



Document for the Extraordinary General Meeting of Shareholders

No.1/2010

Demco Public Company Limited

On Thursday 27th May, 2010 at 2.00 pm.

At Meeting Room 2, 2nd Floor , Demco Public Company Limited

No.59 Moo 1 Tambon Suanphrikthai , Amphoe Muang Pathumthani ,
Pathumthani 12000
Tel.02-959-5811-5 Fax.02-959-5816



Demco Public Company Limited

Pathumthani Province

Thailand

April 26, 2010

- Subject : Notice for the Extra-Ordinary Shareholders Meeting No. 1/2010
- To : Shareholders
Demco Public Company Limited
- Enclosures : 1. A copy of minutes of the Annual General Meeting of Shareholders 2010
2. Details of the allocating of remaining shares from the exercise DEMCO-W1
3. Details of the business objectives
4. Documents or evidences showing an identity of the shareholder or Shareholder's representative entitled to attend the meeting
5. Resume of the Independent directors
6. A map of the company's office.
7. Proxy Form

The Board of Directors of Demco Public Company Limited hereby calls for the Extra-Ordinary Shareholders Meeting no.1/2010, to be held on Thursday 27th May, 2010, at 2.00 pm, at Meeting Room 2, 2nd Floor at the office of the company, no. 59, Moo 1, Tambol Suan Prickthai, Amphoe Muang, Pathumthain Province 12000, to consider the following agenda:

Agenda 1 Adoption of the minutes of the Annual General Meeting of Shareholders 2010

Detail

The Company has prepared the minutes of 2010 Annual General Meeting on March 23,2010 (with Attachment 1) within 14 days from the date of the meeting and delivered to The Stock Exchange of Thailand within the law set as well as published its on website. (www.demco.co.th)

Opinion of Board: The Board is of the opinion that the minutes of the Annual General Meeting of Shareholders 2010 properly and completely recorded the matters discussed in such meeting. The Shareholders Meeting should adopt such minutes.

Agenda2 Consideration to allocate the remaining shares from the exercise DEMCO-W1, of 16,968,550 shares, to support the adjustment of rights DEMCO-W2 from the dividends payment.

Detail As the Annual General Meeting of Shareholders of the year 2010 on March 23, 2010 has approved the dividend payment, from earnings of 2009, per share 0.15 baht, upper 50 percent of net profit after tax. As a result, the rights of holders of warrants to purchase ordinary shares ("DEMCO-W2") dwindle, and the conditions for the exercise as stated in the terms that the rights and obligations of the issuer and holders of warrants have to be changed by adjustment of the exercise price and exercise ratio to preserve the value of the right not to provide impairment.

The results calculated for the exercise, adjusted exercise ratio of DEMCO-W2 to be a DEMCO-W2 exercise for 1.019shares and adjusted exercise price to be 2.552 Bath per share. Consequently, the existing number of ordinary shares issued by the company to accommodate the exercise of DEMCO-W2 is not enough if the DEMCO-W2 holders spend 100% of their rights to exercise of the last exercise dated June 9, 2010, the details as the attachment 2.

Opinion of Board : The Board is of the opinion that to set enough shares to accommodate the rights of DEMVO-W2 holders to purchase ordinary shares final on June 9, 2010 , the meeting should be allocated the rest of ordinary share after the last exercise of warrants DEMCO-W1 on March 25, 2010, amount 16,968,550 shares, to accommodate the exercise of DEMCO-W2 above. The Shareholders Meeting should approve the allocation of shares under the suggestion.

Agenda 3 **Consideration resolved to increase the business objectives of the original 48 items to 59 items.**

Detail Original objectives listed in the business of 48 items, to expand the company's sustained growth. Other objective has proposed by adding 11items to total of 59 items, accordance with attachment 3.

According to the Article 3 of the company regulations any additional, it will be done by resolution of the shareholders.

Opinion of Board To expand the Company's sustainable growth, the shareholders should approve the increasing objectives as proposed.

Agenda 4 **Consideration on the amendment to Clause 3 of the Memorandum of Association of the company to reflect the increasing company objective.**

Detail To meet increasing objectives. The proposed Memorandum of Article 3 is amended as "Clause3. The objective of the company has 59 items"

Opinion of Board The Board is of the opinion that since the company objectives increased, it is necessary to amend Clause 3 of the Memorandum of Association accordingly. 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 Shareholders Meeting should approve the amendment to Clause 3 of the Memorandum of Association as proposed.

