

Notice of the 2019
Annual General Meeting of Shareholders



SISB Public Company Limited

Thursday 18 April 2019 at 10.00 hrs

Registration at 8.00 hrs

Silpapirom Creative Arts and Media Centre
of Singapore International School of Bangkok
at 498/14 Soi Ramkhamheang 39 (Tepleela 1),
Wangthonglang, Wangthonglang, Bangkok 10310

*To the convenience of shareholders and proxies attending, please bring along
invitation letter, registration form, proxy form, identification card and
government issued documentation to certify self to attend the meeting*

18 March 2019

Subject: Notice of the 2019 Annual General Meeting of Shareholders
Attention: Shareholders of SISB Public Company Limited

- Enclosures
1. Registration Form
 2. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2018
 3. Annual report 2018 comprising the consolidated financial statement ended as at 31 December 2018 in the form of QR-Code
 4. Profiles of the nominated directors to replace those retired by rotation
 5. Definition of the Independent Director
 6. Profiles of the Company's auditor for the year 2019
 7. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
 8. The Company's articles of association relating to shareholders' meeting
 9. Proxy form
 10. Profiles of Independent Directors proposed as proxies by the Company
 11. Procedures for attending the 2019 Annual General Meeting of Shareholders
 12. Map of the venue for the meeting

The Board of Directors of SISB Public Company Limited ("**the Company**") has resolved to hold the 2019 Annual General Meeting of Shareholders on 18 April 2019 at 10.00 hrs., at Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no. 498/14, Soi Ramkhamhaeng 39 (Tepleela 1), Wangthonglang, Wangthonglang, Bangkok, to consider matters under the agendas as follows:

Agenda 1. To certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2018

Facts and Rationale

The Extraordinary General Meeting of Shareholders No. 2/2018 of the Company was held on 12 October 2018 which the minutes was accurately recorded as the meeting resolution.

Board's Opinion

The Board recommends that the Minutes of the Extraordinary General Meeting of Shareholders No.2/2018 held on 12 October 2018, with the copy of minute appeared in Enclosure No. 2, be proposed to the AGM for further consideration.

Resolution

This agenda requires the majority of the total votes of the shareholders in attendance and exercise their votes.

Agenda 2.

To acknowledge the report on the Company's operating result as at the year 2018

Facts and Rationale

Summary of the Company's operating results and its subsidiaries for the fiscal year ended on 31 December 2018:

	Unit: Million Baht
Current assets	942,058,616
Total assets	2,425,306,998
Current liabilities	523,698,737
Total liabilities	827,288,780
Sales revenue	947,353,511
Net Profit	103,519,205

Detailed information on the Company's operating results and its subsidiary has been provided in the Annual Report 2018 in the QR-Code format, attached hereto (see detail in Enclosure 3).

Board's Opinion

The Board recommends that the Company's operating results and its subsidiaries for the year 2018, details appeared in Enclosure No. 3, be proposed to the AGM for further consideration.

Resolution

Notice to acknowledge, there is no resolution for this agenda.

Agenda 3.

To consider and approve the consolidated financial statements for the year ended 31 December 2018

Facts and Rationale

According to the Public Companies Limited Act B.E. 2535 (1992), Section 112 requires the board of directors must cause to be made a balance-sheet (statement of financial position) and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to their submission to a meeting of shareholders for consideration and approval.

The Board of Directors provided the audited financial statements for the fiscal year ending 31 December 2018 which reviewed by the Audit Committee to propose to the meeting to consider and approve to comply with the Public Companies Limited Act B.E. 2535 (1992) (see details in Enclosure 3).

Board's Opinion

The Board recommends that the audited consolidated financial statements as of the end of 31 December 2018 be proposed to the AGM for further consideration. Details are as shown in the Annual Report attached hereto (Enclosure No. 3).

Resolution

This agenda requires the majority of the total votes of the shareholders in attendance and exercise their votes.

- Agenda 4. To consider and approve the non-payment of dividend in respect of the Company's operating results ended as at 31 December 2018

Facts and Rationale

The company has the policy to pay dividends at a rate of not less than 40% of the net profit from the separate financial statements of the Company after income tax and legal reserves. Nevertheless, the Company may consider paying dividends different from the policy set, depending on the operating results, financial position, and liquidity, the need of working capital in business operations, business expansion, including economic conditions.

According to the Public Companies Limited Act B.E. 2535 (1992), Section 115, that the Company must pay dividends from its profit only and in case the Company still has an accumulated loss, no dividend shall be paid. In respect of the Company's operating results and the consolidated financial statement for the fiscal year ended 31 December 2018, the Company had a net profit in the number of Baht 103,519,205, as well as the audited separate financial statements for the fiscal year ended 31 December 2018, the Company had a net profit of Baht 103,519,194. However, there is retained loss of Baht 71,013,064.

In addition, the Company had the operating loss so that no need to allocate profits to be a legal reserve fund.

Board's Opinion

The Board recommends that the non-payment of dividend due to the Company had the retained losses from its operating, be proposed to the AGM for further consideration.

Resolution

This agenda requires the majority of the total votes of the shareholders in attendance and exercise their votes.

- Agenda 5. To consider and approve the transfer of appropriated legal reserve and share premium in compensation for retained loss of the Company

Facts and Rationale

According to the Public Companies Limited Act B.E. 2535, Section 119 determines that the company may, upon approval by a meeting of shareholders, transfer of appropriated the legal reserve and the share premium in compensation for its retained loss.

Although on the audited separate financial statements for the fiscal year ended 31 December 2018 the Company had a net profit in the amount of Bath 103,519,205, there is the retained loss of Baht 71,013,064 as well. Therefore, the Company cannot pay dividends to shareholders.

According to the separate financial statements for the fiscal year ended December 31, 2018, the Company has a legal reserve amount of Baht 21,720,000 and the share premium amount of Baht 49,293,064. The Company, therefore, wishes to apply legal reserves fund and the share premium to compensate the retained losses amount of Baht 71,013,064 as of 31 December 2018.

Board's Opinion

The Board recommends that the transfer of legal reserve in the amount of Baht 21,720,000 and the share premium of Baht 49,293,064 to compensate its retained loss of Baht 71,013,064, as at 31 December 2018 be proposed to the shareholders meeting for further consideration and approval. After the transaction, the Company shall not have retained loss remaining.

Resolution

This agenda requires the majority of the total votes of the shareholders in attendance and exercise their votes.

Agenda 6.

