

Invitation to the 2023 Annual General Meeting



DICON Products Public Co., Ltd.

April 25, 2023 at 14.00 hours

At company's meeting room, Elephant Buliding, Tower B, 18th Floor,
Phaholyotin Rd., Chatujak, Bangkok, Thailand 10900

- Registration starts at 13.00 hours.
- The company will not provide food, snack boxed, tea and coffee at the meeting venue to reduce the risk of spreading the COVID-19.
- The company will not provide any souvenirs.
- The company would like to check the ATK of all attendees before attending the meeting.
Or ask the attendees to show the ATK test results at least 24 hours in advance.

Subject : Guideline for the Organization of the Annual General Meeting of Shareholders 2023
During the Outbreak of COVID-19

Attention : Shareholders

As a result of the recent outbreak of COVID-19, the Company is deeply concerned by the situation. Since the Annual General Meeting of Shareholders is the gathering of a large number of people which is one of the risk factors of the spread of the virus.

The Company would like to ask for shareholders' cooperation in considering to grant proxy to an independent director of the Company to attend the Meeting on their behalf. However, in order to effectively prevent and control the spread of COVID-19 as well as to protect the health of the shareholders, employees and the operation of the Company, we would like to inform you of the guidelines for the organization of the 2023 Annual General Meeting of Shareholders as follows:

1. Shareholders who are at risk, for example, during the past 14 days, were body temperature above 37.5 degrees Celsius or those who have fever or respiratory illnesses are kindly grant proxy to an independent director of the Company or other persons to attend the Meeting on their behalf. Please submit the Proxy Form to the Investor Relations Department at the address 3300/57 Elephant Building, Tower B, 8th floor, Phaholyotin Rd., Chatujak, Bangkok 10900

2. The company has set up a screening point at the entrance of the meeting room. There will be an ATK check service for all attendees before attending the meeting. Or ask the attendees to show their ATK test results at least 24 hours in advance in case those at risk are found. The company reserves the right not to enter the meeting area. You can appoint an independent director of the company or another person to attend the meeting on your behalf.

3. To reduce the risk of contracting the COVID-19 virus, please wear a mask at all times and refrain from eating and snacking in the meeting room and the meeting place.

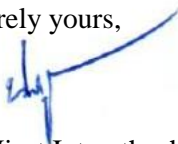
4. For shareholders who did not attend the meeting themselves Live broadcasts and video recordings of the 2023 Annual General Meeting of Shareholders are available on the company's website at www.dconproduct.com on April 25, 2023 from 2.00 pm. onwards.

5. Should you have any questions, the Company has provided the opportunity for shareholders to express their comment or submit questions related to the agendas of the Annual General Meeting of Shareholders 2023 within April 20, 2023 via the following channels : Email: ir@dconproduct.com or Fax: +662 937 3328 Attn: Investor Relations Department or by Post According to the company address in No.1

The Company will collect all the comments and questions and propose to the Board of Directors to answer the questions on the day of the Annual General Meeting of Shareholders.

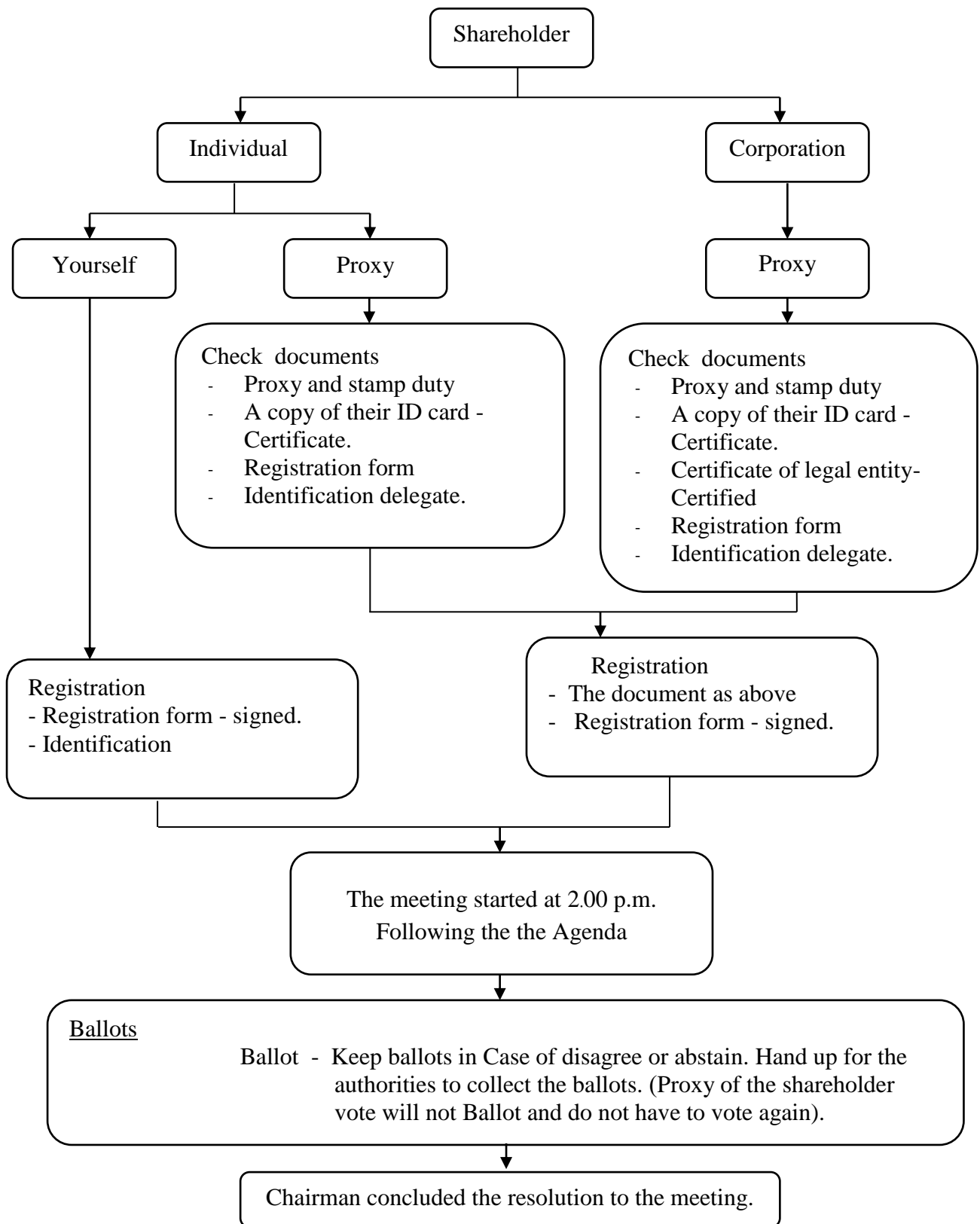
Please kindly be informed and thank you for your cooperation on this matter.

Sincerely yours,



(Mr.Nirut Intarathachang)
Managing Director

The participants of the 2023 Annual General Meeting of Shareholders



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

** **The company does not have souvenir and banquet for lunch at the 2023 AGM**

14 March 2023

Subject: Invitation to the 2023 Annual General Meeting
To: Shareholders of DCON Products Public Co., Ltd.

Attached documents:

1. Copy of the minutes to the 2021 Annual General Meeting of Shareholders
2. Form 56-1 One Report Year 2021 and Financial Statement for year ended 31 December 2021 (QR code)
3. Candidate and Background of the nominated 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, Form B and Form C)
7. Meeting Attendance Registration Evidence
8. Company's Regulations on Shareholders' Meetings and Voting
9. Map to shareholder meeting venue
10. Information Memorandum on Asset Acquisition and Connected Transactions of the Company
11. Independent Financial Advisor's Opinion on the Asset Acquisition Transaction and connected transactions
12. Summary of the issuance and offering of convertible debentures of the Company
13. Summary of the issuance and offering of warrants to purchase ordinary shares of the Company No. 3
14. Capital Increase Report Form (F53-4)

According to the resolution of the company's Board of Directors' Meeting on 27 February 2023, the 2023 Annual General Shareholders Meeting is to be held on 25 April 2023 at 2.00 p.m. at company meeting room, 18th Floor, Elephant Bldg, Tower B, Praholyothin 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 2022 AGM

Facts and Reasons:

The company held the 2022 AGM of Shareholders was on 27 April 2022; 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. 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 2022 AGM of Shareholders consider and approve the abovementioned minutes.

Agenda 3: To Acknowledge the operating result of the company of 2022

Facts and Reasons:

The Company has summarized the operating results for 2022 along with the significant changes that occurred during the year in Form 56-1 One Report Year 2021, as shown in Addendum 2 (QR Code) In the topic of Annual Report 2022 (Form 56-One Report), Policy and Business Overview section. or on the company's website at www.dcpnproduct.com in investor relations section.

Board of Directors' Opinion:

The Company's Board of Directors deems it fitting to propose to summarize the Company's operating results for 2022 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, 2022

Facts and Reasons:

The Financial Statements for the year ended December 31, 2022 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 (QR code) in the topic of Annual Report 2022 (Form 56-One Report), important financial information section.

Board of Directors' Opinion:

The Board of Directors considered the matter and was of the opinion that the proposed Financial Statements for the year ended December 31, 2022 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 (QR Code) and publicized in www.set.or.th. Therefore, the Meeting should approve the proposed Financial Statements.

Agenda 5: To consider the approval of the dividend payment for the year of 2021

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.

In the year 2022, the Company and its subsidiaries recorded a net profit of Baht 135,389,898.63 or an EPS of Baht 0.025 per share. (Calculated from shares issued and paid up 5,386,340,396 shares)

Board of Directors’ Opinion:

Board of Directors the Meeting should consider approving the dividend payment for the year 2022 from the profit for the year 2022 to the shareholders at the rate of 0.012 Baht per share. The total dividend payment is 64,636,084.75 Baht or equal to 47.74% of the total net profit.

