



LT. F 050/2012

March 23, 2012

Subject : Notification of invitation to the 2012 Annual Ordinary General Meeting of Shareholders
To : Shareholders
Enclosure : 1. 2011 Annual report
2. Attached documents for agenda items No. 1, 2, 4, 5, 6, 7, 8 and 9 as parts of the Notification
3. Articles of Association in compliance with shareholders' meeting
4. Evidences required for attending the Meeting
5. Map of the Venue
6. Proxy form

Whereas the Board of Directors' Meeting of TICON Industrial Connection Public Company Limited ("TICON") No.1/2012, held on February 28, 2012, has unanimously agreed to call the Annual Ordinary General Meeting of Shareholders for the year 2012 on April 25, 2012, at 2:30 p.m., in the Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, to transact the following agenda:

1. To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2011, held on June 23, 2011

Objective and reason : The Minutes of the Extraordinary General Meeting of Shareholders No.1/2011, Attachment 1, need the Shareholders to certify the accuracy.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to certify the said Minutes as the Minutes were accurately taken and included all resolutions passed by the Meeting.

2. To acknowledge the Company's performance for the year 2011

Objective and reason : The Management should report the Company's performance to the Shareholders.

Opinion of the Board : The Board agreed to report the Company's performance for the year 2011 to the Shareholders, details of which are in the Attachment 2.

3. To consider and approve the audited Financial Statements of the Company for the fiscal period ended December 31, 2011

Objective and reason : According to the Public Limited Companies Act B.E. 2535, the Company is required to propose its financial statements, audited by the Certified Public Accountant, for each fiscal year to the Shareholders for approval.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the audited financial statements of the Company for the fiscal period ended December 31, 2011 as the said financial statements were presented in a complete, true and fair manner, in compliance with generally accepted accounting principles and all governing rules and regulations. The financial statements are shown in the Company's 2011 annual report.



4. To consider and approve allotment of H2/2011 net profit for dividend payment in cash

Objective and reason : The Shareholders should receive returns from investment in the Company.

Opinion of the Board : By taking into consideration the Company's dividend policy, 2011 net profit and cash flows, the Board has considered it appropriate for the Shareholders at the Meeting to approve the allotment of H2/2011 net profit for dividend payment of Baht 0.20 per share, in addition to the interim dividend payment of Baht 0.20 per share made in September, 2011, the details of which appear in the Attachment 3.

The list of shareholders to be entitled to the dividend will be determined on May 4, 2012 (Record date). The closing date of the share register will be May 8, 2012. Payment will be made on May 17, 2012.

5. To consider and approve issuing and offering of additional debentures

Objective and reason : Proceeds to be received from the debentures issuance will be used for funding operations and business expansion and/or refinancing a certain portion of the Company's existing debts.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the issuing and offering of additional debentures of up to Baht 2,000 million, details of which are shown in the Attachment 4.

6. To elect new Board of Directors' members to replace the directors retiring by rotation

Objective and reason : According to TICON's Articles of Association, one-third of the directors shall vacate office each year. For this year, three directors comprising Mr. Jirapongs Vinichbutr, Mr. Wei Cheng Kuan and Mr. Virapan Pulges, shall retire by rotation.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to re-elect Mr. Jirapongs Vinichbutr, Mr. Wei Cheng Kuan and Mr. Virapan Pulges, to conduct their duties for another term, due to their suitable qualifications. None of these 3 directors is a director of TICON's competitors. Personal details of these directors are shown in Attachment 5.

7. To consider and approve compensation for the Company's directors for the year 2012

Objective and reason : In order to encourage the Company's directors to create value to the Company, the directors should be paid reasonable compensation.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve compensation for the Company's directors for the year 2012 of not exceeding Baht 10,000,000 in total, details of which are shown in the Attachment 6.



8. To appoint the Company's auditor and fix his/her remuneration for the year 2012

Objective and reason : According to the Public Limited Companies Act B.E. 2535, the Company's auditor shall be appointed and his/her compensation shall be fixed each year by the Annual Ordinary General Meeting of Shareholders. Moreover, to be in compliance with the principles of good corporate governance, the Company should not use the same auditor's service for more than 5 consecutive years.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to appoint Ms. Rungnapa Lertsuwankul or Mr. Sophon Permsirivallop or Ms. Sumalee Reewarabandith, of Ernst & Young Office Limited, to be the Company's auditor for the year 2012. His/Her total compensation will not exceed Baht 770,000. (Additional details are in the Attachment 7.)

9. To consider and approve maintaining the resolutions of the Extraordinary General Meeting of Shareholders No.1/2011, held on June 23, 2011, approved to issue and offer Taiwan Depository Receipts (TDR)

Objective and reason : Issuing and offering of TDR is a good alternative for the Company to fund its operation and business expansion. However, presently, the Company has not yet issued TDR as approved by the Extraordinary General Meeting of Shareholders No.1/2011, which has been effective until June 23, 2012. Maintaining of the said resolution will provide the Company with flexibility to issue and offer the TDR within the next 1 year.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve maintaining the resolutions of the Extraordinary General Meeting of Shareholders No.1/2011, approving the issuing and offering of up to 80 million units of TDR, as well as the allotment of newly issued shares to accommodate the TDR issuance, details of which are shown in Attachment 8.

10. Other business (if any)

Kindly attend the Meeting at the date, time and place mentioned above. Registration will start on 1.30 p.m.

On behalf of the Board of Directors
TICON Industrial Connection Public Company Limited

(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors



(Translation)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO. 1/2011

June 23, 2011

Time and Place

The Meeting was held on June 23, 2011 at 2:30 p.m. at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok.

Directors Present**5 persons**

Khun Chali Sophonpanich	Chairman of the Board of Directors
Khun David Desmond Tarrant	Director and Chairman of the Audit Committee
Khun Threekwan Bunnag	Director and Audit Committee's member
Khun Chatchaval Jiaravanon	Director and Audit Committee's member
Khun Virapan Pulges	Managing Director

Management Present**3 persons**

Khun Siriporn Sombatwatthana	Head of Administration
Khun Lalitphant Phiriyaphant	Head of Finance and Company Secretary
Khun Pornpimol Supawiratbancha	Head of Finance-TPARK, a subsidiary

Preliminary Proceeding

Khun Lalitphant Phiriyaphant, Company Secretary, stated that there were 189 shareholders present either in person or by proxy, representing 526,858,126 shares, or 67.46 percent of paid-up shares (the Company had 3,471 shareholders in all, holding altogether 781,005,203 shares) and thus constituting the quorum as required by the Articles of Association of TICON.

Khun Lalitphant introduced the Company's directors.

