



LT.F 280/2006

September 1, 2006

Subject : Notification of invitation to the Extraordinary General Meeting of Shareholders No. 1/2006
 To : Shareholders
 Enclosure : 1. A copy of Minutes of the 2006 Annual Ordinary General Meeting of Shareholders
 2. Attached documents for agenda No. 1, 2, 4, 6, and 7 as part of the Notification
 3. Proxy form

Whereas the Board of Directors' Meeting of TICON Industrial Connection Public Company Limited ("TICON") No. 4/2006 held on August 10, 2006 has unanimously agreed to call the Extraordinary General Meeting of Shareholders No. 1/2006 on September 13, 2006, at 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 2006 Annual Ordinary General Meeting of Shareholders, held on March 29, 2006

Objective and reason : The said Minutes, 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 Minutes of the 2006 Annual Ordinary General Meeting of Shareholders as the Minutes were accurately taken and included all resolutions passed by the Meeting.

2. To acknowledge the Company's and its Subsidiaries' performance for the period ended June 30, 2006

Objective and reason : The progress of the Company's performance should be reported to the Shareholders. (Attachment 2)

Opinion of the Board : The Board has considered it appropriate for the Management to report the Company's performance as of June 30, 2006 to the Shareholders.

3. To consider and approve the issuance of ordinary shares to accommodate the adjustment of Exercise Ratio of TICON Warrants

Objective and reason : To accommodate the adjustment of Exercise Ratios of TICON Warrants according to the events stated in the Company's Prospectus Concerning the Issuance of Initial Public Offering Shares and the Issuance of Warrants (TICON-W1), issued in 2002, and Prospectus Concerning the Issuance of Warrants to Employees (TICON-W2), issued in 2006.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the issuance of 2 million ordinary shares to accommodate the adjustment of Exercise Ratios of TICON Warrants.



4. To consider and approve the issuance of ordinary shares, offering to investor(s) through private placement

Objective and reason : The area of leased factories (before sales of factories) at the end of June 2006 has substantially grown by 28 percent as compared with the leased area as at the end of last year. The Management was of a view that a larger scale of investment in standard factory development to support the increased demand will benefit the Company and the shareholders.

In addition, the Management foresees the opportunities in investing in other industrial and warehousing property. A larger capital base, therefore, is needed to support the said investment.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the issuance of up to 107 million ordinary shares, offering to investor(s) through private placement, at a premium to the market price or at a discount of not more than 10 percent from the market price. (Attachment 3)

In the event that the subscriber(s) is(are) considered as the Company's connected person(s) (definition of connected person as shown in Attachment 3), the Company will arrange another shareholders' meeting for approval and will provide the Shareholders with financial advisor's opinion on this regard.

5. To consider and approve the increase in registered capital

Objective and reason : According to the issuance of ordinary shares to accommodate the adjustment of Exercise Ratios of TICON Warrants and to offer to investor (s) through private placement as mentioned in agenda No. 3 and 4, the Company needs to increase its registered capital.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the increase in registered capital from Baht 564,618,000 to Baht 673,618,000 by means of issuance of up to 109,000,000 ordinary shares, at a par value of Baht 1 per share.

6. To consider and approve the amendment to TICON's Memorandum of Association in accordance with the capital increase

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

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to approve the amendment to the Company's Memorandum of Association in regard to the increase in registered capital, Attachment 4.



7. To acknowledge the appointment of a new director to replace the resigning director

Objective and reason : The change in the Company's directors shall be reported to the Shareholders.

Opinion of the Board : The Board has considered it appropriate for the Shareholders at the Meeting to acknowledge the resolution of the Board of Directors' Meeting No. 4/2006, held on August 10, 2006, in regard to the appointment of Mr. Pote Videtyontrakich as a director of the Company to replace Mr. Jean-Pierre Noel who resigned this position. The Board was of a view that Mr. Pote's qualification suits with the Company's director position. (Mr. Pote's profile is shown in Attachment 5.)

8. Other business (if any)

Kindly attend the Meeting at the date, time and place mentioned above. The registration will start on 1.00 p.m. until 2.30 p.m.

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

A handwritten signature in black ink, appearing to read "Lalitphant Phiriyaphant".

(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors



MINUTES OF THE 2006 ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS

Time and Place

The Meeting was held on March 29, 2006 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, Thailand.

