



Ref. OS 2024/007

March 22nd, 2024

Subject Invitation to the Annual General Meeting of Shareholders for the year 2024

To Shareholders of SiS Distribution (Thailand) Public Company Limited

Attachments

1. Instructions for using QR codes for registration to attend the meeting and downloading meeting materials.
2. QR code for downloading the Annual Report (Form 56-1 One Report) and Audited Financial Statements for the fiscal year ended December 31st, 2023.
3. Profile of individuals nominated for election as directors to replace directors who will retire by rotation in 2024.
4. Definition of independent director.
5. Information on independent directors designated by the Company as proxies for shareholders.
6. The Company's Articles of Association relevant 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. Privacy notice
9. Instruction for voting in the Annual General Meeting of Shareholders.
10. QR Code for downloading e-Shareholder Meeting System User Manual.
11. Proxy Form B.
12. Proxy Form C.

SiS Distribution (Thailand) Public Company Limited (“the Company”) cordially invites shareholders to attend the Annual General Meeting of Shareholders for the year 2024 on Friday, April 26th, 2024, at 14:00 hrs. The meeting will be conducted in an electronic format (E-Meeting), and shareholders can register to attend via the website or QR code as detailed in Attachment no. 7. The agenda for the meeting is as follows:

1. The matters announced by the Chairman for acknowledgement.

Reason and details: To provide general information to shareholders for acknowledgement.

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 Annual Report (Form 56-1 One Report) and the Board of Directors report on the Company's performance for the year 2023.

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 (Financial Statement) 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 2023 and the Annual Report (Form 56-1 One Report) for the year 2023 according to requirements in Article 44 of the Company's Article of Association. (Details as shown in the Annual Report (Form 56-1 One Report) for the year 2023, which can be downloaded from Attachment no.2).

3. To consider and approve the audited Financial Statements for the year ended December 31st, 2023.

Reason and Details: To comply with Section 112 of the Public Limited Companies Act, B.E. 2535, which required the Board of Directors to prepare the Balance Sheet and the Statement of Income as of the accounting period of the Company for presentation at the 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 ("CPA") prior to being considered by the Audit Committee and propose to the shareholders' meeting.

Opinion from the Board of Directors: Agreed to propose to shareholders for consideration the Financial Statement for the year ended December 31st, 2023, which has been audited and certified by the CPA from EY Office Limited. Such Financial Statement has been considered and agreed by the Audit Committee and the Board of Directors. (Details as shown in the Annual Report (Form 56-1 One Report) for the year 2023 and Audited Financial Statements as at December 31st, 2023 which can be downloaded from Attachment no.2).

4. To consider and approve the allocation of net profit for the Legal Reserve and Dividend Payment for the year 2024 (From 2023 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 earnings to the shareholders. The payment of dividend shall be made within one month from the date of the shareholders' meeting or the date resolved by the Board of Directors. The net profit of the year 2023 was 645,585,393 Baht and there was no deficit. According to the Company's dividend payment policy, dividends are typically set at approximately 40% of the net profit, subject to economic conditions and the Company's future business projects. Additionally, in accordance with Section 116 of the Public Limited Companies Act B.E. 2535, the company is required to allocate a portion of the annual net profit as a legal reserve, not less than 5% of the annual net profit, until the reserve fund reaches not less than 10% of the registered capital, unless the Company's Articles of Association or other law requires a greater amount of the legal reserve.

Opinion from the Board of Directors: Agreed to propose to shareholders for approval the payment of dividends for the fiscal year 2023 to the shareholders of the Company, totaling 350,198,655 shares at a rate of 1.05 Baht per share, totaling 367,708,588 Baht. This dividend payment represents 56.96% of the net profit. The Company has set the Record Date for dividend entitlement on March 6th, 2024, and the dividend payment date on May 15th, 2024. This dividend payment rate exceeds the Company's policy for maximum shareholder benefit, despite the Company facing economic downturns. It is deemed appropriate to propose this dividend payment rate to shareholders for approval at the Annual General Meeting of Shareholders for the year 2024. The dividends proposed for payment will be paid from the net profit after deducting corporate income tax at a rate of 20%.



The table of Dividend Payment, comparison in last 4 years

| Detail of Dividend Payment | From the performance of 2023 (Proposed Year) | From the performance of 2022 | From the performance of 2021 | From the performance of 2020 |
|--|--|------------------------------|------------------------------|------------------------------|
| 1. Net Profit (Loss) (Baht) | 645,585,393 | 688,483,503 | 792,620,279 | 597,498,197 |
| 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) | 1.05 | 1.20 | 1.20 | 1.00 |
| 4. Total Dividend Payment (Baht) | 367,708,588 | 420,238,386 | 420,238,386 | 350,198,655.00 |
| 5. Dividend Payment to Net Profit | 56.96 | 61.04 | 53.02 | 58.61 |

As of December 31st, 2023, the registered capital amounted to 350,198,655 Baht. According to the law, 10% of the registered capital must be allocated as a legal reserve, totaling 35,019,865.50 Baht. The Company has allocated the full amount required by law, which is 10% of the registered capital. As for the remaining profit, it will be retained as retained earnings for future business operations.

5. To consider and approve the election of the Company's directors replacing the directors who will retire by rotation in 2024.

Reason and details: According to Article 37 of the Company's Article of Association, at each Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from their positions. If it is not possible to divide the number of directors evenly into thirds, the closest number to one-third shall retire. The directors who retire may be re-elected. In the year 2024, there are three directors who are required to retire according to the rotation schedule consisting of:

1. Mr. Panuwat Chalongsamdee Independent director/ Chairman of the Corporate Governance and Sustainability Committee/ Audit Committee.
2. Mr. Lim Kiah Meng Non-Executive Director/ Chairman of the Board of Directors.
3. Mr. Somchai Sittichairichart Executive Director/ Managing Director.

