



Document for the Annual General Meeting of Shareholders 2010

Demco Public Company Limited

On Tuesday 23rd March 2010 at 14.00 hours

At Meeting Room 2, 2nd Floor , 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 2010 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.1/2009 held on October 22, 2009
2. Annual Report for the year 2009
3. Dividend payment policy, Dividend rate of net profit after corporate income tax
4. Profiles of the retiring Directors proposed for re-election
5. Director remuneration for the year 2010
6. Names of company's auditors and the remuneration of the year 2010
7. Company's Articles of Association
8. Proxy Form (Form B and Form C) and Detail of evidence required for attending the Meeting
9. Summary of the definition of the Independent Directors who have been appointed as proxies of the shareholders who cannot attend the meeting
10. Map to Demco Public Company Limited

Whereas the Board of Directors of Demco Public Company Limited (the "Company") resolved to call for the 2010 Annual General Meeting of the Shareholders to be held on Tuesday 23rd March 2010 at meeting room 2, 2nd Floor, 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.1/2009 held on October 22, 2009.

Rational

The Extraordinary General Meeting of Shareholders No.1/2009 held on October 22, 2009, 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.1/2009

Agenda 2 To acknowledge the company's Annual Performance for the year 2009 and to consider and approve the balance sheets and income statement for the year ended December 31, 2009.

Rational

The balance sheets and income statements for the year ended December 31, 2009 which have already been audited and certified by the Certified Public Accountant were published in the Annual Report 2009 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, 2009 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, 2009.

Rational

The company had net profit in the year ending December 31, 2009 in the amount of THB 54,659,049.28 and also had the accumulated profit amount THB 233,973,614.15 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.1/2010 held on February 19, 2010, net profit of the year ended December 31, 2009 amount THB 3.00 million would be allocated as a legal reserved fund and the dividend were approved to pay to the Shareholders, DEMCO- W2 holders and DEMCO-W1 holders, who exercise their warrants to ordinary shares on March 9, 2010 and March 25, 2010, at the rate THB 0.15 per share. The date to determine shareholder eligibility for dividend shall be April 7, 2010, as required by article 225 of Securities Exchange Act, eligible shareholder list shall be complied the close of the company's share registration book as of April 8, 2010. The dividend payment schedule is on April 23, 2010. The details are as per the attachment 3.

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, 2009 and the dividend payment as well.

Agenda 4 To consider and elect the directors in replacement of those retired by rotation for the year 2010.

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, 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 three directors with longest tenure namely

- Mr.Pradej Kitti-itsaranon
- Mr.Phumchai Hirunchai
- Mr.Phongsak Siricupta

Mr.Pradej Kitti-itsaranon was elected to be the director of Demco Public Company Limited first in year 2006. He had been the director and Managing Director of Demco Company Limited since year 1992 as one of the company establishers. He has utilized his knowledge and experience in electrical engineering business to manage company's business continuously. He was re-elected to continue his duty by the resolution of the 2008 Annual General Meeting of shareholders.

Mr.Phongsak Siricupta was elected to be the director of Demco Company Limited since year 1992 and he still was elected to be the director of Demco Public Company Limited in year 2006. He was re-elected to continue his duty by the resolution of the 2008 Annual General Meeting of shareholders.

Mr.Phumchai Hirunchai 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. He was re-elected to continue his duty by the resolution of the 2008 Annual General Meeting of shareholders.

The Board of directors, at the meeting No. 1/2010 held on February 19, 2010, deemed it is appropriate to have

- Mr.Pradej Kitti-itsaranon
- Mr.Phongsak Siricupta
- Mr.Phumchai Hirunchai

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

Board's recommendation

Having considered the matter, the compensation and Nominating Committee of the company has not been appointed, the Board of directors deemed it was appropriate to have 1) Mr.Pradej Kitti-itsaranon, 2) Mr.Phongsak Siricupta, and 3) Mr.Phumchai Hirunchai, continue to hold their offices for another term due to their capability, experience, prudent, and qualification which would be benefit to business of the company. The profiles of the retiring directors proposed for re-election are indicated in the attachment 4.

Agenda 5 To consider and approve director remuneration for the year 2010.

Rational

For the Meeting to consider the remuneration to directors and the remuneration to audit committee members for the year 2010 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 2009, amount THB 3.90 million as proposed. The details are as per the attachment 5.

Agenda 6 To approve the appointment of Auditors and the remuneration for the year 2010.

