



Document for the Extraordinary General Meeting of Shareholders

No. 1/2011

Demco Public Company Limited

On Monday June 27, 2011 at 2.00 pm.

At Meeting Room 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

6 June 2011

Subject : Notice of the Extraordinary General Meeting of Shareholders No. 1/2011

To: Shareholders

- Enclosures:
1. Copy of the minutes of the 2011 Annual General Meeting of Shareholders
 2. Information Memorandum on Acquisition of Assets and Connected Party Transactions
 3. Opinion of the independent financial advisor regarding the Company's acquisition of assets and entry into a connected party transaction
 4. Report form for the capital increase
 5. Profile of the independent director proposed as proxy for shareholders
 6. Proxy form
 7. Document or evidence showing the right as a shareholder or shareholder's representative to attend the meeting
 8. Articles of Association concerning the shareholders' meeting
 9. Map of the meeting place for the Extraordinary General Meeting of Shareholders No. 1/2011

NOTICE is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2011 of Demco Public Company Limited (the **Company**) be held on 27 June 2011 at the conference room at 14.00 hrs. at No. 59, Moo 1, Suan Prik Thai sub-district, Muang Pathumthani district, Pathumthani province, to consider the agenda as follows:

1. To consider and certify the minutes of the 2011 Annual General Meeting of Shareholders

Facts and reasons: The Company held the 2011 Annual General Meeting of Shareholders on 11 April 2011, a copy of the minutes which were prepared to contain true and accurate records is attached hereto as Attachment 1. The minutes was accurately recorded and posted on the Company's web site (www.demco.co.th).

Board's opinion: The Board recommends that the Minutes of the 2011 Annual General Meeting of Shareholders be certified.

2. To consider and approve the acquisition of shares in Aeolus Power Co., Ltd.

Facts and reasons: The Company wishes to invest in Aeolus Power Co., Ltd. (**Aeolus**). Aeolus holds 60% of the registered capital in each of First Korat Wind Company Limited (**First**) and KR2 Company Limited (**KR2**). First operates the Huay Bong 3 wind power generation project in Nakorn Ratchasima Province (**Huay Bong 3**), and KR2 operates the Huay Bong 2 wind power generation project in Nakorn Ratchasima Province (**Huay Bong 2**). The share acquisition is to invest in First and KR2 through Aeolus because the Company expects to benefit from the Huay Bong 3 and the Huay Bong 2 as it plays the role of a construction contractor in those projects and also expects for an opportunity to enhance the synergy of businesses as the Company plays the role of a co-developer in the renewable energy projects.

For the above reasons, the Board of Directors' meeting no.4/2554 of 13 May 2011 (the **Board Meeting**) resolved to approve that the Company invest in Aeolus by acquiring 35,135,135 new shares in Aeolus, which are equal to 27 per cent. of the total shares, at the price of Baht 37 per share, totalling Baht 1,299,999,995.

Such an acquisition of shares is classified as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 (as amended) and the SET Notification Re: Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October 2004 (**Acquisition or Disposal Rules**). The transaction size of the acquisition exceeds 50%, the Company is therefore required to prepare a report and disclosure of information according to the minimum requirement set out in Annex 1 of the SET Notification Re: Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October 2004 and to convene a shareholders' meeting to approve the decision to enter into the connected transaction by $\frac{3}{4}$ or more of the votes cast by the shareholders attending the meeting and eligible to vote. The votes of interested shareholders do not count.

Such an investment of the Company in Aeolus is also considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected Party Transactions Rules dated 31 August 2008 (as amended) and the SET Notification Re: Disclosure and Compliance by Listed Companies relating to Connected Party Transactions B.E. 2546 dated 19 November 2003 (**Connected Party Transaction Rules**) due to the fact that Mr.Pradej Kitti-itsaranon, a director of the Company, is also the director of Wind Energy Holding Co., Ltd.(**Wind Energy**). Wind Energy is the major shareholder in Aeolus. The transaction size is larger than 3% of the net tangible assets of the Company. The Company is therefore required to prepare a report and disclosure to the SET and seek approval from its shareholders which must be obtained in a shareholders' meeting by note less than $\frac{3}{4}$ of the votes of shareholders attending the meeting and eligible to vote. The votes of interested shareholders do not count.

The Board Meeting also resolved to approve that the Company enter into a share subscription agreement with Aeolus and a shareholders' agreement with Wind Energy Holding Company Limited. Key elements of those agreements are stated in the Information Memorandum on Acquisition of Assets and Connected Party Transactions (Attachment 2).

If the shareholders does not approve the proposed investment plan in Aeolus under this agenda item, the Company will refrain from increasing its capital as requested under the following agenda item because the core objective of the capital increase is to raise funds to pay the shares of Aeolus.

Board's opinion: The Board recommends that the Meeting consider and approve that the Company acquire 35,135,135 shares in Aeolus as detailed above.

3. To consider and approve the Company's capital increase and the amendment to clause 4 of the Company's Memorandum of Association to reflect the capital increase

Facts and reasons: The Company's fund-raising is to finance its investment in Aeolus and to make available a working capital to enhance the liquidity of its own business. The objectives and expected benefits relating to this transaction are detailed in the capital increase form attached hereto (Attachment 4).

