



Document for the Extraordinary General Meeting of Shareholders

No.2/2010

Demco Public Company Limited

On Friday July 23, 2010 at 2.00 pm.

At Meeting Room 2 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

June 22, 2010

- Subject : Notice for the Extra-Ordinary Shareholders Meeting No. 2/2010
- To : Shareholders
Demco Public Company Limited
- Enclosures : 1. A copy of minutes of the Extra-Ordinary Shareholders Meeting No. 1/2010.
2. Details of Warrants DEMCO-W3 and DEMCO-W4
3. Details in relation to the issue of warrant for offering to directors and staff of the company DEMCO-ESOP#2
4. Capital Increase Report Form (F-53-4)
5. Documents or evidences showing required to support the appointment of proxy
6. A resume of independent directors to be appointed as proxy
7. A map of the company's office.
8. Proxy Form

The Board of Directors of Demco Public Company Limited hereby calls for the Extra-Ordinary Shareholders Meeting no. 2/2010, to be held on 23 July 2010, at 2.00 pm, at Meeting Room 2 at the office of the company, no. 59 Moo 1, Tambol Suan Pricktai, Amphur Muang, Pathumthain Province 12000, to consider the following agenda:

Agenda 1 Adoption of the minutes of the Extra-Ordinary Shareholders Meeting no. 1/2010

Opinion of Board: The Board is of the opinion that the minutes of the Extra-Ordinary Shareholders Meeting no. 1/2010 properly and completely recorded the matters discussed in such meeting. The shareholders Meeting should adopt such minutes.

Agenda2 Consideration on the reduction of the registered capital from 451,935,207 to Baht 435,461,843, by cancelling 16,473,364 unissued ordinary shares at the par value of Baht 1 per share.

Opinion of Board: The Board is of the opinion that the 16,473,364 shares have been reserved for the exercise of warrants DEMCO-W1 and DEMCO-W2 which already expired and, as such, no further need for the reserve. The shareholders Meeting should approve the capital reduction as proposed.

Agenda 3 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction, as follows

				Translation Version Only
“Clause 4. Registered Capital	:	435,461,843	Baht	(Four hundred thirty five million four hundred sixty one thousand eight hundred and forty three Baht)
Divided into	:	435,461,843	shares	(Four 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	:	435,461,843	shares	(Four hundred thirty five million four hundred sixty one thousand eight hundred and forty three shares)
Preferred shares	:	0	share	-None-“

Opinion of Board: The Board is of the opinion that since there is a capital reduction, it is necessary to amend Clause 4 of the Memorandum of Association accordingly. Provided that the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar. The shareholders Meeting should approve the amendment to Clause 4 of the Memorandum of Association as proposed.

Agenda 4 Consideration on the issue of 110,000,000 ordinary share warrants (DEMCO-W3) for offering to existing shareholders.

Details of the warrants are:

Type	:	Registered transferable ordinary share warrant
Number of warrants issued	:	110,000,000 units
Offering Price	:	0 Baht
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	2.70 Baht
Date of issue and offering	:	10 August 2010
Duration	:	1 year and 6 months
Allocation method	:	Offered to existing shareholders at the ratio of 4 existing shares for 1 warrant
Exercise date and condition	:	Warrant holder is entitled to exercise the right under the warrant on the last working day of the company in each quarter within a period of 1 year and 6 months from the issue date. The first exercise date shall be the last working day of December 2010 and the last exercise date shall be 10 February 2012. In case such date is not a working day of the company, the last exercise date shall be the working day preceding there to.
Secondary market	:	The company shall list the warrants in the MAI

Opinion of Board The Board is of the opinion that the issue of warrants to existing shareholders as proposed shall benefit the shareholders and be corresponding to the company's capital requirement. The shareholders Meeting should approve the issue of warrants as proposed.

Agenda 5 Consideration on the issue of 74,000,000 ordinary share warrant (DEMCO-W4) for offering to existing shareholders.

Details of the warrants are:

Type	:	Registered transferable ordinary share warrant
Number of warrants issued	:	74,000,000 units
Offering Price	:	0 Baht
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	5.00 Baht
Date of issue and offering	:	10 August 2010
Duration	:	2 years and 6 months
Allocation method	:	Offered to existing shareholders at the ratio of 6 existing shares for 1 warrant
Exercise date and condition	:	Warrant holder is entitled to exercise the right under the warrant on the last working day of the company in each quarter within a period of 2 years and 6 months from the issue date. The first exercise date shall be the last working day of December 2010 and the last exercise date shall be 10 February 2013. In case such day is not a working day of the company, the last exercise date shall be the working day preceding there to.
Secondary market	:	The company shall list the warrants in the MAI

Opinion of Board The Board is of the opinion that the issue of warrants to existing shareholders as proposed shall benefit the shareholders and be corresponding to the company's capital requirement. The shareholders Meeting should approve the issue of warrants as proposed.

Agenda 6 Consideration on the issue of 16,000,000 ordinary share warrant for offering to directors, management and staff (DEMCO-ESOP#2).

Details of the warrants are:

Type	:	Registered non-transferable ordinary share warrant
Number of warrants issued	:	16,000,000 units
Offering Price	:	0 Baht
Exercise ratio	:	1 warrant for 1 ordinary share
Exercise price	:	2.70 Baht
Duration	:	3 years
Allocation method	:	Offered directly to directors, management and staff of the Company.
Offering period	:	Within 1 year after the shareholders meeting approved the issue of the ESOP Warrant.

- Exercise date and condition : Warrant holder is entitled to exercise the right under the warrant for 5 times during the warrant duration. The first exercise date shall be 30 September 2010 and subsequent exercise date shall be the last working day of the company in each 6 months period from the first exercise date. The last exercise date shall be the last day of the 3 years period after the issue date. In case such day is not a working day of the company, the last exercise date shall be the working day preceding there to.
- Secondary market : None

Opinion of Board The Board is of the opinion that the issue of warrants to directors, management and staff as proposed shall promote morale of those personnel who have been part of the Company's success and shall motivate and reward those who diligently work for the Company on a long term basis. This will ultimately support the Company's business and generate maximum benefit to shareholders in the future. The shareholders Meeting should approve the issue of warrants as proposed.

Agenda 7 Consideration on the increase of the registered capital from Baht 435,461,843 to Baht 635,461,843, by issuing new 200,000,000 ordinary shares at the par value of Baht 1 per share.

Opinion of Board: The Board is of the opinion that it is necessary for the Company to increase the registered capital in order to have sufficient shares reserve for exercising of the warrants DEMCO-W3, DEMCO-W4 and DEMCO-ESOP#2. The shareholders Meeting should approve the capital increase as proposed.

Agenda 8 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase, 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.”

Opinion of Board: The Board is of the opinion that since there is a capital increase, it is necessary to amend Clause 4 of the Memorandum of Association accordingly. Provided that the person designated by the Board to proceed the registration of the

amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar. The shareholders Meeting should approve the amendment to Clause 4 of the Memorandum of Association as proposed.

- Agenda 9** Consideration of the allotment of shares issued in capital increase as follows:
- a. To allot 110,000,000 shares as reserve for the exercise of ordinary share warrant issued to shareholder (DEMCO-W3)
 - b. To allot 74,000,000 shares as reserve for the exercise of ordinary share warrant issued to shareholder (DEMCO-W4)
 - c. To allot 16,000,000 shares as reserve for the exercise of ordinary share warrant issued to directors, management and staff pursuant to ESOP Project (DEMCO-ESOP#2).

Opinion of Board: The Board is of the opinion that the proposed allotment of shares is based on the purpose of the capital increase. The shareholders Meeting should approve the allotment as proposed.

