

Invitation to the 2024 Annual General Meeting



DCON Products Public Co., Ltd.

April 23, 2024 at 14.00 hours

At company's meeting room, Elephant Building, 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 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 2024 to prevent the spread 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 2024 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 asks all attendees to present ATK test results (tested no more than 24 hours in advance) at the registration point and ATK test service will be provided. 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 23, 2024 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 2024 within April 20, 2024 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.

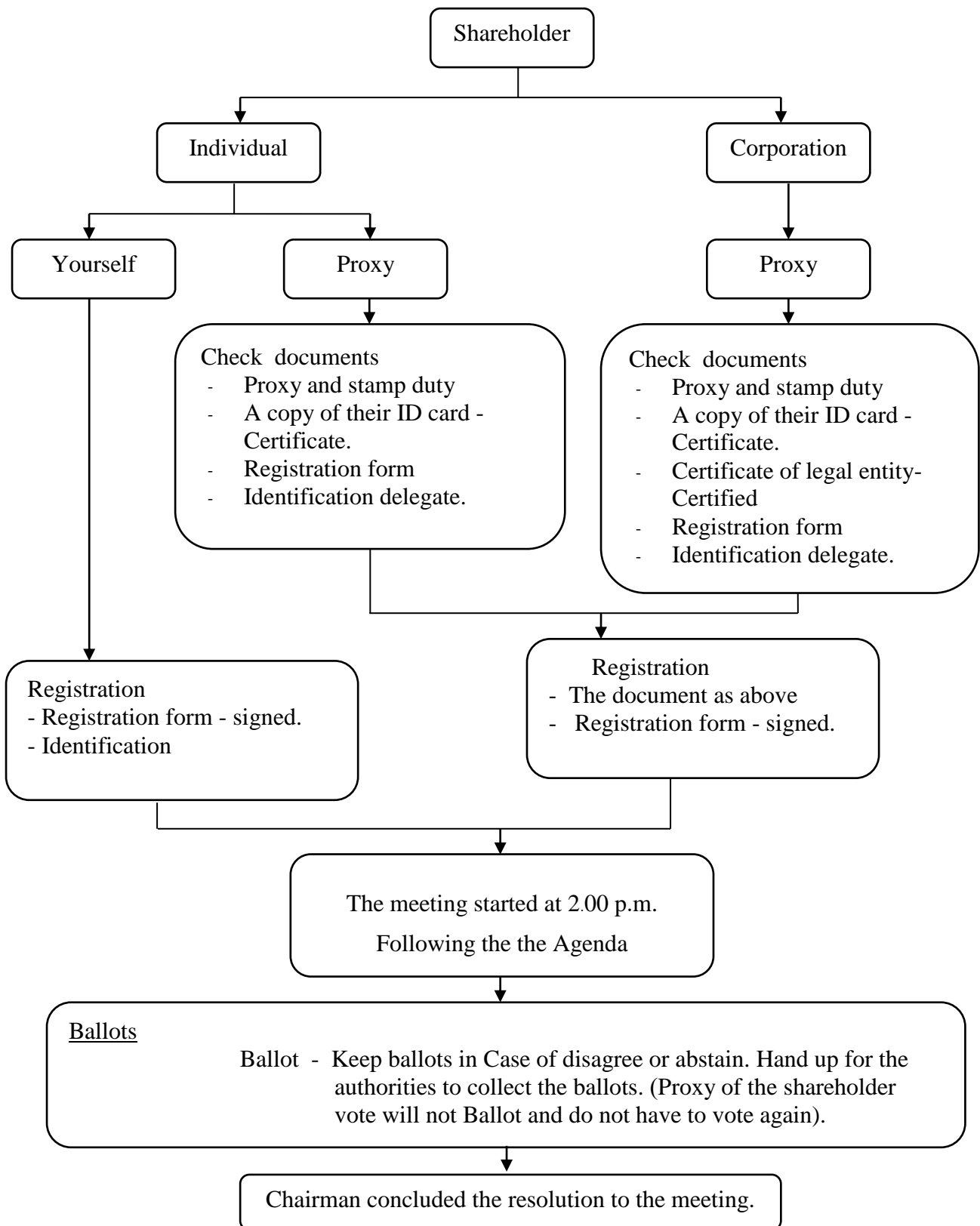
Please kindly be informed and thank you for your cooperation on this matter.

Sincerely yours,



(Mr.Nirut Intarathachang)
Managing Director

The participants of the 2024 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 2024 AGM**

14 March 2024

Subject: Invitation to the 2024 Annual General Meeting
To: Shareholders of DCON Products Public Co., Ltd.

Attached documents:

1. Copy of the minutes to the 2023 Annual General Meeting of Shareholders
2. Form 56-1 One Report Year 2023 and Financial Statement for year ended 31 December 2023 (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

According to the resolution of the company's Board of Directors' Meeting on 19 February 2024, the 2024 Annual General Shareholders Meeting is to be held on 23 April 2024 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 2023 AGM

Facts and Reasons:

The company held the 2023 AGM of Shareholders was on 25 April 2023; 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 2023 AGM of Shareholders consider and approve the abovementioned minutes.

Agenda 3: To Acknowledge the operating result of the company of 2023

Facts and Reasons:

The Company has summarized the operating results for 2023 along with the significant changes that occurred during the year in Form 56-1 One Report Year 2023, as shown in Addendum 2 (QR Code) In the topic of Annual Report 2023 (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 2023 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, 2023

Facts and Reasons:

The Financial Statements for the year ended December 31, 2023 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 2023 (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, 2023 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 2023

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 2023, the Company and its subsidiaries recorded a net profit of Baht 214,672,219.86 or an EPS of Baht 0.0399 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 2023 from the profit for the year 2023 to the shareholders at the rate of 0.02 Baht per

share. The total dividend payment is 107,726,807.92 Baht or equal to 50% of the total net profit.

If the meeting resolved to approve the above dividend payment, the Company would pay the dividend on May 20, 2024 according to the list of shareholders entitled to receive the dividend on March 15, 2024 (Record Date)

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

Details of the distribution of Dividends	Y 2023 (Proposed)	Y 2022	Y 2021	Y 2020	Y 2019
Earnings per share (Baht)	0.039	0.025	0.02	0.02	0.02
Dividend per share (Baht)	0.020	0.012	0.011	0.008	0.015
Dividend to net profit ratio* (%)	50	47.74	50.75	46.62	61.39
Par (Baht)	0.10	0.10	0.10	0.10	0.10

Year	Cash	Stock dividend	Earnings day
2023	0.020 Baht per Share	-	01/01/2023 - 31/12/2023
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

- Remark:** 1. Dividend Payment for the year of 2023 depends on the 2024 Shareholder's Meeting (AGM) approval on April 23, 2024.
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. General Pisarn Wattanawongkeeree Independent Director
2. Mr.Wanchai Tantikul Director
3. Mr.Nirut Intarathachang 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.

By the reason, necessary to nominate the independent directors, Mr.Wanchai Tantikul who have been in office for more than 9 consecutive years. The Nomination and Remuneration Committee has considered the past performance as an independent director. The two independent directors have knowledge, abilities and experiences. There are no conflicts of interest and significant interests with the Company in any way. can express their opinions freely and in accordance with the rules related to all the time which is beneficial to all stakeholders.

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. General Pisarn Wattanawongkeeree

Directors retiring by rotation Hold the position of the Company's director for another term (Number of years holding directorship: 4 years 11 months. The term of office until the end of this term is 3 years total 7 years 11 months)

2. Mr.Wanchai Tantikul

Directors retiring by rotation Hold the position of the Company's director for another term (Number of years holding directorship: 20 years 1 months. The term of office until the end of this term is 3 years total 23 years 1 months)

3. Mr.Nirut Intarathachang

Directors retiring by rotation Hold the position of the Company's director for another term (Number of years holding directorship: 16 years 11 months. The term of office until the end of this term is 3 years total 19 years 11 months)

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, 2023 to February 1, 2024 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 2024

Facts and Reasons:

The Meeting should consider and appoint an auditor and fix the auditing fee for the year 2024 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 2024 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 2024 in an amount equaling Baht 2,845,000.00.

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 2024 in an amount 2,845,000.00 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 7 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 2024 and is the auditor for the Company and its subsidiaries under the same audit firm. The remuneration is 2,845,000 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 2024 (Proposed Year)	Y 2023	Y 2022	Y 2021	Y 2020
Audit fee for DCON	1,685,000	1,610,000	1,610,000	1,610,000	1,610,000
Company audit fee and subsidiaries	2,845,000	2,750,000	2,585,000	2,535,000	2,460,000
Other service fees	None	None	None	None	None

Agenda 8: To consider and approve the payment of directors 'remuneration for the performance of the year 2023.

