



**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"> 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. 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 Nitdamrong 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



Instruction for QR Code using for meeting registration and meeting documents downloading

Thailand Securities Depository Company Limited by the SET as a Securities Registrar has developed the system for the meeting documents and Annual Report submission in electronic format using QR Code instead of paper format. This is to enhance the efficiency and convenience of the shareholders and reduce nature resources utilization. The shareholders can download the documents via QR Code as per the following instructions:

For Android

1. Search for QR BARCODE SCANNER.
2. Install the application which must use the internet network and will take around 2-3 minutes. Then open the application after installation is complete.
3. There will be 4 functions in the application, please select SCAN BARCODE.
4. Scan QR Code for downloading the meeting documents.

Remarks: In case that the user does not want to download the QR Code Reader application, QR Code scanning via the other application such as LINE and Facebook is also workable.

For iOS

1. Search for QR Code Reader for iPhone.
2. Installing the application which must use the internet network, it will take around 2-3 minutes. Then open the application after installation is complete.
3. Scan QR Code for downloading the meeting documents.

Remarks: In case that the user does not want to download the QR Code Reader application, QR Code scanning via other applications such as LINE and Facebook is also workable.



QR Code for downloading 2022 Annual Report (Form 56-1 One Report)
and the Audited Financial Statements as at December 31st, 2022



Profile of the nominated candidates for directors' election to replace
who will retire by rotation in 2023

Associate Professor Dr. Rojanasak Chomvilailuk

Insignia Companion (Fourth Class) of the Most Admirable Order of the Direkgunabhorn

Age 60 years Nationality Thai



Proposed Type of Director

- Independent Director

Proposed Position

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

Date of Appointment as a Director at SiS Distribution (Thailand) PCL.

- March 1st, 2005

Number of Year of Directorship at SiS Distribution (Thailand) PCL.

- 18 years

Number of Year of Independent Directorship at SiS Distribution (Thailand) PCL.

- 18 years

Education

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



Training from IOD

- Director’s Briefing “AGM”
- Director’s Briefing: PDPA Roles and Responsibilities
- Director’s Briefing: PDPA Readiness Speed-Up
- National Director Conference 2021: Navigating Innovation
- Strengthening Good Corporate Governance
- DCP Series : How to develop a winning digital strategy
- Audit Committee Program (ACP)
- Refresher Course DCP
- Directors Accreditation Program (DAP)
- Directors Certification Program (DCP)
- Finance for Non-Finance Director (FND)
- Director’s Briefing 3/2021 : Reenergizing and Refocusing Board Member in 2021
- National Director Conference 2021 : Disruptive Innovation
- National Director Conference 2021 : Leadership Behind Closed Door Invitation
- How to Develop a Risk Management Plan (HRP)
- Monitoring Fraud Risk Management (MFM)
- Monitoring the Internal Audit Function (MIA)
- Monitoring the System of Internal Control and Risk Management (MIR)
- Role of the Compensation Committee (RCC)
- Successful Formulation & Execution of Strategy (SFE)

Training

- Audit Committee: Experience, Problem and Best Practice
- CEO Relations: Balancing Trust and Oversight
- Certificate of Diploma
- Chartered Director Class
- Fellow Member of Thai Institute of Directors Association
- Improving Board Decisions
- Improving the Quality of Financial Reporting
- Monitoring the Quality of Financial Reporting
- What the Board Should Expect from the Company Secretary
- Will the Global Economy Stumble or Slow down? And what will that mean for Thailand?

Shareholding (as at December 31st, 2022)

- None

Working Experience and Position Held

Working Experience

- 2013 – Present Corporate Governance and Sustainability Committee, SiS Distribution (Thailand) PCL.
- 2009 – Present Chairman of the Audit Committee, SiS Distribution (Thailand) PCL.
- 2009 – Present Remuneration and Nomination Committee, SiS Distribution (Thailand) PCL.
- 2009 – 2014 Risk Management Committee, SiS Distribution (Thailand) PCL.
- 2008 – 2009 Chairman of the Remuneration and Nomination Committee, SiS Distribution (Thailand) PCL.
- 2004 – Present Independent director and Audit Committee, SiS Distribution (Thailand) PCL.