To consider and approve the appointment of directors replacing those retire by rotation

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 (1992), Section 71 and Article 18 of the Company's Articles of Association defined that at every annual general shareholders' meeting, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) shall retire from office. There must be a drawing by lots to determine the directors retiring on the first and second years following the conversion into a Public Company. In subsequent years, the directors who occupy the position for the longest period must retire by rotation. A retiring director is eligible for re-election. At the 2019 Annual General Meeting of Shareholders is the first AGM after conversion into a Public Company, the directors who shall retire by rotation are as follows:

- | | | |
|----|---------------------------|----------------------|
| 1. | Mr. Yew Hock Koh | Director |
| 2. | Mr. Chatrapee Tantixalerm | Independent Director |
| 3. | Mr. Meechai Prasertsri | Director |

Due to the Company has not appointed the Nomination and Remuneration Committee, thus the Board of Directors have considered the criteria and procedure for nomination to be appointed as directors of the Company by considering the structure of the board of directors and their individual qualifications which views that the three directors to be retired by rotation are qualified in terms of education, knowledge, skill, experience and work performance. Their performance during the term provided benefits to the Company. Also the three directors do not possess prohibited characters or conduct any business or hold shares in any companies that compete with the Company's operating. The Company's independent director has never been or is not the director taking part in the executive works of staff, employee or consultant regularly paid by the Company or professional service provider for the Company, parent company subsidiaries, associated companies or any other entity that may have conflict with the Company. Independent director shall also have no significant business relation that may impede independent function. The Board of Directors deemed it to propose to the Meeting of Shareholders to consider and approve the re-appointment of such directors as the Company's director for another term, their profiles detail in Enclosure No. 4.

Details of shareholdings by nominated directors

Nominated Persons	Number of Shares	Voting rights
1. Mr. Yew Hock Koh	308,720,000	308,720,000
2. Mr. Chatrapee Tantixalerm	300,000	300,000
3. Mr. Meechai Prasertsri	200,000	200,000

Board's Opinion

The Board, excluding the directors who have interests in this matter, recommends the re-appointment of the following directors for another term, be proposed to the AGM for further consideration.

- | | |
|------------------------------|----------------------|
| 1. Mr. Yew Hock Koh | Director |
| 2. Mr. Chatrapee Tantixalerm | Independent Director |
| 3. Mr. Meechai Prasertsri | Director |

Resolution

This agenda requires the majority of the total votes of the shareholders in attendance and exercise their votes.

Agenda 7.

To consider and approve the directors' remuneration

Facts and Rationale

The Public Company Limited Act B.E. 2535 (1992), Section 90 and the Company's articles of association Item 33 prescribes that directors are entitled to receive remuneration from the Company in form of rewards, meeting allowance, annuity, bonus or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, allowances and welfare benefits shall be paid in accordance with the Company's regulations.

The Board of Directors has considered the remuneration based on the director's performance and their scope of responsibilities, as well as comparing to other companies in the same business or have similar size and nature of the business, the survey results of directors' remuneration of the Thai Institute of Directors (IOD).

Board's Opinion

The Board recommends that the Directors' remuneration for the year 2019 in the form of meeting allowance and monthly compensation according to the details set out below, be proposed to the AGM for further consideration.

Meeting Allowance

Components of Remuneration	Meeting Allowance/Person/Meeting
Chairman of Board	30,000
Director	20,000
Chairman of the Audit Committee	15,000
Member of the Audit Committee	10,000

Monthly Compensation

Position	Baht
Chairman of Board	50,000
Director	30,000

Bonus

The director's bonus not exceeding of Bath 2,000,000. The Board of Directors will consider the allocation to each director as appropriate.

The director who is the Company's permanent employee won't receive remuneration for acting as the Company's directors.

Comparison of the remuneration for directors in 2019 and 2018

Directorship/Composition of remuneration	Meeting Allowance (baht/meeting)		Monthly Compensation		Bonus	
	2019 (As proposed)	2018	2019 (As proposed)	2018	2019 (As proposed)	2018
Chairman of Board	30,000	30,000	50,000	50,000	Not exceeding 2,000,000	-
Director	20,000	20,000	30,000	30,000		
Chairman of the Audit Committee	15,000	15,000	-	-		
Member of the Audit Committee	10,000	10,000	-	-		

Resolution

This agenda requires not less than two-thirds of the total votes of the shareholders in attendance.

Agenda 8. To consider and approve the appointment of the auditors and their remuneration

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 (1992), Section 120, requires at the Annual General Meeting of Shareholders of each year shall appoint the auditor of the company and determine the audit fee. In appointing the auditor, the former auditor may be re-appointed.

In addition, the notification of the Capital Market Supervisory Board requires that the Company shall rotate its auditor if that auditor has rendered his/her service for seven consecutive accounting period. Such rotation needs not to change the audit firm as the latter may nominate its other auditors to assume the duties in replace of the former auditor. However, the Company may re-appoint any auditors to resume his/her function only when the period of five consecutive accounting period has elapsed since his/her last rotation.

The Audit Committee's Opinion

The Audit Committee has considered the appointment of the Company's auditor based on the independence of auditors and their remuneration. Therefore, deemed it to appoint of Mr. Sophon Permsiriwanlop, CPA Licence No. 3182, or Ms. Rungrapa Lerdsuwankul, CPA Licence No. 3516, or Ms. Pimjai Manikajornkit, CPA Licence No. 4521, or Ms. Rosaporn Decharkom, CPA Licence No. 5659, or Ms. Sumana Punpongsanon, CPA Licence No. 5872, or Mr. Chayaphol Supasetthanon, CPA Licence No. 3972, or Ms. Orawan Techawatanasirikul, CPA Licence No. 4807, or Ms. Kirdsiri Kanjanaprakasit, CPA Licence No. 6014 from EY Office Limited as the Company's auditor for the year 2019. The audit's fee is not exceeding Baht 3,335,000 excluded other expenses.

Comparison of the auditors' remuneration

Auditors' remuneration	The fiscal Year 2019 (As proposed)	The fiscal Year 2018
1. Audit Fee	3,335,000	3,165,000
2. Other Expenses	Actually	Actually

Board's Opinion

The Board of Directors deemed it to propose to the meeting of shareholders to consider and approve the appointment of Mr. Sophon Permsiriwanlop, CPA Licence No. 3182, or Ms. Rungrapa Lerdsuwankul, CPA Licence No. 3516, or Ms. Pimjai Manikajornkit, CPA Licence No. 4521, or Ms. Rosaporn Decharkom, CPA Licence No. 5659, or Ms. Sumana Punpongsanon, CPA Licence No. 5872, or Mr. Chayaphol Supasetthanon, CPA Licence No. 3972, or Ms. Orawan Techawatanasirikul, CPA Licence No. 4807, or Ms. Kirdsiri Kanjanaprakasit, CPA Licence No. 6014 from EY Office Limited as the Company's auditor for the year 2019. The audit's fee is not exceeding Baht 3,335,000, excluded other expenses. Any person shall be responsible for reviewing and expressing the opinion on the financial statements of the Company. In case the above-mentioned auditors are unable to perform their duty, EY Office Limited authorized to choose any of its certified public accountants as a substitute to audit and express opinions on the Company's financial statements.

