

**Important Details of the Convertible Bonds**

Topic	Details
<b>Issuer of convertible bonds</b>	DCON Products Public Company Limited (“the Company” or “DCON”)
<b>Objective</b>	To be used as capital for investment in ordinary shares of Prinsiri Public Company Limited
<b>Plan to use the proceeds from the offering of convertible bonds</b>	<p>To be used as capital for investment in ordinary shares and as working capital and cash flow management for the Company in the amount of not more than 400,000,000 Baht with the following objectives:</p> <ul style="list-style-type: none"> <li>● To be used as capital for investment in ordinary shares of Prinsiri Public Company Limited in the amount of not more than 385.50 million Baht</li> <li>● To be used as working capital and cash flow management for the Company in the amount of not more than 14.50 million Baht</li> </ul>
<b>Type</b>	Name-holder's convertible bonds have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the bondholders and the issuer of convertible bonds has the right to redeem it before the maturity date.
<b>Value of convertible bonds offered for sale</b>	Not more than 400,000,000 Baht
<b>Face value</b>	1,000 Baht per 1 unit of convertible bonds
<b>Number of convertible bonds</b>	Not more than 400,000 units
<b>Method of offering and allocation</b>	<p>The Company will offer and allot the whole number to the existing shareholders of the Company who have the right to be allocated in proportion to their shareholding (Right Offering: RO). The existing shareholder can subscribe to the convertible bond at the allotted amount, lesser, more or waive the right to subscribe to the convertible bond offer for sale at this time. The Company will allocate the convertible bonds to the shareholders who subscribe at the allotted amount first. If there are convertible bonds left from the allotted amount, the Company will allot the remaining convertible bonds to the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to allot).</p> <p>In this regard, the Company will offer convertible bonds and reserved new shares within 12 months from the date that the Extraordinary General Meeting of Shareholders has approved for issuing convertible bonds and shares supporting the exercise of convertible rights.</p>

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<b>Proportion of allocated to existing shareholders</b>	<p>13,466 existing shares : 1 unit of convertible bonds (in the event that there is a fraction from the calculation, it will be eliminated in all cases).</p> <p>However, any person of the Company's shareholders holding less than 13,466 shares will not have the right to subscribe to the convertible bonds under their rights (but can subscribe for more than their rights).</p>
<b>Shares allocated to support the conversion of convertible bonds</b>	<p>Not more than 1,000,000,000 shares with a par value of 0.10 Baht per share (or 18.57% of the Company's paid-up capital at present, after the exercise of the convertible bonds under the assumption that the conversion rights are exercised) or represents 12.52% of the number of shares sold as of the Board of Directors' Meeting No. 1/2023, held on 27 February 2023, amounting to 5,386,340,396 shares. Including the number of shares reserved for the convertible bonds amounting to 1,000,000,000 shares and the number of shares reserved for the warrant No. 3 (DCON-W3) of 800,000,000 shares issued and allocated in the Annual General Meeting of Shareholders for the year 2023.</p> <p>In this regard, the number of shares reserved for convertible bonds and the number reserved for the Company's issuance of new ordinary shares, convertible bonds or warrants in the future is not exceeding 50% of all the Company issued shares.</p> <p>*Method for calculating the proportion of ordinary shares reserved for the exercise of the Convertible Bonds:</p> $= \frac{\text{Number of ordinary shares reserved for convertible bonds issued to existing shareholders} + \text{Number of ordinary shares reserved for exercise of warrants DCON-W3}}{\text{Total number of outstanding shares of the Company}}$ $= \frac{1,000,000,000 + 800,000,000}{5,386,340,396}$ $= 33.42\%$
<b>Age of convertible bonds</b>	1 year and 9 Months from the date of issuance of convertible bonds
<b>Interest rate</b>	4.00% per year
<b>Interest payment</b>	4 times a year with interest payments made every 3 months of every year from the date of issue of the convertible bonds
<b>Restrictions on the transfer of convertible bonds</b>	-None-