Positions Held in the Other Listed Companies

- None

Positions Held in the Other Non-Listed Comp

- 2013 – 2015 Director, master's degree in Retail Management Curriculum, Faculty of Business Administration, The University of the Thai Chamber of Commerce
- 2004 – Present Lecturer, Faculty of Business Administration, The University of the Thai Chamber of Commerce

Positions Held as the Director/ the Management in the Other Companies that may cause conflict of interest or is the Company Competitor

- None

Meeting Attendance in 2022

- Attended the Board of Director Meeting 6 meetings from totally of 6 meetings.
- Attended the Audit Committee meeting 6 meetings from totally of 6 meetings.
- Attended the Remuneration and Nomination Committee meeting 3 meetings from totally of 3 meetings.
- Attended the Corporate Governance and Sustainability Committee meeting 2 meetings from totally of 2 meetings.
- Attended the meeting between Independent Directors and Non-Executive Directors 1 meeting from totally of 1 meeting.
- Attend the meeting between the Audit Committee and the Auditor 1 meeting from totally of 1 meeting.
- Attend the 2022 Annual General Meeting of Shareholders 1 meeting from totally of 1 meeting.

Director Performance

- Participate in determination for the Company vision, direction, goal and the strategies.
- Express the opinions on the important strategies, financial plan and monitor to ensure the plan implementation
- Express the opinions and recommendations to the Company's Management, Internal Audit and Internal Control.
- Participate in consideration, express the opinion and recommendation about the remuneration of the directors and sub-committees.
- Participate in consideration, determine and express the opinion about the succession plan.
- Participate in determination of the Good Corporate Governance Policy and govern the Company's operation in accordance with the Good Corporate Governance Policy and Codes of Conduct.



The interest between Assoc. Prof. Dr. Rojanasak Chomvilailuk and the Company / Parent Company / Subsidiary / Affiliate or Other Juristic Persons with potential conflicts of interests at present or during the past two years as below.

Being the parents, spouses or close relation with the Management or major shareholders of the Company or subsidiaries

- None

Involving in management, be the employee, staff, salaried consultant of the Company

- None

Being the professional service provider (e.g., auditors, legal advisors) for the Company

- None

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

- None



Mr. Lim Hwee Hai

Age 73 years Nationality Singapore

Proposed Type of Director

- Non – Executive Director

Proposed Position

- Chairman of Risk Management Committee
- Remuneration and Nomination Committee
- Corporate Governance and Sustainability Committee

Date of Appointment as a Director at SiS Distribution (Thailand) PCL.

- March 1st, 2005

Number of Year of Directorship at SiS Distribution (Thailand) PCL.

- 18 years

Education

- Bachelor of Commerce (First Class Honors), Nanyang University, Singapore
- Master of Business Administration, The National University of Singapore, Singapore

Training from IOD

- Director Accreditation Program (DAP)
- Director Certification Program (DCP)

Shareholding (as at December 31st, 2022)

- Indirectly holding 214,510,470 shares, equal to 61.25% through SiS Technologies (Thailand) Pte.Ltd. of 165,616,595 shares or 47.29% of the voting rights and Thai Alliance Co., Ltd. of 48,893,875 shares or 13.96% of the voting rights respectively.

Working Experience and Position Held

Working Experience

- 2013 – Present Corporate Governance and Sustainability Committee, SiS Distribution (Thailand) PCL.
- 2008 – Present Chairman of Risk Management Committee, SiS Distribution (Thailand) PCL.
- 2008 – Present Remuneration and Nomination Committee, SiS Distribution (Thailand) PCL.
- 2004 – Present Director, SiS Distribution (Thailand) PCL.
- 2000 – 2004 Director, SiS Distribution (Thailand) Co., Ltd.
- 1983 – Present Director and Managing Director, SiS Group of Companies
- 1979 – 1982 Manager, Banque Nationale De Paris
- 1976 – 1978 Senior Officer, Development Bank of Singapore





Positions Held in the Other Listed Companies

- None

Positions Held in the Other Non-Listed Comp

- 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.
- 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 Held as the Director/ the Management in the Other Companies that may cause conflict of interest or is the Company Competitor

- None

Meeting Attendance in 2022

- Attended the Board of Director Meeting 6 meetings from totally of 6 meetings.
- Attended the Remuneration and Nomination Committee meeting 3 meetings from totally of 3 meetings.
- Attended the Risk Management Committee meeting 2 meetings from totally of 2 meetings.
- Attended the Corporate Governance and Sustainability Committee meeting 2 meetings from totally of 2 meetings.
- Attended the meeting between Independent Directors and Non-Executive Directors 1 meeting from totally of 1 meeting.
- Attend the 2022 Annual General Meeting of Shareholders 1 meeting from totally of 1 meeting.