The Company wishes to increase its registered capital by an additional amount of Baht 363,538,157 by issuing 363,538,157 new ordinary shares with the par value of Baht 1 each, from the existing registered capital of Baht 635,461,843 to be the new registered capital of Baht 999,000,000, divided into 999,000,000 ordinary shares with the par value of Baht 1 each. The newly issued shares will be offered to the existing shareholders and reserved in addition for the exercise of warrants in relation to which the Company must modify the exercise rights as a consequence of its new share offering.

If its investment plan in Aeolus cannot be carried out as requested under the above agenda item, the Company will refrain from increasing its capital.

Board's opinion: The Board recommends that the Meeting consider and approve the following: (i) the increase of Company's capital by an additional amount of Baht 363,538,157 by issuing 363,538,157 new ordinary shares with the par value of Baht 1 each, from the existing registered capital of Baht 635,461,843 to be the new registered capital of Baht 999,000,000, divided into 999,000,000 ordinary shares with the par value of Baht 1 each; and (ii) the amendment to clause 4 of the Company's Memorandum of Association to reflect the capital increase, to read as follows:

Clause 4. Registered capital	Baht 999,000,000	(Baht nine hundred and ninety-nine million only)
Divided into	999,000,000 shares	(Nine hundred and ninety-nine million shares)
With a par value of	Baht 1	(Baht one) each
Categorised into		
Ordinary shares	999,000,000 shares	(Nine hundred and ninety-nine million shares)
Preferred shares	- shares	(-)

4. To consider and approve the allocation of new shares

Facts and reasons: As the Company is planning to increase its capital through an issue of 363,538,157 new ordinary shares, the Board proposes that the Meeting consider and approve the allocation of 363,538,157 new ordinary shares with the par value of Baht 1 per share with the following details:

- (1) 316,828,627 new ordinary shares will be offered to the existing shareholders whose names are recorded in the share register book on the date as determined by the Board of Directors of the Company in proportion to their shareholdings in one or several tranches from time to time at the ratio of 2 existing shares to 1 new ordinary share. Any fraction of shares will be disregarded and during the subscription period, the existing shareholders may put forward an offer to subscribe for any excess rights at the same price. The Board of Directors or any person nominated by the Board of Directors shall be authorised to consider and determine the offering price, the offering period, conditions and other details in relation to the rights issue and allocate the excess rights to those shareholders who wish to purchase the shares in proportion to their shareholdings until there remains no more shares to be allocated as deemed appropriate by the Company. In the event that there are excess shares to be allocated to all the existing shareholders who subscribe for any excess rights, the new ordinary shares shall be allocated to each shareholder for the amount as specified in the offer to purchase such excess rights.

The number of shares to be allocated mentioned above takes into consideration the circumstances where shareholders exercise their rights according to the warrants to purchase all of the ordinary shares of the Company. However, the number of shares to be allocated depends on the registered capital of the Company on the record date for the right to subscribe for new shares and shall be in accordance with the aforementioned ratio.

- (2) 46,709,530 new ordinary shares will be reserved for the exercise of the warrants which were allocated to the existing shareholders No. 3 (DEMCO-W3), to the existing shareholders No. 4 (DEMCO -W4) and to the management and employees No. 2 (ESOP 2) which will be adjusted in accordance with the terms and conditions of the warrants and the total reserved shares will be the aggregate number of 238,732,535 shares for the exercise of warrants.

If there are shares remaining from the rights issue or from the non-exercise of warrants, the Company may offer such shares in one or several tranches from time to time at the offering price of not less than 90 per cent. of the market price by way of private placement in accordance with the

Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551 regarding applications and permissions for the offer of new shares (the **CMSB Notification**). The Board of Directors shall be authorised to determine the offering price, offering period, conditions and other details of the allotment, including the determination of the "market price" as required by the relevant CMSB notifications.

In the event that the Company offers the shares issued in the capital increase to any investor who may be deemed to be a connected person in accordance with the CMSB Notification and other applicable notifications of the SET, the Company will prepare a disclosure as required by the relevant notifications.

Board's opinion: The Board recommends that the Meeting consider and approve the allocation of 363,538,157 new ordinary shares having a par value of Baht 1 each as detailed above.

5. To consider other business (if any)

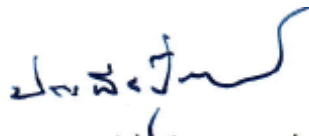
You are therefore invited to attend the meeting on the date, time and place above. For a shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form B and submit it to the Company before attending the meeting. A foreign shareholder who appoints a custodian in Thailand to take a deposit and take care of his/her shares, please use the attached proxy form either form B or C.

If you are unable to attend the Meeting, you may appoint an independent director, whose CV is attached to the proxy form, as your proxy to attend and vote at the Meeting on your behalf.

The Company determined a list of shareholders entitled to attend the Extraordinary General Meeting No. 1/2011 on 30 May 2011 (the Record Date) and gathered the names of shareholders in accordance with section 225 of the Securities and Exchange Act, 1992 (as amended) by closing the share register on 31 May 2011 (the Book Closing Date).

Yours faithfully,

Demco Public Company Limited



Mrs. Praphee Puipanthavong

Chairman of the board of directors

**Report of the 2011 Annual General Meeting of Shareholders
of
Demco Public Company Limited**

The meeting was held on 11st April 2011 at the meeting room at Demco public company limited No. 59 Moo1 Tambon Suanprikthai, Amphoe Muang Pathumthani, Pathumthani province 12000.