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 2010 shall be considered in the 2010 Annual General Meeting of Shareholders

Audit Committee recommendation

The Audit Committee had selected the company's auditors for the year 2010 and had considered their remunerations as well. The recommendation made to the Board was to propose the auditors from C&A Audit Firm to be approved with the remuneration amount THB 900,000 which decreased from last year THB 24,000 in amount.

Board's recommendation

Pursuant to the Public Limited Companies Act of B.E.2535 recommending to consider and approve the appointment of auditors and the remuneration in the Annual General Meeting of Shareholders each year. The Board considered and approved to appoint the auditors from C&A Audit Firm named as follows to be the company's auditors for the year 2010

- Ms.Jintana Mahavanich Certified Public Accountant No. 4687
- Mrs.Jintana Techamontreekul Certified Public Accountant No. 5231

An auditor shall audit and provide any recommendation to the company's financial statement. The audit fee shall be not more than THB 900,000 in total, as the auditor's remuneration for the year 2010. The details are as per the attachment 6

Such 2 auditors have no relationship or any connected transaction which may lead to conflicts of interest with the company or subsidiaries or company management at all.

Agenda 7 To add another authorized director.

Rational

The Annual General Meeting of Shareholder 2009 held on April 9,2009 elected Mr.Pairoj Sirirat as a director but the meeting didn't set up his authority.

The Board of Directors, at the meeting No.1/2010 held on February 19, 2010, approved Mr.Pairoj Sirirat to be another authorized director and set up the conditions for directors to sign on behalf of Company are : Condition 1. two directors from group one, Mrs.Praphee Puipunthavong, Mr. Pradej Kitti-itsaranon, Mr.Suwat Joradol, Mr.Phongsak Siricuta, sign with Company seal; 2. one director from group one sign with one director from group two, Mr. Phumchai Hirunchai, Mr.Arkhom Manakeaw, Mr.Pairoj Sirirat, and Company seal.

Board's recommendation

It is considered appropriate for the meeting of shareholders to approve Mr. Pairoj Sirirat to be another authorized director and approve the condition for directors to sign on behalf of Company as well.

Agenda 8 To consider other matters. (if any)

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 was issued on February 23, 2010 at Pathumthani province, Thailand

By the resolution of the Board of Directors



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

**Minutes of the Extra-Ordinary Shareholders Meeting 1/2009
of
Demco Public Company Limited**

Held on Wednesday 22 October 2009 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 Puipunthavong, the Chairman of the Board Director, the Chairman of the meeting, declared that there were 73 shareholders present either by himself and by proxy, holding altogether 220,762,297 shares, representing 72.48 % 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. Sanguan Tungdejahirun	Member of the Audit Committee
3. Mrs. Pasita Kityaphoke	Member of the Audit Committee
4. Mr. Maitree Laksanakoses	Member of the Audit Committee
5. Mr. Pradej Kitti-itsaranon	Managing Director
6. Mr. Suwat Joradol	Director
7. Mr. Phongsak Siricupta	Director
8. Mr. Phumchai Hirunchai	Director
9. Mr. Pairoj Sirirat	Director
10. Mr. Paitoon Gumchai	Secretary to the Board of Director
Advisors Representatives	
Mrs. Sophavadee Uttamobol	Legal Advisor

The Chairman asked the secretary of 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 Annual General Meeting of Shareholders 2009

The Chairman informed the meeting that the minutes of the Annual General Meeting of Shareholders 2009 was sent to the shareholders as attachment to the notice for this meeting. Therefore, she requested the meeting to adopt the minutes.

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

Agenda2 Consideration on the reduction of the registered capital from Baht 401,935,433 to Baht 401,935,207, by cancelling 226 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 warrants which shall be proposed to the shareholders meeting in the following agenda, it is necessary to reduce the registered capital by cancelling 226 unissued ordinary shares to allow capital increase necessary for the issue of warrants that, according to resolution of the Extra-Ordinary Shareholders Meeting 2/2008 which approved the company to raise fund by issuing the ordinary shares offered stock dividend and reserve for the exercise of ordinary shares warrant No.1 ("DEMCO-W1") in accordance with the adjustment of conversion ratio due to the issue of warrants by this meeting.

