

17th March 2014

Subject Invitation to the 2014 Annual General Meeting of Shareholder

To Shareholders of SiS Distribution (Thailand) Public Company Limited

- Attachment
1. A copy of the minute of the 2013 Annual General Meeting of Shareholders held on April 26, 2013
 2. The 2014 Annual Report and the 2014 Audited Financial Statement in CD-ROM
 3. The definition of the Independent Director
 4. The biography of Directors proposed to be the Company's Directors
 5. The Articles of Association of the Company relevant to the meeting
 6. Map of the meeting's venue
 7. The biography of the Independent Directors who is assigned to be a proxy for Shareholders
 8. Guideline for documents and evidences to be declared before attend the meeting
 9. Proxy Form B

SiS Distribution (Thailand) Public Company Limited would like to invite you to attend the 2014 Annual General Meeting of Shareholders, on 18th April 2014 at 2.00 P.M. at Panorama Room I, 14th Floor, the Emerald Hotel , 99/1 Ratchadaphisek Road, Din Daeng, Bangkok 10400 for considering the following agendas:

1. Acknowledgement of the matters announced by the Chairman.

Reason and Detail: announcement of general information to Shareholders.

Board of Directors' comment: It is considered appropriate for the Shareholders Meeting to acknowledge general matters from the Chairman.

2. Consideration and approval of the minute of the 2013 Annual General Meeting of Shareholders on 26th April 2013

Reason and Detail: The Company held the 2013 Annual General Meeting of Shareholders on Friday, April 26, 2013 and the minutes of meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce and also posted in the company's website within 14 days from the date of meeting in compliance with the law and regulations. (The copy of the minute is enclosed in Enclosure 1.)

Board of Directors' comment: agreed to propose such to the Shareholders' Meeting for approval of the minute of the 2013 Annual General Meeting held on Friday, 26th April 2013, which the Board of Directors have considered and agree with its correctness and completeness.

3. Acknowledgement of the 2013 Board of Director's operations report and approve the 2013 Annual Report.

Reason and Detail: Pursuant to Article No.44 of the Company's Articles of Association that the Board of Directors must provide the annual report and report to Shareholders. The summary of operating results is in annual report and has been sent together with this letter

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to acknowledge the operations of the year 2013 and the 2013 Annual Report. (Details are in 2013 Annual Report).

4. Consideration and approval of the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31st December 2013 which have been audited by the CPA with the Auditor's Report.

Reason and Detail: Pursuant to the Section 112 of the Public Limited Companies Act B.E. 2535, which stipulates that the Board of Directors shall prepare the Balance Sheet and the Statement of Income as of the end of the accounting period of the Company, and report to Shareholders Meeting in the Annual General Meeting of Shareholders for consideration and approval. The financial statements have been audited by CPA and considered by the Audit Committee before propose to the Shareholder's Meeting.

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31st December 2013 which have been audited by the CPA with Auditor's Report and also considered by the Audit Committee and the Board of Directors. (Details are in 2013 annual report)

5. Consideration and approval of the dividend payment for the operating results of the year 2013.

Reason and Detail: Pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Company's Articles of Association that the Board of Directors have the authority to propose dividend payment from net profit of the current year or retain earning to the Shareholders of the Company and the payment of dividend shall be made within one month from the date of Shareholders' Meeting or of the resolution of the Board of Directors, as the case may be.

In the Year 2013, the Company has its annual net profit in the amount of Baht 190,173,671.54 and there is no accumulated loss. According to the Company's policy, it specified that the dividend payment is at the rate of about 40% of net profit. However, dividend payment in each year would be subject to situation of economy and future project of the Company

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, The Company must allocate part of the annual net profit as legal reserve in an amount not less than five percent of the annual net profits, less the sum of accumulated loss brought forward (if any), until the reserved fund reaches the amounts not less than ten percent of the registered capital, unless the articles of association of the company or other law provides for a greater amount of the legal reserve.

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve dividend payment for the operating results of whole year of the 2013, for shareholders 350,198,655 shares, equivalent to the rate of Baht 0.20 per share, amounting to Baht 70,039,731.00. The cash dividend payout ratio is approximated at 36.83% of net profit. The Company will specify the lists of shareholders who are entitled to receive the dividend on 30th April 2014 and fixing the date of dividend payment on 8th May 2014. The Board of Directors deemed the above payment rate as appropriate and in line with dividend payment policy of the Company, realize on the operating results and current situation of economic. The dividend payment must be approved by Shareholders in the 2014 Annual General Meeting for Shareholders.

Table of Dividend payment comparison

Dividend Payment Description	2013 (Proposed Year)	2012	2011	2010
1. Net Profit (Loss) (Baht)	190,173,671.54	(549,014,490.41)	143,519,752.00	295,282,084.00
2. Number of Shares				
2.1 Number of Shares for Interim Dividend Payment	-	-	-	-
2.1 Number of Shares for Dividend Payment of the year	350,198,655	-	211,183,625	208,543,175
3. Total Dividend Payment per Share (Baht/share)				
3.1 Interim Dividend Payment (Baht/share)	-	-	-	-
3.2 Dividend Payment for the Year (Baht/share)	0.20	-	0.25	0.50
4. Total Dividend Payment (Baht)	70,039,731.00	-	52,795,906.75	104,271,587.50
5. Dividend Payment Ratio (Percent)	36.83	-	36.78	35.31
The proposed dividend will be paid out of net profit, taxed at a rate of 20%				

In 2013, the Company has increased the registered capital to Baht 350,198,655, which had to reserve ten percent of the registered capital as the legal reserve, amounting to Baht 35,019,865.50. The Company has reserved at Baht 21,317,410 and the Legal Reserve of 2013 amounting to Baht 13,702,455.50 was anticipated reserving in full amount as required. The remaining of net profit was allocated as retain earning of the Company.

6. Consideration and approval of the appointment of Company's Auditor and the 2014 Auditor Fee.

Reason and Detail: Section 120 of the Public Companies Act B.E.2535 requires that the General Shareholders' Meeting shall appoint the Auditor of the Company and fix the Auditor Remuneration every year by the recommendation of the Audit Committee.

Audit Committee's comment: Audit Committee considered on the basis of knowledge, capability and experienced in international standard audit with satisfactory performance. The Audit Committee has considered the appointment of Company's Auditor and proposed to the Board of Directors for consideration to proposing the Shareholder's Meeting to appoint auditors from KPMG Phoomchai Audit Limited as the Company's auditor for the year 2014. One of the following auditors can conduct the audit and provide opinions on the Company's financial statement.

Name	Registration Number	Number of Audited Year
1. Ms. Vannaporn Jongperadechanon	4098	N/A
2. Mr. Vichien Thamtrakul	3183	N/A
3. Ms. Sureerat Thongarunsang	4409	Signed for the year 2010
4. Mr. Ekasit Chuthamsatit	4195	Signed for the year 2005 – 2009 and 2012 - 2013

KPMG Phoomchai Audit Limited and the 4 auditors as mentioned above have no relationship and / or conflict of interest with the Company, Subsidiary Companies, the Executives, Major Shareholders or related persons of the those parties, there are independent in auditing and express an opinions on the Company’s financial statement report. The proposed auditors also are not shareholders of the Company.

The Audit Committee proposed the Board of Directors to consider approving the audit fees for 2014 at the total amount of Baht 1,255,000, the same amount of last year, which to be reserved the right to extra charge when additional works incurred. In order to have the accounting policy, auditing standards and any financial reports of the Company and its Subsidiaries are the same standards, the Company also appointed KPMG Phoomchai Audit Limited as the auditor of our Subsidiary Companies as follows:

1. SiS Venture Company Limited.
2. Qool Distribution (Thailand) Company Limited.

Audit Fee Comparison Over the past 2 years (only the company)	2014 (Proposed Year)	2013	2012
Fee for the annual audit report	700,000.00	700,000.00	700,000.00
Fee for the quarterly review report	480,000.00	480,000.00	480,000.00
Fee for the reporting Package	75,000.00	75,000.00	75,000.00
Total	1,255,000.00	1,255,000.00	1,255,000.00
Amount of Change increased (decreased)	0	0	96,000.00
Percentage Change increased (decreased)	0	0	8.28

Board of Directors’ comment: The Board of Directors has considered to propose the General Shareholders’ Meeting to appoint Ms.Vannaporn Jongperadechanon or Mr.Vichien Thamtrakul or Ms.Sureerat Thongarunsang or Mr.Ekasit Chuthamsatit of KPMG Phoomchai Audit Limited as the Company’s Auditor for the year 2014. In additional, The Board of Directors also to propose the Shareholder’s meeting to approve the audit fee of the Company for 2014 in total amount of Baht 1,255,000 which equal to the last year fees, but reserved the right to extra charge when additional works incurred.

7. Consideration and approval of the election of Company’s Directors to replace the Directors who have to retire by rotation, Rojanasak Chomvilailuk, PhD, Mr.Somchai Sittichaisrichart and Mr.Lim Hwee Hai.

Reason and Detail: Pursuant to Article 37 of the Company’s Article of Association, which stipulate that in the Annual General Meeting, one-third of Directors have to retire from their position but they can be re-appointed. In the year 2014, there are 3 directors who would be retired by rotation, Rojanasak Chomvilailuk, PhD, Mr.Somchai Sittichaisrichart and Mr.Lim Hwee Hai. For the benefit of all Shareholders and in accordance with the principle of Good Corporate Governance, the Company provided an opportunity for shareholders to nominate qualified persons to be elected as the Company’s Directors in advance under the channel and the criterion of nomination of the Company and disclosed on the website of the Company. There are no shareholders proposing the qualified nominee to the Board of Directors for consideration. The criteria of directors’ selection are as follows:

Shareholders appoint Company Director in the Annual General Meeting of Shareholders. The company’s regulations state that there must be no less than 5 company directors, and that they shall be elected through a process of majority voting in accordance with the following criteria and methods:

1. The vote of each shareholder is equal to the number of shares he or she holds

2. In electing directors, it is possible to elect directors either on an individual basis or to elect several individuals simultaneously as a team, or to elect directors by any other method as deemed appropriate by the shareholder meeting. In passing resolutions, shareholders must use all their votes simultaneously as stated 1 (above), and cannot separate their votes among individuals or teams.

