

20th March 2015

Subject Invitation to the 2015 Annual General Meeting of Shareholders
To Shareholders of SiS Distribution (Thailand) Public Company Limited
Attachments 1. A copy of the minute of the 2014 Annual General Meeting of Shareholders held on 18th April 2014
2. The 2014 Annual Report and the 2014 Audited Financial Statements 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 are 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 2015 Annual General Meeting of Shareholders, on 24th April 2015 at 14.00 hours at Sarocha Room, 3rd Floor, Swissotel Le Concorde, No. 204 Ratchadapisek Road, Huay Kwang, Bangkok 10310 for considering the following agendas:

1. Acknowledgement of the matters announced by the Chairman.

Reason and Detail: To announce general information to Shareholders

Comment of the Board of Directors: It is considered as appropriate for the Shareholders to acknowledge general matters from the Chairman.

2. Consideration and approval the minute of the 2014 Annual General Meeting of Shareholders on Friday, 18th April 2014.

Reason and Detail: The Company held the 2014 Annual General Meeting of Shareholders on Friday, 18th April 2014 and the minutes of meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce and also posted on the Company's website within 14 days from the date of the meeting, in accordance with the law and regulations. (The copy of the minute is enclosed in Attachment 1).

Comment of the Board of Directors: It is agreed to propose the minute of the 2014 Annual General Meeting of Shareholders which held on Friday, 18th April 2014 to the Shareholders' Meeting for approval due to the Board of Directors considered and agreed on its correctness and completeness.

3. Acknowledgement of the 2014 Board of Directors' Operational Report and approve the 2014 Annual Report.

Reason and Detail: To comply with the Article No. 43 of the Company's Articles of Association that the Board of Directors have to provide the Annual Report and report to the Shareholders. Also, the detail of operational performance is presented in the 2014 Annual Report that has been sent together with this letter.

Comment of the Board of Directors: It is considered as appropriate for the Shareholders to acknowledge the operational performance of the year 2014 and the 2014 Annual Report. (Detail is in the 2014 Annual Report.)

4. Consideration and approval of the Statement of Financial Position as at 31st December 2014 and the Statement of Comprehensive Income for the year ended 31st December 2014 which have been audited by the CPA with Auditors Report.

Reason and Detail: To comply with the Section 112 of the Public Limited Companies Act B.E. 2535 that the Board of Directors shall prepare the Balance Sheet and the Statement of Income as of the accounting period of the Company, and report to Shareholders Meeting in the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors have to provide an auditing on the Balance Sheet and the Statement of Income by the CPA then propose to the Audit Committee for consideration before propose to the Shareholders' Meeting.

Comment of the Board of Directors: It is considered as appropriate for the Shareholders' Meeting to approve the Statement of Financial Position as at 31st December 2014 and the Statement of Comprehensive Income for the year ended 31st December 2014 which have been audited by the CPA with Auditor's Report and also considered by the Audit Committee and the Board of Directors. (Detail is in the 2014 Annual Report.)

5. Consideration and approval of the Legal Reserve and Dividend Payment for the operational performance of the year ended 31st December 2014.

Reason and Detail: To comply with the Section 115, Public Limited Companies Act B.E. 2535 and the Article No. 44 of the Company's Articles of Association which stated 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 the meeting of Shareholders or of the resolution of the Board of Directors, as the case may be. The net profit of the year 2014 was 184,093,320.11 Baht and there was no deficit. According to the Dividend Payment Policy of the Company, it is defined that the dividend will be paid at the rate of 40 percent of the net profit, however, it is depended on the current economic situation as well as the business plan in the future of the Company.

According 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 5 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 10 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.

Comment of the Board of Directors: It is considered as appropriate for the Shareholders' Meeting to approve the Dividend Payment on the Company's operational performance of the year 2014 to the Shareholders in amount of 350,198,655 shares at the rate of 0.20 Baht per share, totally 70,039,731.00 Baht. The Dividend Payment is 38.05 percent of the net profit. The Company schedules the Dividend Payment to the Shareholders who are listed on the Shareholders Registration Book as at 7th May 2015 and the payment date is scheduled on 20th May 2015. Additionally, the rate of Dividend Payment as mentioned above is appropriate and it is in accordance with the Company's policy with concerning in the Company's operational performance, current economic situation and it has to be approve by the 2015 Annual General Meeting of Shareholders.

The table of Dividend Payment Comparison in 4 years

Detail of Dividend Payment	2014 (Proposed Year)	2013	2012	2011
1. Net Profit (Loss) (Baht)	184,093,320.11	190,173,671.54	(549,014,490.41)	143,519,752.00
2. Number of Share				
2.1 Number of Share for Interim Dividend Payment (Share)	-	-	-	-
2.2 Number of Share for Annual Dividend Payment (Share)	350,198,655	350,198,655	-	211,183,625
3. Total Dividend Payment per share (Baht/Share)	-	-	-	-
3.1 Interim Dividend (Baht/Share)	-	-	-	-
3.2 Annual Dividend (Baht/Share)	0.20	0.20	-	0.25
4. Total Dividend Payment (Baht)	70,039,731.00	70,039,731.00	-	52,795,906.75
5. Dividend Payment to Net Profit	38.05	36.83	-	36.78

*The proposed Dividend Payment will be paid at the rate of 20 percent of the net profit after corporate income tax.

The registered share capital as at 31st December 2014 was 350,198,655 Baht which the Company has to be allocated as legal reserve at the amount of 35,019,865.50 Baht. However, the Company has allocated the profit as the legal reserve fully 10 percent of the registered share capital. Then, the rest of the profit will be accumulated as the retain earnings for the Company.

6. Consideration and approval of the election of the Company's Directors who have to retire by rotation, Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinon and Mr.Lim Kia Hong.

Reason and Detail: To comply with the Article 36 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 2015, there are 3 directors who would be retired by rotation, Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinon and Mr.Lim Kia Hong. 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.

Comment of the Board of Directors: 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 29 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 as Mr.Suwit Chindasanguan as the Independent Director, Audit committee and Corporate Governance Committee, Mr.Sombati Pungsrinon as the Executive Director and Risk Management Committee, Mr.Lim Kia Hong as the Non-Executive Director. (The biography of nominated Directors are shown in Attachment 4).

7. Consideration and approval of the Directors’ Remuneration for the year 2015.

Reason and Detail: To comply with the 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 according to the Articles of Association of the company”.

The Article 42 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

Comment of the Remuneration and Nomination Committee: The Remuneration and Nomination Committee stipulated the payment criterion of Directors remuneration clearly and appropriately, suitability in accordance with the best practices of Thai Institute of Directors (IOD) as followings.

1. The Director’s remuneration is classified into 2 parts; monthly retaining fee and meeting attendance fee. The monthly retaining fee will be paid to only Non-Executive Directors and Independent Directors.
2. Consideration on duties, responsibilities and the performance of Directors as well as Sub Committee together with the Company’s performance and the practices of the industry.
3. Consideration on Scope of duties of Directors and Sub Committees.

The Remuneration and Nomination Committee has defined the Directors’ Remuneration clearly by considering the criterion above. In 2015, the total of the Directors’ Remuneration will not exceed 7,000,000 Baht. Nevertheless, the Remuneration and Nomination Committee has considered as appropriate to propose this rate of Directors’ Remuneration to the Board of Directors in order to propose to the Shareholders’ meeting for approval. The detail of the remuneration is presented in the table below.

The table of Directors' Remuneration Comparison between 2015 and 2014

Compensation Structure	2015 (Proposed Year)	2014
Monthly Retaining Fee for the Board		
Chairman	30,000.00	30,000.00
Committee	15,000.00	15,000.00
Remark: Except Managing Director and Executive Director who get salary as the Executives		
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	33,000.00
Committee	22,000.00	22,000.00
Meeting Attendance Fee for the Audit Committee		
Chairman	13,500.00	13,500.00
Committee	9,900.00	9,900.00
Meeting Attendance Fee for the Remuneration and Nomination Committee		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Meeting Attendance Fee for the Risk Management Committee		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Meeting Attendance Fee for the Corporate Governance Committee		
Chairman	33,000.00	33,000.00
Committee	22,000.00	22,000.00
Remarks:		
<ol style="list-style-type: none"> 1. The yearly special reward will be rewarded to Non-Executive Directors once a year based on the Company's performance by the consideration of the Remuneration and Nomination Committee. 2. The company has no policy to compensate Directors and Sub Committees in other forms beyond monthly retaining fee, meeting attendance fee and yearly special reward which mentioned above. 		