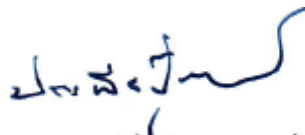
Agenda 10 Other matter (if any)

The Board of Directors set the record date to determine the right of shareholders to attend the shareholders meeting on June 30, 2010 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 July 2, 2010. The Board of Directors also set the record date to determine the right of shareholders who will be entitled to DEMCO-W3 and DEMCO-W4 warrants on August 3, 2010 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 August 4, 2010.

Please be informed accordingly and you are invited to attend the meeting on the date, time and at the place as mentioned above. Should you wish to appoint the audit committee member, whose resume is enclosed, or any person to attend and vote at the meeting on your behalf, please fill in and sign on the enclosed proxy form and submit such proxy form together with supporting documents as listed in the Enclosure 6 to Demco Public Company Limited, no. 59 Moo 1, Tambol Suan Pricktai, Amphoe Muang, Pathumthain Province 12000 before the meeting date or deposit such proxy form and supporting documents with the Chairman or person designated by the Chairman before the proxy attending the meeting.

Yours Sincerely,

Demco Public Company Limited



(Mrs.Praphee Puipunthavong)

Chairman of the Board of Directors

Minute of the Extraordinary General Meeting of Shareholders 1/2010

of

Demco Public Company Limited

The meeting was held on May 27, 2010 at the meeting room no.2 of 2nd floor at Demco public company limited No. 59 Moo1 Tambon Suanprikthai, Amphoe Muang Pathumthani, Pathumthani province 12000.

Mrs. Praphee Puipunthavong, chairman of the board of directors, conducted the meeting by declaring that the 88 attended shareholders obtaining 229,664,364 shares, equivalent to 58.40 % of the paid up shares, were enough to open the meeting according to the company's regulation.

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

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

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

The chairman informed the meeting that the minutes of 2010 Annual General Meeting held on March 23, 2010 was provided to shareholders with the Notice of Meeting. She 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 Annual General Meeting of Shareholders 2010 held on March 23,2010.

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

The chairman has asked the company secretary to explain the detail

The secretary explained as follows.

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

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

The resolution of the Board of Directors Meeting no. 3/2010 held on April 22, 2010 has resolved to allocate the remaining shares from the exercise DEMCO-W1 to support the adjustment of rights DEMCO-W2 from the dividends of 16,968,550 shares, the details as the attachment 2 in document for the meeting.

The chairman has 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 resolved to allocate the remaining shares from the exercise DEMCO-W1 to support the adjustment of rights DEMCO-W2 from the dividends of 16,968,550 shares

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

The chairman has asked the company secretary to explain the detail.

The secretary explained as follows.

The original objectives listed in the business of 48 items, to expand the company's sustained growth. The resolution of the Board of Directors Meeting No. 3 / 2010 held on April 22, 2010 has resolved to increase the business objectives of the original 48 items to 59 items, the details of increasing objectives as the attachment 3 in document for the meeting.

The chairman requested shareholders to ask questions.

Mr.Pramote Liprattanasakul : Shareholder

Ask the company to explain the purpose of adding Article 55 Operate as an importer and a dealer firearm, ammunition and accessories and parts.

Mr. Phongsak Siricupta :

The company began selling communication equipment to military with some items be installed on the military's vehicle unit then called arms. For the purpose of Article 55 that was instructed to increase coverage with the military operations to complete only.

Ms. Saratcha Udomjatuporn : Shareholder

For the purpose of Article 13 on the Plastics business trading what is the company trading? and in the case of raw materials, does company acquired from Dow chemical?

Mr. Phongsak Siricupta :

The company sell about electrical devices made of plastic such as Snake Guard, produced from PVC, and selling only finished goods, so that company did not purchase any raw materials from suppliers.

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

Resolutions : The meeting unanimously approved to increase the business objectives of the original 48 items to 59 as follows :

- Article 49 Operate in business of production and electricity supply & distribution.
- Article 50 Operate into Joint business /share investment with other companies that operate production and electricity supply & distribution business.
- Article 51 Operate procurement and land development for the purpose of operation in accordance with production and water supply distribution.
- Article 52 Provide services, design, installation, supervision, maintenance, test, development, repair of materials, repair of equipments and spare parts for production and water supply distribution including design and construction of production and water supply system and developing the project area.
- Article 53 Become a partner in the Partnership, Limited Company, Public Limited Company with corporate organizations and individuals investing in public and private within and outside the Kingdom. The purpose, whether the same or different purposes, whether or not companies.
- Article 54 Operate drinking water and beverage production, include distribution and selling drinking water and beverage.
- Article 55 Operate as an importer and a dealer firearm, ammunition and accessories and parts.
- Article 56 Operate as an importer and a dealer of military equipment.
- Article 57 Operate as an importer and a dealer of military vehicles including vehicles, accessories and spare parts.

- Article 58 Operate as an importer and a dealer of military machine and arms.
- Article 59 Traded sale transfer, lend, pledge, mortgage, rent sublet create any obligations or property rights exchange and sell the movable equipment such as engine, various machine tools, car boat Motorcycle aircraft and vehicles of all types and all types of property and any interest in the property. Otherwise.

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

The chairman informed the meeting that to be consistent with the purpose adding. The proposed Memorandum of Article 3 is amended as

“Clause3. The objective of the company has 59 items”

And provided that the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar.

The Chairman informed the meeting that this agenda requires affirmative vote of not less than three quarters of the total votes of the shareholders attending the meeting and have the right to vote.

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

Resolutions: The meeting resolved unanimously to amend Clause 3 of the Memorandum of Association of the company as proposed.

Agenda 5 Consider other activities.

The chairman asked the meeting that the shareholders have any inquiries or other matters are suggested. There were no shareholder questions. The chairman asked Mr.Phongsak Siricuta inform the meeting an action plan for the company's future.

Mr.Phongsak Siricuta :

Work in progress (Backlog) of company as of early years amount 2,900 million. The first quarter the Company recognized revenues approximately THB 450 million during January to April company won the bidding amount THB 740 million in substation and underground system business. For the additional business Demco will perform in the Balance of Plant of Wind turbine project including construction of access road, underground electrical system, substation work, transmission line construction total contracts approximately 3,600 million baht. At the end of April 2010, Demco presented bids under consideration 3,700 million and on the process of bid preparation approximately amount 1,200 million baht. For the year 2010, the company expect to earn about 5,000 million baht revenue. The progress of

wind energy projects, Demco and Wind Energy Holdings propose to sell electricity to EGAT 10 projects which three projects, including Khaokho capacity of 60 MW Huai Bong 2 and 3 total capacity at 180 MW, are approved. Khao Kho project are on EIA process. The EIA report is expected to be completed around June and must be presented to EPPO. We expect to receive approval to start this project around October 2010 this will be completed approximately August 2011. Project Huay Bong 2 and 3 in Nakorn Ratchasima province are on survey, design and operations of Soil test process. The design of PEA transmission line is expected to be approved next week. The company expects to start work in August 2010 and will be completed approximately September 2010. For other seven projects, we still wait for the approval from the EGAT. The company also operates another renewable energy project, solar energy projects. The company has proposed to sell electricity, produced by Solar, to EGAT 30 MW approximately investment 2,700 million. The company also pleased to report to shareholders that The National Telecommunications Commission, resolved on May 26, 2010 to approve the issuance of business license for 3.9G which expected to begin operations this year. The benefits for Demco Public Company Limited is to supply telecommunication pole to the investors approximately 600-800 million baht per year for at least 2-3 years

Ms. Saratcha Udomjatuporn : Shareholder

Does Demco produce solar circuit or purchase?

Mr.Phongsak Siricuta :

Demco is not a manufacturing company. The order for solar circuit boards currently in the process of selecting the technology, performance and cost.

Mr.Prayoon : Shareholder

Ask about solar power adder work.

Mr.Phongsak Siricuta :

The basic price per unit of electricity costs about THB 2.50 plus solar adder THB 8. The adder for wind power project is 3.50 Baht

Shareholders:

What is company benefit from wind energy projects? If joint venture with Wind Energy Holding, how share the benefits and Ratio?

