

**2020 Annual Registration Statement**

**56 - 1 Form**



**DICON Products Public Company Limited**

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## Part 1

### Business Operation

#### 1. Policies and business operation overview

##### Overview of business operation of the Company and subsidiaries

The Company was established on 6 August 1996 to operate a business of manufacturing and distributing precast concrete planks, pre-stressed concrete piles, finished solid fences, cowboy fences and cellular light-weight concrete (CLC) blocks. Its factory is located in Amphoe Wattana Nikom, Lopburi, with an area of approximately 200 rai.

The Company has a registered capital of 552,878,639.60 Baht of which 538,634,039.60 Baht was paid up as at 31 December 2020, with a par value of 0.10 Baht per share. The major shareholder is Mr. Wittawat Pornkul, holding 28.42 per cent of shares (see shareholding details in shareholding structure).

The Company has 3 subsidiaries, namely:

##### 1. Orrada Co., Ltd.

The Company directly holds 99.99% of shares of the subsidiary, registered capital of 400 Baht which operates real estate business and leasing of mini factories.

- **Factory Land Project** located at Phaholyotin-Lamlukka Road in Amphoe Lamlukka, Pathumthani, established on 29 April 1989, with its office located at No. 41, Moo 4, Lamlukka Road, Amphoe Lamlukka, Pathumthani 12150.

- **Baan Orrada - Lamlukka Khlong 8 Project** located at Liab Khlong 8 Road, Amphoe Lamlukka, Pathumthani. The Company was granted allocation license No. 36/2549. It is a single house project for residential purpose and home office building, constructed on an area of 23 rai.

- **Dzio - Ratchapruek Project (Orrada-Ratchapruek)**, is a 2-storey single house project in 94 units constructed on an area of 20 rai and 2 ngarn at Ratchapruek Road, Nonthaburi, for demonstration of the use of goods of DCON. The Company was granted license No. 91/2554.

- **Dzio Condo - Ngam Wong Wan Project** is 8-storey condominium project with 4 buildings and a total of 792 units on an area of 7 rai at Soi Nagm Wong Wan 2 (Soi Duangmanee) behind the Ministry of Public Health, Nonthaburi. The entire project has been sold to a real estate company in the 4<sup>th</sup> quarter of 2014.

- **DCON Prime Condo** is 38-floor condominium project with 1 building and a total of 638 units on an area of 2 rai, 1 ngarn and 16 square wa, located on Rattanathibet Road near Phra Nangklao Bridge, 100 meters away from MRT Station (Sai Ma Station), 800 meters away from the Chaophraya River. The

EIA was approved on 6 October 2015. The construction was expected to complete and transfer could be made to customers in May 2018. The estimated sales of the Project was 1,648.38 million Baht with net profit of 252.15 million Baht, or 15.3 per cent of the sales.

## **2. Wisarawan Co., Ltd. (“Wisarawan”)**

The Orrada company directly holds 99.99% of shares of the subsidiary, has registered capital worth 200 million Baht and paid-in capital worth 180 million Baht. Its business operation is real estate development which serves as product demonstrations for DCON.

- **The DECO Bangna** is a townhome housing project of 388 units, project size 34 rai, 14.2 square meters, located on the main road On Bang Bo-Klong Dan Road, Bang Phriang Subdistrict, Bang Bo District, Samut Prakan Province, the construction is underway and will be transferred to customers in November 2021. Estimated sales of the project are 949.22 million baht and will have a net profit of 133.84 million baht. Accounted for 14.1 percent of sales.

## **3. Rompo Products Co., Ltd. (“Rompo”)**

The Company directly holds 99.99% of shares of the subsidiary, registered capital of 35 Baht which operates the business of manufacturing and distributing planks, finished fences, established on 12 September 1995, located at No. 170, Moo 4, Tambon Pasak, Amphoe Muanglampooon, Lampoon 51000.

## **4. DSC Product Co., Ltd.**

The Company directly holds 70% of shares of the subsidiary, registered capital of 130 Million Baht which 130 Million Baht was paid up to manufacture and distribute fabricated walls at its modern concrete parts factory with the use of semi-automatic machinery imported from Germany. Production for distribution will begin in the forth quarter of 2019 in order to recognize its earning, located at No. 3300/97, Elephant Building, Tower B, 18<sup>th</sup> fl., Phaholyotin Rd., Chatujak Bangkok 10900

### **1.1 Visions and strategies of the Company**

#### **Visions**

We shall be a producer of the construction materials and developer of the leading property projects of Thailand.

#### **The Mission**

We are committed to create the quality of the products and the best service with business ethics and resolved to create value with those individuals who are our business alliance with sustainability.

## **Strategies**

1. The Company manufactures products with quality as per standard with lower cost than that of competitors because the Company emphasizes on continuous researches and developments.
2. The Company's manufacturing is conducted in a mass production manner to achieve lower unit production cost than that of competitors.
3. The work is closely managed by professional executives with comprehensions in the business and customers.
4. The factory is located near raw material sources thus saving raw material transportation cost and obtaining factory space at low price.
5. Maintains good relationships with raw material source owners and obtains raw materials at low cost.
6. Having its own finished goods transportation system, which allows the Company to be flexible and capable of controlling the delivery system and saving transportation cost.

## **The Core Value**

- D – Dedication. We work with determination, dedication and unmitigated devotion in order to create the quality of our product and its global acceptability.
- C – Consumer Centric. We take into account the need of the customers as the work centricity to maximize the satisfaction of the customers and the growth of the business.
- O – Operational Excellence. We are skilled in the work we do and expect excellence of working results.
- N – Novelty. We do not stop to create new things and espouse innovative thinking for sustainable development.

## **The policy of the company**

We are resolved to provide service and distribute the products of quality to the satisfaction of the customers and we adhere to business ethics. It therefore contributes our number one growth consistently throughout in sales of floor slabs and piles for residence.

### **1.2 Significant changes and developments**

- 1996 - Registered on 6 August with registered capital (fully paid-up) of 40 million Baht to operate the business of manufacturing and distributing pre-stressed concrete planks.
- Plank factory was constructed during August to December at A. Pattanikom, Lopburi.

- 1997 - Plank production platform zones 1-4 completed in April with total production capacity of 5,280 sq. m. per day.
- Was granted investment promotion from Board of Investment in respect of pre-stressed concrete planks.
- 2000 - The Company was granted ISO 9002 certificate from SGS for planks.
- 2003 - The Company was granted ISO 9001:2000 from SGS in August for planks and piles.
- Pile production platform zone 3 was expanded in September to 9,000 sq. m. per day production capacity.
- Plank production platform zone 5 was expanded in November to 6,600 sq. m. per day production capacity, and became 1 of 2 operators with the highest plank production capacity in the country.
- 2004 - The Company increased its registered capital by 120 million Baht in January, 100 million Baht of which was to purchase the Orrada Co., Ltd. at the price of 10 Baht per share, which equaled to the par value for the time being, from existing shareholders of Orrada Co., Ltd., constituting 99.99% of the shareholding proportion, and the total registered capital was 160 million Baht.
- The Company became a public limited company in March with registered capital of 200 million Baht.
- 2005 - A cellular light-weight concrete block production factory was constructed in May, about 2 kilometers away from the existing plank and pile production factory, expected to be completed and to commence production in the 3<sup>rd</sup> quarter of 2016.
- Investment was made in July to construct allocated houses under Baan Orrada Project, Baan Dee No. 5, energy-saving houses in 118 units, located at Liabkhlung 8 Road, A. Lamlukka, Pathumthani.
- Investment was made in October to expand Rompo Products Co., Ltd. factory to produce cellular light-weight concrete (CLC) blocks for markets in the Northern Region.
- ERP System Purchasing and Development Contract was signed in December for use in work management in the Company.
- 2006 - “Baan Orrada”, Baan Dee No. 5 and energy-saving house Project was opened for sales in March.
- A new factory was constructed at Surat Thani in June to support economic growth in the Southern Region.
- A thank you party was organized in October for customers and celebrated the 10<sup>th</sup> anniversary of DCON and introduced a new product, i.e. autoclaved aerated concrete block produced in the CLC system (Cellular Lightweight Concrete) under the name of heat-resistant block “DCON Block”.
- 2009 - New products were developed and introduced, i.e. fences, such as cowboy fences, finished fences.
- The Company was granted ISO 9001 Version 2008 from SGS.
- 2010 - New product, i.e. beams, was developed and introduced.
- 2011 - The “Dzio Ratchapruek” Project was opened for sales in March.
- 2012 - The Company was granted SET Award of Honor in respect of Outstanding Company Performance Awards from the Stock Exchange of Thailand.

- 2013 - A thank you party was organized in January for customers and celebrated the 17<sup>th</sup> anniversary of DCON and introduced a new 20-cm. CLC as blocks which counter fungus from moisture and prevent heat from entering into the house.
- Commenced constructing new factories in Maha Sarakam and Rayong in February to support economic growth in the Northeastern and the Western Regions.
- Orrada Co., Ltd. opened the Dzio Ngam Wong Wan Condo Project in April.
- 2014 - In April, the Company increased its registered capital from 205,730,000 Baht to 246,876,000 Baht to support issuance of warrants #1 for ordinary shares of DCON Products Public Company Limited (DCON-W1) to be offered for sales to existing shareholders based on their respective shareholding proportion free of charge at the ratio of 5 ordinary shares per 1 warrant.
- In December, the Company was granted Forbes Asia's Best under a Billion 2014 Award in respect of outstanding operating results from Forbes Magazine, presented by M.R. Pridiyathorn Devakula, Deputy Prime Minister. Such award was from ranking of 200 companies in the Asian region, and from the 200 companies, 9 Thai companies won the award.
- 2015 - The extraordinary shareholder meeting No. 1/2558 resolved in January to change the par value from 1 Baht to 0.10 Baht to increase the number of shares of the Company and to enhance the liquidity of the number of shares for trading in the Stock Exchange, and approved issuance of warrants #2 for ordinary shares of the Company (DCON-W2), by allocating to existing shareholders based on their respective shareholding proportion, and approved the increase of the Company's registered capital from 246,876,000 Baht to 285,736,000 Baht.
- Orrada Co., Ltd. opened the DCON Prime – Rattanathibet Project in October.
- The extraordinary shareholder meeting No. 2/2558 resolved on 21 December to increase the registered capital by 2,489,399,795 shares at a par value of 0.10 Baht per share by issuing 2,139,578,118 shares to be offered for sales to existing shareholders at the price of 0.45 Baht per share, and issuing 349,821,677 ordinary shares to support the right of holders of DCON-W1 and DCON-W2.
- 2016 - In January, the proceeds from the sale of the capital increase shares to the existing shareholders as approved by the Extraordinary General Meeting of Shareholders No. 2/2058 totaling Baht 962.81 million.
- In October, registered capital increase Dcon Panel Co., Ltd. from Baht 1 million to Baht 5 million. The Company holds 40%
- 2017 - In November, set up the new subsidiaries: DSC Product Co., Ltd. to manufacture and distribute fabricated walls. The Company holds 70% and has a registered capital of 100 Million Baht of which 25 Million Baht was paid up
- The Company was granted ISO 9001 Version 2015 from SGS.
- 2018 - In march, Start to Presale The condominium DCON PRIME – Rattanathibet
- Development of Hollow core Products at Lopburi factory and Rompo company
- Development of Jumbo prefabricated fence products for quick installation at Lopburi factory
- 2019 - DSC Products Company Limited began to renovate the factory building structure and installing machinery from Germany to produce Precast concrete wall and floor products.
- Developed and released a new product, which is a hollow hexagonal pile.

- 2020
- DSC Products Co., Ltd. built a factory. Has begun production and sales
  - Led laser system and video recording Used to record the Last Ten Blow value in pile driving. To increase the confidence of customers
  - Developed and launched a new product, a precast concrete foundation.

### Research and development

In 2020, the Company conducted research and development for its main products in the nature of internal product research and development by its engineer team as follows.

<b>Research and Development</b>
1. Develop a video recording laser system for recording the Last Ten Blow value.
2. Try using Steel Fiber to strengthen the finished toilet tray.
3. Started to produce fence divided plots using precast concrete panels of DSC Products Co., Ltd.

### 1.3 Shareholding structure of the company group

On 9 March 2004, the extraordinary shareholder meeting No. 4/2547 resolved to transform the Company into public company and increase the registered capital to 200 million Baht, being 200 million single-type ordinary shares with a par value of 1 Baht per share, and change the name from “**DCON Products Co., Ltd.**” to “**DCON Products Public Company Limited**”. The Company’s shares were approved to become permitted securities in the Stock Exchange of Thailand on 21 September 2003 with head office located at No. 3300/57, Elephant Building, Tower B, 8<sup>th</sup> Floor, Phaholyotin Road, Chompol, Chatuchak, Bangkok 10900.

Currently, the Company has a registered capital of Baht 552 million, which is a single share of 5,386.34 million shares with a par value of Baht 0.10 per share.

Orrada Co., Ltd. in real estate development business group currently still emphasized on selling houses and condominiums and leasing of mini factories, with issued and paid-up capital of 400 million Baht, 99.99 per cent investment.

Rompo Products Co., Ltd. in plank, finished fence and cellular light-weight concrete (CLC) block manufacturing group in the Northern Region, with issued and paid-up capital of 35 million Baht, 99.99 per cent investment.