Comment of the Board of Directors: It is considered as appropriate for the Shareholders' Meeting to approve the total remuneration, monthly retaining fee, meeting attendance fee and yearly special reward for Directors and Sub Committees for the year 2015 which is in accordance with the criterion, totally not exceed 7,000,000 Baht as the recommendation by the Remuneration and Nomination Committee.

8. Consideration and approval of the appointment of the Company's Auditor and the Audit Fee of the year 2015.

Reason and Detail: To comply with the Section 120, Public Limited Companies Act B.E. 2535, which state that the Annual General Meeting of Shareholders shall appoint the Auditor of the Company and fix the Auditor Remuneration every year by the recommendation of the Audit Committee.

Comment of the Audit Committee: The Audit Committee considered the appointment of the Company's Auditor and has proposed to the Board of Directors for consideration to proposing the meeting of Shareholders to appoint auditors from KPMG Phoomchai Audit Co., Ltd. as the Company's Auditor for the year 2015. One of the following auditors can conduct the audit and provide opinions on the Company's financial statements.

<u>Auditors</u>	<u>License No.</u>	<u>Number of Audited Year</u>
1. Vichien Thamtrakul	3183	Never signed the financial statements
2. Vannaporn Jongperadechanon	4098	Never signed the financial statements
3. Sureerat Thongarunsang	4409	Signed for the year 2010
4. Ekasit Chuthamsatit	4195	Signed for the year 2005 - 2009 2012 - 2014

KPMG Phoomchai Audit Limited and the 4 auditors 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. Then it is appropriate to propose the Board of Directors to consider approving the audit fees for 2015 at the total amount of Baht 1,335,000 which increase from the previous year 80,000 Baht, excluding out of pocket expenses. The proposed annual audit fees are reasonable when compared with the increment of audit work to comply with the requirements of new regulations of International Financial Reporting Standards (IFRS). Furthermore, KPMG Phoomchai Audit Co., Ltd. had not increased the audit fee for last 3 years. To be consistency in accounting policy, accounting standards and financial reporting standards between the Company, its subsidiaries and associations, KPMG Phoomchai Audit Co., Ltd. will be the auditor of subsidiaries and associations as following.

Subsidiaries and Associates	Type of Company	Auditor/Audit Firm
1. SiS Venture Co. Ltd.	Subsidiary	One of the Auditor following who is under the same Audit Firm as the Company (SiS), KPMG Phoomchai Audit Co., Ltd. will be appointed to be the Auditor of these 3 Subsidiaries and Associate(As the left Column) Mr.Vichien Thamtrakul or Ms.Vannaporn Jongperadechanon or Ms.Sureerat Thongarunsang or Mr.Ekasit Chuthamsatit
2. Qool Distribution (Thailand) Co., Ltd.	Subsidiary	
3. Wiko Mobile (Thailand) Co., Ltd.	Association	
4. Nippon Pack Trading Co., Ltd.	Association	The Auditor will not be under the same Audit Firm as the Company (SiS) because its financial statements are not in the criterion to consolidate.

The table of Audit Fee Comparison

Audit Fee	2015	2014	2013
Fee for the annual audit report	750,000.00	700,000.00	700,000.00
Fee for the quarterly review report (3 quarters)	510,000.00	480,000.00	480,000.00
Fee for the Package Report	75,000.00	75,000.00	75,000.00
Total	1,335,000.00	1,255,000.00	1,255,000.00
Change Increase (Decrease)	80,000.00	-	-
Percentage Change Increase (Decrease)	6.38	-	-

Comment of the Board of Director: The Board of Directors has considered and agreed that it is appropriate to propose to the Annual General Meeting of Shareholders to appoint Mr.Vichien Thamtrakul or Ms.Vannaporn Jongpradechanon or Ms.Sureerat Thongarunsang or Mr.Ekasit Chuthamsatit of KPMG Phoomchai Audit Limited as the Company's Auditor for the year 2015. In addition, The Board of Directors also agreed that it is appropriate to propose the meeting of Shareholders to approve the audit fee of the Company for 2015 by recommendation of the Audit Committee in total amount of Baht 1,335,000 which increase precisely 80,000 Baht from 2014, excluding other expenses which might occur during auditing.

9. Consideration of other matters (if any)

Reason and Detail: To provide the opportunity for Shareholders to make the suggestions to the Company.

Comment of the Board of Director: The Shareholders can ask any question or make the suggestions or recommendations 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 2015 Annual General Meeting of Shareholders, starting on 1st October 2014 until 31st December 2014. 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 Secretary
Investor Relation Department

Tel 0 2640 3200
Tel 0 2640 3040

Attachment No. 1 for agenda No. 2
SiS Distribution (Thailand) Public Company Limited

The Minutes of Annual General Meeting of Shareholders 2014

On Friday, 18 April 2014

Panorama I room, 14th Floor, The Emerald Hotel

No.99/1 Ratchadaphisek Road, Din Daeng, Bangkok 10400

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The Meeting started at 14.00 p.m.

Mr.Suwit Chindasanguan, Chairman of the Board, Chairman of the Corporate Governance Committee and Independent Director was invited to preside over the meeting. All directors, executives the company auditors and law consultants who participated in this meeting are presented below:

Directors participated in the Meeting:

- | | |
|----------------------------------|---|
| 1. Mr.Suwit Chindasanguan | Chairman of the Board/Chairman of the Corporate Governance Committee/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 |
| 8. Mr.Lim Kiah Meng | Non-Executive Director |

Executive participated in the Meeting:

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

Auditors representing KPMG Phoomchai Audit Limited participated in the Meeting:

- | | |
|----------------------------|---|
| 1. Mr.Ekkasit Chuthamsatid | Certified Public Accountant No.4628 from KPMG Phoomchai Audit Limited |
| 2. Ms.Chaowanee Chaisanga | Assistant Manager from KPMG Phoomchai Audit Limited |

Legal Advisor performed as a vote counter participated in the Meeting:

- | | |
|---------------------|---|
| 1. Ms.Nitcha Meesuk | Legal Advisor from Inter Thai Law Co., Ltd. |
|---------------------|---|

Two shareholders representatives, Ms. Suchada Thongsonkreeb from Thai Investors Association and a minor shareholder, were invited to be witnesses for the votes counting together with the Legal Advisor from Inter Thai Law Co., Ltd., who performed the vote counting and the accuracy verification of the vote.

The Chairman of the Meeting thanked you to the shareholders for attending this meeting, and informed that there were 56 shareholders presented in person and 36 presented through proxies, totally 92 shareholders. This is precisely 267,255,114 shares of total issued and paid-up share capital at 350,198,655 shares, or 76.32 percent. This is considered as a completing quorum according to the Articles of Association of the Company.

Before the meeting start, the Chairman informed that the company presented a video, “Promoting in Good Corporate Governance relating to Shareholders Meeting of Listed Companies”, which is a part of the promoting in knowledge to the shareholder of listed companies project, under the supports of 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 concerned about the importance of all Shareholders and Institutional Investors, therefore the Company had invited all Shareholders and Institutional Investors to attend this Meeting by both email and telephone. To support the good Corporate Governance Practice, the Board of Director provided the opportunities for all shareholders in order to propose any matters benefited to the Company which would 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. These 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 other agenda. In voting of each agenda will do by disclosure, except the Shareholder at least 5 people ask for confidential vote and the meeting has resolution to confidential vote. The voting procedure was to mark in each card by the Shareholders. However, there was an officer who was assigned to assist in explaining the detail of voting procedure.

The officer explained the voting procedures to the meeting as following, according to Articles of Association of the Company number 24, it was defined that whether open vote or confidential vote, each shareholder had the voting right equal to the number of shares holding or number of shares held at the proxy. This based on the principle of one share equal to one vote. In order to vote for each agenda, the Shareholders had to raise the hands and mark their votes in the card which they received during the registration. In case of there was no the Articles of Association of the Company or the Public Company Limited Law stipulated otherwise, the vote on any resolution in the meeting of shareholders would be decided on majority of votes of the shareholders who attended the meeting and had the voting right. In the event of an equality of votes, the Chairman of the meeting would be entitled a vote as a casting vote. Nevertheless, the Chairman would ask the Shareholders for vote “approve” or “disapprove” or “abstain” by raising their hands before the voting in each agenda. After that, the Shareholders were required to mark in voting cards and handed on the cards to the staffs for collection. The staff would scan the barcode stripes which were on the voting cards. After completing the voting for each agenda, the Chairman would announce the result to the meeting and it would be presented on the screen.