Gen. Thian Chonmaitree, chairman of the Audit Committee, conducted the meeting by declaring that the 91 attended shareholders obtaining 266,167,759 shares, equivalent to 60.03 % 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. Mrs. Praphee Puipunthavong | Chairman of the board of directors |
| 2. Mr. Sanguan Tungdejahirun | Independent Director and the Audit committee |
| 3. Ms.Pasita Kityapoke | Independent Director and the Audit committee |
| 4. Mr. Pradej Kitti-itsaranon | Director and Managing Director |
| 5. Mr. Suwat Joradol | Director and deputy Managing Director |
| 6. Mr. Phongsak Siricupta | Director and deputy Managing Director |
| 7. Mr. Arkom Manakeaw | Director and deputy Managing Director |
| 8. Mr.Pairoj Sirirat | Director and deputy Managing Director |
| 9. Mr. Phumchai Hirunchai | Director and assistant Managing Director |
| 10. 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 Auditor firm, C & A, Khun Jintana Mahavanit
2. 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;

- (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 consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.2/2010 held on July 23, 2010.

The chairman informed the meeting that the minutes of the Extraordinary Shareholders' Meeting 2 / 2010 held on July 23, 2010 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. 2/2010 held on July 23, 2010.

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

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 2010.

Secretary explained as follows.

Balance sheets and income statements for the year ended 31 December 2010 together with the Auditor's Report. Listed in the Annual Report 2010, 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 2010 the company reported consolidated revenues approximately of THB 2,500 million, net profit approximately of THB 90 million, total asset THB 1,969 million, total liability THB 919 million , equity THB 1,050 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 2010 and to approve financial statements and auditor's report for the period ended 31 December 2010.

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

The chairman has asked the company secretary to explain the allocation of profits from operations in 2010 and the dividend payment.

Secretary explained as follows;

Financial statements for the accounting period ended December 31, 2010 has been audited. It appears that company net profit from operations in 2010 with earnings of THB 112,830,280.65 and un-appropriated retained earning of THB 111,379,981.32. 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 / 2011 held on February 25, 2011 resolved to propose allocation of 2010 net profit to reserves of THB 5,701,514.03 representing 5.05 percent of THB 112,830,280.65 with a final dividend of 0.05 baht per share to shareholders including the DEMCO-W3 , DEMCO-W4 holders who exercise their warrants to ordinary shares on March 31, 2011 amount dividend payment is 20,547,946.90 baht, total 410,958,938 shares, combined the interim dividend 43,546,184.30 baht, total dividends all year is 64,094,131.20 baht or 56.81 % , in line with the dividend policy of the company.

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 21 April 2011 and to collect list under section 225 of the Act. Securities by closing on 22 April 2011 and the dividend will be payable on 10 May 2011.

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 2010 as legal reserves of 5,701,514.03 baht and paid dividends of THB 0.05 per share. The date set by the list of shareholders is entitled to receive dividends on 21 April 2011 and collected a list under Section 225 of the Act. Securities by closing on 22 April 2011 dividend will be payable on 10 May 2011, as proposed in all respects.

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

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 four 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 2011 are as follows:

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

The Board of Directors Jointly determine the appropriate qualifications and

experience during the past. The four persons should appoint to be directors 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 considered individually appointed the following persons to be directors another term as follow

- 1.) Ms.Praphee Puipanthavong,
 approved 266,527,177 votes is 99.98%.
 abstained 46,000 votes is 0.02%.
- 2.) Mr.Suwat Joradol
 approved 266,533,177 votes is 99.98%.
 abstained 40,000 votes is 0.02%.
- 3.) Mr.Arkorn Manakaew
 approved 266,533,177 votes is 99.98%.
 abstained 40,000 votes is 0.02%.
- 4.) Mr. Pairoj Sirirat
 approved 266,533,177 votes is 99.98%.
 abstained 40,000 votes is 0.02%.

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

The chairman has asked the company secretary to clarify details of the annual remuneration in 2011

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 2011 the Board of Directors Resolution No. 1 / 2011 held on February 25, 2011 propose the remuneration of the board of directors in 2011 equal to the year of 2010 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 2011, equal to the year

2010, in the amount not exceeding 3,900,000 Baht , as proposed in all respects.

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

The chairman has asked the Chairman of the Audit Committee to explain the auditor appointed for the period ended December 31, 2011, and approved the amount of the audit fee for year 2011.

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 2011.

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 2011 is 900,000 baht, equal to year 2010.

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

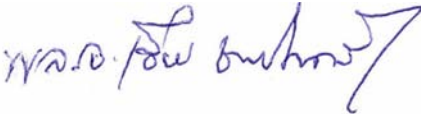
After that, the chairman invited the meeting to discuss. Without any question, the chairman invited the meeting to vote for this agenda.

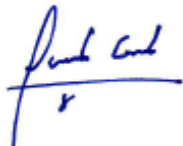
Resolutions : The meeting unanimously resolved to appoint an auditor from C & A audit Firm to be the auditor of the company in 2011 and approved the annual audit fee amount not exceeding THB 900,000 as proposed in all respects.

Agenda 7. Consider other activities.

The chairman asked the meeting that the shareholders have any inquiries or other matters are suggested.

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 15.55 pm.