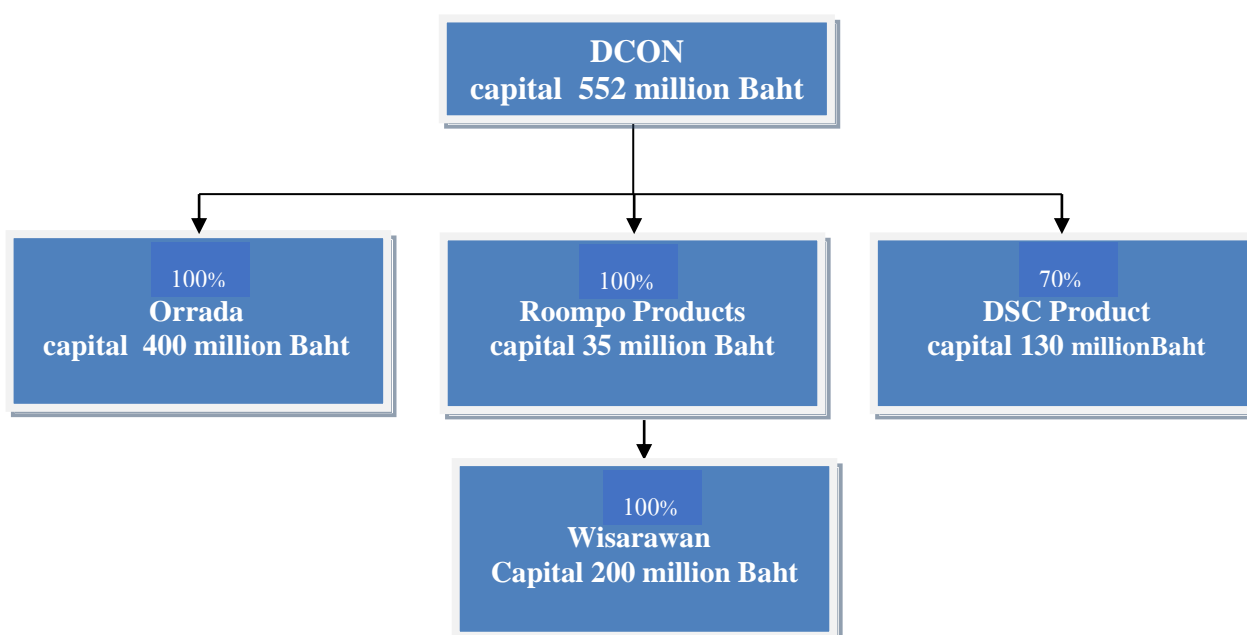
DSC Products Co., Ltd. directly holds 70% of shares with registered capital of 130 million Baht. (Produced and distribute fabricated walls) was established on November 13, 2017. The office is located at 3300/97 Elephant Building, Phaholyothin Road, Chomphon, Chatuchak, Bangkok 10900.

Wisarawan Company Limited Real estate business group Registered capital 200 million baht Paid-up capital 180 million baht, Orrada Company Limited has 99.99 percent of investment



Currently, the Company had a policy to invest in the main business in manufacturing planks, pre-stressed concrete piles, cellular light-weight concrete blocks, finished fences and selling house-condominium projects and leasing mini factories through subsidiaries. The Company had no policy in investing in other non-relevant business. Appropriate return on investment would be taken into consideration in making any investment of the Company. Moreover, the management policy in Orrada and Rompo would be prescribed and undertaken by executive directors of the Company.

As at 31 December 2020 the Company Group's shareholding structure was as follows:



#### **Policy on distribution of work execution of companies in the Group**

The Company has a policy on clear distribution of work execution through the Company and subsidiaries and the work execution of each company would not be overlapping but would optimally support, assist and promote the business of one another. The Company operated the business in manufacturing and distributing of planks and pre-stressed concrete piles used in construction work, while Orrada Co., Ltd. operated the business in real estate development emphasizing on selling and leasing mini factories and constructing finished residential structures, and Rompo Products Co., Ltd. operated the business in manufacturing and distributing planks in the Northern Region.

#### **1.4 Relationship with the business group of the major shareholder**

- nil -

## **2. Business operation nature**

### **2.1 Product nature**

The Company is a manufacturer and distributor of concrete construction materials. Main products of the Company comprise:

#### **1. Concrete planks**

DCON planks are flat bottom pre-stressed concrete planks, 35 cm. wide and 5 cm. thick. When using, they are placed adjoining together and coated with concrete. Besides acting as a mould, DCON planks are also a part of the structure which helps bearing load homogeneously with the coated concrete. The Company also manufactures planks which are 30 cm. wide and 5 cm. thick for some customers with special requirements.

DCON planks are suitable for construction of commercial buildings, condominiums, office buildings, schools, townhouses and single house in general. They enable the construction to be completed expeditiously, save cost and are also durable and beautiful.

DCON planks are divided into:

- 1.1 Flat bottom planks, suitable for structure with span not exceeding 4.20 meters.
- 1.2 Angular bottom planks were invented for use with structure with span between 4.20-5.00 meters, with special qualification in supporting longer span and could therefore be used with inconvenient structure with supports.

DCON planks were ISO 9001: 2015 certified by SGS (Thailand) Co., Ltd.



## **Rights of restrictions in business operation**

### Privileges from investment promotion

The Company was granted from the Board of Investment (BOI) investment promotion certificate No. 1089/2540 for planks and received privileges as per the Investment Promotion Act B.E. 2520. The Company was 100% exempted from income tax from 19 January 1996 to 18 January 2005 and 50% exempted from income tax after that from 19 January 2005 to 18 January 2010. Consequently, the Company would not be exempted from tax in 2010 due to termination of privileges from investment promotion.

## **2. Concrete piles**

Concrete piles for residential structures are construction materials used as part bearing load of buildings or structures by the mechanism of:

- (1) Friction from pile surface touching upon the surrounding soils; and
- (2) Pile load at the pile tip, where the load from building transferred to the foundation shall be further transferred to the pile which is placed on hard soil layer.

From the market survey and to obtain the same group of customers as that of planks, the Company selected to produce piles for residential structures only, which came in 6 sizes as follows:

1. I-18 for one-storey houses or fences or 2-storey houses such as Baan Ua Artorn, with maximum production capacity of 1,800 m. per day.
2. I-22 for 2-storey houses, with maximum production capacity of 5,100 m. per day.
3. I-26 for 3-storey townhouses or commercial buildings (or factory buildings), with maximum production capacity of 2,100 m. per day.
4. Quadrilateral piles -22 for 2-storey houses (TIS 396-2549), with production capacity of 216 meters per day at Rayong Branch Factory, and 228 meters per day at Surat Thani Branch Factory.
5. Quadrilateral piles -26 for 3-storey townhouses, commercial buildings or factory buildings (TIS 396-2549), with production capacity of 216 meters per day at Rayong Branch Factory, and 228 meters per day at Surat Thani Branch Factory.
6. Quadrilateral piles -40 for large buildings (TIS 396-2549), with production capacity of 912 meters per day at Surat Thani Branch Factory.

The Company's concrete piles were also ISO 9001: 2015 certified by SGS (Thailand) Co., Ltd.



### 3. DCON Lightweight concrete blocks

#### 3.1 DCON grey cellular lightweight concrete (CLC) blocks

DCON grey cellular lightweight concrete (CLC) blocks are produced by adding air bubbles with high stability into the concrete texture discontinuously. Being of a closed cell nature, they have low permeability, thus reducing fungi harmful to health. They carry good insulation property, such as thermal and acoustic, and normal mortar can be used in bricklaying and plastering process, suitable for people who care for their health.

The Company currently developed products which better responded to requirements and use by developing D815 formula which reduced the weight of DCON grey cellular lightweight concrete blocks, easy to use, but still maintained the strength which could tolerate heavy hanging load. The Company also developed 20-cm. blocks with thermal insulation and energy-saving property for high end houses, which enhanced the beauty to the walls.



### **3.2 DCON white autoclaved aerated concrete (AAC) blocks**

DCON lightweight concrete blocks are autoclaved aerated concrete (AAC) blocks produced by adding substance which creates air bubbles and autoclaved with production and quality control technology G4 standard system. They have light weight and easy to use. Heavy articles can be hung thereon, suitable for those who stress on light weight and beauty.

Both systems of DCON lightweight concrete blocks are suitable for construction of commercial buildings, condominiums, office buildings, schools, townhouses and single house in general. They enable the construction to be completed expeditiously, save cost and are also durable and beautiful.



## **4. DCON fences**

### **4.1 DCON solid fences**

DCON solid fences are pre-casted pre-stressed solid concrete fences comprising planks, posts and lintels. They are strong, beautiful from all angles, inexpensive, suitable for those who want strong and beautiful fences with privacy.



## 4.2 DCON cowboy fences

DCON cowboy fences are pre-casted pre-stressed open fences comprising planks and posts which are strong but are in open form to create landscape or install to divide zones to make the house looks pleasant, serene, suitable for those who require strength but airy or area zoning.

Both systems of DCON fences are suitable for use as required for each purpose, for example, house fence, official place fence, food garden fence or area zoning fence for clearness, because they are strong, beautiful, inexpensive, easy to install and easy to use.



**4.3 Jambo fences** has a sheet size, width 125 cm. X length 290 cm. X thickness 6 cm., Consisting of 2 fence panels (including lintel), 3 meters from pole to pole, suitable for fencing housing projects Government offices, residential houses, industrial factories



## 5. Hollow Core Slabs

DCON Hollow core slab is a hollow core pre-stressed concrete slab to increase cross-sectional efficiency. By reinforced with prestressed wire Used for general building floor structures such as office buildings (government / private), residential buildings. Small to large commercial buildings and industrial plants Which is lightweight compared to other floor structures in accordance with TIS 828-2546 standards, has its own strength, can be used to bear the weight immediately. Without any temporary bracing. Width is 0.60 m. Thickness is

available from 8, 10, 12 and 15 cm. Thickness size depends on length. And payload This can be seen from the table of the weight (Service Load Table) of the company.

#### Product Characteristics Hollow Core

1. Lower construction cost and light weight due to the hollow slab. Thus, it can save concrete and be lightweight, saving a lot of other structures, from piles, foundations, columns and beams.

2. Quick installation, as it does not require temporary bracing for construction, it is convenient to work, saving time and labor as well.

3. Smooth surface The bottom surface of the finished slab is smooth. Therefore do not need to plaster Or install a longer ceiling

4. Long cross section as it is hollow slab, the cross-section is highly efficient compared to other cross-sections. This makes the slab lightweight without reducing the cross-sectional power and durability, allowing it to be used with a wide range of lengths (Span Length) up to 8 meters without problems with deflection. (According to the size, thickness, slab)

5. Compliant with all slabs with high efficiency manufacturing processes, extruded and pressed concrete, thus making the slab cross-section with a consistent shape.

6. Strong because it is made from dry concrete (No Slump Concrete) and through modern machinery manufacturing processes. Resulting in relatively high compressive strength, so it is strong and durable. And higher quality than general prefabricated floors

7. Shear Key Concrete Due to the hollow slab, prestressed concrete. When laying the floor slab, there will be a SHEAR KEY groove for grooving with cement mortar. Makes it possible to distribute the weight between the floor slabs

8. Sound and temperature protection Due to the air inside the hollow, it greatly reduces the transmission of sound and temperature.

9. Fire protection Because the concrete coated with steel is sufficiently thick Therefore able to withstand the heat temperature for hours If the fire is severe at any point, it will cause local damage, not damage to neighboring structures.

10. Used for electrical wiring, water pipes with a large hollow, can be used for electrical wiring, water pipes or as a hole for ventilation as well. In addition, the plate structure features a thin upper and lower skin. Allows quick and easy modification, drilling, chiseling and opening of solid concrete litter channels.



## 6. Hexago piles

Product characteristics hollow hexagonal piles, prestressed concrete

1. Used as a foundation for carrying the weight of light structures such as corridors, platforms, parking lots.

2. Used as a foundation to support the weight of the fence posts. To build stability and strength

3. It is a hollow hexagonal pile, prestressed concrete type, strong because it has more than 350 KSC compressive strength.

4. Size and cross-section 15 cm. Weight 32 kg / m.

5. The effect of pile is hollow in the middle of the same piece. Will not be the same size  
One side narrow hole One side wide hole

6. Use with the wide holes hammered into the ground. To get the ground pressure This makes the soil transmitted through the channel to be more rigid, strong and compressive, making it better to hold the pole.

7. It reduces the problem of fracture. During driving more than ordinary piles

Typical applications of DCON hollow hexagonal piles

Used to load the weight of the weft beam, carpet hammering, parking lot, warehouse floor, foundation piles. For loading the fence work Foundation piles For weight gain Small structure work Or light structure Or used in small area extensions, easy to cut the needle head In case the needle pops up When encountering an underground obstacle that has been pegged or You may have to cut the needle off. To achieve the specified level It can save construction costs and labor. Light weight, easy to transport and install Available in length from 1.00 - 6.00 m.





## 7. Footing

Footing of the Company is a precast concrete foundation. It is the foundation of the fence posts to create stability and strength. Reinforcing standard steel, strength and durability. Available in 2 sizes, width 40 x 40 x 40 cm. And width 35 x 80 x 40 cm



## Realestate business

The Company operates the business in selling and leasing mini factories and pre-built single house projects sold through subsidiary, i.e. Orrada Co., Ltd. There are 2 types as follows.