Khun Lalitphant informed the Meeting of the voting method that any abstention or disapproval against each agenda item should be stated in the ballot distributed to the Shareholders. She added that one share represents one vote.

Khun Chali Sophonpanich, Chairman of the Board of Directors, chaired the Meeting. The Chairman convened the Meeting and introduced the following agenda.

1. To certify the Minutes of the 2011 Annual Ordinary General Meeting of Shareholders, held on April 25, 2011

The Chairman stated that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to certify the Minutes of the 2011 Annual General Meeting of Shareholders as the Minutes were accurately taken and included all resolutions passed by the Meeting.

The Chairman then proposed the Meeting to consider certifying the said Minutes.

Khun Lalitphant informed the Meeting that there was a shareholder holding 10,000 shares just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	526,268,126	100.00%
Approve	526,268,126	100.00%
Disapprove	-	0.00%

RESOLVED: THAT the said Minutes be certified.

2. To consider and approve issuing and offering of Taiwan Depository Receipts (TDR)

The Chairman asked Khun Virapan Pulges, the Managing Director, to present the details of issuing and offering of Taiwan Depository Receipts (TDR).

Khun Virapan presented that the proceeds from issuance of the TDR will be used to fund the Company's operations and business expansion. Details of the offering are as follows:

- Offering units** : Up to 80,000,000 units
- Underlying shares** : Up to 80,000,000 newly issued shares
- Offering price** : Not more than 10 percent premium to, or discount from, average market price.

(Average market price means the weighted average of TICON market price during 15 consecutive trading days prior to the Board's meeting to be held for determining the TDR offering price.)
- Total proceeds** : Approximately Baht 1,000 million
- Offering method** : Offer to investors in Republic of China (Taiwan)
- Secondary market** : Taiwan Stock Exchange (TWSE) or GreTai Securities Market (GTSM)
- Other conditions** : The Board of Directors and/or the President and/or the Managing Director and/or the entrusted persons, are authorized to consider and determine terms, conditions and other relevant details regarding the issuing and offering of TDR, such as the number of TDR to be issued, selling price, subscription period, etc., as well as any transactions in relation to the Securities and Exchange Commission, the Stock Exchange of Thailand and any other relevant authorities in Thailand and Republic of China (Taiwan).

The Chairman informed the Meeting that the Board has considered it appropriate for the Shareholders at the Meeting to approve issuing and offering of up to 80,000,000 units of TDR as presented by Khun Virapan. He then asked the Shareholders whether there were any questions about TDR.

Khun Virapan replied to the shareholders regarding this capital increase that the Company decided to issue TDRs instead of offering new shares to local investors due to the higher liquidity and Price to Earnings (P/E) ratio of the stock markets of Republic of China (Taiwan), as compared to those of the

Stock Exchange of Thailand. At the first offering, the TDR offering price is likely to be close to the Company's common stock price. However, the prices of the following offerings tend to increase. Then, the Company may offer the shareholders an opportunity to participate in the Company's future TDR project. The Company has done some studies and found that most TDRs, including those issued by two Thai listed companies, are traded at a premium to their original stocks price. Moreover, the turnover rate of TDRs is usually high. With a higher stock price, the Company can then raise fund with less of a dilution effect. Furthermore, most Taiwan investors admire high-dividend stocks; therefore, TICON's shares, with around 7-8 percent dividend yield, are expected to be welcome in the market.

Khun Lalitphant replied to the questions regarding the cost of TDR issuance that if the Company issues 80 million units of TDR at the offering price of Baht 12 per unit, the issuing fees will be approximately 2-3 percent of the proceeds. In addition, there will be annual fees of around Baht 2.8 million in total. However, such fees will be reduced to approximately Baht 1.3 million from 2013 onwards. The reason is that the expenses for adjustment of financial statements to be in accordance with Taiwan GAAP will no longer be incurred since the International Financial Reporting Standards will be fully adopted in Thailand and Taiwan starting from such period.

Khun Virapan replied to the shareholders in regard to uses of the proceeds from TDR that approximately Baht 1 billion proceeds will be used to fund the Company's business expansion. The Company's total capital expenditure for this year is estimated to be Baht 3.5 billion. Sources of funds are sales of properties to property funds, rental income and issuance of TDRs. Moreover, the Company can issue debentures or borrow from financial institutions, as recommended by a shareholder, due to its low Debt to Equity ratio.

Khun Virapan clarified that the Company is still in the process of studying and seeking proper opportunities for investment in China.

Khun Virapan replied to the questions regarding rights of TDR holders that TDR holders are deemed as foreign shareholders and equitably treated as common shareholders, both in voting and dividend entitlement. Moreover, TDR holders have the right to convert their TDRs into TICON common shares.

Khun Virapan stated that the issuing and offering of TDR is expected to be completed in late 2011 or early 2012.

Khun Lalitphant informed the Meeting that there were 9 shareholders holding 418,230 shares just arrived at the meeting, and a shareholder holding 5,116 shares just left the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : No less than three-fourth of total number of votes of shareholders attending the meeting and having voting rights		
Shareholders attending the meeting & having voting rights	527,281,240	100.00%
Approve	499,218,367	94.68%
Disapprove	15,633,979	2.97%
Abstain	12,428,894	2.36%

RESOLVED: THAT the issuing and offering of Taiwan Depository Receipts as proposed by the Chairman be approved.



3. To consider and approve an increase in registered capital by means of issuing and allotting ordinary shares to accommodate the issuance of Taiwan Depository Receipts (TDR)

Khun Lalitphant stated that due to this issuance of up to 80,000,000 units of TDR, the Company needs to increase its registered capital from Baht 1,037,252,920 to Baht 1,117,252,920 by means of issuing 80,000,000 ordinary shares, with a par value of Baht 1 per share. The newly issued shares will be allotted to accommodate the issuance of TDRs.

The Chairman stated that in order to comply with relevant regulations, the Board has considered it appropriate for the Shareholders at the Meeting to approve the Company's capital increase to Baht 1,117,252,920.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : No less than three-fourth of total number of votes of shareholders attending the meeting and having voting rights		
Shareholders attending the meeting & having voting rights	527,281,240	100.00%
Approve	499,651,767	94.76%
Disapprove	15,200,479	2.88%
Abstain	12,428,994	2.36%

RESOLVED: THAT the increase in registered capital by means of issuing and allotting ordinary shares to accommodate the issuance of Taiwan Depository Receipts (TDRs) as proposed by the Chairman be approved.