The shareholders who participated by themselves and by proxies, according to type A (Gor) and type B (Khor) were not been allowed to divide the votes in each agenda. However, the proxies in type C (Kor or Custodian) were accepted to divide the votes.

For voting in agenda of the election of Directors in order to replace the Directors who would retire regarding to the rotation rule. The meeting would temporarily break the registration for shareholders in order to maintain the stability of the number of vote. This agenda, the Shareholders would be provided to vote individually in order to comply with the corporate governance principle. In case of the shareholders would not be in the meeting place during the vote of any agenda but they wanted to maintain the voting right in each agenda, the shareholders had to mark in the voting cards and handed on those cards to the staff in order to count the votes. If the shareholders did not handed on the voting card or they did not in the meeting place, the Company would agree that the shareholders agree and approve in that agenda, including the remaining agendas unless the election of directors agenda.

Before the meeting, there were 15 shareholders registered to attend the meeting, holding 5,112,096 shares, precisely 272,367,210 shares of 350,198,655 issued and paid-up share capitals, equal to 77.78 percent. Then, the Chairman asked the meeting to consider on each agenda as following.

Agenda 1 Matter announced by the Chairman

The Chairman informed the meeting that in the year 2013, there was the 10th anniversary celebration of SET Awards which held by of the Stock Exchange of Thailand, together with Money & Banking Magazine. In this celebration, the Company was one of ten listed companies that won the Top Corporate Governance Report Awards which was rating by TRIS Corporation Limited.

In addition, the findings from a corporate governance assessment of listed companies conducted by the Thai Institute of Directors, the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission was shown that the Company was considered and classified as Excellent CG Scoring Group since 2009.

Finally, the Company has achieved 100 percent in the AGM Assessment Program consecutively since 2009 which conducted by the Securities and Exchange Commission Thailand, the Stock Exchange of Thailand collaborated with the Thai Investors Association and the Thai Listed Companies Association.

In 2013, it was one of the challenging years for the Company. The effects of local economic slowdown, decreasing in purchasing power as well as the shrinking of IT industry impacted the declining of total revenues of the Company. However, the Company still had profitability because the previous Smart Phone problem was solved. The Managing Director would propose in details to shareholders in the next agenda.

The Chairman informed that the Shareholders could propose inquiries or suggestions in any matters of each agenda. For this Annual General Meeting, there was no question in advance from the Shareholders. As this agenda item was for acknowledgement, shareholders were not required to vote.

Agenda 2 Consideration and Approval of the Minutes of the 2013 Annual General Meeting of Shareholders

The Chairman proposed the Minutes of the 2013 Annual General Meeting of Shareholders, held on Friday, April 26th, 2013 to the Meeting for consideration and approval according to attachment document which had delivered to the Shareholders, together with the invitation letters and it was also published on the Company's web site within specified period. The Chairman provided the Shareholders an opportunity to ask for detail of this agenda.

There were no further questions from the Shareholders, the Chairman asked to cast votes by raise the hands and mark in the ballots.

Resolution: The Meeting considered and unanimously approved to certify the Minutes of the 2013 Annual General Meeting of Shareholders.

Voting results: Percentage of shareholders who attended in the Meeting and had right to votes

Approved	107	Shareholders	Representing	272,367,210	votes	Equivalent to	100.00 %
Disapproved	0	Shareholders	Representing	0	votes	Equivalent to	0.00 %
Abstained	0	Shareholders	Representing	0	votes	Equivalent to	0.00 %

Agenda 3 Acknowledgement of the 2013 operating results and approval of the 2013 Annual Report

The Chairman assigned the Managing Director to report the 2013 operating results and conclude the Annual Report of the Company which had delivered to shareholders together with the invitation letter

The Managing Director informed the meeting that the sale volumes according to the International Data Corporation (IDC) Worldwide IT Shipment were shown as the table below.

	2012	2013	Change
Worldwide PC Shipment	349.4	314.6	-10.0%
Worldwide Smart Phone Shipment	725.3	1,004.2	+38.4%
Worldwide Tablet Shipment	144.2	217.1	+50.6%

In 2013, unit shipments of PC declined 10% from 2012 and two consecutive years. Nevertheless, it was expected to continuously decline in 2014 but the decline rate was lower because PC market has sharply declined for the past 2 years. While, unit shipments of Smart Phone grew up 38.4% from 725.3 Million units to 1,004.2 Million units as well as the unit shipments of Tablet which increased 50.6%. From the result of hardware market observation by National Science and Technology Development Agency (NSTDA), it was found that hardware market had grew up 2.9% from 2010 to 2011 and declined 2.6% in 2012 and 4% in 2013 respectively which declined two consecutive years as same as IDC reports.

The previous year, the Company has reorganized of its business into various business units according to product types and customer group as following:

Year	Commercial	Consumer	Value Added	Phone	Others
2012	4,669	7,974	1,537	5,545	2,128
2013	4,794	8,479	1,474	2,069	1,437
Change	+2.7%	+6.3%	-4.1%	-62.7%	-32.5%

Group 1 Commercial: It was a Business Unit that distributes products to Corporate Sector. The sales increased from 4,669 Million Baht to 4,794 Million Baht or 2.7% from 2012.

Group 2 Consumer: It was a Business Unit that distributes products to Retail Sector. Sales increased from 7,974 Million Baht to 8,479 Million Baht or 6.3% from 2012.

Group 3 Value Added: It was a Business Unit that distributes products with services. These products were new categories and have not yet well known in the market. Market size was rather small but profitable. The sales declined from 1,537 Million Baht to 1,474 Million Baht or 4.1% from 2012.

Group 4 Phone: The sales declined from 5,545 Million Baht to 2,069 Million Baht or 62.7% from 2012 because of unpopularity of some Smart Phone models.

Group 5 Others: The sales declined from 2,128 Million Baht to 1,437 Million Baht or 32.5% from 2012.

The operating results for the year 2013 were as following:

- Total revenues were 18,345 Million Baht, declined 17% from 2012. The reason was from unpopularity of some Smart Phone model.
- Cost of Sales and Services were 17,182 Million Baht, declined 19.1% from 2012.
- Selling expenses were 338 Million Baht, declined 23.8% from 2012.
- Administrative expenses were 466 Million Baht, declined 52.4% from 2012.
- Financial Costs were 85 Million Baht, declined 16.1% from 2012.
- Net Profit was 190 Million Baht.
- During 2013, Hardware House International Co., Ltd has transferred goods in the amount of 42.6 Million Baht for repayment. The Company considered net realizable value for recorded receive transferring goods in the amount of 20.5 Million Baht and net of other expenses in the amount of 13.3 Million Baht, net balance was 7.2 Million Baht.
- The Company achieved Distributor of the Year – ASEAN awards from VMware which was a leading software manufacturing company. This award provided to the best distributor in ASEAN.

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

Mr. Jirapong (Shareholder) asked the Committee as follows:

- Over 50% of the Company's revenues were from 3 manufacturers while PC trend was likely to decline, he would like to know that were there any PC business from these 3 manufacturers? And how to manage this issue?

Managing Director answered to shareholder as following:

3 Major manufacturers were as follows:

1. Hewlett Packard (HP): HP had various products such as PC Server Printer, etc. PC hardware sales have shrunk for a while and it was not expected to be lower than this. Server products that sold into business sector still grew up whereas Printer did not change much. By overall, HP sales would not significantly drop more than this.

2. Samsung: The Company has distributed both Smart Phone and Tablet which grow very fast. By overall, the sales of Samsung would not decline from the previous year. For the 3rd, 4th, 5th manufacturers, some of them produced entry-level Smart Phone like Asus and another from a large PC manufacturer in China. Although the global PC Market was not good but this manufacturer had ability to compete on price combined with good technology, its sales could be increase.

Mr. Nakorn (Shareholder) asked the Committee as following:

1. From the current economic and politic situation, how was the IT market for this year?
2. From the first question, the Company had inventory of 1,700 Million Baht in 2013, increased 500 Million Baht from 2012, Are there any concern from point of committee view?
3. The progress of Hardware House case?

Managing Director answered to shareholder as following:

1. Both current economic and political issues were unpredictable and they affected the decreasing in volume of tourists. Accordingly, the revenue of people decreased as well as their purchasing power. Moreover, there was an effect from the first car project established by the former government that also affected in declining in purchasing power. Fortunately, the use of IT in business sector has not shrunk according to this situation. Large firms still turned their goods or invested in new type of goods, for example virtualization. Looking at overall, there would be not much change in the first and second quarter.
2. In case of the increasing in inventory, the Audit Committee has concerned and often given notifications to management. However, management has been aware of this circumstance and this was monitored carefully. It was found that it was not critical or concerned issue because this was an increasing in the product that can be sold easily and certainly.
3. During this year, the Company received some goods back from Hardware House at 42.6 Million Baht. Regarding to the rehabilitation plan, Hardware House had to pay to the payables at 25 percent within 3 months and they could extend the payment period to next 3 months. However, they were not able to do according to this plan and requested to propose the new plan which was to pay the debt at 2.5 percent. This plan would propose to vote in order to agree the plan on 8th May 2014. The company was considering together with other payables and the Company would attempt to do every ways in order to maintain the benefit to the Shareholders.