If the meeting resolved to approve the above dividend payment, the Company would pay the dividend on May 19, 2023 according to the list of shareholders entitled to receive the dividend on March 15, 2023 (Record Date)

The dividend payout ratio from operations each year in the past 5 years

Details of the distribution of Dividends	Y 2022 (Proposed)	Y 2021	Y 2020	Y 2019	Y 2018
Earnings per share (Baht)	0.03	0.02	0.02	0.02	0.03
Dividend per share (Baht)	0.012	0.011	0.008	0.015	0.015
Dividend to net profit ratio* (%)	47.74	50.75	46.62	61.39	48.76
Par (Baht)	0.10	0.10	0.10	0.10	0.10

Year	Cash	Stock dividend	Earnings day
2022	0.012 Baht per Share	-	01/01/2022 - 31/12/2022
2021	0.011 Baht per Share	-	01/01/2021 - 31/12/2021
2020	0.008 Baht per Share	-	01/01/2020 - 31/12/2020
2019	0.015 Baht per Share	-	01/01/2019 - 31/12/2019
2018	0.015 Baht per Share	-	01/01/2018 - 31/12/2018

- Remark:** 1. Dividend Payment for the year of 2022 depends on the 2023 Shareholder’s Meeting (AGM) approval on April 25, 2023.
2. Net profit means net profit for the year attributable to equity holders of the parent.

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. Dr. Tanai Charinsarn Director
2. Mr.Chana Towan Director
3. Mr.Wittawat Pornkul Managing Director and Director

Opinion of the Nomination and Remuneration Committee:

The Company's Nomination and Remuneration Committee has conducted a nomination process in accordance with the criteria for nomination of directors considering the suitability which includes qualifications, experience, skills and professional expertise. As well as the efficiency and performance of the Company's directors in the past, it was seen that all 3 persons were knowledgeable and competent have experience that is beneficial to the operation of the company from the above information, there is a reason. It is reasonable that the Nomination and Remuneration Committee has considered nominating all 3 persons to be elected for another term.

1. Dr. Tanai Charinsarn Directors who retired by rotation to be re-appointed as a director for another term
2. Mr. Suppakij Paramapooti Appointed as a director in replacement of Mr.Chana Towan, the directors who retired by rotation and resigned on February 15, 2023
3. Mrs. Rattha Kerdsiri Appointed as a director in replacement of Mr. Wittawat Pornkul, the directors who retired by rotation and resigned on February 15, 2023

All 3 are individuals with knowledge and abilities, experience that is beneficial to the operation of the company. Based on the above information, there are justifications and necessity. The Nomination and Remuneration Committee has considered and proposed all 3 persons to be directors. Therefore, it is deemed appropriate to propose to the Board of Directors for approval. To propose for approval to the shareholders' meeting to consider and appoint directors to replace those who retired by rotation.

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 persons 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 elect all three of the following directors:

1. Dr.Tanai Charinsarn
Directors retiring by rotation Hold the position of the Company's director for another term (Number of years holding directorship: 26 years 8 months. The term of office until the end of this term is 3 years total 29 years 8 months)
2. Mr.Suppakij Paramapooti
Appointed as a director in replacement of Mr. Chana Towan Directors who retired by rotation and resigned on February 15, 2023 (Number of years holding directorship: 0 years. The term of office until the end of this term is 3 years. Total 3 years)

3. Mrs.Rattha Kerdsiri

Appointed as a director in replacement of Mr. Wittawat Pornkul Directors who retired by rotation and resigned on February 15, 2023 (Number of years holding directorship: 0 years. The term of office until the end of this term is 3 years. Total 3 years)

Details of each director are provided in Addendum 3 and Criteria for nomination of directors and definitions of independent directors are shown in Addendum 4

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company from November 15, 2022 to February 1, 2023 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 2022

Facts and Reasons:

The Meeting should consider and appoint an auditor and fix the auditing fee for the year 2023 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.

Audit Committee's opinion :

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 2023 as per the following names :

- | | | |
|--------------------|----------------|------------|
| 1. Miss Somjintana | Polhirunrat | No.5599 or |
| 2. Mr.Jompot | Pairattanakorn | No.7645 or |
| 3. Mr. Noppareuk | Pitsanuwong | No.7764 or |
| 4. Miss Supaporn | Mungjit | No.8125 |

by charging quarterly financial statement revision fees and auditing fees for the financial statement of 2023 in an amount equaling Baht 1,620,000.00 .

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 2023 in an amount 1,620,000.00 Baht. It's a reasonable rate. And consider proposing that the meeting of shareholders consider appointing DIA International Auditing Co., Ltd. as the Company's auditors of the Year 2023 as per the following names :

1. Miss Somjintana Polhirunrat No.5599
which was approved by the majority of votes of the shareholders who attended the meeting and voted to be the Company's auditor since 2017 and has signed the Company's financial statements since 2017, totaling 5 years; or
2. Mr.Jompot Pairattanakorn No.7645
which was approved by the majority of votes of the shareholders who attended the meeting and voted to be the Company's auditor since 2021 but has never signed on the Company's financial statements before, or
3. Mr. Noppareuk Pitsanuwong No.7764
which was approved by the majority of votes of the shareholders who attended the meeting and voted to be the Company's auditor since 2017 but has never signed on the Company's financial statements before, or
4. Miss Supaporn Mungjit No.8125
which was approved by the majority of votes of the shareholders who attended the meeting and voted to be the Company's auditor since 2017 but has never signed on the Company's financial statements before.

From DIA International Audit Company Limited, listed above, is the Company's auditor for the year 2023 and is the auditor for the Company and its subsidiaries under the same audit firm. The remuneration is 1,610,000 baht. The Board of Directors will ensure that the financial statements can be prepared on time.

Information on the auditor's remuneration compared to the previous year

(Unit : Baht)

The remuneration of the auditor	Y 2023 (Proposed Year)	Y 2022	Y 2021	Y 2020	Y 2019
Audit fee	1,610,000	1,610,000	1,610,000	1,610,000	1,580,000
Other service fees	None	None	None	None	None

Agenda 8: To approve the criteria for the directors' remuneration for the operating results of 2023. and to consider and approve the payment of directors 'remuneration for the performance of the year 2022.

8.1 To approve the criteria for the directors' remuneration for the operating results of 2023.

Board of Directors' Opinion:

From the recommendation of the Compensation Committee which considered the appropriateness of the Compensation Committee and the Audit Committee for the Year 2023. By comparing various references Board of Directors. It is appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the remuneration criteria for the Board of Directors and the Audit Committee for the year 2023, unchanged to the year 2022 as follows:

1. Meeting allowance

Audit Committee	Meeting allowance	Unit
Chairman of the Audit Committee	10,000	Baht/time
Directors	7,500	Baht /Person/ time

Board of Directors	Meeting allowance	Unit
Chairman of the Board of Directors	25,000	Baht / time
Directors	15,000	Baht /Person/ time
Executive Directors	10,000	Baht /Person/ time

2. Director Bonuses

Determined to pay at the rate of 1 percent of the net profit and set the maximum payout limit of not more than 3,000,000 baht (Three million baht) by allowing the board to consider allocating gratuity according to the responsibility.

Directors' remuneration

(Unit : Baht)

Recommendation for Directors	Position	Y 2023 (Proposed Year)	Y 2022	Y 2021	Y 2020	Y 2019
Meeting allowance (Only Directors attending the meeting) Person/Meeting	- Chairman of the Board of Directors	25,000	25,000	25,000	25,000	25,000
	- Directors	15,000	15,000	15,000	15,000	15,000
	- Executive Directors	10,000	10,000	10,000	10,000	10,000
	- Chairman of the Audit Committee	10,000	10,000	10,000	10,000	10,000
	- Directors (Audit Committee)	7,500	7,500	7,500	7,500	7,500
Bonus	- Chairman of the Board of Directors	1 percent of the net profit And set the maximum payout limit of not more than 3,000,000 baht	1 percent of the net profit And set the maximum payout limit of not more than 3,000,000 baht	1 percent of the net profit And set the maximum payout limit of not more than 3,000,000 baht	1 percent of the net profit And set the maximum payout limit of not more than 3,000,000 baht	1 percent of the net profit And set the maximum payout limit of not more than 3,000,000 baht
	- Directors					
	- Chairman of the Audit Committee					
	- Directors (Audit Committee)					
Other Remuneration	- Chairman of the Board of Directors	None	None	None	None	None
	- Directors	None	None	None	None	None
	- Chairman of the Audit Committee	None	None	None	None	None
	- Directors (Audit Committee)	None	None	None	None	None

Other benefits

- None -

8.2 To consider and approve the payment of directors' remuneration for the performance of the year 2022.**Facts and Reasons:**

According to the 2022 Annual General Meeting of Shareholders held on April 27, 2022 has approved the bonus of directors as follow:

Director Bonuses

Determined to pay at the rate of 1 percent of the net profit and set the maximum payout limit of not more than 3,000,000 baht (Three million baht) by allowing the board to consider allocating gratuity according to the responsibility.

Board of Directors' Opinion:

In the year 2025, the Company had a net profit of Baht 135,389,898.63. The Meeting should consider approving the payment of director's remuneration in the amount of Baht 1,353,899. In accordance with the criteria approved by the 2022 Annual General Meeting of Shareholders held on April 27, 2022

Agenda 9: To consider and approve the reduction of the Company's undistributed registered capital and amended Clause 4. of the Memorandum of Association to be in line with the reduction of the Company's registered capital**Facts and Reasons:**

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2017 held on September 28, 2017 that approved the Company Increased registered capital in the amount of 14,244,600 baht by issuing 142,446,000 ordinary shares with a par value of 0.10 baht per share to accommodate the exercise of the rights to convert under the warrants to purchase newly issued ordinary shares of the Company issued to directors. and employees of the company and affiliated companies No. 2 (ESOP#2). It appears that until April 29, 2022, which is the last day of exercise. No employee exercised the right to convert the warrants. because the exercise price is higher than the stock price in the stock market.

therefore proposed to the shareholders' meeting To consider and approve the reduction of the Company's registered capital of 14,244,600 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 538,634,039.60 baht, divided into ordinary shares of 5,386,340,396 shares at a par value of 0.10 baht per share by canceling 142,446,000 unissued ordinary shares and considering approving the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. by the person assigned by the Board of Directors. In registering 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 registrar's order as follows:

“No.4	Registered capital amount	538,634,039.60	baht	(Five hundred thirty eight million six hundred thirty four thousand thirty nine baht and sixty satang)
	Divided into	5,386,340,396	shares	(Five billion three hundred eighty-six million three hundred forty-three hundred and ninety-six shares)
	par value	0.10	baht	(Ten Satang)
	Divided into:			
	Common stock	5,386,340,396	shares	(Five billion three hundred eighty-six million three hundred forty-three hundred and ninety-six shares)
	Preferred stock	-	shares	(-)

Board of Directors’ Opinion:

Board of Directors has considered that this reduction of registered capital is appropriate. and has no impact on the shareholders and the Company Therefore, it is deemed appropriate 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. and amended Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital as detailed above.