3. The election of Directors shall be conducted through majority voting. If the number of votes is equal, the chair of the meeting shall hold the casting vote.

Board of Directors' comment: According to the suggestion of the Remuneration and Nomination Committee, The Board of Directors considered on the basis of knowledge, capability, experiences, management participation and met the qualifications as specified in the Public Limited Companies Act B.E. 2535 and Article 30 of the Company's Article of Association, considering it appropriate to propose the Shareholders' Meeting to re-elect all three directors as the Company's Directors for another term with Rojanasak Chomvilailuk, PhD as the Independent Director, Audit Committee, Remuneration and Nomination Committee, Risk Management Committee and Corporate Governance Committee, Mr.Somchai Sittichaisrichart as the Managing Director, Remuneration and Nomination Committee and Corporate Governance Committee and Mr.Lim Hwee Hai as the Non-Executive Director, Remuneration and Nomination Committee, Risk Management Committee and Corporate Governance Committee.

(The biography of nominated Directors are shown in enclosure)

8. Consideration and approval of the Director's Remuneration for the year 2014.

Reason and Detail: Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 specifies that "the company will not be allowed to pay money or any other assets to its directors unless for remuneration payment pursuant to the Articles of Association of the company" and the Article 43 of the Company's Article of Association specifies that the directors are entitled to receive the remuneration from the Company in the form of reward, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the shareholders' meeting and such remuneration may be specified in the certain amount of money, or in criterions for consideration from time to time, or in effective all the time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the Company's rules.

The contents in the first paragraph will not affect to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefit as the staff or employee of the Company

The Remuneration and Nomination Committees' comment: The Remuneration and Nomination Committee stipulated the payment criterion of Directors remuneration clearly and appropriately, suitability with the duties and responsibilities of Directors, In the year 2014, the director remuneration will be not exceed Baht 6,000,000 and to remain at the same rate as 2013 director remuneration. The criterion and detail of remuneration are shown in Annual Report and conclude in the table below:

Compensation structure	2014 (Proposed year)	2013
Monthly Retaining Fee for the Board		
Chairman	30,000.00	20,000.00
Committee	15,000.00	10,000.00
Remark: except Managing Director and Executive Director who get salary as the Executive.		
Monthly Retaining Fee for the Audit Committee		
Chairman	32,500.00	32,500.00
Committee	25,000.00	25,000.00
Meeting Attendance Fee for the Board		
Chairman	33,000.00	30,000.00
Committee	22,000.00	20,000.00
Meeting Attendance Fee for the Audit Committee		
Chairman	13,500.00	10,000.00
Committee	9,000.00	7,500.00
Meeting Attendance Fee for the Remuneration and Nomination Committee		
Chairman	33,000.00	30,000.00
Committee	22,000.00	20,000.00
Meeting Attendance Fee for the Risk Management Committee		
Chairman	33,000.00	30,000.00
Committee	22,000.00	20,000.00
Meeting Attendance Fee for the Corporate Governance Committee		
Chairman	33,000.00	N/A
Committee	22,000.00	N/A
Remark: The Company will pay yearly special reward to non-executive directors once a year according to operating results with clearly criteria of the Remuneration and Nomination Committee		

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve the total remuneration, monthly retaining fee, meeting attendance fee and yearly special reward for Directors and Sub Committee for the year 2014, totaling not exceed Baht 6,000,000 as the recommendation by the Remuneration and Nomination Committee

9. Consideration of other matters (if any)

Reason and Detail: To provide the opportunity for shareholders to make the suggestion to the Company.

Board of Directors' comment: The Shareholders can make the suggestion or recommendation to the Company.

In order to promote the good Corporate Governance, the Company is providing the opportunity for the shareholders to propose matter to be included as an agenda, as well as propose qualified candidate to be consideration as the Company's director in the 2014 General Meeting of Shareholders, starting on 30th September 2013 until 31st December 2013. The detail of guideline and procedure has been disclosed in the Company's website name www.sisthai.com and notification at SET's news. There are no shareholders proposing matter to be included as an agenda and qualified nominee to be the Board of Directors for their consideration.

The Company therefore would like to invite all Shareholders to attend the meeting on the date, time and venue as indicated above. In case of the shareholders wish to authorize other person or the Independent director to attend the meeting and vote on his/her behalf. Please fill and sign in the proxy form and attach your personal document, and submit to company secretary or authority person before the meeting.

The Shareholders can submit their questions in advance for more information related to each meeting agenda or other information. That will benefit to the Board of Director and The Managements to provide clear information on shareholders' meetings or any Shareholders wishes to receive the annual report in book form please send the requirement to investorinfo@sisthai.com or companysecretary@sisthai.com or facsimile no. 0 2640 3590.

Best Regards,



(Mr. Somchai Sittichaisrichart)
Managing Director

Company's Secretary Tel. 0 2640 3200
Investor Relation Department Tel. 0 2640 3243

Enclosure 1 for agenda no. 2

SiS Distribution (Thailand) Public Company Limited The Minute of 2013 Annual General Meeting of Shareholders On Friday, 26th April 2013

**Sakura room, L Floor, Jasmine City Hotel, No.2 Sukhumvit 23 Road, Klongtoey - Nua,
Wattana, Bangkok**

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The meeting started at 14.00 p.m. and invited Mr.Suwit Chindasanguan, Chairman of the Board and Independent Director, performed as The Chairman of the meeting. All Directors participated in this meeting. And also the Executives of the Company, Company's Auditor and Law Consultants attended as listed below:

Seven directors attended in the Meeting:

1. Mr.Suwit Chindasanguan Chairman of the Board / Independent Director
2. Mr.Somchai Sirivichayakul Chairman of Remuneration and Nomination Committee /Independent Director
3. Rojanasak Chomvilailuk, PhD Chairman of Audit Committee / Independent Director
4. Mr.Somchai Sitthichaisrichart Managing Director
5. Mr.Sombati Pungsrinont Executive Director
6. Mr.Lim Hwee Hai Chairman of Risk Management Committee / Non-Executive Director
7. Mr.Lim Kia Hong Non-Executive Director

Executive attended in the meeting:

1. Ms.Suwathip Pornsuwannapa CFO / Financial and Accounting Manager

Three Auditors attended in the Meeting:

1. Mr.Ekasit Chuthamsatit Auditor of KPMG Phoomchai Audit Limited.
2. Ms.Juraporn Rattapong Assistant of Auditor of KPMG Phoomchai Audit Ltd.
3. Ms.Chaowanee Chaisanga Assistant of Auditor of KPMG Phoomchai Audit Ltd.

Law Consultant attended in the meeting:

1. Ms.Areerat Khuanpadung Law Consultant

The Chairman of the Meeting thanked the shareholders for attending in this meeting, and informed the Meeting that there were 53 shareholders present in person and 29 represented through proxies, totaling 82 shareholders, holding altogether 176,852,898 shares of total Issued and paid-up share capital at 233,465,770 shares, representing 75.75 percent, as a quorum according to the Articles of Association of the Company.

Before the meeting, the Chairman presented a video detailing "The Promoting in Good Corporate Governance relating to Shareholders Meeting of Listed Companies", which is a part of the promoting project in knowledge to the shareholder of listed companies, with the supporting by the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission and the Federation of Thai Capital Market Organizations.

The Chairman was pleased to announce that the Board of Director recognized to the importance of all Shareholders and to support the good Corporate Governance Practice. The Board of Director provided the opportunity for all shareholders to propose any matters to be included in the agenda of the General meeting of Shareholders, as well as to nominate qualified candidates to be appointed as the Company's Director, consistent with the Company's criterion and were reported to the SET and had been published on the Company's Website name www.sisthai.com. However, no shareholders nominated any person or proposed any matter for

consideration as agenda. For voting of each agenda will do by disclosure, except the shareholder at least 5 persons ask for secret vote and the meeting has resolution to secret vote. The Shareholders have to mark in each card for voting. The Chairman assigned officer to explain the detail of voting procedures.

The officer explained to the meeting about the voting procedures, pursuant to Article 23 of Articles of Association of the Company, specified that whether on open vote or secret vote, each shareholder has the voting right equal to the number of shares holding or number of shares held at the proxy, and based on the principle of one share equal to one vote. In voting of each agenda, Shareholders will raise their hand and mark their vote on the ballot which each shareholder received during the registration. If there is no the Articles of Association of the Company or the Public Company Limited Law stipulated otherwise, the vote on any matter will require a majority of the vote of shareholders who attended in the Meeting and eligible to vote. In the case of an equality of votes, the Chairman of the meeting shall be entitled to casting vote. Before voting on each agenda, the Chairman will ask the shareholders for vote “approve” or “disapprove” or “abstain” by raise their hands then mark in the ballot, and send a ballot back to the staffs to record the votes. The staff will scan the barcode stripe in the ballot and show that on projector screen. The Chairman will announce the result of each agenda to the meeting after finish the scan.

The shareholders who participated by themselves and by proxies in type A (Gor) and type B (Khor) cannot split votes in each agenda. But the proxies in type C (Kor or Custodian) can split the votes.

For the vote in agenda item regarding the election of Directors to replace those retired by rotation. The Company will stop the registration temporarily to ensure that there is certain amount of voting right and will be voted on individual basis according to the good CG policy. If the shareholders desire to leave from the meeting place during the vote of any agenda and also need to keep the voting right in each agenda. The shareholders have to indicate their votes on the ballot and submit the ballot to staff record the votes. If the shareholders did not submit the ballot or did not in the meeting place, the Company shall be deemed that the shareholders agree and approve in all remain agendas unless the director election agenda.

