

(F 53-4)

Capital increase report form
DCON Products Public Company Limited
27 February 2023

DCON Products Public Company Limited (“**Company**”) would like to report on the resolution of the Board of Directors Meeting No.1/2023 held on 27 February 2023 regarding an increase of the registered capital of the Company and allocation of capital increase shares as follows

1. Capital reduction

The Board of Directors' meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the reduction of the Company's registered capital in the amount of 14,244,600.00 baht from the original registered capital of 552,878,639.60 baht, divided into 5,528,786,396 ordinary shares, with a par value of 0.10 baht per share. Accounted for the registered capital of 538,634,039.60 baht, divided into 5,386,340,396 shares with a par value of 0.10 baht per share. By eliminating 142,446,000 unsold ordinary shares, which are ordinary shares allocated to support the exercise of warrants to purchase ordinary shares of Company to Directors and Employees of the Company and its Affiliates No. 12 (ESOP#2) (Expired) According to the resolution of the Extraordinary General Meeting of Shareholders No.1/2017

2. Capital increase

The Board of Directors' meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the increase of the Company's registered capital from 538,634,039.60 baht to 718,634,039.60 baht. By issuing ordinary shares in the amount of 1,800,000,000, with a par value of 0.10 (ten satang) per share, totaling 180,000,000.00 baht. To support the issuance of 1,000,000,000 convertible debentures and the issuance and offering of warrants to purchase ordinary shares of the Company No.3 (DCON-W3) in the amount of 800,000,000 shares by increasing capital in the following manner.

Capital increase	Share type	Amount of shares	Face value (Baht per share)	Total (Baht)
☑ Specified the purpose of using funds	Ordinary share	1,800,000,000	0.10	180,000,000.00
	Preference share	-	-	-

3. Allocation of capital increase shares

3.1 Specified the purpose of using funds

Allocated to	Amount of shares	Ratio (Existing : Newly issued)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Note
To support the conversion of convertible debentures	1,000,000,000 shares	13,466 existing shares : 1 convertible debentures	Shareholders will purchase convertible debentures at a price of 1,000 baht per unit.	The Board of Directors will determine later.	Please consider Note 2), 4), and 5).
To support the issuance and offering Warrants to purchase ordinary shares of the Company No.3 (DCON-W3)	800,000,000 shares	1 convertible debenture : 2,000 warrants	Shareholders will receive warrants free of charge (zero baht) upon subscription and allocation of convertible debentures offered to existing shareholders in proportion to the number of shares held by each shareholder. (Right Offering) according to the terms and conditions of the Company	After being approved by the 2023 Annual General Meeting of Shareholders, the offering will be completed within 1 year from the date of approval from the shareholders' meeting.	Please consider Note 3) - 5)

Note :

The Board of Directors Meeting No. 1/2023 on 27 February 2023 resolved to approve the presentation to the Annual General Meeting of Shareholders of the year 2023, which will be held on 24 April 2023 for consideration and approval as follows:

- 1) Approved the reduction of the Company's registered capital in the amount of 14,244,600.00 baht from the original registered capital of 552,878,639.60 baht, divided into 5,528,786,396 ordinary shares, with a par value of 0.10 baht per share. Accounted for the registered capital of 538,634,039.60 baht, divided into 5,386,340,396 shares with a par value of 0.10 baht per share. By eliminating 142,446,000 unsold ordinary shares, which are ordinary shares allocated to support the exercise of warrants to

purchase ordinary shares of Company to Directors and Employees of the Company and its Affiliates No. 12 (ESOP#2) (Expired) According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2017 and approved the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital. By having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar

- 2) Approved the issuance and offering of newly issued convertible debentures of the Company, and the right to convert them into ordinary shares of the Company. The total amount does not exceed 400,000 units, the offering price is 1,000 baht per 1 unit of convertible debentures, total offering value does not exceed 400,000,000.00 baht to the existing shareholders of the Company who are entitled to be allocated according to their shareholding proportion (Right Offering) (“**Convertible debentures offered to existing shareholders**”) Other important details and conditions of convertible debentures appear in Summary of the details of the convertible debentures (**Enclosure 1**). The Company will use the proceeds received from the issuance and offering of the said convertible debentures as funding for the purchase of ordinary shares of Prinsiri Public Company Limited in the amount of not exceeding 400,000,000 baht. In this regard, not more than 400,000 units of the convertible debentures shall be allocated to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Right Offering) at the ratio of 13,466 existing shares to 1 unit of convertible debentures. If there are any fractions from the calculation, they must be discarded in all cases. Any company's shareholders holding shares below 13,466 shares will not have the right to subscribe for convertible debentures according to their rights (but can subscribe in excess of their rights). Subscription of convertible debentures according to the right less than rights or in excess of their rights or waive the right not to subscribe to the convertible debentures offered for sale at this time. The Company will allocate the convertible debentures to shareholders who subscribe according to their rights first. If there are convertible debentures remaining after the right allocation, the Company will allocate the remainder of the convertible debentures to shareholders who subscribe and pay for the convertible debentures in excess of their rights (until there are no convertible debentures left to be allocated) according to the following criteria :

In this regard, the meeting of the Board of Directors is proposed to determine the date for determining the names of shareholders who are entitled to subscribe for convertible debentures (Record Date) in order to determine the right of shareholders who are entitled to subscribe for the Company's convertible debentures. next time The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors. and/or Executive Committee and/or Chief Executive Officer or persons on the Board of Directors or board of directors or the Chief Executive Officer assigns Have the power to determine details, amend or take any action necessary and related to the issuance and offering of convertible debentures in order to comply with the law. This includes but is not limited to the power to take the following actions.

- (1) Set or edit details Methods and other conditions related to the issuance and offering of convertible debentures as appropriate This includes, but is not limited to, the terms and conditions of the convertible debentures. Issuance date of convertible debentures Par value of convertible debentures Offering price Number of ordinary shares reserved for conversion of convertible debentures interest rate Calculation and method of interest payment, conversion price, conversion rate Period of exercise of convertible right Redemption price Redemption period The expiration date of the conversion right How to allocate convertible debentures or setting events at the Company Need to issue additional new shares to accommodate the change in the exercise of convertible rights. Conditions for converting rights adjustment
 - (2) Negotiate, agree, enter into, amend, add, sign the contract, request for permission, request for waiver, evidence, information disclosure sales report and other documents necessary and relevant to the issuance and allocation of convertible debentures and the allocation of newly issued ordinary shares issued to support the conversion right of convertible debenture holders. This includes contacting, filing, amending, adding, signing permission requests, waivers, evidence, disclosures. sales report and other documents to the Securities and Exchange Commission SET government agency and/or agencies involved in the issuance and offering of convertible debentures Listing of newly issued ordinary shares from the exercise of convertible right on the SET
 - (3) to authorize any person as a sub-attorney to perform the actions and actions set forth above on behalf of the Company; and
 - (4) Take any other action necessary and appropriate in relation to the offering for sale. and allocation of convertible debentures In order to accomplish the actions listed above
- 3) Approved the issuance and offering of warrants to purchase ordinary shares of the Company No.3 (“**DCON-W3**”) not exceeding 800,000,000 units (or 14.85 percent of the paid-up capital of the Company as of the date of the Board of Directors' Meeting No.1/2023 meeting held on 27 February 2023) to the existing shareholders of the Company who subscribed and received convertible debentures in proportion to the number of shares held by each shareholder (Right Offering) free of charge (zero baht) in the ratio of 1 Units of convertible debentures per 2,000 units of warrant No.3 (DCON-W3) Such warrants have a validity period of 2 years from the date of issuance of warrants The exercise ratio is 1 unit of warrant per 1 ordinary share and the exercise price is 0.40 baht per share (except for the exercise price adjustment). Preliminary of the warrants to purchase ordinary shares of DCON Products Public Company Limited No.3 (DCON-W3) to be issued and offered to the existing shareholders of the Company who subscribed and received the allocation of convertible debentures in proportion to their shareholding and their impact on shareholders (**Enclosure 2**)
- 4) Approved an increase in the registered capital of the Company in the amount of 180,000,000.00 baht from the original registered capital of 552,878,639.60 baht divided into ordinary shares 5,528,786,396 shares with a par value of 0.10 baht per

share, being the registered capital of 718,634,039.60 baht divided into ordinary shares 7,186,340,396 shares at par value of 0.10 baht by issuing new ordinary shares in the amount of 1,800,000,000 shares with a par value of 0.10 baht per share to accommodate the issuance of 1,000,000,000 convertible debentures . and the issuance and offering of warrants to purchase ordinary shares of the Company No.3 (DCON-W3) 800,000,000 shares