Signature  Chairman of the meeting
(Gen. Thian Chonmaitree)

Signature  Record of the meeting
(Mr. Paitoon Gumchai)

(Translation)

**Information Memorandum on Acquisition of Asset and Connected Transaction
Of
Demco Public Company Limited**

The meeting of Board of Directors (Extraordinary Meeting) of Demco Public Company Limited (the **Company**) No. 4/2011 held on 13 May 2011 (the **Board Meeting**) approved the investment by the Company in Aeolus Power Co., Ltd. (**Aeolus**) by subscribing for 35,135,135 new ordinary shares to be issued by Aeolus which are equal to 27 % of its registered capital. Such an acquisition of shares in Aeolus is classified as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 (as amended) and the SET Notification Re: Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October 2004 (**Acquisition or Disposal Rules**), whereby the transaction size exceeds 50%.

In addition, such an investment in Aeolus is considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected Party Transactions Rules dated 31 August 2008 (as amended) and the SET Notification Re: Disclosure and Compliance by Listed Companies relating to Connected Party Transactions B.E. 2546 dated 19 November 2003 (**Connected Party Transaction Rules**) due to the fact that the director of the major shareholder in Aeolus is a director in the Company and the transaction size is larger than 3% of the net tangible assets of the Company. Therefore, the Company is obligated to prepare a report and disclosure to the Stock Exchange of Thailand (**SET**) and the Company's shareholders as follows:

1. Date/Month/Year of Transaction

The Company will acquire shares in Aeolus after the Extraordinary General Meeting of the Shareholders which will be held on 27 June 2011, has granted the approval. The consummation of the acquisition is expected to be in the third quarter of 2011.

2. Parties and Relationship with the Company

Purchaser: The Company

Sellers Aeolus, which is deemed a connected person of the Company, as the director of the major shareholder in Aeolus is a director in the Company

3. Nature of the Transaction

The Company will purchase new ordinary shares with a total amount of 35,135,135 shares which is equal to approximately 27% of the total issued shares of Aeolus at the offering price at Baht 37 per share. The Company will gradually pay for the shares as follows:

1st payment on 28 June 2011, the Company will pay Baht 325,000,008 for the share subscription of 8,783,784 shares.

2nd payment on 1 August 2011, the Company will pay Baht 220,000,002 for the share subscription of 5,945,946 shares.

3rd payment on 1 January 2012, the Company will pay Baht 189,999,995 for the share subscription of 5,135,135 shares.

4th payment on 1 March 2012, the Company will pay Baht 175,000,010 for the share subscription of 4,729,730 shares.

5th payment on 1 May 2012, the Company will pay Baht 159,999,988 for the share subscription of 4,324,324 shares.

6th payment on 1 July 2012, the Company will pay Baht 229,999,992 for the share subscription of 6,216,216 shares.

Aeolus hold shares with 60% registered capital in First Korat Wind Company Limited (**First**) and 60% registered capital in KR2 Company Limited (**KR2**). First is the company that operates the Huay Bong 3 wind power generation project in Nakorn Ratchasima Province (**Huay Bong 3**). KR2 operates the Huay Bong 2 wind power generation project in Nakorn Ratchasima Province (**Huay Bong 2**). This investment in Aeolus is to invest in First and KR2 through Aeolus so that First and KR2 may use the proceeds as capital in their wind power projects as mentioned above.

In such investment, the Company have entered into a shareholders agreement with Wind Energy Holdings Company Limited (**Wind Energy**), a shareholder with approximately 73% registered capital in Aeolus (the shareholding percentage after the Company invests in Aeolus) and an existing direct shareholder with 20% registered capital in First and 20 % registered capital in KR2. Key issues on the draft shareholder agreement are as follows:

1. Right to appoint director(s): A shareholder has the right to appoint one director for every 25% of the total amount of shares of Aeolus it holds.
2. Investments in new projects other than the Huay Bong 2 and Huay Bong 3 wind power projects, any entry into joint venture or merger, and/or making any borrowing or lending or grant of any guarantee of the amount of THB 30 million or more, must be approved by not less than 80% of the total votes.
3. Wind Energy agrees to purchase or procure the purchase of the Company's shares in the proportion of not more than 1.99% of the amount of shares in which the Company holds in Aeolus after the Huay Bong 2 and Huay Bong 3 wind power projects have commenced their commercial operations and before dividend payment from the projects is announced.
4. Restrictions for share transfer is agreed as follows:
 - (a) If the Company wish to sell all or a partial of shares it holds before the Huay Bong 2 and Huay Bong 3 wind power projects commence their commercial operations, the Company must pay the full amount of the share price as agreed beforehand.
 - (b) In the event that Wind Energy refuses to purchase Aeolus shares that the Company offers, Wind Energy must procure investors to purchase those shares. The Company shall be responsible for the expenses incurred from the procurement of such investors and the Company shall enter into the share purchase agreement or other agreements or documents required for such share sale and purchase, including providing the required representations and warranties in the documents. Wind Energy does not have to provide any representations and warranties in the documents.
 - (c) In the case where the Company offer to sell the shares to a third party and is able to sell the shares at a higher price than expected, the Company must share with Wind Energy half the marginal difference of the selling price (after deduction of expenses incurred as a result of the procurement of investors to purchase the Company's shares) and the expected selling price.

- (d) If the selling price is lower than expected, the Company has the right to choose whether to sell or not sell to a third party. In the event that the Company choose not to sell the shares, Wind Energy has the obligation to procure new investors to buy such shares. However, if the Company choose to sell the shares at a price lower than expected, Wind Energy must pay for the marginal difference of the selling price to the Company in cash or with Aeolus shares held by Wind Energy, or both.

