



LT. F 099/2008

March 21, 2008

Subject : Notification of invitation to the 2008 Annual Ordinary General Meeting of Shareholders
To : Shareholders
Enclosure : 1. 2007 Annual report
2. Attached documents for agenda No. 1, 3, 4, 5, 6 and 7 as part of the Notification
3. Articles of Association in compliance with shareholders' meeting
4. Evidences required for attending Meeting
5. Map of the Venue
6. Proxy form

Whereas the Board of Directors' Meeting of TICON Industrial Connection Public Company Limited ("TICON") No.1/2008, held on February 27, 2008, has unanimously agreed to call the Annual Ordinary General Meeting of Shareholders for the year 2008 on April 22, 2008, 2:30 p.m., at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, to transact the following agenda:

Agenda

1. To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2007 held on August 9, 2007

Objective and reason : The Minutes of the Extraordinary General Meeting of Shareholders No.1/2007, 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 consider and approve the audited Balance Sheets and Profit and Loss Statements of the Company and its Subsidiaries for the fiscal period ended December 31, 2007

Objective and reason : According to the Public Limited Companies Act B.E. 2535, the Company is required to propose 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 and Subsidiaries for the fiscal period ended December 31, 2007 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.

3. To acknowledge the Company's performance for the year 2007

Objective and reason : The Shareholders should be given the opportunity to acknowledge the Company's performance.

Opinion of the Board : The Board agreed to report the Company's performance for the year 2007 to the Shareholders. Details of which are in the Attachment 2.



4. To consider and approve an allotment of 2007 net profit for dividend payment

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, 2007 net profit and cash flows, the Board has considered it appropriate for the Shareholders at the Meeting to approve allotment of 2007 net profit for dividend payment of Baht 1.20 per share, the details of which appear as Attachment 3. Payment will be made to shareholders whose names appear on the Company's share register as at May 6, 2008, at 12.00 noon. The payment date will be May 16, 2008.

5. 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. This year, three directors, Mr. Chali Sophonpanich, Mr. Direk Vinichbutr and Mr. David Desmond Tarrant, 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. Direk Vinichbutr and Mr. David Desmond Tarrant to conduct their duties for another term, due to their suitable qualifications. Although Mr. Direk Vinichbutr has not attended the Board of Directors' Meetings during 2007, he has always been one of the key persons setting the Company's strategies and policies, as well as suggesting guidelines for operations to the Management.

None of these 3 directors is a director of TICON's competitors (Personal details of these directors are shown in Attachment 4). Mr. David Desmond Tarrant is one of the Audit Committee members who are independent and have qualifications according to the relevant regulations and criteria, as mentioned in the Company's Annual Report.

The re-election of the said directors has already been considered and approved by the Company's Nomination Committee, subject to approval by the Shareholders.

6. To consider and approve the directors' compensation for the year 2008

Objective and reason : In order to encourage the directors to create value to the Company, they should receive reasonable compensation. Details of directors' compensation as practiced among listed companies are shown in Attachment 5.

Opinion of the Board : The Board proposes the Shareholders to approve the directors' and Audit Committee's members' 2008 compensation not exceeding Baht 8,000,000 in total, details of which as shown in Attachment 5.

The proposed compensation was already considered by the Company's Compensation Committee, by taking into account the compensation of directors of other listed companies, the Company's performance, as well as directors' duties and responsibilities.



7. To appoint the Company's auditor and fix his/her compensation for the year 2008

Objective and reason : According to the Public Limited Companies Act B.E. 2535, the Company's auditor and his/her compensation shall be annually appointed and fixed 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 Mr. Sophon Permsirivallop or Ms. Rungnapa Lertsuwankul or Ms. Sumalee Reewarabandith, of Ernst & Young Office Limited, to be the Company's auditor for the year 2008. His/her total 2008 compensation will be Baht 1,050,000, (additional details are in Attachment 6).

The appointment of the Company's auditor and his compensation mentioned above have already been considered and approved by the Company's Audit Committee, subject to approval by the Shareholders.