5) Approved the allocation of newly issued ordinary shares in the amount of 1,800,000,000 shares with a par value of 0.10 baht per share to support the issuance of convertible debentures and the issuance and offering of warrants to purchase ordinary shares of the Company No.3 (DCON-W3) with details as follows:

(1) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures

The total amount does not exceed 1,000,000,000 shares at a par value of 0.10 baht per share, totaling not more than 400,000 units of convertible debentures, offering price of 1,000 baht per 1 unit of convertible debentures. The total offering value does not exceed Baht 400,000,000.00 to existing shareholders of the Company who are entitled to be allocated according to their shareholding proportion. Each shareholder holds (Right Offering) with the conversion ratio equal to 1 unit of convertible debentures per [par value of convertible debentures (Face Value) divided by the exercise price] ordinary shares (if there is a fraction In this regard, the conversion price is equal to 90 percent of the market price, where the market price is calculated from the weighted average price of the Company's shares. on the SET for the past 15 consecutive business days prior to the first day of the exercise notification period for each conversion The weighted average price is calculated from the closing price weighted by trading volume on each consecutive business day ("**Floating Conversion Price**"). However, the conversion price must not be less than 0.40 baht per shares ("**Minimum Conversion Exercise Price**"), whereby the Minimum Conversion Exercise Price may change if there is an adjustment of rights due to an adjustment event as specified in the relevant rules and as specified in the Terms and Conditions. next

(2) Allocation of newly issued ordinary shares to accommodate the issuance and offering of warrants to purchase ordinary shares of the Company No.3 (DCON-W3) total amount not exceeding 800,000,000 shares at a par value of 0.10 baht per share (or 14.85 percent of the total number of shares sold of the Company as of the date of the Board of Directors' Meeting No. 1/2023 To shareholders who subscribe for convertible debentures in proportion to the number of shares held by each shareholder (Right sOffering) free of charge (zero baht) in the ratio of 1 unit of convertible debentures per 2,000 units of warrants No.3 (DCON-W3) not exceeding 800,000,000 units

2.2.1 Actions taken by the Company in case there are fractions of shares

In the event that there are fractions of shares Any fractions of shares shall be rounded off.

3. Determining the date of the Annual General Meeting of Shareholders to approve the capital increase and share allotment

Schedule the Annual General Meeting of Shareholders of the year 2023 on Tuesday, 25 April 2023 at 2:00 p.m. via electronic media (E-AGM) according to the Royal Decree on Electronic Meetings B.E.2563 and other relevant laws and regulations by

- The registration closing date for share transfer suspension for the right to attend the shareholders' meeting is scheduled from until the said shareholders' meeting is completed.
- Determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders (Record Date) on 14 March 2023

4. Application for approval of capital increase/share allocation to relevant government agencies and conditions for obtaining permission (if any)

5.1. Seeking approval from the Annual General Meeting of Shareholders for the year 2023

5.2. The Company will register the capital decrease/increase. Amendment to the Memorandum of Association to the Department of Business Development Ministry of Commerce within 14 days from the date of the resolution of the Annual General Meeting of Shareholders to approve the capital reduction/increase of registered capital And proceed to register the change of paid-up capital within 14 days from the date of full payment of shares.

5.3. The Company will apply for permission from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities.

5. Objectives of the capital increase and the use of the additional capital

Objectives of the overall capital increase to be used as funding for the purchase of ordinary shares of Prinsiri Public Company Limited (“PRIN”) and/or used to support the operations of affiliated companies Including being used as working capital for the Company or investing in expanding the existing business. or new business The Company would like to summarize the details of the objectives of the capital increase separated by type of capital increase as follows:

- 5.1. Existing shareholders of the Company 400,000,000 baht to use as funding for the purchase of ordinary shares of Prinsiri Public Company Limited
- 5.2. Capital increase from the issuance of convertible debentures Proceeds from the issuance of warrants to purchase ordinary shares of the Company No.3 (DCON-W3) to shareholders who subscribe for convertible debentures offered to existing shareholders in proportion Amount of 320,000,000 baht to maintain the Company 's working capital liquidity for the Group's operations in projects that will arise from new business opportunities in the future.