For the benefit of all shareholders according to good corporate governance principles, the Company has provided an opportunity for shareholders to nominate individuals who are qualified in advance for being elected as directors. The Company has established channels and criteria for this nomination process, which were disclosed on the Company's website from December 1st, 2023, to January 31st, 2024. During this period, no shareholder nominated any individuals for consideration by the directors. The Company's procedure for appointing directors is as follows:



The Company appoints directors through the shareholders' meeting. The Company's Article of Association stipulates that the Board of Directors shall consist of no less than five directors, elected based on the majority of votes according to the following criteria:

1. Each shareholder is entitled to a number of votes equivalent to the number of shares they hold.
2. For the election of directors, the voting process may involve individual votes for each candidate, voting for multiple candidates as a slate, or any other method deemed appropriate by the shareholders' meeting. However, in each voting instance, shareholders must cast all their votes in accordance with the criterion stated in no.1. and cannot separate their votes among individuals or teams.
3. In the event of a tie in the voting for the election of directors, the Chairman of the meeting shall cast the deciding vote.

Opinion from the Board of Directors: The Board of Directors recognizes that the Company has provided an opportunity for shareholders to nominate individuals who are qualified to be elected as directors in advance. The Company has established channels and criteria disclosed on its website, for this purpose between December 1st, 2023, and January 31st, 2024. During this period, no shareholder nominated any individual for consideration as a director. The Board of Directors subsequently evaluated, through a rigorous and cautious process, the nominees based on their knowledge, abilities, experience, leadership qualities, visionary perspectives, integrity, commitment to dedicating time to the Company, past contributions to management, and diversity in the Board's composition, including compliance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, Article 30.

For Mr. Panuwat Chalongkwamdee, who has been nominated to serve as an independent director, the Board of Directors has considered that he has fulfilled the independence criteria as required by the Stock Exchange of Thailand, the Securities and Exchange Commission, Thailand, and the Charter of the Audit Committee. He has served as an independent director for the Company for a period of 6 years. The Board of Directors has determined that he possesses the necessary knowledge, experience, and professional background to contribute effectively to the Company's operations. Furthermore, he meets all legal requirements related to independence criteria and relevant qualifications. His extensive experience will enhance the efficiency and diversity of the Board's composition.

The Board of Directors agreed to propose to the shareholders for re-election of the following 3 directors for another term to further develop the Company:

1. Mr. Panuwat Chalongkwamdee To be the independent director/ Chairman of the Corporate Governance and Sustainability Committee/ Audit Committee.
2. Mr. Lim Kiah Meng To be Non-Executive Director/ Chairman of the Board of Directors.
3. Mr. Somchai Sittichaisrichart To be Executive Director/ Managing Director.

The profiles of these 3 directors are provided in Attachment 3.



6. To consider and approve the remuneration of the Company's and the sub-committees' directors for the year 2024.

Reason and details: According to the Public Limited Companies Act B.E. 2535, Section 90 prohibits the Company from paying any money or other assets to the directors, except as remuneration according to the Company's Articles of Association.

Article 43 of the Company's Article of Association specifies that directors have the right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other remuneration as stipulated in the Articles of Association or consideration of the shareholders' meeting. The shareholders' meeting may determine a specific amount or set criteria, and such remuneration may be temporary or ongoing until further changes. Additionally, directors are entitled to receive allowances and various benefits according to the Company's regulations. This provision does not affect the rights of the Company's employees who have been appointed as directors to receive remuneration and benefits as employees of the Company.

Opinion from the Remuneration and Nomination Committee: The Remuneration and Nomination Committee has considered establishing remuneration for the Board of Directors and subcommittees, taking into account appropriateness according to best practices in setting director remuneration, as promoted by the Thai Institute of Directors (IOD), as follows:

1. Remuneration for directors is divided into two parts: monthly compensation and meeting allowances. Monthly compensation is paid to non-executive and independent directors only.
2. Consideration is given to the duties, responsibilities, and performance of the Board of Directors and subcommittees, the Company's performance, and industry practices.
3. The scope of responsibilities of the Board of Directors and subcommittees.

The Remuneration and Nomination Committee has clearly defined the process for director remuneration, considering the aforementioned criteria. The proposal for remuneration undergoes screening by the Remuneration and Nomination Committee before being presented to the Board of Directors. In the year 2024, the total remuneration for directors will not exceed 8,000,000 Baht, same as 2023. The committee has duly considered and proposed director compensation to the Board of Directors for further submission to the shareholders' meeting. Details of the remuneration criteria are outlined in the Annual Report, along with the following comparative table:

| Compensation Structure | 2024 (Proposing Year) | 2023 |
|---|--------------------------|-----------|
| Monthly Retaining Fee for the Board | | |
| ● Chairman of the Board of Directors | 36,000.00 | 36,000.00 |
| ● Director | 18,000.00 | 18,000.00 |
| <i>Remark: Excluding the Managing Director and Executive Directors, who already receive salaries as Management.</i> | | |
| Monthly Retaining Fee for the Audit Committee | | |
| ● Chairman of the Audit Committee | 32,500.00 | 32,500.00 |
| ● Audit Committee | 25,000.00 | 25,000.00 |

| Compensation Structure | 2024 (Proposing Year) | 2023 |
|---|--------------------------|-----------|
| Meeting Allowance for the Board of Directors | | |
| ● Chairman of the Board of Directors | 33,000.00 | 33,000.00 |
| ● Director | 22,000.00 | 22,000.00 |
| Meeting Allowance for the Audit Committee | | |
| ● Chairman of the Audit Committee | 20,000.00 | 20,000.00 |
| ● Audit Committee | 15,000.00 | 15,000.00 |
| Meeting Allowance for the Remuneration and Nomination Committee | | |
| ● Chairman of the Remuneration and Nomination Committee | 33,000.00 | 33,000.00 |
| ● Remuneration and Nomination Committee | 22,000.00 | 22,000.00 |
| Meeting Attendance Fee for the Risk Management Committee | | |
| ● Chairman of the Risk Management Committee | 33,000.00 | 33,000.00 |
| ● Risk Management Committee | 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 | 22,000.00 | 22,000.00 |
| Remarks: | | |
| <ol style="list-style-type: none"> 1. Special rewards will be given to non-executive directors annually based on performance, as determined by the Nomination and Remuneration Committee. 2. The Company does not have a policy of providing remuneration to the Board of Directors and subcommittees in the form of other benefits or non-monetary compensation, apart from position salaries, meeting allowances, and annual special rewards as proposed above. | | |

Opinion from the Board of Directors: The Board of Directors has considered, in accordance with the recommendations of the Remuneration and Nomination Committee and agreed to propose to the shareholders for approval the total compensation amount for directors for the fiscal year 2024. This includes monthly remuneration, meeting allowances, and annual special rewards for the Board of Directors and subcommittees, not exceeding a total of 8,000,000 Baht, as per the criteria set forth by the Remuneration and Nomination Committee.