The investment in Aeolus is classified as an acquisition of assets pursuant to the Acquisition or Disposal Rule. Once the transaction size is calculated, it would be classified as a Category 1 transaction, of which the size is more than 50%.

$$\frac{\text{Value of compensation} \times 100}{\text{Consolidated assets of the Company as at 31 December 2010}} = \frac{1,299,999,995 \times 100}{1,969,062,763}$$

$$= 66.02\%$$

In addition, the entering into the transaction is considered a connected party transaction with the transaction size larger than 3% of the net tangible assets of the Company.

$$\frac{\text{Value of compensation} \times 100}{\text{Consolidated net tangible assets of the Company as at 31 December 2010}} = \frac{1,299,999,995 \times 100}{1,025,150,928}$$

$$= 126.81\%$$

Therefore, the Company is obligated to prepare a report and a disclosure to the SET and seek approval from the shareholders meeting of at least 75% of the total amount of votes of the shareholders attending the meeting and having the right to vote, not including the shareholders with a conflict of interest. The Company must send a notice to the shareholders calling for the shareholders meeting together with the opinion of the independent financial adviser at least 14 days prior to the date of the shareholders meeting.

4. Details of Acquired Assets

Company	Aeolus Power Co., Ltd.										
Nature of Business	Holding company of companies which engages in the business of production and distribution of electricity.										
Capital Structure	As of 30 March 2011, Aeolus has registered capital of Baht 420,000,000, divided into 42,000,000 shares with the par value of Baht 10 each. The list of shareholders as of 30 March 2011 are as follows:										
	<table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: right;"><u>Percentage</u></th> </tr> </thead> <tbody> <tr> <td>1. Mr. Nopporn Suppaphipat</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>2. Ms. Sujitra Sanrum</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>3. Ms. Wannisa Peungwat</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>4. Wind Energy Holdings Co., Ltd.</td> <td style="text-align: right;">100</td> </tr> </tbody> </table>	<u>Name</u>	<u>Percentage</u>	1. Mr. Nopporn Suppaphipat	0.00	2. Ms. Sujitra Sanrum	0.00	3. Ms. Wannisa Peungwat	0.00	4. Wind Energy Holdings Co., Ltd.	100
<u>Name</u>	<u>Percentage</u>										
1. Mr. Nopporn Suppaphipat	0.00										
2. Ms. Sujitra Sanrum	0.00										
3. Ms. Wannisa Peungwat	0.00										
4. Wind Energy Holdings Co., Ltd.	100										
Director	As at 30 March 2011, there is one director, namely Mr. Nopporn Suppaphipat.										

Summary of Financial Status and Business Performance

Financial Information (Baht)	2010
Cash and bank deposit	25,505
Current assets	14
Total assets	991,960
Current liabilities	10,000
Total liabilities	10,000
Issued and paid-up capital	1,000,000
Shareholders' equities	981,960
Total income	1,369
Cost of sales	19,409
EBITDA	(18,040)
Interest payment	-
Net profit (Loss) before special transaction	(18,040)
Net profit (Loss) after special transaction	(18,040)

5. Total Value of Consideration

The Company will make payment in cash for the investment in Aeolus of 35,135,135 shares with a par value of Baht 10 per share at a price of Baht 37 each, totalling to an amount of approximately Baht 1,299,999,995.

6. Value of Acquired Assets

35,135,135 shares of Aeolus with a par value of Baht 10 each, totalling to an amount of approximately Baht 1,299,999,995 at a price of 37 Baht each.

7. Criteria for Calculating Value of Consideration

The selling price of Baht 37 per share is a price determined and offered by Aeolus to the Company based on the estimated return on investment in comparison with the return on investment in the power generation industry.

8. Expected Benefits to the Company

After the acquisition of shares in Aeolus, the Company will gain benefits from the projects as a construction contractor and through synergies as a co-developer of a renewable energy project. The Company will also benefit from the dividends which will result in constant cash flow of the Company.

9. Source of Funds

The Company will use the proceeds from the capital increase by way of the exercise of warrants No. 3 and No. 4, rights issue, the offering of treasury stock, loan from banks, and cash flow from the Company's business operation to pay for the share subscription price in its investment in Aeolus. Therefore, the Company will still have sufficient amount of cash flow for its business operations.

10. Details of the Connected Transactions

Mr. Pradej Kitti-itsaranon, a director of the Company, is also a director in Wind Energy, a major shareholder holding 100% shares in Aeolus (prior to the Company's investment). Therefore, he may be deemed as a connected person of the Company pursuant to the Connected Party Transaction Rules and the transaction size is larger than 3% of the net tangible assets of the Company. The Company is therefore required to prepare a report and disclosure to the SET and seek approval from its shareholders which must be obtained in a shareholders' meeting by note less than ¾ of the votes of shareholders attending the meeting and eligible to vote, not including the votes of the interested shareholders.

11. Nature and Scope of Interest of Connected Persons

Connected Person	Position in the Company	Shareholding (%)
Mr. Pradej Kitti-itsaranon	Director	4.30*

* Shareholding of Mr. Pradej Kitti-itsaranon and spouse and when combined with the indirect shareholding through DDMart Company Limited, the aggregate shareholdings of Mr. Pradej Kitti-itsaranon and spouse is 4.69%.

