

Invitation to the Extraordinary General Meeting 1/2015



DCON Products Public Co., Ltd.

January 8, 2015 at 15.00 hours

At the Meeting Room 3300/97, Elephant Buliding, Tower B, 18th Floor,
Phaholyotin Rd., Chatujak, Bangkok, Thailand 10900



บริษัท ดีคอนโปรดักส์ จำกัด (มหาชน)

DCON PRODUCTS PUBLIC COMPANY LIMITED

3300/57 ตึกช้าง อาคารบี ชั้น 8 ถนนพหลโยธิน แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 โทร 0-2937-3312 โทรสาร 0-2937-3328

15 December 2014

Subject: Invitation to the Extraordinary General Meeting 1/2015

To: Shareholders of DCON Products Public Co., Ltd.

Attached documents:

1. Agendas for the Extraordinary General Meeting 1/2015
2. Copy of the minutes to the Annual General Meeting of Shareholders 2014
3. Reported Capital Increase
4. Preliminary Details on the Warrants to purchase ordinary Company shares of Dcon Products Public Company Limited Series #2 (DCON-W2)
5. Profile of Independent Director for granting proxy
6. Proxy Form (Form A and Form B)
7. Extraordinary General Meeting Registration Form
8. Company's Regulations on Shareholders' Meetings and Voting
9. Map to shareholder meeting venue

According to the resolution of the company's Board of Directors' Meeting on 13 November 2014, the Annual Extraordinary Shareholders Meeting No. 1/2015 is to be held on 8 January 2014 at 3:00 pm at the company meeting room, 18th Floor, Elephant Bldg B, Pahonyothin Rd., Chatuchak, Bangkok, to discuss various agendas. The resolution approved for the following agendas to be present at the Shareholders Meeting:

Agenda 1: Consideration of approval for the minutes to Annual General Meeting of Shareholders No. 1/2014 on 24 April 2014

Facts and Reasons:

The company held the 2014 Annual General Meeting of Shareholders was on 24 April 2014; a copy of the minutes has been submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within 14 days from the date of the meeting pursuant to relevant laws.

In addition, the company has disseminated the minutes via the Company's website at www.dconproduct.com in order to inform all shareholders of the minutes to the Shareholders' meeting and allow the shareholders to check the accuracy of the minutes within a given period of time.

In this regard, none of the shareholders appeared to oppose or request amendment of the minutes. A copy of the minutes to the Shareholders' meeting is provided in Enclosure No. 2.

Board of Directors' Opinion:

The Company's board of directors took the matter under consideration and holds the opinion that the minutes to the Shareholder's meeting are accurate and complete.

Thus, the board deemed it fitting to move that the Extraordinary General Meeting 1/2015 of Shareholders consider and approve the abovementioned minutes.

Agenda 2: Consideration of approval for changes in the company's par value.

Facts and Reasons:

In order to support an increment in the Company's share capital and in order to increase purchase-sale liquidity of shares in the Stock Market, the Board of Directors granted approval for the issue to be proposed for the Shareholders' Meeting to consider approval of changes in par value of the Company's shares from 1.00 baht each to 0.10 baht each, which will result in an increment in the registered ordinary shares of the company of 2,221,884,000 shares from 246,876,000 shares to 2,468,760,000 shares.

Board of Directors' Opinion:

The Company's Board of Directors deems it fitting to propose to the Extraordinary Shareholders' Meeting for the approval of the changing of the par value of the Company's shares from 1.00 baht each to 0.10 baht each.

Agenda 3: Consideration of approval for the issuance of warrants to purchase ordinary shares in the Company to be offered to existing shareholders as according to shareholding ratio for Series 2 (DCON-W2)

Facts and Reasons:

In order to stabilize and increase the liquidity of the company's financial status and in order to expand the company's base of capital for increased project investment potential, the Company would like to issue warrants for the purchase of the company's ordinary shares, Series 2 (DCON-W2) for allocation to existing shareholders according to share ratios (RO Warrant) at no more than 342,400,000 units with exclusion to the ratio of 6 existing ordinary shares to 1 warrant unit. The price for exercising the right to purchase shares entitled by a warrant equals 0.50 baht per share, and the aforementioned warrant will have be effective for a period of two years from the date of issuance on the warrant. The aforementioned warrant issuance will affect the control dilution of existing shareholders by approximately 14.29 percent, price dilution by 10.00 percent and EPS dilution by 16.70 percent. The details are shown in Addendum 4.

Thus, if the General Shareholders' Meeting approves for the aforementioned issuance of warrants for the purchase of the company's ordinary shares above, the Company deems 28 January 2014 to be the date of specification of the list of warrant holders to be granted the aforementioned warrants (DCON-W2) and of name collection pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closure of the book of registration in order to suspend share transfers on 29 January 2015.

(Please see "Capital Increase Report Form" for further details.)

Board of Directors' Opinion:

The Company's Board of Directors deems it fitting to propose to the Extraordinary Shareholders' Meeting for the approval of the issuance of warrants for the purchase of the Company's ordinary shares to be offered to existing shareholders according to share ratios (RO Warrant) Series 2 (DCON-W2) with exclusion to the ratio of 6 existing ordinary shares to 1 warrant unit at no more than 342,400,000 units according to the abovementioned proposed details.

Agenda 4: Consideration of approval for the increment of the Company's registered capital to support the issuance of warrants to purchase ordinary company shares, Series 2 (DCON-W2) to be offered to existing shareholders as according to shareholding ratio Series 2 (DCON-W2) and to support the adjustment of the rights vested in the existing warrants, Series 1 (DCON-W1).

Facts and Reasons:

In order to allocate shares to support the exercising of rights vested in warrants to purchase ordinary company shares Series 2 (DCON-W2), the company will issue an increment to the Company's ordinary share capital by 342,400,000 shares priced at 0.10 baht each share for a total of 34,240,000 baht. To support the adjustment of the rights of holders of warrants Series 1 (DCON-W1), the company will issue of 4,620,000-share capital increment of ordinary shares priced at 0.10 baht each at a total of 4,620, 000 baht. The combined registered capital increase of the Company amounts to 38,860,000 baht issued as 388,600,000 ordinary capital increment in shares priced at 0.10 baht.

Board of Directors' Opinion:

The Company's Board of Directors deems it fitting to propose that the Extraordinary General Meeting 1/2015 of Shareholders consider and approve the increment in the Company's registered capital from the existing registered capital of 246,876,000 baht (two hundred forty-six eight hundred seventy-six thousand baht only) to the new registered capital of 285,736,000 baht (two hundred eighty-five million seven hundred thirty-six thousand baht only). The issued 388,600,000 capital increase ordinary shares priced at 0.10 baht for each share amounts to 38,860,000 baht (thirty-eight million eight hundred sixty thousand baht only).

Agenda 5: Consideration of approval for the amendment to Clause 4 of the Company's Memorandum of Association in relation to the increment in the Company' registered capital.

Facts and Reasons:

Approval was granted on the proposal for the Shareholders' Meeting to consider approval to an amendment in Clause 4 of the Company's Memorandum of

Association in accordance with the increment in the registered capital in Item 3 as follows:

Clause 4

Registered capital :	285,736,000 baht (two hundred and eighty-five million, seven hundred and thirty-six thousand baht)
Divided into :	2,857,360,000 shares (two thousand eight hundred and fifty-seven million, three hundred and sixty thousand shares)
At the par value of :	0.10 baht each (ten satang)
Ordinary shares :	2,857,360,000 shares (Two thousand eight hundred and fifty-seven million, three hundred and sixty thousand shares)
Preferred shares :	0 shares (zero shares)

Board of Directors' Opinion:

The Company's Board of Directors deems fitting to propose that the Extraordinary General Meeting 1/2015 of Shareholders consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in relation to the increment in the Company's registered capital.