4. To consider and approve amendments to Company's Memorandum of Association in compliance with the capital increase

Khun Lalitphant stated that information in the Company's Memorandum of Association should be amended in compliance with the capital increase as follows:

Clause 4

Registered capital	1,117,252,920 Baht	(Baht One Thousand One Hundred and Seventeen Million Two Hundred and Fifty Two Thousand Nine Hundred and Twenty)
Divided into	1,117,252,920 Shares	(One Thousand One Hundred and Seventeen Million Two Hundred and Fifty Two Thousand Nine Hundred and Twenty Shares)
Par value	1 Baht	(Baht One)
		Divided into
Ordinary share	1,117,252,920 Shares	(One Thousand One Hundred and Seventeen Million Two Hundred and Fifty Two Thousand Nine Hundred and Twenty Shares)
Preferred share	- Shares	(Zero Share)

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to approve the amendments to the Company's Memorandum of Association as proposed by Khun Lalitphant.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : No less than three-fourth of total number of votes of shareholders attending the meeting and having voting rights		
Shareholders attending the meeting & having voting rights	527,281,240	100.00%
Approve	510,169,652	96.75%
Disapprove	15,127,694	2.87%
Abstain	1,983,894	0.38%

RESOLVED: THAT the amendments to the Company's Memorandum of Association in compliance with the capital increase as proposed by the Chairman be approved.

5. Other business (if any)

No other business was proposed for consideration.

Questions and Answers

The Chairman replied to a shareholder regarding the Company's business and the economic and political outlook that the Company has expanded its business from factory development for rent to logistics warehouses development for rent. The logistics warehouse business has continuously played an important role due to the government policy in promoting the reduction in logistics cost. The factories for rent business depends on the movement of foreign direct investment. In the short to medium term, a rapid growth in China's economy, as well as a huge increase in wages, will benefit Thailand and TICON, since many manufacturers in China are likely to relocate their production to Thailand. In conclusion, the Company's factories and logistics warehouses businesses are foreseen to grow continuously in the short to long term,.

Khun Virapan added that more than 80 percent of the Company's new factory customers in the first half of 2011 were from Japan, and around 60 percent were manufacturers in automotive part sector.

Khun Chatchaval Jiaravanon, the Audit Committee's member, answered the question about the impact of the political campaign regarding an increase in minimum wage on the Company's business, that if the minimum wage were to double in the next 3-5 years, the Company's business might be affected. However, such an increase is considered low as compared to that experienced in China during the past 2 years. Therefore, Thailand is still a good alternative production base in the region.

The Chairman replied to a Shareholder that the China City Complex to be established in Thailand is not likely to have an impact on the Company's business. The complex is to be established for distributing Chinese goods in Thailand.



There being no further questions, the Chairman then declared the Meeting closed at 3.50 p.m.

- Chali Sophonpanich -

(Mr. Chali Sophonpanich)
Chairman of the Meeting

Translation certified by

A handwritten signature in black ink, appearing to read "Virapan Pulges", written over a horizontal line.

(Mr. Virapan Pulges)
Director

The Company's and its subsidiaries' performance

Factories

	End of 2009		End of 2010		End of 2011	
	Number of factory	Usable area (Sq.M.)	Number of factory	Usable area (Sq.M.)	Number of factory	Usable area (Sq.M.)
Leased	115	324,550	101	296,825	137	387,515
Pre-leased	9	17,650	8	23,850	6	15,900
Available	41	104,425	28	71,015	10	31,800
Under Construction	10	27,700	11	25,000	15	38,245
Site Preparation	61	141,875	68	164,950	56	144,239
Total	236	616,200	216	581,640	224	617,699
Occupancy rate	75%	77%	80%	82%	93%	93%
Sold during the period	-	-	38	91,185	2	6,000
TFUND's factories managed by TICON	166	377,450	201	463,760	201	463,760
TLOGIS's factories managed by TICON	-	-	-	-	-	-

Warehouses

	End of 2009		End of 2010		End of 2011	
	Number of warehouse	Usable area (Sq.M.)	Number of warehouse	Usable area (Sq.M.)	Number of warehouse	Usable area (Sq.M.)
Leased	15	61,580	27	103,370	52	205,352
Pre-leased	2	15,180	6	52,330	4	33,481
Available	12	50,540	13	64,904	1	8,450
Under Construction	17	50,118	11	27,550	49	157,186
Site Preparation	32	137,058	35	127,718	96	769,976
Total	78	314,476	92	375,872	202	1,174,445
Occupancy rate	59%	60%	72%	71%	98%	97%
Sold during the period	15	70,731	-	-	13	55,230
TFUND's warehouses managed by TICON	8	19,600	8	19,600	8	19,600
TLOGIS's warehouses managed by TICON	15	70,731	15	70,731	28	125,961

Dividend payment

The Company has a policy of paying dividends of not less than 40 percent of net profit after taxation. However, whether the Company will pay dividends and the amount thereof will depend upon the Company's results, financial conditions, and other relevant factors. At the present, there is no dividend payment restriction under any loan agreement between the Company and any lenders.

Proposed dividend payment from H2/2011 net profit and the 2010 historical payment are as follows:

(Unit: Baht)

	2010	2011
Net profit	821,098,609	436,392,864
• Interim dividend - Per share	-	0.20
(paid from H1 performance) - Total amount	-	156,201,041
- Payment date	-	September 6, 2011
• Annual dividend - Per share	1.00	0.20
(2010 : paid from whole-year performance - Total amount	768,140,676	156,201,041 *
2011 : paid from H2 performance) - Payment date	May 19, 2011	May 17, 2012
• Total dividend payment from whole-year performance		
- Per share	1.00	0.40
- Total amount	768,140,676	312,402,082
- Pay-out ratio (%)	93.55	71.59 **

* Based on paid-up shares as at March 23, 2012. None of TICON-W3 warrants is expected to be exercised in ending March, 2012.

** In compliance with the Company's dividend policy.

Debentures details

Objectives	To fund operations, business expansion and/or refinance a certain portion of the Company's debts
Type	Amortization or bullet payment, secured or unsecured, subordinated or unsubordinated debentures including derivative debentures with or without debenture holder's representative, subject to the prevailing market conditions at the time of issuing and offering
Amount	Any amount in one lot or several lots with the aggregate outstanding principal will not exceed Baht 2,000 million.
Maturity	Subject to the prevailing market conditions at the time of issuing and offering
Offering	Offering domestically and/or outside Thailand to the public and/or institutional investors and/or investors of special characteristics in whole or in part which could be single or multiple offerings.
Interest	Subject to the prevailing market conditions at the time of issuing and offering
Early redemption	Debenture holders and/or the Company may or may not hold the right to redeem the debentures prior to maturity, depending upon the conditions of each issue of the debentures.
Other conditions	To authorize the Board of Directors and/or the President and/or the Managing Director and/or persons entrusted by the Board of Directors or the President or the Managing Director to make decision on all relevant matters in regard to the issuance of the debentures