Mr.Phongsak Siricuta :

In the wind power Demco is a contractor, separate project is Khao Kho amount THB 900 million, project Huai Bong 2 and 3 amount THB 2,600 million

Shareholders :

In the solar energy projects Demco PCL action itself or not. And sell electricity to anyone.

Mr.Phongsak Siricuta :

In the solar energy projects Demco PCL act as an investor. Company operate and sell the electricity to EGAT.

Shareholders :

For manufacturing metal pump and forming the metal. If the company is order to manufacture weapons. How to do?

Mr.Phongsak Siricuta :

In case of a product that requires licensing, Company will operate when received permission.

Shareholders :

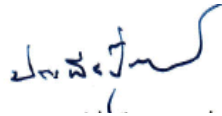
Do you have a plan for shareholders to visit the factory?

Chairman :

A policy led shareholders to visit factories.

No more shareholders discussed or asked any question. The chairman said thank to all shareholders attended the meeting and announced to close the meeting at 14.45 pm.

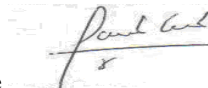
Signature



Chairman of the meeting

(Mrs. Praphee Puipunthavong)

Signature



Record of the meeting

(Mr. Paitoon Gumchai)

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Description, Condition and Major Characteristics
of Warrant# 3 of Demco Public Company Limited (DEMCO-W3)

- Name : Warrant to purchase ordinary shares of Demco Public Company Limited (DEMCO-W3)
- Type of Warrant : Specify warrant holders and transferable
- Number of Warrant : 110,000,000 Units
- Offering Price : Baht 0.00 per unit
- Rights of Warrant : 1 unit of warrant has the rights to purchase 1 new ordinary share at an exercise price of Baht 2.70, the exercise price and the exercise ratio are subject to change in accordance with the conditions for adjustment.
- Issue Date : August 10, 2010
- Term of Warrant : 1 year and 6 months from the issue date (From August 10, 2010 to February 10, 2012) The term of warrant is not subject to change.
- Distribution Method : The warrant shall be allocated on a pro rata basis (4:1) to the existing shareholders of the Company (Right Offering). In this regard, the names of shareholders entitled to receive the Warrant shall be fixed on August 3, 2010 (Record Date), and the names of entitled shareholders shall be collected under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by means of share register book closure and suspension of share transfer on August 4, 2010, with the ratio of 4 existing ordinary shares to 1 unit of the warrant.
- In the event where any existing shareholders hold shares in the amount which residual appears, the residual is lesser than 0.5, would leave a residual, the Company shall disregard such residual. If the residual is greater or equal 0.5, would round up to 1, the Company will allocate the extra 1 unit of warrant.
- In the event there is any unit of the Warrant left after the allotment to the existing shareholders, the Company will cancel the remaining Warrant and the final outstanding balance of the allotted Warrant will be equal to the number of the Warrant duly allotted to the existing shareholders.
- Exercise Period : Warrant holders can exercise their rights to purchase the company's ordinary shares on the last business day of every quarter throughout 1 year and six months from the issuance date. The first Exercise date is the last

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business day of December 2010 and the last Exercise Date is February 10th, 2012. If February 10th, 2012 is a holiday, the last exercise date is subject to change to the last business day prior February 10th, 2012.

- Period for Notification of Intention to Exercise the Warrant : 15 business days prior to the exercise date
- Irrevocability of Notification of Intention to Exercise the warrant : Once the notification of intention to exercise the Warrant is served, the warrant holders shall no longer be able to revoke such intention.
- Numbers of Ordinary Shares Allocated to Accommodate the Exercise of the Warrant : 110,000,000 Shares
- Secondary Market for the Warrant : Company will list the warrant on Market for Alternative Investment (mai).
- Dilution Effect : Since the Warrant would be offered to the existing shareholders on a pro rata basis, there would yield no dilution effect on the shareholders at the date of the Warrant issuance. However, if all of the persons who exercise the Warrant are not the existing shareholders, the dilution effect will be as follows:

1. Control Dilution

If all of the persons who exercise the Warrant are not the existing shareholders, the shareholding of the existing shareholders will be diluted by 20.17 percent (Control Dilution was calculated based on the following formula).

$$\text{Control Dilution} = \frac{\# \text{ Newly Issuance Share}^*}{\# \text{ Paid up Share} + \# \text{ Newly Issuance Share}^*}$$

* # Newly Issuance Share is a number of newly issuance share to accommodate the DEMCO-W3

$$= \frac{110,000,000}{(435,461,843 + 110,000,000)} = 20.17\%$$

However, if include the issuance of 74,000,000 unit of Warrant #4 which will be issued at the same time with Warrant #3 and if all of the persons

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who exercise the Warrant are not the existing shareholders, the shareholding of the existing shareholders will be diluted by 29.70 percent

$$= \frac{110,000,000 + 74,000,000}{(435,461,843 + 110,000,000 + 74,000,000)} = 29.70\%$$

2. Price Dilution

In the event that all of the Warrant exercised, the price of the Company's shares will be diluted by 8.12 percent. The calculation is based on a hypothesis that the market price of the Company's shares before the offering is Baht 4.52 per share which is the weighted average market price of the Company's shares value in the period of 7 consecutive business days prior to the Board of Directors' Meeting No. 5/2010 held on June 15, 2010 (during June 4, 2010 and June 14, 2010 -Information from SETSMART), having the calculation details as follow:

$$\text{Price dilution} = \frac{\text{Market Price} - \text{Market Price (After Issuance)}^1}{\text{Market Price}}$$

1 Market Price (After Issuance) =

$$\frac{(\text{Market Price} \times \# \text{ Paid up Share}) + (\text{Exercise Price} \times \# \text{ Newly Share Issuance}^2)}{(\# \text{ Paid up Share} + \# \text{ Newly Share Issuance}^2)}$$

2 # Newly Issuance Share is a number of newly issuance share to accommodate the DEMCO-W2

Market Price (After Issuance)¹

$$= \frac{(4.52 \times 435,461,843) + (2.70 \times 110,000,000)}{(435,461,843 + 110,000,000)}$$

$$= \text{Baht } 4.15$$

$$\text{Price dilution} = \frac{4.52 - 4.15}{4.52} = 8.12\%$$

$$4.52$$

However, together with the issuance of 74,000,000 unit of Warrant #4 which will be issued at the same time with warrant #3 with the exercise price of Baht 5.00, the price of the Company's shares shall not be diluted further as the exercise price of Warrant #4 is higher than the current market price.

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- Reasons to Issue New Shares to Accommodate Changes in Exercise of Rights : Upon adjustment of the exercise price and the exercise ratio under the conditions of the rights adjustment as stated in the terms and conditions of warrant, which is an event as stated in item 11 (4) (kor) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 re: Application for Permission and Permission to Offer the Warrant representing the Rights to Purchase New Shares and the Newly Issued Shares Reserved for the Accommodation of the Exercise of the Warrant.
- Objectives of Issuance of Warrant and Expected Benefits the Company would gain from this Allocation of Newly Issued Shares : The Company will require significant funding in the future since it plans to invest in the future projects. Therefore, the Company contemplates to issue the Warrant to enhance the liquidity and increase the working capital of the Company and to strengthen the capital base in preparation for future fund raising for the investment in these projects, particularly debt financing either by borrowings or fund raising from the market of debt instruments. The future project will enhance higher revenue and better net profit margin which will result to a greater benefit for both company and shareholder. If all the newly issue warrant exercise, company will receive Baht 297 millions.
- Expected Benefits the Shareholders would gain from the Capital Increase : The shareholders would gain benefits from the Company's fund investment in the business expansion, which will enhance the strength of business group and generate income for the Company.
- Other : The Company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered (1) to determine and amend any other necessary and appropriate conditions and details in connection with the warrant issuance, such as details of the offering, (2) to execute application, necessary supporting documents and evidence relevant to the issuance of the Warrant, including to contact and to file such application forms, documents and evidence to the authorities or government agencies concerning the warrant issuance and the listing of the Warrant on the Market for Alternative Investment (mai)., and (3) to take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrant.

