



LT. F 042/2013

March 19, 2013

Subject : Notification of invitation to the 2013 Annual Ordinary General Meeting of Shareholders
To : Shareholders
Enclosure : 1. 2012 Annual report
2. Attached documents for agenda items No. 1, 2, 4, 5, 6, 7, 8, 9, 10 and 11 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.1/2013, held on February 28, 2013, has unanimously agreed to call the Annual Ordinary General Meeting of Shareholders for the year 2013 on April 19, 2013, 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.1/2012, held on July 3, 2012

Objective and reason : The Minutes of the Extraordinary General Meeting of Shareholders No.1/2012, 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 2012

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 2012 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, 2012

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, 2012 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 2012 annual report.

4. To consider and approve allotment of 2012 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, 2012 net profit and cash flows, the Board has considered it appropriate for the Shareholders at the Meeting to approve the allotment of 2012 net profit for dividend payment of Baht 1 per share, the details of which appear in the Attachment 3.

The list of shareholders to be entitled to the dividend will be determined on April 26, 2013 (Record date). The closing date of the share register will be April 29, 2013. Payment will be made on May 17, 2013.

5. To acknowledge resignation of Mr. Direk Vinichbutr and appointment of Mr. Chai Vinichbutr to replace Mr. Direk Vinichbutr

Objective and reason : Mr. Direk Vinichbutr has resigned his directorship on November 13, 2012. The Board has appointed Mr. Chai Vinichbutr to replace Mr. Direk Vinichbutr, with the term of office equal to Mr. Direk's remaining term. Mr. Chai Vinichbutr has excellent knowledge, competence and suitable qualifications. His profile is shown in Attachment 4.

Opinion of the Board : The Board has considered it appropriate to report to the Shareholders the resignation of Mr. Direk Vinichbutr and the appointment of Mr. Chai Vinichbutr as a director of the Company, to replace Mr. Direk Vinichbutr.

6. To appoint a new director

Objective and reason : Due to the Company's considerable business expansion, the Board has proposed to appoint a new director.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to appoint Mrs. Yupadee Kuan to be the Company's director, due to her suitable qualifications and professional experience. Her profile is shown in Attachment 5.

7. 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. Chali Sophonpanich, Mr. Threekwan Bunnag and Mr. Chatchaval Jiaravanon, shall retire by rotation.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to re-elect Mr. Chali Sophonpanich, Mr. Threekwan Bunnag and Mr. Chatchaval Jiaravanon, 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 6.

8. To consider and approve compensation for the Company's directors for the year 2013

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 2013 of not exceeding Baht 13,000,000 in total, details of which are shown in the Attachment 7.

9. To appoint the Company's auditors and fix their remunerations for the year 2013

Objective and reason : According to the Public Limited Companies Act B.E. 2535, the Company's auditors shall be appointed and their 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 2013, with total remuneration for audit service of not exceeding Baht 770,000. In addition, it is appropriate to appoint Mrs. Sirinee Nakvijit or Mrs. Chonlakarn Jittakul, of Balance Figure Audit Company Limited, to be the Company's auditor for reviewing the compliance with conditions of BOI's promotion certificate for the year 2013, with the remuneration of not exceeding Baht 180,000. Additional details are in the Attachment 8.

10. To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 18,000 million

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

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 18,000 million. This will provide the Company with flexibility to raise funds via issuing debentures. Details of which are shown in the Attachment 9.



11. To consider and approve maintaining the resolutions of the 2012 Annual Ordinary General Meeting of Shareholders, held on April 25, 2012, 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 operations and business expansion. However, presently, the Company has not yet issued the TDR as approved by the 2012 Annual Ordinary General Meeting of Shareholders, which has been effective until April 25, 2013. To maintain the said resolution will provide the Company with flexibility to decide whether to issue and offer the TDR in due course for another year.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve maintaining the resolutions of the 2012 Annual Ordinary General Meeting of Shareholders which approved to issue and offer the TDR of up to 80 million units, details of which are shown in Attachment 10.

12. 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. 1/2012

July 3, 2012

Time and Place

The Meeting was held on July 3, 2012 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

3 persons

Khun Chali Sophonpanich
Khun Chatchaval Jiaravanon
Khun Virapan Pulges

Chairman of the Board of Directors
Director and Audit Committee's member
Managing Director

Management Present

3 persons

Khun Siriporn Sombatwatthana
Khun Lalitphant Phiriyaphant
Khun Pompimol Supawiratbancha

Head of Administration
Chief Financial Officer and Company Secretary
Head of Finance

Preliminary Proceeding

Khun Lalitphant Phiriyaphant, Company Secretary, stated that there were 198 shareholders present either in person or by proxy, representing 516,538,911 shares, or 66.14 percent of paid-up shares (the Company had 3,442 shareholders in all, holding altogether 781,005,203 shares), and thus constituting the quorum as required by the Articles of Association of the Company.

Khun Lalitphant introduced the directors and members of the management of the Company.

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. 1 share is equivalent to 1 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 2012 Annual Ordinary General Meeting of Shareholders, held on April 25, 2012

The Chairman stated that the Board of Directors considered it appropriate for the Shareholders at the Meeting to certify the 2012 Annual Ordinary 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 during agenda item 1, a shareholder holding 110,000 shares had just arrived at the meeting.



After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	511,361,511	100.00%
Certify	511,361,511	100.00%
Not certify	-	0.00%

RESOLVED: THAT the said Minutes be certified.

2. To consider and approve issuance of Transferable Subscription Rights (TSRs)

The Chairman asked Khun Virapan to explain the reasons for issuing and offering the Transferable Subscription Rights (TSRs).

Khun Virapan explained that the objective of issuing TSRs is to raise capital for the Company's business expansion, particularly in the eastern area where demand for factories and warehouses has increased substantially. The expansion, moreover, is in preparation for serving the coming ASEAN Economic Community (AEC) in 2015.

Details of the TSRs are as follows:

Type of securities	:	Transferable Subscription Rights for TICON's ordinary shares, to be offered to the existing shareholders (the "TSRs")
Type of TSRs	:	Name-specified and transferable TSRs
Number of TSRs	:	Up to 97,625,650 units
Reserved shares	:	Up to 97,625,650 shares (at a par value of Baht 1 each), representing 12.50% of paid up shares as of May 25, 2012
Offering method	:	Offering to the existing shareholders (Right offering), at the ratio of 1 TSR for 8 existing shares
Offering price	:	Baht Zero
Remaining unexercised shares	:	In case where there are any shares remaining unexercised, the remaining unexercised shares will be allocated one time, or several times, to specific persons (Private Placement).
Term	:	Not over 2 months after the TSRs' issuing date
Conversion price	:	Baht 10 per share
Conversion ratio	:	1 TSR conveys the right to purchase 1 ordinary share of the Company.
Conversion date	:	Conversion date shall be determined later. TSRs holders shall exercise their rights after the closing date of TSRs register. The Company shall notify the SET to suspend the trading of the TSRs



(SP) before the conversion period, which will be at least 15 days. If any holders do not exercise their rights within the conversion period, their TSRs will be expired and such holders have no right to subscribe for capital increase shares.

