

Invitation to the Annual General Meeting 1/2016

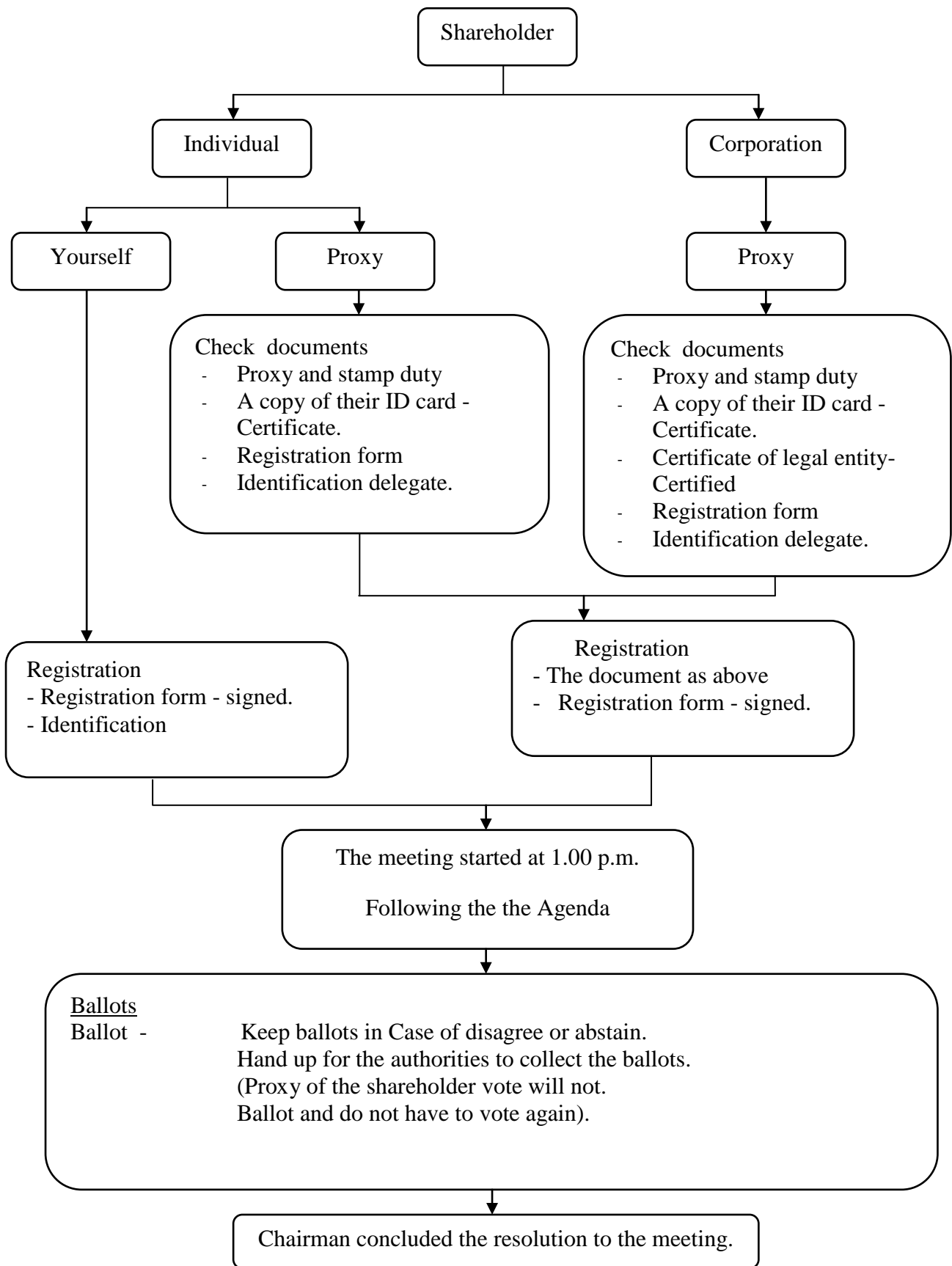


DCON Products Public Co., Ltd.

April 28, 2016 at 13.00 hours

At Iyara Room, Elephant Buliding, Tower B, 25th Floor, Phaholyotin Rd.,
Chatujak, Bangkok, Thailand 10900

The participants of the Annual General Meeting of Shareholders No.1/2016



* When the meeting adjourned, please sent ballots remaining to be refunded by the authorities for check the resolution in agenda 6.



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

25 March 2016

Subject: Invitation to the Annual General Meeting 1/2016

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

Attached documents:

1. Copy of the minutes to the Extraordinary General Meeting of Shareholders 2/2015
2. Annual Report 2015 (CD-ROM)
3. Candidate and Background of the norminated director
4. Recruitment and Selection Principles the director and Definition of Independent Director
5. Independent Director Candidate List of Names and Background
6. Proxy Form (Form A and Form B)
7. Meeting Attendance Registration Evidence
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 25 February 2016, the Annual General Shareholders Meeting No. 1/2016 is to be held on 28 April 2016 at 1:00 pm at Iyara room, 25th 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: The Chairman inform to the meeting

Facts and Reasons:

This agenda is designated for the Board to report any significant update or progress (if any) of the Company to the Meeting.

Board of Directors' Opinion:

Report to acknowledge.

Agenda 2: To consider the approval of the minutes of the Extra Ordinary Meeting of Shareholder No.2/2015

Facts and Reasons:

The company held the Extraordinary General Meeting of Shareholders No. 2/2015 was on 21 December 2015; 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 Addendum 1.

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 2/2015 of Shareholders consider and approve the abovementioned minutes.