Director Performance

- Express useful opinions for business strategies and management direction including monitoring the plan implementation.
- Participate in determination for the Company vision, direction, goal and the strategies.
- Express the opinion and useful recommendations for management to the Board of Directors.
- Govern the Board of Directors' meeting in compliance with the Company's Article of Association, relevant criteria and good corporate governance principle.

Mrs. Lim Hwee Noi

Age 73 years

Nationality

Singapore



Proposed Type of Director

- Non – Executive Director

Proposed Position

- Director

Date of Appointment as a Director at SiS Distribution (Thailand) PCL.

- December 15th, 2017

Number of Year of Directorship at SiS Distribution (Thailand) PCL.

- 5 years

Education

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

Training from IOD

- Director Accreditation Program (DAP)

Shareholding (as at December 31st, 2022)

- Indirectly holding 214,510,470 shares, equal to 61.25% through SiS Technologies (Thailand) Pte.Ltd. of 165,616,595 shares or 47.29% of the voting rights and Thai Alliance Co., Ltd. of 48,893,875 shares or 13.96% of the voting rights respectively.

Working Experience and Position Held

Working Experience

- 2017 – Present Director, SiS Distribution (Thailand) PCL.
- 1983 – Present Executive Director, SiS Group of Companies

Positions Held in the Other Listed Companies

- None

Positions Held in the Other Non-Listed Comp

- 2017 – Present Director, Thai Alliance Co., Ltd.
- 2017 – Present Director, Thai Success Co., Ltd.
- 2017 – Present Director, Thai Prosperity Co., Ltd.
- 2017 – Present Director, Thai Joyful Co., Ltd.
- 2017 – Present Director, Thai Hero Co., Ltd.
- 2017 – Present Director, Qool Distribution (Thailand) Co., Ltd.
(Which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)
- 2017 – Present Director, SiS Venture Co., Ltd.
(Which SiS Distribution (Thailand) PCL. holds 99.99% of total shares)



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Positions Held as the Director/ the Management in the Other Companies that may cause conflict of interest or is the Company Competitor



- None

Meeting Attendance in 2022

- Attended the Board of Director Meeting 6 meetings from totally of 6 meetings.
- Attended the meeting between Independent Directors and Non-Executive Directors 1 meeting from totally of 1 meeting.
- Attend the 2022 Annual General Meeting of Shareholders 1 meeting from totally of 1 meeting.

Director Performance

- Express useful opinions for business strategies and management direction including monitoring the plan implementation.
- Participate in determination for the Company vision, direction, goal and the strategies.
- Express the opinion and useful recommendations for management to the Board of Directors.



Definition of Independent Director

An independent director is the director who has independent decision and not related person with the major shareholders, the Management and related person in the Company, subsidiaries, or affiliations. The independent director shall ensure the equitable benefit for all shareholders and shall have qualification according to criteria from the SET as follows:

- (1) Holding no more than 1% of total voting shares in the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company including the shareholding of persons related to the independent directors.
- (2) Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties of the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Except it has been at least two years after the person has held the position.
- (3) Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
- (4) Not currently having or never had any relations with the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least two years after the person has held the position.
- (5) Not currently being or never been the Auditor for the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm for the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Except it has been at least two years after the person has held the position.
- (6) Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company with a fee more than THB 2 million per year. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Except it has been at least two years after the person has held the position.
- (7) Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholders.



- (8) Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant, or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
- (9) Not under any conditions that may impede the person from having independent views towards the company's operations.

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

As the Company has scheduled the 2023 Annual General Meeting of Shareholders on Friday, April 21st, 2023, in case that the shareholders cannot attend the meeting, the shareholders may appoint one of the following independent directors as the proxy:

Ms. Sudaporn Tawapee

Age 52 years Nationality Thai

Type of Director

- Independent Director

Position

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

Number of Year for Being the Independent Director

- 5 years

Education

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

Shareholding (as at 31 December 2022)

- None

The conflict of interest in each agenda in this Annual General Meeting of Shareholders

- No conflict of interest different from the other directors except for the agenda concerning consideration of directors' remuneration which is the attendance fee that is allotted to all directors in normal criteria.