Agenda 6: Other (if any)

6.1 Any questions or suggestions

6.2 Other (if any)

The company scheduled a date for the listing of shareholders who are eligible to attend Extraordinary Meeting of Shareholders No. 1/2015 on 11 December 2014 (Record Date) with a collection of the names of shareholders pursuant to Section 225 of the Securities and Exchange Act of B.E. 2535 (1992) (Additional Revisions in 2008) by way of closing the registration book to suspend the transfer of shares on 12 December 2014.

If any shareholder finds it inconvenient to attend a meeting and would like to appoint another person to attend the meeting and cast proxy votes in this meeting, please complete the details and sign the proxy letter in Addendum 6 together with attaching documented

evidence in the registration for attendance at the meeting in Addendum 7 and send the aforementioned to the Company before the meeting or give to your proxy to submit to the staff at the meeting at the counter for checking documents on the date of the meeting. And in order to comply with the good governance principles of the Securities and Exchange Commission. If it is inconvenient for you to attend the meeting in person or to appoint another person as proxy, you can appoint an independent director as proxy as appearing in the list in Addendum 5. The Company will open registration on the date of the meeting from 2 p.m. If any of our shareholders have questions or would like to inquire about additional information, and questions about this meeting can be sent in advance by mail or electronic mail at ir@dconproduct.com or contact the Company at 3300/57, 8th Floor, Elephant Bldg B, Pahonyothin Rd., Chatuchak, Bangkok, Tel. 02-937 3312, FAX 02-937 3328 by 5 January 2015. Moreover, you can download the invitation letter to the meeting and all of the accompanying documents for the meeting at the Company's website at www.dconproduct.com

Hence, we would like to invite all of our shareholders to attend the meeting together at the aforementioned date, time and venue

Sincerely yours,

(Mr.Wittawat Pornkul)
Chief Executive Officer

Minutes to the General Meeting of Shareholders of 2014**DCON Products Public Co., Ltd.**

The meeting was held on 24 April 2014 at 2:00 p.m. in the Ayara Room, Chang Building, Building B, 25th Floor, Phahol Yothin Road, Chompol Sub-District, Chatuchak, Bangkok, 10900.

Directors in Attendance at the Meeting

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

Directors in Attendance at the Meeting

1.Assoc. Prof. Dr. Tortrakul	Yomnak	President of the Board of Directors
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The meeting convened at 2:00 p.m.

The General Meeting of Shareholders of 2014 of DCON Products Public Co., Ltd. was attended by 56 shareholders and authorized proxies for a total share accounting of 183,969,841 shares or 91.69% of all distributed shares on the date of closing the shareholder registry in which there was a total of 202,865,000 shares. Hence, the aforementioned constituted a full meeting quorum in compliance with company regulations.

The company invited Mr. Kittiwat Laopattarakasem, Auditor License No. 5525, as a representative of DIA International Auditing Co., Ltd. to answer questions concerning the company's financial statements for shareholders.

In registering and counting votes, the company invited Miss Suwana Buadilok, the Manager of Chang Building Condominium Juristic Person. The company will display the voting outcomes for all agendas with resolutions for shareholders to immediately acknowledge. The company explained the voting methods and steps to shareholders as follows:

1. In voting, the ballots prepared by the staff during the pre-meeting registration will be used. Each shareholder is entitled to votes equal to the number of shares held in which one share will be equal to one vote. In cases involving authorized proxies whose shareholders vote in favor of the resolution, against the resolution or abstained from voting on each agenda based on letters of power attorney, the company will uphold shareholders' wishes and said authorized proxies will have no right to vote in the meeting any further.

2. After the directors had provided explanations on each agenda for the meeting, the Chairman questioned shareholders and provided an opportunity for shareholders to express opinions by instructing any shareholders who wished to express opinions to raise their hands, inform the meeting of the shareholder's first-last name and number of shares held before expressing opinions. If no shareholders disagreed with the Board of Directors or if the shareholders abstained from voting, the Chairman moved on to consider the issues under the next agenda by considering shareholders to have unanimously agreed or approved of the presentations of the Board of Directors on that agenda. The company will display voting outcomes for each meeting agenda.

3. If any shareholder disagreed with the proposals of the Board of Directors, or if shareholders wanted to abstain from voting on any agenda, a request was made for the shareholder to raise hands so the Chairman could ask the shareholder questions. In this case, shareholders who disagreed or wished to abstain from voting had to return the ballots on the agenda under consideration that had been prepared before the meeting to the company's staff in

order to determine how many votes were in favor of the proposal, against the proposal and how many votes were abstained in order to notify the meeting. In collecting scores, the company deducted votes against the proposal or abstentions from the total votes. The company recorded votes according to the wishes of the shareholders in the meeting on computers in order to count votes on each agenda.

4. On the agenda of the director election to replace directors whose terms have expired, shareholders may disagree with some of the directors nominated by the company. Therefore, in order to ensure that shareholders had opportunities to express opinions independently, the company invited nominated directors to leave the meeting room. Furthermore, for the purpose of transparency, the company requested every shareholder who was participating in the meeting to vote on director appointments individually by using voting ballots distributed by the company to shareholders during registration. And in order to ensure that the meeting progressed quickly on the agenda of director election to replace directors whose terms had expired, the company requested the collection of director election ballots individually at the same time after the shareholders had elected all three directors, which helped save time and enabled card collection from shareholders and voting to proceed more quickly.

5. Any shareholders who did not understand voting methods were able to inquire with staff members who facilitated and offered explanations for shareholders to understand. In this meeting of shareholders, the company recorded meeting images in the form of clip files for dissemination on www.dcomproduct.com to provide services for shareholders who were interested and did not have the opportunity to participate in the meeting.

This meeting of shareholders was conducted by the company in Thai. In cases involving foreign shareholders who wished to ask questions in English, the shareholders were requested to contact the Registration Department to have Mr. Aiyasoon Atsawamanintorn, the Assistant Managing Director, as an interpreter.

And as Assoc. Prof. Dr. Tortrakul Yomnak, the Chairman of the Company's Board of Directors, requested to be excused from the meeting due to important obligations, Mr. Dhanit Charinsarn was invited to serve as the Chairman of the General Meeting of Shareholders of 2014.

Agenda 1 –Chairman's Notifications to the Meeting

Mr. Dhanit Charinsarn, Chairman, convened the meeting and gladly welcomed every shareholder.

The company allowed every shareholder to send questions in advance by publicizing via meeting invitations and the company's website from the beginning of April to 23 April 2014. No shareholder sent questions to the company in advance, no minor shareholder proposed meeting agendas and no persons nominated names for consideration of selection as directors to replace the directors to be released from office upon expiration of term. Nevertheless, the shareholders had the right to make inquiries on other agendas.

The Chairman of the meeting announced the methods for voting on each agenda, explaining that the voting ballots distributed to every shareholder at registration would be used. Furthermore, for the sake of convenience and speed, the staff kept votes against proposals or abstention for deduction from the total votes to product the votes in favor of the aforementioned proposals.

Agenda 2 – Ratification of the Minutes to the 1/2013 General Meeting of Shareholders on 25

April 2013

The Chairman moved that the meeting ratify the minutes to the 1/2013 General Meeting of Shareholders held on 25 April 2013 and send the aforementioned minutes to the meeting to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the date of the meeting in compliance with the specifications of the law together with sending the minutes to the meeting to shareholders. No shareholders had any objections or revision requests. Hence, the

Company's Board of Directors deemed it fitting to have the meeting of shareholders ratify the minutes to the General Meeting of Shareholders of 2013.

Resolution – The meeting of shareholders confirms the minutes to the 1/2013 General Meeting of Shareholders with the votes of 183,969,841 shares or 100% without any disputes or abstentions concerning the resolution.

Agenda 3 – Acknowledgement of the Company's 2013 Annual Report

Mr. Wittawat Pornkul, Chief Executive Officer, introduced the company by recommending pressed concrete floor planks, which currently have the highest production capacity and sales figures in the country, piles for residential homes, prefabricated fencing, dense fencing, cowboy fencing and lightweight bricks.