Directors Present

Khun Chali Sophonpanich	Chairman of the Board of Directors
Khun David Desmond Tarrant	Director and Chairman of the Audit Committee
Khun Jirapongs Vinichbutr	Director
Khun Virapan Pulges	Managing Director
Khun Jean-Pierre Noel	Director
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

Preliminary Proceeding

Khun Lalitphant Phiriyaphant, Company Secretary, stated that there were 96 Shareholders presented either in person or by proxy, representing 367,712,140 shares, or 68.44 percent of paid-up shares (the Company had 1,002 shareholders in all, holding altogether 537,288,831 shares) and thus constituting the quorum as required by the Articles of Association of TICON.

She also informed the Meeting of the voting method that any 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 Extraordinary General Meeting of Shareholders No. 2/2005

Khun Lalitphant stated that the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2005 had to be certified by the Shareholders.

The Chairman stated that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2005 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	367,712,140	100%
Approve	367,712,140	100%
Disapprove	-	-
Abstain	-	-

RESOLVED: THAT the said Minutes be certified.

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, 2005

Khun Lalitphant stated that, according to the Public Limited Companies Act B.E. 2535, the Company had to propose Financial Statements, audited by a Certified Public Accountant, for each fiscal year to the Shareholders for approval.

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, 2005, as the said Financial Statements were presented in a complete, true and fair manner in compliance with the Generally Accepted Accounting Principles and all governing rules and regulations.

The Chairman then proposed the Meeting to consider approving the said Financial Statements.

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	367,712,140	100%
Approve	367,712,140	100%
Disapprove	-	-
Abstain	-	-

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

3. To acknowledge the Company's performance for the year 2005

Khun Lalitphant informed the Meeting that as the Shareholders had the right to acknowledge the Company's performance, the Board of Directors agreed to report the Company's performance for the year 2005 to the Shareholders.

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

Khun Virapan reported that in 2005, the first year that the Company sold its factories to TICON Property Fund ("TFUND"), the Company had income from sale of 39 rented factories to TFUND of Baht 1,730 Million. Moreover, the Company and its Subsidiaries had Baht 591 million rental and service income which increased 13 percent from those of the year 2004. Net profit of the Company and its subsidiaries



in 2005 was Baht 680 Million or Baht 1.29 per share, accounting for 122 percent increased from Baht 0.58 per share of the previous year. Total assets rose 48 percent to Baht 6,446 million.

Khun Virapan added that at the end of December 2005, the Company and its Subsidiary had 146 leased factories, 27 pre-leased factories, 15 factories available for rent, and 58 factories under construction, with 92 percent occupancy rate. At the end of February 2006, they had 165 leased and 26 pre-leased factories, together with 11 factories available for rent and 77 factories under construction. The occupancy rate was 95 percent.

The Meeting acknowledged the Company's performance

4. To consider and approve allotment of final dividend payment from 2005 net profit

Khun Lalitphant stated that with support from the Shareholders, the Company should allot final dividend for them.

The Chairman stated that by taking into consideration the Company's dividend policy, 2005 net profit and current cash flows, the Board of Directors has considered it appropriate for the Shareholders at the Meeting to approve allotment of Baht 0.60 per share final dividend payment from the 2005 performance, in addition to the interim dividend of Baht 0.60 per share which was already paid in September 2005. The payment would be for the Shareholders whose names were on the Company's share register as of March 9, 2006, at 12.00 noon and the payment would be made on April 28, 2006.

Khun Virapan added that in years 2003 and 2004, the Company paid dividend of Baht 0.40 per share and Baht 0.50 per share, respectively. For 2005, Baht 0.60 per share interim dividend was paid from the first half of 2005 performance. The total 2005 dividend payment represent a 93 percent pay-out ratio.

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	367,712,140	100%
Approve	367,712,140	100%
Disapprove	-	-
Abstain	-	-

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

5. To consider and appoint Directors to replace the Directors retiring by rotation

Khun Lalitphant informed the Meeting that according to TICON's Articles of Association, one-third of the Directors shall vacate office each year. For this year, three Directors comprising Khun Jirapongs Vinichbutr, Khun Virapan Pulges and Khun Jean-Pierre Noel, shall vacate office.

The chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to re-elect Khun Jirapongs Vinichbutr, Khun Virapan Pulges and Khun Jean-Pierre Noel to conduct their duties for another term, due to their suitable qualifications.

The chairman added that Khun Jirapongs Vinichbutr and Khun Jean-Pierre Noel have been the Company's Directors since 2004, and Khun Virapan Pulges has been the Company's Director since 1994.