Facts and Reasons:

According to the 2023 Annual General Meeting of Shareholders on April 25, 2023, it was resolved to approve the bonus as follows:

Directors 'remuneration

It was resolved to pay at the rate of 1 percent of total net profits. and set a maximum payment ceiling of not more than 3,000,000 baht (three million baht only) by allowing the committee to consider allocating the gratuity among themselves according to their responsibilities.

Board of Directors’ Opinion:

In 2023, the company had a total net profit of 214,672,220 baht. It was deemed appropriate to propose to the meeting to consider approving the payment of directors' bonuses at the rate of 1 percent of total net profits. It is a total amount of 2,146,722 baht, allocated among the committees. According to the criteria approved by the 2023 Annual General Meeting of Shareholders on April 25, 2023.

Agenda 9: To approve the criteria for the directors' remuneration for the operating results of 2024.

Facts and Reasons:

According to the 2023 Annual General Meeting of Shareholders on April 25, 2023, it was resolved to approve the criteria for remuneration of directors. and the Audit Committee as follows:

1. Meeting allowance

1.1 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
1.2 Audit Committee	Meeting allowance	Unit
Chairman of the Audit Committee	10,000	Baht/time
Directors	7,500	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 2024	Y 2023	Y 2022	Y 2021	Y 2020
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 -

Board of Directors' Opinion:

From the recommendations of the Compensation Committee, which considered the appropriateness of the compensation for the Board of Directors, and the Audit Committee for the year 2024 by comparing various reference information, the Board of Directors It is deemed appropriate to present it to the 2024 Annual General Meeting of Shareholders to consider and approve the criteria for compensation for the Board of Directors and the Audit Committee for 2024, remaining the same as for 2023.

Agenda 10: Others (if any)

10.1 Other (if any)

10.2 Any questions or suggestions

The company scheduled a date for the listing of shareholders who are eligible to attend 2024 Annual General Meeting of Shareholders on 14 March 2024. (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 2023 Shareholder Annual Ordinary General Meeting
of
DCON Products Public Company Limited**

The Meeting was held on 25 April 2023 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 7 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. Nirut	Intarathachang	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.	Dr. Tanai	Charinsarn	Director
7.	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 2023 was held with 39 shareholders themselves attending the meeting or in the total of 3,369,037,025 shares and with 7 shareholders nominating their proxies or in the total of 441,326,166 shares, or a total of 46 persons or 3,810,363,191 shares or in a proportion of 70.74% 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.

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. And the company invited Mr. Pornbhuda Rijiravanich, an independent financial advisor from Advisory Alliance and Partners Co., Ltd., to respond to enquiries about the connected transaction agenda.

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 15 agenda items of the Meeting. The matters to be considered in Agenda 1 0 - 1 4 are considered as related agendas. Therefore, if any agenda is not approved by the shareholders' meeting, It will be considered that other agendas previously approved by the shareholders' meeting shall be cancelled. and will not consider other agendas related to It is considered that the consideration of approval in various matters as shown in Agenda 1 0-1 4, it was not approved by the shareholders' meeting. And as the company has publicized through the website of the Stock Exchange of Thailand and the website of the company for

shareholders to propose agenda. and nominate qualified persons to be considered for election as company directors according to the criteria set by the company from November 15, 2022 to February 1, 2023, it appears that no shareholders proposed additional agenda items. And there was no person to nominate a person for consideration and selection as a replacement for a director who retired by rotation.

Agenda 2 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders

Miss Rattha Kerdsiri Secretary of the Company, stated that the Company prepared the Minutes of the 2022 Annual General Meeting held on 27 April 2022 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 2022 Annual General Meeting. Therefore, it was deemed appropriate for the shareholders to certify the minutes of the said meeting.

Resolution The Meeting adopted the Minutes of the 2022 Annual General Meeting with the following votes:

Voted for	3,810,363,191	shares, representing	100.0000 per cent
Voted against	0	share, representing	0.0000 per cent
Abstained	0	share, representing	0.0000 per cent
Voided ballot	0	share, representing	0.0000 per cent

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

Mr. Nirut Intarathachang, Chairman of the Executive Committee Said that he would like to summarize two important issues: operating results in 2022 and business plans in 2023. As for operating results in 2022, this is a year in which the company encountered economic problems. Because it was during the Russian-Ukrainian war. There is inflation. Fuel prices increase The value of the baht depreciated Including commercial banks increasing interest rates. causing the prices of raw materials to be adjusted up for every item However, the company has overcome the problems and obstacles satisfactorily. It can be seen from sales in 2022 that the company was able to achieve sales of up to 1,100 million baht, similar to 2019, which was the year before the COVID-19 pandemic crisis. In 2022, the company had total sales of 1,166. Million baht, an increase from 2021 equal to 21% if separated by business category. The company is divided into 3 businesses: construction materials group Real estate group and Precast group. The construction

materials group had total sales of 996 million baht, an increase of 18% from 2021. The real estate group had sales of 58 million baht, a decrease of 16% from 2021, and the Precast group or contractor group had sales of 111 million baht, an increase from 2021 equal to 104%. Sales of the construction materials group This is the group that creates the main sales for the company, with sales increasing in every region of the country. Sales in Bangkok and surrounding areas were 634 million baht, an increase of 19%, in the southern region an increase of 14%, in the eastern region an increase of 10%, the northeastern region an increase of 23%, and the northern region an increase of 20%. Gross profit margin in the year 2022 decreased by 2.43% from 2021 due to the fact that the price of raw materials has increased.

By gross profit margin The decrease came from the construction materials business group. Decreased from the original 33% in 2021 to 30.6%, which is a decrease of 2.4%. For the real estate business, it increased from 38.2% to 39.8% and the Precast business increased from the original negative 0.17%, increasing to 3.7% for the price of cement raw materials. Increased further in 2021, the price per tonne is 1,654 baht, an increase of 16% in 2022. The price of diesel fuel increased from 24.50 baht per liter to 30.60 baht per liter, an increase equal to 23%. PCY wire increased from 30.70 baht per kilogram to 34.50 baht per kilogram This is the reason that the gross profit margin of the construction materials business has decreased.

In summary, in 2022 the company had a total profit of 135.39 million baht, an increase of 21% from 2021. In 2021, the construction business group had a profit of 122 million baht. In 2022, there was a profit of 110 million baht, which is a decrease in profit. Although sales increased, gross profit margin decreased. Real estate business group The loss decreased from the original loss of 19 million baht to 14 million baht. The Precast business group's loss decreased from 13 million baht to 6 million baht. For the recognition of profit sharing from Prinsiri Public Company Limited, there was Recognize an increase in profit share from the original in 2021. Recognize profit share of 22 million baht. In 2022, realize profit share of 45 million baht.

For the financial position as of December 31, 2022, the company has a stable financial position. It has total assets of 3,120 million baht, liabilities of 536 million baht, and shareholders' equity of 2,586 million baht. D/E Ratio is equal to 4.21 times.

Business plan for 2023 Business in the real estate group operated by Orrada Company Limited, a subsidiary of the company. Decon Products Public Company Limited in 2022 Orrada Company Limited has only 2 projects that can generate income. It is the Orrada Factory Project. and condo projects Decon Prime-Rattanathibet Located at Sai Ma Station, Purple Line, close to the Ministry of Commerce. Nonthaburi Government Center And can take the skytrain to Central Westgate. or can travel to the city It plans in 2023 to increase sales to at least 15 units. and will try to rent out 300 rooms. In 2022, a total of 211 rooms have already been rented out.

For the year 2023 in May The Deco-Bangna project will be opened as a horizontal project. Located in Bang Bo District, Samut Prakan Province, close to Bang Phli Industrial Estate. ABAC University and Mega Bangna Department Store There will be 292 units of townhomes and semi-detached houses, with a total project value of 980 million baht and in August. The Grand Deco-Salaya project will be opened. which is a horizontal project Located near Mahidol University. There are both single houses and twin houses. Project value 860 million baht. In 2024, the company plans to open the Grand Cadeco-Nakhon Pathom project.

Estimates for 2023 in the construction business group are expected to have an increase in sales of 7%, in the real estate group it is expected that sales will increase by 43.6%, and in the Precast group, sales are expected to increase by 33%. Overall, it is expected that There will be total sales in 2023 of 1,528 million baht. The gross profit margin is expected to increase. At present, the price of raw materials has begun to decrease. In 2023, the company plans to invest in Prinsiri Public Company Limited, increasing to 24.9% using an investment of approximately 385 million baht. Estimated returns in 2023 from Prinsiri Company. equal to 13%

The company estimates operating results in 2023 from the plan presented above, as of December 31, 2023, the company will have assets of approximately 3,900 million baht, total liabilities of approximately 1,200 million baht, and shareholder equity of 2,700 million baht, considered financial status. Items are in stable condition.