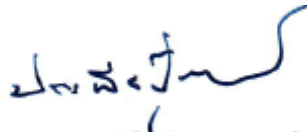
Agenda 5 Other matter (if any)

Please be informed accordingly and you are invited to attend the meeting on the date, time and at the place as mentioned above. Should you wish to appoint the audit committee member, whose resume is enclosed, or any person to attend and vote at the meeting on your behalf, please fill in and sign on the enclosed proxy form and submit the proxy form together with supporting documents as listed in the Enclosure 4 to Demco Public Company Limited, no. 59 Moo 1, Tambol Suan Pricktai, Amphoe Muang, Pathumthain 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 company has fixed the Record date to determine the names of shareholders who are entitled to attend the Extra-Ordinary Shareholders Meeting no. 1/2010 on May 6, 2010, by closing the share register book on May7, 2010 to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

Yours Sincerely,

Demco Public Company Limited



(Mrs.Praphee Puipunthavong)

Chairman of the Board of Directors

Report of the 2010 Annual General Meeting of Shareholders

of

Demco Public Company Limited

The meeting was held on 23rd March 2010 at the meeting room no.2 of 2nd floor at Demco public company limited No. 59 Moo1 Tambon Suanprikthai, Amphoe Muang Pathumthani, Pathumthani province 12000.

Mrs. Praphee Puipunthavong, chairman of the board of directors, conducted the meeting by declaring that the 96 attended shareholders obtaining 218,419,387 shares, equivalent to 71.68 % of the paid up shares, were enough to open the meeting according to the company's regulation.

The attended company's committees and management were as follows;

1. Gen. Thian Chonmaitree Independent Director and Chairman of the Audit Committee
2. Mr. Sanguan Tungdejahirun Independent Director and the Audit committee
3. Mr. Maitree Laksanakoses Independent Director and the Audit committee
4. Ms.Pasita Kityapoke Independent Director and the Audit committee
5. Mr. Pradej Kitti-itsaranon Director and Managing Director
6. Mr. Suwat Joradol Director and deputy Managing Director
7. Mr. Phongsak Siricupta Director and deputy Managing Director
8. Mr. Arkom Manakeaw Director and deputy Managing Director
9. Mr.Pairoj Sirirat Director and deputy Managing Director
10. Mr. Phumchai Hirunchai Director and assistant Managing Director
11. Mr. Paitoon Gumchai The company secretary and assistant Managing Director,
Finance and Accounting

Besides this, there are more participants as follows:

1. Representatives from the ex- auditor firm, SK. Accountant Services Company Limited,
Khun Nirin Sriporm and Khun Kraengkrai Srikhom
2. Representatives from the Auditor firm, C & A ,
Khun Jintana Mahavanit and Khun Kanok-orn Rujnavanitchakorn.
3. A legal adviser, Mr. Sonthaya Phuphra-in.

The chairman appointed the company's secretary to inform about the meeting details and the procedure of voting for each agenda as follows;

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- (1) Voting shall be made by scorecard counting 1 vote per 1 share. Each shareholder or the proxy has to select just one choice from the three - “agree”, “disagree”, or “waive”. Each vote must be unique for all scores obtained. Except the foreign investors appointed custodian in Thailand to look after the shares are allowed to perform partial votes by using the power of attorney form “Kor”.
- (2) If the shareholders do not specify clearly for any selected choice, the proxy has the right to consider the selection by him/herself.
- (3) for proxy who use proxy that the shareholders voted on each agenda, the company will count as shareholders stated.
- (4) The chairman will invite the shareholders to perform voting for each agenda whether each of them putting “agree”, “disagree”, or “waive”. When shareholders vote then the Chairman will announce the meeting vote. The vote on any agenda will be detailed in the display.
- (5) Shareholder or the proxy who not in the meeting room during consideration of any agenda, asked to deliver ballots to the staff. The officer will bring together scores from the desire to consider that agenda.
- (6) In all agenda items. If the shareholder or the proxy want to give opinions or offer questions, asked to approve and authorized by the chairman then identify status as a shareholder or a proxy before offer comments or questions to meeting.

The scores counting shall be made with the same procedure as the previous meeting. For more convenience, the officers will collect the cards from the ones who mark “disagree” and “waive”. Then the scores will be deducted from the total scores got from all attendants to form the scores of “agree”. The ones who have to leave the meeting room earlier before the voting time can leave the marked cards to the company’s officers.

After the explained, no one raised any question so the chairman continued the meeting by following agendas.

Agenda 1 To approve the Minutes of the Extraordinary Shareholders of the Company

No. 1/2009 held on October 22, 2009.

The chairman informed the meeting that the minutes of the Extraordinary Shareholders' Meeting 1 / 2009 held on October 22, 2009 was provided to shareholders with the Notice of Meeting. Requested the meeting to consider and ask questions.

No one discussed for this agenda so the chairman invited the meeting to vote.