7. To consider and approve the appointment of the Company's Auditor and the Audit Fee for the year 2024.

Reason and details: To comply with the Public Limited Company Act B.E. 2535, Section 120, which stipulates that at the Annual General Meeting of Shareholders, the appointment of Auditor and the determination of the audit fee for the Company shall be proposed by the Audit Committee.



Opinion from the Audit Committee: The Audit Committee considered the qualifications consist of reputation, reliability, knowledge, competence, 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 2024. 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 | 4 years |
| 2. Ms. Siriwan Nitdamrong | 5906 | Never sign the Financial Statements |
| 3. Ms. Natteera Pongpinitpinyo | 7362 | 2 years |

EY Office Limited and the proposed three 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, ensuring their independence in conducting audits and expressing opinions on the Company's Financial Statements.

The Board of Directors and the Audit Committee propose to the shareholders' meeting to approve the remuneration for the auditors for the fiscal year 2024 at an amount of 2,540,000 Baht, which is higher than the amount for the fiscal year 2023 for 270,000 Baht. This increase is attributed to inflation and changes in accounting standards, as well as increased emphasis on reducing the risk of fraud, resulting in auditors requiring more time and resources to perform their duties. The proposed remuneration does not include incidental expenses incurred during the audit process. EY Office Limited will continue to serve as the Auditor of the Company's subsidiaries. For subsidiaries audited by other audit firms, the Board of Directors will ensure that financial statements are prepared promptly as per the stipulated timeframe. 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, which is EY Office Limited, will be appointed to be the Auditor for the subsidiaries in 2024 (As detailed in the left Column) Ms. Satida Ratananurak or Ms. Siriwan Nitdamrong or Ms. Natheera Pongpinitpinyo |
| 2. Qool Distribution (Thailand) Co., Ltd. | Subsidiary | |
| 3. P T 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 | 2024 (Proposing year) | 2023 | 2022 |
|--|--------------------------|---------------------|---------------------|
| Fee for the annual audit report | 1,660,000 | 1,420,000.00 | 1,370,000.00 |
| Fee for the quarterly review report (3 quarters) | 630,000 | 600,000.00 | 600,000.00 |
| Fee for the Package Report | 250,000 | 250,000.00 | 250,000.00 |
| Total | 2,540,000 | 2,270,000.00 | 2,220,000.00 |
| Change Increase (Decrease) | 270,000 | 50,000 | 220,000.00 |
| Percentage Change Increase (Decrease) | 11.89 | 2.25 | 11.00 |
| Out of pocket expenses (Non – Audit Fee) | - | - | - |
| Total | 2,540,000 | 2,270,000.00 | 2,220,000.00 |
| Change Increase (Decrease) | 270,000 | 50,000 | 220,000.00 |
| Percentage Change Increase (Decrease) | 11.89 | 2.25 | 11.00 |

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

| Audit Fee | 2024 (Proposing year) | | | 2023 | | | 2022 | | |
|--|--------------------------|------------------------------------|--------------------------------|----------------|------------------------------------|--------------------------------|----------------|------------------------------------|--------------------------------|
| | 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 | 120,000 | 15,000 | 120,000 | 120,000 | 15,000 | 120,000 | 120,000 | 15,000 |
| Fee for the quarterly review report (3 quarters) | 30,000 | 30,000 | 0.00 | 30,000 | 30,000 | 0.00 | 30,000.00 | 30,000 | 0.00 |
| Total | 150,000 | 150,000 | 15,000 | 150,000 | 150,000 | 15,000.00 | 150,000 | 150,000 | 15,000 |
| Change Increase (Decrease) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (10,000.00) |
| Percentage Change Increase (Decrease) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (40.00) |

Opinion from the Board of Directors: The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders for consideration and approval of the appointment of Ms.Satida Ratananurak, Ms. Siriwan Nitdamrong and Ms. Natteera Pongpinitpinyo who are auditors from EY Office Limited to be the Auditors of the Company for the fiscal year 2024. Additionally, based on the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting of Shareholders to approve the audit fee for the fiscal year 2024 at an amount of 2,540,000 Baht, which is higher than the audit fee for the fiscal year 2023 by 270,000 Baht, excluding incidental expenses incurred during the audit process.



8. Questions and Answers.

Reason and details: To provide an opportunity for shareholders to inquire or provide feedback to the Company.

Opinion from the Board of Directors: Agreed to provide an opportunity for shareholders to inquire or provide feedback to the Company, as it will contribute to the ongoing improvement and development of the Company.

To promote good corporate governance practices, the Company has provided an opportunity for shareholders to submit proposals for consideration at the meeting and nominate individuals for election as directors at the Annual General Meeting of Shareholders for the year 2024. This opportunity was available from December 1st, 2023, to January 31st, 2024. Details, criteria, and procedures were disclosed on the Company's website at www.sisthai.com and through the Stock Exchange of Thailand's Electronic Listed Companies Information Disclosure system. During this period, no shareholder submitted any proposals for consideration at the meeting or nominated individuals for election as directors.

The Company invites shareholders to attend the meeting as per the date, time, and channel mentioned above. In the event that a shareholder wishes to appoint another individual or an independent director to participate in and vote on behalf of the shareholders' meeting of the Company, please fill in the proxy form attached to this invitation letter along with signature and necessary documents as specified in the attached documents prior to uploading the aforementioned documents into the electronic registration system according to the instructions for the meeting registration provided through the attached electronic system.

Furthermore, shareholders are encouraged to submit questions in advance to inquire about matters related to each agenda item or any other relevant information regarding the meeting to the Company. Questions can be submitted prior to the meeting date through the Company's website (www.sisthai.com) under the "Investor Relations" section, specifically under the subsections ***"Information for Shareholders"*** and ***"Submission of Questions prior to the Annual General Meeting of Shareholders"*** or via email to the Investor Relations Department at investorinfo@sisthai.com or the Company Secretary at companysecretary@sisthai.com. This will be beneficial for the Board of Directors and Management to prepare the necessary information for the shareholders' meeting. Shareholders can also indicate their desire to receive the Annual Report (Form 56-1 One Report) by contacting the Investor Relations Department or the Company Secretary via the email addresses provided.