The Chairman said that the planned operating results for next year were Still quite confident Meanwhile, many companies in Thailand and around the world have closed. But concrete industry products are still There are good operating results. Especially of Deacon Company, which is the country's top concrete material production company. These works were written by the Chairman in the Chairman's message. that these results have come about as a result of the determination of the management and employees of D-Con, all of whom together with our subsidiaries have resulted in good results spread throughout the country. I would like to say thank you to Mr. Wittawat Pornkul as Managing Director and Chairman of the Executive Committee. came all the way until last year And thank you to Mr. Chana Towan, the director, who has always been involved with the management. The Chairman confirms that in the following year The executive committee will be committed to making operating results in the following year. As planned, it is quite safe and can be done as planned.

The Chairman said that this agenda was an agenda for information and therefore there would be no voting on this agenda. and provided opportunities for shareholders to ask questions or express opinions

It appears that there were no additional questions from shareholders. or express opinions about this agenda, the Chairman then requested to pass it to the next agenda.

Agenda 4 To consider the approval of the Financial Statement and the Auditor's Report for the year end as of December 31, 2022

Mr. Nirut Intarathachang, Deputy Managing Director of Accounting and Finance Said that the company's financial statements Dcon Products Public Company Limited and its subsidiaries For the fiscal year 2022 ending on December 31, 2022, presented to shareholders for approval according to the details appearing in Form 56-1 One Report for the year 2022 as attached to Attachment 2, Financial Statements and Notes to Financial Statements category. Has passed the audit of a certified public accountant. The auditor issued an unconditional audit report and made no observations. He expressed his opinion on the said financial statements that they had been prepared correctly and appropriately in all material respects. According to financial reporting standards

For the year 2022, the company and its subsidiaries There was a total of 1,166.97 million baht in sales and service income, with a total net profit of 135.39 million baht as of December 31, 2022. The company and its subsidiaries had total assets of 3,120.07 million baht, total liabilities of 536.10 million baht, and total shareholders' equity of 2,583.97 million baht.

The Company's Board of Directors agreed to present the financial statements for the year 2022 ending on December 31, 2022, which the Company's auditors had examined and approved by the Audit Committee and then submitted to the shareholders' meeting for consideration and approval.

The Chairman asked if there were any shareholders who wanted to inquire. Or would you like to express your opinion? and asked if there were any shareholders who disagreed. Or abstain from voting on this agenda? If not, it will be considered that this meeting approves the financial statements for the year ending December 31, 2022, together with the auditor's report as presented.

Resolution The shareholder meeting approved the financial statements for the year ending December 31, 2022, together with the auditor's report. With the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

Note: There was an additional shareholder attending the meeting, representing 65,784 shares.

Agenda 5 To consider the approval of the dividend payment for the year of 2022

Ms. Rattha Kerdsiri, Company Secretary Said that the company has a policy to pay dividends at a rate of not less than 25 percent of the net profit of the consolidated financial statements. Taking into account economic factors financial status and future investment plans as well for operating results in 2022, the company and its subsidiaries had a total net profit of 135.39 million baht, equivalent to earnings per share of 2.51 satang per share. Board of Directors Therefore, I would like to propose to the shareholder meeting to consider paying dividends in cash. For operating results in 2022 at the rate of 0.012 baht per share, representing the total amount to be paid. 64,636,084.75 baht, accounting for 47.74 percent of total net profit

However, if the shareholder meeting resolves to approve the payment of dividends as mentioned above. The Company has scheduled dividend payment on May 19, 2023 according to the list of shareholders who are

entitled to receive dividends on March 14, 2023 (Record Date) and compiled the names according to Section 225 of the Securities Act. By closing the share register to suspend the transfer of shares on March 15, 2023.

Dividend payout rate from operations each year in the past 5 years

Dividend payment details	Y 2023 (Proposed year)	Y 2022	Y 2021	Y 2020	Y 2019
Earnings per share (Baht)	0.025	0.02	0.02	0.02	0.03
Dividend per share (Baht)	0.012	0.011	0.008	0.015	0.015
Dividend payout ratio	47.74	50.75	46.62	61.39	48.76
Net profit* (%)					
Par (Baht)	0.10	0.10	0.10	0.10	0.10

The Chairman asked if there were any shareholders who would like to ask questions. The Chairman would request a resolution at the meeting.

Certify approval of dividend payment from operating results in 2022 if there are no shareholders who disagree. or abstain from voting It will be considered that this meeting approves the payment of dividends from the 2022 operating results as proposed by the Board of Directors.

Resolution The shareholder meeting approved the payment of dividends from operating results for 2022 at the rate of 0.012 baht per share with the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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

The Chairman said that because the directors whose terms had to expire this time included Dr. Thanai Charinsarn, Mr. Wittawat Phonkul and Mr. Chana Towan, and Mr. Wittawat Phonkul and Mr. Chana Towan had requested to resign from being directors. of the Company since February 15, 2023 and the Company's Board of Directors has the opinion to nominate Dr. Thanai Charinsarn, Mr. Suphakit Pramaphuti and Ms. Rattha Kerdsiri to serve as directors in place of the directors who have retired. Positions are based on term. Therefore, in order to ensure transparency in considering and voting on the appointment of directors in this agenda. Therefore, we would like to invite all 3 people who were nominated. Temporarily leave the meeting room until voting and vote counting are completed.

Mr. Nirut Intarathachang, Chairman of the Executive Board Said that this year there are 3 directors whose terms have expired.

- | | | |
|----------------|------------|--------------------------------|
| 1. Dr.Tanai | Charinsarn | Director |
| 2. Mr.Chana | Towan | Director |
| 3. Mr.wittawat | Pornkul | Managing Director and Director |

Board of Directors This does not include directors who have conflicts of interest. were discussed extensively Including considering each individual's qualifications carefully, carefully, and having passed the screening of the Nomination and Remuneration Committee. Therefore, it was resolved to propose to the shareholders' meeting to elect directors to replace those who must retire by rotation as follows:

- | | | |
|----------------|-------------|--|
| 1. Dr.Tanai | Charinsarn | Directors who must retire by rotation return to their positions.
Another term |
| 2. Mr.Suppakij | Paramapooti | Took the position of director in place of Mr. Chana Towan, a director who had to retire by rotation. and resigned on
February 15, 2023 |
| 3. Miss Rattha | Kerdsiri | Took the position of director in place of Mr. Wittawat Pornkul, a director who had to retire by rotation. and resigned on
February 15, 2023 |

The Board of Directors considers that all 3 persons are qualified, knowledgeable, and capable, having passed the consideration process according to the process set by the Company. and have qualifications in accordance with relevant regulations and suitable for the Company's business operations.

Details of the 3 persons nominated as directors are in attachment number 3. The Company has provided opportunities for shareholders to participate by nominating persons with knowledge, ability, and appropriate qualifications. According to the company's criteria Set and published on the company's website. To be considered for the position of company director in advance. Before the 2023 Annual General Meeting of Shareholders was held, with shareholders able to propose from November 15, 2022 until February 1, 2023, it appeared that no shareholder proposed a list of persons with Qualifications for holding the position of director to the company.

Mr. Nirut Intarathachang said that voting in this agenda is voting to elect individual directors. By using the ballots distributed to shareholders during registration. To save time, all ballots will be collected at the same time. However, when the chairman asked for a resolution from the meeting Officials will collect ballots that voted against or abstained first. After that, officials will collect the approval ballots next.

The Chairman asked the officials to collect the dissenting ballots or abstain from voting first

Resolution The shareholder meeting selected all 3 people to serve as directors. With the votes as follows:

1. Dr. Thanai Charinsarn, director who must retire by rotation Returned to serve as a director for another term. With the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

2. Mr. Suppakij Paramapooti took over the position of director in place of Mr. Chana Towan, a director who had to retire by rotation. and resigned on February 15, 2023 with the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

3. Miss Rattha Kerdsiri took over the position of director in place of Mr. Wittawat pornkul, a director who had to retire by rotation. and resigned on February 15, 2023 with the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

Agenda 7 To consider the approval of the appointment the auditors and audit's fee for the Year 2022

Ms. Rattha Kerdsiri, Company Secretary Said that the audit committee had considered the reliability. Lack of relationship and interest in the company or related persons and the auditor's ability to provide services Agreed that it should be proposed to the Board of Directors Consider presenting at the shareholder meeting Consider appointing

1. Miss Somjintana Polhirunrat Certified Public Accountant, registration number 5599 or
2. Mr.Jompot Pairattanakorn Certified Public Accountant, registration number 7645 or
3. Mr.Nopphareak Pitsanuwong Certified Public Accountant, registration number 7764 or
4. Miss Supaporn Mungjit Certified Public Accountant, registration number 8125

From the auditing company DIA International Company Limited as the auditor of the company and its subsidiaries in 2023, with a fee for reviewing quarterly financial statements and an audit fee for the year 2023, totaling 1,610,000 baht, which is the same as in 2022.