<u>Ordinary shares reserve for the exercise of warrant No.1 ("DEMCO-W1")</u>		
Number of warrants issued	88,600,000	Unit
Number of shares reserved for exercises of warrants * (1)	99,584,750	Shares
Number of warrants offered (2)	88,519,773	Unit
Exercise at September 30,2009 (3)	2,000,000	Unit
Total Shares* (4)	2,250,000	Shares
Balance of Warrants (2)-(3)	86,519,773	Unit
Balance of Shares for exercise (1)-(4)	97,334,750	Shares
Amount Shares for exercise *	97,334,745	Shares

*ratio 1 warrants :1.125 Shares

When the registered capital of 401,935,433 shares, less the paid-up capital 304,600,462 shares less the number of shares to back the warrants for the remaining 97,334,745 shares of ordinary share that are not yet issued the remaining 226 shares when the jury should see the issue. warrants to exercise ordinary share at No. 2 ("DEMCO-W2"), which will offer a meeting to consider the following agenda. Need to reduce the capital unissued shares of 226 down to a resolution to raise capital necessary to issue warrants have. The meeting is asked to consider. 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.

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 : 401,935,207 Baht (Four hundred and one million nine
4. Capital hundred thirty five thousand two
hundred and seven Baht)

Divided : 401,935,207 shares (Four hundred and one million nine hundred thirty five thousand two hundred and seven shares)

Par value : 1 Baht (One Baht)

Categorized into

Ordinary : 401,935,207 shares (Four hundred and one million nine hundred thirty five thousand two hundred and seven Baht)

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 43,516,000 ordinary share warrants No.2 (“DEMCO-W2”) for offering to existing shareholders.

The Chairman asked The secretary to the Board of Director to explain the issuing of 43,516,000_ordinary share warrants. The secretary to the Board of Director explain that although the company has a good liquidity in first Quarter, fund raising is still necessary to support the growth of 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 43,516,000_as follows registered and transferable ordinary share warrants for offering to existing shareholders.

Type	:	Transferable registered ordinary share warrant
Number of warrants issued	:	43,516,000 units
Offering Price	:	0 Baht
Duration	:	7 months
Number of shares reserved for exercises of warrants	:	43,516,000 shares
Allocation method	:	Offered to existing shareholders at the ratio of 7 existing shares for 1 warrant
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	2.60 Baht
Secondary market	:	The company shall list the warrants in the mai

Date of issue and offering	:	November 9,2009
Exercise date	:	Warrant holders may exercise the rights under the warrant on two exercise dates, the first is on March 9, 2010 and the second is on June 9, 2010 which will be the last exercise date

Other detail are appear on the enclosure 2 which sent to the shareholders as attachment to the notice for this meeting. Warrant issuing shall benefit the shareholders and be corresponding to the company's capital requirement. To fix the record date to determine the names of shareholders who have the rights to receive the warrant allotment on November 3, 2009, by closing the share register book on November 4, 2009 to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (and the amendment). The Chairman then asked the meeting to consider.

The meeting duly considered and unanimously resolved to issue ordinary share warrants No.2 ("DEMCO-W2") for offering to existing shareholders, as proposed by the Chairman.

Agenda 5 Consideration on the increase of the registered capital from Baht 401,935,207 to Baht 451,935,207, by issuing new 50,000,000 ordinary shares at the par value of Baht 1 per share

The Chairman asked The secretary of the Board to Director to explain the objectivities of the capital increase from Baht 401,935,207 to Baht 451,935,207, by issuing new 50,000,000 ordinary shares at the par value of Baht 1 per share. The Secretary explained that there are 2 purposes to increase the registered capital (1) to allot as reserve for exercise of the warrants as proposed in Agenda 3; and (2) to allot as due reserved for the right of adjustment of DEMCO-W1 exercise ratio, since the company issues DEMCO-W2

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

The Chairman explain 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	:	451,935,207	Baht	(Four hundred fifty one million nine hundred thirty five thousand two hundred and seven Baht)
	Divided into	:	451,935,207	shares	(Four hundred fifty one million nine hundred thirty five thousand two hundred and seven shares)
	Par value	:	1	Baht	(One Baht)
	Categorized into				
	Ordinary shares	:	451,935,207	shares	(Four hundred fifty one million shares)

Preferred : 0 share -None.”
shares nine hundred thirty five
thousand two hundred and
seven Baht)

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 7 Consideration of the allotment of 50,000,000 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 43,516,000 shares as reserve for the exercise ordinary share warrant No. 2 (“DEMCO-W2”)
- b. To allot 6,484,000 shares as additional reserve for the exercise of ordinary shares warrant No.1 (“DEMCO-W1”) in accordance with the adjustment of conversion ratio due to the issue of warrants by this meeting.

She then asked the meeting to consider.

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

Agenda 8 Other matter (if any)

The Chairman invited the meeting to ask any question.

There being no other agenda.