Agenda 3: To Acknowledge the operating result of the company of 2015

Facts and Reasons:

The Company has summarized the operating results for 2015 along with the significant changes that occurred during the year in the Annual Report for 2015, as shown in Addendum 2 (CD-ROM)

Board of Directors' Opinion:

The Company's Board of Directors deems it fitting to propose to summarize the Company's operating results for 2015 and present to the Meeting.

Agenda 4: To consider the approval of the Financial Statement and the Auditor's Report for the year end as of December 31, 2015

Facts and Reasons:

The Financial Statements for the year ended December 31, 2015 in the Financial Statements Section of the Annual Report as reviewed by the Audit Committee and audited by the auditor are delivered to all shareholders along with this notice Addendum 2 (CD-ROM).

Board of Directors' Opinion:

The Board of Directors considered the matter and was of the opinion that the proposed Financial Statements have been audited by the Company's auditors which have expressed the opinion that the proposed Financial Statements contain information that is accurate in accordance with the generally accepted accounting principles as shown in Addendum 2 (CD-ROM) and publicized in www.set.or.th. Therefore, the Meeting should approve the proposed Financial Statements.

Agenda 5: To consider the approval of the allocation of the unappropriated retain earning to the statutory reserve and approval the dividend payment for the year of 2015

Facts and Reasons:

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.

The Company had net earnings of 176.19 million Baht from its 2015 operation results, or equivalent to 0.08 Baht per share in the consolidated financial statement, and 154.50 million Baht, or 0.07 Baht per share in business-specific financial statement (calculating from number of weighted average ordinary shares up to 31 December 2015, which was 2,139,331,785 shares). Moreover, since the extraordinary shareholder meeting No. 2/2558 held on 21 December 2015 resolved granting approval for the Company to increase its registered capital by 248,939,979.50 Baht by issuing 2,489,399,795 ordinary shares, with a par value of 0.10 Baht per share, and to allocate the new shares as follows.

- To offer for sale to existing shareholders 2,139,578,118 shares at the price of 0.45 Baht per share;
- To support adjustments of rights of holders of DCON-W1 and DCON-W2 in the amount of 349,821,677 shares.

The Company already offered for sale the new shares and registered the paid-up shares on 3 February 2016. Consequently, the profit per share when calculated from the number of ordinary shares registered as paid-up capital as at the date of Board of Directors meeting would be 0.041 Baht per share in the consolidated financial statement, and 0.036 Baht per share in the business-specific financial statement (calculating from the number of ordinary shares up to 25 February 2016, which was 4,27,156,236 shares).

As at 31 December 2015, the Company had a balance of unappropriated retained earnings of 272,159,897.05 Baht and allocated 32,412,776.44 Baht to the reserve fund in order to attain an amount of 10 per cent of the registered capital, which must be 54,631,610.80 Baht, and an additional amount of 22,218,834.36 Baht would have to be allocated from unappropriated retained earnings.

Board of Directors' Opinion:

The Company's Board of Directors has taken the matter under consideration and holds the opinion that the Meeting should approve the payment of dividend for the past performance ended year 2015 from the Company's operating profit as follows:

Total dividend are calculated to be 0.04 baht per share and the company will pay total dividend not exceed 171,166,249.40 Baht or 97.15% of net profits and It is considered appropriate to propose to the shareholder meeting to consider granting approval to allocate 22,218,834.36 Baht to the reserve fund from unappropriated retained earnings.

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 28 March 2016 (record date). In addition, the company collected names under Article 225 of the Securities Act by closing the share transfer registry on 29 March 2016 and scheduling dividend payments for 9 May 2016.

Agenda 6: To consider the approval the appointment the directors of the Company in place of the directors who would be retired by rotation

Facts and Reasons:

According to the Public Limited Companies Act, B.E. 2535 and 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. For this year, there are 3 directors to retire from their office, namely:

1. Assoc. Prof. Dr. Tortrakul Yomnak
2. Mrs. Pisamai Boonyakiat
3. Mr. Jeeradej Viratchai

Board of Directors' Opinion:

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. Assoc. Prof. Dr. Tortrakul Yomnak
2. Mrs. Pisamai Boonyakiat
3. Mr. Jeeradej Viratchai

Details of each director are provided in Addendum 3

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company from Dec 28, 2015 to Jan 29, 2016 it appeared that on the expiration of the time specified, there are no candidates for directorship have been proposed to the Company.

The resolution to re-elect and appoint each director must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote pursuant to criteria and procedures described in the Company's Articles of Association.

Agenda 7: To consider the approval of the appointment the auditors and audit's fee for the Year 2016

Facts and Reasons:

The Meeting should consider and appoint an auditor and fix the auditing fee for the year 2016 to comply with section 120 of the PLCA.

The Audit Committee had considered the reliability, absence of relationships and stake holdings 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. as the Company's auditors of the Year 2016 as per the following names :

- | | | |
|--------------------|---------------|---------|
| 1. Mrs. Suvimol | Krittayakiern | No.2982 |
| 2. Miss Somjintana | Polhirunrat | No.5599 |
| 3. Miss Supaporn | Maungjit | No.8125 |

by charging quarterly financial statement revision fees and auditing fees for the financial statement of 2016 in an amount equaling 1,510,000.00 baht.

Board of Directors' Opinion:

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 by charging quarterly financial statement revision fees and auditing fees for the financial statement of 2015 in an amount equaling 1,510,000.00 baht and consider proposing that the meeting of shareholders consider appointing DIA International Auditing Co., Ltd. as the Company's auditors of the Year 2016 as per the following names :

- | | | |
|--------------------|---------------|---------|
| 1. Mrs. Suvimol | Krittayakiern | No.2982 |
| 2. Miss Somjintana | Polhirunrat | No.5599 |
| 3. Miss Supaporn | Maungjit | No.8125 |

Agenda 8: To consider the approval of the benefit to be paid to directors of the Board and Audit committee for the year 2016 and to consider the approval of the other fringes benefit to be paid to directors of the Board and Audit committee for the year 2015

Facts and Reasons:

According to the Annual General Meeting of Shareholders No. 1/2005 held on March 31, 2005 has approved the bonus of directors and on April 26, 2013 has approved the Meeting Gratuities of Committee as follow:

Director Bonuses

Net Profit	Director or 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.