12. Opinion of the Company's Board of Directors

The Company's Board of Directors views that this investment will benefit the Company and are under the reasonable conditions and terms because Huay Bong 2 and Huay Bong 3 wind power projects which belong to First and KR2 which are subsidiaries of Aeolus is a prospective project and continuously profitable which will add value for the shareholders and such investment in Aeolus is considered an expansion of the renewable energy business.

13. Directors with Interest in the Entire Business Transfer (including the Offer of New Shares), which is a Connected Transaction

None.

The interested directors did not attend the meeting of the Board of Directors nor vote in favour of the proposed investment by the Company in Aeolus.

The Company certifies that all information contained in this Information Memorandum is true and accurate and is carefully prepared the benefit of the shareholders. This Information Memorandum is prepared for information disclosure only, not to persuade or to be an offer for the acquisition or subscription for any securities.

Demco Public Company Limited



(Mr. Phongsak Siricupta)

Managing Director

FORM OF CAPITAL INCREASE REPORT
Demco Public Company Limited
Date 13 May 2011

We, Demco Public Company Limited (the **Company**), hereby report the resolutions passed at the Meeting of the Board of Directors of the Company No. 4/2011, held on 13 May 2011, in relation to the increase of the registered capital of the Company and the allotment of new shares as follows:

1. Increase of capital

The Board of Directors' Meeting resolved to increase the registered capital of the Company by another Baht 363,538,157 from the existing registered capital of Baht 635,461,843 to Baht 999,000,000 by an issue of 363,538,157 new ordinary shares at par value of Baht 1 each, totalling Baht 363,538,157.

2. Allotment of capital increase

The Board of Directors' Meeting resolved to allot 363,538,157 new ordinary shares of par value Baht 1 each, being Baht 363,538,157, as follows:

2.1 Details of the Allotment

Allotment	Number of shares	Ratio (Old : New)	Offering price per share (Baht)	Subscription and /or payment period	Remark
(i) To existing shareholders	316,828,627	2:1	Directors or any person nominated by directors will determine as deemed appropriate	Directors or any person nominated by directors will determine as deemed appropriate	See item no. 2.4 below
(ii) For a reserve for the exercise of warrants	46,709,530	-	-	-	-

2.2 The Company's plan in case where there is a fraction of shares remaining:

Any fraction of shares will be disregarded.

2.3 The number of shares which have not yet been allotted:

-None-

2.4 During the subscription period, the existing shareholders may put forward an offer to subscribe for any excess rights at the same price. The Board of Directors or any person nominated by the Board of Directors is authorised to consider and determine the offering price, the offering period, conditions and other details in relation to the rights issue and allocate the excess rights to those shareholders who wish to purchase the shares in proportion to their shareholdings until there remains no more shares to be allocated as deemed appropriate by the Company. In the event that there are excess shares to be allocated to all the existing shareholders who subscribe for any excess rights, the new

ordinary shares shall be allocated to each shareholder for the amount as specified in the offer to purchase such excess rights.

If there are shares remaining from the rights issue or from the non-exercise of warrants, the Company may offer such shares in one or several tranches from time to time at the offering price of not less than 90% of the market price by way of private placement in accordance with the Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551 regarding applications and permissions for the offer of new shares (the **CMSB Notification**). The Board of Directors shall be authorised to determine the offering price, offering period, conditions and other details of the allotment, including the determination of the "market price" as required by the relevant CMSB notifications.

3. The date of the shareholders' meeting for approval of the capital increase and share allotment

The Extra Ordinary General Meeting of Shareholders No. 1/2011 (the **EGM**) will be held on 27 June 2011 at 14.00 pm., at meeting room, Demco Public Company Limited, No.59, Moo 1 Tambon Suanphrikthai, Amphoe Muang Pathumthani, Pathumthani 12000. The record date for the right to attend the EGM will be 30 May 2011 and the share register closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled for 31 May 2011.

4. Approval of the capital increase/allotment of new shares by the relevant governmental agency and condition for such approval (if any)

- None -

5. Purpose of capital increase and use of proceeds

- a) to make payment for the shares in Aeolus Power Co., Ltd.
- b) to enhance the Company's financial liquidity and working capital; and
- c) to be reserved for exercise of warrants of the Company

6. Benefits obtained by the Company from the capital increase

The Company will have the capital to support its business expansion by way of investment in Aeolus Power Co., Ltd. which will improve its business capacity.

7. Benefits obtained by the shareholders from the capital increase

7.1 Dividend policy

It is the Company's policy to distribute dividends at a minimum rate of 40 per cent. of the net profits of the Company after tax and set aside as legal reserve. However, the Board of Directors of the Company may consider to waive or change such policy from time to time so long as it will best benefit the shareholders, e.g. set aside as reserve for loan repayment, as investment capital for the purpose of business expansion or in the event that the Company's cash flow is affected due to any change in the market.

7.2 Shareholders' rights

If the Company declares payment of dividend, the shareholders will have the right to receive dividends paid out of the Company's operating results from the 2011 fiscal year onwards.

8. Other details necessary for shareholders to approve the capital increase and share allotment

The rights issue will commence after the Company sells all the shares which have been repurchased. If the Company does not invest in Aeolus Power Co., Ltd., it will not proceed with the increase of capital as approved.

