



**Document for the Extraordinary
General Meeting of Shareholders
No. 1/2012**

**Demco Public Company Limited
On Wednesday October 17, 2012
at 2.00 pm.**



At

**The Supannika Room, floor 3, TK Palace Hotel,
No.54/7 Soi Jangwattana 15,
Jangwattana Road, Tungsonghong, Luksi, Bangkok**

(Translation)

Demco Public Company Limited
Pathumthani Province
Thailand

October 1, 2012

Subject : Notice for the Extra-Ordinary Shareholders Meeting No. 1/2012

To : Shareholders
Demco Public Company Limited

Enclosures : 1. A copy of minutes of the Annual General Meeting of Shareholders 2012
2. Details of the Restructure of Organization of Demco Public Company Limited
3. Proxy Form
4. Documents or evidences required to support the appointment of proxy and attendant
5. A resume of members to the Audit Committee to be appointed as proxy
6. A map of TK Palace Hotel

The Board of Directors of Demco Public Company Limited hereby calls for the Extra-Ordinary Shareholders Meeting no. 1/2012, to be held on 17 October 2012, at 2.00 pm, at Supanikar Room, TK Palace Hotel, no. 54/7 Soi Cheangwattana 15, Cheangwattana Road, Tung Song Hong Sub-district, Laksi District, Bangkok 10210, to consider the following agenda:

Agenda 1 Adoption of the minutes of the Annual General Meeting of Shareholders 2012

Background: The Annual General Meeting of Shareholders 2012 was held on April 25, 2012, the minutes of which has been taken as appeared in Enclosure 1

Opinion of Board: The minutes of the Annual General Meeting of Shareholders 2012 properly and completely recorded the matters discussed in such meeting. The shareholders Meeting should adopt such minutes.

Agenda 2 Consideration of the transfer of steel structure manufacturing business, which is a BOI promoted business, to Demco Power Co., Ltd, a 99.99% owned subsidiary

Background: The Board of Directors meeting No.5/2012 held on 10 September 2012, has resolved to transfer the sale business, comprises of the manufacturing and sale of steel structure and support system, which is a BOI promoted business, the sale of equipment for distribution system, transmission line system and substation and the sale of construction material and equipment, to Demco Power Co., Ltd which is a subsidiary, as appeared in the Details of the Restructure of Organization of Demco Public Company Limited (Enclosure 2). However, since the transfer of BOI promoted business requires an approval of shareholders meeting, the Board has to propose this matter to the meeting for approval.

Opinion of the Board: Such transfer is for the purpose of restructuring of business of the group which shall increase flexibility and efficiency in business management. In addition, it will increase competitive opportunity and potential of Demco Power Co., Ltd. in the future. The shareholders Meeting should approve the business transfer as proposed.

Agenda 3 Consideration on the reduction of the registered capital by cancelling 363,538,157 unissued ordinary shares at the par value of Baht 1 per share.

Background: The Extra-Ordinary Shareholders Meeting no. 1/2011 has approved the increase of registered capital from Baht 635,461,843 to Baht 999,000,000 by issuing 363,538,157 ordinary shares at the par value of Baht 1 per share and has approved the right offering of 316,828,627 shares to raise fund for the company's operation and the allotment of 46,709,530 shares as additional reserve for the exercise of right by the holders of DEMCO-W3, DEMCO-W4 and DEMCO ESOP-2 warrants. The reserve needed to be adjusted due to capital increase.

Opinion of Board: Currently, the company has sufficient cash flow for its operation. There is no need to raise fund from the capital increase. Therefore, the Board recommends the reduction of registered capital. The shareholders Meeting should approve the capital reduction as proposed.

Agenda 4 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction, as follows

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

Background: This is the amendment to the Memorandum of Association in corresponding to the reduction of registered capital.

Opinion of Board: The amendment to Clause 4 of the Memorandum of Association is the requirement of the laws. The shareholders Meeting should approve the amendment to Clause 4 of the Memorandum of Association as proposed.

Agenda 5 Other matter (if any)

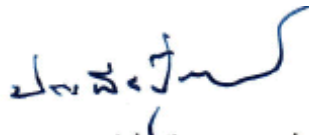
The Board of Directors set the record date to determine the right of shareholders to attend the shareholders meeting on 25 September 2012 and to assemble the names of shareholders as stipulated in the Securities and Exchange Act B.E. 2535, Section 225(as amended) by closing the shareholders' register on 26 September 2012.

