



LT. F 112/2011

June 2, 2011

Subject : Notification of invitation to the Extraordinary General Meeting of Shareholders No. 1/2011
To : Shareholders
Enclosure : 1. Attached documents for agenda items No. 1 and 2 as parts of the Notification
2. Articles of Association in compliance with shareholders' meeting
3. Evidences required for attending the Meeting
4. Map of the Venue
5. Proxy form

Whereas the Board of Directors' Meeting of TICON Industrial Connection Public Company Limited ("TICON") No.3/2011, held on May 18, 2011, has unanimously agreed to call the Extraordinary General Meeting of Shareholders No. 1/2011 on June 23, 2011, 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 2011 Annual Ordinary General Meeting of Shareholders, held on April 25, 2011

Objective and reason : The Minutes of the 2011 Annual Ordinary General Meeting of Shareholders, 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 issuing and offering of Taiwan Depository Receipts (TDR)

Objective and reason : The proceeds will be used for the Company's operations and business expansion. Moreover, issuing and offering of TDR will help diversifying the Company's investor base as well as enhancing the Company's business recognition in Taiwan. Taiwan Stock Exchange will then be another alternative source of funds for the Company in the future.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the issuance of 80,000,000 units of TDR as shown in Attachment 2

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

Objective and reason : Due to the issuance of up to 80,000,000 units of TDR as mentioned in agenda 2, the Company needs to increase its registered capital from Baht 1,037,252,920 to Baht 1,117,252,920 by means of issuing 80,000,000 ordinary shares, with a par value of Baht 1 per share. The newly issued shares shall be allotted to accommodate the issuance of TDR.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the capital increase as mentioned.



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

Objective and reason : Information in the Company's Memorandum of Association should be amended in compliance with the capital increase.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the amendments to the Memorandum of Association as follows:

Clause 4

Registered capital	1,117,252,920 Baht	(Baht One Thousand One Hundred Seventeen Million Two Hundred Fifty Two Thousand Nine Hundred Twenty)
Divided into	1,117,252,920 Shares	(One Thousand One Hundred Seventeen Million Two Hundred Fifty Two Thousand Nine Hundred Twenty Shares)
Par value	1 Baht	(Baht One)

Divided into

Ordinary share	1,117,252,920 Shares	(One Thousand One Hundred Seventeen Million Two Hundred Fifty Two Thousand Nine Hundred Twenty Shares)
Preferred share	- Shares	(Zero Share)

5. 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 2011 ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS**April 25, 2011**

Time and Place

The Meeting was held on April 25, 2011 at 2:30 p.m. at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok.

Directors Present**6 persons**

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

Management Present**4 persons**

Khun Siriporn Sombatwatthana	Head of Administration
Khun Lalitphant Phiriyaphant	Head of Finance and Company Secretary
Khun Ian William Hamilton	Managing Director-TPARK, a subsidiary
Khun Pornpimol Supawiratbancha	Head of Finance-TPARK, a subsidiary

Auditor Present**2 persons**

Khun Rungnapa Lertsuwankul	Auditor-Ernst & Young Office Ltd.
Khun Jeeraporn Buranarak	Assistant Manager, Audit department-Ernst & Young Office Ltd.

Preliminary Proceeding

Khun Lalitphant Phiriyaphant, Company Secretary, stated that there were 168 shareholders present either in person or by proxy, representing 493,802,035 shares, or 70.57 percent of paid-up shares (the Company had 3,010 shareholders in all, holding altogether 699,697,720 shares) and thus constituting the quorum as required by the Articles of Association of TICON.

Khun Lalitphant introduced directors, management and auditor of the Company and Subsidiaries.

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 2010 Annual Ordinary General Meeting of Shareholders, held on April 23, 2010

The Chairman stated that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to certify the Minutes of the 2010 Annual General Meeting of Shareholders as the Minutes were accurately taken and included all resolutions passed by the Meeting.

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

Khun Lalitphant informed the Meeting that there were 4 shareholders holding 13,700 shares just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	493,814,735	100.00%
Approve	493,814,735	100.00%
Disapprove	-	0.00%

RESOLVED: THAT the said Minutes be certified.

2. To acknowledge the Company's performance for the year 2010

The Chairman asked Khun Virapan Pulges, the Managing Director, to report the Company's performance to the Meeting.