9. Schedule of actions for the capital increase and share allotment

9.1 The EGM No. 1/2011 will be held on 27 June 2011 at 14.00 pm., at meeting room , Demco Public Company Limited , No.59, Moo 1 Tambon Suanphrikthai, Amphoe Muang Pathumthani, Pathumthani 120009.2 The record date for the right to attend the EGM is scheduled for 30 May 2011 and the share register closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled for 31 May 2011.

9.3 The Company is required to register the increase of its registered capital within 14 days of the shareholders' meeting approving the capital increase.

We hereby certify that the above information is accurate and complete.

Yours faithfully,
Demco Public Company Limited



(Mr.Phongsak Sirecuppta)

Managing Director

A resume of The Independent directors

1. **Gen.Thian Chonmaitree**
Age 80 years
Residence 216/9 Chugpra Road, Klong Chugpra, Talingchun Bangkok 10170

2. **Mr.Sanguan Tungdejahirun**
Age 70 years
Residence 28/14 Moo 2 Soi 60 Vipavadee-Rangsit Road, Talad Bangkhen Lugsee
Bangkok 10210

3. **Mr.Maitree Lalsanakoses**
Age 63 years
Residence 188/2 Soi Tonson ,Jeangwattana Road, Bangtalad, Parkkred,
Nonthaburi 11120

4. **Mrs.Pasita Kityapoke**
Age 50 years
Residence 88 Soi Pradiphat 19 ,Pradiphat Road, Samsennai, Phayathai, Bangkok
10400

The 1st and 2nd independent directors have connected transaction to Agenda 3, and 4 : Consideration on the Company's capital increase, to consider and approve the allocation of new shares.

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.

Form of Proxy, Form B.
(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) I/We nationality
 residing/located at No. Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

(2) being a shareholder of Demco Public Company Limited, holding shares
 in total which are entitled to cast ___ votes as follows:
 ordinary shares: shares in total which are entitled to cast votes; and
 preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years,
 residing/located at No. Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

(2) age years,
 residing/located at No. Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

(3) age years,
 residing/located at No. Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on 27 June 2011 at 14.00 hrs. at the conference room, No. 59, Moo 1, Suan Prik Thai sub-district, Muang Pathumthani district, Pathumthani province or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda no 1 To consider and certify the minutes of the 2011 Annual General Meeting of Shareholders

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 2 To consider and approve the acquisition of shares in Aeolus Power Co., Ltd.

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 3 To consider and approve the Company's capital increase and the amendment to clause 4 of the Company's Memorandum of Association to reflect the capital increase

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 4 To consider and approve the allocation of new shares

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 5 To consider other business (if any)

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Demco Public Company Limited.

For the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on 27 June 2011 at 14.00 hrs. at the conference room, No. 59, Moo 1, Suan Prik Thai sub-district, Muang Pathumthani district, Pathumthani province or such other date, time and place as may be adjourned.

Agenda no. re:

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. re:

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. re:

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. re:

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. re:

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

 Made at _____

Date ____ Month _____ Year _____

(1) We _____
 located at No. _____, _____ Road, Tambol/Kwaeng _____,
 Amphur/Khet _____, Province _____, Postal Code _____
 in our capacity as the custodian for _____,
 being a shareholder of Demco Public Company Limited, holding _____ shares in total which
 are entitled to cast _____ votes as follows:

ordinary shares: _____ shares in total which are entitled to cast _____ votes; and
 preferred shares: _____ shares in total which are entitled to cast _____ votes,

(2) We wish to appoint

(1) _____ age ____ years,
 residing/located at No. _____, _____ Road, Tambol/Kwaeng _____,
 Amphur/Khet _____, Province _____, Postal Code _____, or

(2) _____ age ____ years,
 residing/located at No. _____, _____ Road, Tambol/Kwaeng _____,
 Amphur/Khet _____, Province _____, Postal Code _____, or

(3) _____ age ____ years,
 residing/located at No. _____, _____ Road, Tambol/Kwaeng _____,
 Amphur/Khet _____, Province _____, Postal Code _____

any one of them as our proxy to attend and vote on our behalf at the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on 27 June 2011 at 14.00 hrs. at the conference room, No. 59, Moo 1, Suan Prik Thai sub-district, Muang Pathumthani district, Pathumthani province or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
 - Ordinary shares: _____ shares in total, which are entitled to cast _____ votes; and
 - Preferred shares: _____ shares in total, which are entitled to cast _____ votes,
 Total: _____ votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

Agenda no 1 To consider and certify the minutes of the 2011 Annual General Meeting of Shareholders

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 2 To consider and approve the acquisition of shares in Aeolus Power Co., Ltd.

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 3 To consider and approve the Company's capital increase and the amendment to clause 4 of the Company's Memorandum of Association to reflect the capital increase

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 4 To consider and approve the allocation of new shares

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no. 5 To consider other business (if any)

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of Demco Public Company Limited.

For the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on 27 June 2011 at 14.00 hrs. at the conference room, No. 59, Moo 1, Suan Prik Thai sub-district, Muang Pathumthani district, Pathumthani province or such other date, time and place as may be adjourned.

- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with ___ votes Disapprove with ___ votes Abstain with ___ votes
-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with ___ votes Disapprove with ___ votes Abstain with ___ votes
-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with ___ votes Disapprove with ___ votes Abstain with ___ votes
-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with ___ votes Disapprove with ___ votes Abstain with ___ votes
-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with ___ votes Disapprove with ___ votes Abstain with ___ votes

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. 1/2011 of Demco Public Company Limited.