Mr. Wichai (Shareholders) asked the Committee as following:

1. How did the company conducted the risk management, in case of account receivables, especially retail business who were in crisis regarding to the current economics?
2. How did the company conducted the risk management in inventory regarding to dynamic and evolution of technology?
3. How did the company conducted the risk management in foreign exchange rate?

Managing Director answered to shareholder as following:

1. The risk management in account receivables was following:
 - The Company established the credit department in order to consider and define the credit limitation for customers according to the policy of the Company. In case of any sale order which was over the credit limitation, that purchasing would be automatically suppressed by the system. After that, a credit officer would consider that sale order under the authorization policy, for example the sale in Commart event.
 - Guarantee Contract with Person
 - Account receivables Insurance
 - Exchange in overdue customer's information between the Company and other Alliances in order to eliminate the risk for collection.
2. The risk management in inventory was following:

The product managers were assigned to manage and respond for each product. Moreover, the volume of inventory was considered as one of the key performance indicator. It was defined that the volume of inventory had to be proper; not too much and not too less. Also, there was the limit authorization approval for each purchase order.
3. The risk management in Foreign Currencies Exchange Forward Contract was following:

The company established the policy to buy Foreign Currencies Exchange Forward Contract at least 50% of each purchase order. Nevertheless, the Company was advised by commercial banks about the appropriate of Foreign Currencies Exchange Forward Contract in order to eliminate the risk of exchange rate fluctuation.

However, these three risks were considered as the risks that the Company always faced so that we had to find the way to manage and eliminate them.

Mr. Wutthichai (Shareholders) asked the Committee as following:

1. According to the decreasing in Sale of Smart Phone from 5,000 Million Baht to 2,000 Million Baht, which brands did the company sell currently? How was the trend of Smart Phone and could it grow up in this year?
2. According to the decreasing in Sale of Value Added products to 4% from previous year, what kinds were these products and did they have opportunity to grow up?
3. According to the decreasing in Sale of other products to 32% from previous year, what kinds were these products and How was the trend of them?

Managing Director answered to shareholder as following:

1. The decreasing in Smart Phone from 5,000 Million Baht to 2,000 Million Baht was from the brands that were currently unpopularity. However, the majority of Smart Phone that the Company sold currently was Samsung. The Company distributed Samsung Smart Phone to IT Channel but for other channels, Samsung distributed themselves. For this year, the company still mainly distributed Samsung and we were trying to find the distribution channel for Smart Phone which have selling price approximately 2,000 – 3,000 Baht and they would be sold in lower market which was large market.
2. Value Added products were the products that served with services, however this product group was not much sold. They were categorized to private sell and corporate sell.
The examples for products that were sold to corporation were following:

- VMWare which was the software that conducted and manipulated a computer like a virtual machine. This was used in large organizations such as bank and airlines industry.
- EMC which was a storage equipment with high speed and it was used in large organizations as well as VMWare.
- Other

These corporate products were growing steadily and they could be grown up much more than this. Nevertheless, there was a limitation about the recruitment of talented and skilled staff for operated this kind of products.

The examples of products that were sold to household or private use were following:

- Norton which was the anti-virus software. It was the forefront and profitable product from USA but it was hard to sell because Thai people rarely bought software.
- Other peripheral devices

There was a decreasing in this product group. It was necessary to promote the products by promoter or sale assistances. This caused an increasing in selling expenses but the Company was adjusting the product management. This was because this product group was noticeably profitable.

3. Other product groups which were small products and they were sold together.
The decreasing of Sale in this kind of product caused by Apple. This was because Apple changed its selling policy. Previously, the Company was able to distributed Apple products into retail channel but currently, Apple wanted to distribute into this channel by itself. It allowed the Company sold only in business sector which was a small channel and it had to take a time for approaching. Furthermore, there was Philip Smart TV which was starting to launch and the market was still small.

Mr. Paisarn (Shareholders) asked the Committee as following:

1. According to the trend of Digital TV which was coming, there was any channel that the Company provided for sell the Set top box?
2. For the Value Added products, it was found that Vendors such as HP had sold directly to large organizations. How did the company manage this issue?

Managing Director answered to shareholder as following:

1. The set top box which was the digital tuner was quite cheap. It was not proper to expand into the market. However, the set top box which had more ability as similar as a computer inside, for example there was a hard disk for movie downloading and it could be a media player, this kind of the set top box could be launch and expand into the market.
2. Recently, the direct sell between HP and customers had decreased because the agreement between them was not acceptable, then HP handed on this kind or project to the Company. However, this fulfillment job was not so interesting and the Company could not increase more value so that the profit was low. There were other vendors which were not so large such as VMWare, EMC or Nutanix which the Company co-operated for. This kind of job was more profitable so that the Company invested more in this business and we trying to increase the sale volume from this investment.

There were no further questions from shareholders. As this agenda item was for acknowledgement, shareholders were not required to vote.

Agenda 4 Consideration and Approval of the Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31 December 2013 which was audited by the CPA and Auditor's Report

The Chairman assigned the Managing Director to report the summary of Financial Statements for the year ended 31 December 2013 which were including the statement of Financial Position and the Statement of Comprehensive Income to the Meeting for approval according to the Annual Report of the Company which had delivered to shareholders together with the Invitation Letter.

Managing Director reported to the meeting as following:

Statement of financial position

- Cash and Cash equivalent was 74 Million Baht. There was no significantly changed from 2012. The outstanding balance was the last day collected money or equivalent to 1 day sales and deem as normal.
- Trade accounts receivable decreased from 2,595 Million Baht in 2012 to 2,298 Million Baht in 2013 but the average collection period increased from 40.8 days to 53.4 days. This was because the economic slowdown, customer asked for assistance then the Company assisted as appropriate.
- Inventories increased from 1,191 Million Baht in 2012 to 1,692 Million Baht in 2013 but the average days sale period decreased by 38.9 days to 31.6 days. It was still higher than normal because of incoming project sales. The Company tried to reduce the volume of inventory continually.
- Other current assets were not significantly changed from the previous year.
- Equipment was 130 Million Baht, slightly decreased. The majority of items were computer hardware, server, etc.
- Deferred tax asset was 285 Million Baht and it was similar to the previous year.
- Total assets were 5,083 Million Baht.
- Short-term loans from financial institutions decreased from 2,610 Million Baht to 2,573 Million Baht because of new share issued during the year.
- Trade accounts payable decreased from 1,191 Million Baht to 802 Million Baht because the Company chose to pay suppliers in cash in order to get the early payment discount.
- Total liabilities were 3,673 Million Baht.
- Equity increased from 804 Million Baht to 1,369 Million Baht because the Company issued new share from 233 Million shares to 350 Million shares and also there was increasing in the profitability during the year.

Statement of comprehensive income

- Total income was 18,345 Million Baht, decreased by 17% from 2012.
- Total expenses were 18,100 Million Baht, decreased by 20% from 2012.
- Net Profit was 190 Million Baht. The basic earnings per share was 0.64 Baht.

Statement of cash flows

- Cash flows from operating activities were negative 243 Million Baht. Major items were the changes of inventories increased, payment to suppliers earlier. The increasing in inventory was one of the investments and expected to be returns in the future.
- Cash flows from investing activities were positive 2 Million Baht. Major items were from interest received.
- Cash flows from financing activities were positive 238 Million Baht from new shares issued during the year.

The financial statements have been audited by the auditor of KPMG Phoomchai Audit Ltd., which was an unqualified opinion and reviewed by the Audit Committee which agreed with the auditor's opinion.

The Chairman asked the Chairman of Audit Committee to present the review and express the opinion of the 2013 financial statement to shareholders for acknowledgement.

The Chairman of Audit Committee informed the Meeting that the Audit Committee was primarily responsible for reviewing the internal control procedure, ensuring that compliance with the relevant Law and regulations of regulatory agencies. The Audit Committee also acted as the minor shareholders to follow up and monitor the Company's operating results to control and protect all shareholders' interests equally and generated added value to the Company.