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	367,712,140	100%
Approve	367,712,140	100%
Disapprove	-	-
Abstain	-	-

RESOLVED: THAT Khun Jirapongs Vinichbutr, Khun Virapan Pulges and Khun Jean-Pierre Noel be appointed to be TICON's Directors for another term.

6. To consider and approve Directors' remuneration for the year 2006

Khun Lalitphant informed the Meeting that so as to encourage the Directors to create added value to the Company, reasonable remuneration should be compensated to the Directors.

The Chairman presented to the Meeting that the Board of Directors proposed the Shareholders at the Meeting to approve the Directors' and Audit Committee members' remuneration for the year 2006 of not exceeding Baht 5,000,000 in total. The said remuneration was already considered by the Company's Compensation Committee.

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	356,573,140	100%
Approve	356,573,140	100%
Disapprove	-	-
Abstain	11,139,000	3% of shareholders attending the meeting

RESOLVED: THAT the Directors' remuneration for the year 2006 as proposed by the Chairman be approved.

7. To consider and appoint the Company's auditor and fix his/her remuneration for the year 2006

Khun Lalitphant informed the Meeting that according to the Public Limited Companies Act B.E. 2535, the Company's auditor and his/her remuneration should be annually appointed and fixed by the Annual Ordinary General Meeting of Shareholders. Moreover, regarding Good Corporate Governance, the Company should not use the same auditor in excess of 5 consecutive years.

The Chairman stated that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to appoint Mr. Sophon Permsirivallop or Ms. Rungrapa Lertsuwankul or Ms. Sumalee Reewarabandith, of Ernst & Young Office Limited, to be the Company's auditor for the year 2006. His/her total remuneration for the year 2006 will be Baht 860,000. Mr. Sophon Permsirivallop has been the Company's auditor since 2004. He has no interest relating to the Company or its Subsidiaries or management or major shareholders or related persons of the mentioned parties.

Khun Virapan explained that in 2005, the remuneration paid for the Company's auditor was Baht 810,000.



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	367,712,140	100%
Approve	367,712,140	100%
Disapprove	-	-
Abstain	-	-

RESOLVED: THAT Mr. Sophon Permsirivallop or Ms. Rungnapa Lertsuwankul or Ms. Sumalee Reewarabandith be appointed as TICON's auditors for the year 2006 and THAT the total remuneration for the year 2006 will not exceed Baht 860,000.

8. To consider and approve the amendment to the Company's Memorandum of Association following the conversion of convertible preferred shares into ordinary shares

Khun Lalitphant informed the Meeting that due to the conversion of its 50 million TICON preferred shares, held by Thailand Equity Fund, into ordinary shares, the Company needs to amend its Memorandum of Association to be in accordance with such change.

Khun Lalitphant added that following the conversion of the preferred shares, the Company's registered capital will solely comprise of 564,618,000 ordinary shares.

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to approve the amendment to the Company's Memorandum of Association in regard to change in all registered shares to ordinary shares as follows:

Clause 4	The registered capital of the Company is	Baht 564,618,000.- (<u>Baht Five Hundred Sixty-Four Million Six Hundred and Eighteen Thousand</u>)
	divided into	564,618,000 shares (<u>Five Hundred Sixty-Four Million Six Hundred and Eighteen Thousand</u>)
	par value	Baht 1.- (Baht <u>One</u>) each.
	and classified into	
	ordinary shares	564,618,000 (<u>Five Hundred Sixty-Four Million Six Hundred and Eighteen Thousand</u>) shares; and
	preferred shares	0 (Zero) share

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 vote of shareholders attending the meeting and having voting right		
Shareholders attending the meeting & having voting right	367,712,140	100%
Approve	356,573,140	97%
Disapprove	-	-
Abstain	11,139,000	3%

RESOLVED: THAT the said amendment to the Company's Memorandum of Association in regard to change in all registered shares to ordinary shares be approved.

9. To consider and approve the amendment to the Company's Articles of Association concerning shares transfer restriction

Khun Lalitphant informed the Meeting that in order to define the restriction of shareholding of non-Thai to be clearer, the Company's Articles of Association item no. 11 should be amended from "The Company's shares are freely transferable with no restriction, except such transfer as will cause the shareholding of aliens to exceed 49 per cent" to "The Company's shares are freely transferable with no restriction, except such transfer as will cause the shareholding of aliens to exceed 49 per cent of the Company's issued and paid-up shares."

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to approve the amendment to the Company's Articles of Association as mentioned above.