The executives expect this economic cycle to be normal according to 10-year fluctuating economic mechanisms and the economy should slow down in 2014 because it is approaching the saturation point. The economy will then move downward from 2015 onward. However, the executive board is confident that the company's performance will not follow the Thai economy in 2014 and 2015 because the company has made contingency plans and will gain profit from new factories in Rayong and Mahasarakam. In addition, the company has Dzio Condo, in which 60% of the units are booked. This will generate sales and profit estimates for 2014 that are moving in the opposite direction from the mainstream with sales figures amounting to 1,572 million baht with a profit of 261 million baht. Furthermore, the company has estimated sales of 2,865 million baht and a profit of 510 million baht for 2015.

Mr. Jeeradej Viratchai, a company director and the Managing Director of Orrada Co., Ltd., reported previous progress in 2013 for projects that had been launched, namely, the Orrada Factory Land Project, the Orrada Home-Lamlookka Khlong 8 Project and Dzio – Ratchapreuk, Home Project with new projects opened in 2016, namely, the Dzio Condo Project. The Orrada Factory Land Project has 4 phases with 105 plots and 40 units of buildings with unoccupied land.

The project currently reports 50% in sales and leases. The Lamlookka Khlong 8 Project is a two-storey single home project with 110 units and a commercial building with 8 units. In all 90% of these have been sold with the remainder being an empty plot of land over a total area of 9 rai pending further development. Dzio – Ratchapreuk Home is a two-storey single home project with 94 units over an area of approximately 20 rai at the starting price of 3.99 million baht. The project has a total project value of 387 million baht with an investment budget of 309 million baht and current sales at 35%. Dzio Condo – Ngamwongwan Project covers an area of 7 rai and 70 square wah divided into 4 buildings with 792 units and a starting room size of 24 square meters at the starting price of 1.2 million baht. The project has a project value of 1,120 million baht and an investment budget of 870 million baht with total reservations amounting to 60%. Proprietary right transfers expected to begin in early 2015.

Mr. Wiriya Namsiripongpan, shareholder, asked if the company had managed risks by making plans to expand markets to neighboring countries with rising economic trends during periods when the Thai economy is in decline.

Mr. Wittawat Pornkul said the company is studying markets in Myanmar, Laos, Vietnam, India and Sri Lanka. Furthermore, the company will go to study Indonesian markets. At this time, the company is accessing domestic markets near the company where there is better control of factors than in overseas countries. Regardless, the company has ideas for additional improvements by accessing international markets.

Mr. Wiriya Namsiripongpan, shareholder, inquired about whether or not the company had plans for launching any other businesses.

Mr. Wittawat Pornkul said the company originally produced pre-stressed concrete floor planks for 10 years and added new products such as piles for residential homes, prefabricated fences and lightweight concrete blocks, respectively. Upcountry province factories have plans to produce a full range of construction products by adding concrete fencing blocks and drainage pipes for expansion in the same type of business. Furthermore, Dr. Kawin Worakanchana,

Deputy Managing Director of the Operations Department, proposed the building of an alternative energy factory, which is currently under research.

Mr. Wittawat Pornkul added that the company should compete in areas to the company's advantage if considering various competitive businesses. The company needs to be thorough with good governance and risk assessment.

Mr. Wiriya Namsiripongpan, shareholder, inquired about whether or not the company had plans to operate real-estate businesses in areas adjacent to neighboring countries such as in Udonthani and proposed that the company develop housing with solar energy rooftops to help conserve energy.

Mr. Wittawat Pornkul said the company's main production is currently based in Lopburi where floor planks can be sent for distribution in Udonthani. The company has plans to move production bases to Bangkok in 2017 to reduce transportation costs. And if construction increases in Udonthani, the company will study and outline factory construction plans to further cut transportation costs. Concerning real-estate, the company does not emphasize competition while focusing on operating without losses in order to make profit to support the company.

Mr. Watchara Mattanapotnat, shareholder, praised and recognized the company as a Thai company that will prosper. Mr. Watchara asked about the company's advantages over competitors during the past ten years and what the executive board has assessed as the company's weaknesses.

Mr. Wittawat Pornkul said the company needs to research teams that will use technology to cut production costs. The company has an advantage over other companies due to extremely high production. Furthermore, if the company can sell many products, depreciation, management and labor costs will decrease for the organization. Furthermore, the company also purchased raw materials at cheaper prices because the raw materials were purchased in large amounts. On the issue of weaknesses, every company, including our company, has personnel weaknesses in terms of labor shortages. The company distributes warrants to regular employees and workers to

encourage employees to work. At present, we have a central unit trained to support personnel in every department.

Mr. Pisit Siriwattanacharnchai, shareholder, inquired about whether or not the company had SET 100 policies for the company and whether or not the company provided recommendations to disseminate so other investors will know more about the company by going on television shows sponsored by the Stock Exchange of Thailand.

Mr. Wittawat Pornkul said it is the company's vision to disseminate and inform investors about the company. DCON is the number-one company in terms of dividends in the construction materials category. Early this year, the company participated in the Opportunity Day Project sponsored by the Stock Exchange Commission and the Road Show Project sponsored by Bualuang Securities Public Co., Ltd.

Mr. Sripoom Chotrattananon, shareholder, inquired about whether or not the company continues to have problems purchasing rocks or other raw materials because the 1/2013 General Meeting of Shareholders acknowledged problems and Mr. Sripoom would like to know how the company has managed the problem.

Mr. Wittawat Pornkul reported that the company had problems last year. However, the problems were resolved and the company has shipped many products during the past rainy season, informing customers to whom the company was unable to deliver products to purchase company products. Moreover, the company expanded sales areas to other provinces to increase sales.

Agenda 4 – Consideration of Approval for the Balance Sheet and Annual Profit – Loss

Statement Ending on 31 December 2013

Mr. Nirut Intharatachang reported that the company and subsidiaries had earned total sales of 1,311.25 million baht, which was an increase of 281.52 million baht from the previous year, or 27%. Furthermore, the company and subsidiaries had a total net profit of 215.38 million baht, an increase of 75.59 million baht from 2013, or 54%, for a par value profit of 1.06 baht per share.

With regard to financial status of the company and subsidiaries on 31 December 2013, the company and subsidiaries had total assets equaling 1,292.39 million baht, an increase of 247.75 million baht from the previous year, or 24%, with total liabilities equaling 341.98 million baht, an increase of 116.67 million baht from the end of the previous year.

The financial statement for the accounting cycle ending on 31 December 2013 as shown in the Annual Report of 2013 was audited by a licensed auditor and the financial statement was properly prepared in terms of relevant content with proper and sufficient disclosure of information according to generally accepted accounting principles. Furthermore, the financial statement was reviewed by the Audit Committee and the Company's Board of Directors.

Hence, the Company's Board of Directors has deemed it fitting to move that the meeting of shareholders consider approval of the aforementioned financial statement.

The shareholders requested explanations concerning cash flow.

Mr. Nirut Intharatachang stated that cash obtained from operations was equal to 215 million baht with 153.9 million baht which was spent on investment activities and 80 million baht which was spent in activities to procure funds. Regarding the financial statement, the company requested that shareholders remain confident that the company has good liquidity ratios and strict financial discipline.

Resolution – The meeting of shareholders approved the balance sheet and the annual profit – loss statement ending on 31 December 2013 which had been audited by an auditor with a unanimous vote of 186,006,541 shares, or 100%, without any disputes against the resolution or any abstentions.

Agenda 5 – **Consideration of Approval to Pay Dividends for Performance in 2013**

Mr. Nirut Intharatachang reported that the company has policy to pay dividends at no less than 25% of the company's net profits from the overall financial statement by considering the factors of economic conditions, financial status and future investment plans. Performance in 2013

showed the company and subsidiaries to have a net profit of 215.38 million baht, which was equal to 1.06 baht per share. Furthermore, the company had 413.11 million baht in net unallocated cumulative profits from allocations as reserve funds in compliance with the law at 10% of registered capital.