- Issuing and offering date** : To be determined after obtaining approval from the Shareholders' Meeting
- Record Date for the right to obtain TSRs** : To be determined after obtaining approval from the Shareholders' Meeting
- Secondary market of TSRs** : The TSRs will be listed on the Stock Exchange of Thailand.
- Secondary market of ordinary shares reserved for exercise** : The ordinary shares reserved for exercise of the TSRs will be listed on the Stock Exchange of Thailand.
- TSRs registrar** : The Thailand Securities Depository Co.,Ltd.
- Contact place** : To be determined after obtaining approval from the Shareholders' Meeting
- Other relevant matters** : To authorize the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to determine all relevant details of the issuance of the TSRs.

Khun Lalitphant, further proposed to the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director take all actions necessary and relevant and/or beneficial for the issuance of such TSRs, in all respects.

Khun Lalitphant also added that the Company will inform the shareholders of the issuing and offering date, the Record Date for the right to obtain the TSRs, as well as the conversion date, through the Stock Exchange of Thailand after such details are determined.

Khun Virapan replied to a shareholder regarding the factories and warehouses affected by the floods that currently such properties have already been restored. A number of tenants have terminated their factory leases and some tenants have relocated to lease the Company's factories and warehouses in the eastern area. The Company expects that it may take some time for demand in flooded area to recover. However, at present, the Company's warehouses located in Wangnoi, Ayudhya, are fully occupied.

The Chairman replied to a shareholder regarding the exercise of the TSRs that the Board of Directors had considered, that the conversion price of the TSRs is appropriate, which will enable the shareholders to exercise their rights. Khun Virapan, as an executive, added that the Company needs capital to expand its investment. Therefore, the conversion price has been determined by taking into consideration the possibility for the shareholders to exercise their rights.

Khun Virapan answered a question regarding the debt to equity ratio (D/E ratio), that the capital increase will help avoid the D/E ratio from exceeding the level determined by the Company's creditors. However, the ratio will still remain relatively high. Therefore, this year, the Company will continue offering warehouses for sale to TLOGIS of approximately Baht 2,000 million in November and plans to offer factories for sale to TFUND of approximately Baht 1,500 million in December.



The Chairman informed the Meeting that the Board of Directors has considered it appropriate for the shareholders at the Meeting to approve the issuance of the TSRs for existing shareholders by way of rights offering with the details as informed by Khun Virapan and Khun Lalitphant.

Khun Lalitphant informed the Meeting that during agenda item 2, 13 shareholders holding altogether 433,477 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	511,794,988	100.00%
Approve	501,147,588	97.92%
Disapprove	10,647,400	2.08%

RESOLVED: THAT the issuance of Transferable Subscription Rights (TSRs) for existing shareholders by way of rights offering for the number of 97,625,650 units, at no cost, be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.

3. To consider and approve the issuance of the warrants for the Company's directors/employees holding the ESOP warrants under TICON-W5

The Chairman asked Khun Virapan to explain the reasons for issuing and offering the said warrants.

Khun Virapan explained that the Company has no intention to issue new warrants with the purpose of raising funds. He further described that the terms and conditions of the warrants issued to directors and employees in 2009 (TICON-W5) indicated that the Company agreed to seek approval to list TICON-W5 on the Stock Exchange of Thailand within 45 days from the date on which TICON-W5 had been issued for 3 years. However, TICON-W5's qualifications are not in compliance with requirements of the Stock Exchange of Thailand. This resulted in the Company being unable to seek approval to list TICON-W5 on the Stock Exchange of Thailand. Therefore, in order to comply with the said terms and conditions, it is necessary for the Company to issue new warrants, or TICON-W6, to directors and employees by way of public offering to replace TICON-W5 in order that the newly issued warrants will be qualified as listed securities, and be able to be traded on the Stock Exchange of Thailand.

Khun Lalitphant explained that TICON-W6 will be allotted by way of public offering to directors and employees who currently are the holders of TICON-W5 (including the holders of TICON-W5 who have already resigned or may resign as directors or employees of the Company prior to the issuing date of TICON-W6) and wish to be allotted TICON-W6 to replace TICON-W5. In this case, the persons who will be allotted TICON-W6 have rights to choose whether they would receive TICON-W6. Most of the details and features of TICON-W6 are similar to those of TICON-W5.



Details of TICON-W6 are as follows :

Type of securities	:	Warrants to purchase newly-issued ordinary shares of TICON (TICON-W6 warrant)
Type of warrants	:	Name-specified and transferable warrants
Number of warrants	:	32,883,000 units (equal to total number of issued TICON-W5 warrant)
Ordinary shares reserved for exercise	:	33,861,598 shares (representing 4.21 percent of paid up shares, as of May 25,2012)
Term	:	2 years from the issuing date
Offering price	:	Baht Zero
Exercise price	:	Baht 7.769 per share (the same as the current exercise price of TICON-W5 warrant)
Exercise ratio	:	1 warrant conveys the right to purchase 1.02976 new ordinary shares (the same as the current exercise ratio of TICON-W5 warrant)
Adjustment of exercise price and exercise ratio	:	<p>The Company shall adjust the exercise price and the exercise ratio throughout the term of the TICON-W6 warrant, if any of the following events occur, so as to maintain the warrant holders' benefits.</p> <ol style="list-style-type: none"> 1. The Company changes the par value of its shares as a result of a split or consolidation of its issued shares. 2. The Company pays out all or part of its dividends in the form of ordinary shares to its shareholders. 3. The Company offers to sell its ordinary shares to existing shareholders and/or public with the offering price per share of the newly-issued shares lower than "the market price" of the Company's ordinary shares and the difference is larger than 10 percent. 4. The Company offers to sell to existing shareholders and/or public any new securities, e.g., convertible debentures or warrants, which give rights to the holder to convert to or purchase ordinary shares of the Company with the offering price per share of the newly-issued ordinary shares to accommodate the exercise of such rights lower than "the market price" and the difference is larger than 10 percent. 5. The Company pays out dividends of more than 70 percent of its net profit after tax for the accounting period of each year throughout the term of warrants. 6. There are any events not mentioned in no.1 through no.5 that cause the warrant holders to lose their rights and benefits.