Resolution: The resolution was made unanimously to approve the Minutes of the Extraordinary Shareholders of the Company No. 1/2009 held on October 22, 2009.

Agenda 2 To acknowledge the company's performance for the year 2009 and to consider and approve the balance sheets and income statement for the year end 31st December 2009.

The chairman has asked the company secretary to explain the company performance and detail of financial statements and auditor's report for the period ended 31 December 2009.

Secretary explained as follows.

Balance sheets and income statements for the year ended 31 December 2009 together with the Auditor's Report. Listed in the Annual Report 2009, which approved by the Audit Committee and verified by auditors permission. The company has delivered these financial statements to shareholders with the notice of meeting. For performance year 2009 the company reported consolidated revenues of THB 1,622.02 million, net profit of THB 54.66 million, total asset THB 1,469.22 million, total liability THB 763.88 million , equity THB 705.34 million.

The Company Secretary requested shareholders to ask questions.

There were no any questions. The chairman asked the meeting to vote on this agenda.

Resolution: The resolution was the meeting unanimously endorsed the report of operations in 2009 and to approve financial statements and auditor's report for the period ended 31 December 2009.

Agenda 3 To consider and approve the appropriation of net profit allocation and dividend payment from the operating results of the year ended 31st December 2009.

The chairman has asked the company secretary to explain the allocation of profits from operations in 2009 and the dividend payment.

Secretary explained as follows.

Financial statements for the accounting period ended December 31, 2009 has been audited. It appears that company net profit from operations in 2009 with earnings of THB 54,659,049.28 and un-appropriated retained earning of THB 233,973,614.15. Company's dividend policy is not less than 40 percent of net profit.

In addition, under Section 116 of the Companies Act 2535 requires company to allocate part of its annual net profit as reserve is not less than 5 percent of annual net profit until the reserve is not less than 10 percent of the capital.

And the resolution of the Board of Directors Meeting No. 1 / 2010 held on February 19, 2010 resolved to propose allocation of 2010 net profit to reserves of THB 3,000,000 representing 5.49 percent of

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THB 54,659,049.28 with a final dividend of 0.15 baht per share to shareholders including the DEMCO-W2 holders who exercise their warrants to ordinary shares on March 9, 2010 and the DEMCO-W1 holders who exercise their warrants to ordinary shares on March 25, 2010 are entitled such dividend amount is calculated based on the display table.

Description	As of the meeting date	Convertible Demco-W1 100%	Total
Number of shares (shares)	306,505,646	102,405,990	408,911,636
Dividend Payment(Baht)	45,975,846.90	15,360,846.90	61,336,745.40
Dividend Rate (%)	84.11	28.10	112.21

Remarks:

As of meeting date Number of Demco-W1 is 86,418,557 units, warrant 1 Unit Exercise convertible into 1.185 shares. Exercise price of Baht 3.796 per share.

So the dividend payment to shareholders and the exercise of warrants convertible DEMCO-W1 to ordinary share on the above can be defined as a framework for dividends as follows:

- Minimum amount of dividend if no exercise of warrants convertible DEMCO-W1 (calculated paid-up shares at meeting date, which included the conversion exercise DEMCO-W2 warrants to ordinary shares on March 9, 2010) be amount of THB 45,975,846.90 representing 84.11 percent of annual net profit in 2009.

- Maximum amount of dividend if the exercise of convertible warrants DEMCO-W1. 100% (calculated paid-up shares at meeting date, which included the conversion exercise DEMCO-W2 to ordinary shares on March 9, 2010 plus the last exercise of warrants DEMCO-W1 on 25 March 2010 at 100%) be amount of THB 61,336,745.40 representing 112.21 per cent of annual net profit in 2009, the company can pay dividends in excess of annual net profit in 2009 from parts of the un-appropriated retained earnings.

The Company will pay dividends to shareholders named in the registration book of the company by shareholders on the list of shareholders is entitled to receive dividends on 7 April 2010 and to collect list under section 225 of the Act. Securities by closing on 8 April 2010 and the dividend will be payable on 23 April 2010, the Stock Exchange will mark the XD on 2 April 2010.

The chairman requested shareholders to consider and ask questions, without any shareholder questions.

The chairman asked the meeting to vote on this agenda.

Resolutions : The meeting unanimously approved the allocation of earnings from operations in 2009 as legal reserves of THB 3 million and paid dividends of THB 0.15 per share to shareholders as well as DEMCO-W2 holders who exercise warrants convertible into ordinary shares on 9 March 2010 and DEMCO-W1 holders who exercise warrants convertible into ordinary shares on March 25, 2010. The date set by the list of shareholders is entitled to receive dividends on 7 April 2010 and collected a list

under Section 225 of the Act. Securities by closing on 8 April 2010 dividend will be payable on 23 April 2010, as proposed in all respects.