**Description, Condition and Major Characteristics of Warrant# 4
of Demco Public Company Limited (DEMCO-W4)**

Name	:	Warrant to purchase ordinary shares of Demco Public Company Limited (DEMCO-W4)
Type of Warrant	:	Specify warrant holders and transferable
Number of Warrant	:	74,000,000 Units
Offering Price	:	Baht 0.00 per unit
Rights of Warrant	:	1 unit of warrant has the rights to purchase 1 new ordinary share at an exercise price of Baht 5.00, the exercise price and the exercise ratio are subject to change in accordance with the conditions for adjustment.
Issue Date	:	August 10, 2010
Term of Warrant	:	2 years and 6 months from the issue date (From August 10, 2010 to February 10, 2013) The term of warrant is not subject to change.
Distribution Method	:	<p>The warrant shall be allocated on a pro rata basis (6:1) to the existing shareholders of the Company (Right Offering). In this regard, the names of shareholders entitled to receive the Warrant shall be fixed on August 3, 2010 (Record Date), and the names of entitled shareholders shall be collected under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by means of share register book closure and suspension of share transfer on August 4, 2010, with the ratio of 6 existing ordinary shares to 1 unit of the warrant.</p> <p>In the event where any existing shareholders hold shares in the amount which residual appears, the residual is lesser than 0.5, would leave a residual, the Company shall disregard such residual. If the residual is greater or equal 0.5, would round up to 1, the Company will allocate the extra 1 unit of warrant.</p> <p>In the event there is any unit of the Warrant left after the allotment to the existing shareholders, the Company will cancel the remaining Warrant and the final outstanding balance of the allotted Warrant will be equal to the number of the Warrant duly allotted to the existing shareholders.</p>
Exercise Period	:	Warrant holders can exercise their rights to purchase the company's ordinary shares on the last business day of every quarter throughout 2 years

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and six months from the issuance date. The first Exercise date is the last business day of December 2010 and the final Exercise Date is February 10, 2013. If February 10, 2013 is a holiday, the final exercise date is subject to change to the last business day prior February 10th, 2013.

Period for Notification of Intention to Exercise the Warrant : 15 business days prior to the exercise date

Irrevocability of Notification of Intention to Exercise the warrant : Once the notification of intention to exercise the Warrant is served, the warrant holders shall no longer be able to revoke such intention.

Numbers of Ordinary Shares Allocated to Accommodate the Exercise of the Warrant : 74,000,000 Shares

Secondary Market for the Warrant : Company will list the warrant on Market for Alternative Investment (mai).

Dilution Effect : Since the Warrant would be offered to the existing shareholders on a pro rata basis, there would yield no dilution effect on the shareholders at the date of the Warrant issuance. However, if all of the persons who exercise the Warrant are not the existing shareholders, the dilution effect will be as follows:

1. Control Dilution

If all of the persons who exercise the Warrant are not the existing shareholders, the shareholding of the existing shareholders will be diluted by 14.53 percent (Control Dilution was calculated based on the following formula).

$$\text{Control Dilution} = \frac{\# \text{ Newly Issuance Share}^*}{\# \text{ Paid up Share} + \# \text{ Newly Issuance Share}^*}$$

* # Newly Issuance Share is a number of newly issuance share to accommodate the DEMCO-W4

$$14.53\% = \frac{74,000,000}{(435,461,843 + 74,000,000)}$$

2. Price Dilution

In the event that all of the Warrant exercised, the price of the Company's shares shall not be diluted based on the fact that the exercise price at Baht 5.00 is higher than the current market price of Baht 4.52 per share, which is the weighted average market price of the Company's shares value in the period of 7 consecutive business days prior to the Board of Directors' Meeting No. 5/2010 held on June 15, 2010 (during June 4, 2010 and June 14, 2010 -Information from SETSMART).

However, together with the issuance of 110,000,000 unit of warrant #3 which will be issued at the same time with warrant #4 with the exercise price of Baht 2.70, the price of the Company's shares will be diluted by 8.12 (details as shown in Attachment 1)

- Reasons to Issue New Shares to Accommodate Changes in Exercise of Rights : Upon adjustment of the exercise price and the exercise ratio under the conditions of the rights adjustment as stated in the terms and conditions of warrant, which is an event as stated in item 11 (4) (kor) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 re: Application for Permission and Permission to Offer the Warrant representing the Rights to Purchase New Shares and the Newly Issued Shares Reserved for the Accommodation of the Exercise of the Warrant.
- Objectives of Issuance of Warrant and Expected Benefits the Company would gain from this Allocation of Newly Issued Shares : The Company will require significant funding in the future since it plans to invest in the future projects. Therefore, the Company contemplates to issue the Warrant to enhance the liquidity and increase the working capital of the Company and to strengthen the capital base in preparation for future fund raising for the investment in these projects, particularly debt financing either by borrowings or fund raising from the market of debt instruments. The future project will enhance higher revenue and better net profit margin which will result to a greater benefit for both company and shareholder. If all the newly issue warrant exercise, company will receive Baht 370 millions.
- Expected Benefits the Shareholders would gain from the Capital Increase : The shareholders would gain benefits from the Company's fund investment in the business expansion, which will enhance the strength of business group and generate income for the Company.

Other : The Company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered

- (1) to determine and amend any other necessary and appropriate conditions and details in connection with the warrant issuance, such as details of the offering,
- 2) to execute application, necessary supporting documents and evidence relevant to the issuance of the Warrant, including to contact and to file such application forms, documents and evidence to the authorities or government agencies concerning the warrant issuance and the listing of the Warrant on the Market for Alternative Investment (mai), and
- (3) to take any other actions which are deemed necessary and appropriate for the issuance and allocation of the Warrant.

Details of the issue and offer for sale of warrants to purchase new ordinary shares to directors, executives and employees of DEMCO Public Company Limited (ESOP) No 2

1. Objectives and necessities of the issue and offer for sale of warrants

The issue and offer for sale of warrants by the Company is intended to enhance morale of its directors, executives and employees who have taken part in the Company's past achievement and to motivate and reward the key personnel in order to retain them to work with the Company in the long term. This will be favorable to business and future performance of the Company and create the highest returns to the shareholders of the Company in the future.

2. Indicative features of the warrants

Title	: Warrants to purchase new ordinary shares of Demco Public Company Limited
Type	: Registered and non-transferable warrant except for the transfer according to the estate or will in case of decease.
Offering method	: Offer to the directors, executives, and employees of the Company
Term of warrants	: 3 years from the date of issue
Number of warrants offered for sale	: 16,000,000 unit
Offering price	: Baht 0
Exercise price	: Baht 2.70. Such offering price is 40.27% discount from the Market Price. However, the exercise price is subject to change as stated in the adjustment of rights and conditions provision under the terms and conditions of the warrant.
Exercise ratio	: 1 unit of warrant has the rights to purchase 1 new ordinary share. However, the exercise ratio is subject to change as stated in the adjustment of rights and conditions provision under the terms and conditions of the warrant.
Issue Date	: August 10, 2010.

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Number of shares reserved for exercise of warrant : 16,000,000 shares at par value of Baht 1 per share or 3.67% of total 435,461,843 paid-up capital of the Company.

If include all the shares offered to directors, executives and employees of the Company during the past 5 years, this issue accounts for 4.82 of total 435,461,843 paid-up capital of the Company.

Reasons for issuing new ordinary shares to reserve the right adjustment : In case there is the adjustment of the exercise price and ratio according to the adjustment of rights and conditions as stated in the adjustment of rights and conditions provision under the terms and conditions of the warrant.