Exercise period	:	Last working day of March, June, September, and December of each year
First exercise date	:	Last working day of the first quarter from the issuing date
Last exercise date	:	Last working day during the term of 2 years from the issuing date
Issuing and allocation date	:	To be determined after obtaining approval from the Office of the Securities and Exchange Commission
Secondary market of TICON-W6	:	All TICON-W6 warrants will be listed on the Stock Exchange of Thailand.
Secondary market of ordinary shares reserved for exercise	:	The ordinary shares reserved for exercise of TICON-W6 warrant will be listed on the Stock Exchange of Thailand.
Registrar of the Warrants	:	Thailand Securities Depository Co., Ltd. ("TSD")
Proceeds from exercise	:	Baht 263,070,755 (in the event of full exercise, at the exercise price of Baht 7.769 per share)
Others	:	To authorize the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to determine all relevant details of the issuance of such warrants

Khun Lalitphant, further proposed to the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to take all actions necessary and relevant and/or beneficial for the issuance of such warrants for the directors and employees who are the holders of TICON-W5, in all respects.

Khun Virapan replied to a shareholder regarding earnings dilution (EPS dilution) from issuance of TSRs and TICON-W6, that the exercise of TSRs and TICON-W6 will result in EPS dilution as notified in the invitation to the meeting. However, there will be no additional EPS dilution from TICON-W6 as TICON-W6 will be issued to replace the existing TICON-W5.

In response to a question in regard to Thailand's access to the ASEAN Economic Community (AEC) in 2015, Khun Virapan replied that a lot of foreign entrepreneurs in several industries, such as food, auto and retail, will use Thailand as manufacturing bases and distribution centers which will result in the increase in demand for leasing of the Company's factories and warehouses.

Khun Virapan replied to a shareholder that gross margin from sales of warehouses to property fund is likely to be at the same level as before, which is lower than gross margin from sales of factories. The reasons are that the construction cost of warehouse is higher than that of factory, while the rental fee is at the same level of, or lower than, that of factories. Since logistics cost is the main cost of the operators, the rent of warehouses are then determined at a level that could help reducing the operators' costs.

The Chairman stated that the Board of Directors considered it appropriate for the shareholders at the Meeting to approve the issuance of TICON-W6 of 32,883,000 units, for the allocation by way of public offering to directors and employees (including the holders of TICON-W5 who have already resigned and may resign as the Company's directors or employees prior to the issuing date of TICON-W6) who currently are the holders of TICON-W5 and wish to be allotted TICON-W6 to replace TICON-W5, details of which as described by Khun Lalitphant.



Directors and employees who have interests in this agenda have no voting rights.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	434,369,480	100.00%
Approve	424,116,580	97.64%
Disapprove	10,252,900	2.36%

RESOLVED: THAT the issuance of TICON-W6 of 32,883,000 units, for the allocation by way of public offering to directors and employees (including the holders of TICON-W5 who have already resigned and may resign as the Company's directors or employees prior to the issuing date of the new warrants) who currently are the holders of TICON-W5 and wish to be allotted TICON-W6 to replace TICON-W5, at no cost, be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.

4. To consider and approve the issuance of ordinary shares to be reserved for rights adjustment of and/or for exercise of all of the Company's existing warrants and warrants to be issued in the future

Khun Lalitphant explained that according to the terms and conditions of the Company's existing warrants, the Company is required to adjust the exercise price and exercise ratio of the warrants when the circumstances mentioned in the terms and conditions occur. The Company, therefore, needs to reserve a number of ordinary shares for the said adjustment, so that there will be enough shares for the exercise of all of the Company's existing warrants and all warrants to be issued in the future. Khun Lalitphant then proposed to the shareholders to approve the issuance of 15,000,000 ordinary shares to be reserved for the purposes as mentioned above.

Khun Lalitphant, further proposed to the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to take all actions necessary and relevant and/or beneficial for the issuance of such ordinary shares to be reserved for adjustment of exercise ratio and/or for exercise of all of the Company's existing warrants and warrants to be issued in the future, in all respects.

Khun Lalitphant informed the Meeting that during agenda item 4, 3 shareholders holding 77,200 shares had left the meeting.



After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of 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	517,005,188	100.00%
Approve	501,826,788	97.06%
Disapprove	9,861,100	1.91%
Abstain	5,317,300	1.03%

RESOLVED: THAT the issuance of 15,000,000 ordinary shares to be reserved for rights adjustment of and/or for exercise of the Company's existing warrants and all warrants to be issued in the future be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.

5. To consider and approve the reduction of registered capital by cancelling unissued ordinary shares

Khun Lalitphant stated that at present, the Company has 80,000,000 unissued ordinary shares prepared for issuing Taiwan Depository Receipts (TDRs), which have been approved by the Extraordinary General Meeting of Shareholders No.1/2011 and the 2012 Annual Ordinary General Meeting of Shareholders. In order to increase the registered capital, the Company needs to reduce its registered capital by cancelling such unissued ordinary shares, as required by relevant law.

Khun Lalitphant, further proposed the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to take all actions necessary and relevant and/or beneficial for the reduction of the registered capital by cancelling unissued ordinary shares, in all respects.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of 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	517,005,188	100.00%
Approve	510,133,588	98.67%
Disapprove	1,584,200	0.31%
Abstain	5,287,400	1.02%

RESOLVED: THAT the reduction of registered capital from Baht 1,117,252,920 to Baht 1,037,252,920, by cancelling 80,000,000 unissued ordinary shares, at a par value of Baht 1 per share, totaling Baht 80,000,000, be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.



6. To consider and approve the amendment to the Company's Memorandum of Association in respect of change of registered capital, to be consistent with the reduction of registered capital

Khun Lalitphant stated that information in the Company's Memorandum of Association is required to be amended in compliance with the reduction of registered capital of the Company mentioned in agenda item 5 as follows:

Clause 4

Registered capital of 1,037,252,920 Baht (Baht One Thousand and Thirty Seven Million Two Hundred and Fifty Two Thousand Nine Hundred and Twenty)

Divided into 1,037,252,920 Shares (One Thousand and Thirty Seven Million Two Hundred and Fifty Two Thousand Nine Hundred and Twenty shares)

Par value 1 Baht (Baht One) each

Categorized into

Ordinary share 1,037,252,920 Shares (One Thousand and Thirty Seven Million Two Hundred and Fifty Two Thousand Nine Hundred and Twenty shares)

Preferred share - Shares (Zero Shares)

Khun Lalitphant, further proposed to the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to take all actions necessary and relevant and/or beneficial for the amendment to the Company's Memorandum of Association in respect of change of the registered capital, to be consistent with the reduction of the registered capital, in all respects.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of 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	517,005,188	100.00%
Approve	510,133,588	98.67%
Disapprove	1,584,200	0.31%
Abstain	5,287,400	1.02%

RESOLVED: THAT the amendment to the Company's Memorandum of Association to be consistent with the reduction of registered capital be approved, and THAT authorization as proposed by Khun Lalitphant be approved in all respects.