Prior to start the meeting, there were 20 shareholders registered to attend the meeting, holding 2,471,710 shares. The total number of shares was 179,324,608 shares from issued and paid-up share capital 233,465,770 shares, representing 76.81 percent. The chairman requested the meeting to consider on the agenda as follows:

Agenda 1 Matter announced by the Chairman

The Chairman informed the meeting that the Shareholders can inquire or suggest in detail of each agenda during the meeting and there were Shareholders submit questions regarding the agenda of the meeting in advance so Managing Director will answer the question in agenda 3. This agenda was acknowledgement agenda and did not vote for this agenda.

Agenda 2 Consideration and approval of the Minute of the 2012 Annual General Meeting of Shareholders

The Chairman proposed the Minutes of the 2012 Annual General Meeting of Shareholders, held on Friday, 20 April 2012 to the Meeting for consideration and approval, a copy of which had been delivered to the shareholders together with the invitation letter and also published on the Company’s web site within specified period. The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and unanimously approved to certify the Minute of the 2012 Annual General Meeting of Shareholders by passing a majority of the vote.

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote).

Approved	102	Shareholders	No. of Votes	179,324,608 votes	Equal to	100.00 %
Disapproved	0	Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	0	Shareholders	No. of Votes	0 votes	Equal to	0.00 %

Agenda 3 Acknowledgement of the 2012 operating results and 2012 Annual Report

The Chairman assigned the Managing Director to report the 2012 operating results and summary of Annual Report of the Company, which had been delivered to the shareholders together with the Invitation Letter.

The Managing Director informed the meeting that before reporting operating result 2012, there are the research from the website of IDC (International Data Corporation) who research the data in global about equipment and computer, other word say "Smart Device" and divided 3 group as PC, Tablet and Smart Phone. IDO had compared data during the year 2011 and 2012 and forecast in 2013 as detail follows:

Unit: Thousand

	2011	2012	Growth	2013	Growth
PC	364	352	-3.3%	347	-1.42%
Tablet	71	128	80.28%	191	49.22%
Smart Phone	485	713	47.01%	919	28.89%
Total	920	1,193	29.67%	1,457	22.13%

According from above report, the total of PC figure had reduced at 3.3% it's the first time of last many years.

In the last year, the Company has been re-organized internal by setting the " Business Unit " (BU) to make properly with market and type of product. For the Sale volume and flexibility Management, each BU have Salesman, Product Management and Marketing work directly to their BU. In previous year they are not separate and the Company started re-organizing since quarter 2 .The major of BU that separated in 2 groups.

1. The Group focused on Sales Volume, this market is high volumes but low margin so it must strictly in cost reduction and efficiency management.

2. The Group focused on Specialist knowledge and provides after Sales-services to customers, the products are complicate and hard to sell but high margin so the Company has to manage specially.

For the year 2013, the Sales volume for the Second Group was about 1,500 million baht which is satisfaction. This group is a new BU so the Sales volume is still small portion from total sales 21,892 million baht (7 % of total sales). The Company has strategic that this BU will grow up same as the other BU because it's a new BU and high margin.

The operating results for 2012

- Total revenue = 22,091 million baht reduced from last year at 2.7%, which it reduced from the Smart Phone groups 2,666 million baht but the other 2 product groups increased; "System" and "Peripheral" which the sales volume of them increased with 535 million and 1,569 million baht respectively.

- Net loss at 739 million baht which impacted from 3 issues as follows.

1. The normal operation (excluded Smart Phone); profit before tax = 321 million baht.
2. Loss before tax for 3 major brands of Smart Phone = 384 million baht.
3. Loss from provision damaged consignment from the Related Company about 600 million baht.

From above impacts, the operating results was loss before tax amount 663 million baht and taxation about 76 million baht, totally the net loss at 739 million baht.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda and as the Chairman informed at the first agenda that the pre-notification questions from shareholders, Managing Director will answer in this agenda.

Managing Director has answered the pre-notification question from shareholders which divided by groups are follows.

Question from the 1st group: What happen with Smart Phone business and what's the cause of impact?

Answer : The Company started Smart Phone business for a while and in quarter 4 of the year 2011, normally people almost buy gift in yearend festival and vendor always launch new product at that time as same Smart Phone business so The Company whose distribute many brand Smart Phone ordered big amount to sale in the festival. At the last quarter of the year 2011, it's very unfortunately flooding in Thailand so the Company postponed the order to import beginning of the year 2012 with the intense competition in Smart Phone market reflect the Company distribute slowly. The Company decided solve this problem by export some Smart Phone and sale with discount promotion, if the Company still keep more long time the damages will expansion. At the end of 2012 the Company can clear out all and loss totally at 384 million baht

From now the Company will reduce Smart Phone business but still keep business to remain profit only.

Question from the 2nd group: What about the Related Company that has signed consignment contract?

Answer: For the Related Company that the Company invested and has consignment contract ""HWH" group" if back to previous, the Company decided to invest with "HWH" group because the Company expect that the Retail business will grow up and would like to be partner with customer that is the main reason of investment with "HWH" group with "HWH" also needs the Company support financing for their business expansion and they will register with The Stock Exchange of Thailand "SET". After the Company has invested with "HWH", we began business normal until last quarter 2011 the Company signed consignment contract with "HWH" under the understanding that it's the best way and safety for the Company because consignment contract that means when "HWH" sold out the Company can get the money if cannot the Company can reclaim goods.

In the beginning of year 2012 the Company delivered goods to "HWH" high volume until "HWH" began have the problem in financing and submitted recovering plan to The Central Bankruptcy Court around mid of the year 2012. The Company tried to ask "HWH" to check it about sales transaction, payment transaction and financial transaction but "HWH" did not cooperated so the Company must stop the business with "HWH" and sent it the official letter date on 9 November 2012 subject stop goods delivery as consignment contract, reclaim all the Company's goods and asked it pay for the accrued. At the end of year the Company can reclaim goods about 60 million baht and remain about 600 million baht so it's necessary to compose of allowance for damaged and doubtful debt (Account Receivable) totally about 648 million baht because there are no clearness when The Company get money and goods back. In the future when the Company gets the money or goods return, they will record in revenue later.

Question from the 3rd group: How did the Company manage for consign goods which still unclaim ?

Answer: There are 3 operations as follows.

1. Business: The Company has tried to ask for consigned goods and intend to observe goods at warehouse. The Company has coordinated to get return goods as much as possible which at lease damage.
2. Recovering Plan: After "HWH" submitted recovering plan, the Company has assigned the professional to work with other creditor because there are complicate process for recovering plan. The Company has to reclaim goods under legal of recovering plan.

3. Legal: The Company has assign a lawyer (outsource) who has professional in consignment contract to reclaim goods under Thai law.

Question from the 4th group: The reason for increasing the registered capital.

Answer: The operating results in 2012 has loss which was the first year from many year ago and the amount of loss was very high then impacted to Equity reduced to be 516 million baht. In financial ratio, if sales volume is about 20,000 million baht the total Debts should be about 4,300 million baht. So the sales volume is 20,000 million baht the Company must calculate how much Equity should be enough for the business. The financial ratio that call Debt Equity (D/E) and in present the Company's D/E calculation = 8.3 (debt=4,300/equity=516). D/E at 8.3 is too high, it should be low to be about 2 - 4 then the Company has consulted with the bank about this problem. There are 2 choices to make decision, one is business reducing to the small business that means sales decreasing and less margin and other choice is the registered capital increasing.

Finally, the major shareholders decided the registered capital increasing and they believed the crisis that occurred in last year will not occur again so if there is no "HWH" and Smart Phone issues the Company's business is still grown-up. The Company has assigned to financial advisor to calculate for a new D/E. After capital increasing as the portion that will explain in next agenda, D/E will change to be 4.3. (include the net profit in the 2nd quarter), providing shareholder approve the capital increasing and credit approval has no problem. Now, the financial loan of the company is Baht 5,500 million which already used Baht 2,500 million.

Question from the 5th group: The data in market that the demand of PC decreases how is the trend of IT industry?

Answer: For Managing Director's opinion: Although the demand of PC will decrease, IT industry is still growth. Data from National Statistical Office that survey the PC using in household, there are only 30% have PC and 70% not yet have. That's means the markets still have demand but no ability to buy. In the past people cannot buy a PC because it very expensive but now a day it's easy to buy PC because low price and The Government also has revenue increasing policy. If consumers don't use PC, they will use Tablet instead and The Government just give the Tablet to primary school (pratom. 1) about 800,000 units that means 800,000 families used Tablet so the trend of IT is still grow up.

The Company also tries to find a new product to distribute such as Smart TV, Digital Audio including Cloud business and selling via online.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

Mr.Wutthichai (shareholder) asked the Company as follows:

1. Regarding the last meeting, I have known that the Company has insurance for account receivable that cannot collect. For the damages amount 647 million baht of Hardwarehouse International Co.,Ltd("HWH"), can the Company reimburse?
2. Why does the Company not bring consigned goods back from "HWH" ?
3. How long does it take for legal action with "HWH", from now to the end process?

The Managing Director explained as follows:

1. The condition of the Company's insurance, there is no cover the Related Company so the Company cannot claim the damage charge from "HWH" case but it covered for other customer.

2. It's intend to do but in legal the Company cannot take anything at "HWH" place without permission. The Company tried to negotiate and corporate with "HWH" to reclaim goods and assigned third party too, hope the progress will be good.

3. The objective of the recovering plan is the business can run continuously to pay creditor liability. There are 2 period, first is the plan has to committed by every creditor and do payment as the plan (payment for 30-40%) and after that there is no plan but the Company is still be the creditor.

Mr. Nakorn Praprasert (shareholder) asked the Company as follows:

1. I found that the revenue per year of “HWH” is about 700 million baht then why SiS has consigned goods at 600 million baht. I think the amount is high and same as sales per annum?
2. How is the audit process of CFO and Risk Management Committee?
3. Due to “HWH” is the Related Company, how does it take legal action with it?

The Managing Director explained as follows:

1. At that time “HWH” sent the sale data 500-600 million baht per month and expand branch from 70 to over than 100 branches then the Company forecast their stock should be about 900 million baht.