Secondary market for warrant : The Company will not list the warrant on the MAI

Exercise period and conditions : For all 16,000,000 warrants issued under this ESOP, warrant holders are entitled to exercise the warrant to purchase ordinary shares 5 times, the first exercise date shall be after 1 year from the date of issue of warrants which shall be on 30 September 2011. The following exercise dates shall be on the last business day of March and September of each year, except for the 5th exercise date (the last exercise date) that shall be on the maturity date of warrants. The warrant holders can exercise their allotted

warrants according to the following conditions:

First Exercise Date : Exercisable amount of 20% of the total number of warrants allotted to each warrant holder

2nd Exercise Date : Exercisable amount of 40% of the total number of warrants allotted to each warrant holder (inclusive of the exercisable amount from the 1st exercise date)

3rd Exercise Date : Exercisable amount of 60% of the total number of warrants allotted to each warrant holder (inclusive of the exercisable amount from the 1st - 2nd exercise date)

4th Exercise Date : Exercisable amount of 80% of the total number of warrants allotted to each warrant holder (inclusive of the exercisable amount from the 1st - 3rd exercise date)

5th Exercise Date : Exercisable amount of 100% of the total number

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(inclusive of the exercisable amount from the 1st - 4th exercise date)

and the warrant holder has to exercise at least 20% of the total number of warrants allotted to each warrant holder. The warrant holder who wishes to exercise more, the warrant holder has to exercise each time more 20% of the total number of warrants allotted to each warrant holder.

Other benefits -None-

3. Allotment method of the warrants

The Company will allot the warrants to directors, executives and employees of the Company provided that the person must be director, executive or employee of the Company on the date that the warrants are issued. The Company's Board of Directors shall set the eligibility criteria and/or list of directors, executives and employees eligible for allotment as well as amount of the allotted warrants for each person. The amount of warrants allotted to each director, executive and employee may vary depending on the position and year of service.

4. List of directors who will receive warrants and number of allotted warrants

Name	Position	Number of allotted warrants	% of total issue
Mrs.Praphee Puipunthavong	Director	151,000	0.94
Gen.Thian Chonmaitree	Independent Director and Audit committee	151,000	0.94
Mr.Sanguan Tungdajahiran	Independent Director and Audit committee	151,000	0.94
Mr. Maitree Laksanakoses	Independent Director and Audit committee	151,000	0.94
Miss Pasita Kityaphoke	Independent Director and Audit committee	151,000	0.94
Mr. Pradej Kitti-itsaranon	Director	279,100	1.74
Mr. Suwat Choradol	Director	282,300	1.76
Mr. Phongsak Siricupta	Director	277,800	1.74
Mr. Arkom Manakaew	Director	270,200	1.69
Mr. Pairoj Sirirat	Director	279,300	1.75
Mr. Phumchai Hirunchai	Director	258,300	1.61

5. Details of director, executives and employees of the Company who will be allotted more than 5 percent of the total issue

-None-

6. Dilution effects of the issue and offer for sale of warrants on the shareholders

6.1 Price Dilution

In case total 16,000,000 warrants are exercised, the price dilution will be 1.43%, based on assumed market price of Baht 4.52 per share which is calculated from the weighted average of the Company's share price for the period of 7 consecutive trading days prior to the date of the Board of Director's meeting (15 June 2010) and the exercise price of Baht 2.70. Details as follows:

$$\text{Price dilution} = \frac{\text{Market price} - \text{Market price after the warrant issue}^*}{\text{Market price}}$$

* Market price after the warrant issue

$$\begin{aligned} &= \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Exercise price} \times \text{Reserved share})}{(\text{Paid-up shares} + \text{Reserved share})} \\ &= \frac{(4.52 \times 435,461,843) + (2.70 \times 16,000,000)}{(435,461,843 + 16,000,000)} \\ &= 4.46 \text{ Baht} \end{aligned}$$

$$\text{Price dilution} = \frac{4.52 - 4.46}{4.52} = 1.43\%$$

6.2 Control Dilution

In case total 16,000,000 warrants are exercised and current paid-up shares is 435,461,843 shares, the control dilution will be 3.54%. Details as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Reserved shares}}{\text{Paid-up shares} + \text{Reserved shares}} \\ &= \frac{16,000,000}{(435,461,843 + 16,000,000)} = 3.54\% \end{aligned}$$

7. Exercise procedures and conditions

7.1 Notification Period for the exercise of warrants

The warrant holder who wishes to exercise his/her right to purchase ordinary shares of the Company must submit the intention to purchase ordinary shares of the Company from 9.00 a.m.-16.00 p.m. of each business day within 7 business days prior to each exercise date throughout the exercise period, except for the last exercise date, the warrant holder must submit the intention to purchase ordinary shares of the Company within 15 business days prior to the last exercise date.

7.2 Exercise date

The exercise date shall be after 1 year from the date of issue of warrants which the first exercise shall be on 30 September 2011. The following exercise dates shall be on the last business day of March and September of each year throughout the term of warrants, except for last exercise date which shall be on the maturity date of warrants.

7.3 Qualifications of employees who are entitled to exercise the warrants

7.3.1 Subject to items 7.3.2 to 7.3.4, any warrant holder desiring to exercise his/her right to purchase new ordinary shares issued in accordance with those warrants must be a director, executive or employee of the Company on the warrant exercise date.

7.3.2 If the warrant holder ceases to be a director, executive or employee as a result of retirement in accordance with the Company's criteria, at any time before the expiry of the warrants, he/she still has the right to exercise the warrant throughout the term of the warrant.

7.3.3 If the warrant holder ceases to be a director, executive or employee as a result of death, disappearance by the court's order or he/she becomes an incompetent person or quasi-incompetent person that causes such person to be unable to work, his/her or guardian on behalf of such warrant holder shall have the right to exercise the warrant throughout the term of the warrant.

7.3.4 If the warrant holder rotates or transfers his/her position as a result of Board of Director's decision but he/she is still a director, executive or employee of the Company or its subsidiaries on the exercise date, he/she still has the right to exercise the warrant throughout the term of the warrant.

If the warrant holder ceases to be a director, executive or employee of the Company or any of its subsidiaries for any reason, other than those specified in 7.3.2-7.3.4, such warrant holder will no longer be entitled to exercise the allotted warrant and must return the non-exercised warrant to the Company for cancellation.

7.4 If the warrant holder does not use the right to exercise until expiry of the warrant, the warrant holder can not call for any compensation from the Company.

7.5 The exercise of rights to share subscription shall be valid only if the Company receives the full payment. In the event that the payment cannot be collected for whatsoever reasons not caused by the Company, it will deem that warrant holder intends to cancel such exercise. However, such warrant holder shall have the rights to purchase ordinary shares for the next time except for the cancellation of the last exercise date whereby the rights to purchase the ordinary shares shall be deemed expired.

7.6 The warrant holder shall be responsible for payment of with-holding tax arising from the exercise of his/her warrants.

7.7 The warrant holder shall be responsible for payment of stamp duty and/or other taxes (if any) arising from the exercise of his/her warrants.

8. Obligation between the Company and its directors, executives and employees on the allotment of warrants

-None-

9. Company's action to the relevant authorities in relation to the application and issue of the warrants

The Company shall issue and offer for sale of warrants to the directors, executives and employees in compliance with rules and regulations, and criteria set forth in the Notification of the Capital Market the Supervisory Board No. Tor. Jor. 32/2551 Re: Offering Newly-issued Shares to the Directors or Employees dated 15 December 2008.

10. Right of shareholders to object the issue and offer for sale of warrants

According to Clause 5(3) of the Notification of the Capital Market Supervisory Board No. Tor. Jor. 32/2551 Re: Offering Newly-issued Shares to the Directors or Employees dated 15 December 2008, this issue and offer for sale of warrants to directors and employees of the Company requires the approval from the shareholders by the vote of not less than three-fourths of the total number of votes held by the shareholders who are presented at the meeting and entitled to vote, provided that no more than 10% of the total number votes held by shareholders who are presented at the meeting and entitled to vote, object the issue and offer for sale of warrants aforesaid.