7. To consider and approve the increase of registered capital

Khun Lalitphant proposed to the Meeting to approve the increase of registered capital from Baht 1,037,252,920, after the capital reduction as stated in agenda item 5, to Baht 1,263,740,168. The increased 226,487,248 shares, at a par value of Baht 1 per share, are for accommodating the issuance of TSRs of 97,625,650 units, the issuance of TICON-W6 of 32,883,000 units, and the issuance of 15,000,000 ordinary shares reserved for the adjustment of the exercise ratio and/or for the exercise of the Company's existing warrants and all warrants to be issued in the future. It is also for accommodating the 80,000,000 units of Taiwan Depository Receipts (TDRs), approved by the Extraordinary General Meeting of Shareholders No.1/2011 and the 2012 Annual Ordinary General Meeting of Shareholders, their reserved shares having been cancelled, as stated in agenda item 5.

Khun Virapan replied to a shareholder regarding the issuance of TDRs that, with the capital increase as mentioned, the Company has no plan to issue TDRs in the near future. The approval of the issuance of TDRs has been renewed for one year ahead from the date of the 2012 Annual Ordinary General Meeting of Shareholders. After that, the Company will consider seeking the extension of such approval as deemed appropriate.

A Shareholder advised the Company to consider raising capital in ASEAN, instead of via Taiwan Stock Exchange. He added that ASEAN investors are likely to have more understanding in the Company's business than Taiwan investors. Khun Virapan stated that the Company will take this issue into consideration.

Khun Lalitphant, further proposed the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to take all actions necessary and relevant and/or beneficial for the increase of registered capital, in all respects.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of 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	517,005,188	100.00%
Approve	501,819,128	97.06%
Disapprove	9,868,760	1.91%
Abstain	5,317,300	1.03%

RESOLVED: THAT the increase of registered capital from Baht 1,037,252,920 to Baht 1,263,740,168, by means of issuing 226,487,248 ordinary shares, at a par value of Baht 1 per share be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.

8. To consider and approve the amendment to the Company's Memorandum of Association in regard to change of registered capital, to be consistent with the increase of registered capital

Khun Lalitphant stated that information in the Company's Memorandum of Association is required to be amended in compliance with the increase of registered capital mentioned in agenda item 7 as follows:



Clause 4

Registered capital of 1,263,740,168 Baht (Baht One Thousand Two Hundred and Sixty Three Million Seven Hundred and Forty Thousand One Hundred and Sixty Eight)

Divided into 1,263,740,168 Shares (One Thousand Two Hundred and Sixty Three Million Seven Hundred and Forty Thousand One Hundred and Sixty Eight Shares)

Par value 1 Baht (Baht One) each

Categorized into

Ordinary share 1,263,740,168 Shares (One Thousand Two Hundred and Sixty Three Million Seven Hundred and Forty Thousand One Hundred and Sixty Eight Shares)

Preferred share - Shares (Zero Shares)

Khun Lalitphant, further proposed the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of Directors and/or the President and/or the Managing Director to take all actions necessary and relevant and/or beneficial for the amendment to the Company's Memorandum of Association in regard to the change of registered capital, to be consistent with the increase of registered capital, in all respects.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of 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	517,005,188	100.00%
Approve	501,856,688	97.07%
Disapprove	9,861,100	1.91%
Abstain	5,287,400	1.02%

RESOLVED: THAT the amendment to the Company's Memorandum of Association to be consistent with the increase of registered capital of the Company be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.

9. To consider and approve the allotment of the Company's capital increase ordinary shares

Khun Lalitphant stated that the capital increase shares needed to be allotted to fulfill the purposes stated in agenda items 2, 3 and 4, and for the issuance of TDRs. She then proposed to the Meeting to approve the allotment of 226,487,248 capital increase shares, at a par value of Baht 1 per share, to accommodate the exercise of TSRs of up to 97,625,650 shares, the exercise of TICON-W6 of up to 33,861,598 shares, the adjustment of exercise ratio and/or the exercise of all of the Company's existing warrants and warrants to be issued in the future of up to 15,000,000 shares, and the issuance of TDRs of up to 80,000,000 shares. In the case where the shares remain from non-exercised TSRs, the shares may be allotted one time or several times to specific persons (Private Placement).

Khun Lalitphant, further proposed the Meeting to approve the authorization for the Board of Directors and/or the President and/or the Managing Director and/or person designated by the Board of



Directors and/or the President and/or the Managing Director to do all actions necessary and relevant and/or beneficial for the allotment of the Company's capital increase ordinary shares, in all respects.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	511,687,888	100.00%
Approve	501,826,788	98.07%
Disapprove	9,861,100	1.93%

RESOLVED: THAT the allotment of the capital increase shares be approved, and THAT the authorization as proposed by Khun Lalitphant be approved in all respects.

10. Other business (if any)

No other business was proposed for consideration.

Questions and Answers

Khun Virapan replied to a question regarding the possibility of 2012 interim dividend payment after sales of properties to TLOGIS that, as the properties will be sold to the fund in the 4th quarter, it is expected that the Company will consider paying dividend from 2012 net profit in one time.

A shareholder advised the Company to consider paying dividend from retained earnings derived from income after 30 percent taxation. This will help retail shareholders to benefit from tax credit on dividend. Khun Virapan replied that the Company will take this issue into consideration.

In response to a question regarding the impact of the issuance of TSRs and TICON-W6 on the adjustment of exercise price and exercise ratio of TICON-W3, Khun Lalitphant replied that, the Company has an obligation to adjust the exercise price and exercise ratio of TICON-W3 due to the issuance of the TSRs only. The issuance of TICON-W6 has no effect on the said adjustment since TICON-W6 will be issued to replace the existing TICON-W5.



