



# Document for the Annual General Meeting of Shareholders 2011

Demco Public Company Limited

On Monday 11<sup>st</sup> April, 2011 at 14.00 hours

At Meeting Room , Demco Public Company Limited  
No.59 Moo 1 Tambon Suanphrikthai , Amphoe Muang  
Pathumthani , Pathumthani 12000  
Tel.02-959-5811 Fax.02-959-5916





Demco Public Company Limited  
Pathumthani Province  
Thailand

Subject : Invitation to attend the 2011 Annual General Meeting of Shareholders  
Attention : Shareholders of Demco Public Company Limited  
Attachment : 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.2/2010 held on July 23 , 2010  
2. Annual Report for the year 2010  
3. Profiles of the retiring Directors proposed for re-election  
4. Director remuneration for the year 2011  
5. Company's Articles of Association  
6. Summary of the definition of the Independent Directors who have been appointed as proxies of the shareholders who cannot attend the meeting  
7. Map to Demco Public Company Limited  
8. Proxy Form (Form B and Form C) and Detail of evidence required for attending the Meeting

Whereas the Board of Directors of Demco Public Company Limited (the "Company") resolved to call for the 2011 Annual General Meeting of the Shareholders to be held on Monday 11<sup>st</sup> 2011 at meeting room , Demco Public Company Limited , No.59, Moo 1 Tambon Suanphrikthai, Amphoe Muang Pathumthani, Pathumthani 12000 to consider the following agendas:

**Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.2/2010 held on July 23, 2010.**

**Rational**

The Extraordinary General Meeting of Shareholders No.2/2010 held on July 23, 2010, a copy of which was attached as attachment 1.

**Board's recommendation**

It is considered appropriate for the Meeting of Shareholders to approve the Minutes of the Extraordinary General Meeting of Shareholders No.2/2010

**Agenda 2 To acknowledge the company's Annual Performance for the year 2010 and to consider and approve the balance sheets and income statement for the year ended December 31, 2010.**

**Rational**

The balance sheets and income statements for the year ended December 31, 2010 which have already been audited and certified by the Certified Public Accountant were published in the Annual Report 2010 attached hereto as attachment 2.(Annual Report)

**Board's recommendation**

It is considered appropriate for the Meeting of Shareholders to approve the balance sheets and income statements for the year ended December 31, 2010 which have been audited and certified by the Certified Public Accountant.

**Agenda 3 To consider and approve the appropriation of net profit allocation and dividend payment from the operating results of the year ended December 31, 2010.**

**Rational**

The company had net profit in the year ending December 31, 2010 in the amount of THB 112,830,280.65 and also had the accumulated profit amount THB 111,379,981.32 which has not been allocated. Therefore the company considers dividend payment to the Shareholders not less than 40 percent of net profit.

And according to Section 116 of the Public Limited Companies Act.B.E.2535, the company have to allocate not less than 5 percent of net profit as reserved funds, less the reserved fund reaches the amount not less than 10 percent of the registered capital.

Refer to the resolution in the Board of Directors meeting No.1/2011 held on February 25, 2011, net profit of the year ended December 31,2010 amount THB 5,701,514.03 would be allocated as a legal reserved fund and the dividend were approved to pay to the Shareholders, DEMCO- W3 holders and DEMCO-W4 holders, who exercise their warrants to ordinary shares on March 31, 2011 at the rate THB 0.05 per share. The date to determine shareholder eligibility for dividend shall be April 21, 2011, as required by article 225 of Securities Exchange Act, eligible shareholder list shall be compiled the close of the company's share registration book as of April 22, 2011. The dividend payment schedule is on May 10, 2011.

The calculation of net profit allocation are follows :

	<u>Shares</u>
Paid up shares before exercising Demco-W3 & Demco-W4	443,393,927
<u>Less Treasury Stock</u>	<u>32,479,900</u>
Balance Paid up shares	410,914,027
Paid up shares in case of exercising Demco-W3 100%	100,931,677
Paid up shares in case of exercising Demco-W4 100 %	<u>72,573,807</u>
Total	<u>584,419,511</u>

Therefore, if company allocates dividend at the rate THB. 0.05 per share to the paid up shares before exercising Demco-W3 & Demco-W4, 410,914,027 shares, the dividend amount should be THB 20,545,701.35. When combine THB 20,545,701.35 with the interim-dividend, from the first half of year 2010 at the rate THB 0.10 per share paid on 435,461,843 shares, amount THB 43,546,184.30 then the dividend amount for the year 2010 should be THB. 64,091,885.65 or 56.80 % of net profit of year ended 2010.

However, if Demco-W3 holders and Demco-W4 holders fully exercise their warrants on March 31, 2011 the paid up shares after exercising Demco-W3 & Demco-W4 should be 584,419,511 shares and the dividend amount, at the rate THB. 0.05 per share, should be THB 29,220,975.55. When combine THB. 29,220,975.55 with the interim-dividend, from the first half of year 2010 at the rate THB 0.10 per share paid on 435,461,843 shares, amount THB 43,546,184.30 then the dividend amount for the year 2010 should be THB. 72,767,159.85 or 64.49 % of net profit of year ended 2010 .

Thus , the dividend payment is comply with the company's dividend policy that commit to pay dividends to shareholders not less than 40 % of net profit after income tax.

**Board's recommendation**

It is considered appropriate for the Meeting of Shareholders to approve the allocation of the company net profit for the year ended December 31,2010 and the dividend payment as well.

**Agenda 4 To consider and elect the directors in replacement of those retired by rotation for the year 2011.**

**Rational**

Pursuant to Section 71 of the Public Limited Companies Act of B.E.2535 and Article 19 of the Company's Articles of Association, requires that in every annual general meeting, directors shall retire at least one-third of the directors shall be applied in case the number of the directors can not be divided exactly. For the first two years, the retired ones are selected at random. And after that the director with the longest tenure shall be consider retired. Anyhow, the retired directors may be re-elected to continue their offices for another term. The four directors with longest tenure namely

- Ms.Praphee Puipanthavong
- Mr.Suwat Joradol
- Mr.Arkorn Manakaew
- Mr. Pairoj Sirirat

**Ms.Praphee Puipanthavong** was elected to be the director of Demco Public Company Limited first in year 2006. She had been the director of Demco Company Limited since year 1997. She has utilized her knowledge and experience to manage company's business continuously.

**Mr.Suwat Joradol** was elected to be the director of Demco Public Company Limited first in year 2006. He Had been the director of Demco Company Limited since year 1992 as one of the company establishers.

**Mr.Arkorn Manakaew** had been elected to be the director of Demco Company Limited since year 1993 and be still was elected to be the director of Demco Public Company Limited later.

**Mr. Pairoj Sirirat** had been the director of Demco Company Limited since year 1992 as one of the company establishers. He was elected to be the director of Demco Public Company Limited first in year 2009.