The above-nominated auditors do not give any other services to the company as well as do not have any relationship or interest with or in the Company or any of its executives, major shareholders or any other party related thereto. The nominated auditors have performed their functions as the Company's auditor for the 2



years and the auditors' remuneration for the year 2019 of not exceeding Bath 3,335,000, excluded from other expenses.

The auditor of its subsidiaries is from EY Office Limited, same as the Company's auditor.

Resolution

This agenda requires the majority of the total votes of the shareholders in attendance and exercise their votes.

Agenda 9.

Other business (if any)

Please be invited to attend the meeting on the date, time and venue as specified. For any shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form either form A or B before attending the meeting. For any foreign shareholder who appoints a custodian in Thailand for shares depository, please use the attached proxy form either form A, or B, or C.

If unable to attend the 2019 Annual General Meeting of Shareholders, you may appoint an independent director, whose CV as attached to the proxy form, as your proxy to attend and vote at the AGM on your behalf.

The Company has fixed 11 March 2019 as the record date for determining the names of shareholders entitled to attend the Annual General Meeting.

Yours faithfully,

SISB Public Company Limited

(Mr. Nontigorn Kanchanachitra)

Chairman of Board of Directors

SISB Public Company Limited

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2018

Date, Time and Place

The Meeting was held on 12 October 2018 at 15.00 hr, at the meeting room of the Company, 498/11 Soi Ramkhamhaeng 39 (Thepleela 1), Kwaeng Wangthonglang Ket Wangthonglang Bangkok.

Preliminary Proceeding

Mr. Nontigorn Kanchanachitra was the Chairman of the Meeting. The Chairman announced that as there were 3 shareholders present in person or by proxy representing 680,000,000 shares, which represented 100% of the total issued shares (total shares of the Company were 680,000,000 shares), a quorum was constituted. The Chairman then declared the Meeting duly convened to consider the agenda as follows:

Agenda 1. To certify the Minutes of Extraordinary General Meeting of Shareholders No.1/2018

The Chairman proposed the Meeting to certify the minutes of Extra Ordinary General Meeting of Shareholders No. 1/2018 held on 26 May 2018. Whereby, it was the meeting while the company was the company limited status and considering the conversion into a public company with copies thereof which were correctly recorded (details in enclosure no.1).

Resolution

The Meeting unanimously certified that that the Extraordinary General Meeting of Shareholders No. 1/2018, with the following votes:

Approved	680,000,000	Votes	equivalent to	100.00
Disapproved	-	Votes	equivalent to	-
Abstained	-	Votes	equivalent to	-

Agenda 2. To consider and approve the amendment of the Company's Articles of Association

The Chairman informed the Meeting that the Company wished to amend the Company's Articles of Association, Article in Clause 4 relating the laws applicable to the company and Clause 10, shareholdings proportion of foreigners in the company to comply with the Private School Act B.E.2550 (2007), Section 22 which requires that the company shall have not less than half of the total shareholders being of Thai nationality. In addition, the company intended to amend Chapter 9 of the Company's Articles of Association on the corporate governance and management of the school where the company/its subsidiaries were granted a licence to establish. Therefore, the Board of Directors deemed it to propose to the meeting of shareholders to consider and approve the amending of the Company's Articles of Association to comply with the relevant laws. However, after submitted the meeting invitation letter to shareholders, the company received comments to amend Chapter 9 of the Company's Articles of Association on the corporate governance and management of the school, details were as follows.

Existing	New
Article 4. Unless otherwise specified, the company shall be governed and construed in all respects under the laws	Article 4. Unless otherwise specified, the company shall be governed and construed in all respects under the laws

governing Public Limited Companies, Securities and Exchange.	governing Public Limited Companies, Securities and Exchange, Private School, and any other laws related to the operation.
<p>Article 10. The Company's shares shall be transferable without any restriction. The shares held at any time by foreign Shareholders shall not exceed an aggregation of forty-nine (49) percent of all issued shares. The Company is entitled to reject the transfer of shares that cause the shares of foreign Shareholders to exceed the ratio allowed by applicable laws and regulations.</p>	<p>Article 10. The Company's shares shall be transferable without any restriction. The shares held at any time by foreign Shareholders shall not exceed an aggregation of forty-nine (49) percent of all issued shares. The Company is entitled to reject the transfer of shares that cause the shares of foreign Shareholders to exceed the ratio allowed by applicable laws and regulations.</p> <p>In the event that one or more foreign Shareholders hold shares of the company, causing the proportion of shareholdings to exceed the amount specified under paragraph one, the Board of directors shall have the power to notify the foreign Shareholders to sell their shares in whole or in part (as the case may be) to Thai nationals to alter the proportion of foreign shareholders not exceeding the amount specified in the first paragraph.</p>
<p>Chapter 9</p> <p>The corporate governance and management of the school where the company/its subsidiaries are granted a licence to establish.</p>	<p>Chapter 9</p> <p>The corporate governance and management of the school where the company/its subsidiaries are granted a licence to establish.</p>
<p>Article 62. Articles of association under this chapter purposing to supervise and manage the operations of the school, the company/its subsidiaries are a licensee to conduct. For the benefit of construe under this chapter, "the Subsidiary" shall be defined according to the definition prescribed by the Securities and Exchange Commission Announcement.</p> <p>In case the articles under this Chapter requires the transaction or any action that is significant or affect the financial status and operating results of the school, the meeting shall be held to consider of such transactions or actions and approve by the Board of Directors or the meeting of shareholders of the company, as the case may be. In this regard, the company shall disclose the information and comply with the rules, conditions, procedures and methods related to the matter to be approved as specified under the laws governing public limited company, Civil and Commercial Code, Securities, and other relevant laws, including rules and regulations prescribed by Securities and Exchange Commission, and</p>	<p>Article 62. Articles of association under this chapter purposing to supervise and manage the operations of the school, the company/its subsidiaries are a licensee to conduct. For the benefit of construe under this chapter, "the Subsidiary" shall be defined according to the definition prescribed by the Securities and Exchange Commission Announcement.</p> <p>"the School" means school where the company or subsidiary is a licensed to establish pursuant to the Private School Act B.E 2550, and amendments. In case the articles under this Chapter requires the transaction or any action that is significant or affect the financial status and operating results of the school, the meeting shall be held to consider of such transactions or actions and approve by the Board of Directors or the meeting of shareholders of the company, as the case may be. In this regard, the company shall disclose the information and comply with the rules, conditions, procedures and methods related to the matter to be approved as specified under the laws governing public limited company, Civil</p>