8. Other business (if any)

Kindly attend the Meeting at the date, time and place mentioned above. The 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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO. 1/2007**September 12, 2007**

Time and Place

The Meeting was held on September 12, 2007 at 1:30 p.m. at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok.

Directors Present

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

Management Present

Khun Siriporn Sombatwatthana	Head of Administration
Khun Lalitphant Phiriyaphant	Head of Finance and Company Secretary
Khun Patan Somburanasin	Head of Investment

Preliminary Proceeding

Khun Lalitphant Phiriyaphant, Company Secretary, stated that there were 66 Shareholders present either in person or by proxy, representing 530,727,403 shares, or 81.57 percent of the Company's paid-up shares (the Company had 800 shareholders in all, holding altogether 650,674,047 shares) and thus constituting the quorum as required by the Articles of Association of TICON.

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.

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 2007 Annual Ordinary General Meeting of Shareholders, held on April 30, 2007

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to certify the Minutes of the 2007 Annual Ordinary General Meeting of Shareholders, as shown in the attachment 1 of the notification of invitation, 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.

After careful consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of voting
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	489,978,603	100.0%
Approve	489,978,603	100.0%
Disapprove	-	-
Abstain	40,748,800	7.7% of shareholders attending the meeting

RESOLVED: THAT the said Minutes be certified.

2. To consider and approve the issuance and offering of additional debentures

The Chairman proposed the Meeting to consider and approve the issuance and offering of additional Baht 2,000 million debentures so as to fund operations, business expansion and refinance certain portion of the Company's existing debts. Details of the debentures are as follows;

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 (excluding Baht 2,000 million debentures approved by the Shareholders' meeting held on September 20, 2005), the aggregate outstanding principal will not exceed Baht 2,000 million
Maturity	Not exceeding 10 years
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 up on the conditions of each issuance 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

Khun Virapan Pulges, Managing Director, explained that in 2005 the shareholders had approved the issuance and offering of Baht 2,000 million debentures, of which Baht 1,500 million were issued in 2006 and Baht 500 million were issued in September, 2007. The proceeds were used to refinance some debts, purchase land and develop factories and warehouses. The Company has considered it appropriate to ask the shareholders to approve issuance and offering of another Baht 2,000 million debentures to accommodate the business operation in the future provided that the funding cost of debentures issuance is lower than that of bank loans.

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to approve the issuance and offering of up to Baht 2,000 million additional debentures.

The Chairman then proposed the Meeting to consider and approve issuance and offering of additional debentures.

After careful consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of voting
Voting required : No less than three-fourth of total number of votes of shareholders attending the meeting and having the right to vote		
Shareholders attending the meeting & having voting right	530,727,403	100.0%
Approve	490,727,403	92.5%
Disapprove	-	-
Abstain	40,000,000	7.5% of shareholders attending the meeting

RESOLVED: THAT the issuance and offering of up to Baht 2,000 million additional debentures be approved.

3. Other business

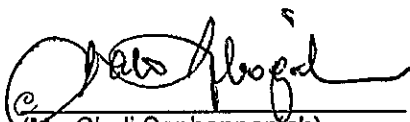
No other business was proposed for consideration.

Questions and Answers

According to the question in regard to issuance and offering of debentures, Khun Virapan clarified that objectives of the issuance are to refinance a part of the Company's existing debts which were charged interest higher than debentures' coupon, and to fund the expansion of the Company's project development in the future. The debentures may be issued and offered in due course. In the event of offering of the whole approved amount, the Company's debt to equity ratio will increase from 1.4 times at the end of June, 2007 to approximately 2.0 times.

Khun Virapan reported progress of performance of the Company and its subsidiaries, that growth of factory rental has been slow as compared with the previous year. Most of the new leases were from the existing tenants expanding their businesses while new potential tenants have postponed their decisions. At the end of June, 2007, the Company had many new completed factories which resulted in reducing the occupancy rate from 90 percent to 85 percent. However, the slowdown in factory rental is expected to be temporary since there are several potential tenants interested in leasing the available factories. He added that demand for warehouse rental has been high. Many warehouses are under construction at TICON Logistics Park on Bangna-Trad Km. 39. The Company has speeded up the construction of warehouses while slowing down factory construction slightly.