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 vote of shareholders attending the meeting and having voting right		
Shareholders attending the meeting & having voting right	367,712,140	100%
Approve	356,573,140	97%
Disapprove	-	-
Abstain	11,139,000	3%

RESOLVED: THAT the said amendment to the Company's Articles of Association item no.11 be approved.

10. Other business

Questions and Answers

According to a question in regard to the Company's performance, Khun Virapan Pulges, Managing Director, clarified that pre-leased factories are underdeveloped-factories that have been reserved according to leased agreements. Most of them are expected to be completed within 3 – 6 months. Factory available for rent means the completed-factories already for rent.

The Company will transfer 44 rented factories to TFUND in April 2006. The Company might transfer more properties to TFUND later this year in the event that the Company need more capital for business development.



There being no other business to consider, the Chairman then declared the Meeting closed at 3.30 p.m.


(Mr. Chali Sophonpanich)
Chairman of the Meeting



The Company's and its Subsidiaries' performance

	December 31, 2005		March 31, 2006		June 30, 2006	
	Factories	Sq.m.	Factories	Sq.m.	Factories	Sq.m.
Leased	146	329,325	173	390,800	139	314,468
Pre-leased	27	65,725	26	88,875	22	78,375
Available	15	35,150	8	21,485	13	36,560
Development pipeline	58	150,015	72	181,500	73	212,035
Total TICON/Subsidiaries Properites	246	580,215	279	682,660	247	641,438
Occupancy	92.0 %	91.8%	96.1%	95.7%	92.5%	91.5%
TFUND Properties	39	89,900	39	89,900	83	190,307
Total Completed Building Under Management	200	454,375	220	502,185	235	541,335



The issuance of ordinary shares, offering to investor(s) through private placement

1. Objective

To be a source of fund for investment in standard factory development at a larger scale to fulfill the increased demand. Besides, the enlarged capital base will help support the investment in other industrial and warehousing property which have high potential growth.

2. Details of the offering

Offering securities

TICON's ordinary shares, at a par value of Baht 1 per share.

Offering method

The shares will be offered to investor(s) via Private Placement.

Offering shares

The total numbers of shares to be offered is up to 107 million shares. (representing 19.88 percent of the Company's current paid-up shares.)

Offering price

The shares will be offered at a premium to the market price or at a discount of not more than 10 percent from the market price.

Market price

The market price is defined by the average price during the 10 consecutive days before the offering date, calculated by the summation of trading value of the said 10 days divided by the summation of trading volume of the same period.

Others

The Board of Directors or the persons authorized by the Board are empowered to consider and determine the appropriate offering period, offering price under the criteria mentioned above and any other relevant details, including the process to obtain the approval from any authority and to undertake any action necessary in relation to such offering, subject to rules and regulations relating to this matter.

3. Effect to the shareholders

1. Earnings and Control dilution

Before the offering of ordinary shares to investor(s) via private placement

Number of paid-up shares as of August 25, 2006	538,344,385 Shares
Number of paid-up shares after full exercise of TICON Warrants (TICON-W1 and TICON-W2)	564,458,140 Shares
Percentage of shareholding before the offering of ordinary shares to investor(s) via private placement	100 %



After the offering of ordinary shares to investor(s) via private placement

Number of paid-up shares	671,458,140 Shares
Percentage of shareholding after the offering of ordinary shares to investor(s) via private placement	84.06 %
Earnings and control dilution	15.94 %

2. Price dilution

The price dilution can not be specified at present since the offering price and offering period have not yet been determined and the market price, therefore, can not be calculated.

4. Voting required for approval

This issuance of ordinary shares is subject to approval of the Shareholders' Meeting with the votes of not less than three fourth of the total votes of shareholders attending the meeting and having the rights to vote.

5. Benefits to the Company and shareholders

1. Benefits to the Company

- 1) The offering of the shares at a premium to the market price or at a discount of not more than 10 percent from the market price as mentioned above will enhance the Company's Book Value per Share.
- 2) The Company will have more capital to expand investment in standard factory development. In addition, the consequent enlarged capital base will provide the Company with opportunities to develop and otherwise invest in other industrial or warehousing property with prospects of good returns. The capital increase will not only benefit the Company in term of the proceeds from the share placement, but will also enhance the capability of the Company in utilizing debt instruments.