The Board of directors, at the meeting No. 1/2011 held on February 25, 2011, deemed it is appropriate to have

- Ms.Praphee Puipanthavong
- Mr.Suwat Joradol
- Mr.Arkorn Manakaew
- Mr. Pairoj Sirirat

re-elected to continue their officers of directors for another term

**Board's recommendation**

Although the Compensation and Nominating Committee of the company has not been appoint , the Board of directors considered their capability , experience ,prudent and qualification then propose 1) Ms.Praphee Puipanthavong, 2) Mr.Suwat Joradol, 3) Mr.Arkorn Manakaew and 4) Mr. Pairoj Sirirat continue to hold their position for another term.

The profiles of the retiring directors proposed for the re-election are indicated in the attachment 3.

**Agenda 5 To consider and approve director remuneration for the year 2011.**

**Rational**

For the Meeting to consider the remuneration to directors and the remuneration to audit committee members for the year 2011 which shall be effective since the approved date until converting by a resolution to convene Annual General Meeting of the Shareholders.

**Board's recommendation**

It is considered appropriate for the Meeting of Shareholders to approve the directors' remuneration for the year 2010, equal to year 2011, amount THB 3.90 million as proposed. The details are as per the attachment 4.

**Agenda 6 To approve the appointment of Auditors and the remuneration for the year 2011.**

**Rational**

Pursuant to Section 120 of the Public Limited Companies Act of B.E.2535 and Article 33 of the Company's Articles of Association, the appointment of company's auditor and to fix the auditors' remuneration for the year 2011 shall be considered in the 2011 Annual General Meeting of Shareholders

**Audit Committee recommendation**

The Audit Committee had selected the company's auditors for the year 2011 by consider their reliability then propose the auditors from C&A Audit Firm named as follows to be approved.

	<u>Name</u>	<u>C.P.A No.</u>	<u>Certify Demco's statement</u>
1.	Ms. Jintana Mahavanich	4687	1 year ( 2010)
2.	Mrs. Jintana Techamontreekul	5231	-

An auditor shall audit and provide any recommendation to year 2011 financial statement.

Such two auditors have no relation or any connected transaction which may lead to conflicts of interest with the company and subsidiaries or company management at all.

The Audit Committee also propose the auditors' remuneration for year 2011 amount THB. 900,000 which equal to year 2010 for approval.

The comparison of audit's remuneration are follows:

Year	Audit Firm	Auditors' remuneration
2009	SK Accountant Services Company Limited	924,000
2010	C&A	900,000
2011	C&A	900,000

**Board's Recommendation**

Pursuant to the Public Limited Company ACT. Recommending to consider and approve the appointment of auditors and the remuneration in the Annual General Meeting of shareholders each year. The Audit Committee and The Board of Directors considered and approved to appoint the auditors from C&A Audit Firm

named as follows to be the company's auditors for the year 2011 with the auditor's remuneration not more than THB 900,000.

	<u>Name</u>	<u>C.P.A No.</u>
1.	Ms. Jintana Mahavanich	4687
2.	Mrs. Jintana Techamontreekul	5231

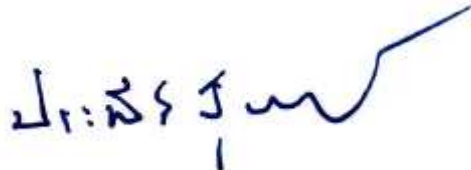
**Agenda 7 To consider other matters. (if any)**

For scheduled March 17, 2011 (Record Date ) as the date to determine shareholder list eligibility to attend the Annual General Shareholders' Meeting for the year 2011, and the compile such list by closing Share registry suspending share transfer on March 18, 2011 per article 225 of Securities Exchange Act. and The date to determine shareholder eligibility for dividend shall be April 21, 2011. As required by article 225 of Securities Exchange Act, eligible shareholder list shall be compiled the close of the company's share registration book as of April 22, 2011.

The Company therefore would like to invite all shareholders to attend the meeting on the date, time, and place as mentioned above. In order to speed up and facilitate the registration process at the General Meeting of Shareholders. It is kindly requested the shareholders and/or the proxy bring the Proxy form, as attached hereto , and present them to the registration staff on the date of meeting during 12.00-14.00 hours.

This invitation letter and enclosed has published on website : [www.demco.co.th/investor](http://www.demco.co.th/investor) accordingly.

By the resolution of the Board of Directors



( Mrs.Praphee Puipunthavong )  
Chairman of the Board of Directors

**Minutes of the Extra-Ordinary Shareholders Meeting 2/2010  
of  
Demco Public Company Limited**

Held on Friday 23 July 2010 at 2.00 pm, at Meeting Room 2 at the office of the company, no. 59 Moo 1, Tambol Suan Pricktai, Amphur Muang, Pathumthani Province 12000

Mrs.Praphee Puijunthavong, the Chairman of the Board Director, the Chairman of the meeting, declared that there were 91 shareholders present either by himself and by proxy, holding altogether 268,159,604 shares, representing 61.58 % of the total issued shares. Therefore, the quorum was constituted pursuant to the company's Articles of Association. The Chairman declared the meeting duly convened.

Directors and management attended this meeting are as follows:

1 Gen. Thian Chonmaitree	Chairman of the Audit Committee
2. Mr. Sa-nguan Tungdejahirun	Member of the Audit Committee
3. Mr. Maitree Laksanakoses	Member of the Audit Committee
4. Mrs. Pasita Kityaphoke	Member of the Audit Committee
5. Mr. Pradej Kitti-itsaranon	Managing Director
6. Mr. Suwat Joradol	Director
7. Mr. Phongsak Siricupta	Director
8. Mr. Arkom Manakaew	Director
9. Mr. Pairoj Sirirat	Director
10.Mr. Phumchai Hirunchai	Director
11.Mr. Paitoon Gumchai	Secretary to the Board of Director

Advisors Representatives

Mrs. Sophavadee Uttamobol                      Legal Advisor

The Chairman asked the secretary to the Board of Director to explain the voting method and vote counting to meeting as follows:

- (1) Voting for each agenda will be done using voting cards. One share will count as one vote. Shareholder or proxy shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote, the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.
- (2) In case of Proxy Form, if the grantor did not specify the authorization or the authorization is unclear for any of the agenda, the Proxy shall have the right to consider and vote on such matter on behalf of the Shareholder as appropriate.
- (3) The Chairman will propose the Meeting to cast the vote for each agenda by asking whether any shareholders agree, disagree or abstain.
- (4) Shareholders and proxy of Proxy Form A, Form B or Form C which the shareholders authorize the proxy to cast votes at its own discretion, shall vote in the voting card provided during registration, by marking in only one of the boxes  agree  disagree or  abstain.
- (5) For proxy of Proxy Form B and Form C, where the proxy must cast the votes in accordance with the shareholders' instruction, the Company shall count the votes as specified by the Shareholder.