In addition, the Audit Committee had an essential duty to review the interim and annual financial statements of the Company with careful. The Audit Committee also invited the Executives to give the information, including provided the meeting with the Auditors independently without the Executives to transparent and protected minority shareholders interests.

According to the review from Audit Committee, the Audit Committee agreed with the auditor's opinion that the consolidated and separate financial statements were presented fairly in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2013 and their financial performance and cash flows for the year then ended were presented in accordance with Thai Financial Reporting Standards. Also, there was expressed an unqualified opinion on those financial statements. The Audit Committee would like to propose to the Meeting for consideration.

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

Mr. Arwut (Shareholder) asked the Committee as follows:

1. Why did the overdue 12 months accounts receivable increase?
2. Why did financial costs not reduce after the raised fund?
3. Development of e-commerce to serve our dealers could be extended to serve end user or not?
4. The shutdown of Zoom Shop would be affected to the Company or not? How?
5. Would Click Connect Co. Ltd. make profit from Development of application on Smart Phone devices? How?

The Chairman of the Boards and Managing Director answered to shareholder as following:

1. In general, accounts receivable problem always incurred in term of credit sales which it caused by incapability to pay, disappear, death. The outstanding balance was accumulated figures and would decrease once legal action ended. Currently, legal process was so difficult and slow. However, the Company has already provided full reserve for all.
2. Financial costs did not reduce after the raised fund because interest rate increased.

3. The Company would not sell directly to end-user but will use our strength in various products and wide customer base to develop on-line system which was being in the process, not finalize yet.
4. The reasons that why retail business faced problem were incremental of rental fee, salary and other expenses so on-line was one solution to solve this problem. Zoom Shop was one of a good dealer which the Company had to assist by develop on-line to serve them.
5. Click Connect was the application development on new technology devices company. Latest, they developed application on mobile devices with new technology called Bluetooth low energy (BLE) which was used to tell the location in the building. It was more advantages.

The Shareholder asked the Committee as following:

1. Please explain how to manage when bad debt incurred.
2. Why did Net Profit in the 4th Quarter reduce from 45 Million Baht to 32 Million Baht? And it would be continued to Quarter 1, 2014?
3. Investment in Alliance and Link Co., Ltd and Click Connect Co., Ltd was totaling 59 Million Baht but net investment was only 8 Million Baht. The Company would invest more or not?
4. Would the Company invest in Data Center because of having resources of both staff and equipment now to be recurring income in the future?

Managing Director answered to shareholder as follows:

1. The Company had set debt collection procedures clearly. Firstly, credit control department would follow up by themselves. Then, each case would be passed to the Company's lawyer in order to process the next step by both verbal and collection letter. If debtor still failed to pay, the Company would took legal action in both Civil and Criminal case. At the same time, the Company would file claim to insurance company for indemnity.
2. Net Profit in the 4th quarter decreased from allowances of both inventory and accounts receivable according to the expectation of damage.
3. The Company provided fully reserve for investment in Alliance and Link Co., Ltd and did not plan to invest more in Click Connect Co., Ltd recently because it was a small company that had not much more impact.
4. The Company had invested in Cloud Computing but had been waiting for incoming technology in the future by cooperation with partner, not done it by ourselves because of higher cost.

There were no further questions from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved Statements of Financial Position and the Statement of Comprehensive Income for the year ended 31 December 2013 which was audited by the auditor with auditor's report.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes

Approved	122	Shareholders	Representing	274,525,831	votes	Equivalent to	100.00 %
Disapproved	0	Shareholders	Representing	0	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	110	votes	Equivalent to	0.00 %

Agenda 5 Consideration and Approval to allot the legal reserve and dividend payment for the operating results of the year 2013

The Chairman informed the meeting that the Company established the policy to pay the dividend approximately 40 percent of the net profit. Nevertheless, it was subject to situation of economy and the future projects of the Company. For the Company's operating results of 2013, the net profit was 190.17 Million Baht and no accumulated loss. The Board of Directors considered and proposed the Meeting to consider approving dividend payment as following.

Cash dividend payment was at the rate of 0.20 Baht per share for the registered capital of 350,198,655 shares, totally 70,039,731 Baht. The cash dividend payout ratio was 36.83 percent of net profit. Dividend would be withheld at the rate prescribed by law. The date for determining the rights of shareholders to receive dividend payments would be on April 29, 2014. The name list of shareholders would be determined on April 30, 2014 when the share register book of the Company will be closed pursuant to Section 225 of the Securities and Exchange Act. The dividend payment date was set to be on May 8, 2014. The Board of Directors deemed the above payment rate as appropriate and in line with dividend payment policy of the Company and proposed the Meeting to consider approving the dividend payment.

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

There were no further questions from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the dividend payment for the operating results of the year 2013 as proposed by the Chairman.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes

Approved	122	Shareholders	Representing	274,525,831	votes	Equivalent to	100.00 %
Disapproved	0	Shareholders	Representing	0	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	110	votes	Equivalent to	0.00 %

The Chairman informed the meeting that according to the Public Companies Act, when the Company had the operating profit, the Company shall allocate 5 percent of its annual net profit as legal reserve until reach an amount of 10% of the registered authorized capital.

In 2013, the Company had increased the registered capital to Baht 350,198,655, which had to reserve 10 percent of the registered capital as legal reserve, amounting to Baht 35,019,865.50. The Company had 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 retained earnings of the Company.

Agenda 6 Consideration and approval of the appointment of Auditor and determine the auditing fee for the year 2014

The Chairman informed the meeting that by the Audit Committees' recommendation, the Board of Director agreed to propose to the Meeting in order 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. Ekkasit Chuthamsatit, Certified Public Accountant No.4195 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2014.

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

The Chairman of Audit Committee informed the meeting that it was appropriate to appoint the list of 4 auditors because they had no relationship and / or conflict of interest with the Company, Managements, Major Shareholders or related persons of the those parties, also they were not shareholders of the Company and they were independent in auditing and reporting on the Company's financial report. Mr.Ekkasit Chuthamsatit was the Company's auditor for the year 2005 – 2009 and 2012 – 2013. Ms. Sureerat Thongarunsang was the Company's auditor for the year 2010.

Additionally, it was appropriate to propose the Meeting for approval of the audit fee for the year 2014 totally Baht 1,255,000 which was equal to the previous year, excluding actual expenses incurred during the operation and extra charges when additional works incurred. In 2013, the Company paid tax consultant fee (non-audit fee) amounting to Baht 160,000 to KPMG Phoomchai Audit Ltd.

KPMG Phoomchai Audit Ltd. also is the Subsidiary companies' auditor for the year 2014 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 2013.

The Board of Director would like to propose the Meeting to approve the appointment of Auditor and audit fee for 2014.

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

There were no further questions from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders 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 Mr.Ekkasit Chuthamsatit, Certified Public Accountant No.4195 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2014, with the audit fee at total amount of Baht 1,255,000.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes.

Approved	122	Shareholders	Representing	274,525,831	votes	Equivalent to	100.00 %
Disapproved	0	Shareholders	Representing	0	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	110	votes	Equivalent to	0.00 %

Agenda 7 Consideration and approval of the Election of Company's Directors to replace those Directors who retired by rotation, Rojanasak Chomvilailuk, PhD., Mr.Somchai Sittichaisrichart and Mr.Lim Hwee Hai

The Chairman informed the meeting that under the Company's Articles of Association item 37, one-third of the members of the Board of directors had to retire by rotation. This year, there were 3 directors who retired by rotation, Rojanasak Chomvilailuk, PhD., Mr. Somchai Sittichaisrichart and Mr. Lim Hwee Hai. In order to comply with the Good Corporate Governance Practice, directors who were regarded as interested parties in this matter had to leave the Meeting. The Chairman assigned the Chairman of Remuneration and Nomination Committee to conduct this agenda.

The Chairman of the Remuneration and Nomination Committee informed the Meeting that the Board of Director recognized the importance of all Shareholders according to good Corporate Governance Practice, the Company provided the opportunity for the shareholders to propose qualified candidate to be nominated as the Company's director by setting the channel and criterion and announced in the Company's website. There was no nominated person to propose for consideration in that time. The Remuneration and Nomination Committee had considered on the basis of experience, knowledge, ability and management participation including the fully qualified according to the Public Limited Companies Act B.E. 2535 and Article 30 of the Company's Article of Association, and appropriate to propose the Shareholders' Meeting to elect Rojanasak Chomvilailuk, PhD. as the Independent Director and Audit Committee, Mr. Somchai Sittichaisrichart as the Executive Director and Mr. Lim Hwee hai as the Non-Executive Director for another term. All the above directors had contributed significantly in the management, attended the meeting, and led the Company successful. The Biography of nominated directors has been sent to all shareholders prior the Meeting with the invitation letter.