There being no further questions, the Chairman then declared the Meeting closed at 3.45 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 2010		End of 2011		End of 2012	
	Number of factory	Usable area (Sq.M.)	Number of factory	Usable area (Sq.M.)	Number of factory	Usable area (Sq.M.)
Leased	101	296,825	137	387,515	95	261,840
Pre-leased	8	23,850	6	15,900	19	51,025
Available	28	71,015	10	31,800	34	101,225
Under Construction	11	25,000	15	38,245	11	24,625
Site Preparation	68	164,950	56	144,239	62	173,775
Total	216	581,640	224	617,699	221	612,490
Occupancy rate	80%	82%	93%	93%	77%	76%
Sold during the period	38	91,185	2	6,000	39	107,000
TFUND's factories managed by TICON	201	463,760	201	463,760	238	566,710
TLOGIS's factories managed by TICON	-	-	-	-	-	-

Warehouses

	End of 2010		End of 2011		End of 2012	
	Number of warehouse	Usable area (Sq.M.)	Number of warehouse	Usable area (Sq.M.)	Number of warehouse	Usable area (Sq.M.)
Leased	27	103,370	52	205,352	62	257,108
Pre-leased	6	52,330	4	33,481	11	38,670
Available	13	64,904	1	8,450	34	86,713
Under Construction	11	27,550	49	157,186	19	159,082
Site Preparation	35	127,718	96	769,976	94	838,904
Total	92	375,872	202	1,174,445	220	1,380,477
Occupancy rate	72%	71%	98%	97%	68%	77%
Sold during the period	-	-	13	55,230	36	117,664
TFUND's warehouses managed by TICON	8	19,600	8	19,600	8	19,600
TLOGIS's warehouses managed by TICON	15	70,731	28	125,961	63	243,625

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 2012, and the 2011 historical payment are as follows:

(Unit: Baht)

	2011	2012
Net profit	436,392,864	1,296,572,072
Dividend per share	0.40	1.00
Total Amount	312,402,082	884,786,274 *
Payout ratio (%)	71.59 **	68.24 **

* Based on paid-up shares as at March 19, 2013.

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

Personal details of person appointed as a director to replace the resigned director

Mr. Chai Vinichbutr

Age	: 39 years
Education	: Bachelor of Business Administration, Boston University : Director Accreditation Program, Thai Institute of Directors Association
Related experience	: 2012 - Present : Director, Eco Industrial Services Co., Ltd. : 2011 - Present : Director, Bangkok Office 3 Co., Ltd. : 2007 - Present : Director, Rojana Industrial Park Public Co., Ltd. : 2004 - Present : Managing Director, Rojana Property Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee has proposed the Board of Directors' Meeting to consider appointing Mr. Chai Vinichbutr to replace Mr. Direk Vinichbutr who resigned his directorship. Mr. Chai has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and has excellent knowledge/competence/experience in relation to the Company's business.
Shareholding	: - None - (as at March 15, 2013)
Directorship/Management in other businesses	: Director and Management of a non-listed company
Relationship among Directors/Management	: Mr. Jirapongs Vinichbutr's relative

Personal details of person proposed to be appointed as a new director

Mrs. Yupadee Kuan

- Age : 51 years
- Education : Bachelor of Business Administration (First class honor),
Chulalongkorn University
: Master of Business Administration, Michigan State
University
- Experience : 1989 - 2002 : Director of Loan Operations Section II,
Project Loan Division, Public Debt
Management Office, Ministry of Finance
: 2012 - Present : Director, Eco Industrial Services Co., Ltd.
- Criteria and procedure for nomination : The Company's Nomination Committee has proposed
the Board of Directors' Meeting to consider appointing
Mrs. Yupadee Kuan to be a new director. Mrs. Yupadee
has qualifications in accordance with the Public Limited
Companies Act B.E. 2535 and has knowledge and
competence which will benefit the Company's business.
- Shareholding : 31,000,000 shares, representing 3.50 percent (as at
March 15, 2013)
- Directorship/Management in other businesses : Director and Management of 2 non-listed companies
- Relationship among Directors/Management : Mr. Wei Cheng Kuan's spouse. Mr. Wei Cheng Kuan is
the Company's director and President.

Personal details of directors

Mr. Chali Sophonpanich	Chairman of the Board
Age	: 52 years
Education	: Master of Business Administration, The University of Chicago : Director Certification Program, Thai Institute of Directors Association
Duration of Directorship	: 22 years (End of 2012)
Related experience	: 2010 - Present : Director, Shanghai TICON Investment Management Co., Ltd. : 1997 - Present : President, Asia Industrial Estate Co., Ltd. : 1987 - Present : President, City Realty Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee has proposed the Board of Directors' Meeting to consider approving Mr. Chali Sophonpanich to be a director for another term. Mr. Chali has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and has excellent knowledge/competence/experience in relation to the Company's business.
Shareholding	: 22,824,579 shares, representing 2.58 percent (as at March 15, 2013)
Directorship/Management in other businesses	: President, Asia Plus Securities Public Co., Ltd. : Director and Management of 39 non-listed companies
Relationship among Directors/Management	: - None -
Number of attendance at the 2012 Board of Directors' Meetings	: 4/6
Mr. Threekwan Bunnag	Director, Audit Committee's member and Independent Director
Age	: 56 years
Education	: Master of Business Administration, University of North Texas : Director Certification Program, Thai Institute of Directors Association : Director Accreditation Program, Thai Institute of Directors Association
Duration of Directorship	: 11 years (End of 2012)
Related experience	: 2009 - 2012 : Independent Director, Audit Committee and Remuneration Committee, Golden Land Property Development Public Co., Ltd. : 2008 - Present : Director, TICON Logistics Park Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee has proposed the Board of Directors' Meeting to consider approving Mr. Threekwan Bunnag to be an independent director for another term. Mr. Threekwan has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and the Notification of the Capital Market Supervisory Board, as well as has excellent knowledge/competence /experience in relation to the Company's business.
Shareholding	: 942,201 shares, representing 0.11 percent (as at March 15, 2013)
Directorship/Management in other businesses	: Chairman of the Audit Committee, Independent Director and Compensation Committee and Nomination Committee, SVI Public Co., Ltd. : Director and Management of 5 non-listed companies
Relationship among Directors/Management	: - None -
Number of attendance at the 2012 Board of Directors' Meetings	: 6/6

Mr. Chatchaval Jiaravanon	Director, Audit Committee's member and Independent Director
Age	: 51 years
Education	: Bachelor of Business Administration, University of Southern California : Director Accreditation Program, Thai Institute of Directors Association : Certification for Executive Program, CMA9, Capital Market Academy
Duration of Directorship	: 11 years (End of 2012)
Related experience	: 2004 - 2012 : Chairman of the Board, Metrostar Property Public Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee has proposed the Board of Directors' Meeting to consider approving Mr. Chatchaval Jiaravanon to be an independent director for another term. Mr. Chatchaval has qualifications in accordance with the Public Limited Companies Act B.E. 2535 and the Notification of the Capital Market Supervisory Board, as well as has excellent knowledge/competence/experience in relation to the Company's business.
Shareholding	: - None - (as at March 15, 2013)
Directorship/Management in other businesses	: Director, Amanah Leasing Public Co., Ltd. : Director and Managing Director, True Corporation Public Co., Ltd. : Director, Aeon Thana Sinsap (Thailand) Public Co., Ltd. : Chairman of the Board and Director and Chairman of the Executive Director, Finansia Syrus Securities Public Co., Ltd. : Director and Management of 43 non-listed companies
Relationship among Directors/Management	: - None -
Number of attendance at the 2012 Board of Directors' Meetings	: 2/6

Definition of Independent Director of the Company

TICON has determined the definition of the Audit Committee's members which are Independent Directors, according to the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand. The qualifications of the Company's Independent Director are as follows:

- (1) Holding shares not more than 1 percent of number of voting stock of the Company, subsidiary companies, associated companies or related company, which shall be inclusive of the shares held by related persons.
- (2) Persons who have benefits or financial and/or managerial interests in the Company and/or its related companies, either at present or during the past two years, shall be prohibited to hold the position of independent director of the Company. Such prohibited relationships include:
 - Executive director, employee, worker, advisor who receives regular salary or controlling person
 - Professional advisors such as auditor, legal advisor, financial advisor or appraiser; and
 - Persons with business relationships through such means as normal business transaction, acquisition or disposition of assets, and offering or receipt of financial assistance, etc.
- (3) In case of concurrently holding the position of independent director at other companies in the same group, the Company shall disclose such information and compensations received from such other companies.
- (4) Audit Committees are prohibited to be any types of directors at any other listed companies in the same group.