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 a proxy to attend and vote at the meeting on your behalf, please fill in and sign on the enclosed proxy form (Enclosure 3) and submit such proxy form together with supporting documents as listed in the Enclosure 4 to Demco Public Company Limited, no. 59 Moo 1, Tambol Suan Pricketai, 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. You may appoint either the audit committee member, whose resume appears in Enclosure 5, or any person, as your proxy.

Yours faithfully,

Demco Public Company Limited



Mrs. Praphee Puipanthavong

Chairman of the board of directors

**Report of the 2012 Annual General Meeting of Shareholders
of**

DEMCO PUBLIC COMPANY LIMITED

The meeting was held on 25th April 2012 at the Supannika meeting room of 3rd floor at T.K. Palace hotel 54/7 Soi Jangwattana15 Jangwattana road Tungsonghong Laksi district Bangkok 10210

Mrs. Praphee Puipunthavong, chairman of the board of directors, conducted the meeting by declaring that the 44 attended shareholders and 51 proxies forming 95 attendances and obtaining 267,081,052 shares, equivalent to 48.8498 % of the paid up 546,738,963 shares, were enough to open the meeting according to the company's articles of association.

The chairman introduced the company's committees and the management as follows;

- | | |
|-------------------------------|---|
| 1. Mr. Vitaya Kotcharug | Proposed Independent Director and Chairman of the Audit committee |
| 2. Mr. Sa-nguan Tangdejahirun | Independent Director and Audit committee |
| 3. Mr. Mitree Laksanakoses | Independent Director and Audit committee |
| 4. Ms. Pasita Kityapoke | Independent Director and Audit committee |
| 5. Mr. Pradej Kitti-itsaranon | Director |
| 6. Mr. Suwat Joradol | Director |
| 7. Mr. Phumchai Hirunchai | Director |
| 8. Mr. Phongsak Siricupta | Director, Chairman of the Executive Director and Managing Director |
| 9. Mr. Pairoj Sirirat | Director, Executive Director, and deputy Managing Director |
| 10. Mr. Paitoon Gumchai | The Company's Secretary, Executive Director, and deputy Managing Director of Finance and Accounting |

Besides this, the following persons have attended the meeting as well;

1. The representative from the law consultant; Mr. Wicharn Duangrit
2. The representative from C&A audit firm; Khun Jintana Mahawanich and Khun Pimolratana Ruengratanasoontorn

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.
- (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) The chairman will invite the shareholders to perform voting for each agenda whether each of them putting "agree", "disagree", or "waive". Then the result and the resolution will be shown in the monitor.

- (4) Shareholders or the proxy, who have to leave the meeting room earlier before the voting time of any agenda, shall leave the marked cards to the company's officers. Then the scores from the cards shall be counted as well.
- (5) For the proxy using the voted form made by the shareholder, the scores shall be counted according to the shareholder's objective that already specified.
- (6) In each agenda, if Shareholders or the proxy would like to propose any comment or ask any question, the ones shall introduce him/herself first after the permission from the chairman.

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".

No one raised any question so the chairman continued the meeting by following the agendas.

Agenda 1 To certify the minutes of the extra-ordinary meeting of shareholders no. 1/2011 held on 27th June 2011

The chairman informed that the minutes of the extra-ordinary meeting of shareholders no. 1/2011 held on 27th June 2011 was submitted together with the invitation letter. Shareholders should consider the details if they were corrected or not. Any question shall be raised.

Mr. Arnan Tantijaruscheap a shareholder: require to change his name in the minutes of meeting from "อนันต์" to "อนันท์" and suggest that Investment return specified by IFA in page 22 that Return on Equity for the maximum will be in the late year which should be in the interval of the first eight years after Adder.

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

Resolution The resolution was made unanimously with 269,675,365 votes from 98 shareholders and proxy to approved the minutes of Extraordinary General Meeting of Shareholders 1/2011 held on June 27, 2011.

Agenda 2 To acknowledged the Company's annual report for the year 2011 and approved the financial statement for the year ended December 31, 2011, as duly audited and certified by the auditors

The chairman assigned the company's secretary to conclude the results as follows;

Company's secretary:

Balance sheets and Income statement for the year end 31st December 2011 including the auditors' report specified in 2011 Annual report have been approved by the Audit committee and audited by approved auditors. By the way, they have been submitted to the shareholders together with invitation letters. The conclusion shall be made briefly as per the table.