The Chairman of the Remuneration and Nomination Committee informed the meeting that to comply with the Good Corporate Governance Principles, the Chairman proposed the meeting to elect the Directors on individual basis and to transparent in the voting, the directors, who were regarded as interested parties in this matter must leave the meeting room until the Meeting has finished considering this matter.

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

Mr. Wichai (Shareholder) asked the Committee as following:

How many director were limited in the Company? Could the minority of Shareholders propose the independent director and how?

The Chairman of the Remuneration and Nomination Committee answered the Shareholders as follows:

In the 2013 Annual General Meeting, there was the resolution to increase one more non-executive director to support business growth. The Remuneration and Nomination Committee also considered for one more Independent director to counterbalance but there was no qualified person to be nominated as Independent director in that time. And the past year, the Company and IT industry had no growth therefore the Remuneration and Nomination Committee agree to postpone and follow up in the year ahead.

To nominate the qualified person to be the Independent director, the Company had disclosed the criterion and procedures on the Company's website under investor relations.

There were no further questions from shareholders, the Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the re-election of 3 directors, Rojanasak Chomvilailuk, PhD., Mr. Somchai Sittichaisrichart and Mr. Lim Hwee Hai as Directors of the Company for another term, as detailed as following.

Voting results to elect Rojanasak Chomvilailuk, PhD. as the Independent Director and Audit Committee : percentage of shareholders who attended in the Meeting and had right to votes

Approved	121 Shareholders	Representing	274,486,401 votes	Equivalent to	99.99 %
Disapproved	0 Shareholders	Representing	0 votes	Equivalent to	0.00 %
Abstained	2 Shareholders	Representing	39,540 votes	Equivalent to	0.01 %

Voting results to elect Mr. Somchai Sittichaisrichart as the Executive Director: percentage of shareholders who attended in the Meeting and had right to votes

Approved	121 Shareholders	Representing	265,067,870 votes	Equivalent to	96.56 %
Disapproved	0 Shareholders	Representing	0 votes	Equivalent to	0.00 %
Abstained	2 Shareholders	Representing	9,458,071 votes	Equivalent to	3.44 %

Voting results to elect Mr. Lim Hwee Hai as the Non-Executive Director: percentage of shareholders who attended in the Meeting and had right to votes

Approved	121 Shareholders	Representing	274,281,144 votes	Equivalent to	99.91 %
Disapproved	0 Shareholders	Representing	0 votes	Equivalent to	0.00 %
Abstained	2 Shareholders	Representing	244,797 votes	Equivalent to	0.09 %

The Chairman of the meeting invited Rojanasak Chomvilailuk, PhD., Mr.Somchai Sittichaisrichart and Mr.Lim Hwee Hai to participate the meeting again after announced the voting result.

Agenda 8 Consideration and approval of the Remuneration of Directors for the year 2014

The Chairman proposed the Remuneration of Directors and Sub-committee for the year 2014 not exceed Baht 6,000,000 and assigned the Chairman of the Remuneration and Nomination Committee to present the basis and criterion of payment to Shareholders.

The Chairman of the Remuneration and Nomination Committee informed the meeting that the criterion and details of the Remuneration of Directors and Sub-committee was disclosed in the invitation letter and annual report as following.

Compensation structure	Payment	Chairman	Member
Retaining Fee for the Board	Monthly	30,000	15,000
Retaining Fee for the Audit Committee	Monthly	32,500	25,000
Attendance Fee for the Board	Attend the Meeting	33,000	22,000
Attendance Fee for the Audit Committee	Attend the Meeting	13,500	9,000
Attendance Fee for the Remuneration and Nomination Committee	Attend the Meeting	33,000	22,000
Attendance Fee for the Risk Management Committee	Attend the Meeting	33,000	22,000
Attendance Fee for the Risk Management Committee	Attend the Meeting	33,000	22,000

The Remuneration of Directors in each type has individually shown in the annual report. The Remuneration and Nomination Committee would like propose the shareholders meeting for consideration and approval of the Remuneration of Directors.

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

There were no further questions from shareholders. The Chairman asked to cast votes by raise the hand and mark in the ballot.

Resolution: The Meeting considered and the majority vote of the shareholders approved the Remuneration of Directors.

Voting results: percentage of shareholders who attended in the Meeting and had right to votes.

Approved	122	Shareholders	Representing	274,525,831	votes	Equivalent to	100.00 %
Disapproved	0	Shareholders	Representing	0	votes	Equivalent to	0.00 %
Abstained	1	Shareholders	Representing	110	votes	Equivalent to	0.00 %

Agenda 9 Consideration of other matters.

The Chairman informed the Meeting that the Board of Director did not have any other matters to propose the Shareholders for their consideration.

Mr. Suppasorn (Shareholder) asked the Committee as following:

1. Support for Windows XP had now ended. How much did it affects to the Company’s revenue if the business had to upgrade the current PC?
2. How Two-Trillion-Baht infrastructure project would affect to Commercial Business Unit’s Revenues?
3. Were Jmart and TG Phone the Company’s dealers? Since Smart Phone Business still had growth, how the Company could expand its business to this channel if both are not the Company’s dealers?
4. When the insurance was claimed, the Company would receive 90% of claim payment. If the Insurer collects money from Debtor, how much they had to return to the Company? By proportion?

Managing Director answered the Shareholders as follows:

1. Support for Windows XP had now ended because its OS was out of date. There were some companies propose tools to migrate off Windows XP which the Company was being on consideration. Though, Microsoft would no longer be issuing any security updates for this operating system, two more Security Companies like Symantec and Trend Micro were still able to support. In General, it was positive in term of sales increase but slightly profit margin.
2. The Company expected that the Government could not spend the budget of Two-Trillion-Baht infrastructure project. In the past, government project provided only 20% of total Commercial Sales. Customer who connected with the government had to find ways to survive.
3. Jmart and TG Phone were the Company’s dealers in term of accessories and some Smart Phone such as Acer, Asus, etc., excluding Samsung because it was able to buy directly from Vendor.
4. If the insurer was able to collect money from Debtor, they would settle their own 90% debt first. If they were able to collect more, they would return the last 10% to the Company.

Mr. Thawatchai (Shareholder) asked the Committee as following:

How the Company prepare themselves for AEC?

Managing Director answered the Shareholders as following:

IT Industry had opened long time ago. It did not much more impacts because IT had zero tax many years. The Company had not clearly seen the advantage and disadvantage for wholesale business. However, it had to monitor closely.

Ms. Suchada (Proxy) asked the Committee as following:

How did the Company manage bribery, corruption and corruption prevention?

Managing Director answered the Shareholders about the bribe and Corruption as following:

1. Nature of our business was mainly trading to private sector, not to government agencies and IT Industry had free competition, various manufacturers, various dealers and low margin so its risk was quite low.
2. To design all working systems to be able to audit and counterbalance.
3. To cultivate all employee to be conscious of anti-corruption.
4. The Company treats that fraud was a serious offense. When it breaches, there would be a joint committee to consider the punishment, might be reprimanding, warning notices, indemnity, terminate, law act including examination of the problem to prevent fraud occurs again.
5. To provide complaint channel for stakeholders to send fraud issues and to contact to the Executives directly via complain@sisthai.com that be notified in the Company's website and also provide independent director channel via independentdirector@sisthai.com.
6. To consider in participation of Anti-Corruption practice with the Anti-Corruption Organization of Thailand.

There were no further questions from shareholders. The Chairman declared the Meeting closed, and expressed the appreciation to all shareholders for participating the 2014 Annual General Meeting.

Finished the Meeting at 18:00

(Suwit Chindasanguan)

Chairman

(Sombati Pungsrinont)

Company Secretary

Attachment No. 3 for Agenda No. 6


Definition of Independent Director

Independent Director is the Director who has independent decision and not relate with major shareholders, the management and related person in the Company, Subsidiary Company and Related Company. Independent Director can conduct fair deals involving of all shareholders' interest and has qualification more stringent than the regulations of the SEC and SET as follow:

- (1) Holds not more than 1% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, including shares held by anyone who is affiliated with them.
- (2) Not be a director who is involved in the management of work, an employee, a staff, an advisor receiving a regular salary, and an Entity with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Associated Company, a Joint Company, subsidiaries of the same tier or any juristic person that might be in conflict with the Company, both in the present and at least two years prior to taking the independent directorship.
- (3) Has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of the Managements, major shareholders, Entity with Controlling Authority or an individual who will be nominated as Director, Managements or Entity with Controlling Authority over the Company or the Subsidiary.
- (4) Has no business relationship with the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as Independent Director.
- (5) Is not an Auditor of the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder, an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his/her appointment as an Independent Director.
- (6) Is not a person rendering any professional service or a legal or financial consultant who is paid more than Two Million Baht in service fee per year by the Company, the Parent Company, a Subsidiary, an Associated Company, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.
- (7) Is not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a shareholder who is connected to a Major Shareholder.
- (8) Do not engage in a business of the same or competitive to the Company, his/her is not a significant partner to a partnership or Significant Shareholder or a Director of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
- (9) Do not have any other characteristic which prevents him/her from opining freely on the operation of the Company.