In the event that the Company decides to change the meeting method, or set the date, time, and venue of the meeting, the Company will announce such news through the Stock Exchange of Thailand's information disclosure system and the Company's website to ensure that shareholders are informed in advance.

Best Regards,

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

(Mr. Somchai Sittichaisrichart)

Managing Director



Instructions for using QR codes for registration to attend the meeting and downloading meeting materials.

The Stock Exchange of Thailand, through Thailand Securities Depository Company Limited, as the securities registrar, has developed a system for delivering meeting documents and Annual Reports electronically in the form of QR codes instead of paper documents. This initiative aims to enhance efficiency, convenience, and speed for shareholders, as well as to contribute to the conservation of natural resources. Shareholders can download the information using the QR code following the steps outlined below:

For Android

1. Search for the program by selecting "QR BARCODE SCANNER"
2. Proceed to install the program, which requires an internet connection and takes approximately 2-3 minutes to complete. Once installed, open the program to use.
3. Upon opening the program, a menu with four options will be appeared. Select "Scan Barcode"
4. Scan the QR Code to download information related to the meeting.

Remarks: If preferential to not downloading the QR Code Reader application, QR codes can still be scanned using other applications such as LINE and Facebook.

For iOS

1. Search for the program by selecting "QR Code Reader for iPhone".
2. Proceed to install the program, which requires an internet connection and takes approximately 2-3 minutes to complete. Once installed, open the program to use.
3. Scan the QR Code to download information related to the meeting.

Remarks: If preferential to not downloading the QR Code Reader application, QR codes can still be scanned using other applications such as LINE and Facebook.



QR code for downloading the Annual Report (Form 56-1 One Report)
and Audited Financial Statements for the fiscal year ended December 31st, 2023.



Profile of individuals nominated for election as directors to replace directors who will retire by rotation in 2024

Mr. Panuwat Chalongkuamdee

Age 42 years. Nationality Thai.



Proposed Type of Director

- Independent Director.

Proposed Position

- Chairman of the Corporate Governance and Sustainability Committee.
- Audit Committee.

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

- February 21st, 2018.

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

- 6 years.

Education

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

Training

- Thailand Arbitration Center.
- Chairman Forum 2019: Successful Corporate Culture Change from Policy to Practices.
- Directors Accreditation Program (DAP).
- Strategic Board Master Class (SBM 11/2022).
- Managing the Partners/ Directors Masterclass Zoom 2022.
- R-CF – Chairman Forum (R-CF 1/2022).
- Director Certification Program (DCP335/2023).
- NDC – National Director Conference Class No. NDC 1/2023.
- Successful Formulation & Execution of Strategy (SFE43/2023).

Shareholding (as at December 31st, 2023)

- No shareholding in SiS Distribution (Thailand) PCL.

Working Experience and Position Held

Working Experience

- 2021 – Present Lecturers of Thai IOD
- 2020 – Present Partner at SRPP Law Co., Ltd.
- 2018 – Present Chairman of Corporate Governance and Sustainability Committee, SiS Distribution (Thailand) PCL.
- 2018 – Present Audit Committee, SiS Distribution (Thailand) PCL.



Positions Held in the Other Listed Companies

- Not holding positions as directors/ Management in other listed companies.

Positions Held in the Other Non-Listed Comp

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

Arbitration / Mediation Experience

- 2023 – Present Enlisted in the Panel of Arbitrators of Office of Insurance Commission (OIC)
- 2021 – Present Enlisted in the Panel of Arbitrators of Thai Arbitration Institute (TAI)
- 2021 – Present Enlisted in the Panel of Arbitrators of Thailand Arbitration Center (THAC)

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

- Not holding positions as directors/ Management in other companies that may cause conflict of interest or is the Company's competitor.

Meeting Attendance in 2023

- | | |
|--|-------------------------------|
| ● Attended the Board of Director Meeting | 9 meetings out of 9 meetings. |
| ● Attended the Audit Committee meeting | 6 meetings out of 6 meetings. |
| ● Attended the Corporate Governance and Sustainability Committee meeting | 2 meetings out of 2 meetings. |
| ● Attended the meeting between independent directors and Non-Executive Directors | 1 meeting out of 1 meeting. |
| ● Attend the meeting between the Audit Committee and the Auditor | 1 meeting out of 1 meeting. |
| ● Attend the 2023 Annual General Meeting of Shareholders | 1 meeting out of 1 meeting. |

Director Performance

- Contributed to shaping the vision, direction, goals, and strategies of the Company.
- Expressed the opinions on key strategies, financial goals, and ensured adherence to established plans.
- Expressed the opinions and recommendations to Management, internal audit, and internal control functions.
- Collaborated in establishing good corporate governance policies and ensured adherence to them, along with overseeing operational practices in line with these policies and Codes of Conduct.
- Participated in formulating sustainable development policies and guidelines for the benefit of all stakeholders.

The interest with the 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 relations with 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 Kiah Meng

Age 70 years. Nationality Singapore.



Proposed Type of Director

- Non – Executive Director.

Proposed Position

- Chairman of the Board of Directors.

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

- April 26th, 2013.

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

- 11 years

Education

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

Training

- Director Accreditation Program (DAP)
- Annual Regulatory Update
- 2023 Update changes to the Listing Rules and CG code, and the latest ESG requirement

Shareholding (as at December 31st, 2023)

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

Positions Held in the Other Listed Companies

- Not holding positions as directors/ Management in other listed companies.

Positions Held in the Other Non-Listed Comp

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



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

- Not holding positions as directors/ Management in other companies that may cause conflict of interest or is the Company's competitor.

Meeting Attendance in 2023

- Attended the Board of Director Meeting 9 meetings out of 9 meetings.
- Attended the meeting between Independent Directors and Non-Executive Directors 1 meeting out of 1 meeting.
- Attend the 2023 Annual General Meeting of Shareholders 1 meeting out of 1 meeting.

Director Performance

- Provided valuable insights for the development of business strategies and management approaches of the company, ensuring adherence to established plans.
- Contributed to shaping the vision, direction, goals, and strategies of the Company.
- Offered beneficial feedback and recommendations for the management to the Board of Directors.