Personal details of directors

Mr. Jirapongs Vinichbutr**Director**

Age	: 61 years
Education	: Master of Business Administration, George Washington University : Director Accreditation Program, Thai Institute of Directors Association
Duration of Directorship	: 8 years (End of 2011)
Related experience	: 2010 – Present : Director, Shanghai TICON Investment Management Co., Ltd. : 2005 – Present : Chairman of the Board, TICON Logistics Park Co., Ltd. : 1993 – Present : Managing Director, Rojana Industrial Park Public Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee proposed the Board of Directors' Meeting to consider approving Mr. Jirapongs Vinichbutr to be a director for another term, due to his qualifications in accordance with the Public Limited Companies Act B.E. 2535 and excellent knowledge/competence/experience in relation to the Company's business.
Shareholding	: - (as at March 15, 2012)
Directorship/Management in other businesses	: Director and Management of a non-listed company
Relationship among Directors/Management	: Mr. Direk Vinichbutr's brother
Number of attendance at the 2011 Board of Directors' Meetings	: 6/7

Mr. Wei Cheng Kuan**President**

Age	: 54 years
Education	: Master of Business Administration, The University of Chicago
Duration of Directorship	: 20 years (End of 2011)
Related experience	: 2010 – Present : Director, Shanghai TICON Investment Management Co., Ltd. : 2005 – Present : Director, TICON Logistics Park Co., Ltd. : 2001 – 2011 : Managing Director, Eco Industrial Services Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee proposed the Board of Directors' Meeting to consider approving Mr. Wei Cheng Kuan to be a director for another term, due to his qualifications in accordance with the Public Limited Companies Act B.E. 2535 and excellent knowledge/competence/experience in relation to the Company's business.
Shareholding	: 33,000,000 shares, representing 4.23 percent (as at March 15, 2012)
Directorship/Management in other businesses	: -
Relationship among Directors/Management	: -
Number of attendance at the 2011 Board of Directors' Meetings	: 4/7

Mr. Virapan Pulges**Managing Director**

Age	: 51 years
Education	: Master of Engineering, University of Colorado : Director Certification Program (Fellow member), Thai Institute of Directors Association : DCP Refresher Course, Thai Institute of Directors Association : Audit Committee Program (ACP), Thai Institute of Directors Association : Certification for Executive Program, CMA11, Capital Market Academy
Duration of Directorship	: 18 years (End of 2011)
Related experience	: 2010 – Present : Director, Shanghai TICON Investment Management Co., Ltd. : 2005 – Present : Managing Director, TICON Logistics Park Co., Ltd. : 2001 – Present : Director, Eco Industrial Services Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee proposed the Board of Directors' Meeting to consider approving Mr. Virapan Pulges to be a director for another term, due to his qualifications in accordance with the Public Limited Companies Act B.E. 2535 and excellent knowledge/competence/experience in relation to the Company's business.
Shareholding	: 6,856,406 shares, representing 0.88 percent (as at March 15, 2012)
Directorship/Management in other businesses	: Director, SVI Public Co., Ltd. : Director, Thai Cane Paper Public Co., Ltd. : Director of a non-listed company
Relationship among Directors/Management	: -
Number of attendance at the 2011 Board of Directors' Meetings	: 7/7

Directors' compensation

(Unit: Baht)

Compensation	2011	Proposal for 2012
1) Meeting allowance		Same as 2011's
- Chairman of the Board	20,000/person/meeting	
- Board's member	10,000/person/meeting	
- Audit Committee's member	10,000/person/meeting	
2) Bonus	Depending on the Company's performance	
3) ESOP as directors' compensation	- None -	
Total compensation for the year	not exceed 10,000,000	

The compensation has been fixed by taking into consideration duties and responsibilities of each Director, information of such compensation as practiced among listed companies, the Company's performance and business expansion, as well as the duration that the same amount of the compensation has been in effect. The proposed compensation has already been considered by the Company's Compensation Committee.

2010 Market Information

Table 1 : Compensation for the Chairman of the board, classified by business sector

Unit : Baht / Person / Year

Sectors	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Agribusiness	9	763,111	92,000	2,601,997
Automotive	13	344,217	76,484	790,000
Banking	10	4,352,629	720,000	10,616,000
Commerce	11	1,377,609	162,839	3,807,500
Companies Under Rehabilitation	8	473,563	120,000	960,000
Construction Materials	13	1,434,109	120,000	9,432,000
Electronic Components	9	1,411,906	150,000	6,480,000
Energy & Utilities	21	1,691,739	106,000	5,854,960
Fashion	15	1,331,288	48,000	6,612,000
Finance and Securities	27	869,494	105,000	4,600,000
Foods & Beverage	21	1,217,515	80,000	7,824,692
Health Care Services	10	969,967	77,000	3,501,000
Home & Office Products	4	321,600	30,000	540,000
Industrial Materials and Machinery	5	473,340	132,000	1,511,700
Information and Communication Technology	21	1,223,316	110,000	4,400,000
Insurance	13	856,029	70,714	2,780,000
Media and Publishing	17	595,073	80,000	2,187,000
Medium-Sized Enterprise (mai)	54	484,685	30,000	3,356,240
Mining	0	-	-	-
Packaging	7	309,286	20,000	510,000
Paper & Printing Materials	2	365,993	240,000	491,985
Personal Products & Pharmaceuticals	3	621,667	484,000	892,000
Petrochemicals & Chemicals	8	912,291	50,000	3,046,153
Professional Services	3	163,333	80,000	260,000
Property Development	53	1,054,093	40,000	6,710,000
Steel	20	633,036	50,000	4,191,813
Tourism and Leisure	11	357,973	150,000	1,135,000
Transportation & Logistics	15	869,545	25,000	3,630,000
Overall	403	978,215	20,000	10,616,000

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 2 : Compensation for directors (excluding Chairman of the board), classified by business sector

Unit : Baht / Person / Year

Sectors	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Agribusiness	15	334,144	36,000	781,500
Automotive	16	255,035	52,500	613,023
Banking	10	2,616,132	478,500	4,662,500
Commerce	14	830,372	159,444	2,653,172
Companies Under Rehabilitation	18	360,597	12,500	1,545,375
Construction Materials	18	817,798	80,000	6,693,167
Electronic Components	11	844,721	160,000	2,388,889
Energy & Utilities	24	1,259,497	123,750	4,701,729
Fashion	23	507,693	56,129	2,097,800
Finance and Securities	30	730,512	86,250	8,371,429
Foods & Beverage	25	713,544	71,414	5,545,044
Health Care Services	13	509,685	52,636	1,493,846
Home & Office Products	9	249,705	7,500	568,222
Industrial Materials and Machinery	6	295,072	102,273	850,320
Information and Communication Technology	25	713,186	93,333	1,910,625
Insurance	17	505,822	74,524	1,270,000
Media and Publishing	25	495,072	4,321	2,797,528
Medium-Sized Enterprise (mai)	65	281,914	42,778	1,241,339
Mining	1	616,666	616,666	616,666
Packaging	12	273,273	13,889	779,333
Paper & Printing Materials	2	376,826	326,667	426,985
Personal Products & Pharmaceuticals	5	292,171	58,286	566,929
Petrochemicals & Chemicals	12	641,244	55,625	2,572,000
Professional Services	3	134,741	62,222	243,500
Property Development	59	638,548	65,143	2,360,667
Steel	27	363,658	43,750	1,650,300
Tourism and Leisure	13	297,750	90,000	746,833
Transportation & Logistics	16	493,348	41,875	1,435,717
Overall	514	584,206	4,321	8,371,429