- (5) Being a director who is not a related person or close relative of any management member or major shareholder of the Company.
- (6) Being a director whom is not appointed as a representative to safeguard interests of the Company's directors, major shareholders or shareholders who are related to the Company's major shareholders.
- (7) Being capable of performing duties, giving opinions or reporting the results of performance of work according to the duties delegated by the Board frees and clears from the control of the management or the major shareholders of the Company including related persons or close relatives of the said persons.

Related persons include persons who have relationship with or are related to the Company to the extent that they cannot perform their duties independently or in a flexible manner such as supplier, customer, creditor, debtor or person who has business relation that is material etc.

Over the past 2 years until present, Mr. Threekwan Bunnag and Mr. Chatchaval Jiaravanon whom proposed to be directors and independent directors for another term, have not held the position of executive director, officer, employee, or advisor who receives regular salary, neither professional advisor nor person having business relationship with the Company and the related company.

Directors' compensation

(Unit: Baht)

Compensation	2012	Proposal for 2013
1) Meeting allowance - Chairman of the Board - Board's member - Audit Committee's member	20,000/person/meeting 10,000/person/meeting 10,000/person/meeting	Same as 2012's
2) Bonus	Depending on the Company's performance	
3) ESOP as directors' compensation	- None -	
Total compensation for the year	not exceed 10,000,000	not exceed 13,000,000

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.

2011 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	594,667	100,000	1,320,000
Automotive	12	435,830	80,000	893,240
Banking	11	4,757,321	600,000	10,917,030
Commerce	11	1,989,416	320,000	4,940,000
Companies Under Rehabilitation	8	564,500	200,000	1,080,000
Construction Materials	12	1,622,738	80,000	10,152,000
Electronic Components	9	1,413,861	165,000	6,480,000
Energy & Utilities	20	2,143,915	120,000	7,375,300
Fashion	11	1,463,109	60,000	6,730,000
Finance and Securities	25	1,143,196	90,000	5,050,000
Foods & Beverage	22	1,273,551	69,000	7,778,900
Health Care Services	11	928,316	77,000	3,521,000
Home & Office Products	4	381,700	40,000	782,800
Industrial Materials and Machinery	5	856,760	78,800	3,486,000
Information and Communication Technology	22	1,298,356	100,000	4,600,000
Insurance	15	935,957	65,214	2,903,201
Media and Publishing	19	616,858	80,500	2,172,000
Medium-Sized Enterprise (mai)	59	435,269	24,000	3,917,052
Mining	1	642,098	642,098	642,098
Packaging	8	504,588	144,000	1,500,000
Paper & Printing Materials	2	332,945	240,000	425,890
Personal Products & Pharmaceuticals	4	587,250	347,000	1,042,000
Petrochemicals & Chemicals	8	990,192	28,000	3,046,153
Professional Services	3	178,333	135,000	240,000
Property Development	56	977,683	20,000	6,710,000
Steel	24	506,435	50,000	2,142,722
Tourism and Leisure	11	346,555	150,000	936,000
Transportation & Logistics	15	1,048,935	20,000	3,120,000
Overall	417	1,044,862	20,000	10,917,030

Source: Directors' and Management' 2011 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	423,868	14,286	1,546,429
Automotive	16	273,252	38,889	727,600
Banking	11	2,897,630	557,778	4,926,250
Commerce	13	964,978	153,333	2,755,333
Companies Under Rehabilitation	16	396,955	20,000	1,564,935
Construction Materials	18	945,398	37,800	7,319,417
Electronic Components	11	896,404	160,000	2,644,375
Energy & Utilities	23	1,699,916	117,407	5,813,679
Fashion	21	691,388	45,360	4,251,111
Finance and Securities	30	807,238	68,000	7,305,556
Foods & Beverage	26	807,986	81,000	5,302,417
Health Care Services	13	621,518	54,375	1,323,167
Home & Office Products	8	242,868	95,556	588,156
Industrial Materials and Machinery	6	530,569	79,583	2,187,571
Information and Communication Technology	25	732,775	112,222	2,364,256
Insurance	17	553,974	72,691	1,621,933
Media and Publishing	26	523,426	4,321	1,816,000
Medium-Sized Enterprise (mai)	72	351,085	51,250	3,181,818
Mining	2	457,838	413,833	501,842
Packaging	13	321,275	98,673	779,333
Paper & Printing Materials	2	463,671	426,667	500,676
Personal Products & Pharmaceuticals	6	497,338	62,333	1,070,000
Petrochemicals & Chemicals	11	819,641	52,500	3,436,889
Professional Services	3	362,051	97,778	736,875
Property Development	60	587,353	77,500	1,949,333
Steel	26	409,140	33,000	1,641,111
Tourism and Leisure	13	262,811	83,333	653,636
Transportation & Logistics	16	739,133	26,429	1,884,304
Overall	519	669,127	4,321	7,319,417

Source: Directors' and Management' 2011 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	75	309,410	4,321	1,044,000
500 - < 1,000	80	305,083	37,800	1,949,333
1,000 - < 5,000	199	530,901	14,286	7,305,556
5,000 - < 10,000	64	652,779	20,000	4,609,167
≥ 10,000	101	1,507,302	154,444	7,319,417
Overall	519	669,127	4,321	7,319,417

Source: Directors' and Management' 2011 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	105	417,035	26,429	2,351,983
0 - < 50	79	370,567	4,321	1,949,333
50 - < 100	84	451,739	41,875	4,251,111
100 - < 300	101	476,482	14,286	4,416,528
300 - < 500	41	519,034	45,360	1,749,250
500 - < 1,000	38	1,117,629	79,583	7,305,556
1,000 - < 3,000	37	1,033,735	273,803	3,436,889
3,000 - < 10,000	20	1,544,276	20,000	3,383,982
≥ 10,000	14	3,947,062	1,519,350	7,319,417
Overall	519	669,127	4,321	7,319,417