The interest with the 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 relations with 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. Somchai Sittichaisrichart

Age 64 years. Nationality Thai.

Proposed Type of Director

- Executive Director.

Proposed Position

- Managing Director.

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

- March 1st, 2005.

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

- 19 years

Education

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

Training

- National Director Conference 2021: Leadership Behind Closed Door Invitation
- Independent Director Forum: “inside CEO Succession: Essential Guide for Board”
- Director Certification Program (DCP)
- Directors Accreditation Program (DAP)
- Successful Formulation & Execution the Strategy (SFE)
- Chartered Director Class (CDC)
- How to Measure the Success of Corporate Strategy (HMS)
- Anti-Corruption for Executive Program (ACEP)
- How to Develop a Risk Management Plan (HRP)
- CEO Succession and Effective Leadership Development
- IT Governance: A Strategic Path Forward
- What the Board Should Do in a Turnaround Situation
- Capital Market Leader Program (SEC/SASIN)
- Anti-Corruption in Thailand: Sustaining the Momentum
- Director Forum: Corporate Governance Code
- IOD Dinner Talk 2/2016 “Ten practical guidelines to improving board communication”
- Board Nomination and Compensation Program (BNCP On-Site) BNCP 7/2022
- CEO CLUB no. 1/2023 “Digital payment infrastructure for business
- PromptBiz System: Management Tools for Trade Payment & Supply Chain

Shareholding (as at December 31st, 2023)

- Indirectly holding 48,893,875 shares or 13.96% of the voting rights through Thai Alliance Co., Ltd.





Working Experience and Position Held

Working Experience

- 2015 – Present Risk Management Committee, SiS Distribution (Thailand) PCL
- 2013 – Present Corporate Governance Committee, SiS Distribution (Thailand) PCL.
- 2008 – Present Remuneration and Nomination Committee, SiS Distribution (Thailand) PCL.
- 2004 – Present Managing Director, SiS Distribution (Thailand) PCL.

Positions Held in the Other Listed Companies

- Not holding positions as directors/ Management in other listed companies.

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 – 2021 Director, Wiko Mobile (Thailand) Co., Ltd.
- 2010 – Present Director, Qool Distribution (Thailand) Co., Ltd.
(99.99% of total shares held by SiS Distribution (Thailand) PCL.)
- 2009 – Present Director, SiS Venture Co., Ltd.
(99.99% of total shares held by SiS Distribution (Thailand) PCL.)

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

- Not holding positions as directors/ Management in other companies that may cause conflict of interest or is the Company's competitor.

Meeting Attendance in 2023

- Attended the Board of Director Meeting 9 meetings out of 9 meetings.
- Attended the Remuneration and Nomination Committee Meeting 2 meetings out of 2 meetings.
- Attended the Corporate Governance and Sustainability Committee Meeting 2 meetings out of 2 meetings.
- Attended the Risk Management Committee Meeting 2 meetings out of 2 meetings.
- Attend the 2023 Annual General Meeting of Shareholders 1 meeting out of 1 meeting.

Director Performance

- Participated in offering insights and providing recommendations for management during the Board of Directors' meetings.
- Collaborated in formulating business strategies and management approaches for the Company.
- Managed operations and ensured alignment with established strategies and objectives.
- Contributed to the consideration and feedback on remuneration for the Board of Directors and subcommittees.
- Participated in the review, establishment, and feedback on succession plans.
- Assisted in setting corporate governance policies and ensuring adherence to them, including business ethics.
- Contributed to the development of sustainable policies and guidelines for the benefit of stakeholders.
- Provided feedback on organizational risk management plans.



The interest with the 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 relations with 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.

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.

Information on independent directors designated by the Company as proxies for shareholders.

As the Company has scheduled the 2024 Annual General Meeting of Shareholders on Friday, April 26th, 2024, in case the shareholders are unable to attend the meeting, the shareholders may appoint a proxy to be representative. This proxy can be any one of the independent directors as follows:

Ms. Sudaporn Tawapee

Age 53 years. **Nationality** Thai.

Type of Director

- Independent Director.

Position

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

Number of Year of Independent Directorship

- 6 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 December 31st, 2023)

- No shareholding in SIS Distribution (Thailand) PCL.

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

- No special benefits or privileges that differ from other directors, except for the agenda to consider and approve director remuneration, which is an attendance fee allocated to all directors according to normal criteria.

Contact Address

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



Assoc. Prof. Dr. Rojanasak Chomvilailuk

Age 61 years. **Nationality** Thai.

Type of Director

- Independent Director.

Position

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



Number of Year of Independent Directorship

- 20 years

Education

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

Shareholding (as at December 31st, 2023)

- No shareholding in SIS Distribution (Thailand) PCL.

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

- No special benefits or privileges that differ from other directors, except for the agenda to consider and approve director remuneration, which is an attendance fee allocated to all directors according to normal criteria.

Contact Address

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



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

Shareholders' Meeting

Article 19 The Board of Directors shall ensure that there is an Annual General Meeting of shareholders held within four months from the end of the Company's fiscal year.

Any shareholders' meetings held at other times, in addition to the aforementioned annual meeting, are referred to as Extraordinary General Meeting.

Article 20 The Board of Directors may convene an Extraordinary General Meeting whenever it deems appropriate or when one or more shareholders, collectively owning not less than 10% of the total issued shares, request in writing to convene such meeting. In such cases, the Board of Directors shall specify the subject matter and reasons for the requested meeting clearly in the notice. In this event, the Board of Directors shall arrange for the meeting to be held within forty-five days from the date of receiving the written request from the shareholders.

If the Board of Directors fails to convene the meeting within the specified timeframe as stated in the 1st paragraph, the shareholders, collectively owning shares as stipulated, may convene the meeting themselves within forty-five days from the expiration of the specified timeframe. In such cases, the meeting will be deemed as a shareholder-called meeting, and the Company shall bear the necessary expenses incurred for convening the meeting and provide reasonable facilitation.

If it is found that a shareholders' meeting is called due to shareholders' requests as per the 2nd paragraph, and some shareholders do not attend, resulting in an incomplete quorum as prescribed in Section 103, those shareholders as per the 2nd paragraph must collectively bear the expenses incurred for convening the meeting for that instance.