2. Basically, the Committee has working standard and always let the Managements explain and give the notification. For “HWH” case, the Managing Director accepted that it’s fail in management and would like to apologize with “HWH” case. The Managing Director committed that since now it will be strictly and Board of Directors has already set the Delegation of Authority for Management Directors.

3. Legal action, it will do its even if it is related company.

Shareholder asked the Committee.

Due to “HWH” is a big retail customer and long term relationship. What is the Company’s planning if “HWH”’s business close?

The Managing Director explained shareholder.

Although there is no “HWH” in business, there is no effect the Company’s sales volume because it’s not much sale volume and other retails also are our customers.

Mr.Nutthapat (shareholder) asked the Committee as follows:

1. For the consignment about 600 million baht, Did the Company deliver once or little by little?
2. Two years ago, net profit of the Company’s is about 1.79%. How much net profit does the Managing Director forecast in the future?
3. How is the Company’s potentiality in the business?

Managing Director explained shareholder.

1. For consignment, the Company delivered little by little by using sale report from “HWH” and the business expands branches quickly. The Company intended to be the only one distributor for “HWH” so we had delivered too much

2. Normally, net profit will be around 1% plus little unless the new product is success and high margin net profit maybe is near 2%

3. The Managing Director’s opinion is the Company had good background in the business and quality products especially products which need specialist knowledge. There are many major manufacturers trust the Company’s potential and the Company has good internal management, quality staff then the Company has high competitive potential in business absolutely.

Mr.Uea Upatcha (shareholder) asked the Committee as follows:

1. Since the beginning this year to today. How much the Company can reclaim consignment?
2. The Company should to be the major creditor so after recovering plan is success can the Company control or manage “HWH”?

Managing Director explained shareholder.

1. As the legal, the Company cannot take the products at “HWH” place without permission and present the Company negotiate continuously to reclaim consignment.

2. The Company doesn’t need to take over “HWH”, we need “HWH” can do the business further. And the Company is not their major creditor only one; there are many major creditors such as banks.

There was no further question from shareholder, the Chairman informed shareholders that this agenda was acknowledgement the Company's operating result and problem solving and did not vote for this agenda

Agenda 4 Consideration and approval of the Statement of Financial Position and Statement of Comprehensive Income for the year ended 31th December 2012 which have been audited by the CPA and Auditor's Report

The Chairman assigned the Managing Director to report the summary of Statements of Financial Position and Statements of Comprehensive Income for the year ended 31 December 2012 to the Meeting for approval according to the Annual Report of the Company which had been delivered to the shareholders together with the invitation letter.

Managing Director reported to the meeting:

Statements of Financial Position

Assets

- Cash and Cash Equivalent were 78 million baht due to at the end of month there were some customers transferred money to the company in the evening. The officer cannot payback to bank in same day that was ordinary action of business to postpone deposition to the next day. Purpose of the company will try to reduce the transactions like this at least in the future.
- Accounts Receivable were in the amount of 2,595 million baht which increased from the year 2011. Average of collection is 40 days, it's reasonable and acceptable because each of customer has billing and payment date setting.
- Inventories were 1,191 million baht which decreased from the year 2011 very high because accelerated clearance since quarter 3/2012 to decrease the loss.
- Net equipments were 141 million baht which is the normal figure. The others were not materiality difference from previous year.

Liabilities and Equity

- Loans from financial institutions were 2,610 million baht which increased by loan for working capital and goods purchasing.
- Accounts payable were 1,191 million baht which decreased 1,083 million baht because of there were high volume of Smart Phone at the end of year 2011. In this year, the Company tries to reduce purchasing then accounts receivable were reduced too.
- Shareholder's Equities were 516 million baht, there was retained earnings in the amount of 105 million baht which decreased from net loss.

Statements of Comprehensive Income

- Total Revenue was 22,091 million baht, decreased by 2.7% from the year 2011. The main factor was Smart Phone volume's reducing.
- Cost of goods sold and selling expenses were decreased but administration expenses were 978 million baht which increased from allowance for doubtful debt for "HWH" case. If exclude allowance for doubtful debt then Selling expenses will reduce.
- Profit before tax was 663 million baht, income tax was 76 million and net profit after tax was 738 million baht.

The financial statement has been audited by the auditor of KPMG Phoomchai Audit Limited, which was an unqualified opinion and the Audit Committee reviewed and agreed with the auditor's opinion. And required to notice at notes to the financial statements No. 7 subject to allowance for doubtful accounts from of related parties "HWH" case.

The Chairman asked the Chairman of Audit Committee to present the review of the 2012 financial statement to shareholders for acknowledgement.

The Chairman of Audit Committee informed the meeting that the Audit Committee has main responsibility to review the internal control processes and compliance with the relevant Law and regulations of regulator. The Audit Committee also acts instead of shareholders in follow up

and monitors the operation result to control and protect the benefit of all shareholders equally and create the value to the Company.

In addition, the Audit Committee has an important role to review the interim and annual financial statement of the Company carefully. The Audit Committee has invited the Executives to provide the information, including had the meeting with the Auditors independently, for the transparency and keep benefits of minor shareholders.

From the reviewing, the Audit Committee agreed with the auditor's opinion that the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial positions as at 31 December 2012, and the results of operations and cash flows for the year then ended of SiS Distribution (Thailand) Public Company Limited and its subsidiaries and of SiS Distribution (Thailand) Public Company Limited, respectively, in accordance with Financial Reporting Standards, and expressed an unqualified opinion on those financial statements. The Audit Committee would like to propose that to the meeting for consideration.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

Ms.Wipa Suwanit (whose attorney from Thai Investor Association) asked the Committee as follows:

1. In my opinion, In the year 2011 there were high revenues and high accounts receivable but in 2012 the revenues were reduced from the previous year why account receivables were increased. Please kindly explain.

2. Notes to the financial statements of the year 2012 page 121, the revenues were decreased why selling expenses were increased especially transportation expenses increased 19% and employee's benefit expenses increased 34%.

The Managing Director explained as follows.

1. That's fine for high revenue and high accounts receivable in normal of business which has stable of average income but the Company business's income is not stable because it's depend on demand. And the revenues comes from profit and loss so it's accumulated whole a year, accounts receivable comes from balance sheet so it's a figure at the end of year. At the end of year 2011, floodind in Thailand effect sale volume and accounts receivable so accounts receivable shown less than the year 2012. The beginning of year 2012 still less sale and increase sale volume at the end of year 2012 by clearance sale to protect devalue stock to next year so account receivable shown high.

For evaluation of account receivable the Managing Director will considered from days of collection. At present the Company can collect money within 40 days which acceptable because customer's credit is about 30 days. It's over a little because each of customers set date of billing and payment various.

2. Employee benefit expenses were increased because the Company recruited more sales staff including salary's basis was also adjusted followed the Government's policy. Actually total expenses for employee (page 120) were decreased from the year 2011 at 246 million baht to be at 236 million baht in the year 2012. The Chairman also expressed that the Executive's Remuneration in notes to the financial statements in page 97 shown decreasing because of 2 Executive Directors (Mr. Somchai and Mr. Sombati) preferred no receive bonus in 2012 and no salary adjustment for year 2013. The Chairman would like to appreciate 2 Executive Directors because both of them worked hard but unfortunately the operating results were not good.

The Chairman explained for transportation expenses that due to the Company moved warehouse from Rama 9 to Romklao road so the expenses from the distance were high but more efficiency.

Mr.Wutthichai (shareholder) asked the Committee as follows:

1. Why did financial cost increase while inventory decrease?
2. Could the Managing Director forecast financial cost in the future?

Managing Director explained as follows:

1. According the Managing Director told about balance sheet and profit and loss had shown the figure different time, inventory at the end of the year 2011 were high because flooding in Thailand so sales volume were not good but financial cost was normal rate. Inventory at the end of the year 2012 were low because sales volume were still less in the beginning of the year but clearance all goods in quarter 4 of the year 2012 so financial cost was high from long keeping stock.

2. Managing Director believe that financial cost in 2013 will decrease because inventory will decrease.

Mr.Nakorn Prapasert (share holder) asked the Committee as follows.

1. Could the Managing Director report the revenue for quarter 1 and forecast quarter 2?
2. Data at page 41 of annual report 2012, Could you please explain why inventory was decrease but average days sale were increase?

The Managing Director explained as follows.

1. Managing Director could not report the revenue for quarter 1 because of the Stock Exchange of Thailand's regulation (SET). Managing Director informed that the Company will finish first financial statement and have Board meeting to approve in the beginning of May.

2. For calculation formula is SET's regulation that calculate from average of inventory on hand whole a year (not at the end of year). The figure of average maybe was high but at end of year low.

Mr.Nutthapat (shareholder) asked the Committee as follows.

1. As the Company reported the delivery were little by little, why the Company did not concern the amount that increase till damage were high to 600 million baht? And how to protect for the next time?

2. The annual report of 2012 at page 101, the Company had accounts receivable over 6-12 months and over 12 month increased from year 2011 = 179 million baht and release product were slow. Is there problem with liquidity of sale & purchase?

The Managing Director explained as follows.

1. The Company hope to be only one distributor of HWH and would like to grow together with HWH business so the Company delivered little by little until big amount. Managing Director accepted it was his mistake and commit that there is no this case anymore.

2. The overdue of accounts receivable were Government's project, if excluding HWH case it's on acceptable and under control

Mr.Wasan (shareholder) asked the Committee as follows.

1.The operating results was loss, why did the Company still pay tax?

2.Why the Company record accounting in operating expenses group for damaged from HWH case, not record another group?

The Managing Director explained as follows.

1. Due to the expense for damaged from HWH case doesn't be the actual expense in taxation so the Company had to reverse the expense to be income and submit tax payment. If finally the Company can proof and there is the document that the Company has damage from this case from Court, the Company will reverse the expense to actual expense.

2. The company had recorded accounting under International Financial Reporting Standards (IFRS).

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

While the meeting, there were 4 shareholders registered to attend the meeting, holding 59,570 shares.

Resolution: The Meeting considered and unanimously approved Statements of Financial Position and Statements of Comprehensive Income for the year ended 31 December 2012 which is audited by the auditor with auditor's report.

