

26 February 2009

Subject Invitation to Annual General Meeting of Shareholder no. 1/2009

To Shareholders

Attachments

1. Copy of meeting minute of Annual General Meeting of Shareholder no. 1/2008
2. Annual Report and Audited Financial Statement of 2008 in CD-Rom.
3. Selection of directors and definition of Independent Director.
4. Biography of the nomination Directors.
5. Articles of Association relating to the meeting.
6. Map of the meeting venue.
7. Biography of the Independent Directors who serves as proxy holder for Shareholders
8. Guideline for documents and evidences to be declared before attend meeting.
9. Proxy Form B.

SiS Distribution (Thailand) Public Company Limited would like to invite you to participate in The Annual General Meeting of Shareholders 2009, which will be held on 27 March 2009 at 10.00 a.m. at Board Room 2, Queen Sirikit National Convention Center, New Ratchadapisek Road, Klong-toey, Bangkok 10110 to consider the following agendas:

1. To acknowledge the matters announce by the Chairman.

Reason and Detail: To announce general information to Shareholders.

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

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

Reason and Detail: The Company held the General Shareholder's Meeting no. 1/2008 on Friday, 28 March 2008, and has submitted the meeting minute to the Stock Exchange of Thailand and the Ministry of Commerce and also disclosed in the company's website according to the time frame of legal regulations. The copy minute is shown in attachment.

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve the minute of Annual General Meeting no. 1/2007 on Friday 28 March 2008 which the Board of Directors have deemed it is a true and correct recorded.

3. To acknowledge the Board of Director's report for operations of year 2008 and approve the annual report.

Reason and Detail: According to Article No.43 of the Company's Articles of Association that the Board of Directors must provide the annual report and report to Shareholders. The summary of operating results is in annual report.

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to acknowledge the operations of the year 2008 and approve the annual report (Details in annual report of the year 2008).

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.

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

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve 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 and it was also considered by the Audit Committee and the Board of Directors (details in annual report of the year 2008).

5. To consider approving the dividend payment for the operating results of the year 2008.

Reason and Detail: According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Company's Articles of Association that the Board of Directors have the authority to propose dividend payment from net profit of the current year or retain earning to the Shareholders of the Company and the payment of dividend shall be made within one month from the date of Shareholders' Meeting or of the resolution of the board of directors, as the case may be. The Company recorded the net profit for the year 2008 in total amount Baht 206,619,427 and no accumulated loss, according to the dividend payment policy of the Company that stipulate to pay dividend about 40 percentage of net profit depend on situation of economy and future project 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 reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital,

unless the articles of association of the company or other law provides for a greater amount of the reserve fund.

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve dividend payment for the operating results of year 2008, for 203,174,100 shares at the rate of baht 0.30 per share and special dividend payment at the rate of 0.05 baht per share, total rate at 0.35 baht per share, total amount to Baht 71,110,935.00. The dividend is 34.42 percent of the 2008 net profit. The Company will pay out dividend to shareholders with names registered in the Shareholders Registration Book as of 17 April 2009, and the payment would be scheduled on 27 April 2009.

The Board of Directors deemed the payment rate as appropriateness and in line with dividend payment policy of the Company, operating results and current situation of economic.

Table of Dividend payment comparison

Dividend Payment Description	2008	2007	2006
1. Net Profit (Baht)	206,619,427.00	129,604,734.00	92,973,672.00
2. Amount of Shares			
2.1 Amount of Interim Dividend Payment (Shares)	-	-	-
2.1 Amount of Dividend Payment for the Year (Shares)	203,174,100.00	201,655,100.00	201,481,300.00
3. Total Dividend Payment per Share (baht/share)			
3.1 Interim Dividend Payment (baht/share)	-	-	-
3.1 Dividend Payment for the Year (baht/share)	0.35	0.25	0.14
4. Total Dividend Payment (Baht)	71,110,935.00	50,413,775.00	28,207,382.00
5. Dividend Payment Ratio (percent)	34.42	38.90	30.34

For the year 2007, The Company fully reserved the legal reserve according to the Public Limited Companies Act B.E. 2535. The Board of Directors did not appropriate the legal reserve in the year 2008 and appropriate remain net profit to retain earning.

6. To consider the election of Company's Directors to replace the directors who have to retire by rotation rule and approve Directors' Remuneration for the year 2009.

6.1 The Election of Company's Directors to replace the Directors who have to retire by rotation rule, Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong.

Reason and Detail: According to 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 the Company. In the year 2009, the Directors who have to retire by rotation rule are Mr. Suwit Chindasanguan, Mr. Sombati Pungsrinont and Mr. Lim Kia Hong.

For the benefit of all Shareholders according to the Good Corporate Governance, the Company allowed shareholders to nominate qualified persons for election as the Company's Directors under the channel and the nomination procedure of the Company and disclosed on the website of the Company. There was no nomination from Shareholder to the Company.