There being no other business to consider, the Chairman then declared the Meeting closed at 1.55 p.m.



(Mr. Chali Sophonpanich)
Chairman of the Meeting

The Company's and its subsidiaries' performance

Standard Factories

	End of 2005		End of 2006		End of 2007	
	Number of factory	Usable area (Sq.M.)	Number of factory	Usable area (Sq.M.)	Number of factory	Usable area (Sq.M.)
Leased	146	329,325	147	344,943	114	314,408
Pre-leased	27	65,725	21	77,225	17	51,675
Available	15	35,150	19	46,310	31	84,310
Development pipeline	58	150,015	75	189,200	96	231,250
Total	246	580,215	262	657,678	258	681,643
Occupancy	92.0%	91.8%	89.8%	90.1%	80.9%	81.3%
Sold during period	41	94,525	50	116,907	64	125,986
TFUND's factories managed by TICON	39	89,900	81	184,007	131	286,482

Warehouses

	End of 2005		End of 2006		End of 2007	
	Number of warehouse	Usable area (Sq.M.)	Number of warehouse	Usable area (Sq.M.)	Number of warehouse	Usable area (Sq.M.)
Leased	-	-	-	-	8	39,297
Pre-leased	-	-	-	-	4	18,900
Available	-	-	4	21,240	2	7,760
Development pipeline	-	-	8	37,648	66	306,879
Total	-	-	12	58,888	80	372,836
Occupancy	-	-	-	-	85.7%	88.2%
Sold during period	-	-	-	-	-	-
TFUND's warehouses managed by TICON	-	-	-	-	-	-

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 condition, and other relevant factors. At the present, there is no dividend payments restriction under loan agreement between the Company and any lenders.

Proposed dividend payment from 2007 net profit and the 2006 historical payment are as follows:

	2006	2007
Net profit	869,166,947	1,062,747,983
Dividend payment per share	1.20	1.20
Total dividend payment	778,971,058	781,702,593 *
Dividend pay-out ratio (%)	89.63	73.55 **

* Based on TICON's paid-up shares as at January 4, 2008.

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

Personal details of directors

Mr. Chali Sophonpanich	Chairman of the Board
Age	: 47
Education	: Master of Business Administration, University of Chicago
Director program	: Directors Accreditation Program, Thai Institute of Directors
Duration of Directorship	: 16 years
Related experience	: 1987 - Present : President, City Realty Co., Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee proposed the Board of Directors' Meeting to consider approving Mr. Chali Sophonpanich 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	: 2,608,000 shares, representing 0.40 percent (as at March 12, 2008)
Directorship/Management in other businesses	: Director, Asia Plus Securities Public Co., Ltd., a listed company President, City Realty Co., Ltd., a non-listed company
Relationship among Directors/Management	: -
Number of attendance at the 2007 Board of Directors' Meeting	: 3/4
Mr. Direk Vinichbutr	Director
Age	: 65
Education	: Diploma: International Business, London School of Foreign, London
Director program	: -
Duration of Directorship	: 4 years
Related experience	: 2003 - Present : Director, Eco Industrial Services Co., Ltd. : 1989 - Present : CEO, 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. Direk 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 12, 2008)
Directorship/Management in other businesses	: CEO, Rojana Industrial Park Public Co., Ltd., a listed company.
Relationship among Directors/Management	: Mr. Jirapongs Vinichbutr's brother. Mr. Jirapongs is the Company's director.
Number of attendance at the 2007 Board of Directors' Meeting	: Although Mr. Direk Vinichbutr has not attended the Board of Directors' Meetings during 2007, he has always been one of the key persons setting the Company's strategies and policies, as well as suggesting guidelines for operations to the Management.

