

Supporting document of Agenda no.2 (Translation Document)

SiS Distribution (Thailand) Public Company Limited

The Minute of Annual General Meeting of Shareholders no. 1/2009

On Friday 27 March 2009

Boardroom 2 room, 3rd floor, Queen Sirikit National Convention Center,
New Ratchadapisek Road, Klong Toey, Bangkok 10110

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The meeting started at 10.00 a.m. and invited Mr.Suwit Chindasanguan, Chairman of the Board and Independent Director, performed as The Chairman of the meeting. All Directors participated in this meeting. Also high-ranking managements of the Company, Company's Auditor and Law Consultants as listed below

Directors

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

Managements participated in this meeting:

- | | | |
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| 1. Miss Suwathip | Pornsuwannapa | CFO / Accounting Manager |
|------------------|---------------|--------------------------|

Auditor Representation

- | | | |
|-----------------------------|--|------------------------|
| 1. Mr. Ekkasit Chuthamsatid | | Auditor of the Company |
|-----------------------------|--|------------------------|

Law Consultant

- | | | |
|-----------------|-------------|----------------|
| 1. Mr. Puris | Rakchamroon | Law Consultant |
| 2. Miss Wanthip | Jantakij | Law Consultant |

The Chairman of the Meeting thanked the shareholders for attending in this meeting, and informed the Meeting that there were 21 shareholders present in person and 27 represented through proxies, totaling 48 shareholders, holding altogether 150,699,302 shares of Issued and paid-up share capital 203,174,100 shares, representing 74.17 percent as a quorum according to the Articles of Association of the Company.

The Chairman was pleased to announce that the Board of Committee stressed to the importance of all Shareholders and to support the good corporate governance practice. The Board was providing the opportunity for the shareholders to propose matter to be included as an agenda, as well as propose qualified candidate to be nominated as the Company's Director ahead of the General Meeting of Shareholders for the year 2009. The Company specified the clearly and transparent criterion and procedure to select the candidate and informed to the SET and disclosed in the Company's Website name www.sisthai.com. During that time, Shareholders did not propose any proposal for consideration. In voting of each agenda will do by disclosure, except the shareholder at least 5 persons ask for secret vote and the meeting has resolution to secret vote. The Shareholders have to mark in each card. The Chairman assigned to officer to explain the detail of voting procedures.

The officer explained the detail of voting procedures, according to Articles of Association of the Company number 22 and 23 specified the voting of each agenda that each shareholder has the voting right equal to the number of shards each shareholder hold or number of shares the proxy had, one share is equal to one vote. In voting of each agenda, the shareholders should cast their votes in each card which each shareholder received during the registration. For voting, the Chairman will ask those shareholders for vote "approve" or "disapprove" or "abstain" to raise their hands then mark in voting card and pass card to the staffs for collection. The staff will scan the barcode stripe in the voting card and show that in projector screen. The Chairman will announce the result of each agenda to the meeting after finish the scan.

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

For voting in the 6th agenda in the issue of the election of Directors to replacement of Directors whose shall retire by rotation. The Company will temporarily suspense the registration for shareholders to the meeting to ensure the number of vote and The voting in this agenda will be considered an individual vote. If the shareholders planed not to be in the meeting place during the vote of any agenda and also need to reserve the right to vote in each agenda. The shareholders have to mark in voting card and give the card to the staff to count the votes.

Before the meeting, one shareholder registered to attend the meeting, holding 200 shares. Thus, total 150,699,502 shares of Issued and paid-up share capital 203,174,100 shares, representing 74.17 percent. The Chairman requested the Meeting to consider on each agenda, as follows:

Agenda 1 The matter announced by the Chairman.

Chairman informed to the meeting that the Shareholder sent questions in advance and directors will answer in agenda no.10. This agenda is not approval agenda and no vote in this agenda.

Agenda 2 Considered and certified the Minute of Annual General Meeting of Shareholders 2008.

The Chairman proposed the Minutes of the Annual General Meeting of Shareholders 2008 held on Friday, 27 March 2008 to the Meeting for consideration and approval according to attachment document which had been sent to shareholders with the invitation letter.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

The Law Consultant found that the four shareholders hold 1,800 votes, was not in meeting place and do not send the voting card to staffs. So, the meeting will deduct 1,800 votes in every agendas.

Resolution: The Meeting considered and unanimously approved to certify the Annual General Meeting of Shareholders 2008.

The votes are as follow:

Approved	45 Shareholders	Amount	150,697,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

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

Chairman assigned Managing Director to report the summarized operating result Annual Report of the Company which had been sent to shareholders with the invitation letter.

Managing Director reported the operations of year 2008 to the meeting:

- Total revenues from 7 groups of goods were Baht 12,087 Million, increase 15.2% from 2007
- Net Profit was Baht 206.60 Million, increase 59.4% from 2007.
- Profit per share was 1.02 baht per share, increase 59.38% from 2007.
- Shareholders' Equities were Baht 829 Million, increase 24.29% from 2007
- Return on equity ratio equal 27.6%, increase 31.43% from 2007

And all detail of operations was shown in Annual Report of the Company.