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 3 : Compensation for directors (excluding Chairman of the board), classified by revenue

Unit : Baht / Person / Year

Revenue (Million Baht)	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Less than 500	84	255,860	4,321	935,000
500 - < 1,000	72	304,320	59,167	1,545,375
1,000 - < 5,000	199	456,858	12,500	8,371,429
5,000 - < 10,000	65	583,390	46,667	2,808,667
≥ 10,000	94	1,362,162	136,067	6,693,167
Overall	514	584,206	4,321	8,371,429

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 4 : Compensation for directors (excluding Chairman of the board), classified by net profit

Unit : Baht / Person/ Year

Net profit (Million Baht)	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Less than 0	77	278,667	13,889	1,615,000
0 - < 50	81	302,511	4,321	1,720,162
50 - < 100	73	320,488	12,500	1,256,108
100 - < 300	114	401,291	36,000	2,797,528
300 - < 500	37	429,073	77,000	1,339,792
500 - < 1,000	50	855,364	136,067	8,371,429
1,000 - < 10,000	68	1,216,488	266,068	3,160,489
≥ 10,000	14	3,129,502	566,429	6,693,167
Overall	514	584,206	4,321	8,371,429

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 5 : Compensation for the Chairman of the Audit Committee (excluding compensation as a director), classified by business sector

Unit : Baht / Person/ Year

Sectors	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Agribusiness	3	393,667	125,000	576,000
Automotive	5	202,500	100,000	300,000
Banking	8	640,875	200,000	1,140,000
Commerce	7	757,714	144,000	3,560,000
Companies Under Rehabilitation	5	222,500	60,000	480,000
Construction Materials	8	186,375	40,000	360,000
Electronic Components	2	235,000	120,000	350,000
Energy & Utilities	13	272,466	50,000	729,304
Fashion	7	135,286	40,000	320,000
Finance and Securities	12	216,500	72,000	345,000
Foods & Beverage	13	581,538	60,000	5,000,000
Health Care Services	5	129,400	40,000	175,000
Home & Office Products	1	60,000	60,000	60,000
Industrial Materials and Machinery	3	112,000	80,000	160,000
Information and Communication Technology	11	189,530	68,000	526,833
Insurance	8	174,950	57,600	300,000
Media and Publishing	10	151,127	40,000	400,000
Medium-Sized Enterprise (mai)	19	144,868	27,000	837,000
Mining	1	200,000	200,000	200,000
Packaging	2	60,000	40,000	80,000
Paper & Printing Materials	2	195,000	120,000	270,000
Personal Products & Pharmaceuticals	2	340,000	300,000	380,000
Petrochemicals & Chemicals	4	453,750	265,000	900,000
Professional Services	2	90,000	85,000	95,000
Property Development	20	351,363	21,000	1,701,250
Steel	4	120,000	40,000	330,000
Tourism and Leisure	5	204,440	45,000	400,000
Transportation & Logistics	10	281,200	30,000	620,000
Overall	192	280,535	21,000	5,000,000

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 6 : Compensation for the Audit Committee (excluding for Chairman of the Committee and compensation as a director), classified by business sector

Unit : Baht / Person/ Year

Sectors	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Agribusiness	5	419,533	101,667	866,667
Automotive	5	152,500	81,250	240,000
Banking	8	496,104	146,667	880,000
Commerce	7	610,012	108,750	3,086,667
Companies Under Rehabilitation	8	166,568	50,000	300,000
Construction Materials	8	126,686	32,500	240,000
Electronic Components	3	235,556	93,333	330,000
Energy & Utilities	14	226,201	50,000	729,304
Fashion	13	109,564	26,667	229,333
Finance and Securities	12	173,397	61,200	265,000
Foods & Beverage	13	351,013	40,000	2,640,000
Health Care Services	5	105,733	23,333	157,000
Home & Office Products	3	130,344	51,667	172,700
Industrial Materials and Machinery	3	94,222	53,333	133,333
Information and Communication Technology	11	166,324	54,667	518,233
Insurance	9	135,411	46,033	250,000
Media and Publishing	10	114,166	36,667	333,333
Medium-Sized Enterprise (mai)	22	136,018	24,333	733,400
Mining	1	200,000	200,000	200,000
Packaging	5	73,307	26,200	150,000
Paper & Printing Materials	2	165,000	120,000	210,000
Personal Products & Pharmaceuticals	3	165,667	42,000	233,333
Petrochemicals & Chemicals	6	256,342	23,333	700,000
Professional Services	2	70,000	68,333	71,667
Property Development	22	286,436	15,750	1,667,500
Steel	4	100,000	35,000	260,000
Tourism and Leisure	5	159,363	33,750	333,333
Transportation & Logistics	12	220,625	30,000	463,333
Overall	221	212,620	15,750	3,086,667

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 7 : Compensation for the Audit Committee (excluding for Chairman of the Committee and compensation as a director), classified by revenue

Unit : Baht / Person/ Year

Revenue (Million Baht)	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Less than 500	31	118,851	23,333	486,056
500 - < 1,000	33	136,934	24,333	733,400
1,000 - < 5,000	71	157,723	15,750	866,667
5,000 - < 10,000	32	230,458	23,333	1,667,500
≥ 10,000	54	374,311	26,667	3,086,667
Overall	221	212,620	15,750	3,086,667

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 8 : Compensation for the Audit Committee (excluding for Chairman of the Committee and compensation as a director), classified by net profit

Unit : Baht / Person/ Year

Net profit (Million Baht)	No. of companies surveyed	Avg. Annual Compensation		
		Avg.	Min.	Max.
Less than 0	33	147,827	26,667	486,056
0 - < 50	27	103,500	23,333	323,333
50 - < 100	28	159,181	15,750	866,667
100 - < 300	39	144,787	24,333	576,000
300 - < 500	21	203,281	53,333	518,233
500 - < 1,000	24	194,490	36,667	488,000
1,000 - < 10,000	38	365,892	23,333	3,086,667
≥ 10,000	11	579,263	89,063	2,640,000
Overall	221	212,620	15,750	3,086,667