Mr. David Desmond Tarrant	Director and Chairman of the Audit Committee
Age	: 65
Education	: Fellow of the Institute of Chartered Accountants in England & Wales
Director program	: Directors Certification Program, Thai Institute of Directors
Duration of Directorship	: 5 years
Related experience	: 1995 – Present : Director, Sakura Ventures Pte. Ltd. : 1995 – 1998 : Managing Director, Indochina Asset Management Ltd. : 1995 – 1998 : Director, Beta Mekong Fund Ltd.
Criteria and procedure for nomination	: The Company's Nomination Committee proposed the Board of Directors' Meeting to consider approving Mr. David Desmond Tarrant 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	: 458,589 shares, representing 0.07 percent (as at March 12, 2008)
Directorship/Management in other businesses	: -
Relationship among Directors/Management	: -
Number of attendance at the 2007 Board of Directors' Meeting	: 4/4

The Company's directors' compensation

(Unit: Baht)

Compensation	2007	Proposal for 2008
1) Meeting allowance		
- Chairman of the Board	20,000/person/meeting	20,000/person/meeting
- Board's member	10,000/person/meeting	10,000/person/meeting
- Audit Committee's member	10,000/person/meeting	10,000/person/meeting
2) Bonus	Depend on the Company's performance	Depend on the Company's performance
3) ESOP as directors' remuneration	- None -	- None -
Total compensation for the year	not exceed 5,000,000	not exceed 8,000,000

The Company's directors' compensation has been fixed by taking into account the information of directors' compensation as practiced among listed companies, the Company's performance, business expansion, as well as the time the existing compensation has been in effect. The compensation proposed above has already been considered by the Company's Compensation Committee.

2006 Market Information

Table 1: Compensation for Chairman (By sector)

Unit : Baht/person

Sectors	No. of companies surveyed	Avg Annual Compensation for Chairman		
		Avg.	Min	Max
Banking	12	3,801,474	800,100	9,386,170
Energy & Utilities	17	1,247,201	80,000	3,275,000
Finance and Securities	29	1,071,875	81,000	4,600,000
Construction Materials	19	898,776	80,000	9,792,000
Commerce	12	890,944	63,333	3,500,000
Property Development	40	870,285	50,000	5,380,000
Industrial Materials and Machinery	12	800,361	50,000	4,234,942
Insurance	14	731,775	165,734	2,007,302
Automotive	11	407,273	40,000	1,185,000
Professional Services	2	220,000	180,000	260,000

Source: 2006 Directors and Managements' Compensation for Listed Company, the Stock Exchange of Thailand

Table 2: Compensation for Directors excluding Chairman (By sector)

Unit : Baht/person

Sectors	No. of companies surveyed	Avg Annual Compensation for Director		
		Avg.	Min	Max
Banking	12	1,942,660	417,500	4,637,333
Energy & Utilities	17	944,287	80,000	2,646,792
Finance and Securities	29	640,317	50,714	6,666,667
Construction Materials	19	626,778	56,750	6,629,482
Commerce	12	570,925	100,185	1,597,223
Insurance	14	432,120	101,752	1,034,843
Property Development	40	418,721	88,750	1,643,889
Industrial Materials and Machinery	12	288,666	38,250	1,401,692
Professional Services	2	287,611	234,111	341,111
Automotive	11	235,028	137,143	512,556

Source: 2006 Directors and Managements' Compensation for Listed Company, the Stock Exchange of Thailand

Table 3: Compensation for Directors including Chairman (By sector)

Unit : Baht/person

Sectors	No. of companies surveyed	Avg Annual Compensation for Director		
		Avg.	Min	Max
Banking	13	2,025,130	447,692	4,675,625
Energy & Utilities	22	1,030,091	80,000	4,063,836
Finance and Securities	35	642,950	54,500	6,371,429
Construction Materials	27	574,793	61,556	6,893,026
Commerce	15	570,868	96,500	1,612,821
Property Development	49	467,341	19,125	2,059,720
Insurance	18	392,402	66,385	1,043,813
Industrial Materials and Machinery	19	325,392	42,600	1,281,795
Professional Services	2	280,850	236,700	325,000
Automotive	20	208,591	110,111	579,800