Agenda 10: To consider approving the purchase of ordinary shares of PRIN, which is considered an asset acquisition transaction and a connected transaction

Facts and Reasons:

The Company wishes to purchase ordinary shares of Prinsiri Public Company Limited (“PRIN”), an associated company of a company that operates a property development business, in the amount of 128,500,000 shares, representing 10.53 percent of the registered capital of PRIN, at a price not exceeding 3.00 baht per share, total value not exceeding 385,500,000 baht from 1) Mr. Chana Towan, 2) Mr. Wittawat Pornkul and 3) Miss Wisara Pornkul (collectively referred to as the "Seller") who are connected persons of Company in the amount of 66,781,200 shares, 42,656,800 shares and 19,062,000 shares respectively (“the purchase of ordinary shares of PRIN”). After the transaction, the Company will hold shares in PRIN totaling 24.92 percent of the registered capital of PRIN.

In this regard, the aforementioned transaction is regarded as an acquisition of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. The highest transaction size is 31.11 percent based on the net profit from operations criteria. Referring to the audited consolidated financial statements of the Company for the year ended December 31, 2022 and when combined with the Company's asset acquisition transactions that occurred in the past 6 months prior to the date on which the Board of Directors resolved to approve the Company Propose to the shareholders' meeting to consider and approve this transaction. The total maximum transaction size is equal to 36.17 percent according to the net operating profit criteria.

The size of such transaction is less than 50 percent and is not classified as a Type 1 transaction according to the Acquisition or Disposition Notifications. But the Company intends to comply with the Acquisition or Disposition Notifications, including the following duties:

- 1) Disclose information relating to the transaction to the SET according to List (1) annexed to the Notifications on Asset Acquisition or Disposal (Attachment 10)
- 2) Appoint an independent financial advisor to perform related duties. Including giving opinions as specified in the Acquisition or Disposition Notifications. The report of the opinion of the Independent Financial Advisor was delivered to the shareholders. For consideration along with sending the invitation letter to the shareholders' meeting (Attachment 11)
- 3) Approval of entering into the transaction from the shareholders' meeting with a vote of three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. without counting the votes of interested shareholders.

In addition, the aforementioned transaction is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. of the company Therefore, it is considered a connected person of the Company. The size of the connected transaction is equal to 15.13 percent of the net tangible assets of the Company and its subsidiaries (NTA) as of December 31, 2022 and when combined with other connected transactions with the sellers in the past 6 months prior to the date on which the Board of Directors resolved to approve the Company to propose to the shareholders' meeting to consider and approve this transaction. The total size of the transaction is equal to 17.91 percent of the net tangible assets of the Company and its subsidiaries. which is more than 3.00 percent. Therefore, the Company is obligated to disclose information about the Company's connected transactions to the SET. according to the connected transaction announcement and seek approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. without counting the votes of interested shareholders together with appointing an independent financial advisor to provide opinions on the transaction and deliver such opinions to the shareholders together with the meeting notice at least 14 days in advance.

The Company therefore wishes to propose that the shareholders' meeting consider and approve the acquisition of assets at the same time as the consideration and approval of the connected transactions. Conflict of interest did not attend the meeting and did not vote on this agenda.

Board of Directors' Opinion:

The Board of Directors, excluding directors with conflicts of interest has carefully considered entering into the transaction to purchase ordinary shares of PRIN. The Board of Directors is of the opinion that the transaction to purchase ordinary shares of PRIN is reasonable and will benefit the Company. Since the company will continue to benefit from the expansion of downstream products from construction materials which are the main business of the company. In addition, the Company was able to recognize more profit sharing from the investment in PRIN according to the increased shareholding proportion. In addition, the purchase price for entering into the transaction is appropriate Therefore, the Board of Directors is of the view that entering into such transactions is appropriate and for the benefit of the Company and its shareholders. Including entering into a transaction under reasonable conditions and having sufficient funding sources. This will not have a significant impact on the company's working capital.

Resolution

This agenda must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting. and have the right to vote The votes of shareholders who have interests are not counted as the basis for vote counting. Directors who have interests in agreeing to enter into such asset acquisition and connected transactions will not attend the meeting on this agenda.

Names of shareholders who have direct and indirect interests will not have the right to vote in this agenda as follows:

No.	Names of shareholders	The right to vote
1.	Mr.Wittawat Pornkul	has no right to vote on the meeting agenda
2.	Miss Wisara Pornkul	has no right to vote on the meeting agenda
3.	Mr.Chana Towan	has no right to vote on the meeting agenda

Note :

1/ Related persons and close relatives of the 3 persons are considered shareholders with vested interest and have no right to vote in this agenda to approve the acquisition of assets from connected persons at this time.

Agenda 11: To consider and approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to receive Allocation according to the shareholding proportion held by each shareholder (Rights Offering) in the amount not exceeding 400,000,000 baht

Facts and Reasons:

The Company wishes to issue and offer newly issued convertible debentures of the Company. and the right to convert 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. The total offering value does not exceed Baht 400,000,000.00 to existing shareholders of the Company who are entitled to be allocated in proportion to their respective shareholdings (Rights Offering) (“Convertible Debentures offered to existing shareholders”). However, in terms of details and other important conditions of convertible debentures as shown in Attachment 12.

The Company will use the proceeds from the issuance and offering of such convertible debentures as funds for the purchase of ordinary shares of Prinsiri Public Company Limited (“PRIN”) in the amount of not more than 115,650,000.00 baht and use Repay short-term loans of the company in the amount of not more than 269,850,000.00 baht and use as working capital for cash flow management of the business. as well as to support the business operations of the Company for the remaining amount. However, not exceeding 400,000 units of convertible debentures shall be allocated in full to existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding. (Rights Offering) at the allocation ratio of 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 less than 13,466 shares will not be entitled to subscribe to convertible debentures. (But able to subscribe in excess of their rights) and existing shareholders who are entitled to the allotment can subscribe to convertible debentures according to their rights. 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 the shareholders who

subscribe according to their rights first. If there are convertible debentures remaining after the right allocation The Company will allocate the remaining 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:

- (1) In the event that the number of convertible bonds subscribed by existing shareholders in excess of their rights is greater than the remaining number of convertible bonds; The remaining convertible debentures shall be allocated among the existing shareholders who have subscribed in excess of their rights. in proportion to the shareholding of existing ordinary shares of each oversubscribed shareholder The allocation of such convertible debentures shall continue until there are no convertible debentures left to be allocated.
- (2) in the event that the number of convertible bonds oversubscribed by existing shareholders is less than the remaining number of convertible bonds; The remaining convertible debentures shall be allocated to all existing shareholders who oversubscribe and pay for the subscription of convertible debentures.

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 There is a summary of the essence of the issuance and offering of convertible debentures of the Company. Appear in Attachment 12.

In addition, the Company has the right to discretion not to offer or allocate the above convertible debentures to any existing shareholders if the offering or allocation of such convertible debentures may result in: any laws or regulations of Thailand or abroad or (b) as a result, the Company is obligated to comply or have to take any additional action in addition to the action required. regulations relating to the issuance and offering of securities under Thai law; or (c) is not in accordance with the methods, rules and conditions prescribed in the allocation of the Company. The Company has the right to exercise its discretion to offer and allocate such convertible debentures to certain existing shareholders not located in Thailand, pursuant to exemptions under foreign law.

Issuance and offering of convertible debentures this time If there is a conversion of convertible debentures Details of the effects on the Dilution Effect can be found in attachments 12 and 13.

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 authority to determine details, edit or take any action necessary and in connection with 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 modify 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 documents necessary and related 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 be a sub-authorized person 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.

Board of Directors' Opinion:

Board of Directors It is deemed appropriate to propose that the Annual General Meeting of Shareholders approve the issuance and offering of convertible debentures to the Company's existing shareholders who are entitled to an allocation in proportion to their shareholding (Rights Offering) in the amount of not more than 400,000 units at the offering price. Selling 1,000 baht per 1 unit of convertible debentures The total offered value is not more than 400,000,000 baht, including the relevant authorization as proposed to be used as funds for the purchase of ordinary shares of Prinsiri Public Company Limited ("PRIN") in the amount of not more than 115,650,000.00 baht. and used to repay short-term loans of the Company in the amount not exceeding 269,850,000.00 Baht and used as working capital for cash flow management of the business. as well as to support the operations of the company for the rest of the money This is beneficial to the Company and its shareholders. It is considered to lay the foundation and increase the financial liquidity of the company. And gives the company's shareholders the opportunity to invest in the company at a reasonable price.

Agenda 12: To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) in the amount of not more than 800,000,000 units to be allocated to shareholders who subscribe and receive the proposed convertible debentures. Selling to existing shareholders in proportion to their holdings (Rights Offering)

Facts and Reasons:

In order for the company to have reserve funds for future business expansion which is a business related to the Company's current business Including to use as working capital. The Company therefore intends to issue and offer warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) which will be allocated to existing shareholders of the Company who subscribe and receive convertible debentures proportionately. The number of shares held by each shareholder (Rights Offering) in the amount of not more than 800,000,000 units free of charge at the ratio of 1 unit of convertible debentures to 2,000 units of Warrants No. 3 (DCON-W3) and the exercise price. The exercise price of the warrants is 0.40 baht per share (except for the exercise price adjustment). Such warrants

will be valid for 2 years from the date of issuance of the warrants. A summary of the essence of the issuance and offering of warrants No. 3 (DCON-W3) is shown in Attachment 13.

However, if the general meeting of shareholders resolves to approve the issuance of warrants No. 3 (DCON-W3), the Company has authorized the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or any person at the Board of Directors or Executive Committee or Chief Executive Officer assigns is the authority to set and change the criteria Terms and details in issuing and offering warrants No. 3 (DCON-W3) in all respects as they see fit and under the powers stipulated by law, such as the allocation and offering date of warrants No. 3 (DCON-W3) etc., including having the power to take various actions Necessary and appropriate in connection with the issuance of the Warrant No. 3 (DCON-W3) in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering various documents. Necessary or relevant to the issuance and offering of warrants No. 3 (DCON-W3) and the listing of warrants No. 3 (DCON-W3) on the SET as well as obtaining permission from relevant agencies and the appointment of sub-attorneys, etc.