Agenda 4. Approval of appointment of directors replacement of those retired by rotation.

The chairman has asked the company secretary to explain the details of appointment of directors for approval replacement of those retired by rotation.

Secretary explained as follow;

Under Section 71 of the Companies Act 1992 and the articles 19 of the Articles of Association, stipulated that "the annual general meeting every time, directors must retire at least one of the three by the Committee on the longest, directors who retire may be re-election "

This year's Committee on the longest that will be leaving by the effective date of Annual General Meeting of shareholders 2010 are as follows:

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

The Board of Directors Jointly determine the appropriate qualifications and experience during the past. The three persons should appoint to be directors of another term. The company has delivered their resume for shareholder consideration with a Notice of Meeting.

Chairman requested the meeting approved the appointment of directors retired by voting for an individual.

Resolutions: The meeting resolved unanimously considered individually appointed the following persons to be directors of another term.

- 1.) Mr.Pradej Kitti-itsaranon
- 2.) Mr. Pongsak Siricupta
- 3.) Mr. Phumchai Hirunchai

Agenda 5 To consider the remuneration of the board of directors

The chairman has asked the company secretary to clarify details of the annual remuneration in 2010

Secretary explained as follows.

Article 33 of company regulation requires that the Annual General Meeting every year should determine the remuneration of the board of directors.

For the year 2010 the Board of Directors Resolution No. 1 / 2010 held on February 19, 2010 propose the remuneration of the board of directors in 2010 equal to the year of 2009 in the amount not exceeding THB 3,900,000. This amount was appropriate comparing to the remuneration of the board of directors paid by the companies in the same business or industries.

The chairman opened the opportunity for shareholders to ask questions and requested the meeting to vote on this agenda.

Resolutions: The meeting unanimously approved remuneration for the year 2010, equal to the year 2009, in the amount not exceeding 3,900,000 Baht .

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

The chairman has asked the Chairman of the Audit Committee to explain the auditor appointed for the period ended December 31, 2010, and approved the amount of the audit fee for year 2010.

The Chairman of Audit Committee informed the meeting that Companies Act 2535, Section 120 Article 33 of company regulation requires that the shareholder meeting have to consider appointment of auditor and approve the audit fee. The Audit Committee has submitted the comments to the Board of Directors. The Board of Directors has approved the proposal for approval to appoint an auditor from the C&A Audit Firm, list following, as the auditor of the company for year 2010.

Ms. Jintana Mahavanit Certified Public Accountant no. 4687

Mrs. Jintana Techamontrikul Certified Public Accountant no. 5231

An auditor shall audit and provide any recommendation to the company's financial statement and consolidated financial statements. The annual audit fee for year 2010 is 900,000 baht, lower than of 924,000 Baht in year 2009.

The auditors of the proposed list are not related to the Company / subsidiaries, management, major shareholders or related to such person in any way.

After that, the chairman invited the meeting to discuss. Without any question, the chairman invited the meeting to vote for this agenda.

Resolutions : The meeting unanimously resolved to appoint an auditor from C & A audit Firm to be the auditor of the company in 2010 and approved the annual audit fee amount not exceeding THB 900,000 as proposed in all respects.

Agenda 7. To approve the increase of the authorized company representative sign.

The chairman has asked the company secretary to explain about increasing the authorized company representative sign.

Secretary to clarify the resolutions of the General Meeting of Shareholders for the year 2009 on April 9, 2009 has appointed Mr. Pairoj Sirirat as directors but the resolutions of the meeting did not approve Mr. Pairoj Sirirat authorized signatory acting on behalf of the Company while the conditions under of Article 18 of company regulation requires the authorized signature of two (2) directors with seal of the company to be binding on behalf of company.

To comply with company regulation the committee should approve to increase Mr. Pairoj Sirirat to be an authorized to sign on behalf of the company.

The chairman requested shareholders to ask questions and comment, without shareholders' questions. The chairman asked the meeting to vote on this agenda.

Resolutions : The meeting unanimously resolved to increase Mr. Pairoj Sirirat to be authorized to sign on behalf of company.

Agenda 9. Consider other activities.

The chairman asked the meeting that the shareholders have any inquiries or other matters are suggested. There were no shareholder questions. The chairman asked Mr.Pradej Kitti-itsaronon inform the meeting an action plan following the company's future.