The meeting adjourned at 2.50 pm

Signed



Mrs. Praphee Puipunthavong

Chairman of the Meeting

Signed



(Mr. Paitoon Gumchai)

Secretary to the Meeting

Accompany documentation for 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, 2009

Demco Public Company Limited had the policy to pay dividends to the Shareholders not less than 40 percent of net profit after income tax. The Board of Directors may consider to review the dividend payment policy occasionally matching up with the business growth plan of the company in the future and other impact factors as well. These paid dividends were a portion of the profit operated of year ended 2009.

The company had net profit in the year ending December 31, 2009 in the amount of THB 54,569,049.28 and also had the accumulated profit amount THB 233,973,614.15 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.1/2010 held on February 19, 2010, net profit of the year ended December 31,2009 amount THB 3.00 million would be allocated as a legal reserved fund and the dividend were approved to pay to the Shareholders DEMCO- W2 holders and DEMCO-W1 holders, who exercise their warrants to ordinary shares on March 9, 2010 and March 25, 2010 at the rate THB 0.15 per share. For the total dividend amount is up to the increasing of ordinary shares which were exercised by DEMCO-W1 holders and DEMCO-W2 holders. Before the warrant exercise, the paid up capital is 304,720,402 then the dividend amount is THB 45,708,060.30 or 83.62% of net profit of year ended 2009. However, if DEMCO-W1 and DEMCO-W2 were 100% exercised, the paid up capital should be 450,639,993 then the dividend amount should be THB 67,595,998.95 or 123.67% of net profit of year ended 2009.

Accompany document for Agenda 4 : to consider and elect the directors in replacement of those retired by rotation for the year 2010

Profile of the retiring Directors proposed for re-election

1.	Name-Last Name	Mr.Pradej Kitti-itsaranon
	Nationality	Thai
	Age	59 years
	Residence	12/18 Soi Wattewasoonorn Ladyao Chatujak Bangkok
	Current position	- Director - Executive Committee Member - Managing Director
	Graduation	Bachelor's degree in Electrical Engineering (Power) of Chulalongkorn University
	Training course	- Mini MBA of Kasetsart University - English course (AUA) Level 15 - Directors Accreditation Program(DAP) course
	Proposed position	Director
	Years to be Director	17
	No.of Attendance	10 of 11 Board Meeting in year 2009

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 17,260,810 shares
Portion of shares effective for vote	5.67%

Experience of works

Year	Position	Company
September 1993-Present	Managing Director	Demco Public Company Limited
April 1991-September 1993	Department Manager (Project management)	Teda Company Limited
1990-1991	Project Manager	Teda Company Limited
1988-1990	Chief of electrical system design Section region 3 (Central)	Provincial Electricity Authority
1980-1988	Asst.Chief of Project Section Projec and Planning Division	Provincial Electricity Authority
1975-1980	Engineer of Project Section Project and Planning Division	Provincial Electricity Authority

2.	Name-Last Name	Mr.Phongsak Siricupta
	Nationality	Thai
	Age	52 years
	Residence	17/29 Moo 4 Tungsonghong Lugsee Bangkok
	Current position	- Director - Executive Committee Member - Deputy Managing Director
	Graduation	-Bachelor's degree in Electrical Engineering (Power) of Kasetsart University - Master's Degree in Economics Development of NIDA
	Training course	- Mini MBA of Kasetsart University - Directors Accreditation Program(DAP) course
	Proposed position	Director
	Years to be Director	17
	No.of Attendance	10 of 11 Board Meeting in year 2009
	Tangible or intangible benefits	In any business the company or Subsidiaries' re Contractors -None-
	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 4,151,507 shares
	Portion of shares effective for vote	1.36%

Experience of works

Year	Position	Company
1993-Present	Asst.Managing Director	Demco Public Company Limited
1991-1993	Project Manager	Teda Company Limited
1990-1991	Asst.Chief of Section	Enterprise planning Division Provincial Electricity Authority
1979-1990	Electrical Engineer	Project and Planning Division Provincial Electricity Authority

3.	Name-Last Name	Mr.Phumchai Hirunchai
	Nationality	Thai
	Age	59years
	Residence	142/2 Moo 6 Anusaowaree Bangkhen Bangkok
	Current position	- Director - Executive Committee Member - Asst. Managing Director
	Graduation	- Master's Degree - Bachelor's degree in Education (Electrical – Electronics) of Rajabhat Phranakhon university - Diploma (Electrical Power) of Bangkok Technical College
	Training course	- Mini MBA of Kasetsart University - Directors Accreditation Program(DAP) course
	Proposed position	Director
	Years to be Director	17
	No.of Attendance	11 of 11 Board Meeting in year 2009
	Tangible or intangible benefits in any business the company or Subsidiaries' re Contractors	-None-
	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 1,192,279 shares
	Portion of shares effective for vote	0.39%