The meeting acknowledged. The Chairman, therefore, proceeded the meeting in order of the agenda.

**Agenda 1 Adoption of the minutes of the Extra-Ordinary Shareholders Meeting 1/2010**

The Chairman informed the meeting that the minutes of the Extra-Ordinary Shareholders Meeting 1/2010 was sent to the shareholders as attachment to the notice for this meeting. Therefore, she requested the meeting to adopt the minutes.

Mr.Sakarín Choosakskul ( Shareholder)

To propose to add the phase "or abstain "in the first agenda paragraph two notes that "when there are no question, the Chairman requested the meeting to vote on this agenda by requesting shareholders to raise their hand when “disagree” or “abstain”.

The Chairman requested the meeting to vote on this agenda

The meeting duly considered and unanimously resolved to adopt such minutes.

During consider this session, 3 shareholders registered to attend then included 94 persons presented 276,894,223 shares.

**Agenda2 Consideration on the reduction of the registered capital from Baht 451,935,207 to Baht 435,461,843, by cancelling 16,473,364 unissued ordinary shares at the par value of Baht 1 per share**

The Chairman asked the secretary to the Board of Director to explain the purpose of capital reduction to the meeting. The secretary to the Board of Director explained that since the Board deemed appropriate issue ordinary share reserve for the exercise of ordinary shares warrant No.1 (“DEMCO-W1”) and ordinary shares warrant No.2 (“DEMCO-W2”), now they are all expired so the meeting should consider to reduce registered capital by cancelling 16,473,364 unissued ordinary shares.

The Chairman informed the meeting that this agenda requires affirmative vote of not less than three quarters of the total votes of the shareholders attending the meeting and have the right to vote. The Chairman then asked the meeting to vote.

The meeting duly considered and unanimously resolved to decrease the registered capital, as proposed by the Chairman.

During consider this session, 4 shareholders registered to attend then included 98 persons presented 276,964,317 shares.

**Agenda 3 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction**

The Chairman explain to the meeting, that since there is a capital decrease, it is necessary to amend Clause 4 of the Memorandum of Association accordingly. The Board proposed that Clause 4 of the Memorandum of Association be amended to read

“Clause Registered : 435,461,843 Baht (Four hundred thirty five million four  
4. Capital hundred sixty one thousand eight  
hundred and forty three Baht)



Divided into	:	435,461,843	shares	(Four hundred thirty five million four hundred sixty one thousand eight hundred and forty three shares)
Par value	:	1	Baht	(One Baht)
Categorized into				
Ordinary	:	435,461,843	shares	(Four hundred thirty five million four hundred sixty one thousand eight hundred and forty three shares )
Preferred	:	0	share	-None-“ shares

She further informed the meeting that this agenda requires affirmative vote of not less than three quarters of the total votes of the shareholders attending the meeting and have the right to vote. The Chairman then asked the meeting to consider.

The meeting duly considered and resolved to amend Clause 4 of the Memorandum of Association, as proposed by the Chairman, provided that the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar. The meeting duly considered and unanimously resolved to amend Clause 4 of the Memorandum of Association on proposed by the Chairman.

**Agenda 4 Consideration on the issue 110,000,000 ordinary share warrants No.3 (“DEMCO-W3”) for offering to existing shareholders.**

The Chairman asked The secretary to the Board of Director to explain the issuing of 110,000,000 ordinary share warrants. The secretary to the Board of Director explain that the company is necessary to raise fund for supporting the expansion to Solar Power Business. So the Board deemed appropriate to raise fund by issue of ordinary share warrants for offering to existing shareholders. He informed the meeting about the details of the issue 110,000,000 units as follows registered and transferable ordinary share warrants for offering to existing shareholders.

Type	:	Transferable registered ordinary share warrant
Number of warrants issued	:	110,000,000 units
Offering Price	:	0 Baht
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	2.70 Baht
Date of issue and offering	:	August 10,2010
Duration	:	1 year and 6 months
Allocation method	:	Offered to existing shareholders at the ratio of 4 existing shares for 1 warrant

Exercise date and condition	:	Warrant holders may exercise the rights under the warrant on the last business day of each quarter within 1 year and six months from issue and offering date. The first exercise dates is on the last business day of December 2010 and the last exercise dates is on February 10 , 2012. If the exercise date is holiday warrant holders should exercise the right on the day before.
Secondary market	:	The company shall list the warrants in the mai

Other details appear on the enclosure 2 which sent to the shareholders as attachment to the notice for this meeting.

The Chairman then asked the meeting to consider.

The meeting duly considered and unanimously resolved to issue ordinary share warrants No.3 (“DEMCO-W3”) for offering to existing shareholders, as proposed by the Chairman.

**Agenda 5 Consideration on the issue 74,000,000 ordinary share warrants No.4 (“DEMCO-W4”) for offering to existing shareholders.**

The Chairman asked the secretary to the Board of Director to explain the issuing of 74,000,000 ordinary share warrants. The secretary to the Board of Director explain that for continuously support the business expansion so the Board deemed appropriate to raise fund by issue of ordinary share warrants for offering to existing shareholders. He informed the meeting about the details of the issue 74,000,000 units as follows registered and transferable ordinary share warrants for offering to existing shareholders.

Type	:	Transferable registered ordinary share warrant
Number of warrants issued	:	74,000,000 units
Offering Price	:	0 Baht
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	5.00 Baht
Date of issue and offering	:	August 10,2010
Duration	:	2 years and 6 months
Allocation method	:	Offered to existing shareholders at the ratio of 6 existing shares for 1 warrant
Exercise date and condition	:	Warrant holders may exercise the rights under the warrant on the last business day of each quarter within 2 years and six months from issue and offering date. The first exercise dates is on the last business day of December 2010 and the last exercise dates is on February 10, 2013. If the exercise date is holiday warrant holders should exercise the right on the day before.
Secondary market	:	The company shall list the warrants in the mai

Other details appear on the enclosure 2 which sent to the shareholders as attachment to the notice for this meeting.

The Chairman then asked the meeting to consider.

The meeting duly considered and unanimously resolved to issue ordinary share warrants No.4 (“DEMCO-W4”) for offering to existing shareholders, as proposed by the Chairman.

**Agenda 6 Consideration on the issue 16,000,000 ordinary share warrants (“DEMCO-ESOP# 2”) for offering to directors, management and staffs.**

The Chairman asked the secretary to the Board of Director to explain the issuing of 16,000,000 ordinary share warrants. The secretary to the Board of Director explain that in order to reinforce the encouragement for people to participate in the success and to create incentives and rewards for the personnel of the company to generate maximum return to shareholders of the Company in the future, therefore, the Board of Directors propose to issued warrants to purchase ordinary shares granted to directors, management and staffs (DEMCO-ESOP # 2) The details are as follows.