The Board of Directors has considered the reasons and audit fees. As presented by the Audit Committee It is considered that the review fee and financial statement audit fee in the amount of 1,610,000 baht is an appropriate rate. Therefore, it is considered appropriate to propose to the shareholder meeting to consider appointing an auditor and approving the audit fee as presented by the Audit Committee.

The Chairman said that the Board of Directors had verified that the auditors had performed their duties well. Therefore, it is presented to shareholders to consider and approve the appointment of auditors and approve the auditor's remuneration for the fiscal year 2023.

The Chairman said that the Audit Committee has agreed to present to the shareholder meeting to approve the appointment of auditors with compensation. and asked if there were any shareholders who wanted to inquire Or offer an opinion?

Mr. Surachet Winiyakul, representative of the Thai Investors Association asked if he had downloaded meeting documents from the company's website. It was found that the auditor's remuneration rate was 1,620,000 baht, but at the meeting the request for approval was 1,610,000 baht. It is not known which figure is correct.

Mr. Nirut Inthachang confirmed that the auditor's compensation figure of 1,610,000 baht is the correct number.

The Chairman asked if there were any shareholders who wanted to inquire. Or offer opinions or not? The Chairman will ask for a resolution at the meeting to appoint the company's auditor and approve the auditor's remuneration for the fiscal year 2023 if there are no shareholders who disagree. or abstain from voting It will be considered that this meeting approves what the Board of Directors proposes.

Resolution The meeting of shareholders resolved to appoint the auditing company DIA International Company Limited by

- | | |
|--------------------------------|--|
| 1. Miss Somjintana Polhirunrat | Certified Public Accountant, registration number 5599 or |
| 2. Mr.Jompot Pairattanakorn | Certified Public Accountant, registration number 7645 or |
| 3. Mr.Nopphareak Pitsanuwong | Certified Public Accountant, registration number 7764 or |
| 4. Miss Supaporn Mungjit | Certified Public Accountant, registration number 8125 |

as the company's auditor in 2023, with a fee for reviewing quarterly financial statements and an audit fee for the year 2023, totaling 1,610,000 baht. With the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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.

Ms. Rattha Kerdsiri, Company Secretary Said that from the recommendations of the Compensation Committee, which considered the appropriateness of the compensation for the Board of Directors. By comparing various reference information, the Board of Directors deemed it appropriate to present it to the general meeting of shareholders. Consider and approve directors' bonuses and meeting allowances for 2023, maintaining the same criteria as for 2022 as follows.

8.1.1 Meeting allowance

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

Board of Directors	Meeting allowance	Unit
Chairman	25,000	Baht/time
External committee	15,000	Baht/person/time
Executive Director	10,000	Baht/person/time

Other benefits : None

8.1.2 Directors' remuneration

Specified to pay at the rate of 1 percent of total net profits. and set a maximum payment ceiling of not more than 3,000,000 baht (three million baht only) by having the committee consider allocating the gratuity amongst themselves according to their responsibilities.

The Chairman asked if there were any shareholders who wanted to inquire. If there are no shareholders who disagree or abstain from voting It will be considered that this meeting approves what the Board of Directors proposes.

Resolution The shareholder meeting approved the criteria for remuneration of directors for 2022 with the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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

Ms. Rattha Kerdsiri, Company Secretary Said that for the year 2022, in which the company had a total net profit of 135.39 million baht, the Board of Directors agreed that it should be presented to the shareholder meeting to consider approving the payment of directors' bonuses at the rate of 1 percent of net profits, totaling 1,353,899 baht, by considering Allocated among the committees according to the responsibilities of each director according to the criteria approved at the 2022 Annual General Meeting of Shareholders on April 27, 2022.

The Chairman asked if there were any shareholders who wanted to inquire about Agenda 8.1 and Agenda 8.2. If there were no shareholders who disagreed, or abstain from voting It will be considered that this meeting approves what the Board of Directors proposes.

Resolution The shareholder meeting approved the payment of directors' bonuses for operating results in 2022 with the following votes:

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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

Ms. Rattha Kerdsiri, Company Secretary Said that as a result of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2017 on September 28, 2017, it was approved for the company to increase its registered capital by 14,244,600 baht by issuing 142,446,000 common shares with a par value of 0.10 baht per share to

support the Exercise the right to convert according to the warrant to purchase additional ordinary shares of the Company issued to the directors, and employees of the company and affiliated companies No. 2 (ESOP#2) appears to be until April 29, 2022, which is the last day to exercise rights. No employee exercised the right to convert the warrant. This is because the exercise price is higher than the share price on the stock exchange.

Therefore, I would like to present it to the shareholder meeting. To consider and approve the reduction of the company's registered capital in the amount of 14,244,600 baht from the original registered capital of 14,244,600 baht. 552,878,639.60 baht divided into number of common shares 5,528,786,396 shares, with a par value of 0.10 baht per share, is the registered capital of 538,634,039.60 baht divided into number of common shares 5,386,340,396 shares with a par value of 0.10 baht per share by eliminating 142,446,000 unsold common shares and considering approving the amendment to the company's memorandum of association, Section 4, to be in line with the reduction of the company's registered capital.

Board of Directors It has been considered that this reduction in registered capital is appropriate. and has no impact on shareholders and the company Therefore, it is considered appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve. Reduce the registered capital of the company and amend the company's memorandum of association, section 4.

“No.4	Registered capital amount	538,634,039.60	Baht
	divided into	5,386,340,396	share
	Par	0.10	บาท
	Separated into:		
	common shares	5,386,340,396	share
	Preferred shares	-	share (-)”

The Chairman inquired and gave shareholders an opportunity to ask questions and express opinions on matters related to this agenda. When no one inquired, the Chairman asked for a resolution from the meeting to see if there were any shareholders who disagreed or abstained from voting. Ask shareholders who Disagree or abstain from voting Help send ballots to officials to sum up the voting results.

Resolution The shareholder meeting approved the reduction of the company's undistributed registered capital, and amending section 4 of the memorandum of association to be consistent with the reduction of the company's registered capital.

Voted for	3,810,428,975	share	Representing	100.0000 per cent
Voted against	0	share	Representing	0.0000 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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

Ms. Rattha Kersiri, Company Secretary Said that the company intends to purchase 128,500,000 ordinary shares of Prinsiri Public Company Limited (“PRIN”), an associated company engaged in real estate development business, representing 10.53 percent of PRIN's registered capital, at a price Not more than 3.00 baht per share from

1. Mr.Chana Towan amount 66,781,200 share
2. Mr.Wttawat Pornkul amount 42,656,800 share
3. Miss Wisara Pornkul amount 19,062,000 share

After entering into the transaction, the Company will hold shares in PRIN Company, totaling 24.92 percent of the registered capital of PRIN Company.

The said transaction is considered an asset acquisition transaction according to the announcement of the Capital Market Supervisory Board No. TorChor. 20/2008 regarding criteria for making significant transactions that are considered to be the acquisition or disposal of assets, and the announcement of the Stock Exchange of Thailand's Board of Directors regarding the disclosure of information and operations of listed companies in the acquisition or disposal of assets, 2004, with the maximum transaction size equal to 31.11 percent according to the net operating profit criteria. Based on the Company's audited consolidated financial statements for the year ending December 31, 2022, and when combined with the Company's asset acquisition transactions that occurred in the past 6 months before the date the Board of Directors resolved to approve the Company. Propose to the shareholder meeting for consideration and approval of entering into this transaction. There will be a total maximum transaction size of 36.17 percent according to the net operating profit criteria. The size of the said transaction is less than 50 percent and does not qualify as a Type 1

transaction according to the announcement of the acquisition or disposal transaction. But the company wishes to comply with the announcement of the acquisition or disposal including the following duties.

1) Disclose information related to the transaction to the Stock Exchange according to list (1) attached to the announcement of the acquisition or disposal of assets. (According to Attachment 10)

2) Appoint an independent financial advisor to perform various related duties. Including giving opinions as specified in the announcement of the acquisition or disposal. The independent financial advisor's opinion report will be sent to shareholders for consideration along with the shareholder meeting invitation letter. (According to Attachment 11)

3) Request approval to enter into the transaction from the shareholders' meeting with a vote of three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote. Without counting the votes of shareholders who have interests.

In addition, the said transaction is also considered to be a connected transaction according to the announcement of the Capital Market Supervisory Board No. TorChor. 2 1 /2 0 0 8 regarding criteria for conducting connected transactions. and the announcement of the Stock Exchange of Thailand Board of Directors regarding disclosure of information and operations of listed companies in connected transactions, 2 0 0 3 , because the seller is a major shareholder of the company. Therefore, he 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 seller that occurred in the past. 6 months before the date the Board of Directors resolved to approve the Company's proposal to the shareholders' meeting to consider approving this transaction. The total transaction size will be 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 has a duty to disclose information about the company's connected transactions to the Stock Exchange. According to the announcement of connected transactions and request approval to enter into the transaction from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote. Without counting the votes of shareholders who have interests. Ready to appoint an independent financial advisor to give an opinion on the said transaction. and send such opinions to shareholders together with the meeting invitation letter at least 14 days in advance.