2. Benefits to shareholders

- 1) The expansion in investment in the factory rental business to fulfill increased demand will create good returns to the shareholders.
- 2) The investment in other industrial property developments with a high potential growth will benefit the shareholders.
- 3) The existing shareholders and the investor(s) who will subscribe the offering shares have the same right in receiving the same rate of dividend. The subscribers will be entitled to any dividends paid out from the Company's business operations after they are registered as the Company's shareholders.



Definition of Connected Person (according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003)

Connected person means the following:

- 1) the management, major shareholders, controlling persons or persons to be nominated as the management or controlling persons of a listed company or a subsidiary company including related persons and close relatives of such persons.
- 2) any juristic person having a major shareholder or a controlling person as the following persons of a listed company or a subsidiary:
 - a) the management
 - b) major shareholder
 - c) controlling person
 - d) person to be nominated as the management or a controlling person
 - e) related persons and close relatives of persons from a) to d)
- 3) any person whose behavior can be indicated as an acting person or under a major influence of persons from 1) to 2) when making decision, determining policy, handling management or operation; or other persons the Exchange deems as having the same manner.



Amendment to the Company's Memorandum of Association

Existing

Clause 4 Registered capital Baht 564,618,000.- (Baht Five Hundred Sixty-Four Million Six Hundred and Eighteen Thousand)
divided into 564,618,000 shares (Five Hundred Sixty-Four Million Six Hundred and Eighteen Thousand shares)
par value Baht 1.- (Baht One) each.
and classified into
ordinary share 564,618,000 (Five Hundred Sixty-Four Million Six Hundred and Eighteen Thousand shares)
preferred share 0 (Zero) share

Change to

Clause 4 Registered capital Baht 673,618,000.- (Baht Six Hundred Seventy Three Million Six Hundred and Eighteen Thousand)
divided into 673,618,000 shares (Six Hundred Seventy Three Million Six Hundred and Eighteen Thousand shares)
par value Baht 1.- (Baht One) each.
and classified into
ordinary share 673,618,000 shares (Six Hundred Seventy Three Million Six Hundred and Eighteen Thousand)
preferred share 0 (Zero) share



Mr. Pote Videtyontrakich's profile

Age : 53 years

Education : Master of Business Administration, Harvard Business School (Cambridge, MA)

Current positions

2002 – present : Managing Director, Private Equity (Thailand) Co., Ltd.
 2006 – present : Chairman, Asia Books Company Limited and subsidiaries
 2006 – present : Director, Kantana Group Public Company Limited
 2006 – present : Director, S&P Syndicate Public Company Limited
 2005 – present : Director, Easy Buy Public Company Limited
 2003 – present : Director, K-Tech Construction Public Company Limited
 2002 – present : Director, Trinity Watthana Public Company Limited
 1999 – present : Director, Vinylthai Public Company Limited
 2001 – present : Director, Loxley Public Company Limited

Working experience

2001 – 2001 : Managing Director, Credit Suisse First Boston Co., Ltd., Singapore and Bangkok Branches
 2001 – 2001 : Deputy Minister, Ministry of Commerce, Thailand

Shares holding in TICON : -none-

Relationship among Directors/Management : -none-



**The Company's Articles of Association in regard to
resolution of the Shareholders' 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 least 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.



LT.F 277/2006

September 1, 2006

Subject Appointing a proxy to attend the Extraordinary General Meeting of Shareholders No. 1/2006
To Shareholders

Reference is made to TICON's Notification of the Extraordinary General Meeting of Shareholders No. 1/2006 to be held on September 13, 2006, 2.30 p.m. at the 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

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

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.

Thank you very much for your kind cooperation.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Lalitphant P.", written in a cursive style.

(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors



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 1.00 p.m. and 2.30 p.m. of September 13, 2006.

