

Report of Extraordinary General Meeting of Shareholders 1/2015
DCON Products Public Co., Ltd.

The meeting convened on 8 January 2014 at 3:00 pm in the Meeting Room, Elephant-B Bldg, 18th Flr., Phaholyothin Rd., Chompon, Chatuchak, Bangkok, 10900.

Directors and Executive committee in Attendance at the Meeting

1.Assoc.Prof.Dr.Tortrakul	Yomnak	President
2.Mrs.Pisamai	Boonyakiat	Chairman of Audit Committee & Director
3.Mr.Dhanit	Charinsarn	Vice President
4.Mr.Wittawat	Pornkul	Chief Executive Officer
5.Mr.Wanchai	Tantikul	Audit Committee & Director
6.Mr.Chana	Towan	Director
7.Dr.Tanai	Charinsarn	Director
8.Mr.Nirut	Intarathachang	Director
9.Mr.Jeeradej	Viratchai	Director
10.Dr.Kawin	Worakanchana	Deputy Managing Director Operations Department

Meeting Convened at 3:00 pm

The DCON PRODUCTS Public Co., Ltd Extraordinary General Meeting of Shareholders 1/2015No. 1/2558 was attended by 108 shareholders who attended the meeting in person for a total of 154,609,509 shares with 17 who attended by proxy for a total of 4,289,401 shares, thereby making a total of 125 people and 158,898,910 shares to complete the meeting quorum. This made 77.34 percent of the total number of the company's paid up shares as the book closing date at a total of 205,434,400 shares. The company's meeting quorum regulation was met.

During the registration and vote-counting, the company invited Ms. Suwanna Buadilok, Juristic Executive of the Elephant Buildings. The company will disclose the vote count for each agenda on which shareholders voted, so shareholders can immediately know the results. The company explained the voting method procedures to shareholders as follows:

1. For each vote, the voting ballots provided by the staff during the pre-meeting registration are to be used. Each shareholder will be entitled to a number of votes equal to the number of shares held. One share is to equal one vote. Proxies where shareholders have already cast votes in the proxy forms to either agree, disagree or abstain from voting on each meeting agenda will be deemed as having cast in line with the shareholders' intention by the company, and proxies will no longer have voting rights in the meeting.

2. Upon the conclusion of explanations provided by directors for each meeting agenda, the chairman of the board will make inquiries to shareholders and offer opportunities for discussion. Any shareholder who would like to express opinions can raise their hands, declare their first-last names and number of shares held before expressing their opinion. If no shareholders express their opinions differently from that of the board of directors, that is, disagree, or abstain from commenting, the chairman will move on to the next agenda and consider shareholders to have passed the resolution unanimously or approved of the board of directors' proposal in that agenda. Hence, the company will announce the voting results for each agenda to the meeting.

3. If a shareholder disapproves a proposal made by the board of directors or would like to abstain from voting on any agenda, that shareholder is requested to raise their hand so the chairman of the board can question the shareholder. In this instance, shareholders who disapprove of the proposed agenda or would like to abstain from voting, will not submit the prepared voting ballots prior to the meeting agenda under consideration so the company's staff can determine the number of votes to agree, disagree or abstain for that agenda in order to notify to the meeting. In counting the company's votes, votes in disapproval or abstention are to be deducted from the company's total votes. The company will record votes casted according to the wishes of shareholders at the meeting in computers to be counted for each agenda.

4. If any shareholder does not understand the method used for casting votes, the shareholder can ask the staff at the meeting for convenience and explanations. For this meeting of shareholders, the company will arrange for a recording of the meeting in image files to be posted on the company's website for interested shareholders who were unable to attend the meeting.