Contact Address

- No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400





Mr. Panuwat Chalongkuamdee

Age 41 years

Nationality Thai

Type of Director

- Independent Director

Position

- Chairman of Corporate Governance and Sustainability Committee
- Audit Committee

Number of Year for Being the Independent Director

- 5 years

Education

- LL.B. (First Class Honors), Chulalongkorn University
- Barrister-at-Law, Thai Bar Association

Shareholding (as at 31 December 2022)

- None

The conflict of interest in each agenda in this Annual General Meeting of Shareholders

- No conflict of interest different from the other directors except for the agenda concerning consideration of directors' remuneration which is the attendance fee that is allotted to all directors in normal criteria.

Contact Address

- No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400





The Company's Articles of Association related to the shareholders' meeting

Shareholders' Meeting

Article 19. The Board of Directors shall arrange the Annual General Meeting of shareholders within 4 months after the company's accounting period year ended.

Any shareholders' meetings other than as specified above shall be called the Extraordinary General Meeting.

Article 20. The Board of Directors may convene the Extraordinary General Meeting at any time the Board of Directors deems appropriate. A shareholder or shareholders, holding the total number of shares not less than 10% of the total number of sold shares of the company, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting at any time, but the matter and the reason to convene the meeting must be clearly specified in such letter. In such case, the Board of Directors must hold the shareholders' meeting within 45 days from the date on which the letter from the shareholder(s) is received.

In case the Board of Directors does not hold the meeting within the specified period in paragraph 1, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in paragraph 1. In such event, the shareholders' meeting shall be deemed as it is held by the Board of Directors and the company must be responsible for the expenses incurred by the holding the meeting and provide the facilities as appropriate.

In case the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to paragraph 2 do not constitute a quorum as according to Section 103, the shareholders as per paragraph 2 must be jointly responsible for expenses arising out of organization of such meeting to the company.

Article 21. In the shareholders' meeting, there shall be shareholders and proxies (if any) at a number of not less than 25 persons or not less than one-half (1/2) of all shareholders and holding in aggregate not less than one-third (1/3) of total number of sold shares of the company to constitute a quorum. Unless Public Company Limited laws stipulated otherwise.

Article 22. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting.

If the Chairman of the Board of Directors is not present at a meeting or is unable to perform the duty, the Vice-Chairman of the board shall act as the Chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or the Vice-Chairman of the Board of Directors is unable to perform the duty, the shareholders present at the meeting shall elect one attending shareholder to be the Chairman of the meeting.

Article 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.



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Article 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.



Instructions for the meeting registration, the meeting attending and identity verification documents for attending and vote for the meeting.

1. Meeting Registration

The Company has provided shareholders with the channel for the Annual General Meeting of Shareholders registration via electronic system in advance. The shareholder can register via the following options:

1.1 Self-registration via electronic system which the shareholders can register and upload registration documents in the below website or QR Code during April 12th, 2023, at 09:00 hrs. until April 21st, 2023, at 16:00 hrs. Registration procedures can be found in the attached Electronic Shareholder Meeting User Manual (attachment no.9)

Website:

<https://portal.eservice.set.or.th/Account/Login?refer=TmnyOyOI7wY97OenhCMBCGR%2fhr7frsqTSfMKhSlcONgk5edW8erLdg%3d%3d>

QR Code:



1.2 Register by sending documents to the Company which the shareholders can register and upload registration documents in below website or QR Code during April 12th, 2023, at 09:00 hrs. until April 20th, 2023, at 16:00 hrs.

Website:

<https://forms.gle/ZARF7uBXEtVZZECw7>

QR Code:





2. E-meeting attending

On the shareholders' meeting date, the Company shall open the e-Meeting room for the shareholders from 13:00 hrs. on April 21st, 2023. E-meeting attending procedures can be found in the attached Electronic Shareholder Meeting User Manual (attachment no.9)

3. Documents Verifying Eligibility to Attend the Meeting

The attendants are required to prepare the following documents for registration and attending the E-Meeting

For shareholder who is Thai ordinary person

3.1 In case of attendance in person

3.1.1 A valid identification document issued by the government agency which bears the photograph and name-surname of the shareholder, such as National ID card, Government Official ID, Driver License or passport, including proof document of change in name or surname (if any).

3.2 In case of proxy appointment

3.2.1 Any Proxy Form attached with the Invitation letter, which completely filled in and signed by the grantor and the proxy.

3.2.2 Certified true and correct copies of the identification document issued by a government agency, as specified in item 3.1.1, of the grantor.