The Company's Board of Directors has taken the matter under consideration and holds the opinion that the company has good liquidity with no plans to make investments in 2014 because the company had already invested in expansion for 2013. Therefore, the company deems it fitting to move that the meeting of shareholders approve dividend payments for 2013 from to shareholders at the rate of 1.04 baht per share, which is a total of 213.65 million baht, or 98% of net profits. The company paid dividends for 2012 at the rate of 43 satang per share, or 61.43% of net profits.

If the General Meeting of Shareholders had a resolution to approve the aforementioned dividend payment, the company specified dividend payments to shareholders according to the list of shareholders entitled to receive dividends and participate in the General Meeting of Shareholders on 27 March 2014 (record date). In addition, the company collected names under Article 225 of the Securities Act by closing the share transfer registry on 28 March 2014 and scheduling dividend payments for 9 May 2014.

Resolution – The meeting of shareholders approved dividend payments for 2013 from cumulative profits to shareholders at the rate of 1.04 baht per share, or a total dividend payment of 213.65 million baht, or 98% of net profits, from the company's ordinary operations with a vote of 186,006,541 shares or 100% without any disputes or abstentions concerning the resolution.

Agenda 6 – **Consideration to Elect Directors to Replace Directors Whose Terms Are Over**

The Chairman notified the meeting about the appointment of directors to replace directors to be released from office due to expiration of term. At present, the company has a total of nine

directors. The company's regulations stipulate that directors leave at the end of their respective terms at a rate of one-third of the directors while directors to be released from office upon expiration of term may be reappointed to the position.

The Company's Board of Directors, not including stakeholder directors, has taken the issue under consideration and holds the opinion that all three directors to be released from office for this term are qualified persons possessing knowledge and ability with the dedication of considerable amounts of time and intelligence toward helping the company and performing duties as directors and sub-directors throughout the past. Therefore, the Company's Board of Directors deems it fitting to pass a resolution to move that the meeting of shareholders re-elect all three of the following directors for another term:

1. Mr. Wittawat Pornkul
2. Mr. Chana Towan
3. Dr. Tanai Charinsarn

In order to allow shareholders to independently express opinions when voting to appoint directors, the company invited all three nominated directors to leave the meeting room. Furthermore, to foster transparency, the company requested that every shareholder in attendance at the meeting vote individually by using voting ballots in favor, against or in abstention of director election.

Resolution – The meeting of shareholders re-elected all three directors to their positions for another term with the following votes:

1. Mr. Wittawat Pornkul, a director whose term has expired, was re-elected to the position of Director and the Chief Executive Officer of the company for another term with a vote of 164,119,841 shares or 100% without any voters who voting against or abstaining from the voting.

2. Mr. Chana Towan , a director whose term has expired, was re-elected to the position of company director for another term with a vote of 163,926,641 shares, or 100%, without any voters who voted against or abstained from the voting.
3. Dr. Tanai Charinsarn, a director whose term has expired, was re-elected to the position of company director for another term with a vote of 162,880,300 shares, or 100%, without any voters who voted against or abstained from the voting.

Agenda 7 – Consideration for the Appointment of an Auditor and Setting Auditing Fees for 2014

Mr. Nirut Intharatachang reported that the Audit Committee had considered the reliability, absence of relationships and stakeholdings with the company or related persons, as well as the competence of auditors in providing services. Hence, the Audit Committee had deemed it fitting to propose that the Company's Board of Directors consider proposing that the meeting of shareholders consider appointing DIA International Auditing Co., Ltd. with Mrs. Suwimon Krittayakian, Auditor's License No. 2982, or Miss Somjittana Pohniranrat, Auditor's License No. 5599, or Miss Supaporn Mangjit, Auditor's License No. 8125, as the company's auditors for 2014 by charging quarterly financial statement revision fees and auditing fees for the financial statement of 2014 in an amount equaling 1,472,000.00 baht for an increase of 4.6% from 2013.

The Company's Board of Directors deemed it fitting to propose that the meeting of shareholders consider auditor appointments and approve the auditing fees proposed by the Audit Committee.

Resolution – The meeting approved the appointment of DIA International Auditing Co., Ltd. with Mrs. Suwimon Krittayakian, Auditor's License No. 2982, or Miss Somjittana Pohniranrat, Auditor's License No. 5599, or Miss Supaporn Mangjit, Auditor's License No. 8125, as the company's auditors for 2014. In addition, the meeting approved of payments for auditing the financial statement of 2014 in the total

amount of 1,472,000 baht with a vote of 186,006,541 shares, or 100%, without any disputes or abstentions concerning the resolution.

Agenda 8 – Consideration of Approval for Director Remuneration in 2014

Mr. Nirut Intharatachang reported at the recommendation of the Remuneration Consideration Committee, which considered the suitability of remuneration for the Company's Board of Directors in 2014. Mr. Nirut Intharatachang, Deputy Managing Director of Accounting and Finance, proposed consideration of approval for remuneration to directors for performance in 2013 as follows:

Board of Directors

Meeting Gratuities

Chairman of the Board of Directors	15,000 baht/person/time
Directors	10,000 baht/person/time

Audit Committee

Meeting Gratuities

Chairman of the Audit Committee	7,500 baht/person/time
Directors	5,000 baht/person/time

Director Bonuses

The Company's Board of Directors has deemed it fitting to maintain director bonuses in line with the original criteria approved by the 1/2005 General Meeting of Shareholders on 31 March 2005 by considering payment according to net profits as follows:

Net Profit	Director Bonuses (Total)	
Less than or equal to 100 million baht	500,000	baht
101 – 200 million baht	1,000,000	baht
201 – 300 million baht	2,000,000	baht
301 – 400 million baht	3,000,000	baht

Director bonuses are to be allocated among the Company's Board of Directors according to responsibilities of each director.

In 2013, the company and subsidiaries had a net profit of 215.38 million baht. Hence, the company deemed it fitting to move that the General Meeting of Shareholders consider approving director bonus payments in the amount of 2,000,000 baht to the Board of Directors and the Board of Directors will consider director bonus allocations according to the responsibilities of each director.

Resolution – The meeting approved remuneration for the company's directors in 2014 according to proposals made by the Remuneration Consideration Committee with a vote of 186,006,541 shares, or 100%, without any disputes or abstentions concerning the resolution.

Agenda 9 – Consideration of Approval to Issue Warrants for Purchasing Common Shares of the Company to Propose Sales to Original Shareholders According to Shareholding Ratios (DCON-W1)

Mr. Nirut Intharatachang said the Company's Board of Directors had requested approval to issue warrants for purchasing the company's common shares for the first time (DCON-W1) in order for the company to have secure financial status and better liquidity together with expanding the company's capital foundation, which will help increase investment capacity in various projects, by allocating share to original shareholders according to shareholding ratios (RO Warrants) by no more than 41,146,000 units without charging prices at a ratio of 5 original common shares per one warrant unit. In addition, the company set prices for exercising rights to purchase shares in line with warrants at 5 baht per share. The aforementioned warrants will have a term of 5 years from the date of issuance.

Issuance of the aforementioned warrants will have control dilution impacts on approximately 16.70% of shareholders, price dilution impacts equal to 9.70% and EPS dilution impacts equal to 16.70%.

Should the General Meeting of Shareholders reach a resolution to approve the aforementioned issuance of warrants to purchase common shares by the company, the company will set 8 May 2014 as the date for listing shareholders entitled to receive warrant allocations and the list will be compiled in compliance with Article 225 of the Securities and Stock Exchange Act of B.E. 2535 (1992 A.D.) by the method of closing share transfer registration books on 9 May 2014.

Resolution – The meeting approved the issuance of warrants to purchase common shares by the company to propose sales to original shareholders according to shareholding ratios (DCON-W1) with a vote of 186,006,541 shares, or 100%, without any disputes or abstentions concerning the resolution.