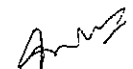
Khun Virapan reported that during 2010, the Company's rental income increased 5 percent from that of 2009. Its sales of properties to TFUND/ TLOGIS increased 13.6 percent. Management fee received from TFUND/TLOGIS increased 38 percent and share of profit from investment in TFUND/TLOGIS increased by approximately 6 percent. The Company posted higher net profit of 25.7 percent from Baht 653.28 million in 2009 to Baht 821.10 million in 2010.

At the end of 2010, the Company had total assets of approximately Baht 12,500 million, net of sales of properties to TFUND/ TLOGIS. Its shareholders' equity was approximately Baht 5,600 million.

The Company had leased factories of almost 300,000 square meters at the end of 2010, made up an occupancy rate of approximately 82 percent. At the end of Q1/2011, the factories leased area increased to 309,100 square meters, representing an 85 percent occupancy rate. During such period, the Company has leased out 60,000 square meters of warehouses. The occupancy rate for warehouses was up from 71 percent at the end of 2010 to 84 percent at the end of Q1/2011.

Khun Virapan answered a question regarding the natural disaster in Japan that up to the present, nothing has affected the Company. However, in the long-term, it is expected that more manufacturers will relocate to Thailand which should benefit the Company's business. Presently, almost 60 percent of the Company's tenants are Japanese.

The Meeting acknowledged the Company's performance.



3. 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, 2010

The Chairman informed the Meeting that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to approve the audited Financial Statements of the Company and its Subsidiaries for the fiscal period ended December 31, 2010, 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 Chairman then proposed the Meeting to consider approving the said Financial Statements.

Khun Lalitphant informed the Meeting that during agenda 2 and 3, there were 7 shareholders holding altogether 183,800 shares just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	493,998,535	100.00%
Approve	493,998,535	100.00%
Disapprove	-	0.00%

RESOLVED: THAT the said Financial Statements as proposed by the Chairman be approved.

Khun Virapan replied to a shareholder in regard to the concept of sales of properties to TFUND/TLOGIS, that the sales have facilitated another source of funds for the Company, in addition to seeking funds from borrowings. Borrowings are subject to a covenant of maintaining a debt to equity ratio of not exceeding 2.5 times. Moreover, the sales of properties to the funds help reducing the Company's possibility in increasing capital as the Company is in capital-intensive business. Since TFUND and TLOGIS are listed securities on the Stock Exchange of Thailand (SET), unitholders can sell their investment units on the SET when they require liquidity. Both funds may sell their properties to tenants or other buyers.

Khun Virapan added that the decision on acquisition/ disposition of both funds' assets was made by the fund manager, BBL Asset Management Co., Ltd. The decision is made based on appraisal values carried out by 2 independent appraisers as well as investors' expected return.

In regard to the issuance of warrant, Khun Virapan explained that the issuance of warrants is an alternative source of funds for the Company.

4. To consider and approve dividend payment in cash

The Chairman stated that by taking into consideration the Company's dividend policy, 2010 net profit and cash flows status, the Board has considered it appropriate for the Shareholders at the Meeting to approve a dividend payment of Baht 1.00 per share.

Khun Lalitphant stated that the closing date of the share register will be May 4, 2011. The SET will post XD sign on April 28, 2011. The payment will be made on May 19, 2011.

Khun Lalitphant added that the dividend of Baht 1 per share will be paid from the net profit as follows:

1. Baht 0.6059 dividend per share will be paid from the taxable profit which was subject to 30 percent corporate income tax.
2. Baht 0.3906 dividend per share will be paid from the taxable profit which was subject to 25 percent corporate income tax.
3. Baht 0.0035 dividend per share will be paid from the profit which was exempt from corporate income tax.

Furthermore, this dividend payment is accounted for 93.55 percent of net profit. The Company, therefore, has to adjust the exercise ratios and exercise prices of its warrants. The adjustment will be announced via the Stock Exchange of Thailand later.

Khun Lalitphant explained to the shareholders regarding equality of dividend payment to each shareholder that, according to the Company's Articles of Association, every shareholder will equitably receive a dividend of Baht 1 per share.