11. List of independent directors who the shareholders may authorize as the their proxies to attend the meeting and exercise shareholders' right

1. General Thian Chonmaitree will receive 151,000 warrants
2. Mr. Sanguan Tungdajahirun will receive 151,000 warrants
3. Mr. Maitree Laksanakoses will receive 151,000 warrants
4. Miss Pasita Kityaphoke will receive 151,000 warrants

(F 53-4)

Capital Increase Report Form
Demco Public Company Limited
15 June 2010

We, Demco Public Company Limited (The "Company"), hereby report the resolution of the Meeting of the Board of Directors No. 5/2010, held on June 15, 2010, 1.30 p.m.- 4.30 p.m. in respect of a capital increase/share allotment as follows:

1. Capital Increase

The Meeting of the Board of Directors passed a resolution approving the capital increasing from 435,461,843 to 635,461,843 by means of the issuance of 200,000,000 ordinary shares with a par value of Baht 1 each, totaling Baht 200,000,000

2. Allotment of New Shares

The Meeting of the Board of Directors passed a resolution approving the allotment of 200,000,000 ordinary shares with par value of Baht 1 each, totaling Baht 200,000,000 the details of which are as follows:

2.1 Details of New Share Allotment

Allotted to	No.of Share	Ratio (Old : New)	Sale Price Per Share (Baht)	Subscription and Payment Period	Notice
-Allotment of new shares to accommodate the exercise of the company warrant#3 which has right to purchase the new share of the company. The warrant#3 will be allotted to existing company shareholder on the pro rata basis.	110,000,000	4 existing share for 1 unit of warrant (1 unit of warrant represent the right to purchase 1 unit of the company ordinary share)	Baht 2.70 (Exercise Price)	Attachment 2	-Notice 1-

Allotted to	No.of Share	Ratio (Old : New)	Sale Price Per Share (Baht)	Subscription and Payment Period	Notice
-Allotment of new shares to accommodate the exercise of the company warrant#4 which has right to purchase the new share of the company. The warrant#4 will be allotted to existing company shareholder on the pro rata basis.	74,000,000	6 existing share for 1 unit of warrant (1 unit of warrant represent the right to purchase 1 unit of the company ordinary share)	Baht 5.0 0 (Exercise Price)	Attachment 2	-Notice 1-
-Allotment of new shares to accommodate the exercise of the company ESOP-warrant#2 which allot to board of director, management and employee.	16,000,000		Baht 2.70 (Exercise Price)	Attachment 3	-Notice 1-

Notice 1 : The Board of Director Meeting # 5/2010 (June 15 2010) Resolution;

A) Board meeting # 5/2010 passed a resolution approving the capital reduction from 451,935,207 to 435,461,843 by means canceling the 16,473,364 registered shares (Par of Baht 1). The 16,473,364 shares were issued because of Extra Ordinary Shareholder meeting #1/2009 resolution. Extra Ordinary Shareholder meeting #1/2009 passed a resolution approving the capital increasing to accommodate the exercise of DEMCO-W2 and the right of adjustment of DEMCO-W1.

Board meeting # 5/2010 passed a resolution approving the capital increasing from 435,461,843 to 635,461,843 by issuance the newly ordinary share of 200,000,000 shares with par of Baht 1.

- B) The company will issue 110,000,000 shares to accommodate;
The right to exercise of Warrant#3 to purchase ordinary shares of Demco Public Company Limited (DEMCO-W3), DEMCO-W3 is allotted to specific existing shareholder on the pro rata basis (4:1), with the ratio of 4 existing ordinary shares to 1 unit of the warrant.
- C) The company will issue 74,000,000 shares to accommodate;
The right to exercise of Warrant#4 to purchase ordinary shares of Demco Public Company Limited (DEMCO-W4), DEMCO-W4 is allotted to specific existing shareholder on the pro rata basis (6:1), with the ratio of 6 existing ordinary shares to 1 unit of the warrant.
- D) The company will issue 16,000,000 shares to accommodate;
The right to exercise of ESOP-Warrant#2 to purchase ordinary shares of Demco Public Company Limited (DEMCO-ESOP #2), DEMCO-ESOP #2 is allotted to board of director, management and employee, which is a specific person and the DEMCO-ESOP#2 can not be transferred.

2.2 Share fraction calculation (Residual)

In the event where any existing shareholders hold shares in the amount which residual appears, the residual is lesser than 0.5, would leave a residual, the Company shall disregard such residual. If the residual is greater or equal 0.5, would round up to 1, the Company will allocate the extra 1 unit of warrant.

2.3 The Excess of Share Allotment

-None-

3. Schedule of shareholders meeting to approve the capital increase/allotment

The Extra Shareholders meeting 2/2010 is scheduled on July 23, 2010, at 2.00 pm, at meeting room 2, 59 Moo 1 Suan Prik Thai, Muang, Pathumthani 12000. The Board of Directors' Meeting approved to fix the record date to determine the names of shareholders who have the rights to attend the Shareholders meeting 2/2010, on June 30, 2010, by closing the share register book on July 2, 2010 to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (and the amendment). The Board also approved to fix the record date to determine the names of shareholders who have the rights to receive the warrant allotment on August 3, 2010, by closing the share register book on August 4, 2010 together the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (and the amendment).

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

-None-

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The company increase capital to accommodate company right of DEMCO-W3, DEMCO-W4 and DEMCO-ESOP#2 exercise. The DEMCO-W3 and DEMCO-W4 is allot to DEMCO shareholder on the pro-rata basis and the DEMCO-ESOP#2 is allot to board of director, management and employee. The company issue warrant to enhance liquidity and increase working capital, and to strengthen the capital base in preparation for business expansion.

6. Benefits which the Company will receive from the capital increase/share allotment:

The capital increase by means of the DEMCO-W3, DEMCO-W4 and DEMCO-ESOP#2 issuance will enhance liquidity and increase working capital, and strengthen the capital base in preparation for future fund raising for the investment in future projects, particularly debt financing either by borrowings or fund raising from the market of debt instruments. The future project will enhance higher revenue and better net profit margin which will result to a greater long term benefit for both company and shareholder.

7. Benefits which the shareholder will receive from the capital increase/share allotment:

7.1 Dividend Policy

Not less than 40% of net profit after tax and reserved requirement required by law. The Board of director has authority to refrain from or temporarily change the policy under the circumstances that it will benefit most to the shareholders. The examples include using the reserve for debt repayment, funding for business expansion or in the event of changing market situation which might affect the Company's future cash flow.

7.2 The period that the subscriber has right to received dividend

The existing shareholder who receive the warrant allotment and exercise the warrant, will have right to receive the dividend.

7.3 Other

-None-

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

-None-

9. Schedule of action where the board of directors of the Company passes a Resolution approving the capital increase or allotment of new shares:

The Board of Directors approved the capital increase and share allotment	June 15, 2010
Resolution of the Meeting of Board of Directors reported to the SET	June 15, 2010
The date fixed to determine shareholders entitled to attend EGM	June 30, 2010
The date of closure of share register book to collect names of shareholders	July 2, 2010
The date of the EGM 2/2010	July 23, 2010
Resolutions of the EGM 2/2010 reported to the SET	July 23, 2010
The registration of resolution on capital increase at Ministry of Commerce	Within 14 days After EGM

The company hereby certifies that the information contained in this report is true and complete in all respects.

(Mr.Paitoon Gumchai)

Company's Secretary

Authorized to sign on behalf of the company

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. 2/2010 of Demco Public Company Limited.