The chairman convened the meeting and greeted every shareholder who attended the meeting that day. The chairman announced to the meeting that the company had been awarded with Forbes Asia's Best under a Billion Award on 9 December 2014 with Mr. Wittawat Pornkul, Chief Executive Officer, and Mr. Chana Towan, Company Director, representing the company at the award with M.R. Pridiyathorn Devakula, Deputy Prime Minister, which was organized by the Ministry of Foreign Affairs and Forbes Media LLC at Plaza Athenee Hotel, Bangkok. The aforementioned award was created by Forbes Media LLC in 2003 for public companies limited in the Asia-Pacific region that earn 500-1000 USD annually and selected by Forbes Asia as a company with outstanding performance and stable financial status. Two hundred out of 17,000 companies were selected. In 2014, a total of nine Thai companies were granted the award. Being granted the aforementioned award is considered a moment of pride for the company and all employees.

Agenda 1: Certification Consideration for the Report of Extraordinary General Meeting of Shareholders 1/2015 on 24 April 2014

The chairman of the board proposed to the meeting certification of the report of Ordinary Shareholders' Meeting No. 1/2557, which was organized on 24 April 2014 and delivered to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date as per stipulations made by the law and delivered to shareholders. No objections or revisions appeared. The company's board of directors deemed it fitting for the meeting of shareholders to certify the Ordinary Shareholders' Meeting for 2014.

Resolution: The meeting agreed to certify the report of Ordinary Shareholders' Meeting No. 1/2557 with 158,199,105 shares, which equals 100 percent approval without disagreement or vote abstention.

Agenda 2: Consideration for the Approval of Changing the Company's Par Value

The chairman stated that the change to the company's par value was to increase the company's number of shares and to increase share purchase-sale liquidity in the Stock Exchange. Therefore, the company's board of directors approved the proposal of the agenda to the meeting of shareholders to consider approving the change to the company's par value from 1 baht to 0.10 baht, which will result in the creation of 2,221,884,000 shares from 246,876,000 shares into 2,468,760,000 shares.

Resolution: The special meeting of shareholders approved the aforementioned change to the company's par value from 1 baht to 0.10 baht by 158,236,606 shares. This amounts to 100 percent approval without any disagreement or vote abstention.

Remarks: One additional shareholder joined the meeting, thereby accounting for 37,501 shares.

Agenda 3: Consideration of the Approval of the Issuance of Warrants to Purchase the Company's Shares to be Offered to Existing Shareholders according to Share Ratios No. 2 (DCON-W2)

The chairman said that this is to increase the company's financial stability and liquidity, as well as a way to expand the company's capital base to improve the company's project investment potential. Therefore, the company would like to issue warrants to purchase the company's ordinary shares No. 2 (DCON-W2) to be allocated to existing shareholders according share ratios (RO Warrant) at the amount not exceeding 342,400,000 units at no charge and ratio of six existing ordinary shares per one warrant unit. The price to exercise rights according to warrants to purchase the company's ordinary shares is 0.50 baht per share. The aforementioned shares will have a term of two years after the warrant issuance

date. The aforementioned issuance of warrants will affect control dilution to existing shareholders by about 14.29 percent and price dilution by 10.00 percent and EPS dilution by 16.70 percent.

Hence, if the general meeting of shareholders approves the aforementioned issuance of warrants to purchase the company's shares, 28 January 2015 will be set as the date to specify the names of shareholders privileged with the rights to be allocated DCON-W2 warrants and name collection date pursuant to Section 225 of the Securities and Exchange Act, B.E. 2535 (1992) with the book closing date to suspend share transfers set 29 January 2015.

Resolution: The special meeting of shareholders approved the issuance of warrants to purchase company shares to be offered to existing shareholders according to share ratios (RO Warrant) No. 2 (DCON-W2) at no charge and at the rate of six existing ordinary shares per one warrant unit by no more than 342,400,000 total share units according to the proposed details by 158,256,808 votes. This equals 100 percent approval without any disapproval or vote abstention.

Remarks: One additional shareholder joined the meeting, thereby accounting for 20,202 shares.