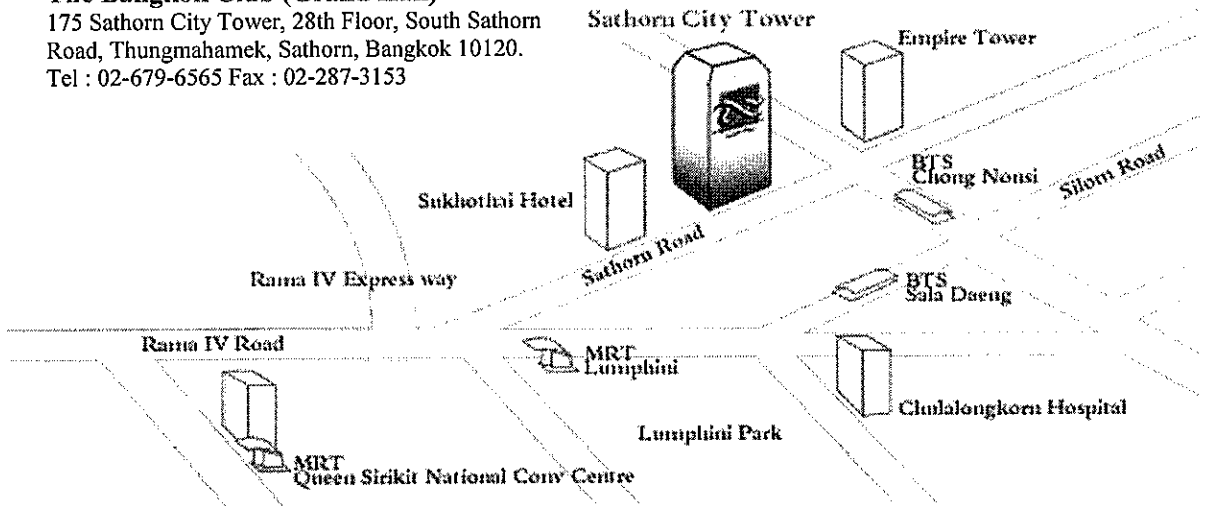
2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before September 13, 2006.



MAP

The Bangkok Club (Grand Hall)

175 Sathorn City Tower, 28th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120.
Tel : 02-679-6565 Fax : 02-287-3153



Proxy

Written at

Date Month B.E.

- (1) I/We
- Address Nationality
- Shareholder Registration No.
-
- (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
 preferred 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. Mr.Threekwan Bunnag Audit Committee member age 49 years
 residing at No. 89/302 Moo.2 Rachathewa Sub-District, Bangplee District, Samutprakarn
 to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
 No. 1/2006 on Wednesday, September 13, 2006, at 2.30 p.m. at Grand Hall, the Bangkok Club, 28th Floor,
 Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok
- (4) The number of voters which I/we have granted to my/our proxy to attend this Meeting and vote therein as
 follows:
- equal to all of the amount of shares held by me/us and have the rights to vote in accordance with
 Clause (2)
- a part of ordinary share shares and have the rights to vote votes
 preferred share shares and have the rights to vote votes
- (5) 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 proxy to vote at my/our desire as follow:
- Agenda 1 To certify the Minutes of the 2006 Annual Ordinary General Meeting of Shareholders,
 held on March 29, 2006**
- Approve votes Disapprove votes Abstain votes
- Agenda 2 To acknowledge the Company's and its Subsidiaries' performance for the period
 ended June 30, 2006**
- Approve votes Disapprove votes Abstain votes

Agenda 3 To consider and approve the issuance of ordinary shares to accommodate the adjustment of Exercise Ratio of TICON Warrants

Approve votes Disapprove votes Abstain votes

Agenda 4 To consider and approve the issuance of ordinary shares, offering to investor(s) through private placement

Approve votes Disapprove votes Abstain votes

Agenda 5 To consider and approve the increase in registered capital

Approve votes Disapprove votes Abstain votes

Agenda 6 To consider and approve the amendment to TICON's Memorandum of Association in accordance with the capital increase

Approve votes Disapprove votes Abstain votes

Agenda 7 To acknowledge the appointment of a new director to replace the resigning director

Approve votes Disapprove votes Abstain votes

Agenda 8 Other business (if any)

Approve votes Disapprove votes Abstain votes

(6) The proxy's statement or any other evidencing document (if any)

(7) In case I/we have not specified my/our voting intention in any agenda 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 shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Notes:

1. 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.
2. The shareholder may grant all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. The proxy may split votes. In this regard, if the content is too long, it can be specified in the attached allonge of the proxy form.
4. For Agenda appointing Directors, the whole Board of Directors or certain directors can be appointed.
5. If there is any rule or regulation requiring the proxy to make any statement or provide any evidences such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may make the statement or provide evidence by specifying in Clause (6)

Allonge of Proxy Form

The appointment of proxy by the shareholder of TICON Industrial Connection Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 1/2006, to be held on Wednesday, September 13, 2006 at 2.30 p.m. at Grand Hall, the Bangkok Club, 28th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, or any adjournment at any date, time and place thereof.

Agenda Subject

Approve votes Disapprove votes Abstain votes

Agenda Subject

Approve votes Disapprove votes Abstain votes

I hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