Khun Lalitphant answered another question on dividend payment, that TICON-W4 warrant holders who exercised their rights at the end of March 2011 are entitled to this dividend payment. Warrant holders who exercise their final rights in this coming May will not be entitled to the dividend. However, a new exercise ratio and exercise price will be applied, i.e. 1 warrant conveys the right to purchase more shares at a lower exercise price.

Khun Lalitphant informed the Meeting that there were 5 shareholders holding 3,636,006 shares just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	497,634,541	100.00%
Approve	497,634,541	100.00%
Disapprove	-	0.00%

RESOLVED: THAT the dividend payment as proposed by the Chairman be approved.

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

Mr. Virapan explained to the Meeting that during 2006-2010 the Company has got approval from the Shareholders to issue debentures of up to Baht 10 billion. Up to the present, Baht 7.15 billion debentures had already been issued and Baht 2.85 billion remains available. The Company, therefore, would like to ask the Shareholders to approve the Company to issue additional Baht 2 billion debentures in due course.

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to approve the issuing and offering of additional Baht 2 billion debentures to fund operations, business expansion and refinance some of the Company's 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 the amount approved by all shareholders' meetings prior to this meeting), the aggregate outstanding principal will not exceed Baht 2,000 million
Maturity	Not exceeding 10 years
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

Khun Virapan explained about benefits of issuing debentures, that the proceeds will be used for the Company's business expansion and refinancing a certain portion of the Company's debts. At present, Company is able to issue the debentures at a fixed coupon rate lower than a floating borrowing rates of traditional long-term loans. The debentures will be tradable in the Thai Bond Market.

After consideration, the Meeting resolved as follows:

Voting results:

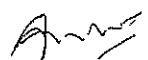
	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : No less than three-fourth of total number of votes of shareholders attending the meeting and having voting rights		
Shareholders attending the meeting & having voting rights	497,635,541	100.00%
Approve	497,634,541	100.00%
Disapprove	.	0.00%
Abstain	1,000	0.00%

RESOLVED: THAT the issuing and offering of additional debentures as proposed by the Chairman be approved

6. To consider and approve compensation for the Company's directors for the year 2011

The Chairman stated that the Board has considered it appropriate to propose to the Shareholders to approve the compensation for the Company's directors and Audit Committee's members for the year 2011 of not exceeding Baht 10,000,000 in total. The proposed compensation is equal to the previous year's.

After consideration, the Meeting resolved as follows:



Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : No less than two-third of total number of votes of shareholders attending the meeting		
Shareholders attending the meeting	497,635,541	100.00%
Approve	489,781,889	98.42%
Disapprove	-	0.00%
Abstain	3,740,600	0.75%
No voting rights	4,113,052	0.83%

RESOLVED: THAT the compensation for the Company's directors for the year 2011 as proposed by the Chairman be approved.

7. To appoint the Company's auditor and fix his/her compensation for the year 2011

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to appoint the auditor from Ernst & Young Office Limited - Miss Rungnapa Lertsuwankul or Mr. Sophon Permsirivallop or Miss Sumalee Reewarabandith - to be the Company's auditor for the year 2011. Total 2011 compensation will be Baht 770,000, equal to the previous year's.

Khun Lalitphant informed the Meeting that there was a shareholder holding 17,000 shares just left the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	497,617,541	100.00%
Approve	497,617,541	100.0%
Disapprove	-	0.00%

RESOLVED: THAT Miss Rungnapa Lertsuwankul or Mr. Sophon Permsirivallop or Miss Sumalee Reewarabandith be appointed as TICON's auditor for the year 2011 with the total compensation of not exceeding Baht 770,000.

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

The Chairman stated that for this year, the terms of three directors comprising Khun Chali Sophopanich, Khun Direk Vinichbutr and Khun David Desmond Tarrant shall expire. Due to their suitable qualifications, the Board has considered it appropriate for the Shareholders at the Meeting to re-elect the three directors to conduct their duties for another term. None of the three directors is a director of a company in the similar business as TICON's.

A shareholder recommended that the Company should present the contributions of each retiring director.

Khun Virapan stated that Khun Chali has been the Chairman of the Board. He has advised the Company on investment strategies and acquisitions of land for factories/warehouses development.