Type	:	Registered non-transferable ordinary share warrant
Number of warrants issued	:	16,000,000 units
Offering Price	:	0 Baht
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	2.70 Baht
Duration	:	3 years
Allocation method	:	Offered directly to directors, management and staff of the Company.
Date of issue and offering	:	August 10, 2010.
Exercise date	:	Warrant holder is entitled to exercise the right under the warrant for 5 times during the warrant duration. The first exercise date shall be 30 September 2011 and subsequent exercise dates shall be the last working day of the company in each 6 months period from the first exercise date. The last exercise date shall be the last day of the 3 years period. If the exercise date is holiday warrant holders should exercise the right on the day before.
Secondary market	:	none

Other details appear on the enclosure 3 which sent to the shareholders as attachment to the notice for this meeting.

The Chairman informed the meeting that issuance of warrants to purchase shares newly issued for granted to executives and staffs (DEMCO-ESOP#2) is offer at a price lower than 90 percent weighted average price of the shares on the Stock Exchange last 7 days consecutively before the Board of Directors resolved to propose to the shareholders' meeting to approve the issuance of securities (June 15, 2010). By the Capital Market Commission No. Tor Chor .32/2008 this matter requires affirmative vote of not less than three quarters of the total votes of the shareholders attending the meeting and have the right to vote and no shareholder that holds together more than 10 percent object.

The Chairman then asked the meeting to consider.

The meeting duly considered and unanimously resolved to issue ordinary share warrants (“DEMCO-ESOP# 2”) for offering to directors, management and staffs, as proposed by the chairman.

**Agenda 7 Consideration on the increase of the registered capital from Baht 435,461,843 to Baht 635,461,843, by issuing new 200,000,000 ordinary shares at the par value of Baht 1 per share**

The Chairman asked the secretary to the Board of Director to explain the objectivities of the capital increase from Baht 435,461,843 to Baht 635,461,843, by issuing new 200,000,000 ordinary shares at the par value of Baht 1 per share. The Secretary explained that the purposes to increase the registered capital is to allot as reserve for exercise of the warrants as proposed in Agenda 4, 5 , 6 ;

Other details appear on the enclosure 4 which sent to the shareholders as attachment to the notice for this meeting.

The Chairman asked the meeting to consider and informed the meeting that this agenda requires affirmative vote of not less than three quarters of the total votes of the shareholders attending the meeting and have the right to vote.

The meeting duly considered and unanimously resolved to approve the capital increase as proposed by the Chairman.

**Agenda 8 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase, as follows.**

The Chairman explained to the meeting, that since there is a capital increase, it is necessary to amend Clause 4 of the Memorandum of Association accordingly. The Board proposed that Clause 4 of the Memorandum of Association be amended to read

“Clause 4.	Registered Capital	: 635,461,843	Baht	(Six hundred thirty five million four hundred sixty one thousand eight hundred and forty three Baht)
	Divided into	: 635,461,843	shares	(Six hundred thirty five million four hundred sixty one thousand eight hundred and forty three shares)
	Par value	: 1	Baht	(One Baht)
	Categorized into			
	Ordinary shares	: 635,461,843	shares	(Six hundred thirty five million four hundred sixty one thousand eight hundred and forty three shares)
	Preferred shares	: 0	share	-None-”

She further informed the meeting that this agenda requires affirmative vote of not less than three quarters of the total votes of the shareholders attending the meeting and have the right to vote. The Chairman then asked the meeting to consider.

The meeting duly considered and resolved to amend Clause 4 of the Memorandum of Association, as proposed by the Chairman, provided that the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar. The meeting duly considered and unanimously resolved to amend Clause 4 of the Memorandum of Association as proposed by the Chairman.

#### **Agenda 9 Consideration of the allotment of 200,000,000 shares issued in capital increase**

The Chairman informed the meeting that since the meeting approved the of capital increase as proposed the allotment of shares issued in capital increase as proposed;

- a. To allot 110,000,000 shares as reserve for the exercise ordinary share warrant No. 3 (“DEMCO-W3”)
- b. To allot 74,000,000 shares as reserve for the exercise ordinary share warrant No. 4 (“DEMCO-W4”)
- c. To allot 16,000,000 shares as reserve for the exercise ordinary share warrant issued to directors, management and staffs pursuant to ESOP Project (“DEMCO-ESOP#2”)

In case there are ordinary shares reserved for DEMCO-W3 remain after the warrants has expired and there is an event which requires an adjustment of exercise right of DEMCO-W4, in accordance with the relevant terms and conditions, and such adjustment results in the additional ordinary shares reserve, the Board of Directors is authorized to allot the remaining shares from DEMCO-W3 as such additional reserve for DEMCO-W4.

She then asked the meeting to consider.

The meeting duly considered and unanimously resolved the allotment of shares issued in capital increase.

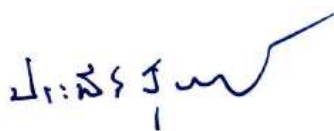
#### **Agenda 10 Other matter (if any)**

The Chairman invited the meeting to ask any question.

There being no other agenda.

The meeting adjourned at 2.55 pm

Signed



Chairman of the Meeting

Mrs. Praphee Puipunthavong

Signed



Secretary to the Meeting

Mr. Paitoon Gumchai

**Accompany document for Agenda 4 : to consider and elect the directors in replacement of those retired by rotation for the year 2011**

Profile of the retiring Directors proposed for re-election

<b>1.</b>	Name-Last Name	<b>Ms.Praphee Puipanthavong</b>
	Nationality	Thai
	Age	70 years
	Residence	59/2 Soi Langsuan, Lumpinee, Patumwan, Bangkok
	Current position	- Chairman - Chief Executive Officer
	Graduation	Bachelor's degree in Advertising Center Technical College, Australia
	Training course	- Directors Accreditation Program(DAP) course - Finance for Non – Finance Director Program (FN)
	Proposed position	Chairman
	Years to be Director	13
	No.of Attendance	8 of 8 Board Meeting in year 2010
	Tangible or intangible benefits	-None-
	In any business the company or Subsidiaries' re Contractors	
	Be in any position of any business as competitor / relative to the Company business	-None-
	No.of UV's shares	Ordinary shares in the amount 74,774,704 shares
	Portion of shares effective for vote	16.94 %

**Experience of works**

<b>Year</b>	<b>Position</b>	<b>Company</b>
2006 - Present	Chairman and CEO	Demco Public Company Limited
1997 - 2006	Director	Demco Company Limited
1966 - Present	Executive Committee Member	Sripraya Printing Company Limited
	Managing Director	Prachumchang Company Limited