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	106 Shareholders	No. of Votes	179,375,178 votes	Equal to	100.00 %
Disapproved	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %

Agenda 5 Consideration and approval of no dividend payment for the operating results of 2012 and not allocate profit to the legal reserve

The Chairman informed the meeting that the Company has its policy specifying for the dividend payment about 40 percentage of net profit depends on situation of economy and future project of the Company. For the operating results in 2012 has net loss 738.7 million baht. The Board of Directors considered and proposed the Meeting to consider approving no dividend payment.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved no dividend payment proposed by the Chairman.

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	105 Shareholders	Amount	179,374,848 votes	Equal to	100.00 %
Disapproved	1 Shareholders	Amount	330 votes	Equal to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	Equal to	0.00 %

The Chairman informed the meeting that, in 2012 the Company had no legal reserve appropriation because the Company's operating had lost.

Agenda 6 Consideration and approval of the appointment of Company's Auditor and approved the 2013 Auditor fee.

The Chairman stated to the meeting that by the Audit Committees' recommendation, the Board of directors found it is appropriate to propose to the Meeting to appoint Mr.Vichien Thamtrakul, Certified Public Accountant No.3183 or Ms.Vannaporn Jongperadechanon, Certified Public Accountant No.4098 or Ms.Sureerat Thongarunsang, Certified Public Accountant No.4409 or Mr.Ekasit Chuthamsatit, Certified Public Accountant No.4195 of KPMG Phoomchai Audit Ltd. as the company's auditors for the year 2013.

The Chairman asked the Chairman of Audit Committee to present the detail to the meeting.

The Chairman of Audit Committee informed the meeting that it is appropriate to appoint the list of 4 auditors because they have no relationship and / or conflict of interest with the Company, Managements, Major Shareholders or related persons of the those parties, also they are not shareholders of the Company, there are independent in auditing and reporting on the Company's financial report. Mr.Ekasit Chuthamsatit was the Company's auditor for the year 2005 to 2009, 2012 and Ms.Sureerat Thongarunsang was the Company's auditor for the year 2010.

And it is appropriate to propose the Meeting for approval of the audit fee for the year 2013 at total amount of Baht 1,255,000, the same amount as the year 2012 (excluded actual expenses incurred during the operation). This fee is reasonable when compare to the increment of audit work according to new Accounting Standard (IFRS). The Company has no non-audit fee in 2012.

KPMG Phoomchai Audit Limited also is Auditor for subsidiary companies for the year 2013 with the audit fee as follows:

SiS Venture Company Limited, audit fee is Baht 130,000

Qool Distribution (Thailand) Company Limited, audit fee is Baht 350,000

Total audit fee of 2 subsidiary companies are Baht 480,000, the same amount as the year 2012

The Board of Director would like to propose the Meeting to approve the appointment of Auditor and audit fee for 2013.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved the appointment of Mr.Vichien Thamtrakul, Certified Public Accountant No.3183 or Ms.Vannaporn Jongperadechanon, Certified Public Accountant No.4098 or Ms.Sureerat Thongarunsang, Certified Public Accountant No.4409 or Ekasit Chuthamsatit, Certified Public Accountant No.4195 of KPMG Phoomchai Audit Ltd. as the company's auditors for the year 2013, with the audit fee at total amount of Baht 1,255,000.

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	104 Shareholders	No. of Votes	179,271,148 votes	Equal to	99.94 %
Disapproved	2 Shareholders	No. of Votes	104,030 votes	Equal to	0.06 %
Abstained	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %

Agenda 7 Consideration and approval of the Election of Company's Directors to replace those Directors retiring by rotation, Mr.Somchai Sirivichayakul, Mr.Sombati Pungsrinon and Mr.Lim Kia Hong.

The Chairman stated to the meeting that, in this meeting, there are one-third of the members of Board of directors must retire by rotation under the Company's Articles of Association item 37, i.e. Mr.Somchai Sirivichayakul, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong. For the good CG and transparency in the voting, the directors, who are regarded as interested parties in this matter must leave the meeting room.

The Chairman stated to the meeting that the Board of Director recognized to the importance of all Shareholders and to support the good Corporate Governance Practice. The Board of Director provided the opportunity for all shareholders to nominate qualified candidates to be appointed as the Company's Director, consistent with the Company's criterion and had been published on the Company's Website. However, no shareholders nominated any candidates for election as director. The Remuneration and Nomination Committee had considered on the basis of experience, knowledge, ability and management participation including the fully qualified pursuant to the Public Limited Companies Act B.E. 2535 and Article 30 of the Company's Article of Association. The Company Committee agree with The Remuneration and Nomination Committee would like to propose the Shareholders' Meeting to re elect Mr.Somchai Sirivichayakul, Mr.Sombati Pungsrinon and Mr.Lim Kia Hong as Directors of the Company for another term by electing Mr.Somchai Sirivichayakul as the Independent Director, Audit Committee and Remuneration and Nomination Committee, Mr. Mr.Sombati Pungsrinon as the Executive Director and Risk Management Committee and Mr.Lim Kia Hong as the Non-Executive Director. All the above directors have contributed greatly in the management, attend the meeting. The Biography of nominated directors had been delivered to all shareholders prior the Meeting together with the invitation letter.

The Chairman informed the meeting that to comply with the Good Corporate Governance Principles, the Chairman proposed the meeting to elect the Directors on individual basis.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved the re-election of three directors, Mr.Somchai Sirivichayakul, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong as Directors of the Company for another term, as detailed as follows:

The votes to elect Mr.Somchai Sirivichayakul as the Independent Director, Audit Committee and Remuneration and Nomination Committee, as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	105 Shareholders	No. of Votes	179,375,068 votes	Equal to	100.00 %
Disapproved	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	1 Shareholders	No. of Votes	110 votes	Equal to	0.00 %

The votes to elect Mr.Sombati Pungsrinon as the Executive Director and Risk Management Committee as follow: (percentage of shareholders who attended in the Meeting and eligible to vote).

Approved	105 Shareholders	No. of Votes	179,375,068 votes	Equal to	100.00 %
Disapproved	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	1 Shareholders	No. of Votes	110 votes	Equal to	0.00 %

The votes to elect Mr.Lim Kia Hong as the Non-Executive Director, as follow: (percentage of shareholders who attended in the Meeting and eligible to vote).

Approved	105 Shareholders	No. of Votes	179,375,068 votes	Equal to	100.00 %
Disapproved	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	1 Shareholders	No. of Votes	110 votes	Equal to	0.00 %

The Chairman of the meeting invited Mr.Somchai Sirivichayakul, Mr.Sombati Pungsrinon and Mr.Lim Kia Hong to participate the meeting again after announced the voting result.

Agenda 8 Consideration and approval of the Board of director's remuneration for 2013

The Chairman proposed the remuneration for the Board of Directors and Sub Committees for year 2013 not exceed Baht 6,000,000, the same amount as the year 2012, and asked the Chairman of Remuneration and Nomination Committee to present the basis and criterion of payment to Shareholders.

The Chairman of Remuneration and Nomination Committee informed the meeting that the Board of Director declared the criterion and details of director's remuneration of each position in the invitation letter and in the Annual Report page 46-47 as follows:

Compensation structure	Payment	Chairman	Committee
Monthly Retaining Fee for the Board	Monthly	20,000	10,000
Monthly Retaining Fee for the Audit Committee	Monthly	32,500	25,000
Meeting Attendance Fee for the Board	Attend the Meeting	30,000	20,000
Meeting Attendance Fee for the Audit Committee	Attend the Meeting	10,000	7,500
Meeting Attendance Fee for the Remuneration and Nomination Committee	Attend the Meeting	30,000	20,000
Meeting Attendance Fee for the Risk Management Committee	Attend the Meeting	30,000	20,000

The Board of Director showed the details of directors' remuneration of each person individually in the Annual Report. These remunerations used same criterion as the year 2012 and the Remuneration and Nomination Committee would like propose the shareholders meeting for consideration and approval of directors' remuneration.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and unanimously approved remuneration of Committee and Sub Committee for the year 2013 not exceed Baht 6,000,000 per year.

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	105 Shareholders	No. of Votes	179,375,068 votes	Equal to	100.00 %
Disapproved	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	1 Shareholders	No. of Votes	110 votes	Equal to	0.00 %

Agenda 9 Consideration and approval of additional one more position of director, by increasing the number of directors from currently 7 to be 8 persons

The Chairman informed the meeting that, for more efficiency of company's operation The Board of Director proposed the meeting to consider and approve the increasing the number of directors from 7 to 8 persons and elect 1 additional director Mr. Lim Kiah Meng, and asked the Chairman of Remuneration and Nomination Committee to present the reason and detail.

The Chairman of remuneration and Nomination Committee informed the meeting that Remuneration and Nomination Committee considered the increasing duties of committee especially subcommittees have to more consideration before submitted to company committees, it is considered appropriate for the Shareholders' Meeting to approve for 1 election director as the Remuneration and Nomination Committee present Mr. Lim Kiah Meng (The biography are shown in the invitation letter had sent to Shareholders in advanced)

Mr. Lim Kiah Meng had introduced himself to the Shareholders.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved to increase the number of directors from currently 7 to be 8 persons and elect Mr. Lim Kiah Meng as Non – Executive Director

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	103 Shareholders	No. of Votes	179,181,938 votes	Equal to	99.90 %
Disapproved	2 Shareholders	No. of Votes	23,330 votes	Equal to	0.01 %
Abstained	1 Shareholders	No. of Votes	169,910 votes	Equal to	0.09 %

Agenda 10 Consideration and approval of the amendment of director's authorization to sign on behalf of the Company

The Chairman informed the meeting that, regarding agenda 9 that approved increasing the number of directors from 7 to 8 persons and elect 1 additional director Mr. Lim Kiah Meng. The Board of Directors proposed the Shareholders' Meeting to consider and approve the amendment to the signing of authorized directors of the Company as follows:

“Name and number of Committees who have authorization to sign on behalf of the Company”

From “Mr.Somchai Sittichaisrichart or Mr.Sombati Pungsirnant signs together with Mr.LIM Hwee Hai or Mr.LIM Kia Hong, totaling 2 persons and affix with the Company's seal”

To “Mr.Somchai Sittichaisrichart or Mr.Sombati Pungsirnant signs together with Mr.LIM Hwee Hai or Mr.LIM Kia Hong or Mr.LIM Kiah Meng, totaling 2 persons and affix with the Company's seal”

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved the amendment of director's authorization to sign on behalf of the Company.