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

Table 9 : Compensation for Directors and Management

Unit : Baht / Person/ Year

	No. of companies surveyed	Avg. Compensation
Chairman of the Board	403	978,215
Director (excluding Chairman of the board)	514	584,206
Chairman of the Audit Committee	192	280,535
Audit Committee (excluding Chairman of the audit committee)	221	212,620
Management	494	3,884,658 *

Source: Directors' and Managements' 2010 Compensations for Listed Companies, the Stock Exchange of Thailand

* comprising salary and bonus

Details of the Company's auditor and his/her compensation

1. The proposed auditors have neither interest in, nor relationship with, the Company/Subsidiaries/ management/major shareholders or related persons of the said parties.
2. Ms. Rungnapa Lertsuwankul, one of the proposed auditors, has been the Company's and its 2 subsidiaries' auditor since 2009 (3 years). However, the auditor of the other subsidiary established in China in 2010 works for another audit firm in China. The reason for using services from a local audit firm, instead of the same one as the Company's, is the convenience for working. In addition, this subsidiary has had only a few accounting transactions for the time being
3. The auditor of TICON Property Fund and TPARK Logistics Property Fund, associated companies, works for the same audit firm as the Company's. The appointments of these funds' auditors have been made by their fund managers.
4. The Baht 770,000 compensation proposed for this meeting for approval is equal to the previous year's compensation.
5. The compensation is for audit service only. There is no fee to be paid for non-audit service.
6. The Company's Audit Committee has considered the appointment of the auditor and the determination of her compensation, and was of the opinion that over the past 3 years this auditor had worked efficiently and given her opinion independently. Moreover, her proposed compensation is appropriate as compared to the compensation proposed by another 3 audit firms.

Issuance of Taiwan Depository Receipts (TDR)

1. Objectives of issuing TDR

To fund operations and business expansion.

2. Details of TDR

Offering units	:	Up to 80,000,000 units
Underlying shares	:	Newly issued shares of up to 80,000,000 shares
Offering price	:	Not more than 10 percent premium to, or discount from, the average market price. (The average market price means the weighted average of TICON market price during 15 consecutive trading days prior to the Board's meeting to be held for determining the TDR offering price.)
Total proceeds	:	Approximately Baht 1,000 million
Offering method	:	Offer to investors in Taiwan (Public Offering)
Secondary market	:	Taiwan Stock Exchange (TWSE)
Other conditions	:	The Board of Directors and/or the President and/or the Managing Director and/or the entrusted persons, are authorized to consider and determine terms, conditions and other relevant details regarding the issuing and offering of TDR, such as the number of TDR to be issued, the selling price, the subscription period, etc., as well as any transactions in relation to the Securities and Exchange Commission, the Stock Exchange of Thailand and any relevant authorities in Thailand and the Republic of China (Taiwan).

3. Effect to the shareholders

3.1 Price dilution

Presently, price dilution cannot be stated as it will depend on the final offering price.

3.2 Earnings and control dilutions

In the event that 80,000,000 units of TDR are issued, the shareholders might be affected by earnings and control dilutions as follows:

Before issuing TDR

Number of paid-up shares		781,005,203	
		shares	
Percentage of shareholding		100	%

After issuing TDR of 80,000,000 units

Number of paid-up shares		861,005,203	
		shares	
Percentage of shareholding		90.7	%
Earnings and control dilutions		9.3	%

4. Shareholders' rights in voting on the issuance of TDR

The issuance of TDR is subject to the approval of the Shareholders' Meeting with votes of no less than three fourth of the total votes of Shareholders attending the Meeting and having the rights to vote.

5. Allotment of newly issued ordinary shares to accommodate the issuance of TDR

The Company has registered the capital increase with 80,000,000 ordinary shares since July 7, 2011. The Company proposes for this meeting to maintain the resolution of the Extraordinary General Meeting of Shareholder No.1/2011, approving the allotting of such ordinary shares so as to accommodate the issuance of TDR.

TICON's Articles of Association in compliance with shareholders' meeting

Chapter 4
Meetings of Shareholders

28. The Board of Directors shall hold an annual general meeting within 4 months after the end of each fiscal year.

All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called "Extraordinary Shareholders' Meeting". The Board of Directors may hold an extraordinary shareholders' meeting at any time as they may think fit; or shareholders holding an aggregate of at least one-fifth of the total shares issued or at least 25 shareholders holding an aggregate of at least one-tenth of the total shares issued may at any time request in writing that an extraordinary shareholders' meeting be held, by clearly stating the reason for convening such meeting in the written request. In such case, the Board of Directors shall hold a meeting of shareholders within one month after receipt of the request.

29. In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors' opinion on such matters. Such notice shall be given to each shareholder and the Share Registrar at least 7 days prior to the meeting and shall also be published in a daily newspaper for 3 days consecutively and at least 3 days in advance of the meeting.

A meeting of shareholders may be held at the Company's head office or at any other place throughout the Kingdom.

30. A shareholder may appoint a proxy to attend and vote on his behalf at a meeting of shareholders. An instrument appointing a proxy shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.

The proxy instrument shall be presented to the Chairman of the Board of Directors or the person designated by the Chairman before the proxy attends the meeting.

31. Not less than 25 shareholders and their proxies, if any, or not less than one-half of the total number of shareholders, holding, in either case, an aggregate of not less than one-third of the total shares issued shall constitute a quorum for a meeting of shareholders.

If the shareholders present at any meeting one hour after time specified for the meeting do not constitute a quorum and that meeting is held upon request of the shareholders, the meeting shall be adjourned. If such meeting is not held at the shareholders' request, a meeting shall be re-convened and the notice therefore shall be given to all shareholders at least 7 days in advance. No constitution of a quorum is required at the reconvened meeting.

At the shareholders' meetings, the Chairman of the Board of Directors shall preside. If the Chairman of the Board is not present or is unable to perform his duties at a meeting, the Vice Chairman of the Board, if any, shall preside at that meeting. If there is no such Vice Chairman or if the Vice Chairman is not present or is unable to perform his duties, one of the shareholders present shall be elected chairman of the meeting.

32. In casting votes at a meeting of shareholders, each shareholder shall have one vote for each share held by him.

Voting shall be done in public, except where at least 5 shareholders request secret voting and the meeting resolves to take a ballot. In that case, the method of voting shall be determined by the chairman of the meeting.