The Company's Board of Directors does not include Company Directors who have conflicts of interest. Has carefully considered entering into the transaction to purchase PRIN's common shares. The Board of Directors is of the opinion that entering into the transaction to purchase ordinary shares of PRIN is reasonable and will be beneficial to the Company. This is because the company will benefit from continued expansion of the downstream product business from construction materials, which is the company's main business. In addition, the company will be

able to realize a greater share of profits from its investment in PRIN according to the increase in shareholding proportion. In addition, the purchase price for entering into the transaction is appropriate and reasonable. Therefore, the Board of Directors is of the view that entering into the said transaction is appropriate and for the benefit of the Company and its shareholders. Including entering into a transaction under reasonable conditions and having an adequate source of funds. This will not have a significant impact on the company's working capital.

In this connection, the Company has appointed Advisory Alliance and Partners Company Limited as an independent financial advisor, which is a financial advisor who is on the list approved by the SEC Office to provide opinions to shareholders regarding reasonableness Fairness of prices and conditions of asset acquisition transactions and connected transactions. To present to the 2023 annual shareholder meeting to use as information for consideration according to Attachment 11, which the independent financial advisor has commented that "Entering into a transaction to buy common shares of PRIN with connected persons this time of the company is appropriate. Therefore, the independent financial advisor is of the opinion that the shareholder meeting should approve this asset acquisition transaction and related transactions." Sufficient to summarize the opinion of the independent financial advisor in the topic as follows (refer to Executive Summary, pages 7-10 of Attachment 11)

1. Consider benefits, objectives, risks, of the asset acquisition transaction and connected transactions this time The independent financial advisor is of the opinion that reasonable

2. Total trading value is 385.50 million baht in the asset acquisition transaction and connected transactions this time. The independent financial advisor is of the opinion that reasonable

3. Conditions for entering into this transaction as specified in the draft agreement to purchase and sell PRIN's common shares, including the Company must first request approval from the resolution of the shareholders' meeting. The independent financial advisor is of the opinion that reasonable

4. Using the source of funds by issuing and offering convertible bonds to existing shareholders in the amount of 400 million baht so that the company has sufficient cash flow to enter into this transaction. The independent financial advisor is of the opinion that reasonable

The Chairman asked if there were any shareholders who wanted to inquire on this agenda.

Mr. Kobkit Kittisopakun, a shareholder, said that he had just received meeting documents from the registration point. But did not receive attachments 11-14 and received a meeting invitation letter on A4 size paper folded in half by mail. who disagreed because the company had a meeting on an important agenda It is the sale of personal property to the company. By using the money from the issuance of convertible bonds, which he had previously purchased convertible bonds from a listed company The company did not meet the target money. Therefore, would like to request confirmation from the major shareholder, or the owner of this sold property whether you will purchase convertible bonds according to your rights or not.

Mr. Nirut Inthachang said that regarding meeting documents The company has delivered it by QR Code and the company has printed it in book form to distribute to shareholders at registration points. Complete with attached documents. And today we invited an independent financial advisor. Also attend the meeting

Mr. Pornput Richirawanich, independent financial advisor from Advisory Alliance and Partners Company Limited, clarified that the source of funds that will be used to pay for shares in Prinsiri Company Limited (Public), the Company has guidelines for using 2 sources of funds, the 1 st being from borrowing from financial institutions. Which has a limit of 270 million baht, divided into OD and PN limits, which the company has already prepared. Another part is raising funds from issuing convertible bonds. This will require approximately 115 million baht, meaning that this time fundraising may not be complete. The company still has sufficient funding sources. But in using the source of funds, appropriate financial costs must be considered. The cost of the OD and PN credit lines that financial institutions currently have will be higher than the money that will be received from this round of convertible bond funding. The amount of money issued by PN and OD bills will be approximately 6 - 6.35% , while the issuance of convertible bonds will have a financial cost of approximately 14%. This means that if the company receives money from raising convertible bonds of more than 115 million baht. It will be able to return the money we borrowed from financial institutions to reduce financial costs for the company. It will result in more profits for the company from reducing the interest burden by 2%. The company will consider the feasibility of the source of funds. In the event that fundraising does not meet the target. And would like to inform shareholders that the independent financial advisor has considered the debt-to-equity ratio. and the potential for additional debt of the company Currently, the company's debt-to-equity ratio is less than 1 time when compared to other real estate businesses. listed on the stock exchange There will be debt to equity that is more than 1 time on average if considering the potential to raise additional debt or find additional sources of capital for the company. The independent financial advisor views that there are still sufficient alternative sources of funds to complete this transaction.

For requesting confirmation from major shareholders Please note that this transaction is a connected transaction with the major shareholder. Therefore, the major shareholder cannot express opinions and cannot vote on this agenda.

Mr. Nirut Intarathachang, Chairman of the Executive Board Thank you to the shareholders who provided advice and concern. And the company would like to assure you that we have the potential. and the ability to manage finances for this transaction

A shareholder asked why the company had to purchase PRIN shares from the company directors. Why don't you buy from the stock exchange? Because the price is less than 3 baht

Mr. Pornput Richirawanich, independent financial advisor from Advisory Alliance and Partners Company Limited, explained that he had considered the historical stock trading volume of approximately 1.20 million

baht per day. Entering into this transaction will cost 385 million baht, which means that if we want to buy 10% of shares, it will take approximately 380 days, or almost 2 business days. Buying shares on the stock exchange is a problem. Unable to know how much it will cost to buy Because daily trading is volatile. If considering the current shareholding proportion are the original shareholders of PRIN who are the current major shareholders. Holding approximately 40% of shares, DCON Company holds approximately 15% of PRIN shares and approximately 20% of the major shareholder group, meaning that there will only be approximately 30% of free float remaining. If the company wishes to purchase additional 10% shares through an independent financial advisor. There is an opinion that the price that the company will purchase this time may be higher than the price that will enter into the transaction this time because the liquidity of stocks on the stock exchange is very low. together with entering into the transaction this time It will allow us to acquire shares at the proportion of 10% at a certain price. This creates clarity for all shareholders. They are equally disclosed. and approval has been requested according to the regulations of the Stock Exchange.

Mr. Nirut Intarathachang said that in terms of investment, the company has investment goals. How much, how, and when to invest if we invest gradually in stocks There may be uncertainty regarding our desired goals. and cannot set a price As the independent financial advisor has explained, it will take almost 2 years and we don't know what the price will be. No one can answer. and the prices that the company purchases are all averaged. If the transaction is also made this time, it will be equal to 2.29 baht, which will be cheaper than the price on the stock exchange. If compared with PRIN's Price Per Book Value, it is equal to 0.5 times, which is the estimated price before the company hired an independent financial advisor to analyze the suitability of the price. and to give an opinion on the price whether it is appropriate or not For the investment target in PRIN Company, it is approximately 24%.

Mr. Pornput Richirawanich, independent financial advisor I would like to clarify about the price that the current price of PRIN shares on the stock exchange is 3.06 baht, but in terms of value The independent financial advisor has considered the appropriate value to be approximately 2.70 - 3.20 baht/share, while if we look at PRIN's current value, it is approximately 4.22 baht/share, which is still higher than the value we will enter into. List this time

The Chairman thanked the shareholders for asking questions. so that the company can answer questions Clarifying concerns to shareholders This meeting was made public on our company website.

The Chairman asked for a resolution from the meeting. This meeting agenda is an important resolution. The Stock Exchange It is determined that for this resolution to be approved there must be an affirmative vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote. and do not use the votes of shareholders who have interests in this agenda as the basis for counting votes. Including shareholders who have direct or indirect interests will not have the right to vote in this agenda, namely Mr. Wittawat Pornkul, Mr. Chana Towan and Ms. Wisara Pornkul, a total of 3 people.

Resolution The shareholder meeting approved the purchase of PRIN's common shares, which is considered an asset acquisition transaction and a transaction. related with the following votes:

Voted for	89,301,298	share	Representing	99.0327 per cent
Voted against	872,236	share	Representing	0.9673 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

- Note:
1. This agenda does not count the votes of shareholders who have interests as the basis for counting votes and must receive votes Agreed by not less than 3 out of 4, with the shares having the right to vote in this agenda equal to 90,173,534 shares.
 2. There was an additional shareholder attending the meeting, representing 2,463 shares.