Khun Direk has been a director of a Subsidiary. With his strong experiences in industrial estate development, he is able to provide good advices on Logistics Park development for the Company. Khun David has been the Chairman of the Audit Committee. He has monitored the Company's corporate governance appropriately.

Khun Lalitphant informed the Meeting that this agenda item requires voting for each director.

Khun Lalitphant informed the Meeting that there was a shareholder holding 300 shares just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

Re-election of Khun Chali Sophopanich

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	497,617,841	100.00%
Approve	497,546,041	99.99%
Disapprove	71,800	0.01%

Re-election of Khun Direk Vinichbutr

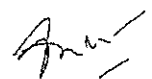
	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	497,617,841	100.00%
Approve	461,111,541	92.66%
Disapprove	36,506,300	7.34%

Re-election of Khun David Desmond Tarrant

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : Majority vote of shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & casting their votes	497,617,841	100.00%
Approve	497,617,841	100.00%
Disapprove	-	0.00%

RESOLVED: THAT Khun Chali Sophopanich, Khun Direk Vinichbutr and Khun David Desmond Tarrant be appointed as TICON's Directors for another term.

The Chairman informed the Meeting that on April 21, 2011, Mr. Pote Videtyontrakich has resigned his position as a Director of the Company. According to the Agreement between the Company's major shareholders, signed in 2003, the Thailand Equity Fund (TEF) has been entitled to nominate a person to serve as the Company's Director as long as TEF holds TICON shares of not less than a certain amount. Currently, TEF's shareholding in TICON is less than the said amount.



9. To consider and approve re-allocation of TICON-W5 Warrant, returned from the resigned employees, for some of the directors of the Company's subsidiaries.

Khun Lalitphant informed the Meeting that the re-allocation of TICON-W5 returned from the resigned employees is complied with the resolution of the 2009 Annual Ordinary General Meeting of Shareholders approving issuance of TICON-W5 for directors/employees. This proposal was made for getting approval from the shareholders for re-allocation of the said warrant for some of the directors of the Company's subsidiaries. The details of which are as follows:

Name/Position	Amount of this allocation (Units)	Existing amount before this allocation (Units)	Total amount after this allocation (Units)	Percentage of total*
1. Mr. Ian William Hamilton (Director and Managing Director, TICON Logistics Park Co., Ltd.)	125,000	1,000,000	1,125,000	3.42
2. Mr. Patan Somburanasin (Director and General Manager, TICON Logistics Park Co., Ltd.)	75,000	1,000,000	1,075,000	3.27
3. Mr. Robin Chi (Director and Managing Director, Shanghai TICON Investment Management Co., Ltd.)	500,000	-	500,000	1.52


* Total number of TICON-W5 issued in 2009 is 32,883,000 units.

The Chairman stated that since the Company's subsidiaries keep expanding their businesses, the Board has considered it appropriate for the Shareholders at the Meeting to approve re-allocation of TICON-W5 Warrant, returned from the resigned employees, for some of the directors of the Company's subsidiaries as informed by Khun Lalitphant.

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

Khun Lalitphant added that Khun Ian, Khun Patan and Khun Robin have no right to vote for this agenda.

After consideration, the Meeting resolved as follows:



Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : No less than three-fourth of total number of votes of shareholders attending the meeting and having the right to vote and with no more than 10 percent objection of total votes of the Shareholders attending the meeting and casting their votes		
Shareholders attending the meeting & having voting rights	497,001,307	100.00%
Approve	486,969,507	97.98%
Disapprove	5,291,200	1.07%
		of the Shareholders attending the meeting and casting their votes
Abstain	4,740,600	0.95%

RESOLVED: THAT re-allocation of TICON-W5 Warrant, returned from the resigned employees, for Mr. Ian Hamilton, Mr. Patan Somburanasin and Mr. Robin Chi as proposed by the Chairman be approved.

10. To consider and approve the amendment to the Company's Articles of Association in regard to the venue for the Board of Directors' Meeting.

The Chairman informed the Meeting that for the Company's flexibility in holding its Board of Directors' Meeting outside Thailand, since the Company has expanded its business to China, the Board has considered it appropriate for the Shareholders at the Meeting to approve the amendment to the Company's Articles of Association in regard to the venue for the Board of Directors' Meeting as follows:

No. 25 The Board of Directors shall meet at least once in every 3 months.

