

Attachment 3, Supporting document for agenda no. 12

(F53-4)

Capital Increase Report Form

SiS Distribution (Thailand) Public Company Limited

1 March 2013

We, SiS Distribution (Thailand) Public Company Limited (the "Company") hereby report of the resolution of the Board of Directors' Meeting no.1/2013 held on 1 March 2013 from 17.00 to 19.00 hrs. in respect of a capital increase and share allotment as follows:

1. Capital increase:

The Board of Directors' Meeting passed a resolution approving the reduction of registered capital of the Company from Baht 250,000,000 to Baht 233,465,770 by cancelling 16,534,230 unissued registered shares at the par value of Baht 1 per share and approving the increase of a registered capital of the Company from Baht 233,465,770 to Baht 350,198,655 by issuing 116,732,885 ordinary shares with a par value of Baht 1 each, totaling Baht 350,198,655. Details of each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB million)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	116,732,885	1	116,732,885
	Preferred	-	-	-

2. Allotment of new shares:

The Board of Directors' Meeting passed a resolution approving the allotment of 116,732,885 ordinary shares with par value of 1 Baht each, totaling Baht 116,732,885 as follows:

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number (shares)	Ratio (old : new)	Price per share (Baht)	Subscription and payment period	Remark
(1) Existing Shareholders according to their rights (Rights Offering)	116,732,885	2 : 1	3.25	10-13 June 2013	Please see Remark 2. and 4.
(2) Specific persons (Private Placement)	The remaining share outstanding from the allocation to shareholders according to their rights, as stated in (1).		not be lower than 90% of the market Price calculate by average closing price 14 days before offer day and according to the relevant, but will not be lower than the offering price of the Company's ordinary Shares offered to existing shareholders of the Company according to their rights.	To be determined later. Please see remark 1.	Please see Remark 3.

Remark 1. Board of Directors and/or authorized director(s) of the Company and/or person(s) designated by the Board of Directors or authorized director(s) of the Company are authorized to stipulate any additional details in respect of the allocation of the newly issued shares for the capital increase.

Remark 2. In regard to the allocation of the newly issued ordinary shares for the capital increase to the Company's existing shareholders according to their rights, if there are shares remaining from this allocation, the Company will allocate the remaining shares to existing shareholders who express their intention to subscribe for shares in excess of their shareholding ratio, until all outstanding shares are sold, or until there is no other shareholders who wish to subscribe for such shares.

Remark 3. To allocate the remaining share outstanding from the allocation to shareholders according to their rights, as stated in (1) to investors in private placement and/or institutional investors categorized under the Notification of the Capital Supervisory Board No TorJor 28/2551 re: the Application and Permission for Offering Newly Issued Shares, provided that such persons are not connected persons of the Company. The Executive committee or the authorized directors shall be authorized to allot and offer in entirety or to portion and offer in lots from time to time as deemed appropriate, at the price not less than that as offer to the existing shareholders above, with regard to the offering of newly issued shares to the specific investors under private placement scheme, the offering price will not be lower than 90% of the market price calculate by average closing price 14 days before offer day and according to the relevant notifications of the capital markets supervisory committee.

Remark 4. The meeting approved the determination of names of shareholders who will be entitled to subscribe to and be allocated with the newly issued ordinary shares (Record date) on 13 May 2013, and to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the shareholder register and suspension of share transfer on 14 May 2013

2.1.1 The Company's plan in case where there is a fraction of shares remaining.

Any fractions of shares shall be disregarded.

3. Schedule for shareholders meeting to approve the capital increase / allotment

The 2013 Annual General Meeting of shareholders is scheduled to be held on 26 April 2013 at 14.00 hrs. at Sakura Room, L floor, 2 Soi Prasarnmitr (Sukhumvit 23), Sukhumvit Road, Klongtoey-Nua, Wattana, Bangkok 10110.

To determine the list of shareholders who are entitled to attend the 2013 Annual General Meeting of shareholders (the Record Date), to be held on 18 March 2013, and to determine the list of securities holders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book on 19 March 2013.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company will register the reduction of Company's registered capital and the increase of its registered capital and paid-up capital with the Commercial Business Development Department, Ministry of Commerce.

4.2 The Company will apply for approvals from the Stock Exchange of Thailand for listing of new ordinary shares issued to existing shareholders in proportion of their shareholding in the Company on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

5.1 To offer the increase registered capital to the existing shareholders of the company. (Right Offering)

5.2 To increase the working capital of the Company within the year 2013.

6. Benefits which the Company will receive from the capital increase/share allotment:

6.1 To increase the Company's liquidity.

6.2 The Company has more strength in financial position.

6.3 The Company can expand more related business.

7. **Benefits which the shareholders will receive from the capital increase/share allotment:**
- 7.1 The Company has established a dividend payment policy to pay not less than 40 percent of the net profit of each year.
- 7.2 The shareholder who will be allotted the stock dividend are entitled to receive dividends same as the existing shareholders.
8. **Other details necessary for shareholders to approve the capital increase/share allotment:**
- None –
9. **Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:**

<u>Activity</u>	<u>Date</u>
1. Board of Directors' Meeting No. 1/2013	1 March 2013
2. To determine shareholders entitled to attend the Meeting (Record Date)	18 March 2013
3. To comply the names by closing the share registrar for the Meeting, according to the Article 225 of the Securities and Exchange Act	19 March 2013
4. To determine the 2013 Annual General Meeting to consider and approve increasing the registered capital.	26 April 2013
5. Registering the resolution to increase the registered capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the day of shareholders meeting and pass their resolution
6. Subscription and payment period	10-13 June 2013

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed _____

(Mr.Somchai Sittichaichart)

Managing Director