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

Ms. Rattha Kerdsiri, Company Secretary Said that the company intends to issue and offer newly issued convertible bonds of the company. and giving the right to convert into common shares of the company Total quantity not exceeding 400,000 units. Offering price 1,000 baht per 1 convertible bond unit. The total value offered for sale does not exceed 400,000,000.00 baht to the existing shareholders of the company who have the right to receive allocations in proportion to the shareholding held by each shareholder (Rights Offering) in terms of details and other important conditions of the convertible bonds. As shown in attachment 12

The purpose of the issuance and offering of such convertible bonds is to be used as funds for the purchase of ordinary shares of Prinsiri Public Company Limited in an amount not exceeding 115,650,000.00 baht and to repay short-term loans of the company in an amount not exceeding 269,850,000.00. baht and use it as working capital for managing the business's cash flow. As well as use it to support the company's operations for the remaining money.

The allocation of such convertible bonds to existing shareholders of the company who are entitled to receive allocations in proportion to their shareholding or Rights Offering will be allocated at the ratio of 13,466 original shares to 1 unit of convertible bonds. If there are scraps from the calculation, they must be discarded in all cases. And existing shareholders who have the right to receive the allocation can subscribe for convertible bonds according to their rights. less than rights or beyond their rights or waive the right not to subscribe to the convertible bonds offered for sale at this time. The company will allocate convertible bonds to shareholders who have fully subscribed according to their rights first. If there are convertible bonds remaining from the allocation according to rights The Company will allocate

the remaining convertible bonds to shareholders who subscribe and pay for convertible bonds in excess of their rights. (Until there are no convertible bonds left to allocate) Details and methods as in Attachment 12.

In this regard, it is proposed that the meeting of the Board of Directors determine the date for determining the list of shareholders who have the right to subscribe for convertible bonds. To determine the rights of shareholders who have the right to subscribe for the company's convertible bonds this time. Including proposing to the shareholders' meeting to consider approving authorization to the Board of Directors. and/or executive committee and/or Chief Executive Officer or persons on the board of directors or executive committee or assigned by the Chief Executive Officer Has the authority to determine details, amend or take any action that is necessary and related to the issuance and offering of convertible bonds in order to continue to be in accordance with the law. There is a summary of the essence of the issuance and offering of convertible bonds. Company condition Appears in attachment 12.

Board of Directors It is deemed appropriate to propose that the general meeting of shareholders approve the issuance and offering of convertible bonds to existing shareholders of the Company who are entitled to receive allocations in proportion to their shareholding, in an amount not exceeding 400,000 units, at an offering price of 1,000 baht per share. 1 unit of convertible bond The total value offered for sale does not exceed 400,000,000 baht, including the relevant authorization as proposed, to be used as funds for the purchase of common shares of Prinsiri Public Company Limited, which is beneficial to the company and its shareholders. In this regard, the issuance and offering of convertible bonds this time It is considered to lay the foundation and increase the financial liquidity of the company. and gives the company's shareholders an opportunity to invest in the company at an appropriate price.

Details of convertible bonds

- | | | |
|--|----------------------------|---|
| 1. Value of convertible bonds offered for sale | 400 | Million baht |
| 2. Offering value | 1,000 | baht : 1 convertible bond unit |
| 3. Number of convertible bonds | 400,000 | shares |
| 4. Allocation proportion | 13,466 | original common shares: 1 หน่วยหุ้นที่แปลงสภาพ |
| 5. Term of convertible bonds | 1 Year 9 Months | from the date of issuance of convertible bonds |
| 6. Interest rates | 4% | |
| 7. Pay interest | 4 times a year, | every quarter |
| 8. Conversion price | 90% of the market price | but not less than 0.40 baht/share |
| 9. Conversion rate | 1 unit of convertible bond | (Par value divided by the price to exercise conversion rights) There is a remainder to be discarded in all cases. |

10. Exercise period and conversion rights period	The rights can be exercised when the bond matures for 1 year and 9 months.
11. Schedule for redemption of convertible bonds.	When the child reaches 1 year and 9 months, there are 2 options. 1. Request to redeem the entire amount in cash or 2. Request redemption by converting the debentures into common shares.
12. Right of early redemption	The Company has the right to redeem the convertible bonds before the maturity date.
13. Bondholder Representative	The Company will make the appointment after the Board of Directors has passed a resolution. Book closing date for shareholders who have the right to subscribe for shares. and will proceed quickly Will inform the Stock Exchange next.
14. Impact on the company's shareholders	In the event that the right to convert the convertible bond is exercised
14.1 Price Dilution	= 1.35 %
14.2 Control Dilution	= 15.66 %
14.3 EPS Dilution	= 15.66 %

The Chairman inquired and gave shareholders an opportunity to ask questions and express opinions on matters related to this agenda. When no one inquired, the Chairman asked for a resolution from the meeting to see if there were any shareholders who disagreed or abstained from voting. Ask shareholders who Disagree or abstain from voting Help send ballots to officials to sum up the voting results.

Resolution The shareholder meeting approved the issuance and offering of convertible bonds to existing shareholders of the company who are entitled to receive allocations in proportion to their shareholdings held by each shareholder (Rights Offering), an amount not exceeding 400,000,000. baht with the following votes:

Voted for	3,809,559,202	share	Representing	99.9771 per cent
Voted against	872,236	share	Representing	0.0229 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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)

Ms. Rattha Kerdsiri, Company Secretary Said so that the company There is a reserve fund for expanding the company's real estate business in the future. which is related to the current business of the company Including to use as working capital for operations, the Company therefore wishes to issue and offer for sale warrants to purchase the Company's common shares No. 3 (DCON-W3), which will be allocated to the existing shareholders of the Company. Subscribe and be allocated convertible bonds in proportion to the number of shares held by each shareholder, not exceeding 800,000,000 units, without charge, in the ratio of 1 unit of convertible bond to 2,000 units of Warrant No. 3 (DCON-W3) and the exercise price for purchasing shares according to the warrant is equal to 0.40 baht per share (except in the case of adjustment of the exercise price). The said warrant will be valid for 2 years from the date the warrant is issued. A summary of the main points of the issuance and offering of warrants No. 3 (DCON-W3) appears in Attachment 13.

However, if the general meeting of shareholders resolves to approve the issuance of warrants for the third time (DCON-W3), the Company has authorized the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or the person authorized by the Board of Directors or Executive Committee or assigned by the Chief Executive Officer It is the authority to set and change the criteria. Conditions and details in issuing and offering the Warrants No. 3 (DCON-W3) in all respects as deemed appropriate and under the authority prescribed by law, such as allocation and issuance date, the date of the offering of Warrants No. 3 (DCON-W3) Listing of Warrants No. 3 (DCON-W3) as listed securities on the Stock Exchange. As well as proceeding to request permission from relevant agencies. and the appointment of sub-attorneys, etc.

Board of Directors It is deemed appropriate to propose that the general meeting of shareholders approve the issuance of warrants to purchase the Company's ordinary shares No. 3 (DCON-W3) to be offered for sale to existing shareholders of the Company who subscribed and were allocated debentures. Converted in proportion to the number of shares held by each shareholder (Rights Offering), not exceeding 800,000,000 units, without charge, in the ratio of 1 unit of convertible bond to 2,000 units of Warrant No. 3 (DCON-W3) as follows. Detailed as proposed

Details of Warrant No. 3 (DCON-W3)

- | | | |
|---|-------------|-------|
| 1. Number of warrants issued and offered for sale | 800,000,000 | Units |
|---|-------------|-------|

2. Number of common shares allocated 800,000,000 Shares, par value 0.10 baht/share
to support the exercise of rights
3. Method of offering Offered for sale and allocated to existing shareholders who subscribed and were allocated convertible bonds at no charge at the ratio of 1 convertible bond unit to 2,000 DCON-W3
4. Offering price per unit -0- Baht per unit
5. Term of Warrant 2 years from the date the warrant is issued
6. Date of issue and offering Authorize the Board of Directors and/or the Chairman Administrative officer Is authorized to determine the date of issuance and offering of warrants for the third time within 1 year from the date of approval from the 2023 Annual General Meeting of Shareholders.
7. Exercise rate 1 unit of warrant per 1 common share.
8. Exercise price 0.40 baht, unless there is an adjustment to the exercise price
9. Exercise period Every 6 months, the first time within 6 months from the date of issuance and offering of warrants for the 3rd time.
10. Secondary market of warrants The company will register the third warrant as a security. Listed on the Stock Exchange of Thailand
11. Impact on shareholders in the event that the entire amount of conversion rights of the 3rd warrant is exercised.
- 11.1 Control Dilution
- Case 1: The warrant No.3 has been fully exercised. = 12.93%
- Case 2: The rights according to the third warrant are exercised in full,
including the conversion of the entire amount of bonds. = 25.05%
- 11.2 EPS Dilution
- Case 1: The warrant No.3 has been fully exercised. = 12.93%
- Case 2: The rights according to the third warrant are exercised in full,
including the conversion of the entire amount of bonds. = 25.05%
- 11.3 Price Dilution
- Case 1: The warrant No.3 has been fully exercised. = 1.13%
- Case 2: The rights according to the third warrant are exercised in full,
including the conversion of the entire amount of bonds. = 2.10%

The Chairman inquired and gave shareholders an opportunity to ask questions and express opinions on matters related to this agenda. When no one inquired, the Chairman asked for a resolution from the meeting to see if there were any shareholders who disagreed or abstained from voting. Ask shareholders who Disagree or abstain from voting Help send ballots to officials to sum up the voting results.

