

(Please attach stamp duty of Baht 20)

Proxy Form B.

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Address _____

(2) as a shareholder of **Demco Public Company Limited**,

holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:

☐ Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)

☐ Preferred share _____ share (s) voting rights equivalent to _____ vote(s)

(3) hereby authorize either one of the following persons

(1) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____ or

(2) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____ or

(3) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____

(4) I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

Agenda item 1 To consider and adopt the Minutes of the 2013 Annual General Meeting of Shareholders

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 2 To consider and approve entering into an acquisition of assets and connected transaction of the Company

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 3 To consider and approve the decrease of the registered capital of the Company by cancelling the shares which have not yet been issued

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 4 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with the decrease of the Company's registered capital

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 5 To consider and approve the increase of the Company's registered capital

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 6 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of the Company's registered capital

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 7 To consider and approve the allocation of newly issued ordinary shares of the Company

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 8 To consider and approve the issuance and sale of warrants representing the right to purchase the newly issued ordinary shares No. 5 and warrants representing the right to purchase the newly issued ordinary shares No. 6

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 9 To consider and approve the issuance and sale of warrants representing the right to purchase the newly issued ordinary shares for directors, executives and employees No. 3

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 10 To consider any other business

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain
- (5) Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Note:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form B.

Annex to the Proxy Form B.

Grant of proxy as a shareholder of Demco Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 1/2013 to be held on May 30, 2013 at 14.00 hrs. at TK Palace Hotel, 5th Fl., TK Convention Room, 54/7 Soi Cheangwattana 15, Cheangwattana Rd., Toongsonghong, Laksi, Bangkok 10210 or at any adjournment thereof to any other date, time and venue.

- ☐ Agenda.....
Subject.....
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....
Subject.....
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....
Subject.....
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
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- ☐ Agenda.....
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- ☐ Agenda.....
Subject.....
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Proxy Form C.
(For Foreign Shareholder Appointing Custodian in Thailand)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Address _____

as a custodian for _____

who is a shareholder of **Demco Public Company Limited,**

holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:

☐ Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)

☐ Preferred share _____ share (s) voting rights equivalent to _____ vote(s)

(2) hereby authorize either one of the following persons

(1) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____ or

(2) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____ or

(3) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____

Only one of them as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 1/2013 to be held on May 30, 2013 at 14.00 hrs. at TK Palace Hotel, 5th Fl., TK Convention Room, 54/7 Soi Cheangwattana 15, Cheangwattana Rd., Toongsonghong, Laksi, Bangkok 10210 or at any adjournment thereof to any other date, time and venue.

(3) I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

☐ The proxy holder is authorized for all shares held and entitled to vote.

☐ The proxy holder is authorized for certain shares as follows:

☐ Ordinary share for _____ shares and having voting right for _____ votes

☐ Preferred share for _____ shares and having voting right for _____ votes

Total entitled votes _____ votes

(4) In this meeting, I/we hereby grant my/our proxy to vote on my/our behalf as follows:

Agenda item 1 To consider and adopt the Minutes of the 2013 Annual General Meeting of Shareholders

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
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- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
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Agenda item 4 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with the decrease of the Company's registered capital

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
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- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
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Agenda item 6 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of the Company's registered capital

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
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Agenda item 7 To consider and approve the allocation of newly issued ordinary shares of the Company

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
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- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
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- (5) Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Note:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form C.

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- ☐ Agenda.....
Subject.....
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....
Subject.....
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Subject.....
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- ☐ Agenda.....
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- ☐ Agenda.....
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