Article 21 During a shareholders' meeting, there shall be at least twenty-five shareholders or their proxies (if any) present, representing not less than one-third of the total number of shareholders, and the total combined shares must be at least one-third of the total number of issued shares to constitute a quorum unless otherwise stipulated by Public Company Limited laws.

Article 22 At a shareholders' meeting, the Chairman of the Board of Directors shall be the Chairman of the meeting. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice-Chairman of the Board of Directors shall act as chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to perform their duties, the shareholders present at the meeting shall elect one shareholder to act as Chairman of the meeting.

Article 23 During a shareholders' meeting, a shareholder may appoint a person who has attained legal age to attend the meeting and vote on their behalf. The appointment of a proxy must be made in writing, signed by the appointing shareholder. The proxy appointment may be made electronically or by any other method as specified by law and provided to the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors, through the designated channels before the proxy holder attends the meeting. The proxy appointment letter shall be in the form prescribed by the registrar under the law of public company limited.

In voting, the proxy holder shall be deemed to have the same number of voting rights as the total number of voting rights of the appointing shareholder, unless the proxy holder declares at the meeting before voting that they will vote differently. The proxy appointments of some appointing shareholders may specify the name of the proxy holder and the number of shares held by the appointing shareholder.



Article 24 In the absence of regulations or public company limited laws, other provisions shall apply. Any resolution at a shareholders' meeting shall be decided by the majority of votes of the shareholders present and entitled to vote. In the event of a tie, the Chairman of the meeting shall cast an additional deciding vote.

In voting, whether by open disclosure or secret ballot, each shareholder shall have voting rights equal to the remaining shares, with each share considered as one vote.

The provision in the 2nd paragraph, where one share equals one vote, shall not apply in cases where the Company issues preference shares with limited voting rights.

Voting shall be conducted openly, unless requested by at least five shareholders, in which case the meeting may resolve to vote by secret ballot. The method of secret voting shall be determined by the chairman of the meeting.

Article 25 Resolutions at shareholders' meetings in the following cases shall require at least three-fourths of the total votes of the shareholders present and entitled to vote:

- (1) Selling or transferring of the whole or an essential element of the Company's business to other parties.
- (2) Purchasing or receiving the business of another company or private entity as the property of the Company.
- (3) Making, amending, or terminating contracts related to leasing the entire or significant parts of the whole or essential elements of the Company's business, appointing others to manage the Company's business, or merging the Company's business with others with the objective of profit or loss sharing.

Article 26 Any resolution in which a shareholder has a special interest shall prohibit that shareholder from voting on that resolution, except in the case of voting to elect directors.

Article 27 Summon for a shareholders' meeting, the Board of Directors shall prepare a writing notice specifying the location, date, time, agenda, and matters to be presented at the meeting, along with details as appropriate, indicating clearly whether it is for information, approval, or consideration, as well as the Board of Directors' opinion on the matter. This notice shall be sent to shareholders and the registrar no less than seven days before the meeting. Additionally, the meeting notice shall be advertised in newspapers, electronic media, or any other method as prescribed by law for three consecutive days, at least three days prior to the meeting.

The meeting notice shall be delivered directly to the recipient or their representatives, sent by registered mail, transmitted electronically, or by any other method as prescribed by law.

The Board of Directors shall determine the meeting venue as stipulated in the 1st paragraph.

Article 28 If a shareholders' meeting is called for a specific time, and one hour has passed beyond that scheduled time, but the number of shareholders and the number of shares represented at the meeting are still insufficient to constitute a quorum, and if the meeting was called at the request of shareholders, the meeting shall be adjourned and suspended. If the meeting is called by the board of directors, a new meeting shall be called, with notice sent to shareholders no less than seven days before the meeting. Subsequent meetings after this shall not require a full quorum.



Article 29 The Chairman at a shareholders' meeting has the duty to control the meeting to comply with the Company's Article of Association regarding meetings. In this regard, the meeting must proceed in accordance with the agenda specified in the notice of the meeting, unless the meeting resolves to change the agenda by a vote of not less than two-thirds of the total number of shareholders present at the meeting.

Once the meeting has completed the deliberation according to the 1st paragraph and shareholders representing not less than one-third of the total number of shares issued are present, additional matters may be considered apart from those specified in the notice of the meeting.

In cases where the meeting fails to complete the deliberation of agenda items in accordance with the 1st paragraph or fails to conclude consideration of matters proposed by shareholders in accordance with the 2nd paragraph, the meeting may be adjourned as necessary. The Board of Directors shall then determine the time, date, and place for the next meeting, and the Board of Directors shall send a notice of the meeting specifying the venue, date, time, and agenda to the shareholders no less than seven days before the meeting. Additionally, an advertisement of the meeting shall be made in newspapers, electronic media, or any other method prescribed by law, no less than three days before the meeting.



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 channels for shareholders to register to attend the Annual General Meeting of Shareholders in advance through electronic media. The shareholders can register and attach registration documents through the website or QR code displayed below from April 17th, 2024, 09:00 hrs., to April 26th, 2024, 12:00 hrs. Instructions for registration can be found in the e-Shareholder Meeting System User Manual., provided as Attachment no.10.

Website:

<https://portal.eservice.setgroup.or.th/Account/Login?refer=x%2fVFPxOKws%2fnuciaJjVkyC%2bFsDloP6BK79azv%2fX6Dv6UMi0EqR9YrO%3d%3d>

QR Code:



2. Participation via E-meeting

On the meeting day, the Company will initiate the system to allow shareholders to access the E-meeting room starting from 13:00 hrs. on April 26th, 2024. Shareholders can familiarize themselves with the meeting participation process through the e-Shareholder Meeting System User Manual, which is included as Attachment no.10.

3. Documents Verifying Eligibility to Attend the Meeting

Participants are required to prepare the following documentation for registration and participation in the E-meeting and follow instruction in e-Shareholder Meeting System User Manual in Attachment no.10.

For Individual Thai Shareholders

3.1 In the case where shareholders attend the meeting themselves via E-meeting

3.1.1 A valid official identification document issued by government agencies, displaying a photograph, name, and surname of the shareholders. Examples include National ID card, Government Officer ID card, Driver's License, or Passport. In case of a name or surname change, supporting evidence must be provided.