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	104 Shareholders	No. of Votes	179,182,268 votes	Equal to	99.90 %
Disapproved	1 Shareholders	No. of Votes	23,000 votes	Equal to	0.01 %
Abstained	1 Shareholders	No. of Votes	169,910 votes	Equal to	0.09 %

Agenda 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

The Chairman informed the meeting that in the last year there are capital not yet paid amount 16,534,230 shares, the reasons had shown in the invitation letter had sent to Shareholders in advanced. The Board of Directors agreed to propose to the Shareholders' Meeting for consideration and approval reducing the Company's registered capital from 250,000,000 baht to be 233,465,770 baht by cancelling 16,534,230 baht at par value of 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital as follows.

Previous:

"Clause 4"	Registered capital	:	250,000,000.00 Baht	(Two hundred and fifty Million Baht)
	Divided into	:	250,000,000 Shares	(Two hundred and fifty Million Shares)
	Par value of	:	1.00 Baht	(One Baht)
	Separated into: Ordinary shares	:	250,000,000 Shares	(Two hundred and fifty Million Shares)
	Preference shares	:	- Shares	(-)

New:

"Clause 4"	Registered capital	:	233,465,770.00 Baht	(Two hundred thirty-three million four hundred sixty-five thousand seven hundred and seventy Baht)
	Divided into	:	233,465,770 Shares	(Two hundred thirty-three million four hundred sixty-five thousand seven hundred and seventy Shares)
	Par value of	:	1.00 Baht	(One Baht)
	Separated into: Ordinary shares	:	233,465,770 Shares	(Two hundred thirty-three million four hundred sixty-five thousand seven hundred and seventy Shares)
	Preference shares	:	- Shares	(-)

The resolution for this agenda pursuant to the Article No.4 of the Company's Article of Association, the Company's capital increased or decreased by the resolution of shareholders meeting based on the number of votes not less than three-fourth (3/4) of the total number of votes attending the meeting with voting right.

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and unanimously approved the decrease of the Company's registered capital at 16,534,230 shares and the amendment to Clause 4 of the Company's Memorandum of Association to be according the decrease of the registered capital

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	106 Shareholders	No. of Votes	179,375,178 votes	Equal to	100.00 %
Disapproved	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %
Abstained	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %

Agenda 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 increase of the registered capital

The Chairman informed the meeting that, for the support financing of business The Board of Director proposed the shareholders to consider and approve the increase of registered capital of the Company from 233,465,770 Baht (pursuant to agenda 11) to be 350,198,655 Baht divided into 350,198,655 shares at par value of 1 Baht per share by issuing the new ordinary shares at the amount of 116,732,885 shares at par value of 1 Baht per share and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital as follows.

New:

"Clause 4"	Registered capital	:	350,198,655.00 Baht	(Three hundred fifty million one hundred ninety-eight thousand six hundred and fifty five Baht)
	Divided into	:	350,198,655 Shares	(Three hundred fifty million one hundred ninety-eight thousand six hundred and fifty five Shares)
	Par value of	:	1.00 Baht	(One Baht)
Separated into:	Ordinary shares	:	350,198,655 Shares	(Three hundred fifty million one hundred ninety-eight thousand six hundred and fifty five Shares)
	Preference shares	:	- Share	(-)

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved the increase of the Company's registered capital at 116,732,885 shares and the amendment to Clause 4 of the Company's Memorandum of Association to be according the increase of the registered capital

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	105 Shareholders	No. of Votes	179,271,478 votes	Equal to	99.94 %
Disapproved	1 Shareholders	No. of Votes	103,700 votes	Equal to	0.06 %
Abstained	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %

Agenda 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)

The Chairman would like to inform the meeting, from the agenda no. 12 that approved increasing capital The Board of Directors agreed to propose to the Shareholders' Meeting for consideration and approval the allocation of 116,732,885 newly issued ordinary shares at the par value of 1 Baht per share to support new ordinary share that will be allotted to the existing

shareholders of the Company in proportion to their shareholding ratio (Right Offering) at the rate of 2 existing ordinary share per 1 newly issued ordinary shares

The Chairman gave the shareholders an opportunity to ask in detail of this agenda.

Mr. Wasan Pongputtamon (shareholder) asked the Committee.

What the objective of the registered capital increasing this time?

Managing Director answered the shareholder.

The Company's objective is supporting financing in the business under sales volume more than twenty thousand million baht and the Company will not invest any more.

There was no further question from shareholder, the Chairman asked to cast a vote by raise the hand and mark in the ballot.

Resolution: The Meeting considered and approved the increase of the Company's registered capital at 116,732,885 shares as the Chairman proposed

The votes as follow: (percentage of shareholders who attended in the Meeting and eligible to vote)

Approved	105 Shareholders	No. of Votes	179,271,478 votes	Equal to	99.94 %
Disapproved	1 Shareholders	No. of Votes	103,700 votes	Equal to	0.06 %
Abstained	0 Shareholders	No. of Votes	0 votes	Equal to	0.00 %

Agenda 14 Consideration of other matter.

The Chairman informed the meeting that the Board of Director does not have any other matter to propose the shareholders for their consideration. The Chairman gave the shareholders an opportunity to ask other matter.

The Chairman notified the meeting that Shareholders did not inquire any question and declared the meeting closed. The Chairman showed the appreciation for the participation of the shareholders in the Annual General Meeting of Shareholders 2013.

Finished the Meeting at 6.00 p.m.

Suwit Chindasanguan
Chairman

(Ms. Supornrat Ananthikulchai)
Recorder

Enclosure 3 for agenda no. 7

Election of Company's Directors to replace the Directors who have to retire by rotation

Qualifications of independent director

Independent Director is the Director who has independent decision and not relate with major shareholders, the Executives and related person in the Company, Subsidiary Company and Related Company. Independent Director can conduct fair deals involving of all shareholders' interest as follow:


1. Holds not more than 1% of the total outstanding voting shares of the Company, Subsidiary Company, Associated Company, the Company's major shareholder or controlling person of the Company, including shares held by a person related to Independent Director.
2. Neither a director that has a management authority nor an employee, staff, advisor on retainer, controlling person of the company, the company's major shareholder, a subsidiary company, an associated company, a subsidiary of the same tier or any juristic person with a conflict of interest, both in the present and at least two years prior to taking the Independent Director.
3. No relationship by blood or legal registration, in a nature that makes the independent director a parent, spouse, brothers and sisters, children nor spouse of children of management, major shareholders, authority figures or nominees for management and authority figures of the company or a subsidiary.
4. Is not involved or have ever been in the business relationship with the company, the company's major shareholder, a subsidiary company, an associated company or controlling person of the company with conflict of interests in a nature which may obstruct his independent judgment. Is not or have ever been significance shareholder or controlling person whose have related business with the company, the company's major shareholder, a subsidiary, an associated company or controlling person of the company, unless having been out of the aforementioned position at least two years prior to taking the Independent Director.

The term "business relationship" it shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or 20 Million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions.

5. Is not involved or have ever been auditor of the company, the company's major shareholder, a subsidiary company, an associated company or controlling person of the Company. Is not significance shareholder, controlling person or managing partner of the company's audit's firm that have auditor of the company, the company's major shareholder, a subsidiary company, an associated company or controlling person of the company is staff, unless having been out of the aforementioned position at least two years prior to taking the Independent Director.

6. Is not involved or have ever been professional service provider such as legal or financial advisor, whose service fee exceed 2 Million Baht per year from the company, the company's major shareholder, a subsidiary company, an associated company or controlling person of the company. Is not significance shareholder, controlling person or partnership manager of above professional service firm, unless having been out of the aforementioned position at least two years prior to taking the Independent Director.
7. Is not appointed as a representative of the company's Director, major shareholders or shareholders who are related to the major shareholders of the company.
8. Do not engage in the same state business or competitive business that significance with the company or is a partner in partnership, significance shareholder or director of other same state business or competitive business that significance with the company.
9. No other impediments or impairments to express independent opinions concerning the operations of the company.

Enclosure 4 for agenda no. 7
Election of Company's Directors to replace the Directors who have to retire by rotation
Biography of Directors to be Elected as Independent Directors and Audit Committee

Name	Rojanasak Chomvilailuk, PhD.	
Position	Chairman of Audit Committee • Remuneration and Nomination Committee • Risk Management Committee • Corporate Governance Committee • Independent Director	
Age	52 Years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> • Doctor of Philosophy in Marketing & Management, Charles Sturt University 	
Training from IOD	<ul style="list-style-type: none"> • Director Certification Program • Directors Accreditation Program • Audit Committee Program • Finance for Non-finance Director • Improving the Quality of Financial Reporting • Role of the Compensation Committee • Chartered Director Class • DCP Refresher • Successful Formulation & Execution of Strategy • Monitoring the System of Internal Control and Risk Management • Monitoring the Internal Audit Function • Monitoring Fraud Risk Management • How to Develop a Risk Management Plan • Improving Board Decisions • Audit Committee: Experience, Problem and Best Practice • Fellow Member of Thai Institute of Directors Association • Certificate of Diploma • CEO Relations : Balancing Trust and Oversight • What the Board Should Expect from the Company Secretary • Monitoring the Quality of Financial Reporting • Will the Global Economy Stumble or Slow down? And what will that mean for Thailand? 	