Company result

<u>Description</u>	<u>Unit</u>	<u>Year 2010</u>	<u>Year2011</u>
Revenue from sale business	MTHB	310.61	268.38
Revenue from service business	MTHB	2,182.21	3,020.46

Total Revenue	MTHB	2,520.20	3,327.60
Net profit	MTHB	73.59	116.08
Net profit rate	%	2.95	3.53
Net profit per share	Baht	0.23	0.27

Comparing to year 2010, revenue from sale business decreased because of the awareness of customers' credits policy but revenue from service business increased, renewable energy business increased from 190 MTHB to 1,125 MTHB in year 2011, comprising wind-farm project 800 MTHB approx and solar energy project 300 MTHB approx.

Balance sheet

<u>Description</u>	<u>Unit</u>	<u>Year 2010</u>	<u>Year 2011</u>
Total Asset	MTHB	1,969.06	3,656.29
Total Liability	MTHB	918.64	2,579.72
Shareholders' portion	MTHB	1,050.42	1,076.57
Paid Capital	MTHB	435.46	446.04

Total Asset increased significantly from year 2010 due to investment in Aeolus Power Co., Ltd, according to the approval of Extra-ordinary General Meeting of Shareholders No.1/2011 dated June 27, 2011. At December 31, 2011 the company has paid for the shares amount 611 MTHB of 1,300 MTHB.

Total Liability increased due to bank loan from 136MTHB to 589 MTHB and the Advance payment from customer increased from 131MTHB to 618 MTHB which coincide to the Revenue increased.

After the conclusion, some shareholders have asked questions as follows;

Khun Anan Tantijaruscheap Shareholder : Ask about the MOU signed with Wind Energy Holding that already expired.

Company's secretary : The new MOU with the same contents has been signed and extend the validity until December 31, 2014.

No one raised any more question, the chairman invited the meeting to vote for this agenda.

Resolution The resolution was made unanimously to approve the Company's annual report for the year 2011 and approved the financial statement for the year ended December 31, 2011, as duly audited and certified by the auditors

Agenda 3 To approve Net Profit allocation and approved the dividend payment from the net profit of second half year 2011

The chairman appointed the company's secretary to report about the net profit allocation and the dividend payment from the net profit of second half year 2011

The company secretary : Report as follows

With refer to the financial statement for the year ended December 31, 2011, the company got the net profit amount 134,983,831.11 THB in the year 2011 and retained earnings amount 123,732,742.54 Baht. The company policy about dividend payment is 40 percent of net profit.

Besides this, the company has to allocate at least 5 percent of the net profit as legal reservation until 10 percent of the registered capital or above according Section 116 of the Public Limited Companies Act of B.E.2535.

The resolution of the board of directors no.1/2555 dated February 28, 2012 approved the company to

1. Allocate not less than 5 percent of the net profit 134,983,831.11 Baht equivalent to 6.75 MTHB as legal reservation. The aggregate legal reservation is 37.11 MTHB, 3.71 percent of the registered capital.

2. Provide the dividend payment of 0.08 Baht per share, from the net profit after 30 percent tax of second half year 2011, to the shareholders, DEMCO-W4 holders and DEMCO-ESOP#2 holders who exercise their warrants to ordinary share on March 30, 2012.

The details of ordinary shares calculated for dividend payment are as follows

<u>Description</u>	<u>Amount</u>	
Ordinary share before W4 and ESOP2 exercising	546,738,963	share
Deduct Treasury Stock	32,479,900	share
Primary ordinary share for dividend	514,259,063	share
Plus ordinary share from ESOP2 exercising	2,686,464	share
Total ordinary share for dividend	516,945,527	share
Dividend payment per share	0.08 Baht	
Dividend payment of the second half year 2011	41,355,642.16 Baht	
Dividend payment of the first half year 2011	14,385,220.79 Baht	
Dividend payment of the year 2011	55,740,862.95 Baht	

Dividend payment ratio is 41.29 percent of the net profit of year 2011

Payment shall be made to the shareholder who has the right eligibility named in registration book of company shareholder. The date to determine shareholder eligibility for dividend shall be May 8, 2012, as required by article 225 of Securities Exchange Act, eligible shareholder list shall be compiled the close of the company's share registration book as of May 9, 2012. The SET shall marked XD on May 3, 2012. The dividend payment schedule is on May 22, 2012.