<b>2.</b>	Name-Last Name	<b>Mr.Suwat Joradol</b>
	Nationality	Thai
	Age	60 years
	Residence	12/18 Soi Wattewasoonorn Ladyao Chatujak Bangkok
	Current position	- Director - Executive Committee Member - Deputy Managing Director
	Graduation	- Bachelor's degree in Electrical Engineering (Power) of Chulalongkorn University - B. Barrister-at -Law management from Sukhothaithammathiraj - MBA. Financial of Kasetsart University
	Training course	- Mini MBA of NIDA - Directors Accreditation Program (DAP) course - Finance for Non – Finance Director Program (FN)
	Proposed position	Director
	Years to be Director	18

No.of Attendance 8 of 8 Board Meeting in year 2010  
Tangible or intangible benefits -None-  
In any business the company or  
Subsidiaries' re Contractors  
Be in any position of any business -None-  
as competitor / relative to the  
Company business  
No.of UV's shares Ordinary shares in the amount 8,477,951 shares  
Portion of shares effective 1.95 %  
for vote

### **Experience of works**

<b>Year</b>	<b>Position</b>	<b>Company</b>
1993-Present	- Director - Executive Committee Member - Deputy Managing Director	Demco Public Company Limited
1987-1992	Chief of testing Section	Provincial Electricity Authority
1974-1986	Engineer level 1-8	Provincial Electricity Authority

**3.** Name-Last Name **Mr.Arkhom Manakaew**  
Nationality Thai  
Age 53 years  
Residence 69/7 Moo 8 Bangkrasow, Meung, Nontaburi  
Current position - Director  
- Executive Committee Member  
- Deputy Managing Director  
Graduation - B.Eng (Electrical Engineering)  
Prince of Songkla University  
- M.Eng (Electrical Engineering) Kasetsart University  
Training course - Mini MBA of Kasetsart University  
- Directors Accreditation Program(DAP) course  
Proposed position Director  
Years to be Director 17  
No.of Attendance 7 of 8 Board Meeting in year 2010  
Tangible or intangible benefits -None-  
In any business the company or  
Subsidiaries' re Contractors  
Be in any position of any business -None-  
as competitor / relative to the  
Company business  
No.of UV's shares Ordinary shares in the amount 453,489 shares  
Portion of shares effective 0.10 %  
for vote

### **Experience of works**

<b>Year</b>	<b>Position</b>	<b>Company</b>
1994-Present	- Director - Executive Committee Member - Deputy Managing Director	Demco Public Company Limited
1990-1993	Engineering Department Manager	Nakhonthai Steel Groups Plc.
1981-1990	Electrical Engineer	Electricity Generating Authority of Thailand

<b>4.</b>	Name-Last Name	<b>Mr.Pairoj Sirirat</b>
	Nationality	Thai
	Age	55 years
	Residence	127/3 Moo 4 Thareng Bangkhen Bangkok
	Current position	- Director - Executive Committee Member - Deputy Managing Director
	Graduation	- Bachelor's degree in Education (Electrical – Electronics) of Rajabhat Phranakhon University
	Training course	- Mini MBA of Kasetsart University - Directors Accreditation Program (DAP) course
	Proposed position	Director
	Years to be Director	18
	No.of Attendance	8 of 8 Board Meeting in year 2010
	Tangible or intangible benefits	-None-
	In any business the company or Subsidiaries're Contractors	
	Be in any position of any business as competitor / relative to the Company business	-None-
	No.of UV's shares	Ordinary shares in the amount 1,200,000 shares
	Portion of shares effective for vote	0.28 %

#### **Experience of works**

<b>Year</b>	<b>Position</b>	<b>Company</b>
1993-Present	- Director - Executive Committee Member - Deputy Managing Director	Demco Public Company Limited
1991-1993	Project Engineer	TEDA Company Limited.
1979-1990	Technician	Provincial Electricity Authority



**Accompany document for Agenda 5 : to consider and approve director remuneration for the year 2011**

The Board of Director considered it was appropriate for the Meeting of Shareholders to approve the directors' remuneration for both company directors and audit committee members amount THB 3.90 million, equal to last year remuneration. The comparison of directors' remuneration year 2009-2010 are as follows;

Position	Quantity (person)	Remuneration 2009 (THB)	Remuneration 2010 (THB)	Remuneration 2011 (THB)
Independent Director and Member of the Audit Committee	4	1,714,533	1,848,000	1,848,000
Non Independent Director	7	1,969,733	2,046,000	2,046,000
Total	11	3,684,266	3,894,000	3,894,000

Last 3 years the company has paid the directors' remuneration individuals as following

Names	Category	Year 2008	Year 2009	Year 2010
		Amount(THB)	Amount(THB)	Amount(THB)
(1) Mrs.Praphee Puipuntavong	Chairman*	451,500	462,000	462,000
(2) Gen.Thian Chonmaitree	Chairman of the Audit Committee**	451,500	462,000	462,000
(3) Mr.Sa-nguan Tungdejahirun	Independent Director **	451,500	462,000	462,000
(4) Mr.Maitree Laksanakosas	Independent Director **	-	328,533	462,000
(5) Mrs.Pasita Kityaphoke	Independent Director **	-	328,533	462,000
(6) Mr.Pradej Kitti-itsaranon	Director *	258,000	264,000	264,000
(7) Mr.Suwat Joradol	Director *	258,000	264,000	264,000
(8) Mr.Phongsak Siricupta	Director *	258,000	264,000	264,000
(9) Mr.Arkorn Manakaew	Director *	258,000	264,000	264,000
(10) Mr.Phumchai Hirunchai	Director *	258,000	264,000	264,000
(11) Mr.Pairoj Sirirat	Director *	-	187,733	264,000
(12) Mrs.Soontarika Koathira	Independent Director **	451,500	133,467	-
Total Amount		3,096,000	3,684,266	3,894,000

Remarks /\* Director are not independent

/\*\* Independent Director and the Audit Committee

By considering the information of director remuneration from the registered company in SET of the year 2009, it found that, 1) for real property business the director remuneration was THB 524,818 per year each in average, 2) for the firm, revenue size between THB million 1,000 – 5,000, the director remuneration was THB 407,673 per year each in average, 3) for the firm, profit size between THB million 100 – 300, the director remuneration was THB 375,477 per year each in average.

**Board's recommendation**

By considering the above mentioned information, the average directors' remuneration at the rate THB 292,300 per year each and the average audit members' remuneration at the rate THB 462,000 per year each should be acceptable. Anyhow, the Meeting of Annual General Meeting of Shareholders 2011 would consider this matter.