Board of Directors' Opinion:

Board of Directors It was deemed appropriate to propose that the Annual General Meeting of Shareholders approve the issuance of warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) to be offered to existing shareholders of the Company who subscribed and received debenture allocation. convertible in proportion to the number of shares held by each shareholder (Rights Offering) in the amount of not more than 800,000,000 units free of charge at the ratio of 1 unit of convertible debentures to 2,000 units of Warrants No. 3 (DCON-W3) according to detail as proposed.

Agenda 13: To consider and approve the increase of the company's registered capital and the amendment of Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital

Facts and Reasons:

To allocate as shares to support the issuance and sale of convertible debentures in the amount of 1,000,000,000 shares and the issuance and sale of warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) in the amount of 800,000,000 shares, details appear in the report form. Increase capital (F53-4) As shown in Attachment 14, the company will increase the registered capital of the company from the original. 538,634,039.60 baht, divided into ordinary shares of 5,386,340,396 shares with a par value of 0.10 baht per share, a new registered capital of 718,634,039.60 baht, divided into ordinary shares of 7,186,340,396 shares at a par value of 0.10 baht per share by issuing new ordinary shares in the amount of 180,000,000.00 baht, divided into ordinary shares of 1,800,000,000 shares at a par value of 0.10 baht per share and approved the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase 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 registrar's order as follows:

“No.4	Registered capital amount	718,634,039.60	baht	(Seven hundred eighteen million six hundred thirty-four thousand thirty-nine baht and sixty satang)
	Divided into	7,186,340,396	shares	(seven thousand one hundred eighty-six million three hundred forty-three hundred and ninety-six shares)
	par value	0.10	baht	(Ten Satang)
	Divided into:			
	Common stock	7,186,340,396	shares	(seven thousand one hundred eighty-six million three hundred forty-three hundred and ninety-six shares)
	Preferred stock	-	shares	(-)”

Board of Directors’ Opinion:

Board of Directors has considered that this capital increase is appropriate and has no impact on the shareholders and the Company Therefore, it is deemed appropriate 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. To accommodate the issuance of 1,000,000,000 convertible debentures and the issuance and sale of warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) in the amount of 800,000,000 shares and to amend Clause 4. of the Company's Memorandum of Association to be in line with the reduction of registered capital as detailed above.

Agenda 14: To consider and approve the allocation of newly issued ordinary shares of the Company

Facts and Reasons:

As a result of Agenda 13, which had to consider and approve the increase of the Company's registered capital. 180,000,000.00 baht from the original 538,634,039.60 baht divided into ordinary shares 5,386,340,396 shares with a par value of 0.10 baht (ten satang) per share is the new registered capital of 718,634,039.60 baht divided into ordinary shares 7,186,340,396 shares with a par value of 0.10 baht (ten satang) per share by issuing new ordinary shares in the amount of 1,800,000,000 shares at the par value of 0.10 baht (ten satang) per share, details in the Capital Increase Report Form (F53-4) as shown in Attachment 14.

The company therefore proposed to the shareholders' meeting to approve the allocation of not more than 1,800,000,000 newly issued ordinary shares at the par value of 0.10 baht (ten satang) per share to support the issuance and sale of convertible debentures in the amount of 1,000,000,000 shares and the issuance. and selling warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) in the amount of 800,000,000 shares with the following details:

- (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 in proportion to their respective shareholdings (Rights Offering), with the conversion ratio equal to 1 unit of convertible debentures per [value par value of convertible debentures (Face Value) divided by exercise price] ordinary shares (if any fraction is rounded down in all cases). The exercise price is equal to 90 percent of the market price, the market price is calculated from the weighted average price, weight of company stock 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 the trading volume on each consecutive business day. ("Floating Conversion Price"). The conversion price must not be less than 0.40 baht per share ("Minimum Conversion Price"), whereby the minimum conversion price may be changed. If there is a right adjustment as a result of a right adjustment event as specified in the relevant rules and as specified in the terms and conditions hereinafter.
- (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) in the total amount not exceeding 800,000,000 shares at the par value of 0.10 baht per share (or representing 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 held on February 27, 2023) to shareholders who subscribe for convertible debentures in proportion to the number of shares which each shareholder holds (Rights Offering) free of charge (zero baht) at the ratio of 1 unit of convertible debentures to 2,000 units of Warrants No. 3 (DCON-W3), not exceeding 800,000,000 units.

Board of Directors' Opinion:

Board of Directors has considered that this allocation of newly issued ordinary shares is appropriate, and has no impact on the shareholders and the Company. Therefore, it is deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company. To accommodate the issuance of 1,000,000,000 convertible debentures and the issuance and sale of warrants to purchase ordinary shares of the Company No. 3 (DCON-W3) in the amount of 800,000,000 shares, details in the capital increase report form (F53 -4) As shown in Attachment 14.

- Agenda 15: Others (if any)**
15.1 Other (if any)
15.2 Any questions or suggestions

The company scheduled a date for the listing of shareholders who are eligible to attend 2023 Annual General Meeting of Shareholders on 14 March 2023. (Record Date)

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 13.00 p.m.

If any of our shareholders have questions or would like to inquire about additional information, and questions about this meeting can be sent in advance by mail or electronic mail at ir@dconproduct.com or contact the Company at 3300/57, 8th Floor, Elephant Bldg, Tower B, Praholyothin Rd., Chatuchak, Bangkok, 10900 Tel. 02-937 3312, Fax 02-937 3328 by 20 April 2023. 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.Nirut Intarathachang)
Managing Director

**Minutes of the 2022 Shareholder Annual Ordinary General Meeting
of
DCON Products Public Company Limited**

The Meeting was held on 27 April 2022 at 2.00 p.m. at the Company's Conference Room, Elephant Building B, Floor 18, Phaholyothin Road, Khwaeng Jompol, Khet Chatuchak, Bangkok 10900.

Directors participated in the Meeting 9 Directors representing 100 per cent of the total number of Directors.

1.	Assoc. Prof. Dr. Tortrakul	Yomnak	President and Chairman of Independent Directors
2.	Mrs. Pismai	Boonyakiat	Deputy President, Independent Director and Chairman of Audit Committee
3.	Mr. Wittawat	Pornkul	Director and Chief Executive Officer
4.	General Pisarn	Wattanawongkeeree	Independent Director and Audit Director
5.	Mr. Wanchai	Tantikul	Independent Director, Nomination and Remuneration Director and Audit Director
6.	Mr. Chana	Towan	Director and Nomination and Remuneration Director
7.	Dr. Tanai	Charinsarn	Director, CFO
8.	Mr. Nirut	Intarathachang	Director
9.	Dr. Kawin	Worakanchana	Director

The Meeting commenced at 2.00 p.m.

The Annual Shareholders' Meeting of Dcon Products Public Co. Ltd for the year 2022 was held with 32 shareholders themselves attending the meeting or in the total of 3,383,521,295 shares and with 5 shareholders nominating their proxies or in the total of 320,001,292 shares, or a total of 37 persons or 3,703,522,587 shares or in a proportion of 68.76% of all sold out shares as of the closing date of registration of 5,386,340,396 shares; the number of attendees is in

accordance with the rules of the company. During the annual shareholders' meeting, there were 3 shareholders coming by themselves or 52,451 number of shares and 1 shareholder giving his proxy or 1,040 number of shares, thus making a total number of 29 shareholders attending by themselves or 3,439,559,864 shares adding with 6 proxies or 454,001,844 shares.

The total number of shareholders attending by themselves and those giving out proxies is 35 or a total of 3,893,561,707 shares or in a proportion of 72.29% of all sold out shares as of the date of the closing of registration of shareholders, which makes a full attendance of shareholders in accordance with the company's rule.

The Company invited Mr. Anucha Suthatiparak, the Auditors, representing D I A International Audit Co., Ltd., to participate in the Meeting to respond to enquiries on financial statement of the Company.

For transparency in registration and vote counting, the Company invited 2 minor shareholders to act as directors in vote counting. The Company would display votes of shareholders on all agendas on which resolutions were passed for immediate information of shareholders. Shareholders were briefed on voting steps as follows.

1. Voting would be made by way of ballots provided by personnel upon registration before the Meeting. Each shareholder would have votes equal to the number of shares held, and 1 vote per 1 share. As for proxies authorized by shareholders who already voted for, against or abstention under each agenda in the letter of authorization, the Company would go by the shareholders' requirements and the proxies would have no right to vote in the Meeting again.

2. Upon completion of the briefing by directors in each agenda, the Chairman would enquire shareholders and open the floor for their opinions. Any shareholder wishing to voice his/her opinion would raise his/her hand and give his/her name-surname before giving the opinion. Should there be no shareholder with different opinion from that of the Board of Directors, i.e. against or abstention, the Chairman would proceed to the next agenda by deeming that shareholders unanimously resolved to vote for that agenda or grant approval as presented by the Board in that agenda, and the Company would display the voting result of each agenda.

3. Should there be any shareholder who disagrees with what presented by the Board or wants to abstain in any agenda, the shareholder would raise his/her hand so that the Chairman would enquire the shareholder. In such case, the shareholder who wants to vote against or abstain would submit the ballot for that particular agenda to the Company personnel to effect the voting and inform the Meeting accordingly.

4. In the agenda on election of directors to replace those vacating office at the end of their term, the Company would invite directors nominated for the office to leave the Meeting Room first and the Company would collect the director election ballots individually after completion of election of the 3 directors by shareholders at the same time.

To collect the results of the votes The company will use the disapproval vote. or abstain from voting deducted from all votes If any shareholder does not understand how to vote You can ask staff who will facilitate the shareholders. In this shareholders' meeting, the company will broadcast live and record the meeting as a clip file to be published on the

company's website. www.dconproduct.com to serve interested shareholders and did not have the opportunity to attend the meeting.