After the report of the company secretary, the chairman invited shareholders to discuss

Mr. Somchai Suchartcharoenying a shareholder : Why is the dividend payment ratio of year 2011 less than the year 2010 and 2009 from 15 satang per share to 11.15 satang per share? And what about the year 2012?

Managing director: The decreasing of dividend payment ratio due to the delay of wind-farm project about the permission certificate and investment fund structure. This caused the revenue differ from the target. Anyway, the problems were solved. For the trends of year 2012 and 2013, They will be informed in the next agenda.

No one raised any more question, the chairman invited the meeting to vote for this agenda.

Resolution The resolution was made unanimously by 272,423,004 votes of 111 shareholders and proxy to approve the allocation of the net profit of the year 2011 to be legal reservation amount 6,750,000 THB and to pay as dividends of the second half year at the rate 0.08 THB per share to the eligible shareholders. Dividend payment amount is 41,355,642.16 THB. The date to determine shareholder eligibility for dividend shall be May 8, 2012, as required by article 225 of Securities Exchange Act, eligible shareholder list shall be compiled the close of the company's share registration book as of May 9, 2012. The dividend payment schedule is on May 22, 2012 according to the suggestion of the board of directors.

Agenda 4 To consider and approve directors in replacement of those retired by rotation

The chairman informed that the directors who retired effectively on the date performing this annual general meeting of shareholders 2012 are as follows

- Gen. Thien Chonmitree Independent Director and Chairman of the Audit committee
- Mr. Sa-nguan Tangdejahirun Independent Director and Audit committee
- Mr. Mitree Laksanakoses Independent Director and Audit committee
- Ms. Pasita Kityapoke Independent Director and Audit committee

Gen. Thien Chonmitree, Independent Director and Chairman of the Audit committee, would like to retire by the personnel reason.

The board of directors realized to the appropriate knowledge, experience, and work quality of the remained rotation retired directors. Mr. Sa-nguan Tangdejahirun, Mr. Mitree Luksanakoses, Ms. Pasita Kityapoke were proposed to be directors again. Mr. Vittaya Kotcharug, Ex-governor of EGAT, was proposed to be Independent director and Chairman of the Audit committee as well. The resolution for Mr. Vittaya Kotcharug, Mr. Sa-nguan Tangdejahirun, Mr. Mitree Luksanakoses, Ms. Pasita Kityapoke to be directors were as follows

Resolution at the meeting 4 directors were approved by the vote as follows

1. Mr. Vittaya Kotcharug
 Agree 272,378,004 votes equivalent to 99.9816%
 Waive 50,000 votes equivalent to 0.0184%
 From 112 shareholders and proxy obtain 272,428,004 shares

2. Mr. Sa-nguan Tangdejahirun
 Agree 272,130,725 votes equivalent to 99.9816%
 Waive 50,000 votes equivalent to 0.0184 %
 From 111 shareholders and proxy obtain 272,180,725 shares(exc. Mr. Sa-nguan's votes)

3. Mr. Mitree Luksanakoses
 Agree 272,347,684 votes equivalent to 99.9816%
 Waive 50,000 votes equivalent to 0.0184%
 From 111 shareholders and proxy obtain 272,397,684 shares(exc. Mr. Mitree's votes)

4. Ms. Pasita Kityapoke
 Agree 272,347,684 votes equivalent to 99.9816%
 Waive 50,000 votes equivalent to 0.0184%
 From 111 shareholders and proxy obtain 272,397,684 shares(exc. Ms. Pasita's votes)

After the resolution, Mr. Anan Tantijaruscheap a shareholder said thank to Mr. Vittaya devoted himself for the company and requested him to demonstrate his vision for the meeting.

Mr. Vittaya Kotcharug : said thank to the shareholders appointed him to be a company director. His vision are as follows

1. To maintain shareholders' benefits equally.
2. To inspect management's works to be in the given policy.
3. To support for company staff development and promote the qualified ones to lead the company to the success.
4. To support for company image, customer satisfaction, and project accomplishment.

These four attitudes shall benefit to all shareholders.

Agenda 5 To consider the remuneration of the board of directors for the year 2012

The chairman assigned the company's secretary to explain the details and procedures to specify the remuneration for year 2012.