<p>Stock Exchange of Thailand mutatis mutandis with completely and accurately.</p>	<p>and Commercial Code, Securities, and other relevant laws, including rules and regulations prescribed by Securities and Exchange Commission, and Stock Exchange of Thailand mutatis mutandis with completely and accurately, and not be against other laws.</p>
	<p>Article 63. The nomination of persons to be the School Board according to Article 62 must be approved by the Board of Directors of the company. Whereby the School Board of each school shall consist of the directors or executives not less than half of the total Board of all school. The chairman of the School Board must be a director or an executive from the company, in order to have the discretion of voting in the School Board meeting on general management and normal business operations as such director and executive deem it appropriate for the best interest of the company and school. Unless as specified in Article 64, 65, and 69.</p>
<p>Article 63. The following transaction or any actions of the school must be approved by the Board of Directors.</p> <ol style="list-style-type: none"> (1.) To nominate of persons to be the School Board according to Article 62, whereby the School Board of each school shall consist of the directors or executives not less than half of the total Board of all school unless otherwise specified. The nominated directors shall have the discretion of voting in the School Board meeting on general management and normal business operations as such director and executive deem it appropriate for the best interest of the company and school. (2.) To consider and approve the annual dividend payment, or interim dividend payment (if any, profit sharing of school. (3.) To amend the articles of association or charter of the school. (4.) To consider and approve the annual budget of the school, unless it is specified in the authority for approval and operation (Delegation of Authority). (5.) To appoint school auditors if such auditors are not working with the audit firm that is a full member of the same affiliates of the company's auditor, which it is not in compliance with the policy on 	<p>Article 64. To protect the interests of the company, before the School Board shall consider the following matters, must be approved by the Board of Directors.</p> <ol style="list-style-type: none"> (1.) To consider and approve the allocation of remuneration from the operating results of the school system to the licensee. (2.) To amend the Charter of the school (3.) To consider and approve the annual budget of the school, unless it is specified in the authority for approval and operation (Delegation of Authority) (4.) To appoint school auditors if such auditors are not working with the audit firm that is same affiliates of the company's auditor <p>Prior to the meeting of School Board, item 5 to item 9 must be approved by the Board of Directors. Whereby in case of calculation the size of the transaction compared with the nature of the business and the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Connected transaction or Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors. Details are as follows.</p>

<p>appointment of the auditor.</p> <p>From item 6 to item 9 considered important items if entering the transaction shall significantly impact on the financial status and operating results of the school. Thus, such matters must be approved by the Board of Directors before consideration. Whereby in case of calculation the size of the transaction compared with the nature of the business and the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Connected transaction or Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors. Details are as follows.</p> <p>(6.) In the event that the school enters the transactions with the connected person of the company or school or the transactions about the acquisition or disposition of assets, which includes but is not limited to the following cases.</p> <ol style="list-style-type: none"> 1. Transferring or waiving benefits including the quitclaim against people who cause damage to the school. 2. Selling or transferring entire or important part of the school's business to others. 3. Buying or acquiring the business of another school. 4. Entering into, amendment or cancellation of contracts on renting entire or important part of the business, assigning other people to manage the school's business, or merging the business to others purposing to share profit and loss. 5. Renting or leasing the business or property of school of the entire or important part. <p>(7.) Loaning money, Lending, granting credit, surety ship, juristic acts binding schools to receive more financial burdens, providing financial assistance to other people in a significant amount and not a normal business of the school, except for loans between schools that the company or subsidiaries are licensed.</p> <p>(8.) School dissolution</p>	<p>(5.) To enter into the connected person transaction with the company or school, or the transactions about the acquisition or disposition of assets, this includes but is not limited to the following cases.</p> <ol style="list-style-type: none"> 1. Transferring or waiving benefits including the quitclaim against people who cause damage to the school. 2. Selling or transferring entire or important part of the school's business to others. 3. Buying or acquiring the business of another school. 4. Entering into, amendment or cancellation of contracts on renting entire or important part of the business, assigning other people to manage the school's business, or merging the business to others purposing to share profit and loss. 5. Renting or leasing the business or property of school of the entire or important part. <p>(6.) Loaning money, Lending, granting credit, surety ship, juristic acts binding schools to receive more financial burdens, providing financial assistance to other people in a significant amount and not a normal business of the school, except for loans between schools that the company or subsidiaries are licensed.</p> <p>(7.) School dissolution.</p> <p>(8.) Other transactions which are not normal business of the school and significant impact.</p>
--	---

<p>(9.) Other transactions which are not normal business of the school and significant impact.</p>	
<p>Article 64. Before entering into the following transactions, must be approved by the shareholders' meeting by not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote.</p> <p>(1.) In case that the school enters into the connected person transaction of the company and school or the transactions about the acquisition or disposition of assets. Whereby, in case of calculation the size of the transaction compared with the nature of the business and the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Connected transaction or Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors.</p> <p>(2.) School dissolution, whereby in case of calculation the size of the transaction compared with the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors.</p> <p>(3.) Other transactions which are not normal business of the school and significant impact, whereby in case of calculation the size of the transaction compared with the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors.</p>	<p>Article 65. To protect the interests of the company, before the School Board shall consider the following matters, must be approved by the shareholders' meeting by not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote.</p> <p>(1.) In case that the school enters into the connected person transaction of the company and school or the transactions about the acquisition or disposition of assets. Whereby, in case of calculation the size of the transaction compared with the nature of the business and the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Connected transaction or Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors</p> <p>(2.) School dissolution, whereby in case of calculation the size of the transaction compared with the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors.</p> <p>(3.) Other transactions which are not normal business of the school and significant impact, whereby in case of calculation the size of the transaction compared with the size of the company (by applying calculation of the transaction size criteria pursuant to the notification Re: Acquisition or Disposition of assets mutatis mutandis), considering such transaction needed approval from the Board of Directors.</p>
<p>Article 65. The Board of Directors shall monitor the School Board to comply with the duties and responsibilities are in line with the laws, article of associations and policies of the company.</p>	<p>Article 66. The Board of Directors shall monitor the School Board which is a director or executive of the company to comply with the duties and responsibilities are in line with the laws, article of associations and policies of the company.</p>