Source: 2006 Directors and Managements' Compensation for Listed Company, the Stock Exchange of Thailand

Table 4: Compensation for Directors including Chairman (By revenue)

Unit : Baht/person

Revenue of Company (Million Baht)	No. of companies surveyed	Avg Annual Compensation for Director		
		Avg.	Min	Max
Less than 500	75	262,691	1,455	1,199,286
500 - < 1,000	69	338,627	31,250	5,515,000
1,000 - < 5,000	212	379,894	0	6,371,429
5,000 - < 10,000	59	524,271	48,083	2,059,720
10,000 upwards	72	1,371,049	92,900	6,893,026
Overall	487	520,025	0	6,893,026

Source: 2006 Directors and Managements' Compensation for Listed Company, the Stock Exchange of Thailand

Table 5: Compensation for Directors including Chairman (By revenue)

Unit : Baht/person

Net profit of Company (Million Baht)	No. of companies surveyed	Avg Annual Compensation for Director		
		Avg.	Min	Max
Less than 0	86	344,808	6,000	2,921,560
0 - < 50	91	257,257	1,455	1,192,133
50 - < 100	54	271,506	38,929	1,418,387
100 - < 300	111	436,193	0	5,515,000
300 - < 500	49	430,586	22,680	1,380,000
500 - < 1,000	30	896,043	94,375	6,371,429
1,000 - < 10,000	56	1,042,014	80,000	2,788,731
10,000 upwards	10	3,077,686	887,596	6,893,026
Overall	487	520,025	0	6,893,026

Source: 2006 Directors and Managements' Compensation for Listed Company, the Stock Exchange of Thailand

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. Mr. Sophon Permsirivallop has been the Company's auditor since 2004. He is the auditor of the Company's subsidiaries as well.
3. The auditor of the Company's associated Company (TICON Property Fund) works for the same auditing firm as the Company's.
4. The Baht 1,050,000 proposed for this meeting for approval has been increased from the previous year's compensation of Baht 1,000,000.
5. The compensation for the Company's auditors is for audit service only. There is no fee to be paid for non-audit service.

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

2.1 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

2.2 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

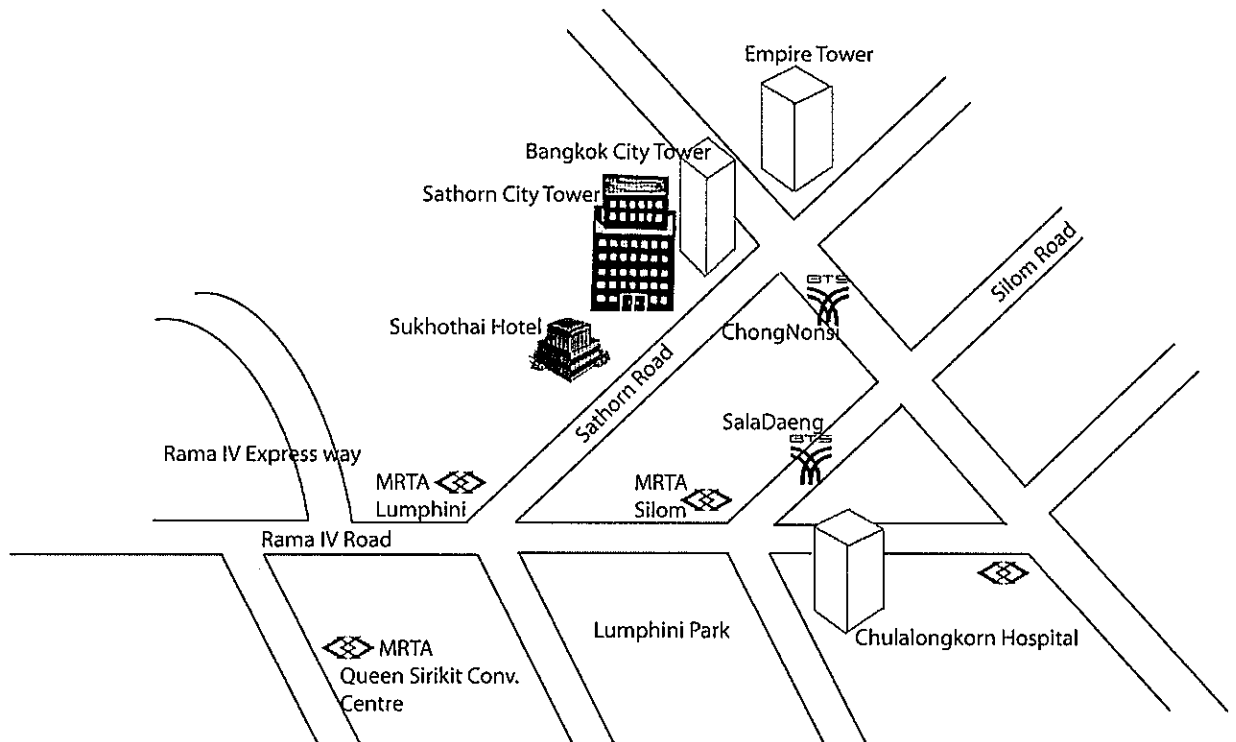
All copy documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