Board of Directors' comment: According to the suggestion of the Remuneration and Nomination Committee, The Board of Directors considered on the basis of knowledge, capability, experiences, management participation and including the qualifications according to 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 reelect Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong as the Company's Directors for another term. (The biography of nomination directors are shown in attachment)

6.2 To consider approving the Director's Remuneration for the year 2009.

Reason and Detail: The Remuneration and Nomination Committee appropriately stipulated the payment criterion for Directors and correspondence with the duties and responsibilities of Directors. In the year 2009, the rate will remain the same as 2008 but totaling not over Baht 6,000,000. The criterion and detail of remuneration are shown in Annual Report and conclude in the table below:

Remuneration of Directors comparison table

Type of Retain	2009	2008
Monthly Retain for the position of The Board		
The Chairman	20,000.00	20,000.00
Committee	10,000.00	10,000.00
Remark : Except Managing Director and Executive Director who get salary from management position.		
Monthly Retain for the position of Audit Committee		
The Chairman	30,000.00	30,000.00
Committee	20,000.00	20,000.00
Attendance Fee for Board of Director		
The Chairman	30,000.00	30,000.00
Committee	20,000.00	20,000.00
Attendance Fee for Audit Committee		
The Chairman	5,000.00	5,000.00
Committee	5,000.00	5,000.00

Attendance Fee for Remuneration and Nomination Committee		
The Chairman	30,000.00	30,000.00
Committee	20,000.00	20,000.00
Special Reward The Company will pay Special reward for Non-Executive Director by yearly. The Remuneration and Nomination Committee considered in this issue.		

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve the Board of Directors Remuneration, monthly retain, attendance fee and yearly special reward for Directors and Sub Committee for the year 2009, totaling not over Baht 6,000,000.

7. To consider approving the appointment of Company's Auditor and fixed of the Auditor Fee for the year 2009.

Reason and Detail: According to the Public Limited Companies Act B.E. 2535, which state that the General Shareholders' Meeting shall appoint the Auditor of the Company and fix the Auditor Remuneration every year, by the recommendation from the Audit Committee.

Audit Committee's comment: Audit Committee considered on the basis of knowledge, capability and worldwide standard skill in financial audit with satisfactory performance. The Audit Committee has considered the appointment of Company's Auditor and proposed to the Board of Directors for consideration to propose the Shareholder's Meeting to appoint auditors from KPMG Phoomchai Audit Limited as the Company's auditor for the year 2009. One of the following auditors may audit and provide opinions on the Company's financial statement.

Name	Registration Number	Year of Auditing for the Company
Mr. Ekkasit Chuthamsatid	4195	4 years (2005-2008)
Ms. Somboon Supasiripinyo	3731	- None -
Ms. Vannaporn Jongperadechanon	4098	- None -
Mr. Vichien Thamtrakul	3183	- None -

KPMG Phoomchai Audit Co.,Ltd. and the nominated auditors do not have relationship and / or conflict of interest with the Company, Managements, Major Shareholders or related persons of the those parties, There are independent in auditing and reporting on the Company's financial report. The nominated auditors also are not shareholders of the Company. The Company has no subsidiary company associated company. Mr. Ekkasit Chuthamsatid has been the Company's auditor for 4 years since the year of 2005.

The Audit Committee proposed the Board of Directors to fix the remuneration of Auditor at total amount of Baht 1,020,000 that slightly increase from 2007 by Baht 30,000 or 3.03 percent.

Table of audit fee comparison

Type of Audit Fees	2009 (current proposal year)	2008
Fee for the annual audit report	600,000.00	580,000.00
Fee for the quarterly review report	360,000.00	360,000.00
Fee for the reporting Package	60,000.00	50,000.00
Other fee	-	-
Total	1,020,000.00	990,000.00
Increment (Decrement)	30,000.00	

Not include out-of-pocket expenses e.g. miscellaneous expenses during work period such as traveling, copy and facsimile expenses.

Board of Directors' comment: The Board of Directors has considered and found it appropriate to propose the General Shareholders' Meeting to appoint Mr. Ekkasit Chuthamsatid or Ms. Somboon Supasiripinyo or Ms. Vannaporn Jongperadechanon or Mr. Vichien Thamtrakul of KPMG Phoomchai Audit Limited as the Company's Auditor for the year 2009. In addition, The Board of Directors also found it appropriate to propose the Shareholder's meeting to approve the remuneration for financial audits of the Company for 2009 as proposed by the Audit Committee.

8. To consider approving the increment of The Business Objective of the Company.

Reason and Detail: To supporting business expansion of the Company. The Company must increase 1 clause of the Company's business objective, total up 29 clauses. The detail of additional business objective as "Clause 29 To do the business and provide all service type of telecommunications and internet services"

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to approve the increment of the Company's business objective for expansion of the business line in the future.

9. To acknowledge the exercise of warrant from ESOP and write off bad dept for the year 2008.

Reason and Detail: The warrants under Employee Stock Option Program that issued to the Company's directors and employees will be expired in this year. Warrant holder exercised the warrants every three months period. Once warrant holder exercised their right, the Company did report the result to SET also.

And the Company do write off normal account receivable with long outstanding and can not settle their debts in total amount Baht 28,680,713.72 by complied with Thai law which disclose in notes to financial statement.

Board of Directors' comment: It is considered appropriate for the Shareholders' Meeting to acknowledge the exercise of warrants under Employee Stock Option Program that will be expired in the year 2009 and acknowledge to write off normal account receivable with long outstanding and can not settle their debts by complied with Thai law.

10. To consider other matter (if any)

Reason and Detail:

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

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 can not attend the meeting and wishes to authorise other person or the Audit Committee to attend the meeting and vote on his/her behalf. Please fill in the proxy form and sign the signature in the attached Power of Proxy with fix revenue stamp, attach your personal document, and submit to company secretary or authority person before the meeting.

The shareholders can send related question about the agenda of Shareholders' Meeting before meeting at investorinfo@sisthai.com or companysecretary@sisthai.com or facsimile number 02 643 0780

Best Regards,



(Mr. Somchai Sittichaisrichart)

Managing Director

Company's Secretary Tel. 0 2640 3043

Investor Relation Department Tel. 0 2640 3243