In 2010 company's work in progress carried over from last year about 2,900 million baht, mainly electrical engineering. For the work this year, Construction will be balance of plant of wind power project include developing landscape, road construction, substation construction, electrical systems and underground high voltage transmission lines construction. There are 3 wind power projects names Khao Kor, Huai Bong 1 and Huay Bong 2 worth THB 3,563 million will begin construction in Q3 of 2010. For other 7 wind power projects remain on process of approval by EGAT. However if it is approved, The company will perform the balance of plant construction project by two separate construction plans per 6-8 months because the company must prepare the manpower and working capital. For each project is estimated at 1,200-1,500 million baht.

The Planning for the next period, the company focuses study to develop power plant with renewable energy, start by using solar energy because the current cost of equipment down. Company now preparing to offer for sale of electricity produced from solar energy to EGAT a project capacity of 30 MW.

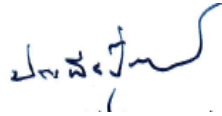
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For the factory work the company still to wait for the investment in 3G from mobile player, which be result in the year 2011. The company should high growth both from electrical engineering, construction work on wind energy projects and production projects for telecommunications 3G system. For financial structure, the company expects the conversion DEMCO-W1 and DEMCO-W2 is enough to help the company has the availability of working capital to perform in the future.

In addition to the above action plan benefits, he informed the meeting that he will retire in April 2011, however, is currently assigned Mr. Pongsak Siricupta, Mr.Akhom Manakeaw and Mr.Pairoj Sirirat, who have knowledge and experience as co-founder and co-managing the company from the beginning, to operate company since the third quarter of 2009 and he, himself, act as a consultant, asked to ensure all shareholders.

No more shareholders discussed or asked any question. The chairman said thank to all shareholders attended the meeting and announced to close the meeting at 14.55 pm.

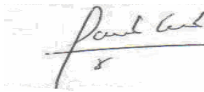
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Chairman of the meeting

(Mrs. Praphee Puipunthavong)

Signature



Record of the meeting

(Mr. Paitoon Gumchai)

Details of Agenda 2 Consideration to allocate the remaining shares from the exercise DEMCO-W1, of 16,968,550 shares, to support the adjustment of rights DEMCO-W2 from the dividends.

With reference to the resolution of the Shareholders Annual General Meeting of 2010 on March 23, 2010, the shareholders approved the dividend payment of 0.15 Baht per share from the net profit of year 2009, total of 58.98 Million Baht or 107.92% of 2009 separated company net profit. Having a payout ratio (107.92%) higher than 50.00%, Demco-W2 holders right shall be inferior. Depending upon the condition (1.5.5) for right adjustment specified in the Terms and Conditions of the issuer and the holders of DEMCO-W2, the Company shall adjust the exercise price and ratio of DEMCO-W2 in order to maintain the right of DEMCO-W2 holders.

Condition 1.5.5

condition When the company makes a cash dividend payment at the rate higher than 50(fifty)% of the net profit after tax of the company (company-only financial statement) for any accounting period during the term of warrants, the change of the exercise price and the exercise ratio shall have an immediate effect from the date that the subscribers of the ordinary shares have no rights to receive the cash dividend (the first date that the SET posts XD sign).

Also, the percentage of the cash dividend paid to shareholders shall be calculated by dividing dividend paid from operational performance in each accounting period by net profit after tax (company-only financial statement) of that operational performance in the same period. The actual dividend paid shall also include all interim dividend payments made during that accounting period.

“The calculation date” means the first day the purchasers of the Company’s ordinary shares are not entitled to receive dividends (the first day the XD sign is posted).

Exercise price will be adjusted according to the following formula:

$$\text{Price1} = \frac{\text{Price0} \times [\text{MP} - (\text{D} - \text{R})]}{\text{MP}}$$

Exercise ratio will be adjusted according to the following formula:

$$\text{Ratio1} = \frac{\text{Ratio0} \times \text{MP}}{[\text{MP} - (\text{D} - \text{R})]}$$

- Where:
- Price1 = new exercise price
 - Price0 = former exercise price
 - Ratio1 = new exercise ratio
 - Ratio0 = former exercise ratio

MP	=	the market price per share of the company's ordinary shares
D	=	dividends per share being paid to shareholders
R	=	dividends per share calculated by dividing company's net profit after 50(fifty)% tax by all listed shares entitled to dividend payments

As a result, the right adjustment for DEMCO-W2 shall be as follows:

Exercise Ratio: warrant 1unit shall be entitled to purchase 1.019 ordinary shares

Exercise Price: Baht 2.552 per share

The number of shares remaining to support the final exercise (9 June 2010) is not enough.

Board has requested allocation of shares remaining from the exercise of 16,968,550 shares DEMCO-W1 to accommodate the exercise DEMCO-W2 after the adjustment of rights from dividend payment.