Experience of works

Year	Position	Company
1992-Present	Asst.Managing Director	Demco Public Company Limited
1990-1992	Staff	Transmission System and Substation design Division Provincial Electricity Authority
1987-1990	Staff	Electrical System Design Division Provincial Electricity Authority
1979-1987	Staff	Project and Planning Division Provincial Electricity Authority

Accompany document for Agenda 5 : to consider and approve director remuneration for the year 2010

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 directors' remuneration for year 2009 are as follows;

Director	THB 1,969,773 per year
Member of the Audit Committee	THB 1,714,533 per year
Total amount of directors' remuneration for year 2009 is THB 3,684,266	

By considering the information of director remuneration from the registered company in SET of the year 2007, it found that, 1) for real property business the director remuneration was THB 478,459 per year in average, 2) for the firm, revenue size between THB million 1,000 – 5,000, the director remuneration was THB 427,749 per year in average, 3) for the firm, profit size between THB million 100 – 300, the director remuneration was THB 428,357 per year in average.

Board's recommendation

By considering the above mentioned information, the average directors' remuneration at the rate THB 281,390 per year each and the average audit members' remuneration at the rate THB 428,633 per year each should be acceptable. Anyhow, the Meeting of Annual General Meeting of Shareholders 2010 would consider this matter.

Accompany document for Agenda 6 : to approve the appointment of Auditors and the remuneration for the year 2009

Details

The Meeting of the Company Board Director No.11/2009 on December 22, 2009 considered to appoint the Company auditors and to fix the remuneration for the year 2010 according to the audit committee proposal. The resolution proposed to the Meeting was as follow;

1. To appoint the auditors from C&A Audit Firm to be the company's auditors for the year 2010 namely ;

Name	Certified Public Accountant No.	Years to audit for the company
1. Ms.Jintana Mahavanich	4687	-
2. Mrs.Jintana Techamontreekul	5231	-

The mentioned auditors have no relationship or any connected transaction which may lead to conflicts of interest with the Company or Subsidiaries or company management at all.

2. To propose the Meeting to approve the auditors' remuneration for year 2010 amount THB 900,000 which decreased from last year THB 24,000 in amount

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 registrator 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.