A resolution of a general meeting shall be adopted by the following votes:

- (1) In a normal case, a resolution shall require the affirmative vote of a majority of shareholders present and voting at the meeting. In the case of a tie, the chairman of the meeting shall have a second and casting vote; and
- (2) In any of the following cases, a resolution shall require the affirmative vote of at least three-fourths of the shareholders present and voting:
 - (a) Sale or transfer of any part or all of the Company's major businesses to others;
 - (b) Acquisition or take-over of any other public or private company;
 - (c) Execution, amendment or termination of a contract for the lease of any part or all of the Company's major businesses to others, licensing of the operations of the Company's businesses, or amalgamation with another person or juristic person for profit-sharing;
 - (d) Amendment of the Memorandum of Association or the Articles of Association;
 - (e) Increase or decrease of the Company's capital or issuance of debentures; and
 - (f) Merger or dissolution of the Company.

33. Matters to be resolved by an annual general meeting are the following:

- (1) To review the directors' report covering the work done during the previous period;
- (2) To consider and approve the Company's balance sheet and profit and loss account as of the end of the Company's fiscal year;
- (3) To consider and approve the appropriation of profits;
- (4) To elect new directors to replace those retiring on expiration of their terms;
- (5) To fix the directors' emoluments;
- (6) To appoint an auditor and fix his/her remuneration; and
- (7) To consider other businesses, if any.

Evidences required for attending Meeting

1. Individual persons

1.1 Thai individual person

- a) Shareholder's Identification Card such as personal I.D. card, driver licence or identification card of Government officer or identification card of State Enterprise officer
- b) In case of appointing proxy : Copy of Identification Card of Shareholder and Identification Card or Passport (in case of foreigner) of Proxy

1.2 Foreign individual person

- a) Shareholder's Passport
- b) In case of appointing proxy : Copy of Passport of the Shareholder and Identification Card or Passport (in case of foreigner) of proxy

2. Juristic persons

Thai juristic person

- a) Company's Affidavit issued, within the past 30 days, by Department of Business Development, Ministry of Commerce
- b) Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

Foreign juristic person

- a) Company's Affidavit which contains details of the persons authorized to sign on behalf of that company
- b) Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

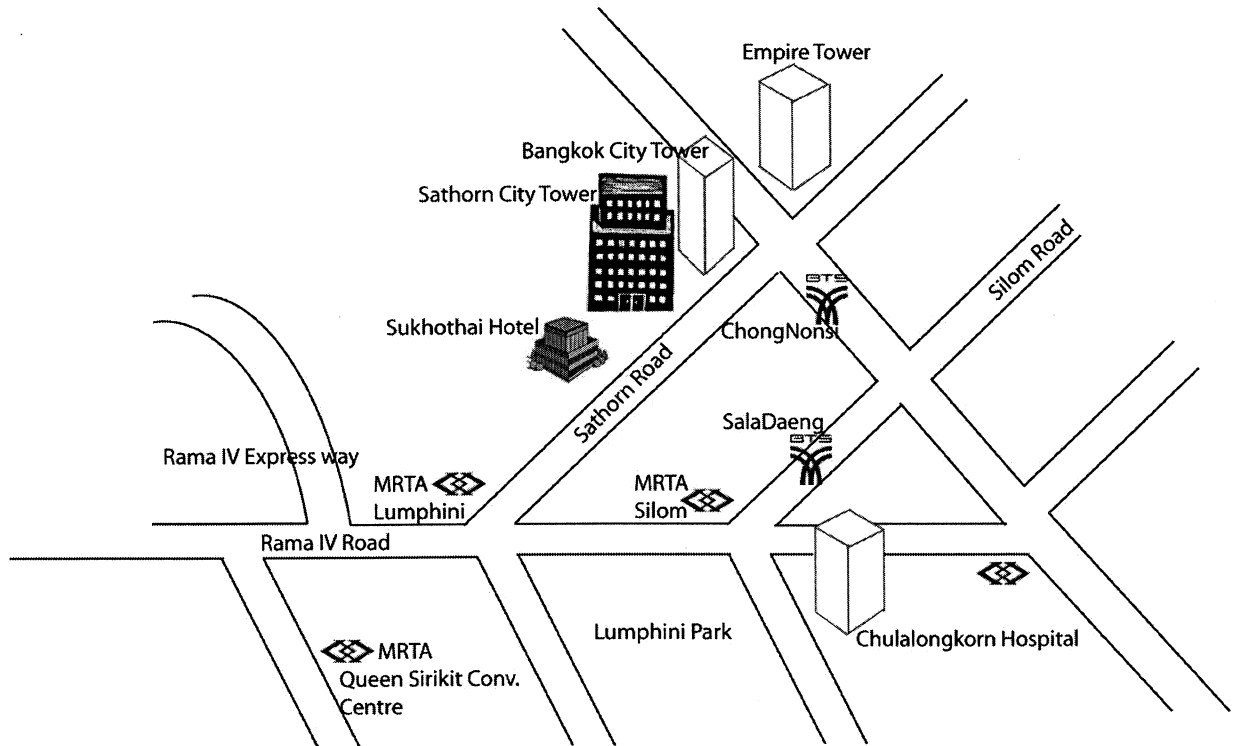
All copy documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

Note : 1) Shareholders/Proxies are requested to register at the Meeting between 1.30 p.m. and 2.30 p.m. of April 25, 2012.

2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 25, 2012.

Map

Grand Hall Room, Bangkok Club flr.28 Sathorn City Tower
175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
Tel.0-2679-6565 Fax. 0-2287-3153





LT.F 051/2012

March 23, 2012

Subject Appointing a proxy to attend the 2012 Annual Ordinary General Meeting of Shareholders
To Shareholders

Reference is made to TICON's Notification of the 2012 Annual Ordinary General Meeting of Shareholders to be held on April 25, 2012, at 2.30 p.m. at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

In order to constitute a quorum at the Shareholders' Meeting as required by the Articles of Association of TICON, the Company would like to request shareholders who are unable to attend the Meeting personally to appoint another person or

Mr. Threekwan Bunnag	Audit Committee Member
Age	55 years
Residing at	89/302 Green Lake Building Moo 2 Bangna-Trad km.39 Rachatheva Sub-District, Bangphli District, Samutprakan
Interest in consideration	- None -

to attend and vote on the shareholder's behalf by using the attached proxy form A or B.

Foreign shareholders who have appointed a custodian in Thailand to act as their Depositor and Trustee should use the proxy form C., which can be downloaded from the Company's website at: <http://ticon.listedcompany.com/meeting.html>

After completing the necessary information in the proxy form, please affix a Baht 20 stamp and return the said form to the Company at least 1 day prior to the date scheduled for the Meeting.

Please be informed accordingly.

Yours faithfully,

(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors

Duty stamp 20 Baht

Proxy Form A

Written at
Date Month B.E.