<b>Condition and Method in the Meeting</b>
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Attachment 5
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**Company's regulation concerning to the Agendas specified in the invitation for the Meeting of Shareholders**

**Topic 17.** In the Meeting , candidating directors would be elected by major vote according to the condition and method as follows.

- (1) Each shareholder obtains 1 vote for 1 share each.
- (2) Each shareholder may utilize all votes for a director or more. And the votes must be provided equally for the each selected directors.
- (3) The candidate with the highest votes shall be elected for a director and the ones with higher votes in the ranking , but not exceed the required number of directors, shall be elected as well. If the candidates, having equal votes, exceed the required number of directors, the Chairman to the Meeting shall perform final decision.

**Topic 19.** By every Annual General Meeting of Shareholders, one-third of the directors shall be retired. The portion nearest one-third shall be applied in case the number of the directors can not be divided by three exactly.

For the first two years, the retired ones would be selected by random. And after that the director with the longest tenure shall be consider retired. Anyhow, the retired directors may be re-elected to continue their offices for another term.

**Topic 33.** General activities in the Annual General Meeting of Shareholders shall be as follows ;

- (1) Considering the report of Board of Director proposed to the Meeting about the Company activities in the passed year
- (2) To consider and approve the Balance Sheets and the Profit and Loss Statements
- (3) To consider for profit allocation and dividend payment
- (4) To consider and elect the directors in replacement of those retired by rotation and approve director remuneration
- (5) To approve the appointment of Auditors and the remuneration
- (6) Other activities

**Topic 35.** In the meeting of Shareholders , shareholder may authorize a proxy to act on behalf for meeting and for vote. The proxy may not be the Shareholder of the Company. The power of attorney shall be made and signed in the form stipulated by the registrar of Public Company Limited.

Prior the meeting , the consignee must bring the Proxy Form to the Chairman of the Board or the one Chairman assigned to.

- Topic 46.** Besides the resolution in the Meeting of Shareholders or the resolution of the Board of Director to pay dividend meantime, the dividend is not allowed to be paid by any reason. And the payment has to be made from the Company profit only.
- Topic 49.** The dividend shall be shared equally for each share. But this shall be specified different for preferred share.
- Topic 50.** The Company must allocate a portion of annual net profit , not less than 5 percent , as reserved funds , less the accumulated losses brought forward (if any) , until the reserved fund reaches the amount not less than 10 percent of the registered capital.
- Topic 57.** The Meeting of Shareholders shall consider appointing the Company's auditors annually and to fix the auditors' remuneration. The retired auditors may be appointed to continue in their office for next term.

**A resume of The Independent directors**

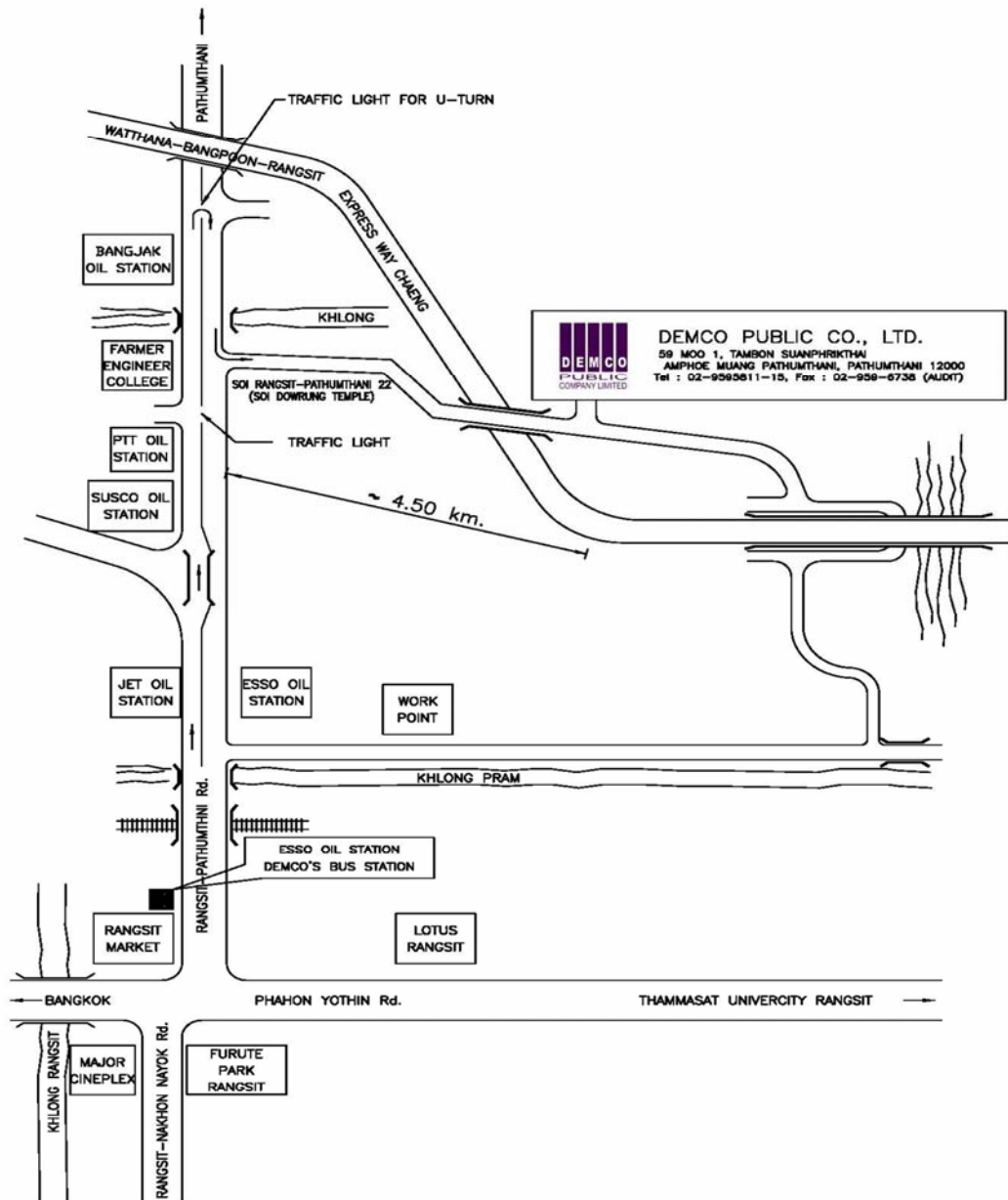
1. **Gen.Thian Chonmaitree**  
Age 79 years  
Position Independent Director and Chairman of the Audit Committee Residence  
216/9 Chugpra Road, Klong Chugpra, Talingchun Bangkok 10170
  
2. **Mr.Sa-nguan Tungdejahirun**  
Age 70 years  
Position Independent Director and the Audit Committee  
Residence 28/14 Moo 2 Soi 60 Vipavadee-Rangsit Road, Talad Bangkhen Lugsee  
Bangkok 10210
  
3. **Mr.Maitree Laksanakoses**  
Age 63 years  
Position Independent Director and the Audit Committee  
Residence 188/2 Soi Tonson ,Jeangwattana Road, Bangtalad, Parkkred, Nonthaburi  
11120
  
4. **Mrs.Pasita Kityapoke**  
Age 50 years  
Position Independent Director and the Audit Committee  
Residence 88 Soi Pradiphat 19 ,Pradiphat Road, Samsennai, Phayathai, Bangkok 10400

The independent directors have connected transaction to Agenda 5: To consider and approve director remuneration for the year 2011.