Shareholder asked about reason of increment of profit.

Managing Director replied that the come from many reasons such as the growth of IT Industrial, ability of staff, increase to sell in high gross margin products, the low of financial cost.

Shareholder asked, the Company interest to sell "In house brand" or not.

Managing Director replied that the Company interest to sell that but have to take time to study.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

During meeting, a shareholder hold 10,000 shares, has just registered to participate in this meeting.

Resolution: The Meeting considered and unanimously approved to certify and acknowledged the Annual Report and operating result of 2008.

The votes are as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

Agenda 4 Considered and approval 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

The Chairman assigned Managing Director to report the summarized of balance sheet and profit and loss statement for the year ended 31 December 2008 to the Meeting for approval according to the Annual Report of the Company which had been sent to shareholders with the invitation letter.

Managing Director reported to the meeting:

Balance Sheet

- Total Assets were Baht 2,143 Million, increase 21% from 2007, most of them were account receivable and inventory. Inventory increased from sales volume but average debt collection was decrement.
- Total liabilities were Baht 1,315 Million, increase 18% from 2007, most of them were loan from financial institute and account payable.
- Total equities were 829 MB.

Income Statement

- Revenue from Sale was Baht 11,999 Million, increase 15% from 2007.
- Gross profit margin was Baht 812 Million, increase 38% from 2007.
- Net profit was Baht 206.60 Million.

These statements have already been audited by Auditor of KPMG Phoomchai Audit Ltd without condition and can see more details in financial statement and annual report.

Shareholder asked the type of bank loan.

Managing Director replied that only short term loan because suitable with organization structure.

Shareholder asked about bad debt.

Managing Director replied that the bad debt of the Company was very low when compared with sales volume. The Company has good policies to reserve bad debt and has insurance for bad debt.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

During meeting, one shareholder, hold 4,200 shares, registered but was not participated in the meeting. So, the meeting will not count 4,200 votes in every agenda.

Resolution: The Meeting considered and unanimously approved balance sheet and profit and loss statement for the year ended 31 December 2008 audited by the auditor with auditor's report.

The votes are as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

Agenda 5 Considered and approval the dividend payment.

The Chairman reported the summarized operating results and financial statement that the Company had net profit for year 2008 at Baht 206.6 Million and retained earning for appropriation in this meeting Baht 472 Million. The Board of Directors considered and proposed the Meeting for approval dividend's payment 0.30 baht per share and special dividend at 0.05 baht per share, totally 0.35 baht per share, for 203,174,100 shares, total amount 71,110,935 baht. The Company shall be payable on 27 April 2009. The Shareholder register book for the right to receive dividend shall be recorded on April 16th, 2009. Also, April 17th, 2009 shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied.

Shareholder suggested that the Company has been listed in SET for 5 years and next year maybe change in the rate of income tax. The Shareholder suggests the Company to inform the income tax rate in agenda of dividend payment for next year.

Managing Director informed to the meeting that the Company can fix the income tax rate at 25 percent for next 3 years according to announcement of the Government.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

Resolution: The Meeting considered and unanimously approved dividend payment at 0.35 baht per share.

The votes are as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

In 2007, the Company appropriated full of the statutory reserve and did not reserve more in the year of 2008

Agenda 6 Considered and approval the Election of Company's Directors to replace the directors who have to retire by rotation rule and approved Directors' Remuneration for the year 2009.

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

The Chairman informed to the meeting that He must retire from Director in this meeting and assigned Mr.Somchai Sirivichayakul, the Chairman of Remuneration and Nomination Committee, as the Chairman for transparent in consideration of Shareholders.

In this meeting, the Directors who shall retire by rotation rule were Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong.

The Board of Director was providing the opportunity for the shareholders to propose qualified candidate to be nominated as the Company's Director. The Company specified the channel and criterions in the Company's Website. During that time, Shareholders did not propose any candidate for consideration.

The Board of Directors considered in experience, knowledge, ability and participation in management and proposed shareholders to elected Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong as directors of the Company by individual basis.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

Resolution: The Meeting considered and approved to elect Mr.Suwit Chindasanguan, Mr.Sombati Pungsrinont and Mr.Lim Kia Hong as Directors of the Company.

The votes to elect Mr.Suwit Chindasanguan, as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

The votes to elect Mr.Sombati Pungsrinont, as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

The votes to elect Mr.Lim Kia Hong, as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

The Chairman of Remuneration and Nomination invited Mr.Suwit and Mr.Sombati to the Meeting and invited Mr.Suwit as the Chairman of the Meeting.

6.2 Approved the remuneration of the Director for the year 2009.

The Chairman proposed the remuneration of the Board of Directors and Sub Committees for year 2009 not exceed 6,000,000 baht and assigned Remuneration and Nomination Committee to explain the basis of payment to all directors.