Meeting Gratuities

Board of Directors

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

Audit Committee

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

Other benefits

- None -

Board of Directors’ Opinion:

From the recommendation of the Remuneration Committee, which is considering the remuneration of the Directors for the year 2015 as compared to the reference, the Board of Director considered and deemed it appropriate to propose that the Meeting approve directors’ remuneration for the year 2016.

In 2015, the company and subsidiaries had a net profit of 176.19 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 1,000,000 baht to the Board of Directors and the Board of Directors will consider director bonus allocations according to the responsibilities of each director.

Agenda 9: Others (if any)

9.1 Any questions or suggestions

9.2 Other (if any)

The company scheduled a date for the listing of shareholders who are eligible to attend Annual General Meeting of Shareholders No. 1/2016 on 28 March 2016 (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 29 March 2016.

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 12 a.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 25 April 2016. 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

Order of the Board director
Sincerely yours,



(Mr. Wittawat Pornkul)
Chief Executive Officer

Minutes of the extraordinary shareholder meeting no. 2/2015
Of
DCON Products Public Co., Ltd.

The meeting took place on 21 December 2015 at 14.00 hrs. at the Elephant Building, Tower B, 18th Floor, Phaholyothin Rd., Jompon sub-district, Chatujak district, Bangkok 10900

The company's directors and the management team present at the meeting:-

1. Ass. Prof. Dr. Tortakul	Yomnak	The company's Chairman
2. Ms. Pisamai	Boonyakiat	Chairwoman of the Audit Committee
3. Mr. Wittawat	Pornkul	President
4. Mr. Dhanit	Charinsarn	Vice President and Audit Committee member
5. Mr. Wanchai	Tantikul	Director and Audit Committee member
6. Mr. Chana	Tohwan	Director
7. Dr. Tanai	Charinsarn	Director
8. Mr. Jeeradej	Viratchai	Director
9. Mr. Nirut	Intarathachang	Director and company's secretary
10. Dr. Kawin	Worakanchana	Vice President & Engineering Manager

The meeting began at 14.00 hrs.

The Chairman declared the start of the extraordinary shareholder's meeting no.2 for the year 2015 of DCON Products PCL with the participation of 98 shareholders representing 715,072,692 shares and 48 proxy shareholders representing 373,966,572 shares, altogether totaling 146 individuals representing 1,089,039,264 shares equivalent to 50.90% of total shares sold as of the closing of share registration book in the amount of 213,957,811.80 baht. This complies with the company's required quorum per its Article of Association.

Agenda 1

The company's chairman informed the meeting as follows:

The chairman informed the extraordinary shareholder's meeting no. 2 for 2015 that there are 7 agendas for discussion.

Agenda 2

To consider accepting the minutes of the major common shareholders' meeting no. 1/2015 on 23 April 2015.

The chairman proposed for the acceptance of the minutes of the major common shareholders' meeting no. 1/2015 on 23 April 2015 which was submitted to the Stock Exchange of Thailand and the Commerce Ministry within 14 days after such meeting took place in line with the laws and then dispatched to the shareholders. There was no objection or any amendment required. The company's Board of Directors thus recommended the meeting participants to accept the minutes of the major shareholders' meeting for 2015.

Mr. Sakdichai Sakulmontri, a shareholder, suggested to the company's registrar to record the names, surnames and the number of shares held in the voting tickets distributed to shareholders in order not to waste time for counting. Furthermore, there should be sufficient snacks to serve all participants.

Mr. Nirut Intarathachang, director and the company's secretary, explained on the method of vote counting that the votes of dissenting shareholders and those who abstained will be deducted from all votes so he urged shareholders to fill in first and last names and the amount of shares by themselves for the agenda that they disagree or abstain from voting. The company is apologetic about the insufficient snacks as it is not possible to know exactly how many shareholders will join the meeting. From the last major shareholder meeting, only 100 shareholders attended and for this meeting an arrangement for 200 servings had been prepared. The company will endeavor to improve on this issue in the next meeting.

Mr Hangchai Akkavasakul, who represented Mr. Supot Uaechailertsakul, a representative of the association of Thai shareholders, thanked Mr. Sakdichai Sakulmontri, a shareholder, who brought up the subject of voting ticket. Mr. Hangchai recommended the use of bar code system in vote counting with the assistance of Thailand Securities Depository Co., Ltd. in order to ensure transparency and accuracy.

Mr. Nirut Intarathachang, director and the company's secretary, expressed appreciation for Mr. Hanchai's recommendation and agreed to accept the suggestion for consideration if there will be more shareholders joining the meeting. He further informed that 3 years ago, there were only about 30 people attending the meeting and increased to 70 to 100

people in the following years. This time saw the highest number of participants and confirmed that the vote counting can be verified.

The chairman invited 2 volunteers from the retail shareholders to supervise the vote counting.

Resolution:

The extraordinary shareholder meeting accepted the minutes of the major shareholder's meeting no. 1 for 2015 with the following votes:-

Agreed	1,100,215,101 shares	99.99%
Disagreed	1,671 shares	0.01%
Abstained	-	

Remark: There were additional shareholders joining the meeting representing 11,177,508 shares

Agenda 3

To consider approving the reduction of registered capital for the portion of reserved shares for unallocated share dividend

Mr. Nirut Intarathachang, a director and the company's secretary, informed that according to the resolution of the major shareholder meeting on 23 April 2015 there will be share dividend payable to shareholders in the ratio of 25 existing shares for 1 dividend share with any fraction of the shares disregarded and replaced by cash instead. It turns out that there were 13,882 shares representing the unallocated reserved shares worth 0.10 baht per share (due to disregarding above), equivalent to 1,388.20 baht.