Company's secretary:

According to company regulations, the meeting of Annual General Meeting of Shareholders shall consider the remuneration of the board of directors.

For the year 2012, the meeting of the Board of Director No.1/2012 held on February 28, 2012 considered that the remuneration of the board of directors for the year 2012 should be the same as those of the year 2009-2010 within the budget 3,900,000 THB. This amount should be

suitable to pay as the remuneration, comparing to the remuneration of the board of directors in the same industries. Payment shall be made monthly for the chairman and the Audit committee totally 5 persons at 38,500 THB per month each or 2,310,000 THB per year in subtotal and for the director totally 6 persons at 22,000 THB per month each or 1,584,000 THB per year in subtotal. The total remuneration of the board of directors for the year 2012 for approval shall be not more than 3,900,000 THB.

After the explanation, the chairman invited shareholders to discuss.

Mr. Pichet Huta-yon a shareholder : Would like to know how often the committees performed meeting and how many committees attended each meeting.

Company secretary : The meeting of the committees of the year has been recorded in the annual report page 36 that already submitted to shareholders. The details shall fulfill the requirement.

No one raised any more question, the chairman invited the meeting to vote for this agenda.

Resolution The meeting had a resolution to approve the remuneration of the board of directors for year 2012 within the budget THB 3,900,000 according the committee proposal with the scores as follows;

Agree	154,581,210	votes	equivalent to	99.9475%
Disagree	127,968	votes	equivalent to	0.0493%
Waive	5,000	votes	equivalent to	0.0032%

From 104 shareholders and proxy obtain 154,662,410 shares (exc. the scores of the director benefited 118,365,834 votes)

Agenda 6 To approve the appointment of auditors and the remuneration for the year 2012

The chairman assigned the company's secretary to explain the details and procedures to appoint the auditors and consider the auditor's remuneration for the year 2012.

Company's secretary : informed as follows

Pursuant to Section 120 of the Public Limited Companies Act of B.E. 2535 and Article 33 of the company's articles of association, the meeting of the shareholders will appoint auditors and fix the auditors' remuneration. The Audit committee had considered and proposed the auditors from C&A audit firm to the board of directors to approve. The auditors from C&A Audit Firm were selected with the remuneration amount 1,050,000 Baht for the year 2012. The increased remuneration amount 155,000 THB, comparing to the year 2011, was due to the increasing of work load and re-inspecting the subsidiaries. The names of the auditors proposed for approval were as follows;

1. Ms. Jintana Mahavanich Certified Public Accountant no. 4687
2. Mrs.Jintana Techamontreekul Certified Public Accountant no. 5231

One of the auditors shall audit and provide any recommendation to the company's financial statement and total financial statement. Ms. Jintana Mahavanich was the company's auditor of the year 2011.

No one of the mentioned auditors involves or get benefit to the company, subsidiaries, management, or shareholders.

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

Resolution The resolution was made to approve the auditors from C&A Audit Firm with the remuneration amount 1,050,000 THB for the year 2012. The vote scores are as follows

Agree	272,952,044	votes	equivalent to	99.9721%
Disagree	76,200	votes	equivalent to	0.0279%

From 114 shareholders and proxy obtain 273,028,244 shares

Agenda 7 To consider other matters

The chairman assigned Mr. Phongsak Siricupta, the Managing Director, to inform the company operation plan for year 2012 and the future trend.

The managing director: To be informed at SET on March 14, 2012 in the Opportunity day exhibition that the company backlog until February 28, 2012 was 8,721.64 MTHB and at present up to April 17, 2012 approx. 8,188.08 MTHB by deducting 845 MTHB from the project solar cell construction at Bo Ploy which the owner changed shareholders' structure. The company was awarded the 4 projects of private substation construction amount 241 MTHB. Target of the revenue for year 2012 is 5,000 MTHB that exclude the project solar cell construction at Rojana industrial park 2,300 MTHB and the project wind farm at Kao Kor 800 MTHB. The project solar cell construction at Rojana industrial park shall be divided to 3 sub-projects for approx. 800 MTHB each. According to construction plan, the site would not be changed in the location but new design for higher support frames is required to avoid flooding. It is expected that the design should be completed within the third quarter of year 2012 and begin the construction in the fourth quarter. The beginning of each sub-project would be last for two months so the project shall be completed within the first quarter of year 2014. The project wind farm at Kao Kor is waiting for the approval of EIA from the cabinet. From the consideration of the committee, civil works construction shall be expected to begin within the fourth quarter of year 2012.