Details of shares issued to support the exercise DEMCO-W2 is as follows.

Ordinary shares issued to support the exercise DEMCO-W2	=	43,516,000 shares (1)
Ordinary shares at exercise DEMCO-W2 the first	=	1,785,244 shares (2)
The remaining shares from the first exercise (1) - (2)	=	41,730,756 shares (3)
Number DEMCO-W2 warrants that have not exercised	=	41,730,756 units (4).
Warrant 1unit shall be entitled to purchase	=	1.019 shares (5).
Number of shares after the adjustment of rights (4) x (5)	=	42,523,640 shares (6).
Allocation of shares to increase (6) - (3)	=	792,884 shares.

The Company's capital unpaid-up as follows.

The remaining shares from the exercise DEMCO-W2 the first	=	41,730,756 shares.
The remaining shares from the exercise DEMCO-W1	=	16,968,550 shares.
Total ordinary shares unpaid-up (par value 1 Bath)	=	58,699,306 shares.

Details of Agenda 3 Consideration resolved to increase the business objectives of the original 48 items to 59 items.

The business objectives of the original had 48 articles not enough to complete the company expansion in manufacturing and distribution infrastructure projects such as power generation with wind power or solar energy. The additional objectives are follows:

Detail of business objective 11 article to increase

Article 49 Operate in business of production and electricity supply & distribution.

Article 50 Operate into Joint business /share investment with other companies that operate production and electricity supply & distribution business.

Article 51 Operate procurement and land development for the purpose of operation in accordance with production and water supply distribution.

Article 52 Provide services, design, installation, supervision, maintenance, test, development, repair of materials, repair of equipments and spare parts for production and water supply distribution including design and construction of production and water supply system and developing the project area.

Article 53 Become a partner in the Partnership, Limited Company, Public Limited Company with corporate organizations and individuals investing in public and private within and outside the Kingdom. The purpose, whether the same or different purposes, whether or not companies.

Article 54 Operate drinking water and beverage production, include distribution and selling drinking water and beverage.

Article 55 Operate as an importer and a dealer firearm, ammunition and accessories and parts.

Article 56 Operate as an importer and a dealer of military equipment.

Article 57 Operate as an importer and a dealer of military vehicles including vehicles, accessories and spare parts.

Article 58 Operate as an importer and an dealer of military machine and arms.

Article 59 Traded sale transfer, lend, pledge, mortgage, rent sublet create any obligations or property rights exchange and sell the movable equipment such as engine, various machine tools, car boat Motorcycle aircraft and vehicles of all types and all types of property and any interest in the property. Otherwise.

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 Extra-Ordinary Shareholders Meeting (EGM), proxy form and other required documents as detailed to register the attendance of the Extra - Ordinary Shareholders Meeting no. 1/2010 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 EGM (Form A. or 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 EGM (Form A. or 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 EGM (Form A. or 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.

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- 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 A : General Proxy Form (Simple Form)
- 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 A. or Form B only. Foreign shareholders appointing Custodian in Thailand as their proxy may choose to use either Proxy Form A., 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 Thursday 27th May, 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 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.
- (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.