6. Benefits that the Company will receive from the capital increase / allotment of newly issued shares

6.1. Benefits from the capital increase to support the issuance of convertible debentures

Strengthen the capital structure and financial position of the Company to support the expansion of the Company's business operations. Investment in ordinary shares of Prinsiri Public Company Limited will allow the Company to recognize the proportion of revenue and profit from associated companies. This will result in the Company's performance being better and able to pay dividends to shareholders in the future if the performance is profitable according to the target.

6.2. Benefits from the capital increase to support the issuance and offering of warrants

in order for the Company to have liquidity, readiness and strengthening financial strength in various businesses of the Company in the future as appropriate.

7. Benefits that shareholders will receive from the capital increase/allotment of newly issued shares

7.1. Benefits from the capital increase to support the issuance of convertible debentures The Company's shareholders will be able to invest in debt securities that can be converted into ordinary shares of the Company in the future. Convertible debentureholders will receive the same protection as the Company's ordinary creditors and will receive interest as stipulated in the rights terms, and when convertible debenture holders deem appropriate and/or in accordance with the conditions specified in the terms and conditions The convertible debentures will be converted into ordinary shares of the Company in the proportion specified. This gives the shareholders of such companies the opportunity to profit from the share price difference in the future.

7.2. Benefits from the capital increase to support the issuance and offering of warrants

- Warrant holders can benefit from exercising their rights to purchase the Company 's newly issued ordinary shares according to the Warrant No. if the exercise price is lower than the Company 's share price traded on the SET. This will allow shareholders to exercise their right to purchase the Company 's ordinary shares at a price lower than the market price.
- The Company has a dividend payment policy each year, at a rate of not less than a percentage25 of net profit according to consolidated financial statements after corporate income tax and other reserves All types of law (with additional conditions) If the shareholders who have been allocated warrants to purchase ordinary shares and subsequently exercise their rights to purchase ordinary shares will be entitled to receive dividends in all respects the same as the Company 's shareholders.
- The Company will list the warrants on the stock exchange. Therefore, the shareholders who have been allocated the warrants No.3 will be able to trade warrants on the stock exchange.

8. Any other details necessary for shareholders to make a decision to approve the capital increase/allotment of newly issued shares

- Capital increase and allocation of newly issued ordinary shares to support the exercise of convertible debentures and warrants offered to existing ordinary shareholders of the Company. The impact on the Company's shareholders is detailed in Enclosure 2 (in the topic of Dilution Effect) of the Report on the Resolutions of the Board of Directors No.1/2023.
- Shareholders will be allocated the convertible debentures in proportion 13,466 existing shares per 1 unit of convertible debentures. If there are any fractions from the calculation, they must be discarded in all cases. Any company's shareholders holding shares below 13,466 shares will not have the right to subscribe for convertible debentures according to their rights (but can subscribe in excess of their rights).

9. Opinion of the Board of Directors

9.1. Reasons and Necessity of Capital Increase

The Board of Directors is of the opinion that The Company needs to increase its registered capital. Ordinary shares for the exercise of convertible debentures including the exercise of warrants No.3 (DCON-W3) to be allocated to the existing shareholders of the Company who subscribe and receive the allocation of the convertible debentures issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) free of charge (zero baht) at the time. This is because the Company plans to use the proceeds received from the offering of such capital increase shares for the purpose of as detailed in clause 5.

In addition, considering the methods of offering shares in various forms The Board of Directors has considered and views that The issuance and offering of convertible debentures to existing shareholders of the Company who have the right to be allocated according to their shareholding ratio (RO) is an appropriate fundraising method and is consistent with the objectives of this capital increase, which will allow the Company to receive capital in a short period of time. It is a right The Company's shareholders participate in the subscription of the convertible debentures. Including the exercise of warrants No. 1 3 and have the right to receive returns from the operating results of the Company together in the future.