Besides this, PEA will issue Bids amount 3,000 -4,000 MTHB at the end of year 2012. The bidding for the project of telecommunication tower construction in 3G system will be issued as well. The company will be benefited from the lowering income tax from 30% to 23%. By the way, the project development wind farm project at Korat1, 2, and 3 which EGAT has approved to purchase electricity capacity 90 MW each, or 270 MW in total, would provide the value of the construction Balance of Plant approx. 4,000 MTHB and shall start the project during the year 2014 to 2015.

In the year 2013, the company shall maintain the growth rate in the core business at 10-15% and will get the dividend from the wind farm project which invested in Aeolus Power Co., Ltd at 200 MTHB per year. In conclusion, it is possible to increase the ROE of the company from 12% at present to be more than 20% in year 2013.

After the report, the chairman invited the meeting to ask any question or to suggest for opinion.

Mr. Seree Hattatharutch a shareholder: Changing in government effects to company business or not
The Managing Director: No effect because the awarded projects have been signed the contract already and the compensating energy projects are supported by government section very well to substitute natural gas power plants that use a large amount of gas around 75% in present.

Mr. Anan Tantijaruscheap a shareholder : Would like to know the progress of the wind farm project at Huoy Bong.

The Managing Director : Demonstrating made by the managing director as follows

The wind farm project Huay Bong2 and 3 at Dankhantod district Nakornratchasima province is far from Bangkok approx. 250 km. It comprises of 45 wind turbines each project and providing 90 MW electric power. The wind turbines would be supplied and installed by Siemens Denmark who supplied wind turbines generating electricity and transmitting to Chai Badan substation. Right now the foundations are ready for Siemens to install the wind turbines, first lot for 18 units, in May 2012. For transmission line, the works have been finished 99% on April 15, 2012. The progress of the wind farm project Huay Bong3 is approx. 75% and could begin COD within October 2012. The progress of the wind farm project Huay Bong2 is approx. 25% and could begin COD within February 2013. The finish of DEMCO portion shall be before the completion date.

The storm attacked at Ta Luong nearby Chai Badan district caused 270 transmission line tower supports fell down and DEMCO has inspected the damage and the claim shall be made to the insurance company for all risk pattern. The design and construction for the towers have been made follow PEA standard. The project have to be reinstalled transmission line for both sides of the road, 1 circuit each side, at distance 18 kilometers and shall be completed within 3-4 months that would be in time for COD.

Mr. Pichet Huta-yon a shareholder: Would like to know Siemens' submission date and electricity purchasing date.

The Managing Director: Energizing date shall begin in July 2012 and complete for all at the end of October 2012.

Mr. Pichet Huta-yon a shareholder: Would like to know the cost of the reinstallation after the storm shall be borne by whom?

The Managing Director: The construction cost by the insurance company but the redesign cost by the First Korat Wind.

Mr. Somchai Suchartcharoenying a shareholder: The increased 300 THB/day of the wage effect the company or not? How many percent?

The Managing Director: The company agree to follow the policy although it makes the cost increase 1.2%.

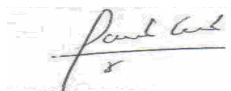
To inform more for the progress of solar farm project construction, right now the progress is more than 80%. The energization for 8 MW power to PEA shall be made in May, 2012.

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 15.40 hours.

In addition to the total vote scores for each agenda is not the same due to the addition shareholders during the meeting.

Signed  Chairman of the Meeting

Mrs. Praphee Pui-punthavong

Signed  Secretary to the Meeting

Mr. Paitoon Gumchai

The details of restructure organization of DEMCO Public Company Limited
Partial Business Transfer (“PBT”) to DEMCO Power Company Limited

1. Transaction Date : Within December 2012
2. The parties involved and the relationship with the Company
 Transferor : DEMCO Public Company Limited (the “Company”)
 Transferee : DEMCO Power Company Limited (“Subsidiary”)
 Relationship : DEMCO Power Company Limited is the Company’s owned subsidiary 99.99%

3. General Characteristics of the Transaction

At present DEMCO has 2 core businesses; 1) Service business and 2) Sale business. The core revenues of the Company comes from Service business which operates as contractor of electric system construction and service work in the field of electric engineering and all type of telecommunication. In addition, the Sale business comprises of the manufacture and sale of steel structure and support structure which is BOI promoted business, the sale of equipment for distribution system, transmission line system and substation and the sale of construction material and equipment. In order to promote the efficiency in managing these two different businesses and clearer revenue structure, DEMCO will transfer such Sale business to Demco Power, a 99.99% owned subsidiary.