The Board of Directors recommend to the meeting to approve the reduction of registered capital by 1,388.20 baht from the previous registered capital of 297,377,516.70 baht to 297,376,128.50 baht by cancelling 3,882 common shares at 0.10 per share.

The chairman informed that this agenda requires a special resolution of at least 3 out of 4 of all shareholders' shares who attended the meeting by treating 1 share equal to 1 vote. To facilitate the vote count and verification, only the dissenting votes and abstained votes will be collected and deduct from the total number of shares. The result shall represent the agreed votes.

Resolution:

The extraordinary shareholder meeting approved the reduction of registered capital of 1,388.20 baht from 297,377,516.70 baht to 297,376,128.50 baht by canceling 13,882 common shares at 0.10 baht per share with the following votes:-

Agreed	1,100,024,017 shares	99.99%
Disagreed	122,755 shares	0.01%
Abstained	70,000 shares	

Agenda 4 To consider approving the revision of the company’s Memorandum & Article of Association’s clause 4 to be in line with the reduction of registered capital

Mr Nirut Intarathachang, a director and the company’s secretary, informed that in line with the approval to reduce the registered capital by 1,388.20 baht per Agenda 3 it is necessary to also amend the company’s Memorandum & Article of Association’s clause 4 with the Business Development Department of the Commerce Ministry.

The Board of Directors recommended the meeting to approve the amendment of the company’s Memorandum & Article of Association’s clause 4 to be in line with the reduction of registered capital with the following changes:-

Registered capital	297,376,128.50 baht
Consisting of	2,973,761,285 shares
Each share is worth	0.01 baht
Dividend into	
Common shares	2,973,761,285 shares
Preferred shares	-None-

Resolution:

The extraordinary shareholder meeting approved the amendment of the company’s Memorandum & Articles of Association’s clause 4 to be in line with the reduction of the company’s registered capital, as follows:-

Agreed	1,100,216,772 shares	100%
Disagreed	0 shares	0%
Abstained	-	-

Agenda 5

To consider approving the increase in the company’s registered capital by issuing and selling common shares to the existing shareholders (Rights Offering) according to the holdings and to allocate for accommodating the change of the warrant’s conditions on the purchase of the company’s common shares no. 1 and no. 2 (DCON-W1 and DCON-W2).

Mr. Nirut Intarathachang, a director and the company’s secretary, informed that the Board of Directors has considered the objective and details of various projects and their respective investment and would propose to increase the company’s registered capital of not

more than 248,939,979.50 baht by issuing new common shares of not more than 2,489,399,795 shares at 0.01 baht per share, as follows:-

1. Arrange to issue new common shares not exceeding 2,139,578,118 shares at 0.10 baht per share by selling to the existing shareholders in the ratio of 1:1 at 0.45 baht per share by disregarding the fraction of the shares. The shareholders have the right to subscribe more shares than they own on the condition that there are unsubscribed shares left after the existing shareholders have exercised their rights.
2. Arrange to issue new common shares not exceeding 349,821,677 shares at 0.10 baht per share to accommodate the change in the warrant holder's rights DCON-W1 amounting 200,711,762 shares and DCON-W2 amounting 149,109,915 shares which is in line with the conditions in the change of warrant's rights in the case of issuing new shares for capital increase at the value less than 90% of market price per share.

The objective of the capital increase and the use of additional funds obtained from exercising common share's rights to subscribe to new common shares are as follows:-

1. To purchase a parcel of land for development in order to earn income and profits sustainably amounting to roughly 350-400 million baht.
2. To invest in DCON Prime condominiums amounting 250-400 million baht depending on the loan disbursement conditions of the bank (pre-sales).
3. To repay short-term loans of about 150 million baht.
4. To invest in the various projects of the construction material section amounting 180 million baht.

Mr. Viriyah Namsiripongpan, a shareholder, enquired if there will be any adjustment to the price and the ratio in the use of the warrant's rights in the purchase of the company's common shares DCON-W1 and DCON-W2 after the increase in registered capital.

Mr. Nirut Intarathachang, a director and the company's secretary, informed that there will be adjustments to the price and the ratio in the use of the warrant's rights of DCON-W1 and DCON-W2 by referencing the closing price on 24 December 2015 in the formula that will be announced to the shareholders on 25 December 2015.

Mr. Supot Pongkidakarn, a shareholder, recommended to expedite the construction of the condominium and would like to know the company's results (revenue and profits/loss).

Mr. Wittawat Pornkul, the company's president, informed that the company plans to complete the condominium by 2018 due to the anticipated improving economic conditions then and there should be more demand for such condominium and the price should be high. On the capital increase, the company needs funds to purchase land and if the company does not increase capital it may have to borrow from financial institutions to fund the construction of the 38-storey condominiums which requires 1,000 million baht investment. Now a day, banks have been very

cautious in lending and require pre-sales of at least 40%. This may force the company to reduce the selling price of the condominiums to compete against rivals in order to achieve 40% pre-sales condition. At the present, there are bookings of 5%-10% and the company is not in a hurry to sell.

Mr. Nirut Intarathachang, a director and the company's secretary, informed that in the first 3 quarters of 2015 the company earned 128 million baht net profits or 0.06 baht per share. For the 4th quarter 2015, it is almost the same as 4th quarter 2014 but in 2014 there were additional profits in recognition of real estate development business. The construction material performance declined compared to 2014 and 1Q'2015 is the period when the performance dropped the most i.e. 25%. Subsequently, the performance had steadily improved.