Resolution The shareholder meeting approved the issuance and offering of warrants to purchase the Company's ordinary shares No. 3 (DCON-W3), an amount not exceeding 800,000,000 units, to be allocated to shareholders who subscribed and were allocated debentures. Conversion offered for sale to existing shareholders in proportion to each shareholder holding (Rights Offering) with the following votes:

Voted for	3,809,559,202	share	Representing	99.9771 per cent
Voted against	872,236	share	Representing	0.0229 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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

Ms. Rattha Kerdhiri, Company Secretary said according to The shareholders' meeting considered approving the issuance and offering of convertible bonds in an amount not exceeding 400,000 units in agenda item 11 and approved the issuance and offering of warrants to purchase ordinary shares of the Company No. 3 in an amount not exceeding 800,000,000 units. In the 12th agenda,

Therefore, on this agenda is a request for approval to allocate shares to support the issuance and sale of convertible bonds 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 capital increase report form (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 number of common shares 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 718,634,039.60 baht of common shares. 7,186,340,396 shares with a par value of 0.10 baht per share by issuing additional common shares in the amount 180,000,000.00 baht divided into a number of common shares. 1,800,000,000 shares with a par value of 0.10 baht per share and approved the amendment of the company's memorandum of association, section 4, to be consistent with the increase in the company's registered capital.

Board of Directors It has been considered that this increase in registered capital is appropriate. and has no impact on shareholders and the company Therefore, it is considered appropriate to propose that the 2023 Annual General Meeting of Shareholders consider approving an increase in the company's registered capital. To support the issuance of convertible bonds in the amount of 1,000,000,000 shares and the issuance and sale of warrants to purchase common shares of the company No. 3 (DCON-W3) in the amount of 800,000,000 shares and to amend the company's memorandum of association, Section 4, to be consistent. with the reduction of registered capital according to the details above.

Amend section 4 of the company's memorandum of association to read as follows:

“No 4.	Registered capital amount	718,634,039.60	baht
	Divided into	7,186,340,396	shares
	Par value per share	0.10	baht
	Separated into:		
	Common shares	7,186,340,396	shares
	Preferred shares	-	share (-)”

The Chairman inquired and gave shareholders an opportunity to ask questions and express opinions on matters related to this agenda. When no one inquired, the Chairman asked for a resolution from the meeting to see if there were any shareholders who disagreed or abstained from voting. Ask shareholders who Disagree or abstain from voting Help send ballots to officials to sum up the voting results.

Resolution The shareholder meeting approved the increase in the company's registered capital. and the amendment of the memorandum of association, section 4 , to be in line with the increase in the registered capital of the company. With the following votes:

Voted for	3,809,559,202	share	Representing	99.9771 per cent
Voted against	872,236	share	Representing	0.0229 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

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

Ms. Rattha Kerdsiri, Company Secretary Said that this was due to Agenda 13, which considered approving an increase in the company's registered capital by another amount. 180,000,000.00 baht from the original 538,634,039.60 baht, divided into common shares 5,386,340,396 shares with a par value of 0.10 baht (ten satang) each is

the new registered capital. 718,634,039.60 baht divided into common shares 7,186,340,396 shares with a par value of 0.10 baht (ten satang) per share by issuing additional common shares in the amount 1,800,000,000 shares with a par value of 0.10 baht (ten satang) per share. Details according to the capital increase report form (F53-4) as shown in Attachment 14.

The Company therefore proposes that the shareholder meeting approve the allocation of additional common shares in the amount of not more than 1,800,000,000 shares with a par value of 0.10 baht (ten satang) per share to support the issuance and sale of 1,000,000,000 convertible bonds and the issuance and offering of and selling warrants to purchase common shares of the company No. 3 (DCON-W3) in the amount of 800,000,000 shares, with details as follows:

1. Allocate additional common shares to support the issuance and offering of convertible bonds. The total amount does not exceed 1,000,000,000 shares, par value 0.10 baht per share
2. Allocating additional common shares to support the issuance and offering of warrants to purchase common shares of the company No. 3 (DCON-W3), totaling not more than 800,000,000 shares, with a par value of 0.10 baht per share.

Board of Directors It has been considered that this allocation of additional common shares is appropriate. and has no impact on shareholders and the company Therefore, it is considered appropriate to propose that the 2023 Annual General Meeting of Shareholders consider approving the allocation of additional common shares of the Company. To support the issuance of convertible bonds in the amount of 1,000,000,000 shares and the issuance and sale of warrants to purchase common shares of the company No. 3 (DCON-W3) in the amount of 800,000,000 shares, with details according to the capital increase report form (F53 -4) As shown in Attachment 14

The Chairman inquired and gave shareholders an opportunity to ask questions and express opinions on matters related to this agenda. When no one inquired, the Chairman asked for a resolution from the meeting to see if there were any shareholders who disagreed or abstained from voting. Ask shareholders who Disagree or abstain from voting Help send ballots to officials to sum up the voting results.

Resolution The shareholder meeting approved the allocation of additional common shares of the company. With the following votes:

Voted for	3,809,559,202	share	Representing	99.9771 per cent
Voted against	872,236	share	Representing	0.0229 per cent
Abstained	0	share	Representing	0.0000 per cent
Voided ballot	0	share	Representing	0.0000 per cent

Agenda 15 Others (if any)

The Chairman said that for this agenda there was no shareholder proposing additional agenda. Therefore, the agenda has expired and must be presented to the shareholder meeting for acknowledgment and consideration for approval. Shareholders were given the opportunity to ask questions, and provide additional suggestions to the company.

Mrs. Sirin Tantipitakchot, a shareholder, asked that the auditor's compensation in both the QR Code document and in One Report is still 1,620,000 baht. Therefore, she would like to ask what the auditor's compensation is.

Mr. Nirut Intarathachang said that he would like to confirm the auditor's remuneration to be 1,610,000 baht in accordance with the resolution of the shareholder meeting. Therefore, please adhere to the numbers approved at this meeting.

Mrs. Sirin Tantipitakchot, a shareholder, suggested that if there are changes after the meeting invitation letter has been issued Please make an amendment and submit it for transparency.

The Chairman thanked the shareholders for their suggestions.

Mr. Phongchit Luengthada, a shareholder, commented that the company should not save on budget for sending meeting documents to shareholders in the form of flyers. Because there were 14 documents attached, but the shareholders did not receive the attached documents.

The Chairman said that some shareholders I also don't like the company sending a lot of documents. Some people see it as a waste of resources.

Mr. Nirut Intarathachang said that there are both types of shareholders, as the Chairman has said. The number of shareholders in the company is approximately 10,000, with not many attending the meeting. The company therefore would like to compromise by sending documents in QR Code format and if any shareholder wishes to have them in hard copy, the company will send them by post individually. It's a meeting halfway. Because the cost of printing meeting documents is approximately 200 baht/set, the company has printed them in book form to distribute to shareholders who attend the meeting.

Mr. Surachet Winiyakul, representative of the Thai Investors Association There is an opinion that most shareholders are becoming modern. Most of them don't want book formats. But I would like to ask the company to help take care of the website. It should have information about shareholder meetings, with all attached documents Including annual report information to be accurate and complete.

Mr. Nirut Inthachang said that he would like to thank the shareholders. The company accepts the mistake, and will be used for further improvement.

The Chairman said that he agreed to improve the company's website to be accurate and timely because this era is now the digital age. and hereby apologize on behalf of the Board of Directors.

As there were no further questions from shareholders, the Chairman thanked all shareholders for attending the meeting. And thank you for all the comments today. Questions from shareholders are what gives the management team an opportunity to explain. and receive the matter for further improvement Especially regarding information The company will improve this to be more modern. As Chairman of the Board of Directors, I would like to close the 2023 Annual General Meeting of Shareholders of Dcon Products Public Company Limited.

The meeting closed at 4:25 p.m.