Shareholding (31 Dec. 2013) 39,430 shares, equal to 0.01% of total shares with voting right
Date and Number of year of 9 February 2004 – 10 years

Independent Directorship


Working Experience/Directorship or management in other businesses

Working Experience	2013 - Present	Corporate Governance Committee SiS Distribution (Thailand) Public Company
	2009 - Present	Chairman of Audit Committee SiS Distribution (Thailand) Public Company
	2009 - Present	Remuneration and Nomination Committee SiS Distribution (Thailand) Public Company
	2007 - 2009	Chairman of Remuneration and Nomination Committee SiS Distribution (Thailand) Public Company
	2004 - Present	Independent Director and Audit Committee SiS Distribution (Thailand) Public Company

Positions in other Listed Companies None

Positions in other Non-Listed Companies	2013 - Present	Audit Committee, Ausiris Future Co., Ltd .
	2012 - Present	Associate dean, International College The University of the Thai Chamber of Commerce
	2010 - Present	Independent, Ausiris Future Co., Ltd
	2010 - Present	Committee, Tiptop Logistic Co., Ltd
	2004 - Present	Lectures, Faculty-Business The University of the Thai Chamber of Commerce

Biography of Directors to be elected as Executives Directors

Name	Mr.Somchai Sittichaisrichart		
Position	Managing Director • Authorized Director • Remuneration and Nomination Committee • Corporate Governance Committee		
Age	54 years		
Nationality	Thai		
Education	<ul style="list-style-type: none"> • Bachelor of Engineering (Electrical Engineering) Prince of Songkhla University • Master of Business Administration, Thammasat University 		
Training from IOD	<ul style="list-style-type: none"> • Director Certification Program • Directors Accreditation Program • CEO Succession and Effective Leadership Development • IT Governance : A Strategic Path Forward • Successful Formulation & Execution the Strategy • What the Board Should Do in a Turnaround Situation • 2009 Economic Situation : necessary to downsize the organization or not • IOD Breakfast Talk 1/2012 "Asian Business Models in Transformation" 		
Type of Director	Executive Director		
Shareholding (31 Dec. 2013)	<ul style="list-style-type: none"> • 9,457,961 shares, equal to 2.7% of total shares with voting right exclude shared held by • Ms.Wareeporn Sittichaisrichart (spouse) 9,421,780 shares • Mr.Pete Sittichaisrichart (son) 12,550,164 shares • Ms.Ploy Sittichaisrichart (daughter) 19,923,796 shares 		
Number of year of Directorship	17 June 1998 - 15 years		
Working Experience/Directorship or management in other businesses			
Working Experience	2013 - Present	Corporate Governance Committee SiS Distribution (Thailand) Public Company	
	2004 - Present	Managing Director SiS Distribution (Thailand) Public Company	
	1998 - 2004	Managing Director SiS Distribution (Thailand) Co., Ltd.	
	1992 - 1998	Managing Director M&V Technologies Co., Ltd.	
	1982 - 1992	General Manager Sharp Thebnakorn Co., Ltd	
Positions in other Listed Companies	None		
Positions in other Non-Listed Companies	Managing Director SiS Venture Co., Ltd. (Holding 99.99% by SiS Distribution (Thailand) Public Company Limited) Managing Director Qool Distribution Co., Ltd. (Holding 99.99% by SiS Distribution (Thailand) Public Company Limited)		

Biography of Directors to be elected as Non-Executives Directors

Name	Mr.Lim Hwee Hai		
Position	Authorized Director • Chairman of Risk Management Committee • Remuneration and Nomination Committee • Corporate Governance Committee		
Age	64 years		
Nationality	Singaporean		
Education	<ul style="list-style-type: none"> • Bachelor of Commerce (First Class Honors), Nanyang University • Master of Business Administration, The National University of Singapore 		
Training form IOD	<ul style="list-style-type: none"> • Director Accreditation Program (DAP) • Director Certification Program (DCP) 		
Type of Director	Non Executive Director		
Shareholding (31 Dec. 2013)	<ul style="list-style-type: none"> • 244,687 shares, equal to 0.07% of total shares with voting right • Indirectly holding 165,616,595 shares, equal to 47.3% by being director of SiS Technologies (Thailand) Pte. Ltd. 		
Date and Number of year of Directorship	12 June 2000 - 13 years		
Working Experience/Directorship or management in other businesses			
Working Experience	2013 - Present	Corporate Governance Committee SiS Distribution (Thailand) Public Company	
	2008 - Present	Chairman of Risk Management Committee SiS Distribution (Thailand) Public Company	
	2008 - Present	Remuneration and Nomination Committee SiS Distribution (Thailand) Public Company	
	2006 - 2008	Chairman of the Remuneration and Nomination Committee SiS Distribution (Thailand) Public Company	
	2004 - Present	Director SiS Distribution (Thailand) Public Company	
	2000 - 2004	Director SiS Distribution (Thailand) Co., Ltd.	
	1983 - Present	Director and President SiS Group of Companies	
	1979 - 1982	Manager, Banque Nationale De Paris	
	1976 - 1978	Senior Officer, Development Bank of Singapore	
Positions in other Listed Companies	None		
Positions in other Non-Listed Companies	Director SiS Venture Co., Ltd. (Holding 99.99% by SiS Distribution (Thailand) Public Company Limited) Director Qool Distribution Co., Ltd. (Holding 99.99% by SiS Distribution (Thailand) Public Company Limited)		

Enclosure 5

Company's Articles of Association relating to the General Meeting of Shareholders Shareholder Meeting

Article 19. The Board shall arrange for an Annual General Meeting of shareholders to be held within four months after the company's accounting period year ended.

All other shareholders meetings are called "Extraordinary Meeting"

Article 20. The Board may summon extraordinary meetings whenever they think it or shareholders holding not less than one-fifth of the total shares sold or shareholder not less than twenty-five shareholders, holding not less than one-tenth of the total number of shares sold is made in writing to the board calling for extraordinary meetings at any time, the requisition must specify the object for which the meeting is required In this case, the board shall arrange shareholders meetings within one month after the date of the requisition.

Article 21. In the shareholders' meeting, there shall be shareholders and proxies (if any) at a number of not less than twenty-five persons or not less than one -half of all the shareholders and holding in aggregate not less than one-third of all shares sold to be regarded as a quorum. Unless public company limited law stipulated otherwise.

Article 22. The Chairman of the Director shall preside at every shareholders meeting, If the chairman of the director is not absent or unable to perform his/her duties the vice-chairman shall act as chairman, If there is no vice-chairman is unable to perform this/her duties, then the shareholders may elect one among themselves as the chairman of the meeting .

Article 23. At the shareholders meeting, shareholders may appoint a proxy, who is sui juris to attend the meeting and vote on his/her behalf. The proxy must be made in writing with a signature of proxy and given to the chairman or others persons as chairman assigned at the meeting place before proxy attend the meeting. Proxy form must be made as stipulated by the law of public company limited.

In voting, it deemed that proxy has the vote equal to the amount of vote of shareholder together unless proxy address in the meeting before voting that he/she shall vote on behalf of some proxy by specify proxy name and the number of shares held by the shareholder.

Article 24. If no regulations of the company or public company limited law stipulated otherwise. Voting on any resolution in the meeting of shareholder shall be decide on majority of votes of the shareholders who attended the meeting and has the right to vote. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

In voting, whether a show of hand or a poll. Shareholders has vote equal to the amount of shares holding and proxy vote deems one share equal to one vote.

Voting as prescribed in second paragraph is deemed that one share equal to one vote not apply in case of the company has issued preference shares and prescribed to have the right to vote less than that of ordinary shares.

Voting shall be conducted on a show of hands unless a poll demanded by shareholders not less than five shareholders and the meeting resolved for a poll, then conducted a poll. Procedures of a poll shall be taken in such manner as the Chairman of the meeting.

Article 25. Resolution of the shareholders' meeting. In the following case, a resolution shall be passed by votes not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote

(a) The sale or transfer of the whole or substantial part of the businesses of the company in essential element to other persons.

(b) The purchase or acceptance of the transfer of businesses of other companies or private companies to the company

(c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of businesses of the company in essential element. The assignment to any other persons to manage the businesses of the company or the consolidation of business with other persons with an objective towards profit and loss sharing.

Article 26. A shareholder who has a special interest in a resolution cannot vote on such resolution except voting for election of directors

Article 27. Summon for general shareholder meeting. The board must be done in writing fix the date the meeting specify the place, the day, the hour, agendas of meeting and present matters with appropriate details, clearly specify just for information, approval, or consider as the case may be including the board's opinion on the matters and send by post to shareholders and registrar not later than seven days before the date fixed for the meeting. Notice of the summoning of the general shareholders meeting be published at least three days in consecutive not later than three days before the date fixed for the meeting.

Summon for general shareholder meeting must be sent to the receiver or representative of receiver directly by register post.

The board shall fix the place for the meeting as per first paragraph

Article 28. General shareholder meeting at any time, if within an hour from the time appointed for the meeting but the number of shareholders and amount of shares are not quorum. And if the general meeting had been summoned upon the requisition of shareholders shall be dissolved and the meeting is suspended. If the general meeting had been summoned upon the requisition by the board, then re-summon again by sending notice of the summoning to the shareholders not later than seven days before the date fixed for the meeting. No quorum shall be necessary for subsequent meeting.

Article 29. The chairman of the shareholders meeting has a duty to control the meeting in compliance with the articles of association of the company relating to the meeting and to follow the sequence of the agenda specified in the notice calling the meeting, except that the meeting has resolution to change the sequence of the agenda by the votes not less than two-thirds of the number of shareholders attended the meeting.

When the consideration of the matters referred to in the first paragraph, the shareholders holding shares amounting not less than one-third of the total number of shares sold may request the meeting to consider other matters more than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall fix the place, the day, the hour of the meeting for subsequent meeting and the board send summon for the meeting in writing fix the place, the day, the hour of meeting, agendas of meeting to the shareholders not later than seven days prior to the date fixed for the meeting. Notice of the summoning of the general shareholders' meeting be published in a newspaper not less than three days prior to the date fixed for the meeting.