**1. Orrada Factory Land** is a finished factory project which combines factories, offices, residences in the same unit in the area of 200 square wa with useful spaces of over 720 square meters, emphasizing on systematic layout, with standard public utilities. The composition in 1 unit shall be as follows.

Floor	Useful space	Dimension
1	Factory Office	16 X 24 = 384 sq. m. 12 X 7.5 = 90 sq. m.
2	Office	16 X 7.5 = 120 sq. m.
3	Residence	16 X 7.5 = 120 sq. m.

The Project is located at Phaholyotin-Lamlukka Road, Khlong 8, Amphoe Lamlukka, Pathumthani. The Project comprises 4 lines of 3-phase electricity, telephone, underground water, steel-reinforced concrete road with sewer, 16-meter footpath and 24-hour security system.

The Company applied for land allocation permission from the Land Department to allocate land for industrial purpose. Customs of the Project who rent or purchase shall apply for factory business operation permission from the Ministry of Industry.

## **2. Residential projects**

### **- Orrada Co., Ltd.**

**Baan Orrada - Lamlukka Khlong 8 Project.** The Project is located at Liab Khlong 8 Road, Amphoe Lamlukka, Pathumthani. The Company was granted allocation license No. 36/2549. It is a single house project for residential purpose and home office building, constructed on an area of 23 rai. The sales thereof were currently over 90%.

**Dzio - Ratchapruek Project (Orrada-Ratchapruek),** is a 2-storey single house project in 94 units constructed on an area of 20 rai and 2 ngarn at Ratchapruek Road, Nonthaburi, for demonstration of the use of goods of DCON. The Company was granted license No. 91/2554. The sales thereof were currently about 67%.

**Dzio Condo - Ngam Wong Wan Project** is 8-storey condominium project with 4 buildings and a total of 792 units on an area of 7 rai at Soi Nagm Wong Wan 2 (Soi Duangmanee) behind the Ministry of Public Health, Nonthburi. The entire project has been sold to a real estate company in the 4<sup>th</sup> quarter of 2014.

**DCON Prime Condo** is 38-storey condominium project with 1 building and a total of 638 units on an area of 2 rai, 1 ngarn and 16 square wa, located on Rattanathibet Road near Phra Nangklao Bridge, 100 meters away from MRT Station (Sai Ma Station), 800 meters away from the Chaophraya River. The EIA was approved on 6 October 2015. The construction was expected to complete and transfer could be made to customers in May 2018. The estimated sale of the Project was 1,648.38 million Baht with net profit of 252.15 million Baht, or 15.3 per cent of the sales.

### **- Wisarawan Co., Ltd.**

**The DECO Bangna Project** is a townhome housing project of 388 units, project size 34 rai, 14.2 square meters, located on the main road. On Bang Bo-Klong Dan Road, Bang Phriang Subdistrict, Bang Bo District, Samut Prakan, easily connected to Thepharak Road, Bang Na-Trad Road and Sukhumvit Road Easy access to the city with 3 main expressways: Burapha Withi Expressway, Motorway and Kanchanaphisek Expressway Close to many famous sources and industrial factories in Thailand Including close to department stores, fresh markets, famous schools, leading hospitals and Suvarnabhumi Airport, etc. Construction is underway, which will be completed and transferred to customers in November 2021, projected sales of the project equal to 949.22. Million baht and will have a net profit of 133.84 million baht or 14.1 percent of sales.

## **2.2 Marketing and competition**

### **DCON Products Public Company Limited**

#### Competition strategies

- The Company enhances its potential in competition and profit earning in provincial branch factories by increasing production capacities for piles and solid concrete fences in line with the increasing market demands.
- Expands pile production capacity to include piles with cross section of 40 centimeters to support new group of customers.

- Initiates marketing promotion activities to maintain existing customer base in CRM format.
- The Company is able to manufacture standard quality products at lower cost than that of competitors because the Company emphasizes on research and development on a continuous basis.
- The Company opts to produce 3 sizes of piles, i.e. I18, I22 and I26, in a mass production manner to achieve lower unit production cost than that of competitors.
- The work is closely managed by professional executives with comprehensions in the business and customers.
- The factory is located near raw material sources thus saving raw material transportation cost and obtaining factory space at low price.
- Maintains good relationships with raw material source owners and obtains raw materials at low cost.
- Having its own finished goods transportation system, which allows the Company to be flexible and capable of controlling the delivery system and saving transportation cost.
- In addition to the previous business expansion by opening factories in Lampoon in the Northern Region and Surat Thani in the Southern Region, the Company opened another plank factory in 2013 to support growth in large provinces with continuous growth, in Maha Sarakham in the Northeastern Region, and Rayong in the Eastern Region, to reduce transportation cost, enhance flexibility in provision of services in respect of sales and deliveries, and expand regional customer base.

### **Customer groups**

Customers are divided into the following groups.

<b>Customer group</b>	<b>Percentage of sales in 2020</b>
1. Real estate developers	56%
2. Construction contractors	36%
3. Material & equipment distributing agent and/or manufacturer	6%
4. Others	2%
Total	100%

### **Targeted groups**

Are those referred to above in Bangkok and vicinities and provinces in the Northern, the Southern, the Central, the Northeastern and the Eastern Regions. The Company currently has factories in all regions as follows: the Northern - Rompo Products Co., Ltd.; the Central - Lopburi factory; the Southern - Surat Thani factory; the Northeastern - Maha Sarakham factory; and the Eastern - Rayong factory.

### **Price policy**

The Company determines prices in accordance with market supply and demand principle by keeping the prices not too low which shall make too long lead time between the order placement and the goods delivery, or not too high which shall affect the customer base. In addition, the Company shall primarily take into account quantity of purchase, customers' past credit terms and industrial competition, which requires the Company to adjust prices to be consistent with the market and competition situations at all times.

### **Orrada Co., Ltd.**

#### Competition strategies

- The Factory Land Project is located in purple zone where factories can be constructed, and in community area where there are adequate purchasing power and labor to support the business of entrepreneurs who are customers of the Project. The locality is also convenient for traveling via Kanchanapisek Ring Road, which enhances the potential in respect of transportation system and traveling.
- Dzio - Ratchapruek Allocation Project is located where traveling is convenient, in developed area and is required by the targeted group. There is sky train transportation system, i.e. purple line sky train to be opened for services on 12 August 2016. Moreover, it is designed to demonstrate difference and respond to requirements of the customer group.
- DCON Prime - Rattanathibet Project (DCON Prime) is a condominium located at Rattanathibet Road only 100 meters away from Sai Ma MRT Station. The Project is 38-floor condominium project with 1 building and a total of 638 units. The salient point is that it is located in the boomed area of Nonthaburi, close to Central West Gate with convenient communication by sky train. It is also located close to the Chaophraya River with superior view. Besides seeing the Chaophraya River curve from the unit, it is enhanced with an infinity edge swimming pool on the 37<sup>th</sup> floor for residents to have a touch of freeness and serenity in swimming and relaxation with the river curve view from high angle. Moreover, the Project offers full decoration with built-in furniture and air-conditioners in all units. The Company is advantages in respect of construction cost because it uses materials which are products of its parent company, i.e. planks, piles and DCON lightweight concrete blocks.

#### Customer nature and targeted customer groups

- Customer groups of Orrada Factory Land Project are Small and Medium Entrepreneurs (SME), those working in nearby areas and targeted groups of the Company.
- Customer groups of Dzio - Ratchapruek Project are medium-level customers residing in Nonthaburi and working in Bangkok and vicinities with income of 50,000 Baht or more, with 35-50 years of age.
- Customers of DCON Prime - Rattanathibet Project (DCON Prime) are medium-level customers residing nearby in Nonthaburi adjacent to Bangkok northern and western zones with income of 40,000 Baht or more, with 25-45 years of age.

#### Price policy

- As for Orrada Factory Land Project, the Company determines the selling prices and rents at competitive level. As regards factory lease, the Company executes lease agreement with customers for a term of 3 years.
- Dzio - Ratchapruek Allocation Project prices are determined to be in the range of 4-6 million Baht.
- DCON Prime - Rattanathibet Project (DCON Prime) develops its form and functions including materials used in superior manner to those of competitors in nearby areas, while the selling prices are determined to be rather lower than those of nearby competitors to distinguish the salient point in respect of cost-worthiness, starting at 1.65 million Baht for 1-bedroom unit in an area of 26.58 square meters.

#### Distribution and distributing channels

- As for Orrada Factory Land Project, besides contacting targeted customers directly, most customers of the Company come from the advertisement in front of the Project and introductions by existing customers in the Project and the website.
- As for Dzio - Ratchapruek Allocation Project, DCON Prime - Rattanathibet Project and The DECO, they are publicized via advertisements, guideposts, magazines, newspapers, radios, booths in exhibitions and department stores, online social in the Internet and website providing publicity of the Project.

#### Raw materials

As regards main raw materials in the project construction, i.e. lands and main construction materials, for example, planks, piles, lightweight concrete blocks, concrete, steel wires, shape steel, roof planks, lighting system, sanitation system, building, door and window paints, the Company shall invite bids from contractors in respect of both labor and materials, except for planks, piles and lightweight concrete blocks, which are main products of the Company. The projects have been cooperated with main contractors with experiences and reliabilities on a continuous basis.

#### **Environmental impacts**

- As for each unit of Orrada Factory Land Project, the factory owners shall erect their own wastewater treatment system in accordance with the quality of wastewater of each factory, which must meet the criteria determined by the Department of Industrial Work. The Project initially provides sanitation system for each unit as per the Allocation Act.
- In respect of allocation projects, fat trap is provided for each unit with consolidated wastewater treatment system for each project as per the Allocation Act.

#### **Work not yet delivered**

As at the end of 2020 the Company had awaiting transfer Units at DCON Prime - Rattanathibet Project by customers and transfer in 2021.

#### **Wisarawan Co., Ltd.**

##### Competition strategies

- The DECO Bangna - The DECO Bangna project is a townhome on the main road. On Bang Bo Road - Khlong Dan Samut Prakan Easy to connect to Thepharak Road,

Bangna-Trad Road and Sukhumvit Road. Easy access to the city With 3 main expressways: Burapha Withi Expressway, Motorway and Kanchanaphisek Expressway Close to work sites and large industrial estates such as Wellgrow Industrial Estate, Bang Phli Industrial Estate, as well as close to department stores, fresh markets, famous educational institutions, leading hospitals and Suvarnabhumi Airport, etc. 34 rai 14.1 square wah with a lot of advantages in green areas Including the central Club House that meets all lifestyles Whether it is a private work area, a fitness center and a swimming pool. Not only that, what the project thinks for customers can be called Pay attention to the customer in every square meter Customers can be 100% assured. The company has an advantage in construction costs because it uses materials from parent company products (DCON), namely slabs, piles, fences and DCON lightweight bricks.

#### Customer nature and targeted customer groups

- Deco project targeting customers at the middle level. In Bangkok Nearby in the part of Samut Prakan Province In the eastern zone of Bangkok Income level of 25,000 baht or more, aged 25-50 years.

### **3. Risk factors**

In operating the business of DCON Products Public Company Limited and subsidiaries, risk factors impacting the Company's business operation are as follows.

#### 1. Risk from fluctuation of fuel and main raw material prices

Fuel is main cost in goods transportation and a very high expense next to raw material costs, but fluctuation of fuel price is beyond control because it is connection with many other factors, for example, global economic situation, international political problems, etc., which cause fluctuation to oil prices. The Company managed risk by purchasing new trucks to replace existing one with low efficiency, and maintained the trucks to be in good working conditions at all times. The Company trained truck drivers how to drive properly for safety and saving regularly. GPS was also installed on all trucks to control their speed and prevent corruption of oil by drivers.

Raw material prices are highly fluctuated due to economic changes, including changes to demands and supplies, especially prices of cement, steel wires, PC-wires, stones and sands, which are main raw materials used in the production process, which shall impact upon the business, both positively and negatively. The Company must closely monitor the situations and determine appropriate risk management strategies, i.e. to manage raw material procurements to reduce price risk, researches to identify alternative raw materials, efficient inventory control and management.

#### 2. Risk from domestic economic fluctuations and competitions

In the previous year, Thailand still faced with recessing economic situation which caused the construction material market to have fierce competition to expedite product release. Consequently, to enhance the competition capacity, the Management emphasized on product research and development, quality control, service, inventory administration and

management, personnel development, delivery and transportation administration to enhance management efficiency and maintain leadership in this business.

### 3. Risk from the spread of COVID-19 virus.

Due to the severe COVID-19 epidemic in 2020 to date, the Thai economy has contracted and resulted in a significant slowdown in investment in real estate. Construction in various projects The plan was postponed, causing sales of construction products and materials to decline in the same direction. Together with the control measures for retail lending of commercial banks This is the main reason for the slowdown in the real estate sector this year.

However, the management has placed more emphasis on increasing online distribution channels to meet the COVID-19 epidemic situation. In addition, the management gives importance to product research and development in order to prepare for future product demand when the situation returns to normal.

### **4. Properties used in business operation**

Properties used in operation of businesses of the Company and subsidiaries as at 31 December 2020 were as follows.