In calling a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than 7 days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called by other means and on shorter notice.

If two or more directors request that a meeting of directors be held, the Chairman of the Board or the director designated by the Chairman shall fix a meeting date within 14 days after receipt of such request.

The Board of Directors may hold a meeting at the Company's head office or at any other place throughout the Kingdom *or may hold a meeting outside Thailand.*

Khun Lalitphant explained that holding the Board's Meeting outside Thailand will incur a few more expenses, including travelling and hotel expenses. The Company has to pay meeting allowances to the directors as usual.

Khun Virapan and the Chairman added that after establishment of the subsidiary in China, the Company's directors have occasionally visited China. Holding the Board's Meeting in China at the same time will cost a little more expenses. The said amendment is not only for holding the Meeting in China but also for holding in other countries. However, presently, the Company intends to hold Meetings only in China.

Khun Virapan replied to a shareholder that the Company aims to invest in industrial properties in China. The Company has been seeking suitable opportunities. Presently, the Company is studying appropriate sources of funds for the investment.

Khun Lalitphant informed the Meeting that there was a shareholder holding 2,000 shares just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

	Number of votes (1 share / 1 vote)	Percentage of required votes
Voting required : 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	497,630,841	100.00%
Approve	497,530,841	99.98%
Disapprove	99,000	0.02%
Abstain	1,000	0.00%

RESOLVED: THAT the amendment to the Company's Articles of Association in regard to the venue for the Board of Directors' Meeting as proposed by the Chairman be approved.

11. Other business (if any)

No other business was proposed for consideration.

Questions and Answers

Khun Virapan replied to a shareholder regarding the Real Estate Investment Trust (REIT), that currently there are no rules and regulations in regard to the REIT. The Company will be able to make decisions on this after all related rules and regulations are announced by the Securities and Exchange Commission (SEC) SEC and the Revenue Department.

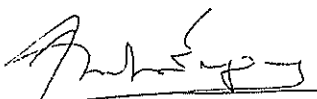
Khun Virapan presented to the Meeting the Outlook for 2011. He said that the Company had substantially increased leased factories and warehouses in the first quarter. Therefore, the Company's Q1/2011 performance for rental shall be better than the same period of 2010. The Company continues developing factories for rent and focuses on improving quality and standard of factories/warehouses. Moreover, the Company plans to provide its customers with various locations of warehouses to meet their demands. The Company has acquired more land for warehouse development in several locations.

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

- Chali Sophonpanich -

(Mr. Chali Sophonpanich)
Chairman of the Meeting

Translation certified by



(Mr. Virapan Pulges)
Director



Issuance of Taiwan Depository Receipts (TDR)

1. Objectives of issuing TDR

To fund operations and business expansion.