(1) I/We Nationality
residing at No. Road Sub-District
District Province Postal Code

(2) being a shareholder of TICON Industrial Connection Public Company Limited
holding the total amount of shares and have the rights to vote equal to votes
as follows: ordinary share shares and have the rights to vote equal to votes

(3) hereby appoint [] 1. age years
residing at No. Road Sub-District
District Province Postal Code,or

[] 2. age years
residing at No. Road Sub-District
District Province Postal Codeor

[] 3. age years
residing at No. Road Sub-District
District Province Postal Code

to be my/our proxy to attend and vote on my/our behalf at the 2012 Annual Ordinary General Meeting of Shareholders
on Wednesday, April 25, 2012, at 2.30 p.m., in the Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175
South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting
intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Notes:

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of
shares to several proxies for splitting votes.

Duty stamp 20 Baht

Proxy Form B

Written at
Date Month B.E.

(1) I/We Nationality
residing at No. Road Sub-District
District Province Postal Code

(2) being a shareholder of TICON Industrial Connection Public Company Limited
holding the total amount of shares and have the rights to vote equal to votes
as follows: ordinary share shares and have the rights to vote equal to votes

(3) hereby appoint [] 1. age years
residing at No. Road Sub-District
District Province Postal Codeor

[] 2. age years
residing at No. Road Sub-District
District Province Postal Codeor

[] 3. age years
residing at No. Road Sub-District
District Province Postal Code

to be my/our proxy to attend and vote on my/our behalf at the 2012 Annual Ordinary General Meeting of Shareholders
on Wednesday, April 25, 2012, at 2.30 p.m., in the Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175
South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

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

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2011, held on
June 23, 2011

- [] (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
[] (b) To grant my/our proxy to vote at my/our desire as follows:
[] Approve [] Disapprove [] Abstain

Agenda 2 To acknowledge the Company's performance for the year 2011

Agenda 3 To consider and approve the audited Financial Statements of the Company for the fiscal period ended December 31, 2011

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 4 To consider and approve allotment of H2/2011 net profit for dividend payment in cash

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 5 To consider and approve issuing and offering of additional debentures

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 6 To elect new Board of Directors' members to replace the directors retiring by rotation

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:

Appointment of Mr. Jirapongs Vinichbutr

- Approve Disapprove Abstain

Appointment of Mr. Wei Cheng Kuan

- Approve Disapprove Abstain

Appointment of Mr. Virapan Pulges

- Approve Disapprove Abstain

Agenda 7 To consider and approve compensation for the Company's directors for the year 2012

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 8 To appoint the Company's auditor and fix his/her remuneration for the year 2012

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

Agenda 9 To consider and approve maintaining the resolutions of the Extraordinary General Meeting of Shareholders No.1/2011, held on June 23, 2011, approved to issue and offer Taiwan Depository Receipts (TDR)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 10 Other business (if any)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

- (5) The proxy's voting for any agenda item which is not consistent with the voting intention specified under this proxy shall be deemed invalid and shall not be considered as my/our voting as the Shareholder.
- (6) In case I/we have not specified my/our voting intention on any agenda item or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

1. The shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. For the agenda item appointing Directors, the whole Board of Directors or certain directors can be appointed.
3. If there is any agenda item in any matters other than those specified above, grantor may make further statements in the attached allonge of proxy form B.

Duty stamp 20 Baht

Proxy Form C

Written at

Date Month B.E.

(1) I/We Nationality
residing at No. Road Sub-District
District Province Postal Code
being a custodian of shareholders of TICON Industrial Connection Public Company Limited
holding the total amount of shares and have the rights to vote equal to votes
as follows: ordinary share shares and have the rights to vote equal to votes

(2) hereby appoint [] 1. age years
residing at No. Road Sub-District
District Province Postal Code ,or
[] 2. age years
residing at No. Road Sub-District
District Province Postal Code ,or
[] 3. age years
residing at No. Road Sub-District
District Province Postal Code

to be my/our proxy to attend and vote on my/our behalf at the 2012 Annual Ordinary General Meeting of Shareholders on Wednesday, April 25, 2012, at 2.30 p.m., in the Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

(3) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:
[] (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
[] (b) To grant my/our only for a part of the shares hold of as follows:
[] ordinary share shares and have the rights to vote equal to votes
The total rights to vote equal to votes

(4) In this Meeting, I/we grant my/our rights to vote on my/our behalf as follows:
Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2011, held on June 23, 2011
[] (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
[] (b) To grant my/our only for a part of the shares hold of as follows:
[] Approve votes [] Disapprove votes [] Abstain votes

Agenda 2 To acknowledge the Company's performance for the year 2011

Agenda 3 To consider and approve the audited Financial Statements of the Company for the fiscal period ended December 31, 2011

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our only for a part of the shares hold of as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 4 To consider and approve allotment of H2/2011 net profit for dividend payment in cash

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 5 To consider and approve issuing and offering of additional debentures

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 6 To elect new Board of Directors' members to replace the directors retiring by rotation

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Appointment of Mr. Jirapongs Vinichbutr
 - Approve votes Disapprove votes Abstain votes
 - Appointment of Mr. Wei Cheng Kuan
 - Approve votes Disapprove votes Abstain votes
 - Appointment of Mr. Virapan Pulges
 - Approve votes Disapprove votes Abstain votes

Agenda 7 To consider and approve compensation for the Company's directors for the year 2012

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 8 To appoint the Company's auditor and fix his/her remuneration for the year 2012

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 9 To consider and approve maintaining the resolutions of the Extraordinary General Meeting of Shareholders No.1/2011, held on June 23, 2011, approved to issue and offer Taiwan Depository Receipts (TDR)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approvevotes Disapprove votes Abstain votes

Agenda 10 Other business (if any)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approvevotes Disapprove votes Abstain votes

- (5) The proxy's voting for any agenda item when is not consistent with the voting intention specified under this proxy shall be deemed invalid and shall not be considered as the shareholder's voting.
- (6) In case I/we have not specified my/our voting intention on any agenda item or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

1. This Proxy Form C is used only for a shareholder whose name appears in the registration book who is a foreign investor and who has appointed a Custodian in Thailand to act as his/her Depository and Trustee.
2. Documents required to be attached with this proxy form are as follows:
 - (1) The shareholder's Power of Attorney authorizing the Custodian to sign the proxy on his/her behalf
 - (2) Letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. The Shareholder may grant all of shares specified in Clause (1) or grant only a portion of the shares less than those specified in Clause (1) to the proxy.
5. For the agenda item appointing Directors, the whole Board of Directors or certain directors can be appointed.
6. If there is any agenda item in any matters other than those specified above, the grantor may make further statements in the attached allonge of proxy form C.