#### DCON Products Public Company Limited

<b>Asset type/nature</b>	<b>Book value (Baht)</b>	<b>Ownership nature</b>	<b>Obligations</b>
Land in Amphoe Pattanakom, Lopburi:			
Factory area of 119rai, 1 ngarn 94 sq. wa	26,533,967	Owned	<u>Nil</u>
Goods pile area of 23 rai 2 ngarn 38 sq. wa	5,055,384	Owned	<u>Nil</u>
Area of 24 rai 2 ngarn 92 sq. wa bought for use of groundwater in production	2,124,547	Owned	<u>Nil</u>
Land for construction of factory and inventory storage yard, lightweight concrete block factory in area of 97 rai 3 ngarn 36 sq. wa	13,482,219	Owned	<u>Nil</u>
Land for construction of factory in Surat Thani in area of 57 rai 334 sq. wa	16,870,519	Owned	<u>Nil</u>
Land for construction of factory in Rayong in area of 36 rai 168 sq. wa	20,525,996	Owned	<u>Nil</u>

Land for construction of factory in Maha Sara Kham in area of 34 rai 99 sq. wa	18,022,373	Owned	<u>Nil</u>
Buildings/furniture/decoration	148,488,967	Owned	Lightweight concrete block factory mortgaged for 35 million Baht and machinery mortgaged for 60 million Baht as collateral against overdraft, short-term loan, long-term loan and possible debt from requesting a bank to issue letter of guarantee for raw material cost and power consumption with a domestic bank
Vehicles	68,344,303	Owned	<u>Nil</u>
Tools/machines/equipment	141,631,066	Owned	<u>Nil</u>
Construction in progress	1,532,773	Owned	<u>Nil</u>

Orrada Co., Ltd.

Asset type/nature	Book value (Baht)	Ownership nature	Obligations
Asset for rent	302,823,374	Owned	Nil
Land held for development (Factory's office)	14,223,250	Owned	Nil
Developed land for sale	1,302,905,128	Owned	Nil

Investments in subsidiaries as at 31 December 2020

Company	Business	Issued and paid-up capital	Investment percentage
Orrada Co., Ltd.	Real estate development currently emphasizing on sales and lease of mini factories	400 million Baht	99.99
Rompo Products Co., Ltd.	Production of planks and lightweight concrete blocks in Northern Region area	35 million Baht	99.99
DSC Product Co., Ltd.	Manufacturer and distributor of lightweight concrete wall	130 million Baht	70.00
Wisarawan Co., Ltd.	Real estate development	200 million Baht	99.99 (Orrada)



Currently, the Company had a policy in investing in its main business, i.e. planks and pre-stressed concrete piles, and sale of pre-built single house project and sale-rent of mini factories through subsidiaries. The Company had no policy in investing in other non-relevant business. Appropriate return on investment would be taken into consideration in making any investment of the Company. Moreover, the management policy in Orrada would be prescribed and undertaken by executive directors of the Company.

#### Investments in Associated Company as of 31 December 2020

Type / characteristics of assets	Book value (Baht)	Type of ownership	Obligations
Prinsiri Public Company Limited	Real estate development	1,220.01million Baht	6.72

In the second quarter of 2020, the Company and its directors have gradually purchased ordinary shares in Prinsiri Public Company Limited to a 21.79% investment, and according to the minutes of the 2020 Annual General Meeting of Shareholders on July 17, 2020. Prinsiri Public Company Limited's shares resolved to appoint a director of the Company to be the Board of Directors, causing the Company to have significant influence in that company. Measured at fair value through other comprehensive income. It is a type of measurement at cost in the separate financial statements. And measure the book value using the equity method in the consolidated financial statements.

## 5. Legal dispute

- Nil -

## 6. General information and other significant information

### 6.1 General information

- Company name** : **DCON Products Public Company Limited (“Company”)**  
Registered capital 552,878,639.60 Baht (538,634,039.60 Baht paid up)
- Business operation nature** : Manufacture and distribute construction materials, concrete products, i.e. precast planks, pre-stressed concrete piles, Hollow core, Hexagon piles, cellular light-weight concrete (CLC) blocks as well as other precast concrete parts, e.g. fences, beams – posts, footing etc.
- Head Office location** : 3300/57 Elephant Building, Tower B, 8<sup>th</sup> Floor, Phaholyotin Road, Chompol, Chatuchak, Bangkok 10900
- Factory 1 - Lopburi** : 33 Moo 8, Chongsarika, Pattananikom, Lopburi 15140

Factory 2 - Lopburi : 280 Moo 8, Chongsarika, Pattananikom, Lopburi 15140

Factory - Surat Thani : 39/3 Moo 7, Natai, Baan Naderm, Surat Thani 84240

Factory - Maha Sarakham : 236 Moo 11, Kosum-Thaphra Road, Pang, Kosumpisai, Maha Sarakham 44140

Factory - Rayong : 567 Moo 1, Makhamkhu, Nikompattana, Rayong 21180

Company registration No. : 0107547000303

Homepage : [www.dconproduct.com](http://www.dconproduct.com)  
E-mail : [dcon@dconproduct.com](mailto:dcon@dconproduct.com)

Telephone : 0-2937-3312

Facsimile : 0-2937-3328

**Subsidiary : Orrada Co., Ltd.**  
The Company holds 99.99% shares.  
Registered capital 400 million Baht.

Business operation nature : Real estate development  
- Orrada Factory Land  
- Orrada Land  
- Baan Orrada - Lamlukka Khlong 8  
- Baan Orrada - Dzio Project (Ratchapruet)  
- Condominium - Dzio Condo Project (Ngam Wong Wan)  
- Condominium - DCON Prime Project (Rattanathibet)

Location : 3300/97 Elephant Building, Tower B, 18<sup>th</sup> Floor, Phaholyotin Road, Chompol, Chatuchak, Bangkok 10900

Homepage : [www.orrada.com](http://www.orrada.com)  
E-mail : [orrada@orrada.com](mailto:orrada@orrada.com)

Telephone : 0-2937-3312

Facsimile : 0-2937-4437

**Subsidiary : Wisarawan Co., Ltd.**  
Orrada Company holds 99.99% shares.  
Registered capital 200 million Baht.  
(180 million Baht paid up)

Business operation nature : Real estate development  
- Towhome - The DECO (Bangna)

Location : 3300/100 Elephant Building, Tower B, 18<sup>th</sup> Floor, Phaholyotin Road, Chompol, Chatuchak, Bangkok 10900

Telephone : 0-2937-3312

Facsimile : 0-2937-4437

**Subsidiary : Rompo Products Co., Ltd.**  
The Company holds 99.99% shares.  
Registered capital 35 million Baht.

Business operation nature : Manufacture and distribute construction materials, concrete products, i.e. precast planks, pre-stressed concrete piles, cellular light-weight concrete (CLC) blocks and precast fences in the Northern Region

Location : 170 Moo 4, Pasak, Muang, Lamphoon 51000

Telephone : 053-537-030-1

Facsimile : 053-584-866

**Subsidiary : DSC Product Co., Ltd.**  
The Company holds 70% shares.  
Registered capital 130 million Baht. (130 million Baht paid up)

Business operation nature : Produce and recognize aerated concrete slabs with installation service.

Location : 3300/67 Elephant Building, Tower B 10<sup>th</sup> FL,  
Phaholyotin Road, Chatujak, Bangkok 10900

Telephone : 0-2-937-4337

Facsimile : 0-2-937-3326

## Part 2

### Business Management and Supervision

#### 7. Information on securities and shareholders

##### 7.1 Amount of registered capital and paid-up capital

The Company had a total of 552,878,639.60 Baht (of which 538,634,039.60 Baht was paid up), comprising 5,386,340,396 shares with a par value of 0.10 Baht as at 31 December 2020.

##### 7.2 Shareholders

List of 10 major shareholders appeared in shareholder register: As at 30 March 2020.

Total Shareholders :	8,174
% Shares in Scripless Holding :	97.54
% Free Float :	28.28

#### Top 10 Major Shareholders

Name-Surname	Number of shares	Percentage of total number of shares
1. Mr. Wittawat Pornkul	1,531,000,000	28.42
2. Miss Wisara Pornkul	1,340,000,000	24.88
3. Mr. Chana Towan	610,255,900	11.32
4. Miss Asama Towan	187,000,000	3.47
5. Miss Arissara Towan	187,000,000	3.47
6. Mr. Itsada Pornkul	80,000,000	1.49
7. Mr. Prateep Tangmatitum	56,964,700	1.06
8. Sarasin Co., Ltd.	40,916,062	0.76
9. Thai NVDR Co., Ltd.	29,375,945	0.55
10. Mr. Surapan Changpradit	23,188,111	0.43
<b>Total</b>	<b>4,085,444,818</b>	<b>75.85</b>

##### 7.3 Issuance of other securities

- No issuance of other securities -

## 7.4 Dividend distribution policy

The Company had a policy to distribute dividends at the rate of not less than 25 per cent of net profit after corporate income tax in each year. In distributing dividends the following factors were taken into consideration, e.g. operating results and financial position of the Company, liquidity of the Company, business expansion and other factors relating to work the Company's management. The dividend distribution referred to above would be subject to approval of shareholder meeting as appropriate and approval of the Board of Directors.

In 2020, the Company had 92.43 million Baht profit for the year, and the Board of Directors resolved to propose to the shareholder ordinary meeting on 28 April 2021 to approve distribution of dividends at the rate of 0.008 Baht per share, representing 46.62 per cent of the profit for the year under the consolidated financial statement.

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

Details of the distribution of Dividends	Y 2019 (Proposed)	Y 2019	Y 2018	Y 2017	Y 2016
Earnings per share (Baht)	0.02	0.02	0.03	0.05	0.03
Earnings per share is calculated from the number of shares eligible to receive dividends (Baht)	-	-	-	0.043	-
Dividend per share (Baht)	**0.008	0.015	0.015	0.045	0.008
Dividend to earnings ratio (%)	46.62	61.39	48.76	104.9	27.50
Par (Baht)	0.10	0.10	0.10	0.10	0.10

Year	Cash	Stock dividend	Earnings day
2020	0.008 Baht per Share	-	01/01/2020 - 31/12/2020
2019	0.015 Baht per Share	-	01/01/2019 - 31/12/2019
2018	0.015 Baht per Share	-	01/01/2018 - 31/12/2018
2017	0.045 Baht per Share	-	01/01/2017 - 31/12/2017
2016	0.008 Baht per Share	-	01/01/2016 - 31/12/2016

**Note:** Distribution of dividends in 2020 for operating results from 1 January to 31 December 2020 was still uncertain, depending on resolution of shareholder ordinary meeting on 28 April 2021.

\* Net profit means net profit for the year in respect of parent company shareholders' equity.

\*\* The Board of Directors resolved to propose to shareholder ordinary meeting on 28 April 2021 to approve dividend distribution for 2020 at 0.008 Baht per share.

## 8. Management structure

### 8.1 Board of Directors

#### Board of Directors meetings

The Board of Directors holds at least 4 meetings per year. Meeting agendas for each meeting shall be clearly determined in advance throughout the year and details supporting the meeting agendas are sent to the Board of Directors for information of the Board of Directors and

all executives so that they can allocate time for participation in the meetings. Extraordinary meetings may be held as necessary. The Secretary to the Board of Directors is required to be responsible as follows.

- Prepare letter of invitation to the meeting with clear meeting agendas, and send meeting documents at least 7 days in advance of the meeting date to allow the Board of Directors time to adequately study the information before attending the meeting.
- Organize meetings with sufficient time and give opportunities to debate fully and openly.
- Prepare minutes of meetings with complete essences and present to the President of the Board of Directors to certify in the next meeting before keeping systematically and in a searchable manner.

### **Board of Directors**

As at 31 December 2020 the Board of Directors comprised 9 directors, namely:

<b>No.</b>	<b>Name-Surname</b>	<b>Position</b>
1	Assoc. Prof. Dr. Tortrakul Yomnak	President (Independent director)
2	Mrs. Pisamai Boonyakiat	Vice President Chairman of Audit Committee , Chairman of remuneration director (Independent director)
3	Mr. Wittawat Pornkul	Chief Executive Officer
4	General Pisarn Wattanawangkeeree	Audit Director (Independent director)
5	Mr. Wanchai Tantikul	Audit Director, remuneration director (Independent director)
6	Mr. Chana Towan	Director, remuneration director
7	Dr. Tanai Charinsarn	Director
8	Mr. Nirut Intarathachang	Director
9	Dr. Kawin Worakanchana	Director

Authorized signatories are as follows

“Mr. Wittawat Pornkul to affix signature and corporate seal or Mr. Chana Towan, Dr. Tanai Charinsarn, Mr. Nirut Intarathachang, Dr. Kawin Worakanchana, two out of the four directors to co-sign and affix the corporate seal.”

### **Scope, authority and duties of the Board of Directors**

1. Plan and determine key policies, directions, strategies, work programs, organizational structure and work management structure in the Company’s business operation in harmony with economic conditions and competitions in the market for submission to the Board of Directors for consideration and approval.
2. Determine key policies in conducting business, financial, fund mobilization, fund management and risk management aspects of the Company.