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<b>Convertible price</b>	The exercise price is 90% of the market price. The market price is calculated from the weighted average price of the Company's shares in the SET for the past 15 consecutive business days, prior to the first day of the period to notify the intention to exercise the right to convert each time. The weighted average price is calculated from the volume weighted closing price on each consecutive trading day (" <b>Floating Conversion Price</b> "), provided that the conversion price must not be less than 0.40 Baht per share (" <b>Minimum Exercise Price</b> "), the minimum conversion price is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.
<b>Convertible ratio</b>	The conversion ratio is determined to be equal to 1 unit of convertible bonds per [par value of convertible bonds (Face Value) divided by convertible exercise price] common shares (if there is a fraction, discard in all cases)  In this regard, the Company will inform the conversion price and conversion ratio of the convertible bonds to the SET immediately on the first day of each exercise date.
<b>Conversion date</b>	The date of expiration of the convertible bonds.
<b>Period for expressing the intention to exercise the right to convert</b>	Not less than 15 days prior to the date of the right to convert or any other period that the convertible bond holder representative (According to the resolution of the convertible bond holders meeting) and the issuer of the convertible bonds will be agreed upon.
<b>Exercise period and exercise schedule</b>	Can be convertible in 1 year 9 months from the date of issue of the convertible bonds or the date of expiration of the convertible bonds.
<b>Expiration date</b>	1 year 9 months from the date of issuance of convertible bonds
<b>Redemption at expiration date for convertible bonds</b>	In the event that the convertible bondholder wants to exercise the conversion rights of the convertible bonds into the Company's newly issued ordinary shares. The holders of convertible bonds have the right to exercise their conversion rights into shares until the 15th business day before the maturity date (" <b>Last Exercise Date</b> ") without the conversion. However, at the last exercise of the convertible bonds each convertible bond holder has two options, which are:  a) <u>Request for redemption in cash in full.</u> Each bondholder will receive cash in the amount of 1,000 Baht per 1 unit of convertible bonds, which is equal to the value of the convertible bond with the final interest payment.  b) <u>Request for redemption by converting the convertible bonds.</u> (The value of the convertible bonds is equal to 1,000 Baht per unit) by redeeming the remaining convertible bonds in full amount to the Company's newly issued ordinary shares.

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	<p>The conversion price is 90% of the market price, where the market price is calculated from the weighted average price of the Company's shares in the SET for the past 15 consecutive business days, prior to the first day of the period for expressing the intention to exercise the right to convert each time. The weighted average price is calculated from the volume weighted closing price on each consecutive trading day (“<b>Floating Conversion Price</b>”), provided that the conversion price must not be less than 0.40 baht per share (“<b>Minimum Exercise Price</b>”). The minimum exercise price is subject to change if there is an adjustment of rights arising from the event of adjustment of rights as stipulated in the relevant rules and as will be further stipulated in the rights provisions.</p> <p>However, in the event that there is an adjustment of the minimum conversion price afterwards which produces fractions of shares from the conversion calculation, the convertible bondholder will receive a cash refund instead of the fraction of said shares which will be calculated by multiplying the fraction of the number of shares by the conversion price. In this regard, the company will calculate with no more than two decimal places (If the third position is greater than or equal to five, the Company will round up the amount to the second decimal place. The Company will also pay the accrued interest payable to the convertible bondholders up to (but not including) the conversion date.</p> <p>At all events, each bondholder will have to choose either option a) or b) only, one cannot split the convertible bonds they hold to choose both options a) and b).</p>
<b>Redemption value of convertible bonds</b>	Convertible bonds have a total redemption value equal to the par value of the convertible bonds, regardless of whether the convertible bonds are redeemed once or several times.
<b>The right of call/put option</b>	The Company has the right to redeem the convertible bonds before the maturity date (Call Option).
<b>Representative of the holder of convertible bonds</b>	In the process of appointment, the Company will appoint a representative of the convertible bond holders after the Board of Directors' meeting approves the date to determine the names of shareholders who have the right to subscribe to the convertible bonds (Record Date) and promptly notify the SET immediately
<b>Registration of convertible bonds</b>	Thai Bond Market Association (ThaiBMA) (Optional)
<b>Secondary market of convertible ordinary shares</b>	The Stock Exchange of Thailand

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<p><b>The impact of the shareholders of the company If the conversion rights of the convertible bonds are exercised</b></p>	<p>1. Price dilution will occur because the conversion price of the convertible debentures specified is lower than the current market price.</p> <p>Since the conversion price of convertible debentures is 90 percent of the market price and must not be less than 0.40 baht.</p> $\text{Price Dilution} = \frac{(P_0 - P_E)}{P_0}$ <p>Whereas,</p> <p><math>P_0</math> = The market price before the offering, which is equal to 0.4349, using the weighted average price of the Company's shares on the SET for the past 15 consecutive business days prior to the date of the Board of Directors Meeting No. 1/2023 on February 27, 2023, i.e., between 6 February 2023 - 24 February 2023</p> <p><math>P_E</math> = The market price after the offering of convertible debentures</p> $P_E = \frac{(P_0 \times Q_0) + (P_{CB} \times Q_{CB})}{Q_0 + Q_{CB}}$ <p><math>Q_0</math> = The number of paid-up shares, which is 5,386,340,396 shares.</p> <p><math>Q_{CB}</math> = The number of shares reserved for the conversion of convertible debentures is 1,000,000,000 shares.</p> <p><math>P_{CB}</math> = The conversion price of convertible debentures is equal to 0.40 baht (because the calculation at the rate of 90 percent of the market price is lower than 0.40 baht per share, which is set as the minimum conversion price Therefore, it must be calculated by using the minimum conversion price instead of using the conversion price at the rate of 90 percent of the market price).</p> <p>So,</p> $P_E = \frac{(0.4349 \times 5,386,340,396) + (0.40 \times 1,000,000,000)}{5,386,340,396 + 1,000,000,000}$ $= 0.4294 \text{ baht per share}$ $\text{Price Dilution} = \frac{(P_0 - P_E)}{P_0}$ $= \frac{(0.4349 - 0.4294)}{0.4349}$ $= 1.35\%$