Source: Directors' and Management' 2011 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	4	337,750	95,000	576,000
Automotive	5	162,000	60,000	275,000
Banking	8	727,942	308,000	1,110,000
Commerce	6	306,500	144,000	540,000
Companies Under Rehabilitation	4	140,000	20,000	300,000
Construction Materials	7	232,352	48,000	498,467
Electronic Components	3	180,000	20,000	400,000
Energy & Utilities	9	312,762	50,000	729,304
Fashion	6	123,800	40,000	226,800
Finance and Securities	11	176,006	36,000	310,000
Foods & Beverage	15	562,559	76,500	5,400,000
Health Care Services	6	182,500	40,000	360,000
Home & Office Products	1	65,000	65,000	65,000
Industrial Materials and Machinery	3	110,667	60,000	160,000
Information and Communication Technology	9	250,481	88,000	531,333
Insurance	11	221,645	57,600	350,000
Media and Publishing	7	100,429	50,000	200,000
Medium-Sized Enterprise (mai)	26	130,603	26,000	802,500
Mining	1	200,000	200,000	200,000
Packaging	2	82,000	80,000	84,000
Paper & Printing Materials	2	195,000	120,000	270,000
Personal Products & Pharmaceuticals	2	350,000	300,000	400,000
Petrochemicals & Chemicals	4	346,750	90,000	900,000
Professional Services	2	67,500	60,000	75,000
Property Development	22	320,900	30,000	1,782,000
Steel	7	110,286	40,000	231,000
Tourism and Leisure	4	214,250	45,000	400,000
Transportation & Logistics	8	173,641	30,000	300,000
Overall	195	255,483	20,000	5,400,000

Source: Directors' and Management' 2011 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	393,533	71,667	866,667
Automotive	5	128,000	40,000	200,000
Banking	8	563,373	213,000	856,667
Commerce	6	210,431	114,667	300,000
Companies Under Rehabilitation	6	133,111	20,000	300,000
Construction Materials	8	260,523	42,000	873,333
Electronic Components	4	249,167	93,333	333,333
Energy & Utilities	10	313,649	50,000	729,304
Fashion	12	115,289	22,667	262,667
Finance and Securities	11	168,526	30,667	528,000
Foods & Beverage	16	352,361	50,000	3,000,000
Health Care Services	7	145,726	25,000	270,000
Home & Office Products	3	265,722	51,667	645,500
Industrial Materials and Machinery	3	91,778	40,000	123,333
Information and Communication Technology	10	278,253	73,333	855,000
Insurance	11	176,594	49,867	312,500
Media and Publishing	8	140,385	40,000	540,000
Medium-Sized Enterprise (mai)	27	136,459	24,000	698,167
Mining	1	200,000	200,000	200,000
Packaging	5	79,633	20,500	150,000
Paper & Printing Materials	2	165,000	120,000	210,000
Personal Products & Pharmaceuticals	3	270,111	42,000	535,000
Petrochemicals & Chemicals	6	298,844	56,667	700,000
Professional Services	2	52,500	46,667	58,333
Property Development	24	264,743	30,833	1,620,500
Steel	7	89,869	18,750	182,000
Tourism and Leisure	4	164,438	33,750	333,333
Transportation & Logistics	11	212,689	30,000	361,575
Overall	225	220,045	18,750	3,000,000

Source: Directors' and Management' 2011 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	30	99,204	24,000	528,000
500 - < 1,000	29	113,733	20,000	698,167
1,000 - < 5,000	83	184,115	18,750	866,667
5,000 - < 10,000	27	234,558	40,000	855,000
≥ 10,000	56	386,094	31,667	3,000,000
Overall	225	220,045	18,750	3,000,000

Source: Directors' and Management' 2011 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	45	149,995	20,000	855,000
0 - < 50	33	115,081	18,750	528,000
50 - < 100	34	175,556	20,500	698,167
100 - < 300	38	209,396	39,667	866,667
300 - < 500	22	231,235	36,667	873,333
500 - < 1,000	17	204,802	40,000	729,304
1,000 - < 3,000	18	358,851	33,333	1,620,500
3,000 - < 10,000	9	316,318	78,000	633,333
≥ 10,000	9	795,754	313,333	3,000,000
Overall	225	220,045	18,750	3,000,000

Source: Directors' and Management' 2011 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	417	1,044,862
Director (excluding Chairman of the Board)	519	669,127
Chairman of the Audit Committee	195	255,483
Audit Committee (excluding Chairman of the Audit Committee)	225	220,045
Management	499	4,156,458 *

Source: Directors' and Management' 2011 Compensations for Listed Companies, the Stock Exchange of Thailand

* comprising salary and bonus

Details of the Company's auditors and their 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. The proposed auditors of the Company and subsidiaries are as follows;
 - Ms. Rungnapa Lertsuwankul, one of the proposed auditors, has been auditor of the Company and its 2 Thai subsidiaries since 2009 (4 years). Moreover, Mrs. Sirinee Nakvijit, one of the proposed auditors has provided non-audit service for the Company since 2012 and for a subsidiary since 2010 (3 years).
 - The auditor of the subsidiary established in China in 2010 works for another audit firm in China. The reason for using services from a local audit firm is the convenience for working. This subsidiary has only a few accounting transactions for the time being.
 - As for the subsidiary established in the United States of America in 2012, presently, it is in the process of nominating an auditor since this subsidiary has not yet operated.
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 950,000 compensation proposed for this meeting for approval is Baht 180,000 higher than the previous year's compensation, due to the fee for non-audit service. However, the proposed compensation for audit service for 2013 of Baht 770,000 is equal to the 2012's.
5. The compensation for 2013 is for audit service and non-audit service. Non-audit service fee is to review the compliance with conditions of the BOI's promotion certificate.
6. The Company's Audit Committee has considered the appointment of the auditors and the determination of their compensation, and was of the opinion that over the past 4 years Ms. Rungnapa Lertsuwankul had worked efficiently and given her opinion independently, as well as Mrs. Sirinee Nakvijit who had worked proficiently and given this service to the Company's subsidiary over the past 3 years. Moreover, their proposed compensation is appropriate as compared to the compensation proposed by another 3 audit firms.