3. Consider approval of budgets and investment projects and supervise project executions in accordance with the plans.
4. Supervise the Company's business operation to meet or surpass the established targets and determine remedial guidelines in case there is obstacle hindering achieving thereof.
5. Prepare reports on the Company's general and financial information to shareholders and general stakeholders accurately, timely and in compliance with laws.
6. Acknowledge significant audit reports and determine guidelines for improvement and correction in case any material flaw is detected.
7. Review adequacy and suitability of the internal control system and risk management of the Company.
8. Make available Succession Plan for high-level executives on continuous basis.
9. Oversee and monitor the Company's routine work performance as per the business plans approved by the Board of Directors.
10. Determine key policies in conducting business, financial, fund mobilization, fund management and risk management aspects of the Company.
11. Plan and determine business plans, annual budgets and authority for management of work in various lines of the Company and submit to the Board of Directors for approval.
12. The Board of Directors establishes a policy and guidelines on consideration of transactions which have, or may have, conflict of interest between shareholders, directors, executives and individuals who may have other conflicts, directly and indirectly, in case of related transactions which are under the approval power of shareholders, to be screened by the Audit Committee to ensure that the entering into such transactions is fair, reasonable and beneficial to shareholders and is in compliance with law and requirements of the Securities and Exchange Commission Office.
13. The Board of Directors ensures compliance with steps established deliberately within the principle of reasons and independency, with transparent process in granting approval to enter into the transaction and taking into consideration optimal benefits of the Company fully and properly in accordance with rules of the Securities and Exchange Commission Office.
14. Stakeholders shall not take part in making decision in the consideration to enter into a transaction. In every meeting of the Board of Directors, the Chairman shall inform the meeting seeking cooperation to require directors of the Company to comply with the policy on consideration of transactions with possible conflict of interest, by requiring directors of the Company to inform the meeting to abstain from voting or commenting on agendas to which they are concerned or interested.
15. The Board of Directors ensures that information on transactions with possible conflict of interest are disclosed properly and fully in the annual report and the 56-1 form.
16. The Board of Directors emphasizes on and makes available internal control system to create reasonable confidence on proficiency and effectiveness of the operation and reliability of the financial report and compliance with rules, regulations and policies, by establishing an

internal audit agency which is independent in performing its duties, to be responsible for checking on adequacy and proficiency of the internal control system on activities of the Company for reporting to the Audit Committee and the Board of Directors, respectively.

17. The Board of Directors reviews appropriateness and adequacy of all 5 elements of the internal control system, i.e. Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring, regularly once a year to ensure achievement of objectives and targets of the Company, including improvement of the internal control system on a continuous basis.
18. The Board of Directors makes available a system which is neutral and transparent in maintaining relationships with external and internal auditors through connection of the Audit Committee.
19. Auditing fees and other fees payable to the auditor are disclosed in the annual report to enhance transparency in the independency of the auditor.

**The Company determined qualifications of directors as follows:**

1. Being veterans in fields relating to the Company's business and prepared to fully devote their times to perform their duties for the Company.
2. Being individuals without incompatibility prescribed in the Public Limited Company Act B.E. 2535, the Securities and Exchange Act B.E. 2535 and the good corporate governance principles of listed companies.
3. High-level directors and executives must not be, or have been, an auditor of the Company, subsidiaries, associated companies and not a shareholder with control power or a partner of an audit office to which auditor of the Company, subsidiaries and associated companies belong.
4. A director may hold office of director in not more than 2 listed companies. However, if the director is a chief executive officer or managing director, the director should hold only office in only 1 company, i.e. DCON Products Public Company Limited.

The Board of Directors shall assign executives of the Company to consider approving and carry out executions relating to financial transactions of the Company and related transactions which are in the normal course of trade, transactions on acquisition or disposal of material assets of the Company and/or transactions or matters which individuals with possible conflict, interest, or conflict of interest in any other manner shall execute with the Company and subsidiaries (if any) with reference market price of not exceeding 20 million Baht.

In case of directors with possible benefits or interests or conflict with the Company or related company, such interested directors shall not have a voting right.

**Audit Committee**

The Audit Committee is an independent agency providing support and operating on behalf of the Board of Directors to review financial information present to shareholders and other parties concerned, reviewing the internal control system established by the Board of Directors, the internal audit process and communicating with the auditor of the Company.



The Company had 3 audit directors in total, namely:

As at 31 December 2020 the Audit Committee comprised 3 directors in total, namely:

No.	Name-Surname	Position
1	Mrs. Pisamai Boonyakiat	Chairman of Audit Committee, Independent director
2	General Pisarn Wattanawangkeeree	Audit Director, Independent director
3	Mr. Wanchai Tantikul	Audit Director, Independent director

### **Scope, authority and duties of the Audit Committee**

1. Review to ensure that the Company has submitted financial reports with sufficient accuracy and disclosure by coordinating with the external auditors and executives responsible in preparing both quarterly and annual financial reports. The Audit Committee may recommend the auditor to review or check any transaction deemed necessary and significant while auditing the Company's accounts.
2. Review jointly with the external auditors and the internal auditor to ensure that the Company has suitable and effective internal control and internal audit systems.
3. Consider selecting and nominating auditors of the Company, and proposing remunerations of the auditors, taking into account reliability, sufficiency of resources and auditing workload of the audit office, including experiences of personnel assigned to audit accounts of the Company.
4. Consider disclosure of the Company's information in case of related transactions or transactions with possible conflict of interest to ensure accuracy and completeness thereof.
5. Perform any other work assigned by the Board of Directors and consented to by the Audit Committee, such as to review financial management and risk management policy, review executives' compliance with business ethics, review jointly with executives of the Company significant reports to be presented to the public as required by laws, i.e. management discussion and analysis etc.
6. Prepare reports on activities of the Audit Committee by disclosing in the Company's annual report, to be signed by the Chairman of the Audit Committee. Said reports should include the following information.
  - 6.1 Opinions on the process of preparation and disclosure of information in the Company's financial reports regarding accuracy, completeness and reliability.
  - 6.2 Opinions on adequacy of the Company's internal control system.
  - 6.3 Reasons to believe that the Company's auditors deserve re-election for another term.
  - 6.4 Opinions on compliance with law governing securities and exchange, requirements of the Stock Exchange of Thailand or laws applicable to the Company's business.

6.5 Any other reports of which shareholders and general investors should be aware, under the scope, duties and responsibilities assigned by the Board of Directors.

## 8.2 Executives

### Executive Committee

As at 31 December 2020 the Executive Committee comprised 8 executives in total, namely:

No.	Name-Surname	Position
1	Mr. Wittawat Pornkul	Chief Executive Officer
2	Mr. Nirut Intarathachang	Executive Director
3	Dr. Kawin Worakanchana	Executive Director
4	Miss Pradittha Worachart	Executive Director
5	Miss Somnuek Raksanit	Executive Director
6	Mrs. Siriporn Leetaweekulsomboon	Executive Director
7	Mr. Samak Saritchasombat	Executive Director
8	Miss Noppamas Alipariyakul	Executive Director

### Scope of authority and duties of the Executive Committee

1. Monitor compliance with established policies and management directions in various aspects of the Company to ensure efficiency and favorability to the business operation.
2. Oversee and monitor the Company's routine work performance in accordance with the business plan approved by the Board of Directors.
3. Perform other duties assigned by the Board of Directors from time to time.
4. The Chief Executive Officer shall consider approving and carry out executions relating to the Company's financial transactions within the amount not exceeding 20 million Baht.
5. The Chief Executive Officer shall consider approving and carry out executions relating to financial transactions of the Company and related transactions which are in the normal course of trade, transactions on acquisition or disposal of material assets of the Company and/or transactions or matters which individuals with possible conflict, interest, or conflict of interest in any other manner shall execute with the Company and subsidiaries (if any) with reference market price of not exceeding 20 million Baht, and must present the matter to the next Board of Directors meeting for information.

However, the Executive Committee has no authority to take any action in or relating to related transactions, transactions on acquisition or disposal of material assets of the Company and/or other transactions or matters which individuals with possible conflict, interest, or conflict of interest in any other manner shall execute with the Company and subsidiaries (if any) in case the transaction exceeds 20 million Baht. Such transactions or matters shall be presented to the Audit Committee and the Board of Directors for consideration and approval.

### Scope of authority of the Chief Executive Officer

1. Manage and supervise activities relating to the Company's general work management.
2. Take actions as assigned by the Board of Directors or the Executive Committee.
3. Employ, designate, transfer, remove, terminate, determine wages, grant rewards, increase salaries, remunerations and bonuses of all personnel of the Company at levels lower than executive and appoint employer's representatives to the Provident Fund Committee of the Company.

4. Approve and grant authorization to approve payments for property procurement and service employment for the Company's benefits, including approval for financial executions for transactions of the Company within the amount not exceeding 5 million Baht, which must be co-signed by one executive of the Executive Committee.
5. Issue orders, regulations, announcements, records to ensure that the work performance is in compliance with polices and interests of the Company and to maintain work disciplines within the organization.
6. Take action and represent the Company to third parties in activities which are relevant and beneficial to the Company.
7. Approve appointments of consultants on various aspects necessary to work execution.
8. Perform other duties assigned by the Board of Directors from time to time.

The Managing Director shall be under supervision of and report directly to the Board of Directors and the Executive Committee, and the Managing Director shall comply with guidelines and policies established by the Executive Committee.

However, the Managing Director has no authority to take any action in or relating to related transactions, transactions on acquisition or disposal of material assets of the Company and/or other transactions or matters which individuals with possible conflict, interest, or conflict of interest in any other manner shall execute with the Company and subsidiaries (if any). Such transactions or matters shall be presented to the Audit Committee and the Board of Directors for consideration and approval.

### **8.3 Nomination and Remuneration Committee**

As at 31 December 2020.

<b>No.</b>	<b>Name-Surname</b>	<b>Position</b>
1	Mrs. Pisamai Boonyakiat	Chairman of Nomination and Remuneration Director, independent director
2	Mr. Wanchai Tantikul	Nomination and Remuneration Director, independent director
3	Mr. Chana Towan	Nomination and Remuneration Director

#### **Scope, authority and duties of the Nomination and Remuneration Committee**

1. Prescribe rules and policies in nominating committees and subcommittees of the Company.
2. Nominate directors by considering individuals suitable to hold the director office for presentation to the Board of Directors for consideration and approval and/or to shareholder meeting for approval, as the case may be.
3. Nominate candidate suitable to hold office of the Chief Executive Officer in case the office is vacant, and prescribe rules in nominating high-level executives.
4. Determine necessary and appropriate remunerations, in both monetary and non-monetary forms, to attract and retain the Board of Directors, subcommittees and high-level executives of the Company in each year.
5. Prepare rules and policies in determining remunerations of directors and high-level executives for presentation to the Board of Directors for consideration and approval and/or to shareholder meeting for approval, as the case may be.

6. Provide explanations in response to queries relating to remunerations of directors and high-level executives in shareholder meetings.

#### **8.4 Secretary of the Company**

The Board of Directors appointed Mr. Nirut Intarathachang who possesses suitable competency, qualifications and experiences as Secretary of the Company. Background of the Company Secretary is as per the attached document.

#### **Qualifications of the Secretary of the Company**

1. Possess knowledges in the fields of business, accounting, laws and regulations relating to the Company.
2. Possess knowledge and comprehension in good corporate governance and good business supervision practices.
3. Is independent and candid in performance of duties in making both suggestions and comments.

#### **Scope of authority and duties of the Secretary of the Company**

1. Provide provisional suggestions to directors regarding matters of law, practices as per official rules, procedures and regulations of the Company, monitor to ensure proper and regular compliance therewith, including report on material changes to directors.
2. Promote cognizance pertaining to business supervision, provide information and push the Board of Directors to comply and arrange to have examined the results of the compliance therewith.
3. Prepare meeting agendas, shareholder and Board of Directors meeting documentation.
4. Organize shareholder and Board of Directors meetings in compliance with laws, Articles of Association and good practices.
5. Record minutes of shareholder and Board of Directors meetings and monitor to ensure compliance with resolutions of shareholder and Board of Directors meetings.
6. Prepare and keep director register, annual reports of the Company, letters of invitation to shareholder meetings, letters of invitation to Board of Directors meetings, minutes of shareholder meetings and minutes of Board of Directors meetings.
7. Arrange for directors and executives to prepare reports on their interests and related parties' interests as per provisions of law.
8. Keep reports on interests made by directors or executives and send copies thereof to the President and Chairman of the Audit Committee as required by law.
9. Ensure disclosure of data and information reports.
10. Contact and communicate with shareholders to inform them rights of shareholders and information of the Company and act as intermediary between shareholders and the Board of Directors and executives.
11. Oversee activities of the Board of Directors.
12. Pursue laws, requirements and practices in respect of business operation.
13. Coordinate between the Board of Directors and executives of the Company.

## 8.5 Remunerations of directors and executives

### Monetary remunerations

In 2020 the Company paid the Board of Directors and high-level executives their remunerations as follows.

Directors' remunerations	1,680,000 Baht
Executives' remunerations	8,972,028 Baht

In 2019 the Company paid the Board of Directors and high-level executives their remunerations as follows.