Agenda 1 Note by the President for Information of the Meeting

The President opened the 2022 Annual General Meeting. There were 9 agenda items of the Meeting as publicized by the Company through website of the Stock Exchange of Thailand for shareholders to propose meeting agendas and nominate people with appropriate qualifications for election as directors of the Company as per rules prescribed by the Company, during the period from 16 November 2022 to 1 February 2023. However, no shareholder proposed any additional agenda nor nomination of candidate for directorship to replace directors vacating office at the end of their term.

Agenda 2 Consideration for Adoption of the Minutes of 2021 Annual General Meeting

Mr. Nirut Intarathachang, Director and Secretary of the Company, stated that the Company prepared the Minutes of the 2021 Annual General Meeting held on 28 April 2021 and disseminated it on the Company's website and submitted it to the Ministry of Commerce within 14 days of the meeting date as required by law. No participant raised any objection or proposal to make any amendment thereto as per copy of the minutes under Annex 1. The Board of Directors reviewed the accuracy of the Minutes of the 2021 Annual General Meeting and deemed it appropriate to request shareholders to adopt said minutes.

Resolution The Meeting adopted the Minutes of the 2021 Annual General Meeting with the following votes:

Voted for	3,703,522,587	shares, representing	100.00 per cent
Voted against	0	share, representing	0.00 per cent
Abstained	0	share, representing	0.00 per cent
Voided ballot	0	share, representing	0.00 per cent

Agenda 3 Consideration to Take Note of the Board of Directors' Report on the Company's Operating Results for 2021

Mr. Wittawat Pornkul, Chief Executive Officer Discusses Thailand's economic overview and operational planning of the company over the past several years. And report to know what stage of the economy is now Therefore divided the overall picture of operations in line with the economy into 4 phases, namely during the year 2015 - 2020, which is an economic downturn But there are additional factors such as mega projects. (Megaproject), the economy is slowing down and during the year 2019, the economy should start to improve. Until the year 2021, which is considered a correction year. But had to face the problem of the COVID-19 epidemic, causing the government to stop construction in Bangkok for months, so the company was greatly affected. Because most of the company's performance has sales from the central region, which is Bangkok. various departments didn't receive the product Because the construction could not be completed, when the work stopped, the workers gathered, causing a large number of workers to be infected with the COVID-19 epidemic before they could start working fully again, taking another month. However, the company was able to support itself well. In the future, from 2022 to 2024, the market starts to have more demand for low-rise real estate. But there is a problem with foreign workers as well. causing the company to be unable to

produce at full capacity And the selling price of our products since construction started in 1985, floor slabs remain the same price. Despite the increase in wages from 60 baht to 400 baht and the price of steel raw materials increased from 16 baht to 40 baht, during this period, if we could not rely on construction workers alone, In addition, it is difficult to adjust the selling price. while the cost of living increases Therefore, we need to focus more on our downstream business in real estate. There are plans to develop 5 real estate projects with an estimated revenue of around 800-1,000 million baht and construction materials. which is the main business with an income of about 800-1,000 million baht, another part is investing in companies related to the company's business Currently, the company holds 12% of the shares, will generate more income from the company we invest in. in the condominium Decon Prime - Rattathibet has sold about 40%, the other 60% will be rented out. causing the company to not have to bear the burden of common fees It is expected that from 2021 onwards there will be better performance.

In 2021, the company will have a profit of more than 116 million baht, but Orada Company Limited (“Orada Company”) loses 14 million baht and DSC Products Company Limited (“DSC Company”) loses 19 million baht. baht, causing the company's profit to decrease. DSC is a precast company that the company has invested in. It's like a contractor company. bring the parts to be installed on site Construction is faster than the construction of the original system. But the construction cost is higher. It is popular for large real estate firms to use faster construction methods. and can build many projects Therefore, a precast construction method was chosen. It is expected that these 2 businesses will start to get better from 2022 onwards. In 2021, the company has 80% profit from construction materials and 20% profit from investment in Prinsiri Public Company Limited with a profit of 27 million. Baht

Estimated in 2022 there will be sales of 1,140 million baht, coming from Precast 120 million baht, real estate 120 million baht and construction materials 900 million baht. Profit estimates in 2022 will have a profit of 147 million baht, coming from construction materials 80% and Other investments 20% and it is estimated that real estate will lose 30 million baht, thus leaving a profit forecast in 2022 equal to 117 million baht.

The progress of Orada's real estate projects, The DECO - Bangna project, 35 rai of land, project value 850 million baht, planned to open for sale in September 2022, will start to recognize revenue in the 4th quarter and The DECO - Salaya Pinklao project. The project value is 750 million baht, 29 rai of land, land filling is complete, in the process of designing, expected to start selling in the 4th quarter of 2023. Nakhon Pathom land, 33 rai, is located near the new government center of Nakhon Pathom Province. Preparing for land filling and further design. It is expected that all 3 projects will be able to recognize all revenues in 2023 and if sold, Orada Company will make profit according to the target.

Company strengths It has shareholders' equity of 2,500 million baht and assets of 2,700 million baht. It has only 200 million baht of debt, which is 0.08 times, allowing the company to invest in various businesses. and create a lot of business opportunities In this regard, the Board of Directors will act with prudence, stability and benefit in the future. In addition, the company has the ability to supervise customer debt payments well. There is a moderation system. Check the financial statements of customers carefully. Until getting compliments from the bank Sales from 1997 to 2021 worth 18,473 million baht, with only 3.41 million baht in uncollectible debt, equal to 0.018 percent of uncollectible debt. and to comply with the policy of the Stock Exchange of Thailand We have supervision and suppression of corruption. in buying and selling Procurement work in the company is considered very strict on this matter. If anyone violates the company, the prosecution will be taken to the utmost.

Mr. Wittawat Pornkul asked if any shareholders wished to ask further questions on this agenda.

Mr. Somchai, a shareholder, asked if there was a shortage of workers. Why doesn't the company use machines to help?

Mr. Wittawat said that the use of robots is also a consideration. But investing in machinery will have high depreciation. The management is analyzing if changing to welding with Robot instead or pouring concrete. May be used to change the method of pouring concrete. Let the concrete flow by itself. This reduces labor for pouring concrete. But the solution that we add to make the concrete flow by itself will require almost double the amount of mortar. The construction is now considered medieval. It is a precast concrete casting system. As for the future that will not require construction labor at all, it is 3D, which the company has invited Professor David Lang, president of the American Concrete Institute (ACI), the United States' concrete standardization agency that is world-renowned. Let's talk about 3D concrete construction, which NASA (NASA) has used to build a space center on the moon. But if we start at the wrong time, 10 years will not return the investment, which is a problem. because the machine is expensive cause high cost But the price of the product must still be sold at the same price. and selling competitive prices The use of technology is something that the company has always tried to think about, but it is not possible at this time.

Mr. Somchai, a shareholder, asked if he had seen the construction drawings of Q-Con. He invested in automation. Able to transport concrete to place at Warehouse point, requires less labor and can work 24 hours a day, believes that the company should be able to do it. And there should be a team to study this matter. It's a one time investment. The production line should be set up properly. Because it has to be concreted and transported. As for steel welding, robots are used for welding. So please leave it for consideration.

Mr. Wittawat said he was the one who built the Q-Con company's own factory. At that time, he was a 40% shareholder brought to Thailand. The production of Q-Con is indoor production. use machine from Germany But our products are not the same. If piles were to be produced in such a way, it would not be possible. have tried before AAC's machine cost is quite high. but low operation cost Our part is CLC, the investment is low but the operating cost is high. The shape of the product is not the same. But trying to think about labor problems every minute Will try to find foreign workers to come in

Mr. Somchai, a shareholder, asked if the joint venture company what is the name of the company and what business

Mr. Wittawat said that the company has invested in companies that are our downstream products. Is a real estate company named Prinsiri Public Company Limited, in which the company holds 12% of shares

Mr. Somchai, a shareholder, asked if the company had a project to launch new products such as lightweight walls made of EPS foam.
or not

Mr. Wittawat said that there are many systems of lightweight walls, such as using lightweight mass or foam inside. Or use pumice to mix concrete to make the wall lighter. The company used to use light stone to make. but the market is not yet supported Unable to make a profit, therefore discontinued production. It also requires a lot of manual labor and transportation. making the company less profitable therefore changed to invest in real estate development instead

Mr. Wittawat Pornkul asked if there were any shareholders who would like to ask further questions.

It appeared that there were no further questions from shareholders. or commented on this agenda. The Chairman thanked the question. and new suggestions that the

committee will take to further study new initiatives when the time is right will be applicable must continue to watch and follow We are a company with diverse directors. And if there are various shareholders who help raise issues, they are welcome to listen. and thank you very much.

Agenda 4 Consideration for Adoption of the Annual Financial Statement Ended 31 December 2021 together with the Auditor's Report

Mr. Nirut Intarathachang, Deputy Managing Director of Accounting and Finance said the company's financial statements and its subsidiaries for the year 2021 has already been audited by a certified public accountant. And the auditor has issued an audit report without conditions. By expressing an opinion that such financial statements are financial statements that have been prepared accurately and fairly in accordance with financial standards. earn sales Total net profit was 965.43 million baht, an increase of 37.42 million baht from the same period last year, representing an increase of 4.03 percent. Total net profit was 116.75 million baht, an increase of 24.32 million baht from the same period last year, representing an increase. 26.3% As of December 31, 2021, the Company and its subsidiaries Total assets were 2,744.81 million baht, a decrease of 45.18 million baht from December 31, 2020. The decrease in assets was assets decreased from liabilities. Liabilities decreased by 113.2 million baht while shareholders' equity increased by 68.04 million. baht Financial ratios are the strength of the company. Gross profit margin in 2021 was 30.8%, in 2020 was 33.9%, net profit margin in 2021 was 12.1%, in 2020 was 10%, liquidity ratio in 2021 was 8.51 times, 2020 was 6.18 times. Quick turn in 2021 equals 2.19 times, year 2020 equals 0.73 times, average collection period in 2021 equals 49 days, year 2020 equals 36 days, average debt payment period in 2021 equals 67 days, year 2020 equals 68 days and DE Ratio in 2021 equals 0.09. Times 2020 equal to 0.14 times

The Chairman inquired if there were any shareholders wishing to inquire. Or would like to comment? and asked if there were any shareholders who disagreed or abstained from voting on this agenda? If there is none, it is assumed that this meeting approves the financial statements for the year ended December 31, 2021 together with the auditor's report as presented.