1. Documents Required Prior to Attending the Meeting

For Individuals

1. Self-Attending

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

2. Proxy

2.1 One Proxy Form in the form as attached to the notice of EGM (Form A. or Form B.), completely filled out and signed by the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of valid evidence of the Shareholder as specified in Item 1 for individuals.

2.3 Valid evidence of the Proxy as specified in Item 1 for individuals.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

1.1 Valid evidence of the authorized director(s) as specified in Item 1 for individuals.

1.2 Certified true copy of Shareholder's Company Affidavit by the authorized director(s). The Affidavit must contain a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.

2. Proxy

2.1 One Proxy Form in the form as attached to the notice of EGM (Form A. or Form B.), completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of Shareholder's Company Affidavit by the authorized director(s). The Affidavit must contain a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.

2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.

2.4 Valid evidence of the Proxy as specified in Item 1 for individuals.

3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy

3.1 Document from Custodian

a. One Proxy Form in the form as attached to the notice of EGM (Form A. or Form B or Form C), completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty.

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).

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- 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 Friday July 23, 2010, at Meeting Room 2, at the office of the company, no. 59 Moo 1, Tambon Suanprikthai, Amphoe Muang, Pathumthani Province 12000 Please refer to the map attached.

4. Voting

1. Voting Regulation

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

2. Voting Procedures

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

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

3. Resolution of the Meeting

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

4. Counting and Announcement of the Vote

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

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



A resume of The Independent directors

1. **Gen.Thian Chonmaitree**

Age 79 years

Residence 216/9 Chugpra Road, Klong Chugpra, Talingchun Bangkok 10170

2. **Mr.Sanguan Tungdejahirun**

Age 69 years

Residence 28/14 Moo 2 Soi 60 Vipavadee-Rangsit Road, Talad Bangkhen Lugsee
Bangkok 10210

3. **Mr.Maitree Lalsanakoses**

Age 62 years

Residence 188/2 Soi Tonson ,Jeangwattana Road, Bangtalad, Parkkred, Nonthaburi
11120

4. **Mrs.Pasita Kityapoke**

Age 49 years

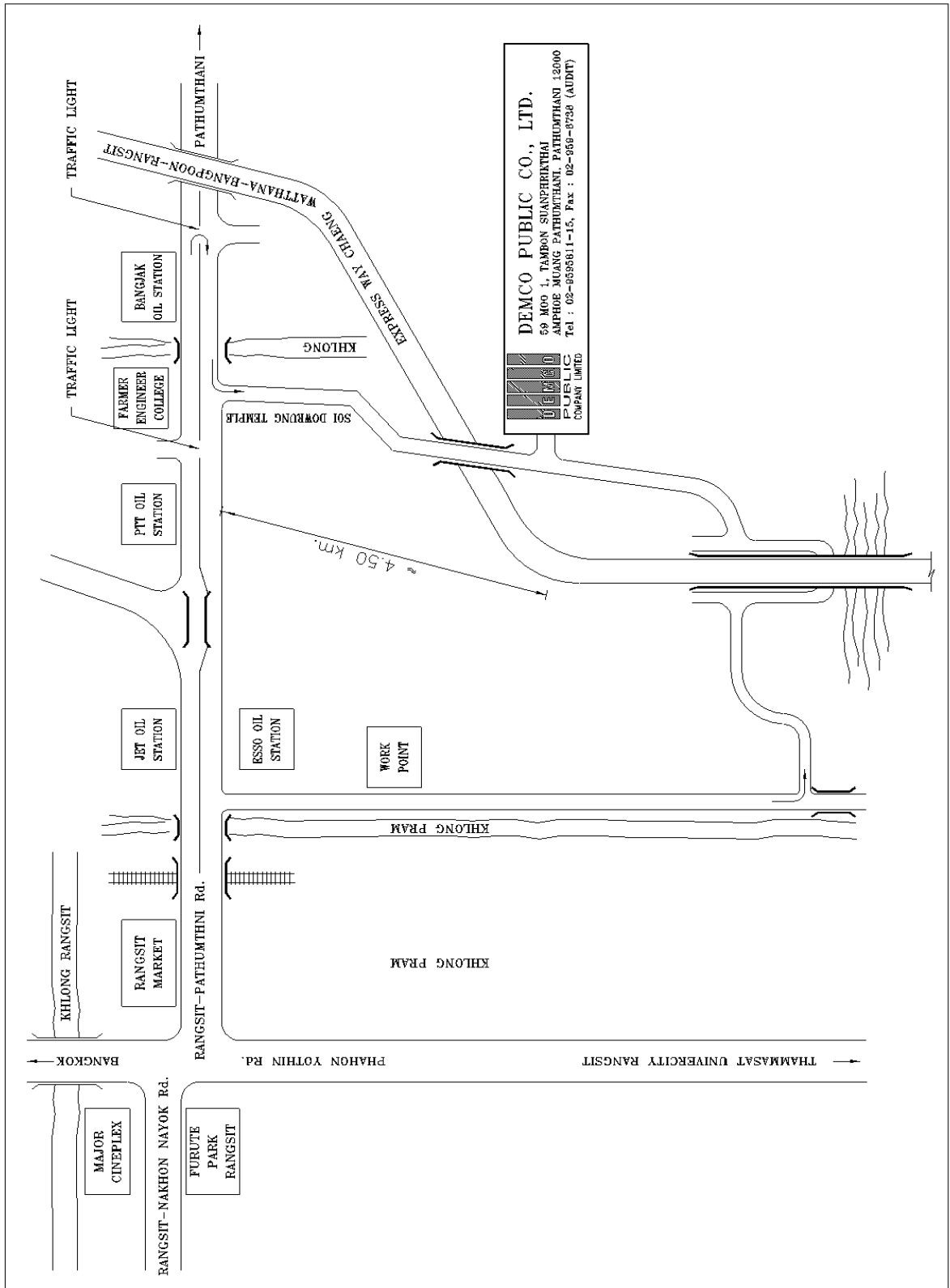
Residence 88 Soi Pradiphat 19 ,Pradiphat Road, Samsennai, Phayathai, Bangkok 10400

The 1st and 2nd independent directors have connected transaction to Agenda 4, 5, 6 and 9 : Consideration on the issue ordinary share warrants for offering to existing shareholders (DEMCO-W3,DEMCO-W4), consideration on the issue ordinary share warrants for offering to directors, management and staff and consideration of the allotment of shares issued in capital increase respectively.

The 3rd and 4th independent directors have connected transaction to Agenda 6 and 9 : Consideration on the issue ordinary share warrants for offering to directors, management and staff and consideration of the allotment of shares issued in capital increase respectively.

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

A map of the company's office.



Demco Public Company Limited

No.59 Moo 1 Tambon Suanphrikthai , Amphoe Muang Pathumthani , Pathumthani 12000

Tel.02-959-5811 Fax. 02-959-5816

Proxy Form

(ปิดการแสดมปี 20 บาท)

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่

Issued at

วันที่เดือน..... พ.ศ.....

Date Month Year

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

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

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

(3) ขอมอบฉันทะให้
Hereby appoint

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

1. ชื่อ อายุ ปี อยู่บ้านเลขที่

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

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

2. ชื่อ อายุ ปี อยู่บ้านเลขที่

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

3. ชื่อ อายุ ปี อยู่บ้านเลขที่

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 2/2553 ในวันศุกร์ที่ 23 กรกฎาคม 2553 เวลา 14.00 น. ณ ห้องประชุม 2 สำนักงานบริษัท เลขที่ 59 หมู่ 1 ตำบลสวน
พริกไทย อ.เมืองปทุมธานี จ.ปทุมธานี 12000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-Ordinary Shareholders Meeting No. 2/2010 to be held on Friday July 23, 2010, at 2.00 pm, at Meeting Room 2 at the office of the company, no. 59 Moo 1, Tambol Suan Pricktai, Amphur Muang, Pathumthain Province 12000, or on the date and at the place as may be postponed or changed.