Mr. Viriyah Namsiripongpan, a shareholder, enquired if the company has won the bidding for the piling business of the dual track train project.

Mr. Wittawat Pornkul, the company's president, informed that there is no tender for purchase at present. However, the company has asked the sales department to follow up closely with the winning contractors and believes that the company should be able to sell the piles as the quantity required is expected to be huge and there should be several vendors selling the piles to the contractors.

Mr. Viriyah Namsiripongpan, a shareholder, enquired if the company is still interested in energy-related alternative investments and if there will be another capital increase.

Mr. Wittawat Pornkul, the company's president, informed that if the company invests in an energy-related project this option is very much interested by shareholders and investors. The company has studied and understands that it takes up to 7-10 years for payback period although there will be stability of revenue streams, not volatile as with the economic cycles, and assured income from the government. The company has studied biogas, biomass and solar farm projects and found some problems in the business model. The company thought it is better to stick with production of construction materials but if there is opportunity to invest in energy-related projects capital may need to be increased as the project requires huge investment.

Mr. Jessada Tohsuwan, a shareholder, enquired about the pre-sales of DCON Prime condominiums.

Mr. Jeeradej Viratchai, a director, informed that there is booking of about 5% of all available condominium rooms.

Mr. Jessada Tohsuwan, a shareholder, enquired if the company will invest in the government's infrastructure projects.

Mr. Wittawat Pornkul, the company's president, informed that the company is studying the production of sewage pipes and railway tie but needs to know the quantity required first as if the volume is small it will not be worth the investment.

Mr. Jessada Tohsuwan, a shareholder, enquired about the production of precast and hollow core.

Mr. Wittawat Pornkul, the company's president, informed the company had suspended the precast manufacturing for the time being due to the economic slowdown and after surveying the market found that the other companies that produce precast utilize production capacity of only 20%.

Mr. Jessada Tohsuwan, a shareholder, enquired about the progress of the alternative energy project.

Mr. Wittawat Pornkul, the company's president, informed that the company is very careful in running the business and if significant investment is required then it will postpone the project for the time being.

Mr. Viriyah Namsiripongpan, a shareholder, enquired if the company will for this year declare dividend at 100% of net profits similar to the past 2 years.

Mr. Wittawat Pornkul, the company's president, informed that the 56-1 form stipulates that the company will pay dividend up to 25% of net profits. Since the company is listed in the SET it has never paid dividend of less than 50% and last year the company was the top dividend payer among the companies listed in the SET at 14.23%. The dividend payment for this year will be up to the Board of Director's judgment and the company's liquidity position.

Mr Hangchai Akkavasakul, who represented Mr. Supot Uaechailertsakul, a representative of the association of Thai shareholders, remarked that this agenda should be divided into 2 parts. The first part should be on capital increase RO and the second part on adjusting warrant for the reason that if the agenda on adjustment of the warrant fail to pass but the agenda on capital increase is approved the company can still increase capital. He further commented on the idea of capital increase to fund business expansion or to solve the company's crisis about which the Association of Thai shareholders agree but will protect the small shareholders' rights in selling shares for the capital increase at lower than market price and in case of economic crisis the company should work together with the suppliers to survive together.

Mr. Sakchai Sakulmontri, a shareholder, enquired on how the funds from capital increase will be utilized. From the documents sent with the invitation letter for the extraordinary shareholder meeting no. 2/2015 page 4 mentions that the portion of revenue in 2014 was 60%:40%, where does the revenue from real estate business come from?

Mr. Nirut Intarathachang, a director and the company's secretary, informed that in 2014 real estate revenue was derived from the sales of DCO condominiums.

Mr. Sakchai Sakulmontri, a shareholder, enquired whether during 2015-2017 the company will have the same revenue proportion.

Mr. Nirut Intarathachang, a director and the company's secretary, informed that the revenue proportion will be 90%:10%.

Mr. Sakchai Sakulmontri, a shareholder, enquired that according to the invitation letter for the extraordinary shareholder meeting no. 2/2015 with 4 pages attached 39 mentions about the investment in Cambodia of 55 million baht. Why sales in 2017 are forecast to be several times higher than 2016 and whether 2017 sales, projected at 300 million baht, will be contributed by using production capacity of 100%? If so, why should it be 100% since there is labor protest for wage increase taking place at the moment?

Mr. Nirut Intarathachang, a director and the company's secretary, informed that in 2016 production is not at full capacity so only partial revenue recognition can be realized or about 10%. However, during 2017, the company is estimated to be producing at 100% of capacity.

Mr. Wittawat Pornkul, the company's president, remarked that in Cambodia there are many high rise buildings and the rate of growth is about 300%. The growth is expected to be short term of between 3-5 years so they must endeavor to generate profits during this period.

The chairman remarked that the projections are based on the price of construction materials which is more than twice that of Thailand and is selling well at the moment.

Mr. Sakchai Sakulmontri, a shareholder, wants to know about the Precast Bearing and Hollow Core projects?

Dr. Kawin Worakanchana, Vice President & Engineering Manager, informed that now a day home construction has changed from using pillar and beam to using Precast Bearing Wall whereas Hollow Core involves the government projects. In the past, government offices, schools and police stations use the company's floor slab but at the present they turn to using Hollow Core more and more. The company finds it necessary to adapt to have a share in this market.

Mr. Sakchai Sakulmontri, a shareholder, enquired about using 150 million baht to repay bank loan and what is the remaining bank loans?

Mr. Nirut Intarathachang, a director and the company's secretary, informed that the company still has long term loan of about 60 million baht with remaining tenor of 3 years.

Mr. Sakchai Sakulmontri, a shareholder, enquired about the rights to share subscription on whether a shareholder can subscribe in excess of their entitlement.