Resolution The Meeting adopted the annual financial statement ended 31 December 2021 together with the auditor's report with the following votes:

Voted for	3,703,522,587	shares, representing	100.00 per cent
Voted against	0	share, representing	0.00 per cent
Abstained	0	share, representing	0.00 per cent
Voided ballot	0	share, representing	0.00 per cent

Note: There were 1 additional participants, representing 12,340 shares.

Agenda 5 Consideration Granting Approval for Distribution of Dividends from the 2021 Operating Results

The Chairman said that our company was able to overcome the crisis, many companies and many businesses had to go out of business. Making a profit is difficult. But our company can have dividends for shareholders.

Mr. Nirut Intarathachang Director and Company Secretary Said that the company has a policy to pay dividends at the rate of not less than 25 percent of the net profit of the

consolidated financial statements. taking into account the economic conditions financial status and investment plans in the future as well For the operating results in 2021, the Company and its subsidiaries had a total net profit of 116.75 million baht, representing an earnings per share of 2.0 satang per share. Board of Directors Therefore, proposed to the shareholders' meeting to consider paying dividends in cash. For the year 2021 performance at the rate of 0.011 baht per share, representing the total amount to be paid. 59,249,744.36 baht or 50.75% of total net profit

However, if the shareholders' meeting resolves to approve the above dividend payment The company has scheduled a dividend payment on May 17, 2022 according to the list of shareholders who are entitled to receive dividends on March 30, 2022 (Record Date) and collecting the names according to Section 225 of the Securities Act. By way of closing the share register book on March 31, 2022

The Chairman said that this year the company pays dividends better than last year. Last year, the company paid dividends at the rate of 0.008 baht per share.

The Chairman inquired whether there were any shareholders wishing to inquire or not. Certify and approve the dividend payment from the 2021 operating results if there are no disapproving shareholders. or abstain from voting It is assumed that this meeting approves the dividend payment from the 2021 operating results as proposed by the Board of Directors.

Resolution The Shareholder Meeting approved distribution of dividends from 2021 operating results at the rate of 0.011 Baht per share with the following votes:

Voted for	3,703,522,587	shares, representing	100.00	per cent
Voted against	0	share, representing	0.00	per cent
Abstained	0	share, representing	0.00	per cent
Voided ballot	0	share, representing	0.00	per cent

Agenda 6 Consideration for Election of Directors to Replace Those Vacating Office at the End of Their Term

Mr. Nirut Intarathachang stated that for the sake of transparency in consideration and voting, the 3 directors, namely:

1. Associate Professor Dr. Tortrakul Yomnak
Chairman of the Board of Directors and independent director
2. Mrs. Pisamai Boonyakiat
Vice Chairman of the Board of Directors, Chairman of the Board
Audit Committee and Independent Director
3. Dr. Kawin Worakanchana
Director

Who were required to vacate their offices at the end of their term and were nominated for the shareholder meeting to vote reelecting them to their offices for another term to leave the Conference Room temporarily until the voting and vote counting would have been completed.

The Board of Directors, not including interested parties, having considered that the 3 vacating directors were veterans with expertise who have been greatly devoting their efforts and wisdoms for the benefits of the Company and have always been performing their duties as directors in an excellent manner, therefore, resolved that it was appropriate to propose

to the shareholder meeting to consider reelecting to the office of director of the Company for another term the 3 vacating directors, namely:

1. Associate Professor Dr. Tortrakul Yomnak
Chairman of the Board of Directors and independent director
2. Mrs. Pisamai Boonyakiat
Vice Chairman of the Board of Directors, Chairman of the Board
Audit Committee and Independent Director
3. Dr. Kawin Worakanchana
Director

Backgrounds of the 3 directors were contained in the notice on invitation to the meeting, Enclosure No. 3. However, the Company provided shareholders opportunity to participate by nominating people with appropriate expertise and qualifications as per rules prescribed by the Company and disseminated on the Company's website for consideration electing to the director office in advance of the organization of the 2022 annual shareholder ordinary meeting by allowing shareholders to nominate from 16 November 2021 to 1 February 2022, but no shareholder nominated any person with appropriate qualifications to hold the director office to the Company. The Articles of Association required that directors be elected by majority of votes and the Company would adopt the director election method on individual basis for consideration of shareholders.

The Chairman said that in this agenda, the Chairman and Mrs. Pisamai Bunyakiat, Vice Chairman of the Board of Directors and Dr. Kawin Worakanchana, Director, must leave the meeting room to allow the meeting to consider the election independently. There were no stakeholders who voted. therefore inviting General Pisal Wattanawongkiri, the most senior director, to act as the acting chairman of this agenda.

General Pisal Wattanawongkiri, Acting Chairman, invited Mr. Nirut to clarify the voting method for this agenda.

Mr. Nirut Intarathachang said that the voting for this agenda was for the election of directors individually. using ballots distributed to shareholders during registration. In order to save time, all ballots will be collected at the same time. However, when the chairman requests a resolution from the meeting The staff will collect the ballots that vote against or abstain first. After that, the officers will collect the ballots for approval in the next order.

General Pisarn Watanawongkiri Acting President requesting a resolution of the meeting First of all, the shareholders who disagree or abstain from voting Send ballots to staff And the next step is to ask the shareholders who vote to agree to send the ballot to the staff. to combine the votes for shareholders' acknowledgment by notifying the resolution individually as follows:

1. Associate Professor Dr. Tortrakul Yomanak has a resolution

Approved	3,703,361,547 shares, equivalent to 100.00%
Disapproved	1,040 shares, equivalent to 0.00%
Abstain	160,000 shares, equivalent to 0.00%
Voided cards	0 shares, equivalent to 0.00%
2. Mrs. Phisamai Bunyakiat has a resolution

Approved	3,703,361,547 shares, equivalent to 100.00%
Disapproved	1,040 shares, equivalent to 0.00%
Abstain	160,000 shares, equivalent to 0.00%
Voided cards	0 shares, equivalent to 0.00%
3. Dr. Kawin Worakanchana has a resolution

Approved	3,703,361,547 shares, equivalent to 100.00%
Disapproved	1,040 shares, equivalent to 0.00%
Abstain	160,000 shares, equivalent to 0.00%
Voided cards	0 shares, equivalent to 0.00%

Mr. Somchai, a shareholder, said that in No. 3, who voted for Dr. Kawin Worakanjana, voted against 160,000 shares.

Mr. Nirut Intaratachang Director and Company Secretary therefore requesting the vote counting committee to check once more
General Pisal Wattanawongkiri Acting President He thanked all shareholders and the Board of Directors for helping to verify the vote. and asked to amend the resolution to elect a director of Dr. Kawin Worakanjana as follows:

3. Dr. Kawin Worakanchana has a resolution

Approved	3,703,361,547 shares, equivalent to 100.00%
Disapproved	161,040 shares, equivalent to 0.00%
Abstain	0 shares, equivalent to 0.00%
Voided cards	0 shares, equivalent to 0.00%

Resolution The Shareholder Meeting reelected the 3 vacating directors for another term of office with the following votes.

1. Associate Professor Dr. Tortrakul Yomanak, vacating director at the end of his term, was reelected for another term with the following votes.

Voted for	3,703,361,547 shares, representing	100.00 per cent
Voted against	1,040 share, representing	0.00 per cent
Abstained	160,000 share, representing	0.00 per cent
Voided ballot	0 share, representing	0.00 per cent

2. Mrs. Phisamai Bunyakiat, vacating director at the end of his term, was reelected for another term with the following votes.

Voted for	3,703,361,547 shares, representing	100.00 per cent
Voted against	1,040 share, representing	0.00 per cent
Abstained	160,000 share, representing	0.00 per cent
Voided ballot	0 share, representing	0.00 per cent

3. Dr. Kawin Worakanchana, vacating director at the end of his term, was reelected for another term with the following votes.

Voted for	3,703,361,547 shares, representing	100.00 per cent
Voted against	161,040 share, representing	0.00 per cent
Abstained	0 share, representing	0.00 per cent
Voided ballot	0 share, representing	0.00 per cent

General Pisarn Watanawongkiri congratulated and invited the 3 directors to resume their directorship for another term.

Agenda 7 Consideration for Election of Auditor and Determination of Auditor’s Remuneration for the 2021 Accounting Year

Mr. Nirut Intarathachang, Director and Secretary of the Company, stated that the Audit Committee has considered reliability, no relationship and interest with the Company or related persons and proficiency of the auditors in providing services and deemed it appropriate to propose to the shareholder meeting to consider electing:

- | | | |
|--------------------|----------------|--------------------------------|
| 1. Miss Somjintana | Polhirunrat | Certified auditor No. 5599, or |
| 2. Mr. Wiroj | Satjatumnukul | Certified auditor No. 5128, or |
| 3. Mr. Jompod | Pairattanakorn | Certified auditor No. 7645, or |
| 4. Mr. Noparuek | Pitsanuwong | Certified auditor No. 7764 |

From D I A International Audit Co., Ltd.as auditor of the Company for 2022, with total remunerations of 1,610,000 Baht for quarterly financial statement review and 2022 annual financial statement auditing, which same price from 2021.

The Board of Directors has considered the reasons and the auditing fee presented by the Audit Committee and found that the financial statement auditing fee of 1,610,000 Baht was appropriate and deemed it appropriate to propose to the shareholder meeting to consider electing the auditor and to approve the auditing fee as presented by the Audit Committee.

The Chairman stated that the Board of Directors has ensured that the auditor performed the duties well and recommended shareholders to consider electing the auditor and approve the auditor’s remuneration for 2022 accounting year.

Resolution The Shareholder Meeting resolved to elect D I A International Auditing Co., Ltd. by:

- | | | |
|--------------------|----------------|--------------------------------|
| 1. Miss Somjintana | Polhirunrat | Certified auditor No. 5599, or |
| 2. Mr. Wiroj | Satjatumnukul | Certified auditor No. 5128, or |
| 3. Mr. Jompod | Pairattanakorn | Certified auditor No. 7645, or |
| 4. Mr. Noparuek | Pitsanuwong | Certified auditor No. 7764 |

As auditor of the Company for 2022, with total remunerations of 1,610,000 Baht for quarterly financial statement review and 2022 annual financial statement auditing fee with the following votes.