<p>Article 66. The Board of Directors must assure that the school has an internal control system, risk management system, and anti-corruption system including the appropriate and adequate measures to monitor its operations to comply with the budget plan and policies of the company, the articles of association under Chapter 9 including the laws and Notification Re: Good Corporate Governance for Listed Companies, as well as relevant rules and regulations pursuant to SEC and SET. In addition, ensure that the school will disclose information, financial status, operating results, the connected transactions or transactions that may have conflicts of interest, acquisition or disposition of significant assets, and any other significant items to the company, and carry out any actions to comply with the principles on corporate governance and management of the school pursuant to the notification of SEC and SET, and as amended, (as the case may be).</p>	<p>Article 67. The Board of Directors must assure that the School Board which is a director or executive of the company establish an internal control system, risk management system, and anti-corruption system including the appropriate and adequate measures to monitor its operations to comply with the budget plan and policies of the company, the articles of association under Chapter 9 including the laws and Notification Re: Good Corporate Governance for Listed Companies, as well as relevant rules and regulations pursuant to SEC and SET. In addition, ensure that the school will disclose information, financial status, operating results, the connected transactions or transactions that may have conflicts of interest, acquisition or disposition of significant assets, and any other significant items to the company, and carry out any actions to comply with the principles on corporate governance and management of the school pursuant to the notification of SEC and SET, and as amended, (as the case may be).</p>
<p>Article 67. The company must assure that the School Board who is a director or executive of the company attend the meeting and exercise their votes on all agendas that is necessary to the business operations of the school.</p>	<p>Article 68. The company must assure that the School Board who is a director or executive of the company attend the meeting and exercise their votes on all agendas that is necessary to the business operations of the school.</p>
<p>Article 68. The School Board or relevant parties are able to conduct any transactions with the school once it is approved by the School Board. Unless such transaction shall be done under the common trade convention which a reasonable man would agree to with any partners in the same situation, without any influence as a director, executive or relevant party on the bargaining power, as the case may be, as well as it is a trade agreement approved by the School Board or according to the principles as prescribed.</p>	<p>Article 69. Prior to the meeting of the School Board to consider the transaction conducting with the School Board or relevant parties, the School Board who is a director or executive of the company must be approved by the Board of Directors under item 64 and/or by shareholders under item 65. Unless such transaction shall be done under the common trade convention which a reasonable man would agree to with any partners in the same situation, without any influence as a director, executive or relevant party on the bargaining power, as the case may be, as well as it is a trade agreement approved by the Board of Directors or according to the principles as prescribed. Whereby, the said exception not applicable to make significant transactions according to the notification Re: the acquisition or disposition of assets mutatis mutandis.</p>

Resolution

The Meeting unanimously approved the amendment of the Company's Articles of Association with the following votes:

Approved	680,000,000	Votes	equivalent to	100.00
Disapproved	-	Votes	equivalent to	-
Abstained	-	Votes	equivalent to	-

Agenda 3.

To consider and approve the directors' remuneration

The Chairman reported to the Meeting that it was due to moving of the listed securities of the Company to the Stock Exchange of Thailand. The company, therefore, wished to amend the director's remuneration to reflect on the duties and responsibilities by paying in the form of meeting allowance and monthly remuneration. Details were as follows.

Meeting allowance

Position	Baht
Board of Directors	
- Chairman of the Board	30,000
- Director	20,000
The Audit Committee	
- Chairman of the Audit Committee	15,000
- Member of the Audit Committee	10,000

Remark: the allowance will be paid according to the number of meetings attended but not exceed 1 time per month.

Monthly remuneration

Position	Baht
Chairman of the Board	50,000
Director	30,000

The director who is the Company's permanent employee won't receive remuneration for acting as the Company's directors.

Resolution

The Meeting unanimously approved the determination of directors' remuneration with the following votes:

Approved	680,000,000	Votes	equivalent to	100.00
Disapproved	-	Votes	equivalent to	-
Abstained	-	Votes	equivalent to	-

Agenda 4. To consider and approve other matters (if any)

No other shareholders proposed any matters for consideration.

The Meeting was adjourned at 16.00 hr.

(Signed) _____ Chairman
(Mr. Nontigorn Kanchanachitra)



Profiles of the Candidates for Director Position

Name	Mr. Yew Hock Koh
Age	53 years
Nationality	Singaporean
Educational qualification	<ul style="list-style-type: none"> Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University Bachelor of Mechanical Engineering Ngee Ann Polytechnic, Singapore
Director Accreditation Program	<ul style="list-style-type: none"> Director Certification Program (DCP), class 189/2014 Director Accreditation Program (DAP), class 95/2012
Work Experience	<ul style="list-style-type: none"> 2009-2016 SISB Public Company Limited Director and Chief Executive Officer
Current job position	
<u>In any listed companies</u>	<ul style="list-style-type: none"> 2016-Present SISB Public Company Limited Director, Chairman of Board of Directors
<u>In any non-listed companies</u>	<ul style="list-style-type: none"> 2016-Present SISB SIRI Co., Ltd Director 2016-Present SISB THONBURI Co., Ltd Director
In any companies which may result in a conflict of interest with the Company	None
Nature of the nominated Directorship	Director
Term of office	11 months
Shareholding in the Company	Ordinary Share 308,720,000 shares, accounted for 32.84% of the total issued shares of the Company



Direct and indirect interests in the None

Company or in the relevant

Subsidiaries

Historical records or meeting 10 times out of 10 meetings

Attendance in 2018

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)



Profiles of the Candidates for Director Position

Name	Mr. Chatrapee Tantixalerm
Age	55 years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> • Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University • Bachelor of Electrical Engineering, University of Wisconsin-Madison, U.S.A.
Director Accreditation Program	<ul style="list-style-type: none"> • Director Accreditation Program (DAP), class 48/2005 • Corporate Governance for Capital Market Intermediaries (CGI) class 2/2015
Work Experience	<ul style="list-style-type: none"> • Krungsri Asset Management Co., Ltd. Chairman of Board of Directors
Current job position	
<u>In any listed companies</u>	<ul style="list-style-type: none"> • 2015-Present SISB Public Company Limited Chairman of the Audit Committee and Independent Director • 2017-Present Matching Maximize Solution Public Company Limited Audit Committee
<u>In any non-listed companies</u>	<ul style="list-style-type: none"> • 2016-Present Talis Asset Management Co., Ltd. Chairman of Board of Directors • 2016-Present UNIVENTURES REIT MANAGEMENT Co., Ltd. Chairman of the Board • 2009-Present TSFC Securities Public Company Limited Chairman of the Audit Committee
In any companies which may result in a conflict of interest with the Company	None
Nature of nominated directorship	Chairman of the Audit Committee and Independent Director

Term of office	11 months
Shareholding in the Company	Ordinary Share 300,000 shares, accounted for 0.03% of the total issued shares of the Company
Direct and indirect interests in the Company or in the relevant Subsidiaries	None
Family relationship with executive or major Shareholders of the Company	None
Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years	None
Executive directors, employees, staff or advisers who receive salary	None
Professional such as auditor or legal adviser	None
Business relationship which is considered material and may have effect to performance on independent duty	None
Historical records or meeting	9 times out of 10 meetings
Attendance in 2018 (This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)	

Profiles of the Candidates for Director Position



Name	Mr. Meechai Prasertsri
Age	69 years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> • Master of The School of Development Economic, National Institute of Development Administration • Bachelor of Commerce, Bachelor of Accountancy Thammasat University
Director Accreditation Program	<ul style="list-style-type: none"> • Director Accreditation Program (DAP), class 127/2016
Work Experience	
Current job position	
<u>In any listed companies</u>	<ul style="list-style-type: none"> • 2015-Present SISB Public Company Limited Director
<u>In any non-listed companies</u>	<ul style="list-style-type: none"> • 1991-Present Suan Luang Land & Building Co., Ltd Director • 1988-Present C.A.C (BANGKOK) Co., Ltd. Director
In any companies which may result in a conflict of interest with the Company	None
Nature of nominated directorship	Director
Term of office	11 months
Shareholding in the Company	Ordinary Share 200,000 shares, accounted for 0.02% of the total shares of the Company
Direct and indirect interests in the	None



Company or in the relevant

Subsidiaries

Historical records or meeting 10 times out of 10 meetings

Attendance in 2018

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Definition of an Independent Director

The Company's definition of an independent director meets the minimum requirements of the SEC or the SET regarding shareholding in the Company, the requirement of no employment as the Company's employee, member of staff, salaried advisor or controlling person, and the requirement relating to the absence of a business relationship.