2. Details of TDR

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

3. Effect to the shareholders

3.1 Price dilution

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

3.2 Earnings and control dilutions

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

Before issuing TDR

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

After fully issuing TDR

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

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

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

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

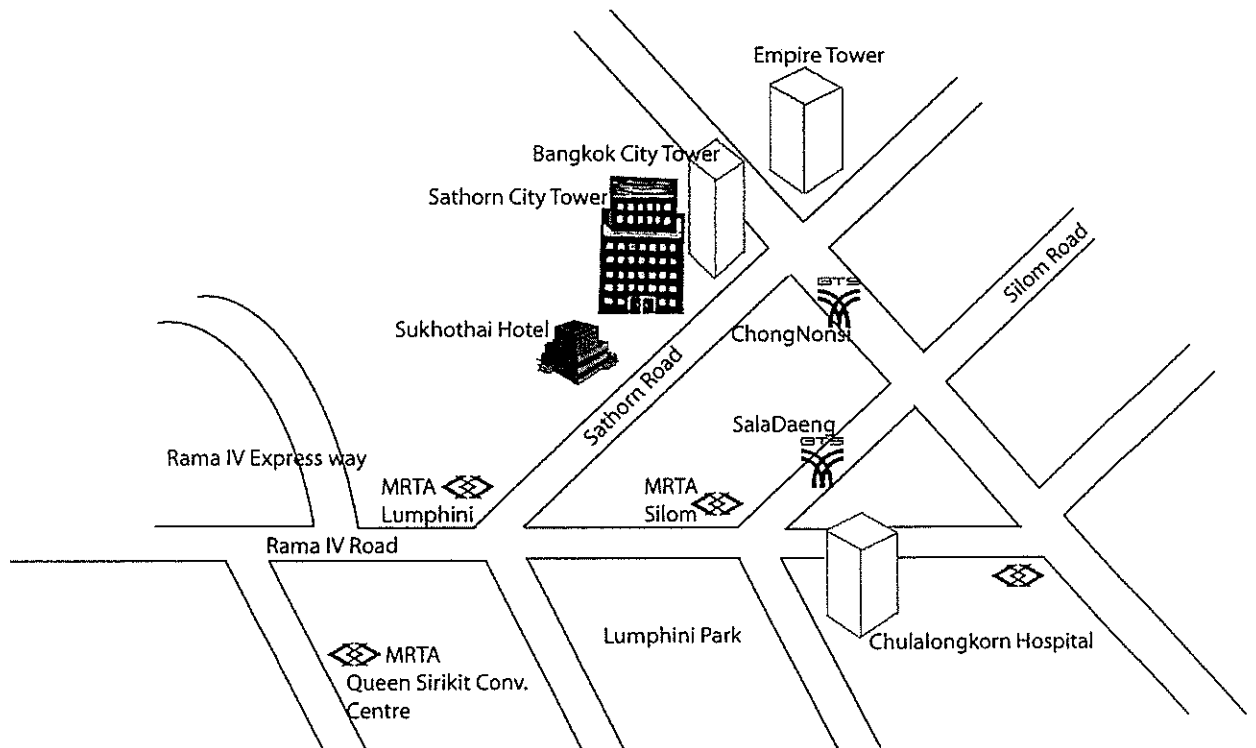
All copy documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

Note : 1) Shareholders/Proxies are requested to register at the Meeting between 1.30 p.m. and 2.30 p.m. of June 23, 2011.

- 2) **Proxy holder(s) representing several shareholders are requested to send the documents to the Company before June 23, 2011.**

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 113/2011

June 2, 2011

Subject Appointing a proxy to attend the Extraordinary General Meeting of Shareholders No. 1/2011
To Shareholders

Reference is made to TICON's Notification of the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on June 23, 2011, at 2.30 p.m. at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, 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	54 years
Residing at	89/302 Green Lake Building Moo 2 Bangna-Trad km.39 Rachatheva Sub-District, Bangphli District, Samutprakan
Interest in consideration	- None -

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

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

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

Please be informed accordingly.

Yours faithfully,

(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors

Duty stamp 20 Baht

Proxy Form A

Written at

Date Month B.E.

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

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

(3) hereby appoint 1. age years
residing at No. Road Sub-District
District Province Postal 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 Extraordinary General Meeting of Shareholders No. 1/2011 on Thursday, June 23, 2011, 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 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 Extraordinary General Meeting of Shareholders No. 1/2011 on Thursday, June 23, 2011, 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 2011 Annual Ordinary General Meeting of Shareholders, held on April 25, 2011

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

Agenda 2 To consider and approve issuing and offering of 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 3 To consider and approve an increase in registered capital by means of issuing and allotting ordinary shares to accommodate the issuance of Taiwan Depository Receipts (TDR)

- (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 amendments to Company's Memorandum of Association in compliance with the capital increase

- (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 Other business (if any)

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

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

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

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

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

Duty stamp 20 Baht

Proxy Form C

Written at
Date Month B.E.

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

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

 2. age years
residing at No. Road Sub-District
District Province Postal Code or

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

to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2011 on Thursday, June 23, 2011, at 2.30 p.m., in the Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

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

 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

 (b) To grant my/our only for a part of the shares hold of as follows:
 ordinary share shares and have the rights to vote equal to votes
The total rights to vote equal to votes

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

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

 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

 (b) To grant my/our only for a part of the shares hold of as follows:
 Approve votes Disapprove votes Abstain votes

Agenda 2 To consider and approve issuing and offering of 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 3 To consider and approve an increase in registered capital by means of issuing and allotting ordinary shares to accommodate the issuance of Taiwan Depository Receipts (TDR)

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

- (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 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.