3.2.3 The proxy's identification document issued by a government agency, as specified in item 3.1.1.

For shareholder who is Justic Person registered in Thailand

3.3 In case of attendance in person by the authorized representative

3.3.1 The identification document of the representative issued by a government agency, as in the case of the shareholder being an ordinary person as specified in item 3.1.1

3.3.2 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.

3.4 In case of appointment of a proxy

3.4.1 The Proxy Form, attached with the Invitation Letter of the Meeting, completely filled in and signed by the juristic person's representative as grantor and signed by the proxy.

3.4.2 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.

3.4.3 The proxy's identification document issued by a government agency, as in the case of the shareholder being an ordinary person, specified in item 3.1.1



3.4.4 Certified true and correct copy of the identification document issued by a government agency of the representative who signed on the proxy form as in the case of the shareholder being an ordinary person, specified in item 3.1.1. The document shall be signed by such representative.

In case of the shareholder is non-Thai person or Juristic Persons Incorporated under Foreign Law

The participants shall prepare documents similar to the case of an ordinary person or juristic person. The following identification documents are required (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 the government agency 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

3. Communication channel for inquiries about the meeting attending registration

The shareholder can ask for more information about the meeting attending registration via:

- Tel : +66 2020 3316
- E-mail : investorinfo@sisthai.com



Instruction for voting in the Annual General Meeting of Shareholders

According to Article 24 of the Company's Articles of Association, in voting, whether disclosed or secret voting, the shareholders shall bear the vote equal to the amount of shares holding and proxy vote deems one share equal to one vote.

The voting shall be done in electronic system which will display 3 options in each agenda: **"Agree"**, **"Disagree"** or **"Abstain"** which will be the disclosed vote. The voting result will appear on the meeting screen. In case of no restriction in the Company's Article of Association or public company limited laws stipulated otherwise, voting on any resolution in the shareholders' meeting shall use the majority votes of the shareholders who attended the meeting and have the right to vote. In case of equality of the vote, the Chairman of the meeting would be entitled a vote as a casting vote.

Voting Criteria as listed as follows:

1. For General Agenda

- 1.1 Voting for each agenda shall be disclosed vote with one share equal to one vote. The shareholder or proxy shall select only one option from **"Agree"**, **"Disagree"** or **"Abstain"**. and cannot divide the votes in each agenda. However, the proxies in type C (Kor or Custodian) were accepted to divide the votes. In case that the shareholder or the proxy did not make vote, such vote shall be considered as **"Agree"**.
- 1.2 In case of proxies
 - 1.2.1 The proxies shall vote according to the direction form the granter stated on the proxy form. Any votes that are inconsistent with statement on the proxy form shall be incorrect voting and not shall not be counted as the shareholder's voting.
 - 1.2.2 If a grantor has not specified the vote in proxy form for any agenda, unclear identification, or there is any additional agenda in the meeting, the proxies have the right to consider and vote as appropriate.

2. For the Director Election Agenda

- 2.1 For director election agenda, the shareholders would be provided to vote for the individual director and the shareholders shall vote the nominated candidates do not exceed the number of directors that shall be elected in such selection. The voting cannot be divided.
- 2.2 In case of the nominated candidates are vote equally, the Chairman of the meeting would be entitled a vote as a casting vote.



3. Voting Instruction

- 3.1 The shareholders can study the voting instruction from the Electronic Shareholder Meeting User Manual attached as attachment no.9
- 3.2 Prior to voting for each agenda, the Chairman of the meeting will the shareholder whether agree, disagree or abstain. The shareholders will be asked to choose only 1 choice **either “Agree” or “Disagree” or “Abstain”**. Each agenda shall be provided with 1 minute for voting. In case that the shareholder or the proxy did not make vote, such vote shall be considered as **“Agree”**.
- 3.3 The voting score will be summarized and displayed to the shareholders once accomplished and will be announced to the shareholders for acknowledge.
- 3.4 The shareholder or proxy cannot divide the votes in each agenda.
- 3.5 For the agenda of nominated candidates for directors’ election to replace those who will retire by rotation, the Company will temporarily stop the meeting registration to ensure the certain voting right. Voting for this agenda shall be performed for individual director to be complied with the good corporate governance principle. Especially for this agenda, all participants are required to make the vote whether **“Agree” or “Disagree” or “Abstain”**.



QR Code for downloading Electronic Shareholder Meeting User Manual





Stamp duty

20 Baht

Proxy Form B.