Voted for	3,703,522,587	shares, representing	100.00 per cent
Voted against	0	share, representing	0.00 per cent
Abstained	0	share, representing	0.00 per cent
Voided ballot	0	share, representing	0.00 per cent

Agenda 8 Consideration to Approve Directors' Remunerations for 2022 Operating Results and to Approve Payment of Directors' Bonuses for 2021

8.1 To consider and approve the remuneration criteria for directors for the year 2022

Mr. Nirut Intarathachang Director and Company Secretary Said that from the recommendation of the Remuneration Committee, which considered the appropriateness of the remuneration of the Board of Directors. By comparing various references, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders. Consider approving the directors' bonus and meeting allowance for the year 2022, maintaining the same criteria as the year 2021 as follows:

8.1.1 Meeting allowances

Audit Committee	Meeting allowance	Unit
Chairman	10,000	Baht/session
Director	7,500	Baht/person/session

Board of Directors	Meeting allowance	Unit
Chairman	25,000	Baht/session
External director	15,000	Baht/person/session
Executive director	10,000	Baht/person/session

Other benefits : Nil

8.1.2 Remuneration for Directors

Set to pay at the rate of 1 percent of total net profit. and determine the maximum payment ceiling of not more than 3,000,000 baht (three million baht only), with the committee to consider allocating gratuities among themselves according to their responsibilities.

The Chairman asked if there were any shareholders wishing to inquire. If there are no disagreeing shareholders or abstain from voting It will be considered that this meeting approves as proposed by the Board of Directors.

Resolution The shareholders' meeting approved the criteria for remuneration for directors for the year 2022 with the following votes:

Voted for	3,703,522,587	shares, representing	100.00 per cent
Voted against	0	share, representing	0.00 per cent
Abstained	0	share, representing	0.00 per cent
Voided ballot	0	share, representing	0.00 per cent

8.2 To consider and approve the remuneration for directors for the year 2021 performance

Mr. Nirut Intarathachang Director and Company Secretary Said that for the year 2021, in which the company had a total net profit of 116.75 million baht, the Board of Directors agreed to propose to the shareholders' meeting to consider approving the payment of 1% of the net profit of the directors in the amount of 1,167,509 baht by considering Allocation among the Board of Directors according to the responsibilities of each director according to the criteria approved in the general meeting. Shareholders for the year 2021 on April 28, 2021

The Chairman asked if there were any shareholders wishing to inquire. If there are no disagreeing shareholders or abstain from voting It will be considered that this meeting approves as proposed by the Board of Directors.

Mr. Somchai, a shareholder, inquired about the director's bonus which stated that he would pay 1% but not more than 3,000,000 baht, meaning there was an average between all directors or not.

Mr. Nirut Intarathachang said the net profit was equal to 116,750,946.76 baht, with 1% of the profit equal to 1,167,509 baht and averaged according to the duties of the directors The company has a total of 9 directors.

Mr. Somchai, a shareholder, inquired about the proportion of duties according to duties.

Mr. Nirut Intaratachang said that according to the rules, executive directors do not receive gratuities. in the part of the Chairman of the Board of Directors and the Chairman of the Audit Committee will receive 2 portions and other members will receive 1 portion. It is the criteria set by the Board of Directors and agreed between the directors.

Resolution The Shareholder Meeting resolved to approve directors' remunerations for 2022 with the following votes:

Voted for	3,703,362,587	shares, representing	99.9957	per cent
Voted against	160,000	share, representing	0.0043	per cent
Abstained	0	share, representing	0.0000	per cent
Voided ballot	0	share, representing	0.0000	per cent

Agenda 9 Other Issues (if any)

The Chairman said that for this agenda, there was no shareholder proposing any additional agenda. Therefore, the agenda must be proposed to the shareholders' meeting for acknowledgment and approval. and give additional suggestions to the company

Mr. Somchai, a shareholder, inquired that in 2022, the company had an Order Backlog that expected revenue from construction materials. real estate and other investment companies How do you estimate the proportion?

Mr. Wittawat Pornkul said that he had already presented it at the beginning of the meeting. Estimated in 2022, profits will be similar to 2021 and sales of 1,140 million baht in real estate. It is expected to reduce the profit by about 30 million baht. It is expected that there will be no loss in this year 2022 The company's real estate is minimal. In terms of construction materials, there are about 1 month that we cannot produce in time. And the reason why we cannot produce at full capacity due to the COVID-19 epidemic causes workers to fall ill. and

inadequate labor But now the problem has begun to resolve. Has been contacted to import foreign workers into

Mr. Somchai, a shareholder, asked if the Phraeksa project was sold out or not.

Mr. Wittawat Pornkul said that the Phraeksa project is vacant land waiting for sale. As for the land at Saiyud, it has already been sold. Recognize revenue in December 2021, thus making it more profitable. which originally planned to build a condo And have prepared to buy all 3 plots of land, plot 1 is at Sai Ma BTS Station Rattathibet Road The condo was completed 3 years ago. It is a pride that the company has built a tall building. But since it's quite difficult to sell during this period, we have to stop the high-rise project. Because it makes money sink if it's still not sold out. Therefore brought it to rent to relieve the common fee that the company has to pay

Mr. Somchai, a shareholder, asked whether in 2022 he would pay more dividends or not.

Mr. Wittawat Pornkul said that the dividend payment criteria Specified in Form 56-1, which will pay dividends of not less than 25% of profits and the company itself has never paid dividends less than 25%, has a dividend close to 25% only once in 2019, about % 27 and used to pay dividends as high as 80% to 100% in the past.

However, it depends on the Board of Directors to consider the liquidity of the company and the investment plan at that time as well.

Mr. Somchai, a shareholder, inquired whether the Company had fully reserved retained earnings or not. And how much is the plan to borrow money to invest from the bank?

Mr. Nirut Intarathachang said that the retained earnings had been fully reserved. You don't have to set aside money in reserve. and plans to borrow 250 million baht from the bank

Mr. Wittawat Pornkul said that the estimated loan from the bank is 250 million baht for The DECO - Bangna project, but for Grand DECO - Salaya project and Grand DECO - Nakhon Pathom project is still under consideration.

Since there were no further questions from the shareholders, the Chairman thanked all shareholders for attending the 2022 Annual General Meeting of Shareholders of Dcon Products Public Company Limited, as well as thanking all the Board of Directors for attending. Join the meeting 100% today

The Meeting rose at 16.05 hours.

Meeting recorder

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(Miss Rattha Kerdsiri)

Secretary to the Board of Directors



(Assoc. Prof. Dr. Tortrakul Yomnak)

Chairman of the Meeting

Candidate and Background of the nominated director

Name Tanai Charinsarn, Ph.D.
Address 13/44 Moo 1, Chorakhe Bua,
 Lad Phrao, Bangkok
Nationality Thai
Religion Buddhist
Age 50 yrs.



Company Shareholding (as of 14 March 2023)

0 shares for 0 percent

Type of Director : Director

Educational Qualifications

- Bachelor's Degree – Civil Engineering, Chulalongkorn University
- Master's Degree – Civil Engineering, University of Illinois at Urbana-Champaign
- Doctorate Degree – Information Technology/University of New South Wales, Australia

Work Experience

- Director, Dcon Products Public Co., Ltd.
 - Member, Faculty of Commerce & Accountancy, Chulalongkorn University.
 - Consultant and Project Manager – IBM Global Service
 - The Boston Consulting Group – Associate
 - Arun Chaiseri Consulting Engineers Co., Ltd. – Senior Engineer
 - Wind Tunnel Laboratory, Chulalongkorn University – Research Assistant
- Lecturer: Chulalongkorn University, Mahidol University, Ramkhamhaeng University, Khon Kaen University, Assumption University, Burapa University.

Training Concerned with Director Roles and Duties

- Director Accreditation Program (DAP Class 16) 31 May 2004: Stock Exchanges with Support Associations, Thai Institute of Directors (IOD)

Number of Years as Director: March 2004 – Present (19 yrs. 1 Months)

Meeting Attendance History

Meeting	2018	2019	2020	2021	2022
1.Company Board of Directors' Meeting	5/5	3/4	4/4	4/4	4/4
2.Annual General Meeting	1/1	1/1	1/1	1/1	1/1
3.Extraordinary General Meeting	-	-	-	-	-

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

Limited Company

- Director, SC Asset Corporation Plc.
- Director, Thantawan Industry Plc.
- Director, Jay D Food Public Co., Ltd.
- Director, Ready Planet Plc.

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

- Director, TNI & Associates Co., Ltd.
- Director, Visual Training Plus Co., Ltd.
- Director, Infinite Multiplier Co., Ltd.
- Director, Amity Solution Co., Ltd.
- Director, MTP Solution Co., Ltd.
- Director, Accumen Plus Co., Ltd.
- Director, Agility Plus Co., Ltd.
- Director, Beyond E-Fischen Co., Ltd.
- Director, Negoshiation Plus Co., Ltd.

Position in other companies that related to the Company that may cause conflict of interest to compete with the Company

- None

Having the following interest with the Company / parent company /subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

- Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person
(No)
- Being a professional service provider (i.e. Auditor or Legal Consultant)
(No)
- Having the significant business relations that may affect the ability to perform independently (such as purchase/sell of raw material/product/ loan providing/ or borrowing)
(No)

Candidate and Background of the nominated director

Name Mr. Suppakij Paramapooti
Address 248/113 Charansanitwong Rd. Ban Chang Lo
Bangkoknoi, Bangkok 10700
Nationality Thai
Religion Buddhist
Age 53 yrs.



Company Shareholding (as of 14 March 2023)

0 shares for 0 percent

Type of Director : Director

Educational Qualifications

- Bachelor's Degree – Civil Engineering, Chulalongkorn University
- Master's Degree – Business Administration (General Management)
University of Central Arkansas, Arkansas, USA

Work Experience

- Director, Dcon Products Plc.
- Director, Orada Co., Ltd.
- Director, Wisarawan Co., Ltd.