The Chairman of remuneration and Nomination Committee explained about the development of payment basis according to standard and fairness in achievement of target and benefit of all shareholders. The Chairman of remuneration and Nomination specified four indicators and show all detail in the Invitation Letter and Annual Report 2009.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

Resolution: The Meeting considered and unanimously approved remuneration of directors.

The votes are as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

Agenda 7 Considered and approved the appointment of Auditor and determine the auditing fee.

The Chairman proposed to the Meeting for approval to appoint Auditor by the Audit Committee's recommendation. The Board of Directors considered and proposed the Meeting to appoint Mr. Ekkasit Chuthamsatid, Certified Public Accountant No.4195 or Ms.Somboon Supasiripinyo, Certified Public Accountant No.3731 or Ms. Vannaporn Jongperadechanon, Certified Public Accountant No.4098 or Mr. Vichien Thamtrakul Certified Public Accountant No.3183 of KPMG Phoomchai Audit Ltd. as the company's auditors for the year 2009. 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. Mr. Ekkasit Chuthamsatid has been the Company's auditor for 4 years since the year of 2005.

The Chairman proposed to the Meeting for approval to fix the remuneration of Auditor at total amount of Baht 1,020,000 that slightly increased from 2008 by Baht 30,000 or 3.03 percent.

The Chairman of Audit Committee reported to the meeting, the Audit Committee regularly organized 12 monthly meetings in 2008 to considered in the sufficiency of internal audit and control, reviewed the financial statement and related transaction, reviewed the practices consistent with the Law and related regulation of SET and SEC, reviewed the Good Corporate Governance of the Company, selected and proposing the Company's Auditors. The Audit Committee monitored in particular of account receivable and inventory every month and disclosed that in Annual Report.

Shareholder asked about the reason of increment of audit fee.

The Chairman of Audit Committee replied to the Meeting that from the increasing of sales volume and accounting transaction, also the increment of new Law and Accounting Standard (IFRS). The Auditor must increase the scope of work in auditing but the fee slightly increased from last year.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

Resolution: The Meeting considered and unanimously approved Mr. Ekkasit Chuthamsatid, Certified Public Accountant No.4195 or Ms.Somboon Supasiripinyo, Certified Public Accountant No.3731 or Ms. Vannaporn Jongperadechanon, Certified Public Accountant No.4098 or Mr. Vichien Thamtrakul Certified Public Accountant No.3183 of KPMG Phoomchai Audit Ltd. as the company's auditors for the year 2009 and fix the remuneration of Auditor at total amount of Baht 1,020,000.

The votes are as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

Agenda 8 Considered and approved the increment of The Business Objective of the Company

The Chairman proposed to the meeting that to supporting the expansion of business of the Company. The Board of Director agreed to 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"

Shareholder asked about the reason to increment of objective.

Managing Director replied to the meeting that the internet services can sell with some products of the Company, but the Company can not sell it because has no this objective and need the approval from the meeting to increase that.

There were no questions from shareholders and the Chairman asked for resolution by raise hands and mark in the voting card.

Resolution: The Meeting considered and unanimously approved to increase the business objective of the Company.

The votes are as follow: (percentage of shareholders who were attendance in the Meeting and have right to votes.

Approved	46 Shareholders	Amount	150,707,702 votes	equivalent to	100.00 %
Disapproved	0 Shareholders	Amount	0 votes	equivalent to	0.00 %
Abstained	0 Shareholders	Amount	0 votes	equivalent to	0.00 %

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

The Chairman informed to the meeting that 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 reported 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. This agenda is not approval agenda and no vote in this agenda.

Agenda 10 Considered for other matter.

The Chairman assigned Managing Director to answer any questions of shareholder that sent in advance.

Question: Strategy and target in 2009.

Answer: Managing Director clarified to the Meeting, in 2009, the Company will enhance the investment with carefulness in business and employ new quality staffs, expand the customer group base to support the growth of sales and reduce expenses.

Question: Can the Company expand the sale growth of high margin product group?

Answer: Managing Director clarified to the Meeting that the proportion of high margin product group is very low. The Company can enhance that but has to adjust some practice of work.

Question: How to fix the budget to invest in other province?

Answer: Managing Director clarified to the Meeting that the Company just open sales office and service center by rent a building. That is small investment.

Question: In 2009, what does the flagship goods or high margin products of the Company?

Answer: Managing Director clarified to the Meeting that the Company has many group and brand of high margin products. In this year, the Company will enhance to sell these products.

Question: How is tendency to moving warehouse?

Answer: Managing Director clarified to the Meeting that the warehouse is rather small and inconvenience in keeping and transportation. The Company study in appropriate way to move that by the fund of the Company.

Question: What is the impact of increasing of rival in PDA Phone?

Answer: Managing Director clarified to the Meeting that the increasing of rival will enlarge buyer market and the Company can expand the market of PDA Phone.

No more questions were raised from shareholders.

Shareholders did not propose other matter for consideration. This agenda is not approval agenda and no vote in this agenda.

Finished the Meeting at 11:55 hours.

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(Mr.Suwit Chindasanguan)

Chairman

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(Mr.Vorrapop Taksaphan)

Secretary / Recorder