3.2 In case of proxy appointment

3.2.1 Any Proxy Form attached with the Invitation letter, has been completed with all required information, and bears the signatures of both the grantor and the grantee of the proxy.

- 3.2.2 Copy of the official identification document issued by government agencies for the shareholder as per item 3.1.1, with the shareholder's certified signature confirming the authenticity of the copy.
- 3.2.3 Copy of the official identification document issued by government agencies for the proxy holder, as per item 3.1.1.

For Thai-registered corporate shareholders

3.3 In the case where authorized representatives of corporate entities participate in the meeting themselves via E-meeting.

- 3.3.1 Official identification document issued by government agencies for the corporate representative, similar to the requirements for individual shareholders as per section 3.1.1.
- 3.3.2 Copy of the Certificate of Registration of the corporate shareholder, certified as a true copy by the corporate representative, with a statement indicating that the corporate representative attending the meeting has the authority to act on behalf of the corporate shareholder.

3.4 In case of proxy appointment

- 3.4.1 Proxy Form attached with the Invitation letter, has been completed with all required information, and bears the signatures of both the grantor and the grantee of the proxy.
- 3.4.2 Copy of the Certificate of Registration of the corporate shareholder, certified as a true copy by the corporate representative, with a statement indicating that the corporate representative signing the proxy authorization letter has the authority to act on behalf of the corporate shareholder.
- 3.4.3 Copy of the official identification document issued by government agencies for the proxy holder, similar to the requirements for individual shareholders as per item 3.1.1.
- 3.4.4 Copy of the official identification document issued by government agencies for the corporate representative who signed the proxy authorization letter, similar to the requirements for individual shareholders as per item 3.1.1, with the corporate representative's certified signature confirming the authenticity of the copy.

Individual shareholders who are not Thai nationals or corporate entities established under foreign laws.

Please prepare documents similar to those required for individual shareholders and corporate shareholders. The following documents should be used as evidence, depending on the case:

- Copy of the passport of the shareholder or the representative of the corporate entity or the proxy holder (as applicable), certified as a true copy.
- Copy of the Certificate of Registration of the corporate shareholder issued by the governmental authority of the country where the corporate entity is registered, certified as a true copy by the corporate representative. This document shall include details such as the name of the corporate entity, the authorized signatory of the corporate entity, and any conditions or restrictions on the authority to sign on behalf of the corporate entity, including the registered office address.



- Any documents not originally in English shall be translated into English, and the translated documents shall be provided along with the original documents. The shareholder or the representative of the corporate entity must certify the accuracy of the translation.

Shareholders who are foreign investors and appoint a custodian in Thailand to act as a depository and caretaker of the shares.

- Documents similar to those required for corporate entities.
- Power of Attorney from the shareholder appointing the custodian to sign the proxy authorization letter on their behalf.
- Confirmation letter stating that the signatory in the proxy authorization letter is authorized to conduct custodian business.

4. Contact Channels for Registration Inquiry

Shareholders can contact for further inquiries regarding the registration process for participating in the meeting through the following channels:

Company Secretary

- SiS Distribution (Thailand) Public Company Limited.
- 9 Pakin Building, 9th Floor, Room No.901, Ratchadaphisek Road, Din Daeng, Bangkok 10400.
- E-mail : companysecretary@sisthai.com
- Tel : +66 2020 3316



Privacy Notice

SiS Distribution (Thailand) Public Company Limited ("the Company") acknowledges the importance of personal data of shareholders and/or proxies. Therefore, the Company hereby provide the following information to comply with the Personal Data Protection Act B.E. 2562.

- 1. Personal Data Collected by the Company:** The Company directly collects and gathers personal data from shareholders, proxies, and/or any other individuals who participate in shareholder meetings, as well as from the Thailand Securities Depository Company Limited, appointed by the Company to act as its registrar. The registrar is responsible for maintaining accurate, complete, and up-to-date shareholder registers. Personal data includes:
 - 1.1 General personal information such as name, surname, national identification number or passport number, date of birth, gender, nationality, shareholder registration number, number of shares, photographs, and video recordings from the event.
 - 1.2 Contact information such as address, telephone number, and email address.

- 2. Objectives of Data Collection, Use, and Disclosure:** The Company collects, uses, and discloses personal data for the following purposes:
 - 2.1 Organizing and conducting shareholder meetings in compliance with the Company's Article of Association, as well as laws, regulations, and criteria set by the authorities regarding meeting arrangements, including preparing meeting reports.
 - 2.2 Recording audio and video for meetings, capturing still images and videos of the proceedings as evidence of the meetings, and for media relations in print and electronic media.
 - 2.3 Distributing Annual Report (Form 56-1 One Report) and/or Financial Statements to shareholders or proxies as requested.
 - 2.4 Personal data of shareholders, proxies, and/ or any other individuals participating in shareholder meetings are kept confidential under legal provisions, and disclosure of such personal data is only for the purposes specified in this document. The Company may disclose personal data to relevant parties, including but not limited to service providers or consultants involved in meeting arrangements, document delivery, and printing services, technology service providers essential for service delivery, relevant public health and disease prevention agencies, and government agencies and officials empowered by law.

- 3. Rights of Personal Data Owner:** Personal data owners have rights as prescribed in the Personal Data Protection Act B.E. 2562, including the right to withdraw consent, the right to inspect, access, and receive personal data, the right to request correction of inaccurate or incomplete personal data, the right to request deletion or destruction of personal data, the right to request suspension of personal data usage, the right to request data transfer according to legal procedures, the right to file complaints, and the right to object to the collection, use, or disclosure of personal data related to themselves. However, if the personal data owner does not provide necessary information to the Company as specified in this document for the stated purposes, they may be restricted from participating in shareholder meetings or requesting documents, etc.



4. Duration of Personal Data Retention: The Company will retain personal data in accordance with item 1 for the period as required by relevant laws and/or as necessary to achieve the purposes stated in this document.

5. Contacting the Company to Exercise Rights of Personal Data Owner:

- Company Secretary
- SiS Distribution (Thailand) Public Company Limited
- 9 Pakin Building, 9th Floor, Room No.901, Ratchadaphisek Road, Din Daeng, Bangkok 10400
- E-mail : companysecretary@sisthai.com
- Tel : +66 2020 3316



Instruction for voting in the Annual General Meeting of Shareholders

For voting in each agenda item, according to Article 24 of the Company's Articles of Association, voting, whether by open ballot or secret ballot, shall entitle shareholders to vote in proportion with the number of shares held and shares received under proxy. Each share shall be considered as one vote.