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
9. not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

Profiles of the Auditor for the year 2019

Name	Mr. Sophon Permsirivallop
Position	Partner
Certified Public Accountant No.	3182
Educational qualification	Master of Management from Sasin Graduate Institute of Business Administration of Chulalongkorn University and Bachelor Degree in Accounting from Chulalongkorn University
Work Experience	Has been working as a partner for 20 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 30 years
Years of the Company's auditors	-
Direct and indirect interests in the	None
Company or in the relevant	
Subsidiaries	

Profiles of the Auditor for the year 2019

Name	Ms Rungrapa Lertsuwankul
Position	Partner
Certified Public Accountant No.	3516
Educational qualification	Bachelor Degree in Accounting from Chulalongkorn University and MBA from Thammasat University
Work Experience	Has been working as a partner for 20 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 30 years
Years of the Company's auditors	-
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Profiles of the Auditor for the year 2019

Name	Ms. Pimjai Manitkajohnkit
Position	Partner
Certified Public Accountant No.	4521
Educational qualification	Bachelor Degree and Master Degree in Accounting from Thammasat University
Work Experience	Has been working as a partner for 10 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 20 years
Years of the Company's auditors	-
Direct and indirect interests in the	None
Company or in the relevant	
Subsidiaries	

Profiles of the Auditor for the year 2019

Name	Ms. Rosaporn Decharkom
Position	Partner
Certified Public Accountant No.	5659
Educational qualification	Bachelor Degree and Master Degree in Accounting from Thammasat University
Work Experience	Has been working as a partner for 5 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 24 years
Years of the Company's auditors	-
Direct and indirect interests in the	None
Company or in the relevant	
Subsidiaries	

Profiles of the Auditor for the year 2019

Name	Ms. Sumana Punpongsanon
Position	Partner
Certified Public Accountant No.	5872
Educational qualification	Bachelor Degree and Master Degree in Accounting from Chulalongkorn University
Work Experience	Has been working as a partner for 6 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 24 years
Years of the Company's auditors	-
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Profiles of the Auditor for the year 2019

Name	Mr. Chayapol Saapsatnont
Position	Partner
Certified Public Accountant No.	3972
Educational qualification	MBA from Ramkhamhaeng University and Bachelor Degree Accounting from Chiang Mai University
Work Experience	Has been working as a partner for 13 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 30 years
Years of the Company's auditors	-
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Profiles of the Auditor for the year 2019

Name	Ms. Orawan Tchawattanasirikul
Position	Partner
Certified Public Accountant No.	4807
Educational qualification	Bachelor Degree and Master Degree in Accounting from Thammasat University
Work Experience	Has been working as a partner for 3 years
Auditing Experience	Working as an auditing at EY Office Co., Ltd for 20 years
Years of the Company's auditors	-
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

**Documents or evidence showing an identity of the shareholder or
a representative of the shareholder entitled to attend the meeting**

In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. Natural person

1.1 Thai nationality

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

- (a) passport of the shareholder; or
- (b) in case of proxy, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) corporate affidavit, issued within 6 month by Department of Business Development, Ministry of Commerce; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- (a) corporate affidavit; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true and correct. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public for the period of not more than 6 months before the AGM.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. on 18 April 2019.

Remark

If any shareholder cannot attend the 2018 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to SISB Public Company Limited at no. 498/12 Soi Ramkhamhaeng 39 (Tepleela 1), Wangthonglang, Wangthonglang, Bangkok 10310 Thailand

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

Convening of Meeting

Chapter IV Clause 34

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces. Otherwise, the conference be organized and held through electronic media.

Chapter IV Clause 36

To call a meeting of shareholders, whether through physically attend or Electronic conferencing, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days. In case the meeting be held through electronic media, the company may send a notice calling for a conference and related documents by an electronic mail. Furthermore, such notice shall also be published in a newspaper within the time prescribed.

2. Proxy

Chapter IV Clause 38

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

3. Meeting Procedures

Chapter IV Clause 39

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

Chapter IV Clause 40

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

4. Quorum

Chapter IV Clause 37

A quorum of a meeting of shareholders, whether through physically attend or Electronic, requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

In case the board of directors' meeting be held through electronic media unless the clause under paragraph one, shareholders or proxy (if any) shall have their presence in the Kingdom of Thailand, and at least one-third of the quorum shall physically attend the conference at the same conference venue. The electronic conferencing shall be conducted by the determination of the standards for electronic conferencing security through making audio or audio and video recording in electronic data format, as the case may be, of every conference attendee throughout the conference period as well as the traffic data occurred in such recording. The electronic conference control system must be conducted under the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology B.E. 2557 (2014) and the amendments.

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

5. Voting Procedures

Chapter IV Clause 41

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter IV Clause 42

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;

- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

6. Appointment of Directors

Chapter III Clause 17

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held;
- (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and
- (3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.

Form of Proxy, Form A

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road Tambol/Kwaeng
..... Amphur/Khet Province Postal Code

(2) being a shareholder of SISB Public Company Limited, holding shares
in total which are entitled to cast votes as follows:
ordinary shares: shares in total which are entitled to cast votes; and
preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at No. ,
..... Road, Tambol/Kwaeng , Amphur/Khet ,
Province , Postal Code , or

(2) age years, residing/located at No. ,
..... Road, Tambol/Kwaeng , Amphur/Khet ,
Province , Postal Code , or

(3) age years, residing/located at No. ,
..... Road, Tambol/Kwaeng , Amphur/Khet ,
Province , Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders to be held on 18 April 2019 at 10:00 a.m. Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no.498/14 Soi Ramkhamheang 39 (Tepleela1), Wangthonglang, Bangkok or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

Form of Proxy, Form B.