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

วาระที่ 1 **รับรองรายงานการประชุมวิสามัญผู้ถือ ครั้งที่ 1/2553**

Agenda 1

Adoption of the minutes of the Extra-Ordinary Shareholders Meeting no. 1/2010

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนทะเบียนจาก 451,935,207 บาท เป็น 435,461,843 บาท โดยตัดหุ้นสามัญจดทะเบียนที่ยังมิได้ออกจำหน่าย จำนวน 16,473,364 หุ้น มูลค่าหุ้นละ 1 บาท

Agenda 2

Consideration on the reduction of the registered capital from 451,935,207 to Baht 435,461,843, by cancelling 16,473,364 unissued ordinary shares at the par value of Baht 1 per share.

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณาแก้ไขหนังสือบริคณห์สนธิข้อ 4 ให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 3

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

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญที่ออกใหม่ครั้งที่ 3 (DEMCO-W3) เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิม จำนวน 110,000,000 หน่วย

Agenda 4

Consideration on the issue of 110,000,000 ordinary share warrants (DEMCO-W3) for offering to existing shareholders.

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญที่ออกใหม่ครั้งที่ 4 (DEMCO-W4) เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิม จำนวน 74,000,000 หน่วย

Agenda 5

Consideration on the issue of 74,000,000 ordinary share warrant (DEMCO-W4) for offering to existing shareholders.

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- วาระที่ 6** พิจารณานุมัติออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญให้แก่กรรมการ ผู้บริหาร และพนักงาน ครั้งที่ 2 (DEMCO-ESOP #2) จำนวน 16,000,000 หน่วย
- Agenda 6** Consideration on the issue of 16,000,000 ordinary share warrant for offering to directors, management and staff (DEMCO-ESOP#2)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 7** พิจารณานุมัติการเพิ่มทุนจดทะเบียน จาก 435,461,843 บาท เป็น 635,461,843 บาท โดยออกหุ้นสามัญ จำนวน 200,000,000 หุ้น มูลค่าหุ้นละ 1 บาท
- Agenda 7** Consideration on the increase of the registered capital from Baht 435,461,843 to Baht 635,461,843, by issuing new 200,00,000 ordinary shares at the par value of Baht 1 per share
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 8** พิจารณาแก้ไขหนังสือบริคณห์สนธิข้อ 4 ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda 8** Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 9** พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุน 200,000,000 หุ้น
- Agenda 9** Consideration of the allotment of shares issued in capital increase
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- วาระที่ 10** พิจารณารื่องอื่น ๆ (ถ้ามี)
- Agenda 10** Other business (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Should the Proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor the my/our vote as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects..

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

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

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
2. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For the election of director, it is able to elect the whole Board or to elect any director individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this Proxy.

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form C.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____

Issued at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

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

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the operator of Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท เด็มโก้ จำกัด (มหาชน) (“บริษัท”)

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

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

- (2) ขอมอบฉันทะให้
Hereby appoint

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

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

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

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

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้
ถือหุ้นครั้งที่ 2/2553 ใน วันศุกร์ที่ 23 กรกฎาคม 2553 เวลา 14.00 น. ณ ห้องประชุม 2 สำนักงานบริษัท เลขที่ 59 หมู่ 1 ตำบลสวน
พริกไทย อ.เมืองปทุมธานี จ.ปทุมธานี 12000 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Extra-Ordinary
Shareholders Meeting No. 2/2010 to be held on Friday July 23 2010, at 2.00 pm, at Meeting Room 2 at the office of the
company, no. 59 Moo 1, Tambol Suan Pricktai, Amphur Muang, Pathumthain Province 12000, or on the date and at the
place as may be postponed or changed.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to attend and vote on my/our behalf in this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Authorize according to the total number of shares held and entitled to vote

มอบฉันทะบางส่วนคือ

Authorize partial shares as follows

- | | | | |
|--|----------------------|--|----------------------|
| <input type="checkbox"/> หุ้นสามัญ
ordinary share | หุ้น
shares | ออกเสียงลงคะแนนได้
and have the rights to vote equal to | เสียง
votes |
| <input type="checkbox"/> หุ้นบริวารสิทธิ
preference share | หุ้น
shares | ออกเสียงลงคะแนนได้
and have the rights to vote equal to | เสียง
votes |

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง
Total voting rights votes

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

วาระที่ 1 **รับรองรายงานการประชุมวิสามัญผู้ถือ ครั้งที่ 1/2553**

Agenda 1

Adoption of the minutes of the Extra-Ordinary Shareholders Meeting no. 1/2010

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนทะเบียนจาก 451,935,207 บาท เป็น 435,461,843 บาท โดยตัดหุ้นสามัญจดทะเบียนที่ยังมิได้ออกจำหน่าย จำนวน 16,473,364 หุ้น มูลค่าหุ้นละ 1 บาท

Agenda 2

Consideration on the reduction of the registered capital from 451,935,207 to Baht 435,461,843, by cancelling 16,473,364 unissued ordinary shares at the par value of Baht 1 per share.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณาแก้ไขหนังสือบริคณห์สนธิข้อ 4 ให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 3

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญที่ออกใหม่ครั้งที่ 3 (DEMCO-W3) เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิม จำนวน 110,000,000 หน่วย

Agenda 4

Consideration on the issue of 110,000,000 ordinary share warrants (DEMCO-W3) for offering to existing shareholders.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

Translation Version Only

- วาระที่ 5** พิจารณานุมัติการออกไปสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญที่ออกใหม่ครั้งที่ 4 (DEMCO-W4) เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิม จำนวน 74,000,000 หน่วย
- Agenda 5** Consideration on the issue of 74,000,000 ordinary share warrant (DEMCO-W4) for offering to existing shareholders.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove จดออกเสียง / Abstain
- วาระที่ 6** พิจารณานุมัติการออกไปสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญให้แก่กรรมการ ผู้บริหาร และพนักงาน ครั้งที่ 2 (DEMCO-ESOP #2) จำนวน 16,000,000 หน่วย
- Agenda 6** Consideration on the issue of 16,000,000 ordinary share warrant for offering to directors, management and staff (DEMCO-ESOP#2)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove จดออกเสียง / Abstain
- วาระที่ 7** พิจารณานุมัติการเพิ่มทุนจดทะเบียน จาก 435,461,843 บาท เป็น 635,461,843 บาท โดยออกหุ้นสามัญ จำนวน 200,000,000 หุ้น มูลค่าหุ้นละ 1 บาท
- Agenda 7** Consideration on the increase of the registered capital from Baht 435,461,843 to Baht 635,461,843, by issuing new 200,000,000 ordinary shares at the par value of Baht 1 per share
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove จดออกเสียง / Abstain
- วาระที่ 8** พิจารณาแก้ไขหนังสือบริคณห์สนธิข้อ 4 ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda 8** Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove จดออกเสียง / Abstain
- วาระที่ 9** พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุน 200,000,000 หุ้น
- Agenda 9** Consideration of the allotment of shares issued in capital increase
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall votes according to my intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove จดออกเสียง / Abstain

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 10 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) the proxy holder shall votes according to my intention as follows:
 - เห็นด้วย / Approve
 - ไม่เห็นด้วย / Disapprove
 - งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Should the Proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor the my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects..

ลงชื่อ / Signed _____ ผู้มอบฉันทะ / Proxy Grantor

ลงชื่อ / Signed _____ ผู้รับมอบฉันทะ / Proxy Holder

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ให้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น

The Proxy Form C. shall be used only in the case where the shareholder whose name appeared in the Shareholders registration as the foreign investor and has duly appointed a custodian to keep and take care of the shares only.

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

Evidence requires to attach this Proxy Form are as follows:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตให้ประกอบธุรกิจคัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.

4. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ

In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this Proxy.