



Proxy Form C.

(For foreign shareholders who have custodians in Thailand only)

Written at

..... March 2009

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

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

Ordinary share _____ shares and have the right to vote equal to _____ votes

Preference share _____ shares and have the right to vote equal to _____ votes

(2) Hereby appoint

1. _____ age _____ year

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

2. _____ age _____ year

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

3. _____ age _____ year

Address _____ Road _____ Sub-District _____ District _____

Province _____ Zip Code _____ Country _____

Anyone of the above as my / our proxy holder to attend and vote at the Annual General Meeting of the Shareholders no.1/2009 on Friday 27th March 2009 at 10.00 a.m. at Board Room 2, Queen Sirikit National Convention Center, New Ratchadapisek Road, Klong-toey, Bangkok 10110 or on the date and at the place as may be postponed or changed.

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

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

- To split the votes as follows:
 - Ordinary share _____ shares and the voting right equal to _____ votes
 - Preference share _____ shares and the voting right equal to _____ votes
- Total entitle to voting right _____ vote.

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

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

Agenda no. 2 To consider approving the minute of the Annual General Meeting no. 1/2008 held on 28 March 2008

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

Agenda no. 3 To acknowledge and the board of director's report for operations of year 2008 and approve the annual report.

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

Agenda no. 4 To consider approving the Balance Sheet and the Statement of Income for the year ended 31 December 2008 which have been audited by the CPA with Auditor's Report.

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

Agenda no. 5 To consider approving the dividend payment for the operating results of the year 2008.

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

Agenda no. 6 To consider the election of Company's directors replace the directors who have to retired by rotation rule.

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

6.1 To elect company directors replace the directors who retired by rotation rule.

- Election of all the nominated directors

Approve.....votes Disapprove.....votes Abstain.....votes

Election of each member of nominated directors

- Mr. Suwit Chindasanguan

Approve.....votes Disapprove.....votes Abstain.....votes

- Mr. Sombati Pungsrinont

Approve.....votes Disapprove.....votes Abstain.....votes

- Mr. Lim Kia Hong

Approve.....votes Disapprove.....votes Abstain.....votes

6.2 To approve the director's remuneration for the year 2009.

Approve.....votes Disapprove.....votes Abstain.....votes

Agenda no. 7 To consider approving the appointment of Company's Auditor and fixed of the Auditor Fee for the year 2009

(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

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

Approve.....votes Disapprove.....votes Abstain.....votes

Agenda no. 8 To consider approving the increment of The Business Objective of the Company "Clause 29 To do the business and provide all service type of telecommunications and internet services"

(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 acknowledge the exercise of warrant from ESOP and write off bad dept for the year 2008 (no vote in this agenda)

Agenda no. 10 Consider 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. The Proxy form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form C are:
 - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder
 - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of the Directors may be appointed in the agenda of appointment and election of the directors.
5. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C. as attached

Attachment to Proxy Form C.

The proxy of the shareholder of SiS Distribution (Thailand) Public Company Limited

In the Annual General Meeting of the Shareholders no. 1/2009 on Friday 27th March 2009 at 10.00 a.m. at Board Room 2, Queen Sirikit National Convention Center, New Ratchadapisek Road, Klong-toey, Bangkok 10110 or on the date and at the place as may be postponed or changed.

.....

Agenda no. _____ Subject _____.

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

Agenda no. _____ Subject _____.

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

Agenda no. _____ Subject _____.

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

Agenda no. _____ Subject _____.

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

Agenda no. _____ Subject _____.

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

Agenda no. _____ Subject To approve the appointment of new directors.

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

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

1. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

2. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

3. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

4. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

5. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

6. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

7. _____
 Approve.....votes Disapprove.....votes Abstain.....votes

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

Signature _____ Shareholder / Proxy Grantor
(_____)

Signature _____ Proxy Holder
(_____)