9.2. Feasibility of the plan for utilizing proceeds from the offering

The Company expects to issue and offer convertible debentures to the existing shareholders in proportion (Rights Offering) to be completed within June 2023. The Company will use the money received from the said capital increase to use for the purpose as detailed in clause 5 above.

Remarks : * The time period for which the Company will receive money may change according to the time of the subscription date, which will be determined after the Annual General Meeting of Shareholders for the year 2023.

9.3. Reasonableness of the capital increase Plans for using the proceeds from the offering and the adequacy of funding sources

The Board of Directors is of the opinion that The issuance of new ordinary shares to support the exercise of convertible debentures to the existing shareholders of the Company who are entitled to an allocation in proportion to their shareholding

(RO), including the exercise of warrants No.3 (DCON-W3) to be allocated to those who subscribe and receive the allocation of convertible debentures at this time is reasonable and for the best interest of the Company and all shareholders. Since the Company plans to use the proceeds from this fundraising for its objectives specified in detail mentioned in clause 5.

In this regard, the issuance of new ordinary shares to support the conversion of convertible debentures. In the event that the Company issues and offers for sale at this time, there are full subscriptions. The Company will be able to raise funds in the amount of approximately 400,000,000.00 baht, which the Company plans to use as funding for the purchase of ordinary shares of Prinsiri Public Company Limited.

- 9.4. Expected impacts on the Company's business operations as well as financial status and the Company's performance. The Board of Directors is of the opinion that Issuance and offering of convertible debentures to shareholders in proportion (Rights Offering) To support the exercise of convertible debentures and the exercise of warrants No.3 (DCON-W3). Allocated to those who subscribe and receive the allocation of convertible debentures this time. It is an implementation of the Company's funding plan. This will allow the Company to use the proceeds from the capital increase for the purpose. According to the details mentioned in Clause 5 above, which will benefit the business of the Company. And it is beneficial to the Company in enhancing the stability of cash flow and financial position of the Company and also helps to strengthen the financial liquidity of the Company. This will result in a better overall financial position of the Company. This will result in the Company having a stable financial position.

10. The Company's Board of Directors' testimonials regarding the capital increase

In the event that the Company's directors Failure to perform duties in accordance with the law, objectives and regulations of the Company as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters related to the capital increase. By doing or omitting any act which is a non-performance causing damage to the Company. Company can claim compensation can be replaced by such director. But if the Company does not claim such compensation Shareholders holding shares in aggregate of not less than 5 percent of shares sold, all of them will notify the Company to process the claim and if the Company fails to proceed according to the notice of the shareholders that shareholder can file a claim for damages from such director on behalf of the Company according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments) or omission of any action by the director which is not performing duties in accordance with the law Company objectives and regulations. As well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company. In matters relating to the capital increase, it causes directors, executives or related persons to gain undue benefits. The Company may sue the directors to be responsible for returning such benefits to the Company or shareholders holding shares and having voting rights in aggregate not less than 5 % of the total voting rights of the Company can notify the Company to do so which if the Company does

not take action. As notified by the shareholder within 1 month from the date of being notified, such shareholder can exercise the right to file a lawsuit to reclaim the benefit from that director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

11. Schedule of actions in case the Board of Directors passes a resolution approving the capital increase/share allocation

No.	Procedure	Date Month Year
1 .	The Board of Directors' Meeting No.1/2023	27 February 2023
2 .	The date for determining the names of shareholders who are entitled to attend the Annual General Meeting of Shareholders of the year 2023 (Record Date)	14 March 2023
3 .	Date of the Annual General Meeting of Shareholders of the year 2023 to request approval for various matters Related	25 April 2023
4.	Register capital reduction, capital increase, and amendments to the Memorandum of Association with the Department of Business Development Ministry of Commerce	Within 14 days from The date of the Annual General Meeting of Shareholders of the year 2023's approval
5.	Date for determining the names of shareholders who are entitled to subscribe for convertible debentures	Board of Directors will determine later
6 .	Date of subscription of convertible debentures and allocate shares for capital increase to support the exercise of conversion rights	Board of Directors will determine later
7.	Register the change of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the Company receives payment for the newly issued ordinary shares

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

Yours sincerely

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Mr. Nirut Intarathachang

Managing Director