As the purpose of the DEMCO partial business transfer to DEMCO Power is to restructure the Company’s business group structure. The result of the transfer, however, is not affected the total asset and performance of the group of DEMCO materially. The partial business transfers above transactions are not classified as any transaction according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 and the Notification of Capital Market Supervisory Board. No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets. Nevertheless, the transfer of the manufacture and sale of steel structure and support structure business which is a BOI promoted business, is required the shareholder approval from both DEMCO and DEMCO Power. Detail of the BOI promotion are as follow:

Number of Promotion Certificate	2232 (2)/2550
Promoted business	Manufacturing of Steel Structure Type4.19 Manufacturing of steel structure for construction or equipment for industrial work (Fabrication Industry)
Capacity	approximately 16,000 tons/year
Tax privilege	Exemption of corporate income tax on net profit from the promoted business in aggregate not exceeding 100% of investment, excluding land cost and working capital, for a period of 8 years from the first day of earning income from the project.

4. Benefits to the Company from the Proposed Transaction:

The restructure organization of the Company will not change the controlling and shareholding structures of the Company. The expected benefits from the Transaction are as of follows:

- Clearer the Company’ business group structure by transferring a non-related energy businesses from DEMCO to DEMCO Power
- Increase flexibility in managing and allocating resources among the different business
- Promote to business expansion and increase the competitive advantage of DEMCO Power in the future

5. Source of fund : Internal cash of the Company

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. 1/2012 to be held on 17 October 2012 at 2.00 pm. at The Supannika Room, floor 3, TK Palace Hotel, No.54/7 Soi Jangwattana 15, Jangwattana Road, Tungsonghong, Luksi, Bangkok 10210 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 2012 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 Consideration of the transfer of steel structure manufacturing business, which is a BOI promoted business, to Demco Power Co., Ltd, a 99.99% owned subsidiary

- (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 Consideration on the reduction of the registered capital by cancelling 363,538,157 unissued ordinary shares at the par value of Baht 1 per share
- (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 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction
- (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.

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. 1/2012 to be held on 17 October 2012 at 2.00 pm. at The Supannika Room, floor 3, TK Palace Hotel, No.54/7 Soi Jangwattana 15, Jangwattana Road, Tungsonghong, Luksi, Bangkok 10210 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 2012 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 Consideration of the transfer of steel structure manufacturing business, which is a BOI promoted business, to Demco Power Co., Ltd, a 99.99% owned subsidiary

- (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 Consideration on the reduction of the registered capital by cancelling 363,538,157 unissued ordinary shares at the par value of Baht 1 per share

- (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 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction

- (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
(.....)

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. 1/2012 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 B or Form C.), 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 Person1. *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 B or Form C.), 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 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 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 0.30 pm. on 17 October 2012 at 2.00 pm. at The Supannika Room, floor 3, TK Palace Hotel, No.54/7 Soi Jangwattana 15, Jangwattana Road, Tungsonghong, Luksi, Bangkok 10210 Please refer to the map attached.

4. **Voting**

1. **Voting Regulation**

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

2. **Voting Procedures**

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

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

3. **Resolution of the Meeting**

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

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

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

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

A resume of The Independent directors represented by proxy at the meeting

1. Name Mr.Vitaya Kotcharug
Position Independent Director and Chairman of the Audit Committee
Age 70 years
Residence 59/127, Moo 3, Klongkleu, Pakkret, Nontaburi 11120

2. Name Mr.Sa-nguan Tungdejahirun
Age 70 years
Position Independent Director and the Audit Committee
Residence 28/14 Moo 2 Soi 60 Vipavadee-Rangsit Road, Talad Bangkhen Luksi Bangkok 10210

3. Name Mr.Maitree Laksanakoses
Age 63 years
Position Independent Director and the Audit Committee
Residence 188/2 Soi Tonson ,Jeangwattana Road, Bangtalad, Parkkred, Nonthaburi 11120

