

Ref. 2010/001

10th February 2010

Subject: Resolutions of the Board of Directors Meeting No. 1/2010

To : Managing Director

The Stock Exchange of Thailand

At the Board of Directors Meeting of SiS Distribution (Thailand) Public Company Limited No.1/2010 held on 9th February 2010 at 3.30 p.m. – 6.30 p.m., the following resolutions are the outcomes:

1. Acknowledge the report on operating results for the year 2009 and approval of financial statement of the company for the year ended 31st December 2009 which had been audited by the certified public accountants.
2. Approval of the nomination of auditors for the year 2010 that will be end on 31 December 2010. The proposed auditors will be Ms.Somboon Supasiripinyo, Certified Public Accountant No.3731 and/or Ms. Vannaporn Jongperadechanon, Certified Public Accountant No.4098 and/or Mr. Vichien Thamtrakul, Certified Public Accountant No.3183 and/or Miss Sureerat Thongarunsang, Certified Public Accountant No.4409 of KPMG Phoomchai Audit Co.,Ltd. as the company's auditors for the year 2010 and any of them being authorized to conduct the audit and to render an opinion on both consolidated and unconsolidated financial statement of the Company with the auditing fee no higher than 1,085,000 baht.
3. Approval of the re-election of Mr.Somchai Sirivichayakul, Mr.Somchai Sitthichaisrichart and Mr.Lim Hwee Hai as directors for another term replacing the Directors who have retired by the rotation rule, and approval the Directors' Remuneration for 2010 is not more than the total amount of 6,000,000 baht (same amount with year 2009). There are no shareholders proposing qualified candidate to be nominated as the Company's director.
4. Approval of the record date and book closing, the Shareholder register book for the right to attend the Annual Shareholder's Meeting 2010 shall be recorded on March 4th, 2010. Also, March 5th 2010 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." The Annual General Meeting date will be set up on Friday 2nd April 2010 at Fortune 1A Room , Grand Mercure Fortune Hotel, Ratchadapisek Road, at 10.00 a.m.
5. Approval of proposed dividend payment to the Shareholders at the rate of 0.40 baht per share for 203,174,100 shares, in total amount 81,269,640 baht and the date of dividend payment would be within 2nd May 2010. The Shareholder register book for the right to receive dividend shall be recorded on April 21st, 2010 (Record Date). Also, April 22nd, 2010 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.

6. Approval of the reduction of the Company's registered capital from 205,000,000 baht by cancelling 1,825,900 baht and new registered capital will be 203,174,100 baht due to some employees did not exercise their ESOP and propose to amend the Clause 4 of the Memorandum of Association so as to reflect the reduction of the Company's registered capital.
7. Approval of the issue of 10,000,000 warrants for Directors and employees (including any employee(s) who is also a Director) under Employee Stock Option Plan (ESOP).
8. Approval of the increment of the Company's registered capital of another 10,000,000 baht divided into 10,000,000 ordinary shares of par value of 1 baht each from the existing registered capital of 203,174,100 baht and new registered capital will be 213,174,100 baht to support the Employee Stock Option Plan (ESOP) and propose to amend the Clause 4 of the Memorandum of Association so as to reflect the increment of the Company's registered capital.
9. Approval the agenda of the Annual General Meeting of Shareholders are as follows
 1. The matter announced by The Chairman.
 2. To certify the Annual General Meeting of Shareholders meeting minute No.1/2009.
 3. To acknowledge the company's operating results report in the year 2009 and approve the Annual Report.
 4. To consider and approve the audited financial statements for the year ended on 31st December 2009.
 5. To consider and approve the dividend payment for the year ended on 31st December 2009.
 6. To elect directors replacing those who would retire by the rotation rule for another term and approve the Directors' Remuneration for 2010.
 7. To consider and approve the appointment of the Company's auditor and determine auditor fee.
 8. To consider and approve reducing the Company's registered and amend the Clause 4 of the Memorandum of Association so as to reflect the reduction of the Company's registered capital.
 9. To consider and approve issue warrants for Directors and employees (including any employee(s) who is also a Director) under the Employee Stock Option Plan (ESOP).
 10. To consider and approve increasing the Company's registered and amend the Clause 4 of the Memorandum of Association so as to reflect the increment of the Company's registered capital.
 11. To consider any other business (if any)

Yours Faithfully,

SiS Distribution (Thailand) Public Company Limited

(Mr.Vorrapop Taksaphan)

Company Secretary