Directors' remunerations	865,000 Baht
Executives' remunerations	9,781,264 Baht

### Other remunerations

- Nil -

## 8.6 Risk Management Committee

No.	Name-Surname	Position
1	Mr. Nirut Intarathachang	Chairman of the Risk Management Committee
2	Miss. Naraphon Yaikenjan	Secretary
3	Mr. Aisoon Assavamaninthorn	Director
4	Dr. Kawin Worakanchana	Director
5	Mrs. Siriporn Leetaweekulsomboon	Director
6	Miss Pradittha Worachart	Director
7	Mr. Samak Saritchasombut	Director
8	Miss Noppamas Alipariyakul	Director
9	Miss Somnuek Raksanit	Director
10	Mr. Ittiyot Nilmanee	Director
11	Mr. Pitsanu Budchum	Director
12	Mr. Natthawut Thepkeaw	Director
13	Miss Wanwisa Tantikul	Director
14	Mr. Konlawat Weerayutbancha	Director
15	Miss Rungnipa Thanudperm	Director
16	Miss Chayanee Minanon	Director

## 8.7 Personnel

The Company had no material change in number of personnel nor material labor dispute.

### Personnel

As at 31 December 2020 the Company had a total of 282 personnel identical to that in the annual report.

### **Employee training**

Goal: percentage of total employee training. Must be at least 85% of the employee x 6 hours per year.

**Year 2020:** Staff training is 107.33 percent of the target.

### **Employee training**

<b>Year</b>	<b>Number of employees</b>	<b>Percentage of goals (%)</b>
Y 2020	282	107.33
Y 2019	280	86.60
Y 2018	230	80
Y 2017	230	80
Y 2016	229	85

### **Personnel development policy**

The Company firmly believes that personnel at all levels are valuable resources which play a key role for the organization's success. Consequently, the Company has a policy to develop personnel's competency to upgrade the work administration by organizing training and seminars for both existing and new personnel regularly to apply modern knowledge and technologies in the work operation, and also emphasizes on the recruitment system and remunerations which are consistent with those of other companies in the same industry.

The Company has a policy to "give appropriate remunerations to suitable persons" by establishing merit system to promote progress and growth for personnel along with the Company as per the following guidelines.

- The Company recruit's personnel with know-how and competency and suitability to their positions.
- Organizes training at the beginning of employment to acquaint the personnel with their duties beforehand.
- Organizes regular training, both internally and externally, on specific knowledges and techniques to enhance skills in respective fields. Personnel are also sent to study in countries with relevant know-how and technologies in such aspects, and employ personnel with quality and expertise from overseas to conduct training for personnel.
- The Company adopts salary determination rules as appropriate to the organization and the personnel to arrive at mutual satisfaction to attract and recruit high quality personnel suitable to their duties. When compared with other companies at the same level and the labor market, the organization is considered to have attractive employment rates.
- The Company considers granting bonuses based on work performance and years of services of respective personnel including the sales and profits of the Company. If the sales and profits are large personnel shall receive greater bonuses.

## **9. Corporate Governance**

### **9.1 Corporate Governance policy**

The Board of Directors recognizes the importance of good corporate governance and establishes policy encouraging continuous good corporate governance in the organization because it is considered necessary to business operation and instrumental for creation of sustainability of the business in the long run, thus generating optimal benefits and confidence to all shareholders and investors of the Company, and enables shareholders and the public to be aware of and review the Company's business operation conveniently, expeditiously, equally and efficiently. The Company emphasizes on compliance with policy on good governance of listed companies by stressing on rights of shareholders, equitable and fair treatment to shareholders, roles of stakeholders, including responsibility to the environments, disclosure of information and transparency and responsibilities of the Board of Directors, and intends to comply with the Good Corporate Governance Policy. The Company established the Good Corporate Governance Policy in writing with such contents and essences as to create development comparable to international standards, consistent with guidelines and recommendations of regulatory and related agencies by disseminating it to all directors, executives and personnel of the Company for their information and compliance therewith, and also to all shareholders of the Company and the general public for their information through the Company's website. The Company established corporate business operation ethics for all directors, executives and personnel at all levels to comply with and implement in a uniform basis. The Company has "Good Corporate Governance Policy" in accordance with good governance principles of listed companies prescribed by the Stock Exchange of Thailand and disclosed at the Company's website [www.dconproduct.com](http://www.dconproduct.com) for study by and information of all shareholders, investors and stakeholders.

The Company's good corporate governance policy comprises good principles and practices relating to business supervision. The Company is confident that with good management system, Board of Directors and executives with vision and responsibility to their duties, controlling mechanism, balance of power and business supervision process which are essential and necessary for operation of business towards sustainable growth, the business operation shall be achieved proficiently and effectively in accordance with the organization's mission and vision, which cover the following primary principles.

1. The Board of Directors emphasizes on leadership, vision, appointment elements and independency, by determining qualifications, scope of power, duties and responsibilities to create good management.
2. Equitable and fair treatment to shareholders and stakeholders.
3. Full, sufficient, reliable and timely disclosure of information to all parties.
4. Encouragement to have internal control, internal audit and risk management systems to reduce risks which may occur.

In 2020, the Company continuously complied with the good governance principles of listed companies, divided into 5 sections as follows.

#### **1. Rights of shareholders**

The Company has a policy in supporting and protecting all shareholders to fully enjoy their basic rights prescribed by law, including:

1. The right to purchase, sell, transfer shares and take transfer of shares including the right to receive share certificates. All shareholders have the right to freely purchase, sell, transfer shares or take transfer of shares. Moreover, they have the right to receive share certificates and prescribed by law and the Company's Articles of Association. The Company has Thailand Securities Depository Co., Ltd. (TSD) acting as the Company's security registrar to facilitate shareholders in taking action relating to the Company's shares and security registration.

2. The right to vote on various agendas in shareholder meetings where all shareholders of the Company who have the right to attend may vote to resolve equally based on the number of shares respectively held by them. The Articles of Association stipulate that 1 share shall have 1 vote in any voting and shareholders may vote freely without restriction regardless of whether they shall attend the meeting personally or authorize an independent director or a third party to attend the meeting on their behalves.

3. The right to attend shareholder meetings or authorize a third party to attend and vote on their behalves. Shareholders can travel to attend meetings conveniently because the meeting venue is in a locality with convenient transportation and near public transportation systems, i.e. Bangkok Mass Transit System (BTS), Mor Chit Station, and Mass Rapid Transit (MRT), Chatuchak Station and Phaholyothin Station.

4. The right to equal profit sharing and dividends. All shareholders of the company have the right to the Company's profit sharing in the form of dividends which the Company shall distribute proportional to number of shares held by each shareholder.

5. The right to equal treatment in the Company's share repurchasing. The Articles of Association prohibit the Company from owning or taking its shares in pledge, except:

5.1 To protect the rights of shareholders who vote against the shareholder meeting resolution approving amendment to the Articles of Association regarding the rights to vote and the entitlements to dividends and consider that they are not fairly treated; or

5.2 For the purpose of financial management in case the Company has excessive retained earnings and liquidity, and such share repurchasing does not cause the Company to face with financial problems.

However, such shares repurchased by the Company shall not be counted as quorum, shall not have voting right and shall not be entitled to dividends, and the Company shall dispose of the repurchased shares within such time as fixed in the share repurchasing program. In case the Company fails to dispose of the repurchased shares within such time, the Company shall reduce the paid-up capital by canceling the registered capital not disposed of.

6. The right to determine directors' remunerations

Shareholders of the Company have the right to determine directors' remunerations in all forms, both in monetary and other remunerations, for example, meeting allowances, bonuses and other privileges, proposed by the Company for consideration and approval by shareholders regularly on annual basis. In determining the above-mentioned directors' remunerations the Company has clear policy and rules in considering and presenting the matter for consideration by shareholders by also presenting policy on determining directors' remunerations in support of consideration by shareholders in addition to categories and amount of the remunerations.



7. The right to appoint and remove directors

The Articles of Association stipulate that at every annual ordinary meeting of shareholders, one-third (1/3) of directors at the time being shall retire and new directors shall be elected to replace those vacating office at the end of their term. Directors vacating office at the end of their term may be re-elected. Shareholders have the right to elect directors to hold office in the Company through ordinary shareholder meeting. Moreover, shareholders have the right to remove any director from office before the end of his/her term with votes of at least three-fourths (3/4) of the number of shareholders present at the meeting with the right to vote and holding shares, in aggregate, not less than one half of the total number of shares held by shareholders present at the meeting with the right to vote.

8. The right to grant approval for appointment of auditor and determination of auditor's remuneration

The Company shall present an agenda on appointment of auditor and determination of auditor's remuneration for approval by annual ordinary shareholder meeting. The Company shall give full details on the auditor(s) nominated for appointment including details on their remunerations for shareholders to consider making appointment. The Company shall take into consideration independence of the nominated auditor(s) to ensure that they have no interest or conflict of interest in auditing for the Company.

9. The right to stipulate or amend the Articles of Association and/or Memorandum of Association

Shareholders of the Company have the right to stipulate or amend the Articles of Association and/or Memorandum of Association as prescribed by the Articles of Association by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting with the right to vote.

10. The right to grant approval for special transaction, related transaction or transaction on acquisition or disposal of asset with such transaction size as prescribed in applicable law and rules, or for any other matter with material impact upon the Company.

Moreover, the Company grants shareholders more rights than prescribed by law and standard rules of good corporate governance, for example, facilities provided for shareholders in annual extraordinary shareholder meetings, emphasis on fast and adequate awareness of updated information of the Company by providing news and essential updated information through the website [www.dconproduct.com](http://www.dconproduct.com) of the Company.

## **2. Equitable and fair treatment to shareholders**

The Company recognizes the importance for protection of rights of all shareholders and launches a policy on equitable and fair treatment to all groups of shareholders. All shareholders, major, minor, institution including alien, are equitably treated in exercising their rights as shareholders and their interests are fairly taken care of to protect shareholders from being taken advantage of by those with controlling power as follows.

1. Proposal to add meeting agendas and nomination of qualified candidates for election to director office in advance of a meeting

To promote good corporate governance the Company designated the Company's secretary to inform shareholders through SET information dissemination system and the Company's website at least 1 month in advance of the meeting date to give minor shareholders or minority shareholders of the Company with the right to vote, which may be one or several shareholders holding, in aggregate, at least 200,000 shares (0.004 per cent of the current total number of shares) opportunity to add agendas to be taken up for consideration in ordinary shareholder meeting, including nomination of candidates with full qualifications and without incompatibility under rules prescribed by law and the Articles of Association for consideration by the ordinary shareholder meeting for election to director office in advance. The Company announced for information of shareholders rules on the right and method of proposal through SET information dissemination system and the Company's website. Shareholders could propose additional meeting agendas and nominating candidates with proper qualifications for election to office of director to the Company in advance of the meeting during the period from 18 January 2021 to 23 February 2021, but no shareholder proposed any additional meeting agenda or nominated any candidate with proper qualifications for election to office of director.

2. Submission of questions in advance of the meeting

The Company recognizes the rights and equality of shareholders as per good corporate governance principles and gives shareholders opportunity to submit questions to the Company at least 1 month in advance of ordinary shareholder meeting date to enquire on information relating to each agenda of the general meeting or other significant information of the Company. Shareholders may send the questions via post to the Company's secretary or the investor relations department, DCON Products Public Company Limited, No. 3300/57, Elephant Building Tower B, Floor 8, Phaholyothin Road, Khwaeng Jompol, Khet Chatuchak, Bangkok, or via e-mail at [ir@dcomproduct.com](mailto:ir@dcomproduct.com) or facsimile No. 02-9373328. Shareholders could submit questions in advance of the meeting to the Company during the period from 18 January 2021 to 20 April 2021, but no shareholder submitted any question in advance of the meeting to the Company.

3. Shareholder meeting agendas

In shareholder meeting the Company clearly specifies meeting agendas and convene shareholder meeting in accordance with the agendas specified in the invitation to the meeting and there shall be no other agenda to be taken up for consideration of the meeting without notifying shareholders in advance. However, the Company does not restrict legitimate rights of shareholders, who are present at the meeting and hold shares, in aggregate, of not less than one-third of the total number of shares already subscribed, to request the meeting to consider any matter other than those specified in the letter of invitation to the meeting.

4. Letter of invitation to shareholder meeting and meeting documents

The Company treats each shareholder equally without regard as to the shareholder being a major, minority or foreign shareholder. All shareholders shall receive meeting agenda supporting information in advance. The Company prepared letter of invitation to shareholder meeting and related documents in 2 languages, i.e. Thai and English versions, to facilitate Thai and foreign shareholders, and sent the letter of invitation and the supporting documents at least

14 days in advance of the meeting adequately for shareholders to study them beforehand. The English version of the letter of invitation to shareholder meeting shall be disseminated simultaneously with the Thai version thereof. The Company specified shareholder meeting attendance rules and procedures for information of shareholders and gave adequate information on each meeting agenda for decision making.

In 2020 the Company sent the letter of invitation to meeting to shareholder on 5 April 2020 and held the shareholder meeting on 30 April 2020.

#### 5. Explanation on steps and rules adopted in the meeting

The Company has a policy to convene shareholder meeting in accordance with steps which are easy to understand, not confusing or duplicating and give all shareholders opportunity to become thoroughly aware of the information and take part in the meeting. Every time before a meeting enters an agenda to be taken up for consideration, the Company's secretary shall introduce directors, executives as well as certified auditor of the Company to all shareholders for convenience in making enquiries. The Company shall explain steps for exercising of rights of shareholders in all shareholder meetings to enable shareholders to know steps for exercising of rights to make enquiries or comment to directors, director's explanation in each agenda, including vote casting, vote counting and voting result display, before convening the meeting.