Debentures details

Objectives	To fund operations, business expansion and/or repay 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	The total outstanding amount of debentures at any time will not exceed Baht 18,000 million.
Maturity	Subject to the prevailing market conditions at the time of issuing and offering
Offering	Offered domestically and/or outside Thailand to the public and/or institutional investors and/or investors in special characteristic 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 President or Managing Director to make decision on all relevant matters in regard to the issuance of the debentures

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	:	Subject to total number of units to be offered and offering price at the time of the issuance
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. It depends 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	884,786,274	shares
Percentage of shareholding	100	%

After issuing TDR of 80,000,000 units

Number of paid-up shares	964,786,274	shares
Percentage of shareholding	91.7	%
Earnings and control dilutions	8.3	%

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 16, 2012, according to resolution of the Extraordinary General Meeting of Shareholders No.1/2012, approved the allotment 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

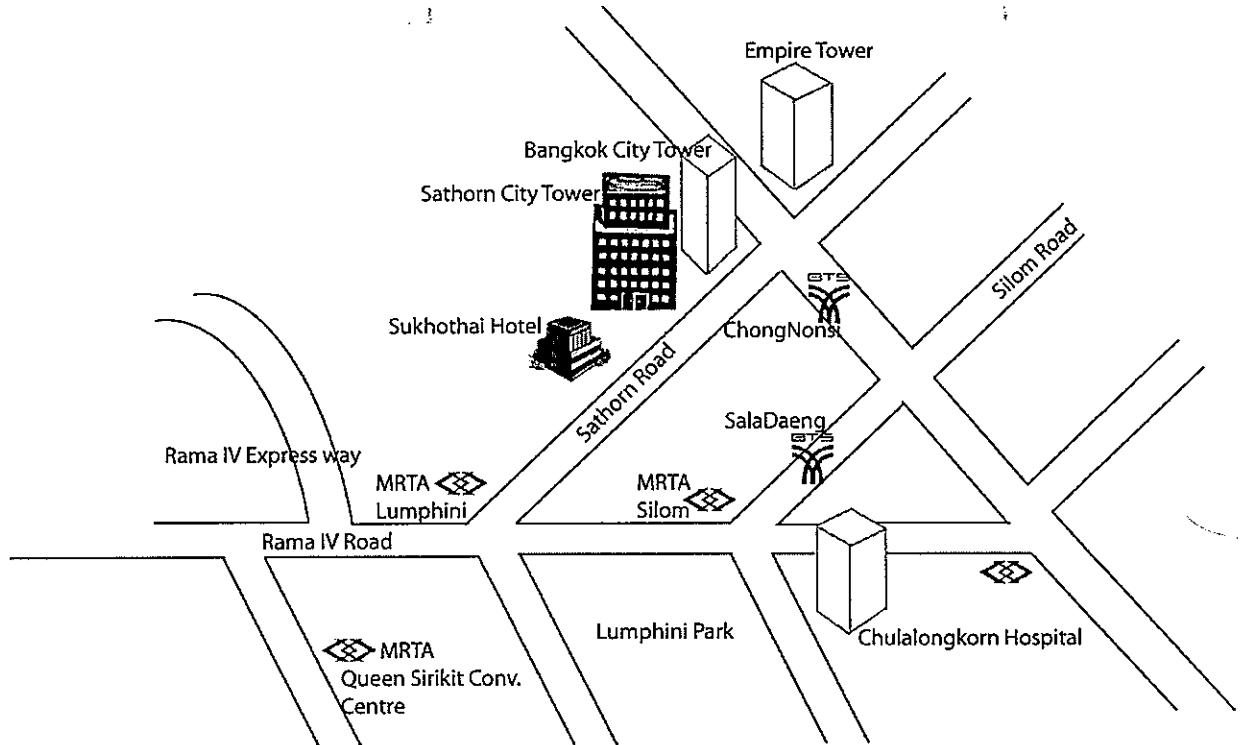
All copy documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

Note : 1) Shareholders/Proxies are requested to register at the Meeting between 1.30 p.m. and 2.30 p.m. of April 19, 2013.

- 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 19, 2013.

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 043/2013

March 19, 2013

Subject Appointing a proxy to attend the 2013 Annual Ordinary General Meeting of Shareholders
To Shareholders

Reference is made to TICON's Notification of the 2013 Annual Ordinary General Meeting of Shareholders to be held on April 19, 2013, 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. David Desmond Tarrant	Chairman of the Audit Committee
Age	70 years
Residing at	246/2 Soi.Thonglor 8, Sukhumvit 55, Khlong tan Nuea Sub-District, Wattana District, Bangkok
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 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 2013 Annual Ordinary General Meeting of Shareholders
on Friday, April 19, 2013, 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 2013 Annual Ordinary General Meeting of Shareholders
on Friday, April 19, 2013, 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.1/2012, held on
July 3, 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 2 To acknowledge the Company's performance for the year 2012

Agenda 3 To consider and approve the audited Financial Statements of the Company for the fiscal period
ended December 31, 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 4 To consider and approve allotment of 2012 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 acknowledge resignation of Mr. Direk Vinichbutr and appointment of Mr. Chai Vinichbutr to replace Mr. Direk Vinichbutr

Agenda 6 To appoint a new director

- (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 7 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. Chali Sophonpanich

- Approve
- Disapprove
- Abstain

Appointment of Mr. Threekwan Bunnag

- Approve
- Disapprove
- Abstain

Appointment of Mr. Chatchaval Jiaravanon

- Approve
- Disapprove
- Abstain

Agenda 8 To consider and approve compensation for the Company's directors for the year 2013

- (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 appoint the Company's auditors and fix their remunerations for the year 2013

- (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 To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 18,000 million

- (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 11 To consider and approve maintaining the resolutions of the 2012 Annual Ordinary General Meeting of Shareholders, held on April 25, 2012, 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 12 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.

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 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 2013 Annual Ordinary General Meeting of Shareholders on Friday, April 19, 2013, at 2.30 p.m., in the Grand Hall, the Bangkok Club, 28th Floor, Sathom City Tower, 175 South Sathom Road, Thungmahamek, Sathom, 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.1/2012, held on July 3, 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 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 2012

Agenda 3 To consider and approve the audited Financial Statements of the Company for the fiscal period ended December 31, 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 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 2012 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 acknowledge resignation of Mr. Direk Vinichbutr and appointment of Mr. Chai Vinichbutr to replace Mr. Direk Vinichbutr

Agenda 6 To appoint a new director

- (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 7 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. Chali Sophonpanich
 - Approve votes Disapprove votes Abstain votes
 - Appointment of Mr. Threekwan Bunnag
 - Approve votes Disapprove votes Abstain votes
 - Appointment of Mr. Chatchaval Jiaravanon
 - Approve votes Disapprove votes Abstain votes

Agenda 8 To consider and approve compensation for the Company's directors for the year 2013

- (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 appoint the Company's auditors and fix their remunerations for the year 2013

- (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 10 To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 18,000 million

- (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 11 To consider and approve maintaining the resolutions of the 2012 Annual Ordinary General Meeting of Shareholders, held on April 25, 2012, 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 votes Disapprove votes Abstain votes

Agenda 12 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 votes 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.