Written at _____

Date _____ Month _____ Year _____

(1) I/ We _____ Nationality _____ Address no. _____
 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 (The shareholder can appoint the Company's independent director whose details are listed on attached no.4)

1. _____ age _____ year
 Address no. _____ Road _____ Sub-District _____ District _____
 Province _____ Zip Code _____ Country _____

2. **Ms. Sudaporn Tawapee** as the Company's independent director **age** 52 years
 Address: No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400, Thailand

3. **Mr. Panuwat Chalongkuamdee** as the Company's independent director **age** 41 years
 Address: No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400, Thailand

Anyone of the above as my/our proxy holder to attend and vote at the 2023 Annual General Meeting of the Shareholders on April 21st, 2023, at 14:00 hrs. via E – Meeting or on the date, times and at the venue 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 1 The matter announced by The Chairman. (No vote in this agenda)

Agenda 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. (No vote in this agenda)



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Agenda 3 To consider and approve the audited Financial Statements for the year ended December 31st, 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:
- Agree Disagree Abstain

Agenda 4 To consider and approve the allocation of net profit for the Legal Reserve and Dividend Payment for the year 2023 (From 2022 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:
- Agree Disagree Abstain

Agenda 5 To consider and approve the election of the Company's directors replacing of the directors who will retire by rotation in 2023.

- (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
- Agree Disagree Abstain
- Election of each member of nominated director
- Director's name Assoc. Prof. Dr. Rojanasak Chomvilailuk
 - Agree Disagree Abstain
 - Director's name Mr. Lim Hwee Hai
 - Agree Disagree Abstain
 - Director's name Mrs. Lim Hwee Noi
 - Agree Disagree Abstain

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

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

Agenda 7 To consider and approve the appointment of the Company's Auditor and the Audit Fee of the year 2023.

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



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

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

Agenda 9 Questions and Answers

- (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



Stamp duty

20 Baht

Proxy Form C.

(For foreign shareholders who have custodians in Thailand only)

Written at _____

Date _____ Month _____ Year _____

(1) I/ We _____ Nationality _____ Address no. _____
 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 the voting right equal to _____ vote
- Preferred share _____ shares and the voting right equal to _____ vote

(2) Hereby appoint

1. _____ age _____ year
 Address no. _____ Road _____ Sub-District _____ District _____
 Province _____ Zip Code _____ Country _____

2. **Ms. Sudaporn Tawapee** as the Company's independent director **age** 52 years
 Address: No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400, Thailand

3. **Mr. Panuwat Chalongkumdee** as the Company's independent director **age** 41 years
 Address: No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400, Thailand

Anyone of the above as my/our proxy holder to attend and vote at the 2023 Annual General Meeting of the Shareholders on April 21st, 2023, at 14:00 hrs. via E – Meeting or on the date, times and at the venue as may be postponed or changed.

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



(3) I / We hereby authorize the proxy holder to vote on my / our behalf in this meeting as follows

- (a) To vote based on the total number of shares held by me/us to which I/We am/are entitled
- (b) 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 _____ votes

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

Agenda 1 The matter announced by The Chairman. (No vote in this agenda)

Agenda 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. (No vote in this agenda)

Agenda 3 To consider and approve the audited Financial Statements for the year ended December 31st, 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:
- Agree Disagree Abstain

Agenda 4 To consider and approve the allocation of net profit for the Legal Reserve and Dividend Payment for the year 2023 (From 2022 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:
- Agree Disagree Abstain

Agenda 5 To consider and approve the election of the Company's directors replacing of the directors who will retire by rotation in 2023.

- (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
- Agree Disagree Abstain
- Election of each member of nominated director
- Director's name Assoc. Prof. Dr. Rojanasak Chomvilailuk
 - Agree Disagree Abstain
 - Director's name Mr. Lim Hwee Hai
 - Agree Disagree Abstain

- Director's name Ms. Lim Hwee Noi
- Agree Disagree Abstain



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

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

Agenda 7 To consider and approve the appointment of the Company's Auditor and the Audit Fee of the year 2023.

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

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

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

Agenda 9 Questions and Answers

- (5) Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.
- (6) If I/ we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any action taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)

Signature _____ Proxy Holder
(_____)

Signature _____ Proxy Holder
(_____)

Remarks:

1. The Proxy form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed, therefore.
2. Evidence of documents required to be attached to the proxy form C are:
 - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder
 - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and number of shares held by such shareholder may not be split for more than one proxy 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.



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