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

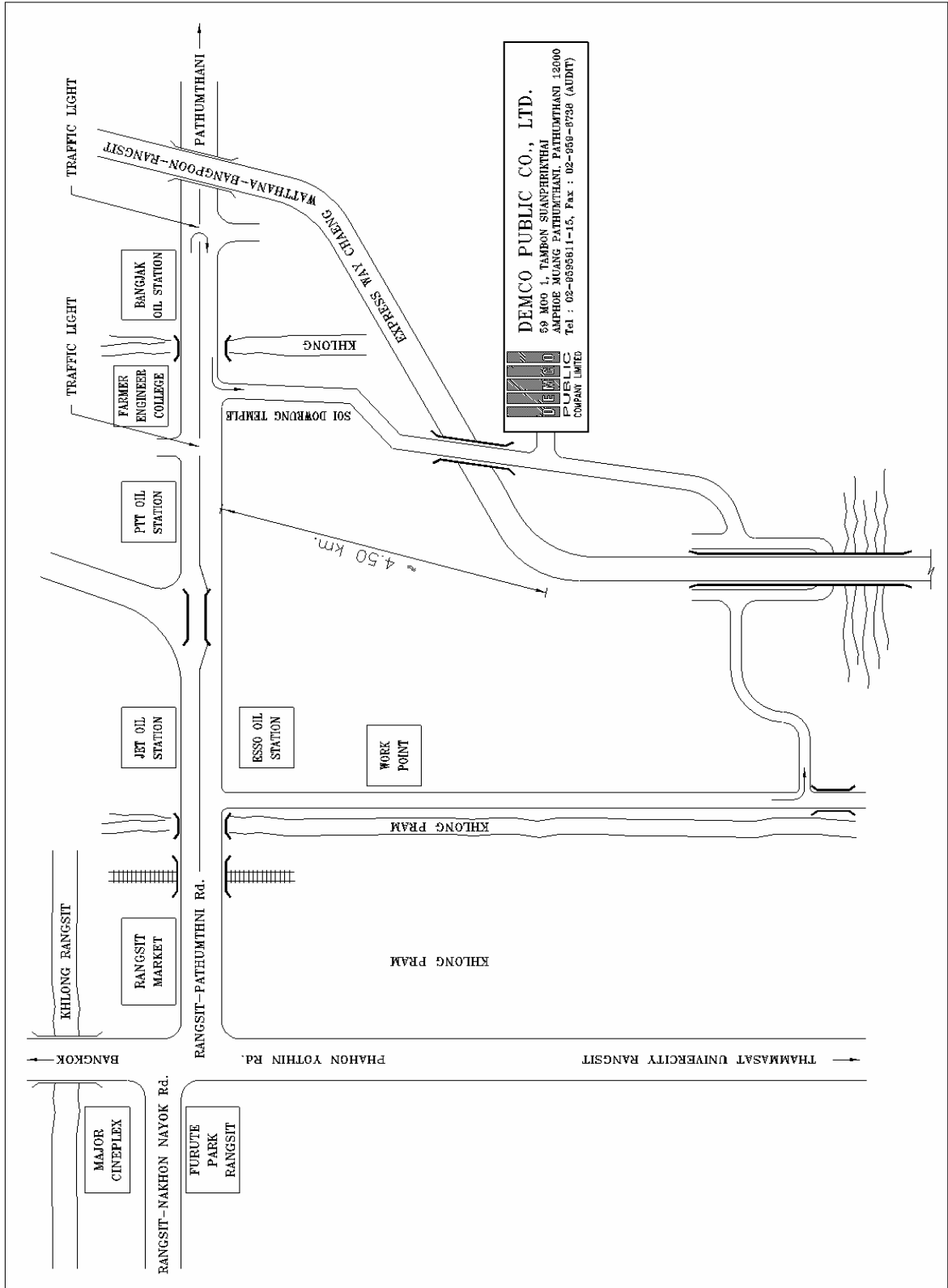
4. **Mrs.Pasita Kityapoke**

Age 49 years

Residence 88 Soi Pradiphat 19 ,Pradiphat Road, Samsennai, Phayathai, Bangkok 10400

The 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 Fax. 02-959-5816

Proxy Form

(เปิดอาคารแสดงนับ 20 นาที)

**หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)**

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่
Issued at

วันที่เดือน..... พ.ศ.....
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I/We nationality
อยู่บ้านเลขที่.....
Address
.....

(2) เป็นผู้ถือหุ้นของบริษัท เด็มโก้ จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Demco Public Company Limited “the Company”

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น holding the total number of shares <input type="checkbox"/> หุ้นสามัญ หุ้น ordinary share votes <input type="checkbox"/> หุ้นบริวาร หุ้น preference share votes	และออกเสียงลงคะแนนได้เท่ากับ and have the rights to vote equal to ออกเสียงลงคะแนนได้เท่ากับ shares and have the rights to vote equal to	เสียง ดังนี้ votes as follows: เสียง
--	--	--

(3) ขอมอบฉันทะให้
Hereby appoint

กรณีเลือกข้อ 1 กรุณาทำ
เครื่องหมาย ✓ ที่ 1
If you make
proxy by
choosing no.1,
please mark ✓ at
 1

1. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

กรณีเลือกข้อ 2 หรือข้อ 3 กรุณา
ระบุชื่อผู้รับมอบอำนาจ
If you make
proxy by
choosing no. 2 or
3, please give the
detail of proxy
holder

2. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

3. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

คุณใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้
ถือหุ้นครั้งที่ 1/2553 ในวันพฤหัสบดีที่ 27 พฤษภาคม 2553 เวลา 14.00 น. ณ ห้องประชุม 2 สำนักงานบริษัท เลขที่ 59 หมู่ 1 ตำบลสวน
พริกไทย อ.เมืองปทุมธานี จ.ปทุมธานี 12000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-Ordinary Shareholders Meeting No. 1/2010 to be held on Thursday May 27, 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- วาระที่ 1** **รับรองรายงานการประชุมสามัญผู้ถือประจำปี 2553**
Agenda 1 Adoption of the minutes of the Annual General Meeting of Shareholders 2010.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 2** พิจารณานุมัติการจัดสรรหุ้นสามัญที่เหลือจากการใช้สิทธิ DEMCO-W1 จำนวน 16,968,550 หุ้น เพื่อรองรับการปรับสิทธิ DEMCO-W2 จากการจ่ายเงินปันผล
- Agenda 2** Consideration to allocate the remaining shares from the exercise DEMCO-W1, of 16,968,550 shares, to support the adjustment of rights DEMCO-W2 from the dividends.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 3** พิจารณานุมัติการเพิ่มวัตถุประสงค์ในการดำเนินธุรกิจของบริษัท
- Agenda 3** Consideration resolved to increase the business objectives of the original 48 items to 59 items
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 4** พิจารณาแก้ไขหนังสือบริคณห์สนธิข้อ 3 ให้สอดคล้องกับการเพิ่มวัตถุประสงค์
- Agenda 4** Consideration on the amendment to Clause 3 of the Memorandum of Association of the company to increase the business objectives.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 5** พิจารณาเรื่องอื่น ๆ (ถ้ามี)
- Agenda 5** Other business (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

Translation Version Only

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- 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.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
- 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..

ลงชื่อ / Signed (.....) ผู้มอบฉันทะ / Proxy Grantor

ลงชื่อ / Signed (.....) ผู้รับมอบฉันทะ / Proxy Holder

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

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.

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____
Issued at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า.....
I/We
สำนักงานตั้งอยู่เลขที่.....
whose office located at no.....

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the operator of Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท เด็มโก้ จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Demco Public Company Limited “the Company”

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total number of shares and have the rights to vote equal to votes as follows:
 หุ้นสามัญ หุ้น ออกเสียงลงคะแนน ได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes
 หุ้นบริวารสิทธิ หุ้น ออกเสียงลงคะแนน ได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้

Hereby appoint

กรณีเลือกข้อ 1 กรุณาทำเครื่องหมาย ✓ ที่ 1
If you make proxy by choosing no. 1, please mark ✓ at 1

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Bangkok Postal Code or

กรณีเลือกข้อ 2 หรือข้อ 3 กรุณาระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing no. 2 or 3, please give the detail of proxy holder

2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code

คุณใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2553 ใน วันพฤหัสบดีที่ 27 พฤษภาคม 2553 เวลา 14.00 น. ณ ห้องประชุม 2 สำนักงานบริษัท เลขที่ 59 หมู่ 1 ตำบลสวนพริกไทย อ.เมืองปทุมธานี จ.ปทุมธานี 12000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-Ordinary Shareholders Meeting No. 1/2010 to be held on Thursday 27 May 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to attend and vote on my/our behalf in this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Authorize according to the total number of shares held and entitled to vote
- มอบฉันทะบางส่วนคือ
Authorize partial shares as follows

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<input type="checkbox"/> หุ้นสามัญ ordinary share	หุ้น shares	ออกเสียงลงคะแนนได้ and have the rights to vote equal to	เสียง votes
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	หุ้น shares	ออกเสียงลงคะแนนได้ and have the rights to vote equal to	เสียง votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด Total voting rights		เสียง votes		

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

วาระที่ 1 **รับรองรายงานการประชุมสามัญผู้ถือประจำปี 2553**

Agenda 1 Adoption of the minutes of the Annual General Meeting of Shareholders 2010.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณาอนุมัติการจัดสรรหุ้นสามัญที่เหลือจากการใช้สิทธิ DEMCO-W1 จำนวน 16,968,550 หุ้น เพื่อรองรับการปรับสิทธิ DEMCO-W2 จากการจ่ายเงินปันผล

Agenda 2 Consideration to allocate the remaining shares from the exercise DEMCO-W1, of 16,968,550 shares, to support the adjustment of rights DEMCO-W2 from the dividends.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 **พิจารณาอนุมัติการเพิ่มวัตถุประสงค์ในการดำเนินธุรกิจของบริษัท**

Agenda 3 Consideration resolved to increase the business objectives of the original 48 items to 59 items

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณาแก้ไขหนังสือบริคณห์สนธิข้อ 3 ให้สอดคล้องกับการเพิ่มวัตถุประสงค์

Agenda 4 Consideration on the amendment to Clause 3 of the Memorandum of Association of the company to increase the business objectives.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 5 **Other business (if any)**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

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- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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..

ลงชื่อ / Signed _____ ผู้มอบฉันทะ / Proxy Grantor
(.....)

ลงชื่อ / Signed _____ ผู้รับมอบฉันทะ / Proxy Holder
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ให้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น

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. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence requires to attach this Proxy Form are as follows:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from the shareholder authorized the Custodian to sign the Prozy Form on his behalf

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตให้ประกอบธุรกิจคัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ

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.