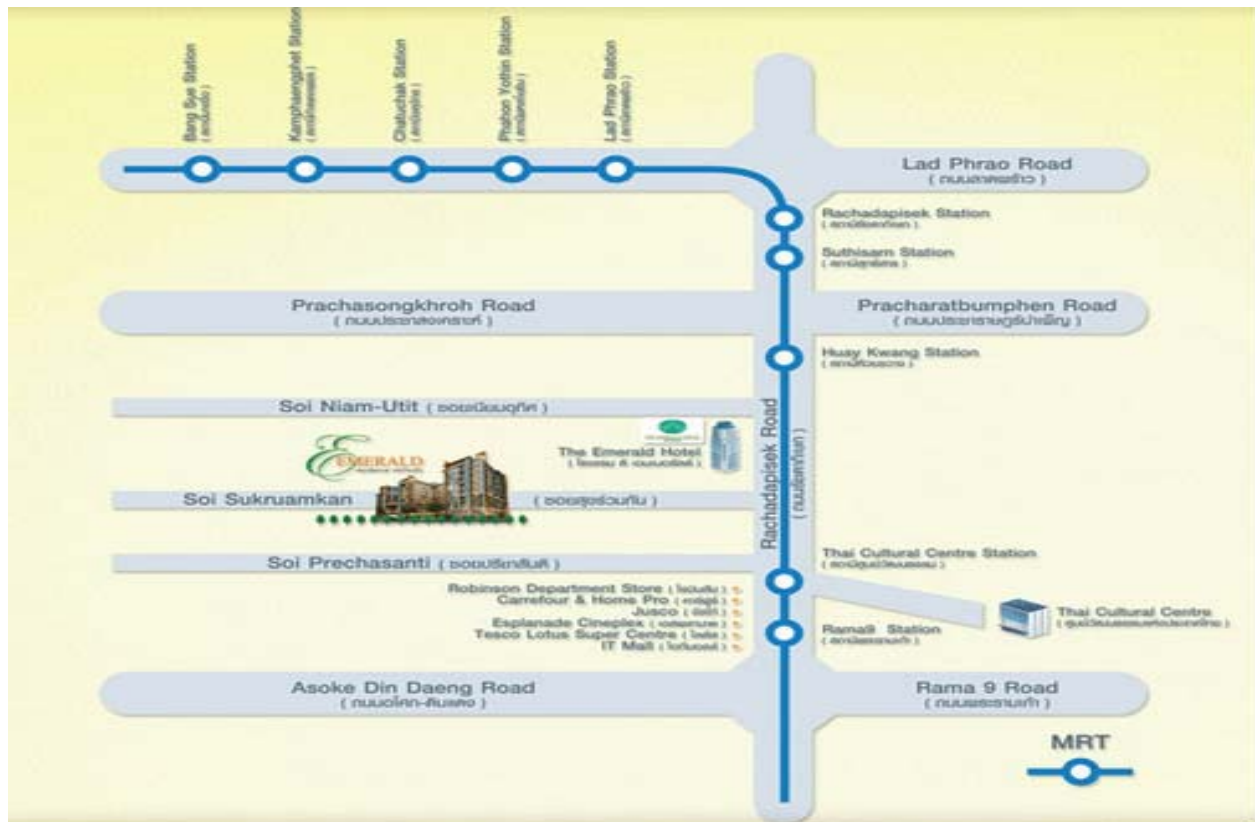
Enclosure No. 6

The 2014 Annual General Meeting of Shareholders

Friday 18th April 2014 at 2.00 pm.

At Panorama IRoom, 14th Floor, The Emerald Hotel
99/1 Ratchadapisek Road, Din Daeng, Bangkok 10400

Map of The Emerald Hotel





Traveling:

- Private car: Please park at the car - park building
- MRT : Huai Khwang station Exit 3
- Bus : 36, 73, 73_n, 108, 136, 137, 185

Enclosure 7

Personal data of independent directors who have functioned in regular term and the Shareholders can appoint them as their proxy in the AGM 2014.

Name	Mr.Suwit Chindasanguan	
Age	60 years	
Nationality	Thai	
Type of Director	Independent Director	
Position	Chairman	
Education	Master of Science (Economics), Kasetsart university	
Date and Number of year of Independent Directorship	9 February 2004 – 10 years	
Shareholding (31 Dec. 2013)	323,003 shares, equal to 0.09 % of total shares with voting right.	
The conflict of interest in this Annual General Meeting's agenda:	None, except for the agenda concerning consideration of Directors' Remuneration.	
Address	Pakin Building, 9 th floor, Ratchadapisek Road, Dindeang Sub-District, Dindeang District, Bangkok.	

Name	Mr. Somchai Sirivichayakul	
Age	57 years	
Nationality	Thai	
Type of Director	Independent Director	
Position	Chairman of the Remuneration and Nomination Committee	
Education	Master of Engineering (Civi Engineering), Tokyo Institute of Technology, Japan Accredited Gemologist, Asian Institute of Gemological Sciences (AIGS)	
Date and Number of year of Independent Directorship	9 February 2004 – 10 years	
Shareholding (31 Dec. 2013)	None	
The conflict of interest in this Annual General Meeting's agenda:	None, except for the agenda concerning consideration of Directors' Remuneration.	
Address	Pakin Building, 9 th floor, Ratchadapisek Road, Dindeang Sub-District, Dindeang District, Bangkok.	

Enclosure 8

Guidelines for Proxy Appointment to Attend and Vote in the General Meeting of Shareholders

Registration to Attend the Meeting

Registration for participating in the Annual General Meeting will begin 1 hour before the Meeting's scheduled start, or from 1.00 p.m.

Documents Verifying Eligibility to Attend the Meeting

Participants are requested to produce the following documents before attending the meeting

In case of the shareholder is an ordinary person.

1. In case of attendance in person:

1.1 A document bearing the shareholder's photograph, issued by a government agency, which has not yet expired, such as National ID card, Government Official ID, or passport, including proof of change in name or surname (if any).

2. In case of appointment of a proxy:

2.1 The Proxy Form, attached to the Invitation letter of the Meeting, completely filled in and signed by the grantor and the proxy.

2.2 Certified true and correct copies of the identification document issued by a government agency, as specified in item 1, of the grantor

2.3 The proxy's identification document issued by a government agency, as specified in item 1

In case of the shareholder is Juristic person, registered in Thailand

1. In case of attendance in person by the authorized representative:

1.1 The identification document of the representative issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1

1.2 Certified true and correct copy of Affidavit or Certificate of Incorporation of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder

2. In case of appointment of a proxy:

2.1 The Proxy Form, attached to the Invitation Letter of the Meeting, completely filled in and signed by the juristic person's representative as grantor and signed by the proxy

2.2 Certified true and correct copy of Affidavit or Certificate of Incorporation by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person shareholder

2.3 The proxy's identification document issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1

2.4 Certified true and correct copy of the representative's identification document issued by a government agency.

In case of the shareholder is Non-Thai person or Juristic Persons Incorporated under Foreign Law

They should prepare documents similar to the cases of a natural person or juristic person, but the identification documents must be as below (as the case may be):

- Certified true and correct copy of passport of the shareholder or representative of a juristic person or proxy (as the case may be)

- Certified true and correct copy of Affidavit or Certificate of Incorporation of such juristic person, issued by either the government authority of the country where such juristic person is

situated, signed by a representative of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, authorized signatory, conditions or limitations of authorized signatories, and the location of the head office

- Any documents without a master copy in the English language must be attached with an English translation, to be certified true by the shareholder or representative of the juristic person.

In case of the shareholder is Foreign Shareholders Appointing a Custodian in Thailand

- Documents similar to the case of a juristic person

- Power of Attorney granted by the shareholder to authorize the custodian to sign the Proxy Form on his/her behalf

- Certification Letter of the custodian who signs the Proxy Form, which shows that the custodian is permitted to engage in the business of custodian.



Proxy Form B.

Written at

Date..... Month Year

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

(2) Being a shareholder of SiS Distribution (Thailand) Public Company Limited, Share holding in the total amount of shares and the voting right equals to.....vote as follow:

- Ordinary share.....shares and the voting right equal to.....votes
• Preferred share..... shares and the voting right equal to.....votes

(3) Hereby appoint

1. Name.....Age.....year Address.....Road.....Sub-District.....District..... Province.....Zip Code.....Country.....
2. Name.....Age.....year Address.....Road.....Sub-District.....District..... Province.....Zip Code.....Country.....
3. Name.....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 2014 Annual General Meeting of the Shareholders on Friday, 18th April 2014 at 14.00 hours at Panorama I Room, 14th Floor, The Emerald Hotel, 99/1 Ratchadapisek Road, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

(4) I / We hereby authorize the proxy holder to 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 2013 Annual General Meeting of Shareholders on 26th April 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. 3 Acknowledgement of the 2013 Board of Director's operations report and approval the 2013 Annual 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. 4 Consideration and approval of the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31st December 2013 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 ended 31st December 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. 6 Consideration and approval of the appointment of Company's Auditor and Audit Fee for the year 2014.

- (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

- Rojanasak Chomvilailuk, PhD.
 Approve Disapprove Abstain

- Mr.Somchai Sittichaisrichart
 Approve Disapprove Abstain

- Mr.Lim Hwee Hai
 Approve Disapprove Abstain

Agenda no.8 Consideration and approval of the Director's Remuneration for the year 2014.

- (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 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
(.....)

SignatureProxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Signature..... Proxy Holder
(.....)

Remark

1. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
2. In agenda regarding the election of directors, Shareholder can elected all of directors or each of directors
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, The proxy holder may use the enclosure to proxy form B.

Enclosure to Proxy Form B.

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited In the 2014 Annual General Meeting of the Shareholders on Friday, April 18th, 2014 at 14.00 hours at Panorama I Room, 14th Floor, The Emerald Hotel , 99/1 Ratchadapisek Road, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

Agenda No.....Subject.....

- (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.....Subject.....

- (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.....Subject.....

- (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.....Subject.....

- (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.....Subject.....

- (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

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

Signature.....Shareholder / Proxy Grantor
(.....)

SignatureProxy Holder
(.....)