Agenda 10 – Consideration of Approval to Reduce the Company’s Registered Capital

Mr. Nirut Intharatachang reported that, according to the allocation of warrants showing entitlements to purchase the company’s common shares for employees under the ESOP-1 Project approved by the meeting of shareholders on 22 April 2010 at a total amount of 6,000,000 units, a total of 5,730,000 units had been allocated to employees, thereby leaving 270,000 units. Furthermore, an additional 270,000 new common shares have not been distributed. Hence, in order to comply with Article 136 of the Public Company Limited Act of B.E. 2535 (1992 A.D.), the company needs to reduce registered capital by 270,000 baht. In other words, from the original registered capital of 206,000,000 shares at the value of 1.00 baht per share, which was a total amount of 206,000,000 baht, the amount of new registered capital is reduced to 205,730,000 shares with a value of 1.00 baht per share or a total of 205,730,000 baht by deducting 270,000 undistributed shares at a value of 1 baht per share.

Resolution – The meeting approved the reduction of the company’s registered capital with a vote of 186,006,541 shares or 100% without any disputes or abstentions concerning the resolution.

Agenda 11 – Consideration of Approval to Increase the Company’s Registered Capital to Support Rights from the Issuance of Warrants Showing Rights to Purchase Common Shares of the Company for Sale to Original Shareholders According to Shareholding Ratios (DCON-W1)

Mr. Nirut Intharatachang requested approval to increase the company’s registered capital from 205,730,000 baht to 246,876,000 baht (an increase by 41,146,000 baht) by issuing 41,146,000 shares at the value of 1 baht per share for a total value of 41,146,000 baht.

The objective for increasing registered capital is to allocate shares to support the exercising of rights in line with warrants showing rights to purchase common shares of the company allocated to original shareholders (DCON-W1). The funds obtained from this increase in capital will be used to expand the company’s businesses of the company and its subsidiaries for investment in various projects and for use as circulating capital for the business operations of the company and its subsidiaries.

Resolution – The meeting approved of increasing the company’s registered capital to support the exercising of rights according to warrants showing rights to purchase the company’s common shares allocated to original shareholders (DCON-W1) with a vote of 186,006,541 shares or 100% without any disputes or abstentions concerning the resolution.

Agenda 12 – Consideration of Approval to Revise and Add to Clause 4 of the Company’s Memorandum of Association to be Consistent with Increases to the Company’s Registered Capital

Mr. Nirut Intharatachang explained that, according to presentations for the meeting to consider approving increases in the company’s registered capital in Agenda 11, the company requested approval from the General Meeting of Shareholders to revise and add to Clause 4 of the company’s memorandum of association by using the following contents:

Clause 4: Registered Capital 246,876,000 baht (two hundred and forty-six million eight hundred and seventy-six thousand baht)
Divided into 246,876,000 shares (two hundred and forty-six million eight hundred and seventy-six thousand shares)
At the par value of 1.00 baht/share (one baht)/share

Categorized As:

Common Shares 246,876,000 shares (two hundred and forty-six million eight hundred and seventy-six thousand shares)
Preference Shares -0- shares (zero shares)

Resolution – The meeting approved the revisions and additions to Clause 4 of the company’s memorandum of association for concurrence with the increase in the company’s registered capital with a vote of 186,006,541 shares, or 100%, without any disputes or abstentions concerning the resolution.

Agenda 13 – Consideration of Other Topics (if any)

The Chairman invited shareholders to inquire or offer recommendations pursuant to Article 89/29 of the Securities and Stock Exchange Act, which stipulates that shareholders with total voting rights of no less than 5% of all distributed shares, or no less than 10 million shares, be able to propose agendas for acknowledgement, consideration or approval, depending on the case.

No shareholders proposed any additional agendas. Hence, no further agendas had to be presented for acknowledgement and consideration of approval by the meeting of shareholders.

Mr. Supot Pongkidakan, shareholder, thanked the company for paying satisfactory dividends to investors and thanked the company's Executive Board for operating with transparency by requesting that the number of shares held by shareholders not be added to the minutes to the meeting because doing so would cause shareholders to not express opinions.

Mr. Wittawat Pornkul stated that the company had exerted efforts toward improve meeting models from companies recommended by the Stock Exchange in the past and asked for forgiveness for causing shareholders to feel incapable of expressing opinions. The company did not look at the figures when we looked at shareholders and the company is willing to answer all of your questions.

Mr. Chalot Wattanajarern, shareholder, inquired about whether or not the prices for using warrants would be adjusted.

Mr. Nirut Intharatachang notified that the clauses stipulating rights to state prices would be modified if dividend payments exceeded 98%. Therefore, there is very little chance of changing prices in exercising rights.

Mr. Tongtot Panglad, a representative from the Thai Investors Association, asked what anti-corruption policies the company had.

Mr. Wittawat Pornkul explained that the company currently had its own Internal Audit Department. When irregularities are detected, corrections will be made immediately to prevent recurrence by focusing on the Procurement Department, which must investigate prices from at least three vendors. The Transportation Department must be strict with gasoline and use new

navigator technologies together with having sales employees report coordinates on procurement forms in the system to calculate oil costs in making deliveries within correct criteria. All sales employees currently have devices to check every work position, etc.

The Chairman thanked the shareholders for questions and for attending today's meeting.

The Chairman declared the meeting adjourned at 4:30 p.m.

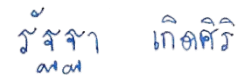
Meeting Recorder

Minutes to the Meeting Certified By:



(Mr. Dhanit Charinsarn)

Chairman of the Meeting



(Miss Ratta Kerdsiri)

Secretary , Board of Directors

Translation
Reported a Capital Increase
DCON Products Public Company Limited
13 November 2014

We, Dcon Products Public Company Limited hereby report of the resolution of the Board of Directors no.4/2014, held on November 13, 2014 from 14.00 p.m. to 17.00 p.m. in respect of a capital increase/share allotment as follows:

1. Change the par value

The meetings of the Board of Directors passed a resolution approving change in the par value of of the Company's shares, from the former par value of Baht 1 per share to Baht 0.10 per share, affect in the increasing of number of ordinary shares capital 2,221,884,000 shares from 246,876,000 share (par value Baht 1) to 2,468,760,000 shares (par value Baht 0.10)

2. Capital Increase:

The meeting of the Board of Directors passed a resolution approving the increase of a registered capital of the Company from 246,876,000 Baht to 285,736,000 Baht by means of the issuance of 388,600,000 ordinary shares with a par value of 0.10Baht each, totaling 38,860,000 Baht.

3. Allotment of new shares:

The meeting of the Board of Directors passed a resolution approving

- 3.1 The allotment of 46,200,000 ordinary shares with par value 0.10 baht totaling 4,620,000 Baht for the adjustment of the right of the existing warrant (DCON-W1)
- 3.2 The allotment of 342,400,000 ordinary shares with par value of 0.10 Baht each, totaling 34,240,000 Baht, the details of which are as follows:

Allocate to	Number of Share	Ratio	Sale Price (Bht/Share)	Payment Period	Remark
To accommodate the exercise of Warrant to be allocated to existing shareholder (DCON-W2)	342,400,000	6 shares to 1 unit of Warrant	Warrant price is 0 bht ; Exercise price is 0.50 bht/share	See remark	Remark -1

Remark-1 : The Company will issue warrant to purchase the Company's ordinary share total 342,400,000 units and will allocate the warrant to existing shareholder (RO Warrant) by the ratio of 6 shares to 1 warrant . The Details of Warrant is follow

Type of warrant	: Warrants to purchase of ordinary shares of Dcon Products Public Company Limited. Series 1 (DCON- W2)
Category	: Transferable named certificate
Term of Warrants	: 2 years from the Issue Date of Warrants.
Number of warrants	: Not greater than 342,400,000 units.
Offering price	: Baht -0- (Zero Baht)
Exercise Ratio	: 1 warrant: 1 ordinary share.
Exercise Price	: Baht 0.50 per share (fifty Strang)
Terms and Exercise Period	: The warrant holder may exercise their warrants on last working day of every 3 months after the first exercise date July 31,2016 throughout the term of the warrant.
Issue Date of Warrants	: The Board of Directors will determine the issue date of warrants after obtaining the approvals from the shareholder's meeting.
Last exercise Date	: The date which warrant reach 2 year from issued date
Secondary market of Warrants	: Warrant will be listed on SET

Allocation Method : Allocate to existing shareholder at a ratio of 6 ordinary shares to 1 unit of Warrant for free totaling of 342,400,000 units. Any fraction of shares will be disregarded. The names of Shareholders who will be entitled to receive Warrant shall be on January 28, 2015, and to gather the names of shareholders under section 225 of the Securities and Exchange Act B.E.2535 by closing the shareholder register and suspension of share transfer on January 29, 2015

3.3 The Company's plan in case where there is a fraction of shares remaining.

In case there are fractions of shares remaining, such fraction shall be round down.