Training Concerned with Director Roles and Duties

- Director Accreditation Program (DAP Class 80/2009): Stock Exchanges with Support Associations,
Thai Institute of Directors (IOD)

Number of Years as Director: 0 Year

Meeting Attendance History

- None

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 Orrada Co., Ltd
- Director Wisarawan Co., Ltd

Position in other companies that related to the Company that may cause conflict of interest to/ compete with the Company

- (No)

Having the following interest with the Company / parent company /subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

- Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person
(Yes)
- Being a professional service provider (i.e. Auditor or Legal Consultant)
(No)
- Having the significant business relations that may affect the ability to perform independently (such as purchase/sell of raw material/product/ loan providing/ or borrowing)
(No)

Candidate and Background of the nominated director

Name Mrs. Rattha Kerdsiri
Address 99/282 Soi Ladprao 41, Ladprao Road,
Chankasem, Chatuchak, Bangkok 10900
Nationality Thai
Religion Buddhist
Age 36 yrs.



Company Shareholding (as of 14 March 2023)

0 shares for 0 percent

Type of Director: Director

Educational Qualifications

- Bachelor's Degree – Arts, Silpakorn University

Work Experience

- Director, Orada Co., Ltd.
- Director, Wisarawan Co., Ltd.

Training Concerned with Director Roles and Duties

- None

Number of Years as Director: 0 Year

Meeting Attendance History

- None

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 Orrada Co., Ltd
- Director Wisarawan Co., Ltd

Position in other companies that related to the Company that may cause conflict of interest to compete with the Company

- (No)

Having the following interest with the Company / parent company /subsidiaries / affiliates or any legal entities that have conflicts, at present or in the past 2 years

- Being an executive that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee, or a controlling person
(Yes)
- Being a professional service provider (i.e. Auditor or Legal Consultant)
(No)
- Having the significant business relations that may affect the ability to perform independently (such as purchase/sell of raw material/product/ loan providing/ or borrowing)
(No)

Recruitment and Selection Principles the director

Board of Directors which does not include directors who have vested interests. The nomination method has been used to select directors on an individual basis carefully based on the following qualifications: A person with knowledge, ability, sacrifice, time and intelligence. help the company ready for duty according to the principles of good 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 2023 by the shareholders can be made on November 15, 2022 until February 1, 2023, 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.

The definition of independent director of the Company is more strict than that Notification of Capital Market Supervisory Board particularly in term of shareholding proportion; that is to say, an independent director shall not possess shares in excess of 0.5 percent of the total number of voting shares of the company or the company's parent company, subsidiary, associated company, major shareholder, or any person having controlling power over the company, whilst the number of shares held by any related person of such an independent director must also be counted. Whereas the Notification of the Capital Market Supervisory Board stipulates that an independent director shall hold shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.

Independent Director Candidate List of Names and Background

Name Mr. Wanchai Tantikul
Address 53/35 Soi Taweewattana-Kanchanaphisek 4/3
 Thawi Watthana, Thawi Watthana, Bangkok 10170
Nationality Thai
Religion Buddhist
Age 73 yrs.



Company Shareholding (as of 14 March 2023)

2,628,972 shares for 0.048 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: 19 yrs. 1 Month (9 March 2004 – Present)

Meeting Attendance History

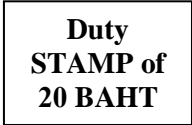
Meeting	2018	2019	2020	2021	2022
1. Company Board of Directors' Meeting	5/5	4/4	5/5	4/4	4/4
2. Audit Committee Meeting	4/4	4/4	5/5	4/4	4/4
3. Annual General Meeting	1/1	1/1	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	-	-	-

The stakeholders in the proposed agenda of the meeting

- No conflict of interest in agendas 1-7 and 9-15.
 - Being vested interests in Agenda 8: To consider and approve the remuneration of directors for the year 2023 and to consider and approve the remuneration for directors for the year 2022 performance.

Vested special interest in agenda of the 2023 General Meeting of Shareholders

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

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

(3)Name.....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 2023 Annual General Meeting of Shareholders on 25 April 2023 at 2.00 p.m. in company's meeting room of Elephant Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd., Chatujak, 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.....

(4) Mr. Wanchai Tantikul Age 73 Yrs. Address 53/35 Soi Thawi Watthana-
Kanchanaphisek 4/3, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok **10170**
**Independent director who has no special interest in the agenda proposed in the 2023 Annual
General Meeting of Shareholders** (details appear in Attachment 5).

As the sole holder of my proxy rights, the aforementioned will attend meetings and cast
votes on my behalf in 2023 Annual General Meeting of Shareholders on April 25, 2022 at 2.00 p.m. in
company's meeting room of Elephant Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd.,
Chatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

(5) 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: Consider the approval for the minutes to 2022 AGM

- (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 2022

- Report to acknowledge.

Agenda No. ...4... RE: To consider and approve the financial statements for the year 2022 and 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 dividend payment from the operating results of the year 2023

- (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: To consider the approval the appointment the directors of the Company in place of the directors who would be retired by Rotation

- (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:

1. Dr.Tanai Charinsarn

- Against votes Against votes Abstain votes

2. Mr.Suppakij Paramapooti

- Against votes Against votes Abstain votes

3. Mrs.Rattha Kersiri

- Against votes Against votes Abstain votes

Agenda No....7... RE: To consider the approval of the appointment the auditors and audit's fee for the Year 2023

- (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: To consider and approve the payment of directors' remuneration for

the year 2023 and to consider and approve the criteria for the remuneration and remuneration of directors for the year 2022

8.1 To consider and approve the payment of directors' remuneration for the year 2023

- (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

8.2 To consider and approve the criteria for the remuneration and remuneration of directors for the year 2022

- (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: To consider and approve the reduction of the Company's registered capital and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

- (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...10... RE: To consider and approve by purchasing the ordinary shares of Prinsiri Public Company Limited (“PRIN”), which is a transaction with connected persons.

- (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...11... RE: To consider and approve the issuance and offering of newly issued convertible debentures of the Company to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) with the total amount does not exceed 400,000,000.00 baht

- (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...12... RE: To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 3 (“DCON-W3”) in the amount not exceeding 800,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds condition in proportion to their shareholding (Rights Offering: RO)

- (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...13... RE: To consider and approve the increase of the Company's registered capital and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the Company's registered capital increase

- (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...14... RE: To consider and approve the allocation of shares

- (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...15... 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

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

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

(7) 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.

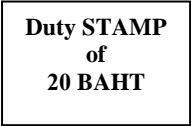
Let any actions taken by my proxy in the meeting be considered as actions committed by me.

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).



Proxy (For Custodian) Form C
(Specifying items for granting proxy with clear descriptions)

Drafted at.....
Date..... Month..... Year.....

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

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

(2) 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.....

(4) Mr. Wanchai Tantikul , Independent director (as per details in Addendum 5)

As the sole holder of my proxy rights, the aforementioned will attend meetings and cast
votes on my behalf in 2023 Annual General Meeting of Shareholders on 25 April 2023 at 2.00 p.m. in
company's meeting room of Elephant Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd.,
Chatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

(3) In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

Equal to all of the number of shares held by me/us and have the right to vote in accordance

Proxy a part of

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

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

Totalling.....votes

(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: Consider the approval for the minutes to 2022 AGM

- (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 2022
- Report to acknowledge.

Agenda No. ...4... RE: To consider and approve the financial statements for the year 2022 and 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 dividend payment from the operating results of the year 2023

- (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: To consider the approval the appointment the directors of the Company in place of the directors who would be retired by Rotation

- (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:
 1. Dr.Tanai Charinsarn
 - Against votes Against votes Abstain votes
 2. Mr.Suppakij Paramapooti
 - Against votes Against votes Abstain votes
 3. Mrs.Rattha Kersiri
 - Against votes Against votes Abstain votes

Agenda No....7... RE: To consider the approval of the appointment the auditors and audit's fee for the Year 2023

- (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: To consider and approve the payment of directors' remuneration for the year 2023 and to consider and approve the criteria for the remuneration and remuneration of directors for the year 2022

8.1 To consider and approve the payment of directors' remuneration for the year 2023

- (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

8.2 To consider and approve the criteria for the remuneration and remuneration of directors for the year 2022

- (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: To consider and approve the reduction of the Company's registered capital and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

- (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...**10**... RE: To consider and approve by purchasing the ordinary shares of Prinsiri Public Company Limited (“PRIN”), which is a transaction with connected persons.

- (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...**11**... RE: To consider and approve the issuance and offering of newly issued convertible debentures of the Company to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) with the total amount does not exceed 400,000,000.00 baht

- (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...**12**... RE: To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 3 (“DCON-W3”) in the amount not exceeding 800,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds condition in proportion to their shareholding (Rights Offering: RO)

- (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...**13**... RE: To consider and approve the increase of the Company's registered capital and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the Company's registered capital increase

- (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...**14**... RE: To consider and approve the allocation of shares

- (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...**15**... 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.

.....

.....

.....

.....

.....

(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. This Proxy Form C is designed for shareholders who recorded as foreign shareholders and have appointed a Custodian to act as their Depository and Trustee in Thailand.
2. 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.
3. 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).
4. 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.
5. On the agenda for the directors' election, votes for directors can be cast for the entire set of directors or only certain directors.
6. 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 2023 Annual General Shareholders' Meeting on 25 April 2023 at 2.00 p.m. in company's meeting room of Elephant Building B, 18th Floor, Ratchayothin Intersection, Paholyothin Rd., Chatujak, Bangkok, 10900 or any rescheduling thereof to another date, time and venue.

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
 For votes Against votes Abstain votes

Agenda No. RE.....
○ For votes ○ Against votes ○ Abstain votes

Agenda No. RE.....
○ For votes ○ Against votes ○ Abstain votes

Agenda No. RE.....
○ For votes ○ Against votes ○ Abstain votes

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 can register and submit documents, or evidence for document verification before the meeting time. This will be in accordance with the guidelines of the relevant regulatory bodies. Based on laws and regulations of the company (Not a specific set of criteria) and does not obstruct or create undue burden on shareholders from 1:00 p.m. on April 25, 2023.

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

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

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

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

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

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

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

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

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

(f) Controlling or discontinuing the Company.

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

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

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

(3) Consideration of profit allocation and dividend payments.

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

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

(6) Other activities.

DCON Products Public Co., Ltd.

Venue: Company's meeting room, Elephant Buliding, Tower B,
18th fl, Phaholyotin Rd., Chatujak, Bangkok 10900

Tel. (+66) 2 937 3312

Fax. (+66) 2 937 3328

www.dconproduct.com

Itinerary: BTS Phaholyotin 24 station
Exit 4