Agenda 4 **Consideration on the approval of increase in registered capital to support the 2nd and the first exercise of rights by warrant holders (DCON-W2 and DCON-W1).**

The chairman commented that the increase in registered capital was to allocate shares to support the 2nd exercising of rights by warrant holders (DCON-W2). The company will issue 342,400,000 capital increase common shares at 0.10 baht par value, a total of 34,240,000 baht, and in order to allocate shares to support the 1st exercising of rights by warrant holders. The company will issue 46,200,000 capital increase common shares at 0.10 baht par value, a total of 4,620,000 baht. The total increase in registered capital is 38,860,000 baht, with an issuance of 388,600,000 of capital increase common shares at par value of 0.10 baht.

Resolution The special shareholder's meeting approved the increase in registered capital from 246,876,000 (two hundred forty-six million eight hundred seventy-six thousand) baht to 285,736,000 (two hundred eighty-five million seven hundred thirty-six thousand) baht with an issuance of 388,600,000 capital increase common shares at par value of 0.10 baht, a total increase in registered capital of 38,860,000 (thirty-eight million eight hundred sixty-thousand) baht, with votes from 158,256,808 shares, or 100% with no votes in disagreement or abstention.

Agenda 5 **Consideration for the approval of the amendment of Clause 4 of the company's memorandum of association for concurrence with the increase in registered capital and the changed par value of the company's shares.**

The chairman stated that, as proposed to the meeting to consider the approval of par value in Agenda 2 and the increase in registered capital in Agenda 4, the company would like to amend Clause 4 of the company's memorandum of association for concurrence with the registered capital increase by using the following statements instead. The individuals designated by the board of directors to register the amendment of the memorandum of association at the Department of Business Development, the Ministry of Commerce, are to be the party authorized to amend the statements on the memorandum of association as ordered by the Registrar.

4. Registered capital	285,736,000-baht (two hundred eighty-five million seven hundred thirty-six thousand baht)
Number of shares	2,857,360,000 shares (two billion eight hundred fifty-seven million three hundred sixty thousand shares)
Par value	0.10 baht (ten satang)
Divided into common shares	2,857,360,000 shares (two billion eight hundred fifty-seven million three hundred sixty thousand shares)
Preferential shares	- shares (zero shares)

Resolution The shareholder's special meeting approved the amendment of Clause 4 of the memorandum of association on in order for it to agree with the changed par value and the increase in registered capital with 158,898,910 votes, or 100% with no votes for Disagreement and no votes in disagreement or abstention.

Remarks: Two additional shareholders jointed the meeting, thereby accounting for 642,102 shares.

Agenda 6 **Other Matters (if any)**

The chairman invited shareholders to ask questions or make suggestions according to Article 89/29 of the Securities and Exchange Act, which stipulates that shareholders with collective voting privileges of at least 5% of the total number of outstanding shares or no less than 10 million shares can propose an agenda for awareness, consideration or approval, depending on the case.

Mr. Jetsada Tosuwan, a shareholder, inquired about the business plans for 2015 and 2016.

Mr.Wittawat Pornkul, chairman of the board of directors, stated that the company had projected on this year's sales and profits equal to those of the year 2014, even though the general public had estimated the economy to decline, the company will be focusing on selling more in provincial areas.

The company also has a project to raise a condominium complex of 33 stories adjacent to the Saima Rattanathibet metro rail station, which is estimated to have a gross sales of 1,450 million baht. The construction will commence at the end of 2015, and revenue will be recorded in 2017. Next, the company is preparing to seek and purchase land for future projects so it can record revenue in 2018. In addition, the company is cooperating with the public sector, depending on the government's operation plan.

The company will invest a budget of approximately one billion baht this year to be divided into 60% in the real estate sector on the project condominium complex adjacent to the metro rail station, 20% for a study on energy and 20% on a study of pre-cast walls.

The chairman express appreciation for the questions and thanked the shareholders for attending the meeting.

The chairman declared the meeting adjourned at 4:20 pm.

Meeting Recorder


(Miss. Ratta Kerdsiri)



(Assoc.Prof.Dr.Tortrakul Yomnak
Meeting Chairman