3.4 The number of shares, which have not been allotted.

- None -

4. Schedule for shareholders meeting to approve the capital increase/allotment

The Extraordinary Meeting of shareholders no. 1/2015 is scheduled to be held on 8 January 2015 at 15.00 p.m. at 18th Floor , Elephant Building. Tower Phaholyotin road, Chatujak, Bangkok by the share register will be recorded for share transfer in order to determine the right to attend this meeting on 11 December 2014. Also, 12 December 2014 will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

5. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any).

- The Ministry of Commerce: To register the increase of registered capital and paid-up capital.
- The Stock Exchange of Thailand: To request approval for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase.

The purpose of this capital increase is to accommodate the exercise of the warrants, which are to be allocated to the existing shareholder. The proceeds obtained

from the exercise of the warrants will be used as the Company's working capital and Company's investment project.

7. Benefits which the Company will receive from the capital increase/share

allotment:

6.1 To increase working capital for business operation

6.2 To increase Company's Equity .

8. Benefits which the shareholders will receive from the capital increase/share allotment:

8.1 Dividend policy:

The Company's policy is to pay dividends at a rate of no more than 25% of the Company's net profit each year. The payment of dividends will, nonetheless, depend on economic conditions, operating profits, investment plans, and other relevant factors. The resolution of the Board of Directors regarding the payment of dividends will be proposed to a shareholders' meeting for approval. In addition, payment of dividend as mentioned will be within the framework of the law as set forth for the Company to be able to pay dividend only when there is no deficit balance.

8.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from

Subscribers of the newly issued ordinary shares shall be entitled to receive dividends from the Company's business operations when such subscribers are registered as the shareholders of the Company.

8.3 Others:

The strengthen of Financial shall be effect to share value in the future and can make the profit. Which Shareholder will be get benefit from Dividend.

9. Other details necessary for shareholders to approve the capital increase/share

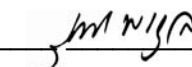
allotment:

See Attachment -1

10. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:

Board of Directors' Meeting No. 4/2014	November 13,2014
Record Date for attending the Ext M of 2015	December 11 ,2014
Collecting names of entitled shareholders under Section 225 for attending the Ext M of 2015	December 12 ,2014
Extraordinary Meeting for 2015	January 8,2015
Record Date for being entitled to subscribe the Right Offering and receive DCON-W2	January 28,2015
Collecting names of entitled shareholders under Section 225 for being entitled to subscribe the Right Offering and receive DCON-W2	January 29,2015
Registration of capital increase with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed  authorized director

(Mr. Wittawat Pornkul)

Director

Preliminary Details of the Warrants to purchase the ordinary shares of the

Company of

Dcon Products Public Company Limited

Series #2 (DCON-W2)

Type of warrant	: Warrants to purchase of ordinary shares of Dcon Products Public Company Limited. Series 2 (DCON- "2)
Category	: Transferable named certificate
Term of Warrants	: 2years from the Issue Date of Warrants.
Number of warrants	: Not greater than 342,400,000 units.
Offering price	: Baht -0- (Zero Baht)
Exercise Ratio	: 1 warrant: 1 ordinary share.
Exercise Price	: Baht 0.50 per share (fifty Strang)
Terms and Exercise Period	: The warrant holder may exercise their warrants on last Working day between 9.00-15.30pm.of every 3 months after the first exercise date July 31,2016 throughout the term of the warrant. If the last exercise date is the Company's holiday, the last exercise date shall be changed to the prior business day.
Issue Date of Warrants	: The Board of Directors will determine the issue date of warrants after obtaining the approvals from the shareholder's meeting.
Last exercise Date	: The date which warrant reach 2 year from issued date

Allocation Method	: Allocate to existing shareholder at a ratio of 6 ordinary shares to 1 unit of Warrant for free totaling of 342,400,000 units. Any fraction of shares will be disregarded. The names of Shareholders who will be entitled to receive Warrant shall be on January 28,2015 ,and to gather the names of shareholders under section 225 of the Securities and Exchange Act B.E.2535 by closing the shareholder register and suspension of share transfer on January 29,2015
Secondary market of Warrants	: Warrant will be listed on the Stock Exchange of Thailand
Secondary market of the ordinary shares reserved for the exercise of Warrants	: Ordinary shares reserved for the exercise of Warrant shall be listed on the Stock Exchange of Thailand
Rights and Interests other than those normal rights and interests from ordinary shares	: The ordinary shares to be issued pursuant to the exercise of this Warrant shall have the same rights and status as all other previously issued ordinary shares of the Company in all respects
Effects on the shareholders as a result of this issuance offering and the exercise of Warrants which can be and offering of Warrant	<p>: 1) Control Dilution</p> <p>Control dilution can be calculated by the following formula</p> <p>Control Dilution = $1 - [Q_0 / (Q_0 + Q_w)]$ By</p> <p>Q_0 =The number of existing shares which are equal to 2,054.344 Million shares</p> <p>Q_w =The additional number of shares from the right equals 342.40 Million shares</p> <p>So, Control Dilution = $1 - (2,054.344 / (2,054.344 + 342.4))$</p> <p style="text-align: center;">= 14.29 %</p>

Effect on Control Dilution

After issuing and offering right offer of Warrants to purchase ordinary shares of the Company to the existing shareholders and

whole amount of Warrants shall be exercised, the Control Dilution will be 14.29%

: 2) Price Dilution

Price Dilution can be calculate by the formula

Price Dilution = $((Po-Pn) \times Qw) / ((Qo+Qw) \times Po)$ By

Po = Weighted average of 7 days closing price prior Board

Meeting Date which held on November 13,2014 (4 -12November ,2014) .Equals 1.687 Bht/share (par 0.10 baht)

Pn = Exercise price , equals 0.50 bht/share

So, Price Dilution

= $((1.687-0.50) \times 342.4) / ((0.54.344+342.4) \times 1.687)$

= 10.0 %

Effect on Price Dilution

After issuing and offering Warrants to purchase ordinary shares of the Company, the Price Dilution will be 10.0%

: 3) EPS Dilution

EPS Dilution canbe calculate by the formula

EPS Dilution = $(EPS_o - EPS_n) / EPS_o$

The net profit = 218.26 M.Bht (4 quarter ended Sept 30,2014)

$EPS_o = \text{Net Profit} / Q_o = 218.26 / 2,054.34 = 0.106 \text{ Bht/share}$

$EPS_n = \text{Net Profit} / (Q_o + Q_w) = 218.26 / (2,054.34 + 342.4) = 0.091 \text{ Bht/share}$

So, EPS Dilution = $(0.106 - 0.091) / 0.106 = 14.29 \%$

Effect on EPS Dilution

After issuing and offering Warrants to purchase ordinary shares of the Company, the EPS Dilution will be 14.29%

Conditions concerning the adjustment of the exercise ratio and exercise price : The Company shall adjust the exercise price and exercise ratio throughout the maturity of Warrants to ensure that the benefits of Warrants' holders are no less favorable in the event of the following:

1. When the Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares in issue.
2. When the Company pays all or partial dividend payment as new shares to shareholders.
3. When the Company offers newly-issued ordinary shares at a lower price than market price at the time or prior to offering new shares and calculate method shall be the same as stated in the Warrants Covenants.
4. When the Company offers newly-issued Convertible Debentures or Warrant at a lower price than market price at the time or prior to offering new shares and calculate method shall be the same as stated in the Warrants Covenants.
5. When the Company pay cash dividend that exceeds payment ratio as stated in the Warrant Covenants.
6. When there is other similar events as mention in 1 to 5 above that may impair benefits of Warrant's holders.