Meeting Recorder

รศ.รัตธา เกระดศิริ
Secretary

(Ms.Rattha Kersdsiri)

Secretary of the Board



(Associate Professor Dr. Tortrakul Yomnak)

Chairman of the meeting

Candidate and Background of the nominated director

Name General Wittawat Pornkul
Address 53/88 M.5, Soi Intanil 2, Krisada Nakhon Village, Chaeng Watthana Rd., Bang Talat, Pak Kret, Nonthaburi
Nationality Thai
Religion Buddhist
Age 74 yrs.



Company Shareholding (as of 14 March 2023)

0 shares for 0.00 percent

Type of Director : Independent Director

Educational Qualifications

- Royal Chulachomklao Royal Military Academy
- Chief of Staff Course

Work Experience

- Advisor to the Director-General, Royal Irrigation Department 2021 - present
- Audit Committee Member of the Nomination and Remuneration Committee 2019 - present
Dcon Products Plc.
- Chairman of the Advisor to the Executive Committee of the League of Nations 2012
Municipality of Thailand
- Chairman of the Advisory Board of the Organization Association 2012
Sub-district administration of Thailand
- Commander of Region 4 2004
- Chief of Special Forces Officer of the Royal Guards Department 1992
(Tiger Chief)

Training Concerned with Director Roles and Duties

- Director Accreditation Program (DAP Class 285/2019) December 19, 2019 : Stock Exchanges with Support Associations, Thai Institute of Directors (IOD)

Number of Years as Director: 15 May 2019 - Present (1 year 5 months)

Meeting Attendance History

Meeting	2019	2020	2021	2022	2023
1. Company Board of Directors' Meeting	2/4	5/5	4/4	4/4	5/5
2. Audit Committee Meeting	2/4	5/5	4/4	4/4	4/4
3. Annual General Meeting	0/1	1/1	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	-	-	-

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

- None

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. Wanchai Tantikul
Address 238 Soi Pattanakran 63,
 Prawet, Prawet, Bangkok
Nationality Thai
Religion Buddhist
Age 74 yrs.



Company Shareholding (as of 14 March 2023)

2,628,972 shares for 0.05 percent

Type of Director : Director

Educational Qualifications

- Bachelor's degree – Jurisprudence, Thammasat University

Work Experience

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

Training Concerned with Director Roles and Duties

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

Number of Years as Director: 9 March 2004 – Present (16 yrs.)

Meeting Attendance History

Meeting	2019	2020	2021	2022	2023
1. Company Board of Directors' Meeting	2/4	5/5	4/4	4/4	4/5
2. Audit Committee Meeting	2/4	5/5	4/4	4/4	4/4
3. Annual General Meeting	1/1	1/1	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	-	-	-

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

Limited Company

- Audit Committee Director, Areeya Property PCL.

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

- Managing Director, Kanit Anchan 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)
(Yes)
- 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. Nirut Intarathachang
Address 23/164 M. 13, Khlong Kum, Bueng Kum,
 Bangkok
Nationality Thai
Religion Buddhist
Age 63 yrs.



Company Shareholding (as of 14 March 2023)

0 shares for 0 percent

Type of Director : Director

Educational Qualifications

- Bachelor's degree – Accounting, Thammasat University

Work Experience

- Director, DCON Products PCL.
- Deputy Managing Director, Accounting & Finance, DCON Products PCL.
- Director, Orrada Co., Ltd.
- Director, Rompo Products Co., Ltd.
- Director, DSC Products Co., Ltd.
- Director, Wisarawan Co., Ltd.
- Director, Prinsiri PCL.

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: 15 May 2007 – Present (13 yrs.5 Months)

Meeting Attendance History

Meeting	2019	2020	2021	2022	2023
1. Company Board of Directors' Meeting	2/4	5/5	4/4	4/4	5/5
2. Audit Committee Meeting	2/4	5/5	4/4	4/4	4/4
3. Annual General Meeting	1/1	1/1	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	-	-	-

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

Limited Company

- Director, Prinsiri PCL.

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

- Director, Orrada Co., Ltd.
- Director, Rompo Products Co., Ltd.
- Director, DSC Products 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

- 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
(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 2024 by the shareholders can be made on November 15, 2023 until February 1, 2024, 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 Mrs. Pismai Boonyakiat
Address 2 Soi Rama9 41(Seree10 Rd.),
 Suan Luang, Suan Luang, Bangkok
Nationality Thai
Religion Buddhist
Age 79 yrs.



Company Shareholding (as of 14 March 2023)

0 shares for 0 percent

Type of Director Independent Director

Educational Qualifications

- Bachelor's degree – Accounting, Chulalongkorn University
- Master's degree - Faculty of Commerce and Accountancy, Thammasat University

Courses

- Certificate – Consultation Management, Research Institute for Management Science, the Netherlands
- Certificate – Marketing Management, ILO Institute, Italy
- Certificate – Project Studies, APO Institute, Japan
- Certificate – Project Management IDA Institute, Ireland
- Director Certification Program (DCP), 2003

Work Experience

- Associate Judge, Nonthaburi Provincial Court, Juvenile and Family Division
- President, New Wave Institute
- Audit Committee Chairperson, DCON Products PCL.

Number of Years as Director: 31 March 2005 – Present (15 yrs. 1 Month)

Meeting Attendance History

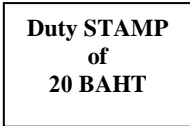
Meeting	2019	2020	2021	2022	2023
1. Company Board of Directors' Meeting	4/4	5/5	4/4	4/4	5/5
2. Audit Committee Meeting	4/4	5/5	4/4	4/4	4/4
3. Annual General Meeting	1/1	1/1	1/1	1/1	1/1
4. Extraordinary General Meeting	-	-	-	-	-

Conflict of interest in Agenda proposed at the meeting

- No Major Conflict of Interest in Agenda 1 to 7
- Deemed to have Major Conflict of Interest in
Agenda 8: To consider and approve the payment of directors' remuneration for the performance of the year 2023.
Agenda 9: To approve the criteria for the directors' remuneration for the operating results of 2024

Having / without a special conflict of interest in 2024 AGM

- 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 2024 Annual General Meeting of Shareholders on 23 April 2024 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.

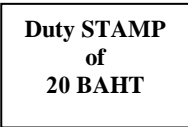
Let any actions taken by my proxy in the meeting be considered as actions committed by me.

Signed Principal
(.....)

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

Remarks

- 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.
- 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) Mrs.Pismai Boonyakiat Age 79 Yrs. Address 2 Soi Rama9 41(Seree10 Rd.), Suan
Luang, Suan Luang, Bangkok **Independent director who has no special interest in the agenda proposed
in the 2024 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 2024 Annual General Meeting of Shareholders on April 23, 2024 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 2023 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 2023

- Report to acknowledge.

Agenda No. ...4... RE: To consider and approve the financial statements for the year 2023 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. General Pisarn Wattanawongkeeree

Against votes Against votes Abstain votes

2. Mr.Wanchai Tantikul

Against votes Against votes Abstain votes

3. Mr.Nirut Intarathachang

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 2024

- (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 performance 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...9... RE: To approve the criteria for the directors' remuneration for the operating results of 2024.

- (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: 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.

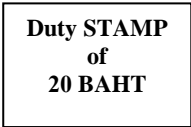
Let any actions taken by my proxy in the meeting be considered as actions committed by me.

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) Mrs. Pismai Boonyakiat, 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 2024 Annual General Meeting of Shareholders on 23 April 2024 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 2023 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 2023
- Report to acknowledge.

Agenda No. ...4... RE: To consider and approve the financial statements for the year 2023 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. General Pisarn Wattanawongkeeree
 - Against votes Against votes Abstain votes
 - 2. Mr.Wanchai Tantikul
 - Against votes Against votes Abstain votes
 - 3. Mr.Nirut Intarathachang
 - 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 2024

- (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 performance 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...9... RE: To approve the criteria for the directors' remuneration for the operating results of 2024.

- (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: Other issues (if any)

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

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

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

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

Signed Principal
(.....)

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

Remarks

1. 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 2024 Annual General Shareholders' Meeting on 23 April 2024 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

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 For votes Against votes Abstain votes

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

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

Addendum 6

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 23, 2024.
- Attending in Person**
 - Shareholders attending in person are required to submit authentic identification cards, civil servant cards or passports (in cases involving foreign shareholders) to register. In cases involving changes in first-last names, evidence confirming the aforementioned changes must also be submitted.
- Granting Proxy**
 - Shareholders wishing to grant proxy must appoint only one person to attend the meeting and vote according to the proxy form attached.
 - For convenience, please send proxy letters and documents or evidence to the company no less than one day before the meeting by completing and signing the form. Persons granting proxy are required to initial any corrections or marks concerning relevant content.

Documents Required to Accompany Proxy Forms

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

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

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

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

Company Rules and Regulations Shareholders' Meetings and Voting

1. Meeting Quorum

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

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

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

2. Casting Votes

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

(1) One shareholder is entitled to one vote for each share held.

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

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

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

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

For the directors who are required to 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