Mr. Nirut Intarathachang, a director and the company's secretary, informed that a shareholder can subscribe in excess of their shareholding's proportion. The allocation will first be done according to the shareholder's proportion and any unsubscribed shares will be allocated to those who wish to subscribe more than their normal allotment. KTB Securities (Thailand) has been assigned to manage the subscription process.

Mr. Sakchai Sakulmontri, a shareholder, remarked that the company should not let the shareholder pay for the Bill Payment. Instead the company should absorb the cost and support the retail investors.

Mr. Nirut Intarathachang, a director and the company's secretary, explained that some investors pay by bill payments whereas others do not. If the company absorbs such cost, it will not be fair to others.

Mr. Pongchit Leungtada, a shareholder, remarked that the company should state the method of payment e.g. Bill payment or transfer slip as evidence of payment.

Mr. Nirut Intarathachang, a director and the company's secretary, informed that approximately in January 2016 the company will send a letter advising on the subscription rights to shareholders. There will be full information disclosed in the letter including subscription form, method for subscription and payment method which consist of 2 options i.e. payment by check at KTB Securities (Thailand) Plc. and bill payment.

Shareholders suggested additional payment method by transferring funds for capital increase to the company's account.

Mr. Nirut Intarathachang, a director and the company's secretary, accepts the suggestion for consideration.

Shareholders enquired if the company has done any analysis on population.

Mr. Jeeradej Viratchai, a director, informed that the company has done a study before commencing the project. The population has a tendency to increase and increase much more than the available supply of 600 units which is close to the sky trains.

Mr. Somchai Rungrisakolsawat, a shareholder, enquired if the company has a plan to construct office building.

Mr. Wittawat Pornkul, the company's president, informed that Mr. Jeeradej Viratchai, a director, regularly comes to discuss with him about office building and home office. At present the company has launched the Orada Factory Land at 11 million baht per unit.

The chairman remarked that this agenda requires special resolution of not less than 3 out of 4 of all votes present (75%) and 1 share equals 1 vote.

Resolution

The extraordinary shareholder meeting approved to increase registered capital by issuing additional shares to existing shareholders according to the portion of the holdings (Right Offering) and to allocate for accommodating the change of rights in line with the warrant's conditions to purchase the company's common shares no. 1 and no. 2 (DCON-W1 and DCON-W2) by increasing the company's registered capital by not more than 248,939,979.50 baht via new share issue of not more than 2,489,399,795 shares at 0.10 baht per share and approved the allocation of the company's common shares as follows:-

1. Arrange to issue new common shares not exceeding 2,139,578,118 shares at 0.10 baht per share by selling to the existing shareholders in the ratio of 1:1 at 0.45 baht per share and disregarding the fraction of the shares.
2. Arrange to issue new common shares not exceeding 349,821,677 shares at 0.10 baht per share to accommodate the change in the warrant holder's rights DCON-W1 and DCON-W2 for selling commons shares to increase capital to the existing shareholders at the price lower than 90% of market price.

With the following votes:-

Agreed	1,103,245,920 shares	99.73%
Disagreed	2,933,791 shares	0.27%
Abstained	310,000 shares	

Remark: There were additional 29 shareholders joining the meeting representing 6,272,939 shares.

Agenda 6 To consider amending the company's Memorandum & Article of Association's clause 4 to be in line with the increase in registered capital

Mr. Nirut Intharatachang, a director and the company's secretary, informed that in line with the approval to increase the company's registered capital of up to 248,939,979.50 baht in the agenda 5 there need to be a change to the company's Memorandum & Article of Association's clause 4 with the Commerce Ministry's Business Development Department.

The Board of Directors recommend the meeting to approve the amendment of the company's Memorandum & Article of Association's clause 4 to be in line with the increase in registered capital by affecting the below change:-

Registered capital	546,316,108.00 baht
Consisting of	5,463,161,080 shares
Price per share	0.10 baht
Divided into	
Common shares	5,463,161,080 shares
Preference shares	-None-

The chairman requested the shareholders to vote. This agenda requires special resolution i.e. must not be less than 3 out of 4 (75%) of all the votes of the shareholders who attend the meeting and 1 share equals 1 vote.

Resolution

The extraordinary shareholder meeting approved the amendment to the company's Memorandum & Article of Association's clause 4 to be in line with the increase in registered capital under the following votes:-

Agreed	1,105,742,551 shares	99.93%
Disagreed	737,160 shares	0.07%
Abstained	10,000 shares	

Mr Hangchai Akkavasakul, who represented Mr. Supot Uaechailertsakul, a representative of the Association of Thai shareholders, praised all shareholders who participated in the meeting in protecting their rights and requests the directors and the management to do their very best on behalf of the shareholders. He further remarked that paying share dividend is very beneficial to the shareholders.

Agenda 7 To consider other matters (if any)

The chairman invited the shareholders to ask questions and make suggestions:-

Miss Vipha Boonkongcharoen, a shareholder, enquired about what the future plan of 2-3 years will be and the progress on the government's projects.

Mr. Viriyah Namsiripongpan, a shareholder, enquired about the construction material section's capacity utilization rate.

Mr. Wittawat Pornkul, the company's president, informed that presently the company is only utilizing up to 50%-60% of the full capacity and during the booming economy the rate goes up to 80%-90%. During sluggish economy, the company will endeavor to stay profitable and during the uptrend will accelerate to make huge profits. On the government's projects, it depends on how much the government can borrow and whether the projects can proceed according to schedule.

Miss Vipha Boonkongcharoen, a shareholder, enquired about the break-even point.

Mr. Nirut Intarathachang, a director and the company's secretary, explained that the break-even point is at 30%.

Mr. Pongchit Leungtada, a shareholder, remarked that the invitation letter sent to shareholders to attend the extraordinary shareholder meeting no. 2/2015 page 16 on the agenda to consider the annual financial statements should be presented in table format for easy understanding and for comparison purpose.