Definition of independent director : The company has defined the company's independent directors, which is equal to the minimum requirements of SEC and Stock Exchange and the additional requirements of the Company. In holding not more than 1 percent of the total shares with voting rights. Not the employees, officers and consultants have a regular salary. Or who has control of a subsidiary company or entity that may be associated with conflict.

The shareholders purpose the mentioned independent directors as the proxy shall send the completed Proxy Form with the relevant document to the Company Secretary 1 day prior the Meeting date at least.

A map of the company's office.



Demco Public Company Limited  
No.59 Moo 1 Tambon Suanphrikthai , Amphoe Muang Pathumthani , Pathumthani  
12000  
Tel.02-959-5811-5 Fax. 02-959-5824-5 , 959-6733

( Affix 20 Baht duty stamp)

**Proxy (Form B.)**

Shareholders' Registration No.

Issued at.....

Date..... Month ..... Year.....

(1) I/We.....nationality.....  
 Address .....

(2) being a shareholder of **Demco Public Company Limited “the Company”**

holding the total number of ..... shares and have the rights to vote equal to..... votes

as follows:

- ordinary share ..... shares and have the rights to vote equal to ..... votes  
 preference share ..... shares and have the rights to vote equal to ..... votes

(3) Hereby appoint

1. Name..... age..... years, residing at.....

Road ..... Tambol/Khwaeng .....

Amphur/Khet..... Province .....

Postal Code..... or

2. Name..... age..... years, residing at.....

Road ..... Tambol/Khwaeng .....

Amphur/Khet..... Province.....

Postal Code..... or

3. Name..... age..... years, residing at.....

Road ..... Tambol/Khwaeng .....

Amphur/Khet..... Province.....

Postal Code.....

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting Shareholders 2011 to be held on Monday 11, April 2011, at 2.00 pm, at Meeting Room 2 at the office of the company, no. 59 Moo 1, Tambol Suan Pricktai, Amphur Muang, Pathumthain Province 12000, 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 follows:

**Agenda 1** To consider and certify the minutes of the Extra-Ordinary Shareholders Meeting No.2/ 2010.

(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  Disapprove  Abstain

**Agenda 2** To acknowledge the company's Annual Performance for the year 2010 and to consider and approve the balance sheets and income statement for the year ended December 31, 2010

(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  Disapprove  Abstain

**Agenda 3** To consider and approve the appropriation of net profit allocation and dividend payment from the operating results of the year ended December 31, 2010

(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  Disapprove  Abstain

**Agenda 4** To consider and elect the directors in replacement of those retired by rotation for the year 2011.

(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:

**Mrs.Praphee Puipuntavong**

Approve  Disapprove  Abstain

**Mr.Suwat Joradol**

Approve  Disapprove  Abstain

**Mr.Arkhom Manakeaw**

Approve  Disapprove  Abstain

**Mr.Pairoj Sirirat**

Approve  Disapprove  Abstain

**Agenda 5** To consider and approve director remuneration for the year 2011.

(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  Disapprove  Abstain

**Agenda 6** To approve the appointment of Auditors and the remuneration for the year 2011

(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  Disapprove  Abstain



**Agenda 7 Other business (if any)**

- (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                       Disapprove                       Abstain

- (5) Should the Proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor the my/our vote as a shareholder.
- (6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects..

Signed \_\_\_\_\_ Proxy Grantor  
( ..... )

Signed \_\_\_\_\_ Proxy Holder  
( ..... )

**Remarks**

1. The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
2. For the election of director, it is able to elect the whole Board or to elect any director individually. .
3. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this Proxy.

(Affix 20 Baht duty stamp)

**Proxy (Form C.)**

Issued at.....

Shareholders' Registration No.

Date..... Month..... Year.....

(1) I/We.....

whose office located at no.....  
.....

As the operator of Custodian for.....

being a shareholder of **Demco Public Company Limited "the Company"**

holding the total number of ..... shares and have the rights to vote equal to ..... votes  
as follows:

- ordinary share.....shares and have the rights to vote equal to ..... votes
- preference share.....shares and have the rights to vote equal to ..... votes

(2) Hereby appoint

1. Name.....age.....years,  
 residing at.....Road .....  
 Tambol/Khwaeng                  Amphur/Khet  
 Province..... Postal Code.....or

2. Name.....age.....years,  
 residing at.....Road .....  
 Tambol/Khwaeng                  Amphur/Khet  
 Province..... Postal Code.....or

3. Name.....age.....years,  
 residing at.....Road .....  
 Tambol/Khwaeng                  Amphur/Khet  
 Province..... Postal Code.....

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting Shareholders 2011 to be held on Monday 11, April 2011, at 2.00 pm, at Meeting Room 2 at the office of the company, no. 59 Moo 1, Tambol Suan Pricktai, Amphur Muang, Pathumthain Province 12000, or on the date and at the place as may be postponed or changed.

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

- Authorize according to the total number of shares held and entitled to vote
- Authorize partial shares as follows
  - ordinary share ..... shares and have the rights to vote equal to ..... votes
  - preference share.....shares and have the rights to vote equal to ..... votes
- Total voting rights.....votes

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

**Agenda 1** To consider and certify the minutes of the Extra-Ordinary Shareholders Meeting No. 2/ 2010.

- (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                       Disapprove                       Abstain

**Agenda 2** To acknowledge the company's Annual Performance for the year 2010 and to consider and approve the balance sheets and income statement for the year ended December 31, 2010

- (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                       Disapprove                       Abstain

**Agenda 3** To consider and approve the appropriation of net profit allocation and dividend payment from the operating results of the year ended December 31, 2010

- (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                       Disapprove                       Abstain

**Agenda 4** To consider and elect the directors in replacement of those retired by rotation for the year 2011.

- (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:

**Mrs.Praphee Puipuntavong**

- Approve                       Disapprove                       Abstain

**Mr.Suwat Joradol**

- Approve                       Disapprove                       Abstain

**Mr.Arkhom Manakeaw**

- Approve                       Disapprove                       Abstain

**Mr.Pairoj Sirirat**

- Approve                       Disapprove                       Abstain

**Agenda 5** To consider and approve director remuneration for the year 2011.

(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  Disapprove  Abstain

**Agenda 6** To approve the appointment of Auditors and the remuneration for the year 2011

(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  Disapprove  Abstain

**Agenda 7 Other business (if any)**

(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  Disapprove  Abstain

(5) Should the Proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor the my/our vote as a shareholder.