Voting will be conducted electronically, and shareholders will have the option to vote on each agenda item with three choices: **"Agree," "Disagree,"** and **"Abstain."** This will be an open ballot voting system, and voting results will be displayed on the meeting screen. In the absence of regulations or laws specifying otherwise for Company's Article of Association or public company limited laws, voting on any resolution at the meeting shall be based on the majority of votes from attending shareholders who are entitled to vote. In the event of a tie, the chairman of the meeting shall cast an additional deciding vote as a casting vote.

Criteria for Voting

1. For General Agenda

- 1.1 Voting on each agenda shall be conducted openly, with one vote per share. Shareholders or proxies must cast their vote by choosing one of the following options: **"Agree," "Disagree,"** or **"Abstain"**. Partial voting is not allowed (except for custodians). If a shareholder or proxy fails to select any voting option, their vote shall be considered as **"Agree"**.
- 1.2 In case of proxies
 - 1.2.1 Proxies must vote according to the instructions specified in the proxy form. Any vote by a proxy that does not comply with the instructions in the proxy form shall be deemed invalid and not considered as the shareholder's vote.
 - 1.2.2 If the proxy fails to specify the voting intention for any agenda item in the proxy form, or if it is unclear, or in cases where matters not specified in the proxy form are being considered or resolved at the meeting, including instances of changes or additions to any material facts, the proxy has the right to consider and vote as deemed appropriate.

2. For the Election of Directors Agenda

- 2.1 In the election of directors, voting shall be conducted by individual votes for each candidate, and shareholders have the right to elect individuals nominated as directors, not exceeding the number of directors to be elected at that time. The votes cannot be divided.
- 2.2 In cases where individuals nominated for the next position have an equal number of votes, which would exceed the number of directors to be elected at that time, the Chairman of the meeting shall cast an additional vote as a casting vote to ensure the appropriate number of directors to be elected at that time.



3. Voting Instruction

- 3.1 Shareholders can familiarize themselves with the voting process through the e-Shareholder Meeting System User Manual provided as Attachment no.10.
- 3.2 Prior to voting on each agenda item, the Chairman of the meeting will inquire whether shareholders agree, disagree, or abstain from voting. Shareholders are requested to select either **"Agree," "Disagree,"** or **"Abstain"** for each agenda item. Each agenda item will have a voting period of 1 minute. If a shareholder or proxy holder fails to select any voting option, it will be considered that the shareholder or proxy holder has voted **"Agree"**.
- 3.3 The staff will collect the votes and display them for shareholders. Once the process is completed, the voting results will be announced to the shareholders.
- 3.4 Shareholders attending the meeting in person and proxy holders will not be able to split their votes for each agenda item.
- 3.5 For the agenda regarding the election of directors to replace those who will retire by rotation, the Company will temporarily suspend registration for attendance at the meeting to ensure an accurate vote count. For this agenda, individual voting will be conducted to align with the good corporate governance policy. All attendees are required to vote on this agenda item, whether it be **"Agree," "Disagree,"** or **"Abstain"**.



QR Code for downloading e-Shareholder Meeting System User Manual

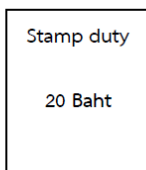
The Company has opted to use the services provided by the Digital Access Platform Company Limited or DAP, which comply with the standards set forth in the Emergency Decree on Electronic Meetings, B.E. 2563 and the announcement of the Ministry of Digital Economy and Society regarding Standards for Maintaining Security of Meetings via Electronic Means. The shareholders can download e-Shareholder Meeting System User Manual through the following channels.

Website

<https://www.set.or.th/th/dap/services/e-shareholder-meeting>

QR Code:





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 and 5)

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. Assoc. Prof. Dr. Rojanasak Chomvilailuk as the Company's independent director age 61 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 2024 Annual General Meeting of the Shareholders on April 26th, 2024, 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 follows:

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

Agenda 2 To consider and acknowledge the Annual Report (56-1 One Report) and the Board of Directors report on the Company's performance for the year 2023. (No vote in this agenda)

■ ■ ■

Agenda 3 To consider and approve the audited Financial Statements for the year ended December 31st, 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 4 To consider and approve the allocation of net profit for the Legal Reserve and Dividend Payment for the year 2024 (From 2023 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 2024.

- (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 Mr. Panuwat Chalongkwamdee
 Agree Disagree Abstain
 - Director's name Mr. Lim Kiah Meng
 Agree Disagree Abstain
 - Director's name Mr. Somchai Sittichaisrichart
 Agree Disagree Abstain

Agenda 6 To consider and approve the remuneration of Company's and the sub-committees' directors for the year 2024.

- (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 2024.

- (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 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
(_____)

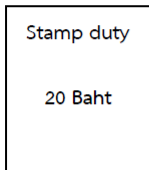
Signature _____ Proxy Holder
(_____)

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. The agenda for electing directors allows for either the election of a full slate of directors or the selection of directors on an individual basis.



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

(The shareholder can appoint the Company's independent director whose details are listed on attached no.4 and 5)

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. **Assoc. Prof. Dr. Rojanasak Chomvilailuk** as the Company's independent director **age** 61 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 2024 Annual General Meeting of the Shareholders on April 26th, 2024, at 14:00 hrs. via E – Meeting or on the date, times and at the venue as may be postponed or changed.

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

- (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.



(4) 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 Annual Report (56-1 One Report) and the Board of Directors report on the Company's performance for the year 2023. (No vote in this agenda)

Agenda 3 To consider and approve the audited Financial Statements for the year ended December 31st, 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 4 To consider and approve the allocation of net profit for the Legal Reserve and Dividend Payment for the year 2024 (From 2023 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 2024.

(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 Mr. Panuwat Chalongkwamdee

Agree Disagree Abstain

• Director's name Mr. Lim Kiah Meng

Agree Disagree Abstain

• Director's name Mr. Somchai Sittichaisrichart

Agree Disagree Abstain

Agenda 6 To consider and approve the remuneration of Company's and the sub-committees' directors for the year 2024.

(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 2024.



- (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 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.