Mr Hangchai Akkavasakul, who represented Mr. Supot Uaechailertsakul, a representative of the Association of Thai shareholders, remarked that he agreed with the increase in capital and if there is any unsubscribed share he would like to buy more.


Mr. Viriyah Namsiripongpan, a shareholder, remarked that he has heard that some directors bought the shares at 1 baht per share and whether this is an appropriate price.

Mr. Wittawat Pornkul, the company's president, informed that some shareholders may have misunderstood that the directors increase the company's capital and buy back the shares at cheaper price. In fact, the share price falls in line with the stock market. But there are two groups of shareholders, the first group will accuse that the directors do not look after the shares and let the price fall while the other group allege that the directors manipulate the price to fall so they can buy at lower price later. Regardless, the company still maintains the policy to pay dividend consistently.

The chairman thanked all participants for attending and adjourned the meeting at 16.10 hrs.

Minutes taker.


(Ms. Rattha Kerdsiri)
Secretary


(Ass. Prof. Dr. Tortakul Yomnak)
Chairman of the Board

Candidate and Background of the norminated director

Name Assoc. Prof. Dr. Tortrakul Yomnak

Nationality Thai
Religion Buddhist
Age 68 yrs.



Company Shareholding (as of 30 November 2015)
0 shares for 0 percent

Type of Director Independent Director

Educational Qualifications

- Engineering Science Graduate, Chulalongkorn University
- M.S.C.E. Master of Science in Civil Engineering (University of Washington, USA).
- D.B.A. (Doctor of Business Administration) Nova Southeastern University
- N.D.C. Class 4111, National Defense College

Work Experience

- President, Dcon Products Public Co., Ltd.
- President, TACE LTD. (Tortrakul Yomnat et al. Consultant Engineering Co., Ltd.)
- Former Member, National Economic and Social Advisory Council, Set 1 (Work Committee Chairman)
- Former President, The Engineering Institute of Thailand Under H.M., the King's Patronage (2005)
- Senior Director, Mahidol University Council
- Consultant, Federation of Design and Construction Services of Thailand (FEDCON)
- Doctorate Professor, "Developing Good Governance", Chandrakasem Rajabhat University
- Founder's Committee, Thailand People's Network Against Corruption (PNAC)

Training Concerned with Director Roles and Duties

- Director Accreditation Program (DAP, Class 16) 2004: Stock Exchanges with Support Associations, Thai Institute of Directors (IOD)
- Director Certification Program (DAP Class 46) 2004: Stock Exchanges with Support Associations, Thai Institute of Directors (IOD)
- Thai Institute of Directors (IOD)

Number of Years as Director: 21 June 2004 – Present (11 yrs. 10 Months)

Meeting Attendance History

Meeting	2013	2014	2015
1. Company Board of Directors' Meeting	3/4	4/4	4/4
2. Annual General Meeting	1/1	0/1	1/1
3. Extraordinary General Meeting	-	-	2/2

Being or not being an executive director, employee, staff, Advisor in Public Limited Company

- Director Prarinda Public Limited Company

Being or not being an executive director, employee, staff, Advisor in common Company

- CEO TACE Limited Company
- Director TACE Limited Company
- Director TACE Marketing Limited Company
- Director T Test North Limited Company
- Director Special Engineering Limited Company
- Director System Little House Limited Company

Candidate and Background of the norminated director

Name Mrs. Pisamai Boonyakiat

Nationality Thai
Religion Buddhist
Age 70 yrs.



Company Shareholding (as of 30 November 2015)

0 shares for 0 percent

Type of Director Independent Director

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: 31 March 2005 – Present (11 yrs. 1 Month)

Meeting Attendance History

Meeting	2013	2014	2015
1. Company Board of Directors' Meeting	4/4	4/4	3/4
2. Audit Committee Meeting	3/3	4/4	3/4
3. Annual General Meeting	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	2/2

Being or not being an executive director, employee, staff, Advisor in Public Limited Company

- Director EASONPAINT Public Limited Company

Being or not being an executive director, employee, staff, Advisor in common Company

- None

Candidate and Background of the norminated director

Name Mr. Jeeradej Viratchai

Nationality Thai
Religion Buddhist
Age 54 yrs.



Company Shareholding (as of 30 November 2015)
0 shares for 0 percent

Tpye of Director Director

Educational Qualifications

- Bachelor's Degree – Civil Engineering, Chulalongkorn University
- Master's Degree – Structural Engineering, M. Eng. (Structure) AIT
- Master's Degree – Business Administration MBA, Chulalongkorn University

Courses

- None

Work Experience

- Director, Dcon Products Public Co., Ltd.
- Managing Director, Orrada Co., Ltd.
- Director, Orrada Co., Ltd.

Number of Years as Director: 23 February 2012 – Present (4 yrs. 2 Month)

Meeting Attendance History

Meeting	2013	2014	2015
1. Company Board of Directors' Meeting	4/4	4/4	4/4
2. Audit Committee Meeting	3/3	4/4	4/4
3. Annual General Meeting	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	2/2

Being or not being an executive director, employee, staff, Advisor in Public Limited Company

- None

Being or not being an executive director, employee, staff, Advisor in common Company

- Director and MD Orrada Limited Company

Recruitment and Selection Principles the director

The Board of Directors Excluding directors who have a conflict of interest guidelines. Recruiting methods used to elect directors individually, carefully following features of a qualified, knowledgeable, able to sacrifice time and intelligence. Help Company Along duty According to the principles of corporate governance. And is dedicated to the company.

The Company provided the opportunity for shareholders to participate by nominating individuals with knowledge, skills and qualified according to the company. And published on the website of the Stock Exchange. www.set.or.th In order to be appointed as directors in advance. Prior to the Annual General Meeting. Shareholders for the year 2016 by the shareholders can be made on December 28, 2015 until January 29, 2016, it appears that no shareholder can nominate a person qualified to be a director to the company.

