

Minutes of the Extra-Ordinary Shareholders Meeting 1/2007
of
Demco Public Company Limited

Held on 26 September 2007 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 Puithavong, the Chairman of the Board Director, the Chairman of the meeting, declared that there were 53 shareholders present either by himself and by proxy, holding altogether 154,543,825 shares, representing 73.18 % 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. Suntriga Kaotera	Member of the Audit Committee
4. Mr. Pradej Kitti-itsaranon	Managing Director
5. Mr. Phongsak Siricupta	Director
6. Mr. Phumchai Hirunchai	Director
7. Mr. Arkhom Manakeaw	Director
8. Mr. Paitoon Gumchai	Secretary of the Board of Director

Financial Advisors Representatives

1. Mr. Lec Sidoravit	Senior Executive Vice President
2. Mrs. Rachada Klewpatinond	Senior Vice President
3. Mrs. Yodrudee Santatikul	First Assistant Vice President
and Ms. 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, 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, 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 Ordinary Shareholders Meeting of the year 2007

The Chairman informed the meeting that the minutes of the Ordinary Shareholders Meeting of the year 2007 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 resolved to adopt such minutes by the following votes:

Agreed	154,543,825	Votes	Equivalent to %	100
Disagreed	0	Votes	Equivalent to %	0
Abstained	0	Votes	Equivalent to %	0

Agenda2 Consideration on the increase of the registered capital by Baht 113,923,150, by issuing new 113,923,150 ordinary shares at the par value of Baht 1 per share.

The Chairman asked Mr. Pradej Kitti-itsaranon, Managing Director, to explain the purpose of capital increase to the meeting. Managing Director explained that the Board is of the opinion that it is necessary for the company to increase the registered capital by Baht 113,923,150, by issuing new 113,923,150 ordinary shares at the par value of Baht 1 per share, for 3 purposes, i.e. (1) for declaration of stock dividend, as will be proposed to the meeting in Agenda 4; (2) to raise fund for use as working capital and for business expansion and (3) to reserve for the exercise of warrant issued to directors, management and staff in accordance with the adjustment of conversion ratio due to the stock dividend. He also 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 increase the registered capital, as proposed by the Chairman, by the following votes:

Agreed	154,543,825	Votes	Equivalent to %	100
Disagreed	0	Votes	Equivalent to %	0
Abstained	0	Votes	Equivalent to %	0

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

The Chairman asked the Managing Director to explain detail of the amendment to the meeting. The Managing Director explained 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 : 328,923,150 Baht (Three hundred twenty eight million nine hundred twenty three thousand one hundred and fifty Baht)

Divided : 328,923,150 shares (Three hundred twenty eight million nine hundred twenty three thousand one hundred and fifty shares)
 into
 Par value : 1 Baht (One Baht)
 Categorized into
 Ordinary : 328,923,150 shares (Three hundred twenty eight million nine hundred twenty three thousand one hundred and fifty shares)
 shares
 Preferred : 0 share -None-
 shares

He 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 resolution was passed by the following votes:

Agreed	154,543,825	Votes	Equivalent to %	100
Disagreed	0	Votes	Equivalent to %	0
Abstained	0	Votes	Equivalent to %	0

Agenda 4 Consideration on the declaration of interim dividend from the performance of the company during 1 January to 30 June 2007

The Chairman informed the meeting that the company's performance during the first half of the year 2007 has generated profit. The Board, therefore, proposed that the dividend be declared. She then asked Mr. Paitoon Gumchai to explain the declaration of interim dividend to the meeting. Mr. Paitoon explained that the Board proposed to declare interim dividend at Baht 0.277777778 per share, to the shareholder whose name appears in the share register of the company on 4 October 2007 at 12.00 am. In order to minimize cash flow burden, the Board proposed that the dividend shall be paid in cash and stock dividend, as follows:

- a. Stock dividend at the ratio of 4 existing shares per 1 new ordinary share, equivalent to Baht 0.25 per share, based on the par value of Baht 1 per share. Any fraction of 0.5 shares or more shall be rounded up to 1 share and any fraction less than 0.5 shares shall be cut off.
- b. Cash dividend at Baht 0.027777778 per share.

He also explained to the meeting that although the Board of Directors is authorized to declare interim dividend but since the Board wished to declare a package of stock and cash dividend and the Board is not authorized to declare stock dividend, therefore, the Board has to seek the shareholders approval before making payment of dividend. Once this meeting approved the declaration of interim dividend as proposed, the company shall pay cash and stock dividend on 15th October 2007.

A shareholder asked whether the dividend is subject to withholding tax. Mr. Paitoon explained that the dividend shall be subject to withholding tax equals to Baht 0.027777778 per share.

The meeting duly considered and resolved to declare interim dividend, as proposed by the Chairman, by the following votes:

Agreed	154,543,825	Votes	Equivalent to %	100
Disagreed	0	Votes	Equivalent to %	0
Abstained	0	Votes	Equivalent to %	0

Agenda 5 Consideration on the allotment of shares issued in capital increase

The Chairman asked Mr. Paitoon to explain the allotment of shares to the meeting. Mr Paitoon explained that since the meeting has approved the capital increase and the issue of stock dividend, he proposed that shares be allotted as follows:

- a. To allot 52,797,250 shares for the stock dividend
- b. To allot 60,000,000 shares for private placement, provided that the Board or any person designated by the Board shall be authorized to fixed the subscription price, date and time for subscription and payment and other condition as appropriate and provided that the subscription price shall not be less than 90% of the weighted average closing price of the share during a period of not less than 7, but not exceeding 15, consecutive working days, prior to the offering date.
- c. To allot 1,125,900 shares as additional reserve for the exercise of warrant issued to directors, management and staff in accordance with the adjustment of conversion ratio due to the stock dividend.

A shareholder asked when the private placement shall be made. Managing Director explained that the Board shall consider the timing to match with the company's cash requirement. It is expected that approximately 20 – 30 million shares shall be offered within the year 2007.

A shareholder suggested that since there will be an XD after this meeting, it is appropriate to allot some additional shares as reserve for the rounded up stock dividend. Mr. Paitoon then proposed to revise the allotment of shares to be as follows:

- a. To allot 52,797,250 shares for the stock dividend. Any remaining shares after payment of stock dividend shall be allotted as reserve of the exercise of the warrants in c.
- b. To allot 60,000,000 shares for private placement, provided that the Board or any person designated by the Board shall be authorized to fixed the subscription price, date and time for subscription and payment and other condition as appropriate and provided that the subscription price shall not be less than 90% of the weighted average closing price of the share during a period of not less than 7, but not exceeding 15, consecutive working days, prior to the offering date.
- c. To allot 1,125,900 shares as additional reserve for the exercise of warrant issued to directors, management and staff in accordance with the adjustment of conversion ratio due to the stock dividend.

The Chairman asked the meeting to consider.

The meeting duly considered and resolved to allot the shares issued in the capital increase, as per the revised allotment, and further resolved that for the private placement in b. above, the Board may make single or multiple placements and in case of multiple placements, the subscription price for each placement may be different but shall not be less than the minimum subscription price as aforesaid. The resolution has been passed by the following votes:

Agreed	154,543,825	Votes	Equivalent to %	100
Disagreed	0	Votes	Equivalent to %	0
Abstained	0	Votes	Equivalent to %	0

Agenda 6 Other matter (if any)

There being no other agenda.

The meeting adjourned at 2.30 pm

Signed



Chairman of the Meeting

Mrs. Praphee Puithavong

Signed



Secretary to the Meeting

(Mr. Paitoon Gumchai)