Attachment 8

A resume of The Independent directors

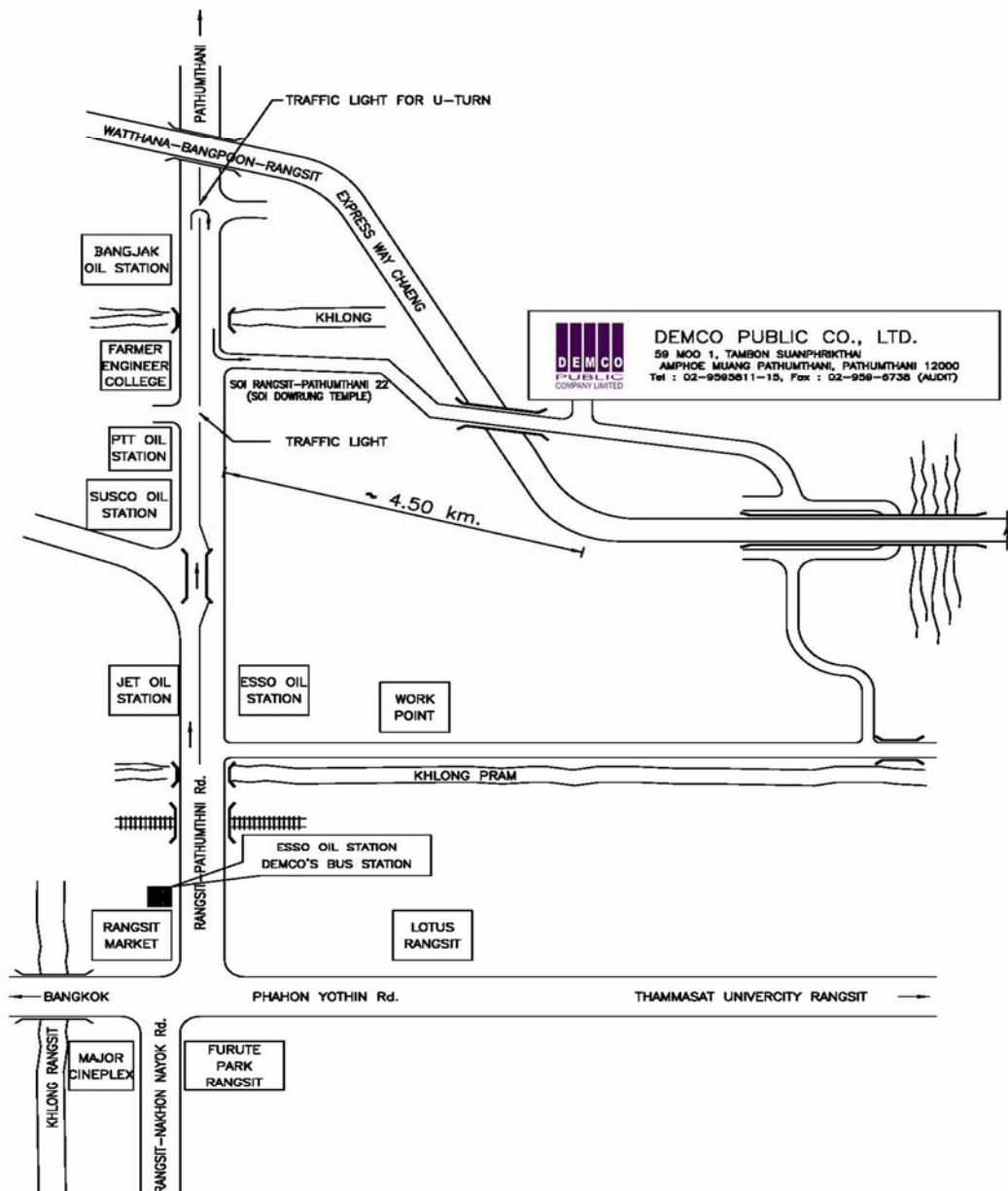
1. **Gen.Thian Chonmaitree**
 Age 79 years
 Residence 216/9 Chugpra Road, Klong Chugpra, Talingchun Bangkok 10170
2. **Mr.Sanguan Tungdejahirun**
 Age 69 years
 Residence 28/14 Moo 2 Soi 60 Vipavadee-Rangsit Road, Talad Bangkhen Lugsee Bangkok 10210
3. **Mr.Maitree Lalsanakoses**
 Age 62 years
 Residence 188/2 Soi Tonson ,Jeangwattana Road, Bangtalad, Parkkred, Nonthaburi 11120
4. **Mrs.Pasita Kityapoke**
 Age 49 years
 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 2010.

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.

Attachment 9



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 2010 to be held on Tuesday 23, March 2010, 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. 1/ 2009.

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

☐ (b) the proxy holder shall votes according to my intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 2 To acknowledge the company's Annual Performance for the year 2009 and to consider and approve the balance sheets and income statement for the year ended December 31, 2009

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

☐ (b) the proxy holder shall votes according to my intention as follows:

☐ Approve

☐ 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, 2009

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

☐ (b) the proxy holder shall votes according to my intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

Mr.Pradej Kitti-itsaranon

☐ Approve

☐ Disapprove

☐ Abstain

Mr.Phongsak Siricupta

☐ Approve

☐ Disapprove

☐ Abstain

Mr.Phumchai Hirunchai

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5 To consider and approve director remuneration for the year 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 6 To approve the appointment of Auditors and the remuneration for the year 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 7 To add another authorized director

- ☐ (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 8 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.)

Shareholders' Registration No.

Issued at.....

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 2010 to be held on Tuesday 23, March 2010, 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. 1/ 2009.

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

Agenda 2 To acknowledge the company's Annual Performance for the year 2009 and to consider and approve the balance sheets and income statement for the year ended December 31, 2009

- ☐ (a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) the proxy holder shall votes according to my intention as follows:
 - ☐ Approve ☐ 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, 2009

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

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

Mr.Pradej Kitti-itsaranon

- ☐ Approve ☐ Disapprove ☐ Abstain

Mr.Phongsak Siricupta

- ☐ Approve ☐ Disapprove ☐ Abstain

Mr.Phumchai Hirunchai

- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve director remuneration for the year 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 6 To approve the appointment of Auditors and the remuneration for the year 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 7 To add another authorized director

- ☐ (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 8 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 2010 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 Tuesday 23 March, 2010, at Meeting Room 2, 2nd Floor 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.*