Note : 1) Shareholders/Proxies are requested to register at the Meeting between 1.30 p.m. and 2.30 p.m. of April 22, 2008.

- 2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before April 22, 2008.

Map

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





LT.F 100/2008

March 21, 2008

Subject Appointing a proxy to attend the 2008 Annual Ordinary General Meeting of Shareholders
To Shareholders

Reference is made to TICON's Notification of the 2008 Annual Ordinary General Meeting of Shareholders to be held on April 22, 2008, 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	51 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 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: www.rent-a-factory.com

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

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 2008 Annual Ordinary General Meeting of Shareholders on Tuesday, April 22, 2008, at 2.30 p.m. at 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. 1/2007 held on August 9, 2007

- (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 follow:
 - Approve Disapprove Abstain

Agenda 2 To consider and approve the audited Balance Sheets and Profit and Loss Statements of the Company and its Subsidiaries for the fiscal period ended December 31, 2007

- (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 follow:
 - Approve Disapprove Abstain

Agenda 3 To acknowledge the Company's performance for the year 2007

Agenda 4 To consider and approve an allotment of 2007 net profit for dividend payment

- (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 follow:
 - Approve Disapprove Abstain

Agenda 5 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 follow:
 - Approve appointment of whole Board of Directors
 - Approve Disapprove Abstain
 - Approve appointment of individual director
 - Mr. Chali Sophonpanich
 - Approve Disapprove Abstain
 - Mr. Direk Vinichbutr
 - Approve Disapprove Abstain
 - Mr. David Desmond Tarrant
 - Approve Disapprove Abstain

Agenda 6 To consider and approve the directors' compensation for the year 2008

- (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 follow:
 - Approve Disapprove Abstain

Agenda 7 To appoint the Company's auditor and fix his/her remuneration for the year 2008

- (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 follow:
 - Approve Disapprove Abstain

Agenda 8 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 follow:
 - 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 2008 Annual Ordinary General Meeting of Shareholders on Tuesday, April 22, 2008, at 2.30 p.m. at 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. 1/2007 held on August 9, 2007

- (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 consider and approve the Audited Financial Statements of the Company and its Subsidiaries for the fiscal period ended December 31, 2007

- (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 3 To acknowledge the Company's performance for the year 2007

Agenda 4 To consider and approve an allotment of 2007 net profit for dividend payment

- (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 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:
 - Approve appointment of whole Board of Directors
 - Approve votes Disapprove votes Abstain votes
 - Approve appointment of individual director
 - Mr. Chali Sophonpanich
 - Approve votes Disapprove votes Abstain votes
 - Mr. Direk Vinichbutr
 - Approve votes Disapprove votes Abstain votes
 - Mr. David Desmond Tarrant
 - Approve votes Disapprove votes Abstain votes

Agenda 6 To consider and approve the directors' compensation for the year 2008

- (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 appoint the Company's auditor and fix his/her remuneration for the year 2008

- (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 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.