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet Province Postal Code

(2) being a shareholder of SISB Public Company Limited, holding.....shares in total which are entitled to cast.....votes as follows:

ordinary shares:.....shares in total which are entitled to cast votes; and

preferred shares:.....shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1)age years, residing/located at No..... ,
.....Road, Tambol/Kwaeng , Amphur/Khet..... ,
Province..... , Postal Code , or

(2)age..... years, residing/located at No. ,
.....Road, Tambol/Kwaeng..... , Amphur/Khet..... ,
Province..... , Postal Code..... , or

(3)..... age..... years, residing/located at No..... ,
.....Road, Tambol/Kwaeng..... , Amphur/Khet..... ,
Province..... , Postal Code.....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders to be held on 18 April 2019 at 10:00 a.m. Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no.498/14 Soi Ramkhamheang 39 (Tepleela1), Wangthonglang, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

☐ Agenda no. 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove ☐ Abstain

☐ Agenda no. 2 To acknowledge the report on the Company's operating results as at the year 2018

☐ Agenda no. 3 To consider and approve the audited consolidated financial statements for the year ended 31 December 2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

- ☐ Agenda no. 4 To consider and approve the non-payment of dividend in respect of the Company's operating results ended as at 31 December 2018
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 5 To consider and approve the transfer of appropriated legal reserve and share premium in compensation for retained loss of the Company
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 6 To consider and approve the appointment of directors replacing those retire by rotation
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Appoint all director
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of any director(s)
- Name of Director : Mr. Yew Hock Koh
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Chatrapee Tantixalerm
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Meechai Prasertsri
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 7 To consider and approve the director's remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 8 To consider and approve the appointment of auditors, and their remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 9 Other business (if any)
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of SISB Public Company Limited.

For the 2019 Annual General Meeting of Shareholders to be held on 18 April 2019 at 10:00 a.m. Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no.498/14 Soi Ramkhamheang 39 (Tepleela1), Wangthonglang, Wangthonglang, Bangkok or such other date, time and place as may be adjourned.

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐

Disapprove

☐

Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐

Disapprove

☐

Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐

Disapprove

☐

Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐

Disapprove

☐

Abstain

☐ Agenda no. re: Appointment of directors (Continued)

Name of Director

☐ Approve

☐

Disapprove

☐

Abstain

Name of Director

☐ Approve

☐

Disapprove

☐

Abstain

Name of Director

☐ Approve

☐

Disapprove

☐

Abstain

Name of Director

☐ Approve

☐

Disapprove

☐

Abstain

Name of Director.....

☐

Approve

☐

Disapprove

☐

Abstain

Name of Director.....

☐

Approve

☐

Disapprove

☐

Abstain

Form of Proxy, Form C.

Made at -----

Date ----- Month ----- Year -----

(1) We ----- located
at No. ----- Road, Tambol/Kwaeng -----, Amphur/Khet -----
-----, Province -----, Postal Code ----- in our capacity as the custodian for -----
-----,
being a shareholder of SISB Public Company Limited, holding ----- shares in total which are entitled to cast
----- votes as follows:

ordinary shares: ----- shares in total which are entitled to cast ----- votes; and

preferred shares: ----- shares in total which are entitled to cast ----- votes,

(2) We wish to appoint

(1) ----- age ----- years,
residing/located at No. ----- Road, Tambol/Kwaeng -----,
Amphur/Khet -----, Province -----, Postal Code -----, or

(2) ----- age ----- years,
residing/located at No. ----- Road, Tambol/Kwaeng -----,
Amphur/Khet -----, Province -----, Postal Code -----, or

(3) ----- age ----- years,
residing/located at No. ----- Road, Tambol/Kwaeng -----,
Amphur/Khet -----, Province -----, Postal Code -----

any one of them as our proxy to attend and vote on our behalf at the 2019 Annual General Meeting of Shareholders to be held on 18 April 2019 at 10:00 a.m Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no.498/14 Soi Ramkhamheang 39 (Tepleela1), Wangthonglang, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

☐ The voting right in all the voting shares held by us is granted to the proxy.

☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:

☐ Ordinary shares: ----- shares in total, which are entitled to cast ----- votes; and

☐ Preferred shares: ----- shares in total, which are entitled to cast ----- votes,

Total: ----- votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

☐ Agenda no. 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2018

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve with ----- votes

☐ Disapprove with ----- votes

☐ Abstain with ----- votes

- ☐ Agenda no. 2 To acknowledge the report on the Company's operating results as at the year 2018
- ☐ Agenda no. 3 To consider and approve the audited consolidated financial statements for the year ended 31 December 2018
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
- ☐ Agenda no. 4 To consider and approve the non-payment of dividend in respect of the Company's operating results ended as at 31 December 2018
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
- ☐ Agenda no. 5 To consider and approve the transfer of appropriated legal reserve and share premium in compensation for retained loss of the Company
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
- ☐ Agenda no. 6 To consider and approve the appointment of directors replacing those retire by rotation
- ☐ Appointment of all directors
- ☐ Approve with ____ votes ☐ Disapprove with ____ votes ☐ Abstain with ____ votes
- ☐ Appointment of any director(s)
- Name of Director : Mr. Yew Hock Koh
- ☐ Approve with ____ votes ☐ Disapprove with ____ votes ☐ Abstain with ____ votes
- Name of Director : Mr. Chatrapee Tantixalerm
- ☐ Approve with ____ votes ☐ Disapprove with ____ votes ☐ Abstain with ____ votes
- Name of Director : Mr. Meechai Prasertsri
- ☐ Approve with ____ votes ☐ Disapprove with ____ votes ☐ Abstain with ____ votes
- ☐ Agenda no. 7 To consider and approve the director's remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes
- ☐ Agenda no. 8 To consider and approve the appointment of auditors, and their remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 9 Other business (if any)
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve with _____ votes ☐ Disapprove with _____ votes ☐ Abstain with _____ votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

SignedGrantee

(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Attachment to Proxy Form C.

A proxy is granted by a shareholder of SISB Public Company Limited.

For the 2019 Annual General Meeting of Shareholders to be held on 18 April 2019 at 10:00 a.m Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no.498/14 Soi Ramkhamheang 39 (Tepleela1), Wangthonglang, Wangthonglang, Bangkok or such other date, time and place as may be adjourned.