Accordingly, the Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized Directors is authorized to consider the conditions and other details, related to adjustment or changes in the exercise ratio and the exercise price

Other conditions

: The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized Directors is authorized to determine criteria, terms and

conditions, and other details related to the Warrants. Said person(s) shall also be empowered to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the Warrants including the issuance and offering, listing the reserved ordinary shares from the exercise of Warrants on the SET, as well as to proceed for the necessary approval from relevant authorities.

Warrants registrar

: Thailand Securities Depository Company Limited

Calculation of the Reserved Share

: Reserved Share Ratio can be calculate by the formula
= ((Number of increased share to be reserved for exercise warrant in this time) + (Number of reserved share for exercise warrant in the previous))/(Paid up share capital) By

Number of increased share to be reserved for exercise

warrant in this time = 342,400,000 Shares (par value 0.10 bht)

Number of reserved share for exercise warrant in the previous

= 411,460,000(DCON-W1) Shares

Number of reserved share for adjust the right of warrant in the previous (DCON-W1) = 46,200,000 shares

Paid up share capital = 2,054,344,000 Shares ** (Par Value 0.10 Bht)

** Latest Paid up Share Capital which registered to The Ministry of Commerce

So, Reserved Share Ratio =

(342,400,000+411,460,000+46,200,000) /2,054,344,000

= 38.94 %

Independent Director Candidate List of Names and Background

Name Mrs.Pisamai Boonyakiat
Address 2 Soi Rama IX 41 (Seri 10 Rd.)
 Suan Luang, Suan Luang, Bangkok
Nationality Thai
Religion Buddhist
Age 69 yrs.
Company Shareholding (as of 27 March 2014)
 0 shares for 0 percent

**Educational Qualifications**

Bachelor's degree – Accounting, Chulalongkorn University

Master's degree - Faculty of Commerce and Accountancy, Thammasat University

Courses

Certificate – Consultation Management, Research Institute for Management Science, the Netherlands

Certificate – Marketing Management, ILO Institute, Italy

Certificate – Project Studies, APO Institute, Japan

Certificate – Project Management IDA Institute, Ireland

Director Certification Program (DCP), 2003

Work Experience

- Associate Judge, Nonthaburi Provincial Court, Juvenile and Family Division

- President, New Wave Institute

- Audit Committee Chairperson, DCON Products PCL.

Number of Years as Director: 9 yrs.

Meeting Attendance History

Meeting	2011	2012	2013	2014
1. Company Board of Directors' Meeting	4/4	4/4	4/4	4/4
2. Audit Committee Meeting	4/4	4/4	3/3	4/4
3. Shareholders' Meeting	1/1	0/1	1/1	1/1



Proxy Form A
(Simple, General Form)

Drafted at.....

Date..... Month..... Year.....

I,, Nationality.....

AddressRoad..... Sub-district.....

District Province Postal Code.....

A shareholder of DCON Products PCL

With a total shareholding of..... shares with voting privileges equal to.....votes as follows:

Common Shares..... shares with voting privileges equal to votes

Preference Shares shares with voting privileges equal to votes

Do hereby grant proxy authority to:

(1).....Age..... Yrs. Address.....

Road..... Sub-district.....District.....

Province..... Postal Code.....

(2)Age..... Yrs. Address.....

Road..... Sub-district.....District.....

Province..... Postal Code.....

(3)Age..... Yrs. Address.....

Road..... Sub-district.....District.....

Province..... Postal Code.....

As the sole holder of my proxy rights, the aforementioned will attend meetings and cast votes on my behalf in General Meeting of Shareholders No. 1/2558 on 8 January 2015 at 3 pm in the conference room of Tukchang Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd., Jatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

Let any actions taken by my proxy in the meeting be considered as actions committed by me.

Signed Principal
(.....)

Signed..... Proxy
(.....)

Remarks

1. Shareholders who grant proxy are required to grant proxy rights to only one person in attending the meeting and casting votes. The number of shares cannot be divided among multiple proxies in order to divide votes.

2. Shareholders may grant proxy only for the number of shares held and are not permitted to grant proxy rights only for a part less than the total shares held.

Addendum 6



Proxy Form B

(Specifying items for granting proxy with clear descriptions)

Drafted at.....

Date..... Month..... Year.....

(1) I,, Nationality.....
Address Road..... Sub-district.....
District Province Postal Code.....

(2) A shareholder of DCON Products PCL

With a total shareholding of..... shares with voting privileges equal to.....votes as follows:

Common Shares..... shares with voting privileges equal to votes

Preference Shares shares with voting privileges equal to votes

(3) Do hereby grant proxy authority to:

(1).....Age..... Yrs.
Address..... Road..... Sub-district.....
District..... Province..... Postal Code.....

(2)Age..... Yrs.
Address..... Road..... Sub-district.....
District..... Province..... Postal Code.....

(3)Age..... Yrs.
Address..... Road..... Sub-district.....
District..... Province..... Postal Code.....

As the sole holder of my proxy rights, the aforementioned will attend meetings and cast votes on my behalf in General Meeting of Shareholders No. 1/2558 on 8 January 2015 at 3 pm in the conference room of Tukchang Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd., Jatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

Addendum 6

(4) I do hereby grant rights to my proxy to cast votes on my behalf in this meeting on the following issues:

Agenda No. ...1... RE: Consideration of ratification of the minutes to General Shareholders' Meeting No. 1/2557.

- (a) My proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.
- (b) My proxy shall cast votes according to my intention as follows:
 - Againstvotes
 - Againstvotes
 - Abstainvotes

Agenda No....2... RE: Consideration of a resolution to change the company's par value.

- (a) My proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.
- (b) My proxy shall cast votes according to my intention as follows:
 - Againstvotes
 - Againstvotes
 - Abstainvotes

Agenda No....3... RE: Consideration of approval for the second issuance of warrants for the purchase of company shares for proposed sales to existing shareholders at shareholding ratios (DCON-W2).

- (a) My proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.
- (b) My proxy shall cast votes according to my intention as follows:
 - Against votes
 - Against votes
 - Abstain votes

Agenda No.4... RE: Consideration of approval of a resolution to increase the company's registered capital in order to handle the exercising of rights from the issuance of second issuance of warrants for the purchase of company shares for proposed sales to existing shareholders at shareholding ratios (DCON-W2) and to handle the adjusted rights of DCON-W1 shareholders.

- (a) My proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.
- (b) My proxy shall cast votes according to my intention as follows:
 - Against votes
 - Against votes
 - Abstain votes

Agenda No....5.... RE: Consideration of approval for additional revisions in the company's memorandum of association, Clause 4, for increasing registered capital and changing the company's par value.

- (a) My proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.
- (b) My proxy shall cast votes according to my intention as follows:
 - Against votes
 - Against votes
 - Abstain votes

Agenda No....6... RE: Other issues (if any).

- (a) My proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.
- (b) My proxy shall cast votes according to my intention as follows:
 - Against votes
 - Against votes
 - Abstain votes

(5) Other notifications or evidence (if any) on my proxy

.....
.....
.....

Addendum 6

(6) In the event that I have not stated my intention in casting votes on any agenda or failed to state my intention clearly, or in cases where consideration is given in the meeting, or a resolution is passed on any issue apart from those specified above, including any cases where revisions, changes or additions have been made to any of the facts, my proxy has the right to take the issue under consideration and vote on my behalf as deemed fitting in every aspect.

Let any actions taken by my proxy in the meeting be considered as actions committed by me.

Signed Principal
(.....)

Signed..... Proxy
(.....)