Definition of Independent Director

Definition of Independent Director

(1) Holds no more than 0.5 percent of the shares with voting rights of the Company, its subsidiaries or affiliates. Including the shares held by related persons of the independent director.

(2) No part of the administration, employee or consultant who receive regular salary. Or Controlling Shareholders of the Company, its subsidiaries, affiliates, subsidiaries of the same. Its major shareholders Or Controlling Shareholders of the Company. Both the current and previous appointment as independent directors at least two years.

(3) No blood ties. Or by legal registration The manner in which parents, spouse, siblings, spouses and children as well as children of other executive directors, major shareholders. Controlling Shareholders or the person to be proposed as a director, executive or controlling person of the Company or its subsidiaries.

(4) There is no business relationship with the Company, its subsidiaries, including the major shareholder. Or Controlling Shareholders of the Company. Both the current and previous appointment as independent directors at least two years.

In such a business relationship. Including work done as usual for transactions of business. Rental or lease of real estate Concerning assets or services or to provide or receive financial

aid. By receiving loans or guarantees to assets pledged as collateral for liabilities. As well as other circumstances similar As a result, the company Parties or debt that must be paid to the other party. At least 3 percent of the net tangible assets of 20 million baht or more. Whichever is lower According to the method of calculating the value of the transaction. According to the Capital Market Commission. The total debt incurred during one year before the date of the business relationship with the same person.

(5) As auditor of the Company, its subsidiaries, joint majority shareholder. Or Controlling Shareholders of the Company. And a significant shareholder. (Holds more than 10 percent of the shares with voting rights of the Company, including those associated with) Controlling Shareholders. Or partners of the audit firm The auditor of the Company, its subsidiaries, joint majority shareholder. Or authorized under the Company's control. Both the current and previous appointment as independent directors at least two years.

(6) Does not provide any professional services. This includes the management of a legal advisor or financial advisor. This has been the administration over two million baht per year from its parent company, subsidiaries, affiliates or controlling shareholders of the Company. And a significant shareholder. Controlling Shareholders Or partner of the service provider firm. Both the current and previous appointment as independent directors at least two years.

(7) Not being a director who has been appointed as a representative of the company. Its major shareholders Or shareholders who are related to the major shareholders.

(8) Does not operate with the same nature and in competition with the business of the Company or its subsidiaries or partnerships that are implied in the department. Or as part of a management employee or consultant who receive regular salary. Or holding more than 1 per cent of the shares with voting rights of the company. The business of the same nature and in competition with the business of the Company or its subsidiaries.

(9) Not having any characteristics which make it impossible to provide an independent opinion about the company's operations.

The latter was appointed as an independent director of the Company. Independent director may be assigned by the Board of Directors decided to conduct the affairs of the Company, its subsidiaries, the same order. The decision to form the tribunal (Collective Decision) is not considered an independent director is a director who is involved in the administration.

Independent Director Candidate List of Names and Background

Name Mr. Wanchai Tantikul
Nationality Thai
Religion Buddhist
Age 67 yrs.



Company Shareholding (as of 30 November 2015)
1,040,000 shares for 0.04 percent

Type of Director Independent Director

Educational Qualifications

- Bachelor's degree – Jurisprudence, Thammasat University

Courses

- Director Accreditation Program (DAP Class 8) 9 February 2004 : Stock Exchanges with Support Associations, Thai Institute of Directors (IOD)

Work Experience

- Audit Committee Director, DCON Products PCL.
 - Audit Committee Director, Areeya Property PCL.
 - Managing Director, Kanit Anchan Co., Ltd.

Number of Years as Director: 9 March 2004 – Present (12 yrs. 1 Month)

Meeting Attendance History

Meeting	2013	2014	2015
1. Company Board of Directors' Meeting	4/4	4/4	3/4
2. Audit Committee Meeting	3/3	4/4	3/4
3. Annual General Meeting	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	2/2

The stakeholders in the proposed agenda of the meeting

- None



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 Annual General Meeting of Shareholders No. 1/2016 on 28 April 2016 at 1 a.m. in Iyara room of Tukchang Building B, 25th 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.



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 PLC

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 Annual General Meeting of Shareholders No. 1/2016 on 28 April 2016 at 1.00 p.m. in Iyara room of Tukchang Building B, 25th Floor, Ratchayothin Intersection, Paholyothin Rd., Jatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

(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: Chairman’s Notifications to the Meeting
- Report to acknowledge.

- Agenda No....2... RE: Consideration of approval for the minutes to Extraordinary General Meeting of Shareholders No.2/2015
- (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: To acknowledge the Board of Directors’ report on the Company’s operating results for 2014
- Report to acknowledge.

- Agenda No. ..4... RE: To consider and approve the financial statements for the year ended December 31, 2015 including the auditor’s report
- (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: To consider and approve the allocation of the unappropriated retained earnings to the statutory reserve and approved the dividend payment for the year of 2015.
- (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: Consideration to Elect Directors to Replace Directors whose will retire in 2016
- (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....7... RE: Consideration for the Appointment of an Auditor and Setting Auditing Fees for the year 2016
- (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....8... RE: Consideration of Approval for Director Remuneration in 2016 and Director Bonus for year 2015

(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....9... 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

.....
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.....

(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 Annual General Shareholders' Meeting No.1/2016 on 28 April 2016 at 1.00 p.m. in Iyara room of Tukchang Building B, 25th 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
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- Agenda No. RE.....
 For votes Against votes Abstain votes
- Agenda No. RE.....
 For votes Against votes Abstain votes

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 12:00 a.m. on 28 April 2016
- **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.

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MAJOR

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