1. Documents Required Prior to Attending the Meeting

For Individuals

1. Self-Attending

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

2. Proxy

- 2.1 One Proxy Form in the form as attached to the notice of 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.
- 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 an attached) to be your proxy and sign the form as the Grantor.
- (3) Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to comply with the law and to create binding effect.
- (4) Return the completed Proxy Form to Demco Public Company Limited, no. 59 Moo 1, Tambonl Suanprikthai, Amphoe Muang, Pathumthani Province 12000 before the meeting date or deposit such proxy form and supporting documents with the Chairman or person designated by the Chairman before the proxy attending the meeting.

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

3. Meeting Registration

The commencement for registration to attend the Meeting will be at 12.00 hours on Monday June 27, 2011, at Meeting Room, 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.*

Condition and Method in the Meeting
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Company's regulation concerning to the Agendas specified in the invitation for the Meeting of Shareholders

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

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

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

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

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

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

Topic 35. In the meeting of Shareholders , shareholder may authorize a proxy to act on behalf for meeting and for vote. The proxy may not be the

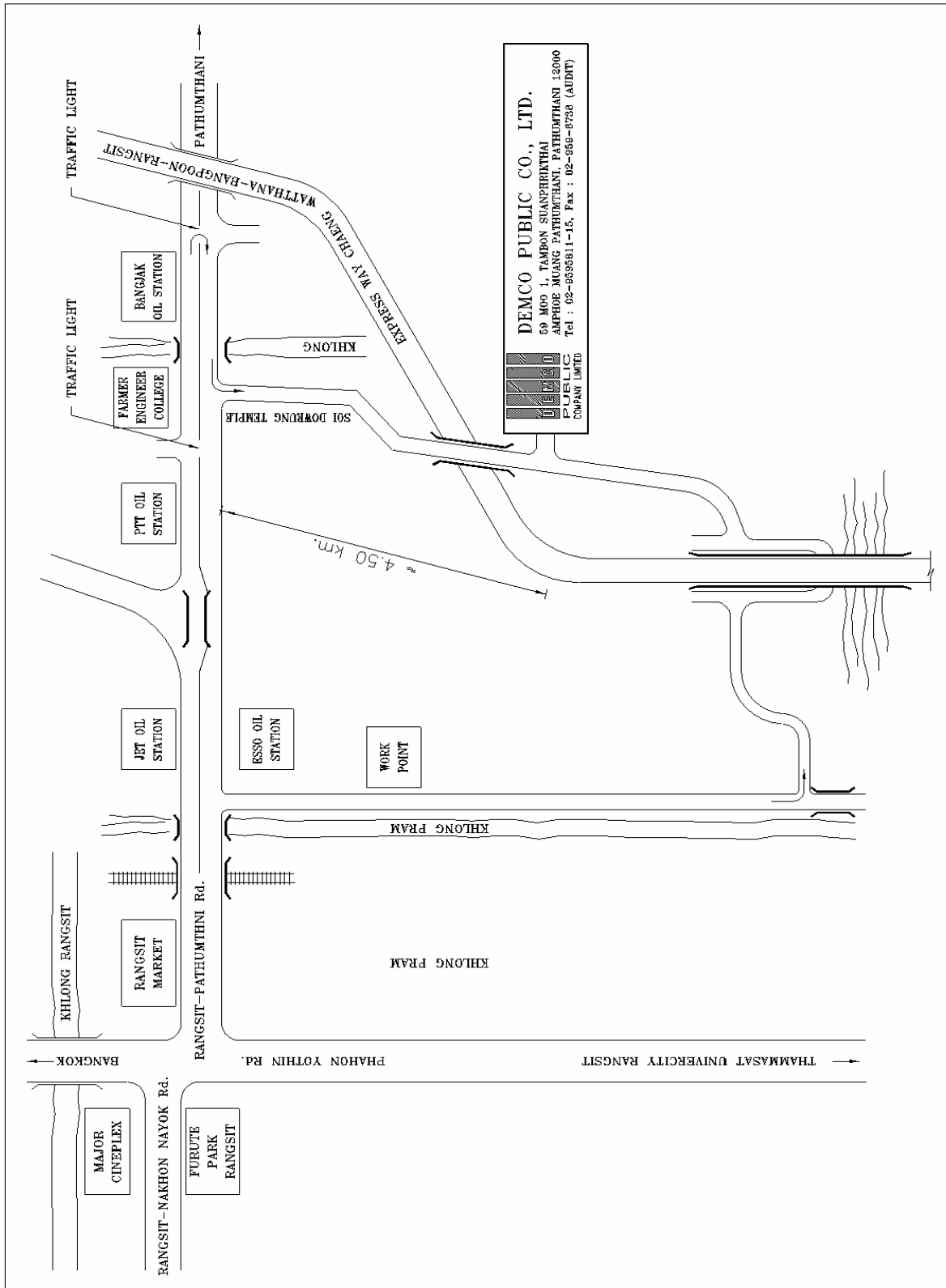
Shareholder of the Company. The power of attorney shall be made and signed in the form stipulated by the registrator of Public Company Limited.

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 retiled auditors may be appointed to continue in their office for next term.



A map of the company's office.



Demco Public Company Limited

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