



Proxy Form C.

(For foreign shareholders who have custodians in Thailand only)

Written at .....

Date..... Month ..... Year .....

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_
Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_
Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_

In position of business is who are deposit and take care of share (Custodian) with to being a shareholder
of SiS Distribution (Thailand) Public Company Limited, Share holding in the total amount of \_\_\_\_\_
shares and the voting right equal to \_\_\_\_\_ votes as follow

Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

Preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(2) Hereby appoint

1. \_\_\_\_\_ age \_\_\_\_\_ year

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_

2. \_\_\_\_\_ age \_\_\_\_\_ year

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_

3. \_\_\_\_\_ age \_\_\_\_\_ year

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_

Anyone of the above as my / our proxy holder to attend and vote at the 2013 Annual General Meeting of the
Shareholders on Friday, 26th April 2013 at 14.00 hours at Sakura Room, L Floor, Jasmine Hotel, No.2 Soi Prasarnmitr (Sukhumvit
23), Klongtoey-Nua, Wattana, Bangkok or on the date and at the place as may be postponed or changed.

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

[ ] To vote based on the total number of shards held by me/us to which I/We am/are entitled.

[ ] To split the votes as follows:

[ ] Ordinary share \_\_\_\_\_ shares and the voting right equal to \_\_\_\_\_ votes

[ ] Preference share \_\_\_\_\_ shares and the voting right equal to \_\_\_\_\_ votes

Total entitle to voting right \_\_\_\_\_ vote.

(4) I / We hereby authorize the proxy holder to attend and vote on my/our behalf in this meeting as follow:

Agenda no. 1 The matters announced by the Chairman. (No vote in this agenda)

Agenda no. 2 Consideration and approval of the minute of the 2012 Annual General Meeting of Shareholders on 20 April 2012

[ ] (a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve                       Disapprove                       Abstain

Agenda no. 3 Acknowledgement of the 2011 Board of Director's operations report and the 2012 Annual Report. (No vote in this agenda)

Agenda no. 4 Consideration and approval of the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31st December 2012 which have been audited by the CPA with the Auditor's Report.

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve                       Disapprove                       Abstain

Agenda no. 5 Consideration and approval of no dividend payment for the operating results of the year 2012

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve                       Disapprove                       Abstain

Agenda no. 6 Consideration and approval of the appointment of Company's Auditor and the 2013 Auditor Fee

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve                       Disapprove                       Abstain

Agenda no. 7 Consideration and approval of the election of Company's Directors to replace the Directors who have to retire by rotation.

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Election of all the nominated directors

Approve                       Disapprove                       Abstain

Election of each member of nominated directors

● Mr.Somchai Sirivichayakul

Approve                       Disapprove                       Abstain

● Mr.Sombati Pungsrinon

Approve                       Disapprove                       Abstain

● Mr.Lim Kia Hong

Approve                       Disapprove                       Abstain

Agenda no.8 Consideration and approval of the Director's Remuneration for the year 2013

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve                       Disapprove                       Abstain

Agenda no.9 Consideration and approval of additional one more position of director, by increasing the number of directors from currently 7 to be 8 persons

(a) The proxy holder shall vote independently as to his / her consideration.

(b) The proxy holder shall vote according to my intention as follows:

Approve                      Disapprove                      Abstain

Agenda no.10 Consideration and approval of the amendment of director's authorization to sign on behalf of the Company

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

Agenda no.11 Consideration and approval of the decrease of the Company's registered capital at 16,534,230 shares and amend Clause 4 of the Company's Memorandum of Association to be according the decrease of the registered capital

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

Agenda no.12 Consideration and approval of the increase of the Company's registered capital at 116,732,885 shares and amend Clause 4 of the Company's Memorandum of Association to be according the decrease of the registered capital

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

Agenda no.13 Consideration and approval of the new ordinary share that will be allotted to the existing shareholders of the Company in proportion to their shareholding ratio (Right Offering)

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

Agenda no.14 To considering other matters (if any)

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

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

Signature \_\_\_\_\_ Shareholder / Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signature\_\_\_\_\_Proxy Holder  
(\_\_\_\_\_)

Signature\_\_\_\_\_Proxy Holder  
(\_\_\_\_\_)

1. The Proxy form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form C are:
  - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder
  - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and number of shares held by such shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of the Directors may be appointed in the agenda of appointment and election of the directors.
5. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C. as attached

## Attachment to Proxy Form C.

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited in the 2013 Annual General Meeting of the Shareholders on Friday, 26<sup>th</sup> April 2013 at 14.00 hours at Diamond Sakura Room, L Floor, Jasmine Hotel, No.2 Soi Prasarnmitr (Sukhumvit 23), Klongtoey-Nua, Wattana, Bangkok or on the date and at the place as may be postponed or changed.

.....

Agenda no. \_\_\_\_\_ Subject \_\_\_\_\_.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
  - Approve.....vote(s)  Disapprove.....vote(s)  Abstain.....vote(s)

Agenda no. \_\_\_\_\_ Subject \_\_\_\_\_.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
  - Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

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- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
  - Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

Agenda no. \_\_\_\_\_ Subject \_\_\_\_\_.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
  - Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

Agenda no. \_\_\_\_\_ Subject \_\_\_\_\_.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
  - Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

Agenda no. \_\_\_\_\_ Subject To approve the appointment of new directors.

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

4. \_\_\_\_\_

- Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

5. \_\_\_\_\_

Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

6. \_\_\_\_\_

Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

7. \_\_\_\_\_

Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

8. \_\_\_\_\_

Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

9. \_\_\_\_\_

Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

10. \_\_\_\_\_

Approve.....vote(s)  Disapprove.....votes(s)  Abstain.....vote(s)

I hereby certify that the above statements are true and correct.

Signature\_\_\_\_\_Shareholder / Proxy Grantor

(\_\_\_\_\_)

Signature\_\_\_\_\_Proxy Holder

(\_\_\_\_\_)