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	<p>In the case of conversion with the exercise of DCON-W3, details can be found in Enclosure 2 or 3, respectively.</p> <p>2. The effect on the voting rights of the existing shareholders (Control Dilution) will not occur because it is an offering of convertible debentures in full to the existing shareholders of the Company. However, in the event that the holder of the convertible bond is not the existing shareholder of the Company, the exercise of the whole amount will affect the voting rights of the present and existing shareholders (Control Dilution) after the exercise of the convertible debentures, under the assumption that the whole amount of the conversion right can be calculated as follows:</p> $\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares reserved for convertible bonds issued to existing shareholders}}{\text{Total number of outstanding shares of the Company} + \text{Number of shares reserved for convertible bonds issued to existing shareholders}} \\ &= \frac{1,000,000,000}{5,386,340,396 + 1,000,000,000} \\ &= 15.66\% \end{aligned}$ <p>In the case of conversion with the exercise of DCON-W3, details can be found in Enclosure 2 or 3, respectively.</p> <p>3. Effects on EPS Dilution based on the assumption that all the conversion rights are exercised. The effects on EPS Dilution can be calculated as follows:</p> $\begin{aligned} \text{Net profit} &= 132,558,900.66 \text{ Baht (The Net Income for the year 2023)} \\ \text{EPS}_0 &= \text{Net profit before capital increase} \\ \text{EPS}_n &= \text{Net profit after capital increase} \\ Q_0 &= \text{Ordinary share before capital increase} \\ Q_{CB} &= \text{Ordinary share reserved for convertible bonds} \\ \text{EPS}_0 &= \frac{\text{Net Income for the year 2023}}{Q_0} \\ &= \frac{132,558,900.66}{5,386,340,396} \\ &= 0.02461 \text{ Baht per share} \\ \text{EPS}_n &= \frac{\text{Net Income for the year 2023}}{Q_0 + Q_{CB}} \end{aligned}$

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	$= \frac{132,558,900,66}{5,386,340,396 + 1,000,000,000}$ $= 0.02076 \text{ baht per share}$ $\text{EPS Dilution} = \frac{\text{EPS}_o - \text{EPS}_n}{\text{EPS}_o}$ $= \frac{0.02461 - 0.02076}{0.02461}$ $= 15.66\%$ <p>In the case of conversion with the exercise of DCON-W3, details can be found in Enclosures 1 or 2, respectively.</p>
<p><b>The reason for issuing new shares to accommodate the change in the exercise of conversion rights</b></p>	<p>In order to protect the benefits and interests of the holders of convertible bonds not to be inferior to the previous one, the Company will adjust the minimum exercise price and the exercise ratio in accordance with any events set out in the Capital Market Supervisory Board Notification No. Tor Chor. 17/2561 Re: Application for and Approval for Offer for Sale of Newly Issued Debt Instruments as of 17 January 2018 (and as amended), including;</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's shares as a result of a share merger or split of shares</li> <li>2. When the Company offers new shares at a low price<sup>1</sup></li> <li>3. When the Company offers convertible bonds at low prices or offer warrants to purchase shares at low prices<sup>1</sup></li> <li>4. When the Company pays all or part of the dividends in newly issued shares to the shareholders</li> <li>5. When the Company pays dividends in money which exceeds 90% (ninety) of the net profit according to the Company's separate financial statements after income tax for operations in any accounting period during the term of the convertible bond</li> <li>6. When there is any other event similar to No. 1.) to No. 5.) above that causes any benefit that the holders of convertible bonds will receive when they exercise their conversion rights less than before</li> </ol> <p>In the event of a change in the minimum exercise price for any reason, additional newly issued shares are required to accommodate the change in the exercise of such rights. The Company will be able to issue new shares to accommodate the change in exercising the conversion rights only when a resolution of the shareholders' meeting approves the issuance of shares to</p>

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	adequately support the changes in exercising the conversion rights to the Securities and Exchange Commission.

**Notes:** 1/ Low price based on the announcement of Sor Chor. 39/2551, the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at low prices.