Attachment No. 4 for Agenda No. 6

The biography of Directors proposed to be the Company's Independent Directors and Audit Committee


Name	Mr. Suwit Chindasanguan		
Type of Director	Independent Director		
Position	Chairman, Chairman of Corporate Governance Committee, Audit Committee		
Age	61 Years		
Nationality	Thai		
Education	Master of Sciences (Economics), Kasetsart University		
Training from IOD	<ul style="list-style-type: none"> - Directors Certification Program - Directors Accreditation Program - Audit Committee Program - Improving the Quality of Financial Reporting - Role of the Compensation Committee Program - Role of the Chairman Program - Monitoring the Quality of Financial Reporting - Monitoring the System of Internal Control and Risk Management - Monitoring the Internal Audit Function - Monitoring Fraud Risk Management - Successful Formulation & Execution of Strategy - Role of the Nomination and Governance Committee - Risk Management Committee Program - Audit Committee: Experience, Problem and Best Practice - CG of Thai Listed Companies - IT Governance: A Strategic Path Forward - Directors Forum 2/2012 "Risk Oversight VS Risk Management" - Director Certificate Program Update DCPU 1/2014 		
Shareholding (31 Dec 2014)	323,003 shares, equal to 0.09 of total shares with voting right		
Number of Year of Independent Directorship			11 Years
Working Experience and Director or Management in Other Business			
Working Experience	2013 – Present	Chairman of Corporate Governance Committee SiS Distribution (Thailand) Public Company Limited	
	2007 – Present	Chairman SiS Distribution (Thailand) Public Company Limited	
	2004 – Present	Independent Director and Audit Committee SiS Distribution (Thailand) Public Company Limited	
Position in Other Listed Companies		1 Positions in other Listed Companies as following: Independent Director and Chairman of Audit Committee Univentures Public Company Limited	
Position in Other Non-Listed Companies		4 Positions as director in 4 other Non-Listed Companies as following:	
	2013 – Present	Chairman, Theme Ad Corporation Company Limited	
	2012 – Present	The Plan Committee and Rehabilitation Plan Management Legal Execution Department, Ministry of Justice	
	2005 – Present	Chairman, Wide Wi Max Company Limited	
	2001 – Present	Chairman, Internet Solution & Service Provider Company Limited	
Positions in Rival Companies / Connected Businesses that may cause conflict of interest		-None-	

Meeting Attendance in 2014	Attended in Board of Director Meeting	6 meetings from 6 total meetings
	Attended in Corporate Governance Committee	2 meetings from 2 total meetings
	Attended in Audit Committee	12 meetings from 12 total meetings
	Attended between Independent Directors and Non-Executive Directors	1 meeting from 1 total meeting
Director Performance	<ul style="list-style-type: none"> - Provide recommendations, suggestions to the Company's Management, Internal Audit and Control. - Participate in determining Corporate Governance policy and govern the Company's operation in accordance with the charter of the Corporate Governance Committee. 	
Having relationship in the following relation with the Company / Parent Company / Subsidiary or Affiliate Companies or Other Juristic Persons with potential conflicts of interests at present or during the past two years.		
Having relationship (e.g., parents, spouses, close relation) with the executives or major shareholders of the Company or Subsidiary Companies		-None-
Involving in management as executive director, employee, staff or advisors who earn salaries from the Company		-None-
Professional service provider (e.g., auditors, legal advisors)		-None-
Having significant business relationships with the Company that may affect their independences (e.g., selling and buying of raw materials / goods / services or lending and borrowing)		-None-

The biography of Directors proposed to be the Company's Executive Directors

Name	Mr. Sombati Pungsrinont		
Type of Director	Executive Director		
Position	Executive Director Authorized Director Risk Management Committee Company Secretary		
Age	58 Years		
Nationality	Thai		
Education	Master of Business Administration, Thammasat University Bachelor of Engineering (Electrical Engineering), King Mongkut's University of Technology Thonburi		
Training from IOD	<ul style="list-style-type: none"> - Directors Certification Program - Directors Accreditation Program - Role of the Compensation Committee - Successful Formulation and Execution of Strategy 		
Shareholding (31 Dec 2014)	21,080,010 shares, equal to 6.02 of total shares with voting right, excluding the shares holding by Mr. Chanon Pungsrinont, holding 6,228,145 shares Mr. Thanakorn Pungsrinont, holding 7,065,469 shares		
Number of Year of Independent Directorship	16 Years		
Working Experience and Director or Management in Other Business			
Working Experience	2013 – Present	Company Secretary SiS Distribution (Thailand) Public Company Limited	
	2009 – Present	Risk Management Committee SiS Distribution (Thailand) Public Company Limited	
	2004 – Present	Executive Director SiS Distribution (Thailand) Public Company Limited	
	2004 – 1999	Executive Director SiS Distribution (Thailand) Company Limited	
	1997 – 1999	Executive Director M and V Technology Company Limited	
	1992 – 1997	Executive Director Thanawat Information System Company Limited	
Position in Other Listed Companies	None		
Position in Other Non-Listed Companies	3 Positions as directors in 3 other Non-Listed Companies as following:		
		Executive Director SiS Venture Company Limited (which SiS PCL directly holds 99.99% of shares)	
		Executive Director Qool Distribution (which SiS PCL directly holds 99.99% of shares)	
		Authorized Director Nippon Pack Trading Company Limited (which SiS PCL indirectly holds 49% of shares)	
Positions in Rival Companies / Connected Businesses that may cause conflict of interest	-None-		
Meeting Attendance in 2014	Attended in Board of Director Meeting	6 meetings from 6 total meetings	
	Attended in Risk Management Committee	2 meetings from 2 total meetings	
Director Performance	<ul style="list-style-type: none"> - Participate in strategic management determination. - Manage and monitor the operation to comply with the management strategy. - Product including procurement and services management - Provide opinions and recommendations on management on the Board of Directors' meeting. - Conduct the enterprise risk management plan. 		

The biography of Directors proposed to be the Company's Non-Executive Directors

Name	Mr. Lim Kia Hong		
Type of Director	Non Executive Director		
Position	Authorized Director		
Age	58 Years		
Nationality	Singapore		
Education	Bachelor of Business Administration, University of Washington, USA		
Training from IOD	- Director Accreditation Program DAP		
Shareholding (31 Dec 2014)	241,875 shares, equal to 0.07 of total shares with voting right, excluding indirect holding 165,616,595 shares by positioning as director of SiS Technologies (Thailand) PTE. LTD		
Number of Year of Independent Directorship	16 Years		
Working Experience and Director or Management in Other Business			
Working Experience	2004 – Present	Director, SiS Distribution (Thailand) Public Company Limited	
	2000 – 2004	Director, SiS Distribution (Thailand) Company Limited	
	1983 – Present	Chief Executive Officer SiS Group of Companies	
Position in Other Listed Companies	None		
Position in Other Non-Listed Companies	3 Positions as directors in 3 other Non-Listed Companies as following:		
	2015 – Present	Director, Wiko Mobile (Thailand) Limited (which SiS PCL indirectly holds 45% of shares)	
	2010 – Present	Director Qool Distribution (Thailand) Company Limited (which SiS PCL directly holds 99.99% of shares)	
	2009 – Present	Director SiS Venture Company Limited (which SiS PCL directly holds 99.99% of shares)	
Positions in Rival Companies / Connected Businesses that may cause conflict of interest	-None-		
Meeting Attendance in 2014	Attended in Board of Director Meeting	5 meetings from 6 total meetings (Another 1 meeting attended by Tele Conference)	
Director Performance	<ul style="list-style-type: none"> - Provide recommendations to the Company's strategy and management. - Provide opinions and recommendations on management to the Board of Directors' meeting. 		

Attachment No. 5

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

Article 18. The Board shall arrange for an Annual General Meeting of shareholders to be held within four month after the company's accounting period year ended.