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

☐ Agenda no. re: Appointment of directors (Continued)

Name of Director

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

Name of Director

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

Name of Director

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

Name of Director

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

Name of Director

☐ Approve with votes ☐ Disapprove with votes ☐ Abstain with votes

Name of Director

☐ Approve with votes

☐ Disapprove with votes

☐ Abstain with votes

Name of Director

☐ Approve with.....votes

☐ Disapprove with.....votes

☐ Abstain with.....vote

Profiles of the independent directors proposed by the Company



Name	Mr. Chatrapee Tantixalerm
Age	55 years
Nationality	Thai
Address	2 Soi Srisanguan , Kwaeng Sam Saen Nok, Khet Huai Khwang, Bangkok 10320
Educational qualification	<ul style="list-style-type: none"> • Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University • Bachelor of Electrical Engineering, University of Wisconsin- Madison, U.S.A.
Directorship training	<ul style="list-style-type: none"> • Director Accreditation Program (DAP), class 48/2005 • Corporate Governance for Capital Market Intermediaries (CGI) class 2/2015
Work Experience	<ul style="list-style-type: none"> • Krungsri Asset Management Co., Ltd. Chairman of Board of Directors
Current job position	
<u>In any listed companies</u>	<ul style="list-style-type: none"> • 2015-Present SISB Public Company Limited Chairman of the Audit Committee and Independent Director • 2017-Present Matching Maximize Solution Public Company Limited Audit Committee

In any non-listed companies

- 2016-Present Talis Asset Management Co., Ltd.
Chairman of Board of Directors
- 2016-Present UNIVENTURES REIT MANAGEMENT Co., Ltd.
Chairman of the Board
- 2009-Present TSFC Securities Public Company Limited
Chairman of the Audit Committee

Position in Other Companies that
may cause conflict of interest with
the Company

None

Shareholding in the Company

None

Direct and indirect interests in the
Company or in the relevant subsidiaries

None

Interests in AGM 2019

Being nominated to be appointed as director under agenda item no. 6 of this AGM

Profiles of the independent directors proposed by the Company

Name	Mr. Prasitchai Kritsanayunyong
Age	54 years
Nationality	Thai
Address	463/67 Luk Luang Road, Kwaeng Si Yaek Mahanak, Khet Dusit, Bangkok 10300
Educational qualification	<ul style="list-style-type: none"> • Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University • Bachelor of Arts in Political Science, Chulalongkorn University
Directorship training	<ul style="list-style-type: none"> • Director Certification Program (DCP), class 102/2008 • Company Secretary Program (CSP), class 25/2008
Work Experience	
Current job position	
<u>In any listed companies</u>	<ul style="list-style-type: none"> • 2015-Present SISB Public Company Limited Audit Committee and Independent Director
<u>In any non-listed companies</u>	<ul style="list-style-type: none"> • 2010-Present CASA LONGA (THAILAND) CO., LTD Chairman of Board of Directors • 2010-Present Smart Project Investment Limited CO., LTD
Position in Other Companies that may cause conflict of interest with the Company	None



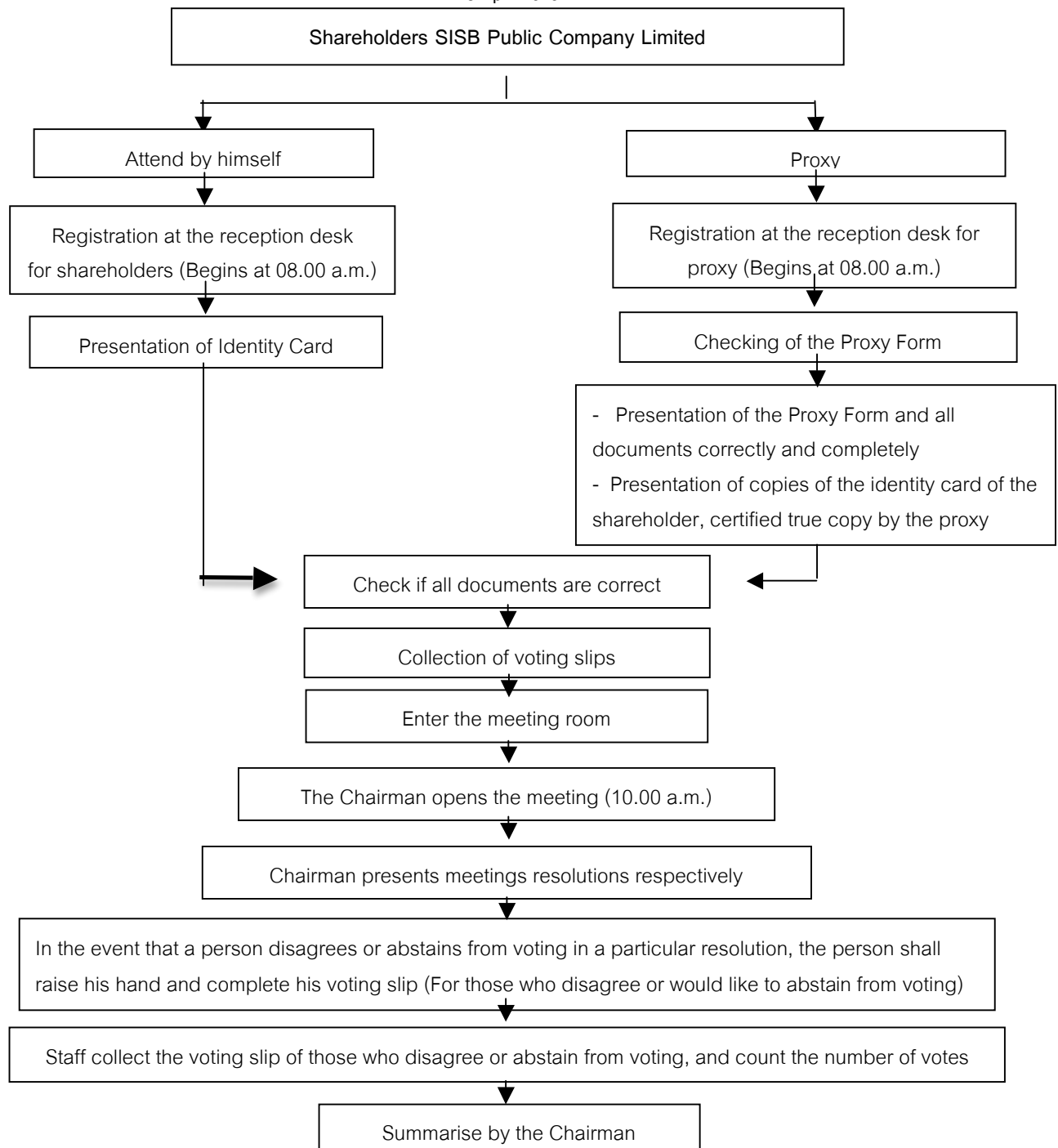


Shareholding in the Company	None
Direct and indirect interests in the	None
Company or in the relevant subsidiaries	
Interests in AGM 2019	None

Procedures for attending the shareholders' meeting.

SISB Public Company Limited

18 April 2019



***Please submit your voting slip for each resolution to a member of the Company's staff at the end of meeting**

Map of venue for the meeting

At Silpapirom Creative Arts and Media Centre, Singapore International School of Bangkok, address no. 498/14 Soi Ramkhamheang 39 (Tepleela 1), Wangthonglang, Wangthonglang, Bangkok 10310



The company is pleased to provide transportation to our shareholders to AGM meeting venue. There will be 3 vans departing from the Stock Exchange of Thailand at 8.00 hrs.