Remarks

1. Shareholders who grant proxy are required to grant proxy rights to only one person in attending the meeting and casting votes. The number of shares cannot be divided among multiple proxies in order to divide votes.
2. Shareholders may grant proxy only for the number of shares held in (2) or may grant proxy rights only for a part less than the shares specified in (2).
3. Proxies can divide votes; if the number of votes stated exceeds the number specified above, an additional number may be specified in the proxy form.
4. On the agenda for the directors' election, votes for directors can be cast for the entire set of directors or only certain directors.
5. In cases where any specifications for regulations have stipulated that proxies are required to submit any other declarations or documented evidence such as cases where a proxy is a stakeholder on any issue entered in the meeting and votes, the declaration or document evidence can be submitted by specifying in (5).

Attachment to Proxy Form

Granting proxy as a director of DCON Products PCL in General Shareholders' Meeting No. 1/2558 on 8 January 2015 at 3 pm in the conference room of Tukchang Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd., Jatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

- Agenda No. RE.....
 For votes Against votes Abstain votes
- Agenda No. RE.....
 For votes Against votes Abstain votes
- Agenda No. RE.....
 For votes Against votes Abstain votes
- Agenda No. RE.....
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I do hereby attest to the accuracy, completeness and truth of the items in this proxy form attachment in every aspect.

Signed Principal
(.....)
Date/...../.....

Signed Proxy
(.....)
Date...../...../.....

Meeting Attendance Registration Evidence

- **Registration**

- Shareholders or proxies may register and submit documents or evidence for inspection at the meeting venue before the meeting is convened at 2:00 p.m. on 8 January 2015

- **Attending in Person**

- Shareholders attending in person are required to submit authentic identification cards, civil servant cards or passports (in cases involving foreign shareholders) to register. In cases involving changes in first-last names, evidence confirming the aforementioned changes must also be submitted.

- **Granting Proxy**

- Shareholders wishing to grant proxy must appoint only one person to attend the meeting and vote according to the proxy form attached.

- For convenience, please send proxy letters and documents or evidence to the company no less than one day before the meeting by completing and signing the form. Persons granting proxy are required to initial any corrections or marks concerning relevant content.

Documents Required to Accompany Proxy Forms

(1) In cases where an ordinary person grants proxy to another person, the principal is required to prepare and send the following documents:

- Proxy letter signed by the principal.
- Copies of identification cards, civil servant cards or passports (in cases of foreign authorizers) of principals with signatures certifying correct copies.
- Proxies must present authentic identification cards, civil servant cards or passports (in cases involving foreign proxies) for registration.

(2) In cases where a juristic person authorizes another person, the principal must prepare and submit the following documents:

- A letter of authorization signed by a signatory with authority to sign on behalf of the juristic person according to the juristic person certificate issued by the Ministry of Commerce or relevant agencies for no more than 30 days and affixed with the juristic person's seal (if any).

- In cases where the principal is a juristic person registered in Thailand, copies of juristic person certificates issued by the Ministry of Commerce or relevant agencies for no more than 30 days must be attached and certified by a signatory with authority to sign on behalf of that juristic person and affixed with the juristic person's official seal (if any).
- In cases where the principal is a juristic person registered overseas, copies of juristic person certificates issued by an authorized government agency of the juristic person's country must be attached. The aforementioned certificate must have been certified by a public notary or an authorized government agency for no more than three months.
- For foreign juristic persons, English translations must be prepared and attached to any non-English original documents and signatories authorized to sign on behalf of the juristic person must sign to certify translation accuracy.
- Proxies must present authentic identification cards, civil servant cards or passports (in cases involving foreign proxies) for registration.

Company Rules and Regulations

Shareholders' Meetings and Voting

1. Meeting Quorum

37. Shareholders' meetings require that shareholders and shareholder proxies (if any) attend the meeting in a number of no less than twenty-five (25) or no less than half of the entire number of shareholders, depending which number is smaller. Furthermore, the meeting requires a total number of counted shares at no less than one-third (1/3) of the number of the entire number of shares sold in order to make up a quorum for the meeting.

In cases where it appears at one (1) hour after the time scheduled for any shareholders' meeting that the meeting is attended by an insufficient number of shareholders to make up a complete quorum for the meeting as previously stated, if the shareholders' meeting was called at the request of the shareholders, the meeting is to be cancelled. If the shareholders' meeting was not called at the request of the shareholders, schedule a new meeting and send a letter of invitation to schedule a new meeting to the shareholders no less than seven (7) days before the date of the meeting. No complete quorum will be enforced in the subsequent meeting.

39. Have the chairman of the board serve as the chairman for the shareholders' meeting. If, however, the chairman of the board is not in attendance at the meeting or is unable to perform his/her duties in the meeting and when there is a vice-chairman of the board, have the vice chairman of the board serve at the chairman to the meeting and perform the chairman's duties. If, however, there is no vice-chairman, or if there is a vice-chairman who is unable to perform his/her duties in the meeting, have the meeting appoint one (1) shareholder to serve as chairman to the shareholders' meeting on that day.

2. Casting Votes

16. Have the shareholders' meeting elect directors under the following criteria and methods:

- (1) One shareholder is entitled to one vote for each share held.
- (2) Each shareholder can use all of the votes held in (1) to elect one or many persons as directors, but cannot share more or less votes with any particular person.

(3) The persons who have received the highest respective number of votes will be elected as directors in a number equal to the number directors required or to be elected at that time.

In cases where the respective elected persons received equal votes and the number of directors to be elected or exist on that occasion is exceeded, the chairman of the meeting will be the person to cast the deciding vote.

17. In every annual general shareholders' meeting, have one-third (1/3) of the directors released from office upon their expiration of terms. If the number of directors sorted out cannot be divided by three (3), the number closest to one-third (1/3) will be released.

For the directors who are required to be released from office at the first and second years after the company's listing, have the directors draw lots to determine which directors are to be released. As for subsequent years, have the directors who have held their positions the longest be the directors who are released from office. The directors who need to be released from office can be re-elected to office.

40. Resolutions adopted by shareholders' meetings must be passed by a majority vote as follows:

(1) In ordinary cases, let a majority vote of the shareholders in attendance at the meeting and casting votes vote by counting each share held as one vote. If the votes are tied in equal numbers, the chairman of the meeting will cast an additional deciding vote.

(2) In the following cases, a vote of no less than three-fourths (3/4) of the total number of shareholders in attendance at the meeting and eligible to cast votes at the meeting shall be counted as one vote per share:

(a) Sales or transfers of all or part of the Company's main business operations to another party.

(b) Sales or receipt of the transfer of the Company's other limited public company or limited company operations.

(c) The drafting, revision or cancellation of contracts concerned with the rental of all or part of the Company's main operations, the appointment of another person to manage the Company's businesses or enter into joint ventures with other persons with the objective of profit-loss sharing.

(d) Additional revision to the Company's Memorandum of Association or Rules and Regulations.

(e) Increments or declines in the Company's capital or the issuance of debentures.

(f) Controlling or discontinuing the Company.

41. The operations of the Annual General Meeting of Shareholders are as follows:

(1) Acknowledgement of reports by the board of directors as proposed to the meeting showing the company's performance for the previous year.

(2) Consideration of approval of the Company's financial statement and profit-loss accounts.

(3) Consideration of profit allocation and dividend payments.

(4) Election of directors to replace directors released from office up expiration of term.

(5) Appointment of auditors and wetting of auditing remuneration.

(6) Other activities.

DCON Products Public Co., Ltd

Venue: The Meeting Room 3300/97, Elephant Building, Tower B,
18th fl, Phaholyotin Rd., Chatujak, Bangkok 10900
Tel. (+66) 2 937 3312 แฟกซ์. (+66) 2 937 3328
www.dconproduct.com

Elephant Buliding



Phaholyotin Rd. —>

**Central
Lardprao
Branch**

SCB

Vibhavadi Rangsit Rd.

Ratchadapisek Rd. —>

MAJOR

Phaholyotin Rd

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