#### 6. Voting, vote counting and vote checking in shareholder meeting

Besides notifying on voting steps and methods in meeting agendas for information of all shareholders before convening all meetings, in voting and vote counting, the Company provides ballots for all agendas and the Company shall promptly display votes of shareholders in all agendas for which a resolution is passed for information of shareholders, and for the sake of transparency, the Company shall invite shareholders as representatives to witness the voting and vote counting in all shareholder meetings.

#### 7. Announcement of resolution results

Upon completion of a meeting the Company shall announce the resolution results through SET information dissemination system and website [www.dconproduct.com](http://www.dconproduct.com) of the Company within the same day after adjournment of the shareholder meeting, or not later than 9.00 hours of the next working day at the latest.

In 2020, the Company disseminated meeting resolutions and voting results on 30 April 2020 (Same day) for all shareholders to review.

#### 8. Invitation to the auditor to participate in shareholder meeting

The Company invited the certified auditor of the company to attend all shareholder meetings to respond to queries and questions relating to the Company's financial statement by giving shareholders opportunity to make inquiries directly. Moreover, during the meeting, all shareholders may express their opinions and make any query relating to meeting agendas or significant information of the company, and the Company shall record significant queries and opinions in the minutes of the meeting.

#### 9. Shareholder meeting broadcast

The Company arrange for meeting to be broadcasted live and videotaped for dissemination in clip files through the website [www.dconproduct.com](http://www.dconproduct.com) of the company for information of shareholders, investors and interested parties not participating in the meeting.

#### 10. Authorization for a third party to attend meeting

The Company publicizes for information of shareholders that in case any shareholder is unable to personally participate in a meeting, the shareholder may use the letter of authorization form B, whereby the shareholder can direct the voting as agreeing, disagreeing or abstaining, in each agenda, attached to the letter of invitation to the meeting, or may download the form from the website [www.dconproduct.com](http://www.dconproduct.com) of the company, or may authorize one of the independent directors whose names and descriptions are given in the list attached to the letter of invitation to the meeting, or any other person as required by the shareholder, to participate and vote in the meeting on the shareholder's behalf. Moreover, to ensure properness and get rid of problems in the proxy's participation in the meeting, the Company specifies documents and evidences required in the authorization in the letter of invitation to the meeting and the Company's website without stipulating conditions or rules requiring certification of documents by government agencies or other rules which cause problems to shareholders in making such authorization, and the Company facilitates shareholders by providing service in pasting stamp duties on the letters of authorization for proxies participating in the meeting free of charge at the registration point to reduce the burden of shareholders.

#### 11. Shareholder meeting minutes preparation and dissemination

For information of and review by shareholders of details of shareholder meeting within reasonable time and enable equitable receipt of information between Thai and foreign shareholders, the company has a policy to disseminate shareholder minutes in full, comprising significant information, i.e. content and essence of the meeting agenda, meeting resolutions together with the votes for, against and abstention, queries, explanations and opinions made in the meeting, on the Company's website [www.dconproduct.com](http://www.dconproduct.com) within 14 days of the meeting date, as a channel for shareholders to review without waiting for the next meeting, and to forward it to the Ministry of Commerce within such time as required by law.

#### 12. Access to information and communication with the Company

The Company gives all shareholders access to information of the Company and provides various clear and equitable channels for communications with the Company through the Company's website or other channels such as telephone, facsimile, mail or e-mail by making available "Investor relation" agency as a central agency in communicating with shareholders, investors, supervising agency including provision of general information to interested parties and stakeholders, which can be reached at DCON Products Public Company Limited, 3300/57, Elephant Building Tower B, Floor 8, Phaholyothin Road, Khwaeng Jompol, Khet Chatuchak, Bangkok, 10900, tel. 02-9373312 or at [ir@dconproduct.com](mailto:ir@dconproduct.com).

#### 13. Policy on safekeeping and prevention against utilization of inside information

The Company has a policy on and adhere to ethics, integrity and honesty in business operation with all stakeholders and counter corruption, especially regarding safekeeping and

prevention against utilization of inside information, and keep business information not yet disclosed to the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) Office for information of and access by authorized persons only. Directors, executives and personnel are also prohibited from utilizing essential inside information of the Company not yet disclosed to the public, and from utilizing opportunity or information obtained from their being directors, executives or personnel for benefits of their own or of other parties, or from operating a business competing with the Company or a related business, even if the Company may not lose any benefit, as follows.

13.1 The first 4 directors and executives must report

- Their first holding of the Company's securities and report on changes to holding of securities as per the Securities and Exchange Act;
- All trading of the Company's securities thereafter, including spouse and *non sui juris* children as well as related persons as per the Securities and Exchange Act;
- Preparation and disclosure of report on holding of the Company's securities as well as report on changes to holding of securities every time the securities are purchased, sold, transferred taken transfer within 3 days of such purchase, sale, transfer or taking transfer to the Securities and Exchange Commission (SEC) Office.

The Company notified directors and executives concerned of their role and duties in reporting the holding of securities as per notification of the Securities and Exchange Commission (SEC) Office and regulations of the Stock Exchange of Thailand since their entering their office.

14. Policy on related transactions and disclosure of information

To ensure transparency in business operation to prevent taking advantage, directly or indirectly, by directors, executives and shareholders with controlling power and to prevent conflicts of interest as well to protect the rights of minority shareholders for the sake of equality and optimal benefits to the Company and all stakeholders, the Company has a policy on related transactions and disclosure of information as follows.

- 14.1 In case the Company desires to transact with any related party, that must be mainly for benefits of the Company's business and can be checked that the transaction is made in a fair and at arm's length manner under rules and regulations prescribed by the Securities and Exchange Commission (SEC) Office and the Stock Exchange of Thailand, for example, disclosure of information regarding names and relationships of related parties, policy on pricing and value of the transaction, including opinions of the Audit Committee and the Board of Directors in connection with such transaction. The price and conditions must be the same as if transacted on an arm's length basis and avoid related party transaction in such manner as providing financial assistance. In granting approval for each transaction, the Management shall present information to the Audit Committee, which shall be primary agency in reviewing appropriateness and suitability of the related transaction before entering, to consider making comments for the Board of Directors and/or shareholder meeting to consider granting approval as per the transaction size every time before entering a related transaction, with disclosure of information as per rules prescribed by the Securities and Exchange Commission (SEC) Office and the Stock Exchange of Thailand. The Company shall present related transactions in annual report

- certified by the auditor to ensure that there is no conflict of interest in such related transaction.
- 14.2 In case no market prices can be obtained for comparison, the Company shall find at least 3 independent experts approved by the Securities and Exchange Commission (SEC) Office to appraise the market prices to arrive at appropriate price and conditions not exceeding the average value given by all independent appraisers to ensure optimal benefits to the Company and shareholders. The Company shall propose for the Audit Committee to consider making comments on reasonableness of the transaction and appropriateness of the price in granting approval for the related transaction before presenting for approval from the Board of Directors or shareholders, as the case may be.
  - 14.3 For all related transactions, the Company shall comply with laws, relevant notifications of the Stock Exchange Commission and notifications of the Capital Market Supervisory Board, including disclosure of information to all shareholders through SET information dissemination system and in the annual report.
15. Regarding prevention of conflicts of interest of directors and executives, the Company has the following policy.
- 15.1 Directors, executives and personnel are prohibited from utilizing their being directors, executives or personnel in the Company to seek benefits of their own or their families or close persons, whether being financial or any other business aspects.
  - 15.2 Avoid making transaction related to oneself except if necessary for benefits of the Company under rules and regulations prescribed by the Securities and Exchange Commission (SEC) Office and the Stock Exchange of Thailand, for example, disclosure of information on names and relationships of related persons, policy on pricing and value of the transaction, including opinions of the Board of Directors on such transaction, and avoid related party transaction in such manner as providing financial assistance, such as lending money, guaranteeing credit for a company other than its own affiliate.
  - 15.3 Refraining from operating any private business which affect the work performance and working time for the Company or operating any business with the Company in the name of their own, their families or any juristic person in which they are interested, or operating any business competing with that of the Company.
  - 15.4 If there is any transaction which may involve conflict of interest and related transaction, the Board of Directors shall always cautiously consider its appropriateness and also comply with rules of the Securities and Exchange Commission (SEC) Office and the Stock Exchange of Thailand and price and conditions thereof shall be on an arm's length basis. Details on the transaction value, the parties, justification or requirements shall be disclosed in the annual report.
  - 15.5 In case any director or executive is interested under any meeting agenda, the Company requires the director or executive to abstain from participating in that agenda to allow other non-interested directors or executives to consider the matter.

## 16. Disclosure of the Company's shareholding structure

The Company has a policy on the matter and has been disclosing shareholding structure, whether being a list of major shareholders, shareholders with business controlling power, institution investor shareholders by disclosing only the top 10 shareholders with highest shareholding proportion, including proportion of minor shareholders (free float) of the Company by maintaining proportion of free float in accordance with rules of the Stock Exchange of Thailand.

### 3. Roles of stakeholders

The Board of Directors established a policy to treat all groups of stakeholders taking into account the rights of stakeholders provided by laws or agreements made with the Company for the Board of Directors, executives and personnel at all levels to comply with to ensure that the Company has undertaken to have such rights well protected and treated, to promote cooperation between the Company and stakeholders in creating financial wealth and stability, strength of the business, environmental and social conservation towards sustainable development. The Company recognized support from various groups of stakeholders in their roles and duties to enable well and stable business operation of the Company and yield fair benefits to all concerned. Roles played by the Company to customers, personnel, business partners, shareholders, business competitors and the society are disclosed as follows.

#### 1. Policy and treatment to shareholders

The Company is committed to being a good representative of all shareholders in operating the business with integrity and good ethics with a view to developing the business towards growth and stability, complying with obligations made with shareholders to create optimal satisfaction, taking into consideration creation of good yields to shareholders on a continuous and equitable basis, including transparent and reliable disclosure of information to shareholders, as follows.

1.1 To perform duties with integrity and to decide to take any action in good faith with care, cautiousness and fairness to major and minor shareholders for optimal benefits of shareholders as a whole.

1.2 To prevent assets of the Company from undue impairment or loss.

1.3 To report on the Company's status by notifying all shareholders thereof regularly, equally and fully as per facts currently and potentially, in both positive and the negative aspects, and give shareholders opportunity to exercise the right to propose additional meeting agendas or to nominate qualified persons for election to director office before the meeting, and to submit questions in advance to the Company through website [www.dconproduct.com](http://www.dconproduct.com) of the Company.

1.4 To manage the Company in such manner as enabling it to have high level of competency to achieve objectives of the Company, in both the short- and the long-term, proficiently and effectively and with competitiveness.

1.5 To ensure that no director, executive and personnel seek benefit for themselves, their families or close persons from any essential information of the Company not yet disclosed to the public by disclosing it to any third party and/or taking any action which may cause conflicts of interest with the Company.

## 2. Policy and treatment to customers

The Company has a policy regarding fair and responsible treatment to customers on a clear and concrete manner, taking into account health and safety of customers, and is committed to create satisfaction and confidence to customers which shall effect success of the business. The Company, therefore, always seek ways and means to proficiently and effectively respond to customers' requirements. To maintain good relationships on a long-term basis, guidelines are established as follows.

### 2.1 Goods and services aspect

(1) To construct immovable properties employing business partners who are contractors which meet the required standards and responsibilities.

(2) To deliver goods and services with qualities which meet or exceed customers' requirements at fair prices.

(3) To provide accurate, adequate and timely information to customers to prevent their mistaking on quality, quantity or any condition of such goods or service without derogating the facts.

(4) To deal with customers in a polite, proficient and reliable manner, provide a system and process for customers' complaints appropriately and expeditiously respond to customers' requirements and shall spare no efforts to ensure optimal satisfaction to customers.

### 2.2 Confidentiality of customers' information

Directors, executives and personnel at all levels shall keep confidential customers' information and shall not make use thereof for undue benefits of their own or of related persons, and shall not disclose customers' information without prior permission from the customers or authorized person of the Company, except for information required to be disclosed to any third party concerned for explanation or execution required by law.

### 2.3 After-sales services to customers

With commitment to create satisfaction and confidence to customers with a view to developing the business towards sustainable growth, the Company also emphasizes on caring for customers by providing after-sales service system to create good relationships by enquiring on customers' satisfaction and monitoring the work on a continuous basis with a team of engineers to provide consultations and 20-year warranty for goods quality.

## 3. Policy and treatment to personnel

Personnel are considered most valuable resources and a key success factor of the Company. The Company, therefore, emphasizes on developing good corporate culture and working environments, promoting teamwork and creating love and unity within the Company. Activities were organized in 2017 for executives to meet with personnel, for example, the Songkran Festival etc. Personnel's remunerations, welfare and provident fund are also taken into account. Guidelines are established as follows.



3.1 To treat personnel with politeness and respect to their individuality.

3.2 To make appointments and transfers, including provision of awards or consideration of merits and penalization in good faith and based on knowledge, capabilities and suitability of personnel and Articles of Association.

3.3 To listen to comments and suggestions based on professional know-how of personnel.

3.4 To establish grievance procedures as a channel to prevent unfair treatment to personnel at all levels.

3.5 To emphasize on development of knowledge and capabilities of personnel by giving opportunities on a thorough and regular basis, with continuous training for personnel, both inside and outside the Company, for example, provision of relevant technical know-how or welfare or sending personnel for training at various agencies outside the Company to enhance the work performance proficiency by using the knowledge gained in the work performance or enhancing the work performance, including stimulation and promotion of teamwork, maintenance of relationships among fellow workers and between supervisors and workers, from both training and activities organized within the Company.