4. Name Mrs.Pasita Kityapoke
Age 50 years
Position Independent Director and the Audit Committee
Residence 88 Soi Pradiphat 19 ,Pradiphat Road, Samsennai, Phayathai, Bangkok 10400

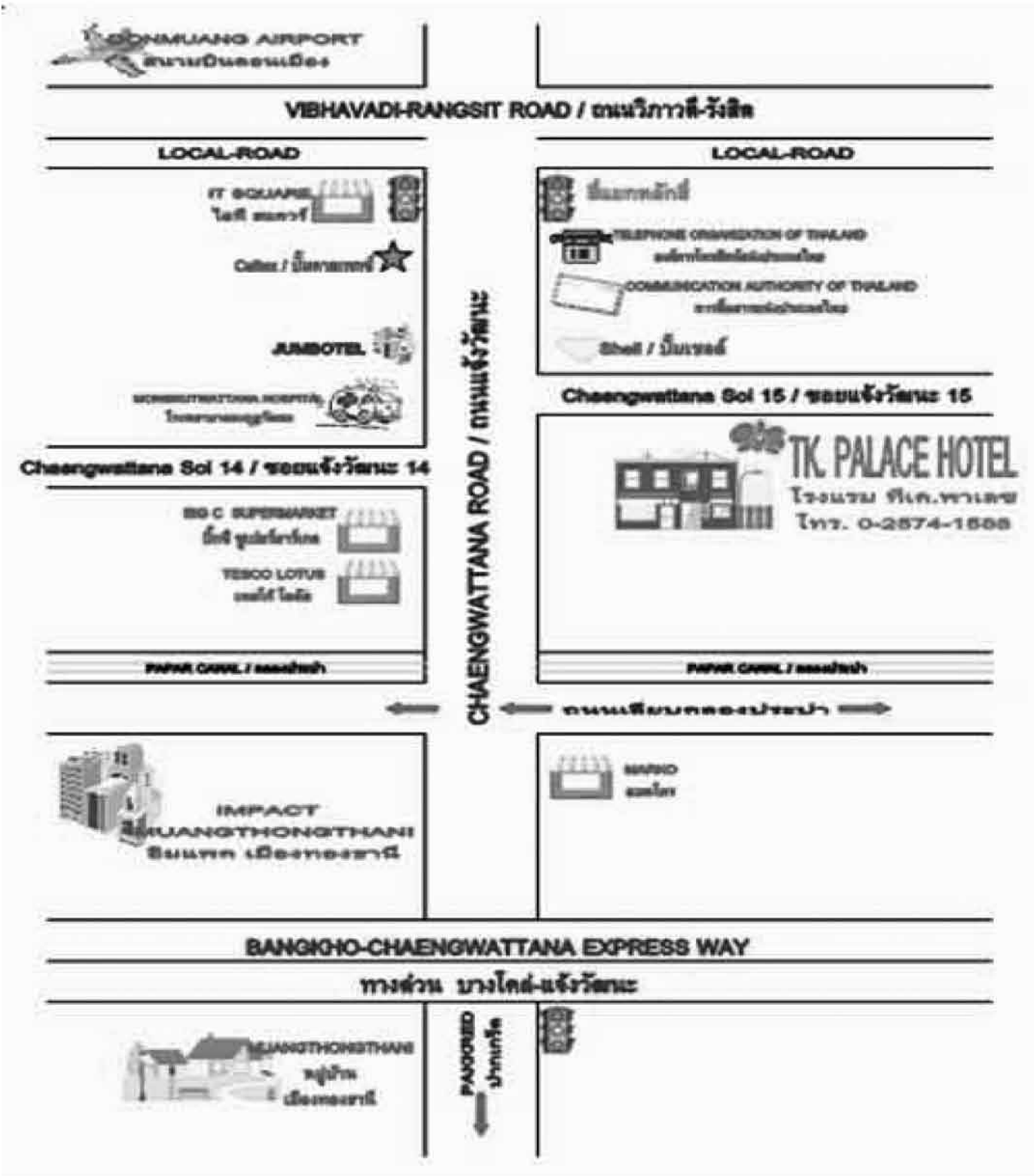
The independent directors have unconnected transaction

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

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

Enclosure 6

A map of the Meeting



TK Palace Hotel
No.54/7 Soi Jangwattana 15, Jangwattana Road, Tungsonghong, Luksi, Bangkok



บริษัท เดิมโก้ จำกัด (มหาชน)
Demco Public Company Limited