All other shareholders meetings are called "Extraordinary Meeting"

Article 19. 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 20. 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 21. 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 22. 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 23. 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 24. 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 25. A shareholder who has a special interest in a resolution cannot vote on such resolution except voting for election of directors

Article 26. 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 27. 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 28. 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.

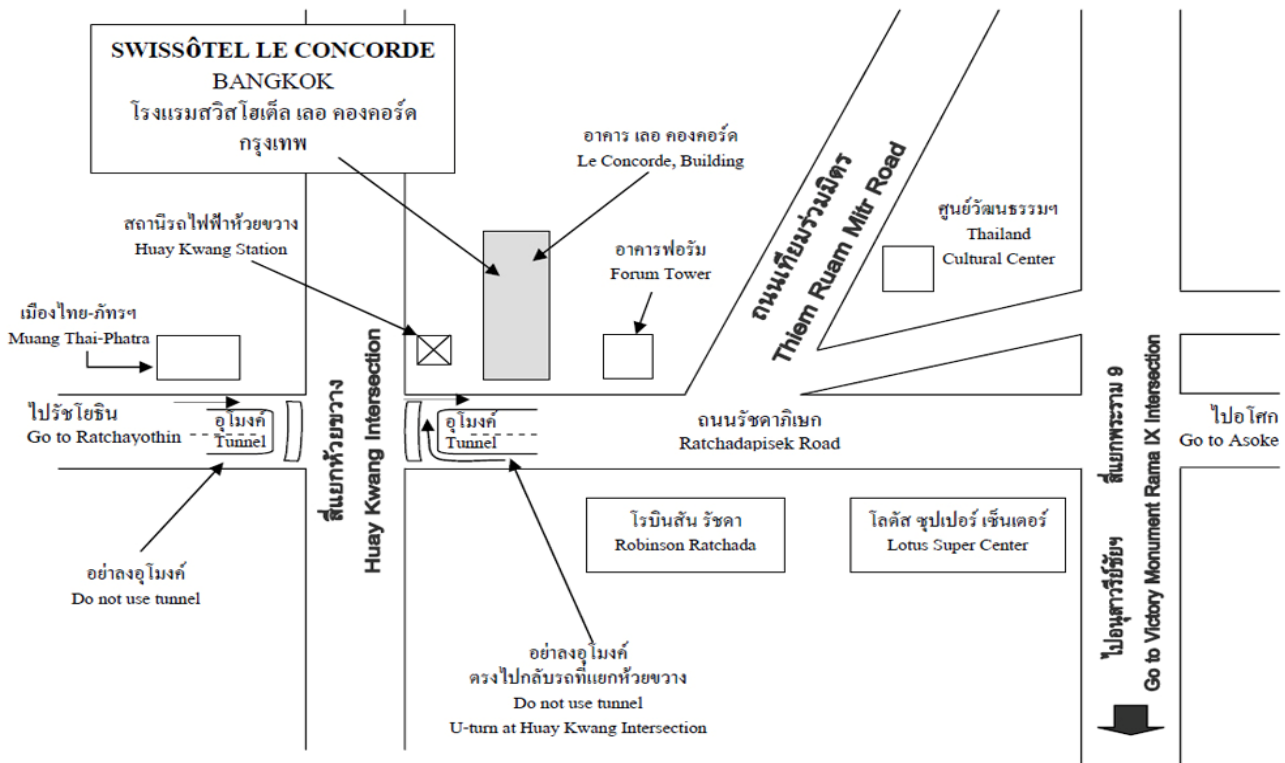
Attachment No. 6

The 2015 Annual General Meeting of Shareholders

Friday, 24th April 2015 at 14.00 hours

At Sarocha Room 3rd Floor, Swissotel Le Concorde, No. 204 Ratchadapisek Road, Huay Kwang, Bangkok 10310

The Map of Swissotel Le Concorde, Bangkok




Transportation


- Underground- MRT: Huay Kwang Station, Exit No. 2 (The hotel is approximately 50 meters from MRT)
- Bus Route 54, 73, 73A, 136, 137, 179, 185, 206, 514, 517, 36A, 122, 528, 529
- Private Car: There is a car parking available at the hotel.

Attachment No. 7

Personal Data of independent director who have functioned in regular term and the Shareholders can appoint them as their proxy in the AGM 2015

The Company has scheduled the 2015 Annual General Meeting of Shareholders on Friday, 24 April 2015 at 14.00 hours, if the Shareholders are unable to attend the meeting, you may appoint another person or any of the following Independent Directors as your proxy:

Name	Somchai Sirivichayakul	
Age	58 Years	
Type of Director	Independent Director	
Current Position	Chairman of Remuneration and Compensation Committee • Audit Committee • Corporate Governance Committee	
Education	Master of Engineering (Civil Engineering), Tokyo Institute of Technology, Japan Accredited Gemologist, Asian Institute of Gemologist Sciences (AIGS)	
Year of Directorship	11 Years	
Share Holding (31 Dec 14)	None	
The conflict of interest in this Annual General Meeting's Agenda	None, except for the agenda concerning consideration of Directors' Remuneration	
Contact Address	No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400	

Name	Rojanasak Chomvilailak, PhD	
Age	53 Years	
Type of Director	Independent Director	
Current Position	Chairman of Audit Committee • Corporate Governance Committee • Remuneration and Compensation Committee	
Education	Doctor of Philosophy in Marketing and Management, Charles Sturt University	
Year of Directorship	11 Years	
Share Holding (31 Dec 14)	39,430 shares, equal to 0.01 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	
Contact Address	No. 9, Pakin Building, 9th Floor, Room 901, Ratchadapisek Road, Dindaeng, Bangkok 10400	

Attachment No. 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 2.00 p.m. onwards.

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

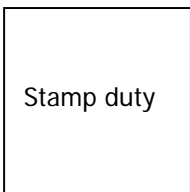
 - business of custodian.

- 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.

Attachment No. 9

Proxy Form B.



Written at

Date..... MonthYear.....

(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 _____ vote
Preferred share _____ shares and the voting right equal to _____ vote

(3) Hereby appoint

1. _____ age _____ year
Address _____ Road _____ Sub-District _____ District _____
Province _____ Zip Code _____ Country _____

2. _____ age _____ year
Address _____ Road _____ Sub-District _____ District _____
Province _____ Zip Code _____ Country _____

3. _____ age _____ year
Address _____ Road _____ Sub-District _____ District _____
Province _____ Zip Code _____ Country _____

Anyone of the above as my / our proxy holder to attend and vote at the 2015 Annual General Meeting of the Shareholders on Friday, 24th April 2015 at 14.00 hours at Sarocah Room, 3rd Floor, Swissotel Le Concorde, No. 204 Ratchadepisek Road, Huay Kwang, Bangkok 10310 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 2014 Annual General Meeting of Shareholders on Friday, 18th April 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. 3 Acknowledgement of the 2014 Board of Director's operations report and the 2014 Annual Report. (No vote in this agenda)

Agenda no. 4 Consideration and approval of the Statement of Financial Position as at 31st December 2014 and the Statement of Comprehensive Income for the year ended 31st December 2014 which have been audited by the CPA with the Auditor's Report.

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

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

Approve Disapprove Abstain

Agenda no. 5 Consideration and approval of no dividend payment for the operating results of the year 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. 6 Consideration and approval of the election of Company's Directors to replace the Directors who have to retire by rotation.

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

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

Election of all the nominated directors

Approve Disapprove Abstain

Election of each member of nominated directors

• Mr.Suwit Chindasanguan

Approve Disapprove Abstain

• Mr.Sombati Pungsrinon

Approve Disapprove Abstain

• Mr.Lim Kia Hong

Approve Disapprove Abstain

Agenda no.7 Consideration and approval of the Director's Remuneration for the year 2015

(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. 8 Consideration and approval of the appointment of Company's Auditor and the 2015 Auditor Fee

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

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

Approve

Disapprove

Abstain

Agenda no.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
(_____)

Signature _____ Proxy 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 attachment to proxy form B.

Attachment to Proxy Form B.

Stamp duty

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited In the 2015 Annual General Meeting of the Shareholders on Friday, 24th April 2015 at 14.00 hours at Sarocha Room, 3rd Floor, Swissotel Le Concorde, No.204 Ratchadapisek Road, Huaykwang, Bangkok 10310 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:

Election of all the nominated directors

Approve Disapprove Abstain

Election of individual nominee

1. _____
 Approve Disapprove Abstain

2. _____
 Approve Disapprove Abstain

3. _____
 Approve Disapprove Abstain

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

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)