



Criteria for Shareholders to Nominate Candidates for Election to the Board of Directors at the 2025 Annual General Meeting of Shareholders

Objectives

SiS Distribution (Thailand) Public Company Limited (“the Company”) places great importance on equitable treatment for all shareholders. To promote transparency and fairness in compliance with corporate governance principles, the Company provides an opportunity for shareholders to nominate candidates for consideration to be elected as the directors in advance. The Company has established clear and transparent procedures, criteria, and methods for such nominations, as outlined below:

Qualifications of Shareholders to Nominate Candidates for Consideration to be Elected as Directors

Shareholders who wish to nominate candidates for election as directors must meet the following qualifications:

1. Must be a shareholder of the Company, either individually or collectively with other shareholders. The total shareholding must not be less than 3% of the total shares with voting rights.
2. Shareholders must hold shares in the proportion specified in Item 1 continuously, from the date of acquiring such shares until the date the agenda proposal is submitted, for a period of no less than 12 months.

Conditions for Nominate Candidates for Consideration to be Elected as Directors

Shareholders who meet the required qualifications must complete the “**Nomination Form for Candidates to be Considered for Election as the Directors at the 2025 Annual General Meeting of Shareholders**”, sign the form, and attach with evidence of shareholding and relevant documents with any supporting materials that may assist the Board of Directors in their consideration. The complete set of documents must be submitted to the Company via registered mail or email at the address provided below no later than January 31st, 2025.

In case of joint submissions by multiple shareholders, each shareholder must complete and sign the “**Nomination Form for Candidates to be Considered for Election as the Directors at the 2025 Annual General Meeting of Shareholders**” as evidence. All forms and signatures must be compiled into a single set. A representative must be designated to act as the primary contact person on behalf of the group, with their name clearly indicated in the submission. Communication with the designated representative will be deemed as communication with all shareholders in the group.

Each nomination proposal must be submitted using a separate Nomination Form, with all required documents attached. The complete set must be sent to the Company via registered mail or email at the address provided below no later than January 31st, 2025.



Ref. OS 2024/020

Address for submitting via registered mail: Company Secretary
9 Pakin Building, 9th Floor, Room No.901, Ratchadaphisek
Road, Din Daeng, Din Daeng, Bangkok 10400
Tel: +662 020 3316

E-mail Address: CompanySecretary@sisthai.com

Qualifications of a Nominee for Consideration to be Elected as Directors

Candidates nominated for consideration to be elected as directors must possess the following qualifications and must not have any prohibited characteristics:

1. Fully meet the qualifications and not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and the Company's corporate governance standards. If nominated for the position of independent director, the nominee must meet all qualifications and definitions of an independent director.
2. Possess knowledge and expertise beneficial to the Company's business, which may include knowledge of equipment and computer operating systems, finance, accounting, marketing, services, business management, and law.
3. Must not have conflict of interest with the Company as:
 - 3.1 Engaging in business, being a partner, or serving as a director of any private or public company that operates in the same business or competes with the Company's business or being a party to a contract that has a conflicting interest with the Company.
 - 3.2 Any other situations specified under the Public Limited Companies Act and/or relevant laws.
4. Possess sufficient time, knowledge, competence, independence, caution, integrity, and good health to devote to the Company's business. The nominee must be able to fully dedicate time to the Company, both during and outside of meeting times, attend Board meetings regularly, actively participate in discussions, and provide useful input. The nominee must also be able to perform other tasks assigned by the Board of Directors.

The Company Secretary will present the list of nominated candidates to the Remuneration and Nomination Committee for screening according to the nomination process and will notify the results by February 2025. For those who meet the screening criteria, the Company Secretary will submit the names to the Board of Directors for final acceptance. Once accepted by the Board of Directors, the names will be included in the agenda for the election of directors, along with the Board of Directors' comments.

The Company reserves the right not to consider any documents if shareholders provide incomplete or incorrect information, if they cannot be contacted, if the nominees do not meet the qualifications, if the nominees refuse to undergo a background check, or if the required documents are not submitted by the deadline.



Ref. OS 2024/020

**Nomination Form for Candidates to be Considered for Election as the Directors
at the 2025 Annual General Meeting of Shareholders**

- (1) I am (Mr./Mrs./Miss) being the shareholder of SiS Distribution (Thailand) Public Company Limited, holding.....shares, resident at MooVillage / Building Road.....Sub district District.....Province Zip Code Mobile phone number.....Home/office phone number..... E-mail address (if any).....
- (2) I wish to nominate Mr./Mrs./Miss....., aged.....years, for consideration for the election of directors. This person possesses all the necessary qualifications and does not have any disqualifying characteristics according to the criteria. I am submitting this proposal with the explicit consent of the nominated candidates. Enclosed, please find supporting documents for consideration, including educational background, work history, and additional pertinent information. All documents are duly signed and certified for accuracy. The total number of submitted pages is.....page(s).
- (3) I hereby appoint Mr./Mrs./Miss to act on my behalf to liaise with the Company, under the conditions of nominating candidates for consideration for the election of directors, as mentioned above.

I hereby certify that the text, information, shareholding evidence, and additional supporting documents in every copy are true and accurate in every respect. I also consent to the Company disclosing this information and supporting documents to any party as evidence of this matter. I have affixed my signature as evidence below.

..... (Shareholder)
(.....)
Date

- (3) I, Mr./Mrs./Miss, hereby acknowledge and certify that I have been nominated for director election in accordance with Clause (2). I affirm that I possess the complete qualifications and do not have any disqualifying characteristics as per the criteria set by the regulatory authorities. I willingly consent to providing personal information and authorizing the verification of the aforementioned details by the relevant regulatory bodies. This certification is supported by my signature below.

..... (Person Nominated)
(.....)
Date



Ref. OS 2024/020

The nominator of candidate for consideration for the election of directors must submit documentation as follows:

- Shareholders must attach evidence of shareholding, such as the certificate of shareholding issued by the securities companies or any other evidence from the Thailand Securities Depository Company Limited, or the Stock Exchange of Thailand (SET) or copy of Securities Paper and certified true copies by such shareholders.
- In the case of individual shareholders, it is required to attach a copy of the national ID card or a copy of the passport (for foreign nationals) that is still valid, along with a signed certification verifying the correctness of the copy.
- In the case of a legal entity, it is necessary to attach a copy of the corporate certificate and a copy of the national ID card or a copy of the passport (for foreign nationals) that is still valid for the authorized signatory of the legal entity. The authorized signatory, whose signature appears on this proposal form, must also sign a certification confirming the accuracy of the attached copy.
- In the event that a shareholder has made changes to their title, first name, or last name, it is necessary to attach supporting documentation for the aforementioned changes. Additionally, a certified verification of the accuracy of the attached copy is required.
- Any other documents deemed necessary for consideration or selection.