, as the case may be, and it is necessary to postpone the consideration, the meeting shall fix the meeting venue, date, time and agenda for the next meeting. The Board of Directors shall send the invitation letter in writing to specific the meeting venue, date, time and agendas of meeting to the shareholders not later than 7 days prior

to the meeting date. Notice of the summoning of the shareholders' meeting shall be advertised in the newspaper not less than 3 days prior to the meeting date.



Proposing no.29

The Chairman of the shareholders' meeting has a duty to control the meeting in compliance with the Company's Articles of Association relating to the meeting. The meeting shall be held consequently according to the agenda specified in the invitation letter, except that the meeting with not less than two-thirds (2/3) of the number of shareholders attended the meeting has a resolution to change the sequence of the agenda.

When the matters consideration has been accomplished as stated in the first paragraph, the shareholders holding shares amounting not less than one-third (1/3) of the totally sold shares of the Company may request the meeting to consider other matters other than the agendas stated on the invitation letter.

In case the meeting has not accomplished the agenda consideration per paragraph 1 or the matters raised by shareholders under paragraph 2, as the case may be, and it is necessary to postpone the consideration, the meeting shall fix the meeting venue, date, time and agenda for the next meeting. The Board of Directors shall send the invitation letter in writing to specific the meeting venue, date, time and agendas of meeting to the shareholders not later than 7 days prior to the meeting date. Notice of the summoning of the shareholders' meeting shall be advertised in the newspaper, **electronic medias, or any means indicated by the regulations** not less than 3 days prior to the meeting date.

Existing no.45

The Board of Directors has authority to propose the annual profit or accumulate profit to be paid as dividends in any year to the shareholders or other profit allotment.

The Board of Directors may pay interim dividends from time to time when considering that the Company has yielded sufficient profit to do so, and a report on payment of interim dividends thereof shall be made to the shareholders in the next shareholders' meeting.

The payment of dividends shall be made within 1 month from the date of the shareholders' meeting or the date of the resolution to make payment of dividends is made by the Board of Directors, as the case may be. That written notice shall be sent to the shareholders, and the notice of dividends payment shall be advertised in newspaper.

Proposing no.45 ■ ■ ■

The Board of Directors has authority to propose the annual profit or accumulate profit to be paid as dividends in any year to the shareholders or other profit allotment.



The Board of Directors may pay interim dividends from time to time when considering that the Company has yielded sufficient profit to do so, and a report on payment of interim dividends thereof shall be made to the shareholders in the next shareholders' meeting.

The payment of dividends shall be made within 1 month from the date of the shareholders' meeting or the date of the resolution to make payment of dividends is made by the Board of Directors, as the case may be. That written notice shall be sent to the shareholders, and the notice of dividends payment shall be advertised in newspapers, **electronic medias, or any means indicated by the regulations.**

Opinion from the Board of Directors: Agreed with the amendment of the Company's Articles of Association No. 5, 23, 27, 29 and 45 as per the above rational and details to facilitate convenience to the shareholders and agreed to propose to the shareholders' meeting for approval.

9. Questions and Answers.

Reason and details: To provide the opportunity for the shareholders to ask or provide suggestions to the Company.

Opinion from the Board of Directors: Agreed to provide the opportunity for the shareholders to ask or provide suggestions to the Company for improvement and development accordingly.

To promote good corporate governance, the Company has provided the opportunity for the shareholders to propose matters to be included as an agenda, as well as propose qualified candidate to be consideration as the Company's director in the 2023 Annual General Meeting of Shareholders, starting on December 2nd, 2022, until January 31st, 2023. The details of guidelines, criteria and procedure have been disclosed in the Company's website at www.sisthai.com and notified in the SET's news system. There are no shareholders proposing matters to be included as an agenda and qualified nominees to be the Board of Directors for their consideration during such period.



The shareholders can submit the questions relating to each meeting agenda or other information in advance via the Company's website (www.sisthai.com) under Investor Relations Section and sub-section "*Shareholder Information*" and "*Submission of Questions prior to the Annual General Meeting of Shareholders*", via Investor Relations Department e-mail at investorinfo@sisthai.com or Company Secretary e-mail at companysecretary@sisthai.com. This will be benefit to the Board of Directors and the Managements to prepare information for the shareholders' meetings. Any shareholders who wish to receive the Annual Report (form 56-1 One Report) can notify to the Investor Relations Department of Company Secretary as per the above e-mail address.

Best Regards,

A handwritten signature in blue ink, appearing to read 'Somchai Sittichaisrichart'.

(Mr. Somchai Sittichaisrichart)

Managing Director