(6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects..

Signed Proxy Grantor  
(.....)

Signed Proxy Holder  
(.....)

**Remarks**

1. The Proxy Form C. shall be used only in the case where the shareholder whose name appeared in the Shareholders registration as the foreign investor and has duly appointed a custodian to keep and take care of the shares only.

2. Evidence requires to attach this Proxy Form are as follows:

(1) Power of Attorney from the shareholder authorized the Custodian to sign the Proxy Form on his behalf

(2) Confirmation in writing that the person who sign the Proxy Form has been permitted to carry on Custodian business

3. The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.

4. For the election of director, it is able to elect the whole Board or to elect any director individually.

5. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the annex of this Proxy.

Documents Required Prior to Attending the Meeting  
Proxy Form, Registration and Voting at the Shareholders' Meeting

All shareholders and proxies please bring Notice of the Annual General Meeting of Shareholders (AGM), proxy form and other required documents as detailed to register the attendance of the Annual General Meeting of Shareholders 2011 of Demco Public Company Limited.

**1. Documents Required Prior to Attending the Meeting**

For Individuals

1. Self-Attending

Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driver's license or passport, including the evidence of name or last name's change (if any).

2. Proxy

2.1 One Proxy Form in the form as attached to the notice of AGM (Form B.), completely filled out and signed by the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of valid evidence of the Shareholder as specified in Item 1 for individuals.

2.3 Valid evidence of the Proxy as specified in Item 1 for individuals.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

1.1 Valid evidence of the authorized director(s) as specified in Item 1 for individuals.

1.2 Certified true copy of Shareholder's Company Affidavit by the authorized director(s). The Affidavit must contain a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.

2. Proxy

2.1 One Proxy Form in the form as attached to the notice of AGM (Form B.), completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of Shareholder's Company Affidavit by the authorized director(s). The Affidavit must contain a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.

2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.

2.4 Valid evidence of the Proxy as specified in Item 1 for individuals.

3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy

3.1 Document from Custodian

a. One Proxy Form in the form as attached to the notice of AGM (Form B or Form C), completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty.

b. Certified true copy of a document confirming that the Custodian has the permission to conduct the Custodian business by the Custodian's authorized person(s).

c. Certified true copy of Custodian's Company Affidavit by the authorized person(s). The Affidavit must show a statement that the authorized person(s) has the authority to act on behalf of the Custodian.

- d. Certified true copy of valid evidence of the authorized person(s) signing the Proxy Form as specified in Item 1 for individuals.

### 3.2 Document from the Shareholder

- a. Power of Attorney from the Shareholder assigning the Custodian to execute the proxy on his/her behalf.
- b. Certified true copy of Shareholder's Company Affidavit by the authorized director(s). The Affidavit must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.
- c. Certified true copy of valid evidence of the authorized director(s) signing the Power of Attorney as specified in Item 1 for individuals

### 3.3 Valid evidence of the Proxy as specified in Item 1 for individuals.

In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

4. *For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian in as his/her Proxy in No. 3)*

Please provide the documents in accordance with the above items no. 1 or 2 for individuals or juristic person as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

## 2. Proxy Form

Attached to the notice of EGM are Proxy Forms by Department of Business Development, Ministry of Commerce, as follows:

- Form B : Specific Proxy Form
- Form C : For foreign investors assigning custodian as their proxy

Shareholder who is unable to attend the meeting may appoint a person as your Proxy, as follows:

- (1) Shareholders other than foreign shareholders appointing Custodian in Thailand as their proxy shall complete either Proxy Form B only. Foreign shareholders appointing Custodian in Thailand as their proxy may choose to use either Proxy Form B., or Form C. In any case, each Shareholder shall complete only **one** of the above Proxy Form.
- (2) Authorize a person to attend and vote at the Meeting on your behalf by specifying the name with details of a person or an Independent Director of the Company (whose details is a attached ) to be your proxy and sign the form as the Grantor.
- (3) Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to comply with the law and to create binding effect.
- (4) Return the completed Proxy Form to Demco Public Company Limited, no. 59 Moo 1, Tambonl Suanprikthai, Amphoe Muang, Pathumthani Province 12000 before the meeting date or deposit such proxy form and supporting documents with the Chairman or person designated by the Chairman before the proxy attending the meeting.

The Shareholder shall authorize only one Proxy to cast votes equal to the shares held by him/her and cannot allocate his/her shares for divided votes, with the exception of foreign shareholders appointing Custodian in Thailand as their proxy, where the shares can be divided for allocation of the votes.

### **3. Meeting Registration**

The commencement for registration to attend the Meeting will be at 12.00 hours on Monday 11 April, 2011, at Meeting Room 2, at the office of the company, no. 59 Moo 1, Tambon Suanprikthai, Amphoe Muang, Pathumthani Province 12000 Please refer to the map attached.

### **4. Voting**

#### **1. Voting Regulation**

- (1) Voting for each agenda will be done using voting cards (with the exception of shareholders who have specified the votes in proxies, where the votes will be counted as specified by the shareholders). One share will count as one vote. Shareholder or proxy shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote, with the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.
- (2) In case of Proxy Form, if the grantor did not specify the authorization or the authorization is unclear for any of the agenda, including in case that there is a change or addition of any facts, the Proxy shall have the right to consider and vote on such matter on behalf of the Shareholder as appropriate.

#### **2. Voting Procedures**

The Chairman shall inform the Meeting of the voting procedures as follows:

- (1) The Chairman will propose the Meeting to cast the vote for each agenda by asking whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxy of Proxy Form B or Form C which the shareholders authorize the proxy to cast votes at its own discretion, shall vote in the voting card provided during registration, by marking in only one of the boxes  agree  disagree or  abstain.
- (3) For proxy of Proxy Form B and Form C, where the proxy must cast the votes in accordance with the shareholders' instruction, the Company shall count the votes as specified by the Shareholder.

#### **3. Resolution of the Meeting**

- General case: majority vote of the Meeting
  - Other case which the laws or the Company's Articles of Association provided otherwise: the resolution shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before the voting of each Agenda.
- (1) In case a tie of votes, the Chairman of the Meeting shall have an additional vote as the deciding vote.
  - (2) Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

#### **4. Counting and Announcement of the Vote**

The vote count shall be done immediately and the Chairman shall announce the results of the vote count in every agenda.

*\* Please return all voting cards for all agenda to the Company's officers when the meeting is completed.*