3.6 To maintain work environments to ensure safety to life and properties of personnel and good sanitation in the workplace at all times. A policy on safety, welfare and privileges of personnel, for example, the provident fund, medical treatment, marriage allowance, funeral allowance, adversity allowance, life insurance, accident insurance etc., is clearly and concretely established in personnel manual and continuously communicated to personnel to enable them to make use of their welfare to maintain good health of all personnel.

3.7 To strictly comply with all laws and regulations pertaining personnel. Moreover, the Company has a policy and guidelines on development of personnel's knowledge and potential on other aspects by emphasizing on developing skills and concepts to improve all aspects of work performance on a continuous basis and encouraging initiatives and incentive value addition for the Company.

The Company deems that personnel are most valuable resources of the organization and, therefore, determines to provide care and development for personnel in a systematic and continuous manner to enhance the value of personnel and thoroughly create their morale.

#### 4. Personnel management policy

4.1 To find and select personnel with knowledge and expertise to join the Company as required and appropriate to each unit taking into consideration employment of human resources to the optimal benefits.

4.2 To promote personnel progress by clearly determine personnel development direction and ensure that personnel at all levels are developed in that direction on a systematic and continuous basis to enable them to perform their current duties proficiently with preparedness to assume higher responsibilities in the future.

4.3 To manage wages, salaries and welfare in a just and comparable manner with that of leading companies.

4.4 To adopt the merit system in salary increment and upgrading by taking into consideration knowledge, capabilities, performance and potential of each personnel.

4.5 To consider selecting personnel with knowledge and capabilities within the Company to fill higher positions before recruiting outside applicants.

4.6 To promote teamwork for personnel to cooperate and confederate in performing their duties as if they were members of the same family.

The Company deems that supervisors at all levels have significant responsibilities in supervising their subordinates to have good morale, developing personnel to gain knowledge and capabilities to perform their work proficiently, and must conduct themselves in such manner as setting a good example to their subordinates.

## 5. Policy on remunerations and welfare of personnel

### 5.1 Provident fund

With a view to saving and creating securities for personnel and their families and tax privilege. Contributions by personnel shall be made voluntarily and based on their respective years of service.

### 5.2 Social security fund

In case of non-work-related illnesses and accidents, the sources of the fund come from personnel contributions, company and government subsidies.

5.3 Allowances, such as in case of marriage, adversity, wreath, funeral hosting and funeral allowances, which cover the personnel, their parents, spouses and children, etc.

## 6. Policy and treatment to creditors

The Company has a policy regarding fair and responsible treatment to creditors, whether being trade creditors or financial institution creditors, in timely performance of obligations as agreed or contracted without default to maintain the Company's reliability to creditors and financial institutions which rank the Company excellent customer at all times of the Company's business operation, including strictly compliance with conditions prescribed by creditors. Guidelines for treatment to creditors to ensure mutual fairness are as follows.

6.1 To provide information of the Company which are accurate and adequate for creditors to properly analyze granting of any credit.

6.2 To utilize credit granted by a creditor or financial institution in accordance with objectives of the Company expressed to the creditor or financial institution.

6.3 To repay debts to creditors timely and in accordance with the conditions prescribed.

6.4 To notify creditors upon occurrence of any significant incident which may material affect the financial status and may affect the debt payable, to jointly find preventive or corrective action to prevent damage.

6.5 To strictly comply with conditions prescribed by the creditors or financial institutions.

## 7. Policy and treatment to business partners

The Company establishes policy and procedures on selection of and treatment to business partners equitably and fairly taking into consideration reputation, compliance with laws, rules, regulations and traditional practices, including obligations with business partners to provide fairness to business partners and benefits to all parties concerned as follows.

7.1 The Company shall establish a committee to select business partners who are contractors from those submitting their offers.

7.2 To give new business partners opportunity to participate.

7.3 Not to demand, accept or give any commercially dishonest benefit from or to business partners.

7.4 To encourage business partners of the Company to cooperate in preventing and countering corruption by not giving bribes of all types to government officers or personnel of the Company for undue benefits in all cases.

7.5 To strictly comply with all conditions agreed upon.

7.6 To urgently notify business partners in case any condition cannot be complied with to jointly consider finding remedial action based on business relationships.

7.7 To hold meetings with contractor business partners every month to create proper understanding in the work performance for benefits of all concerned.

7.8 To support business partners to enable them to operate their business in line with the Company's business without taking commercial advantages on them.

## 8. Policy and treatment to trade competitors

Fair competitions with competitors are policy and ethics in business operation emphasized and practiced regularly by the Company. The Company stressed on operating business fairly and transparently by observing good competition governance in accordance with principles of law, business traditions and good practices consistent with international principles under the legal frame governing trade competition practices, as follows.

8.1 To practice under the generally-accepted competition rules.

8.2 To support and promote free and fair trade without monopolizing or requiring business partners to deal with the Company alone.

8.3 Not to violate obligations of confidentiality or seek trade secrets of competitors by dishonest, illegal or unethical means.

8.4 Not to defame trade competitors by ways of calumnation.

8.5 Not to enter into trade agreement or commit any act implicitly which may cause unfair competition or exclusive dealing.

8.6 Not to commit trade competition by means of calumnation, defamation or derogation of facts of competitors.

#### 9. Policy on fair practices and responsibilities to the society

Fair business operation without greed for other benefits which may be obtained unethically shall create confidence to stakeholders of the Company, which depicts attention of the Company towards the society and shall lead to good results to the business operation in a long run. Consequently, the Company recognizes and holds fast to it as principle of the Company at all times that the Company shall progress, develop and grow sustainably and survive in the society only if it offers quality goods, is honest in operating the business and responsible to enhance the society development, and determines guidelines as follows.

9.1 To avoid any exercise which may cause conflict of interest, or if any conflict of interest is found, a fair mediation process should be established with full disclosure of essential information.

9.2 To promote free trade competitions, avoid acts of favoritism or conspiracy.

9.3 Not to support any act of infringement of intellectual properties.

9.4 To make available management system which can prevent bribery and corruption or which can detect such act without delay should there occur any such case.

9.5 To campaign for personnel to recognize the significance of the process to counter corruption including all forms of blackmails and bribery.

9.6 The Company shall, every time before commencing any business, survey and familiarize itself with relevant regulations and provisions of law to prevent the Company's business operation from affecting ways of that society of community.

9.7 The Company implants conscious and creates awareness of responsibilities to the society and the environment to personnel at all levels continuously, and favors trade partners which adhere thereto and with fair treatment and responsibilities to the society.

9.8 Should there be any incident or news relating to the Company, the Company would urgently communicate explaining facts and status of the Company to the society and communities at the first opportunity without concealing or derogating so that the society would comprehend the Company's situation on a timely basis.

#### **4. Disclosure of information and transparency**

The Board of Directors recognizes and emphasizes on quality of information and disclosure of information equitably, transparently and fairly via channels which can access the information easily and reliably, by determining policy and supervising to ensure that preparation and disclosure of information, both financial and non-financial, can be made easily, adequately,

reliably and timely. The information to be disclosed shall be prepared concisely, luminously, consciously, clearly, accurately, transparently and can be checked. Essential information, in both positive and negative aspects, are disclosed regularly to enable stakeholders of the Company to be confident and receive the information equitably as per provisions of laws, regulations of the Company and state agencies concerned. The Board of Directors may, however, designate the audit committee and/or the management, as the case may be, to take such action on its behalf.

The Company emphasizes on facilitating investors and parties concerned to access the Company's information conveniently by disclosing accurate, complete, transparent, thorough information on financial aspect, operation results and other information relating to the Company's business operation, equitably and timely on a regular basis, for investors and related parties to review in support of their decision to invest. Such disclosures are made through various information dissemination channels and media of the Stock Exchange of Thailand, meetings with analysts, road show launching, annual report as well as the website of the Company, in both the Thai and the English versions, for example, the nature of the Company's business operation, financial statement of the Company, public relations news of the Company, shareholding structure, organizational and executive structures, information on investor relations, annual report, letters of invitation to shareholder meeting.

In 2020, the Company had no record of delay in submission of financial reports, both quarterly and annually, to regulatory agencies.

#### 4.1 Disclosure about auditors and certification of statements by auditor

In electing auditor, the Company shall consider employing auditors who can perform the work appropriately, completely, independently and with no relationship or interest with the Company, any subsidiary company, associated company, executives, major shareholders or persons related thereto, and is approved by the Securities and Exchange Commission (SEC) Office to ensure independency in auditing, opining and certifying financial statement of the Company.

The Company considered electing D I A International Co., Ltd. by:

- |                                 |   |
|---------------------------------|---|
| 1. Miss. Somjintana Polhirunrat | Certified Auditor Registration No. 5599 |
| 2. Mr. Wiroj Satjathumnukul     | Certified Auditor Registration No. 5128 |
| 3. Mr. Jumpod Pairatanakorn     | Certified Auditor Registration No. 7645 |
| 4. Mrs. Noppareuk Pitsanuwong   | Certified Auditor Registration No. 7764 |
| 5. Miss Supaporn Mungjit        | Certified Auditor Registration No. 8125 |

Remunerations of auditors, Auditor's remuneration Both the company audit fee in 2021 is 1,610,000 baht which is equal to in 2020. Orada Company Limited is 340,000 baht, Rompo Products Co., Ltd. is 245,000 baht and DSC Products Co., Ltd. 190,000 baht including audit fees for companies and subsidiaries for 2,535,000 baht

Other fees paid to an auditor or audit firm  
- None -

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

(Unit : Baht)

<b>The remuneration of the auditor</b>	<b>Y 2021</b>	<b>Y 2020</b>	<b>Y 2019</b>	<b>Y 2018</b>	<b>Y 2017</b>
Audit fee	1,610,000	1,610,000	1,580,000	1,580,000	1,510,000
Other service fees	None	None	None	None	None

Other service fees  
– Nil –

#### 4.2 Availability of various communication channels

To enable shareholders or investors to access the Company's information conveniently, thoroughly and equitably, the Company communicated information of the Company through various channels, for example, annual report, annual registration statement (56-1 form), quarterly report on operation results and meeting with analysts 3 times.

#### 4.3 Annual registration statement (56-1 form) and annual report of the Company

The Board of Directors prepared the annual registration statement (56-1 form) and the annual report of the Company in accordance with rules of the Securities and Exchange Commission (SEC) Office and requirements of the Stock Exchange of Thailand as one of the channels for disclosure of clear, accurate and complete information of the Company relating to the business operation and the results thereof in the previous year for information and benefits of shareholders, stakeholders, investors or the general public and for use in support of their decision. Disclosure was made on information such as shareholding structure, information on shareholding of directors and executives, policy and operation regarding good corporate governance, visions and the Company's business operation targets, both short- and long-term, financial status and operation results, report on responsibilities of the Board of Directors to financial report, nature of business operation and competition condition, business group structure, primary risks in business operation, dividend distribution policy, whistle blowing policy and histories of directors.

#### 4.4 Disclosure of information through SET Community Portal (SCP) and the website [www.set.or.th](http://www.set.or.th) of the Stock Exchange of Thailand

Apart from disclosure of information of the Company through channels provided by the Company, to comply with rules on information reporting and disclosure of the Stock Exchange of Thailand, the Company disclosed information and news of the Company, in both the English and the Thai versions, to shareholders, stakeholders, investors and the general public for their information and convenient, thorough and equitable access to the Company's information through SET Community Portal (SCP) and the website [www.set.or.th](http://www.set.or.th) of the Stock Exchange of Thailand every time when material information was disclosed.

#### 4.5 Availability of website [www.dconproduct.com](http://www.dconproduct.com) of the Company

The Company developed website [www.dconproduct.com](http://www.dconproduct.com) of the Company in both the Thai and the English versions to disseminate and present information of the Company to

shareholders or investors for their timely awareness thereof, for example, information on investor relations, annual report and letter of invitation to shareholder meeting which are downloadable.

#### 4.6 Investor relations agency

The Company makes available investor relations agency with which shareholders can contact conveniently. The agency has advance investor relations plan to provide information, advertise activities of the Company which are beneficial to investors, shareholders, analysts and the general public, including declaration of turnovers and operation results to analysts, financial institution investors, financial institutions and mass media on a quarterly basis, press conference and disclosure of information to the Stock Exchange of Thailand to ensure that the Company has complied with all legal regulations and rules relating to listed companies in full.

Interested parties may obtain information from the investor relations agency at DCON Products Public Company Limited, No. 3300/57, Elephant Building Tower B, Floor 8, Phaholyothin Road, Khwaeng Jompol, Khet Chatuchak, Bangkok, or via e-mail at ir@dcomproduct.com or search for the information at website www.dconproduct.com of the Company.

#### 4.7 Financial report of the Company

The Company prepares financial report, financial statement, financial status analysis and Management Discussion and Analysis (MD&A), both quarterly and annually, and disclose them through the information and report disclosing system of the Stock Exchange of Thailand in respect of quarterly financial report, financial statement, financial status analysis and Management Discussion and Analysis (MD&A), including those disclosed additionally in the annual registration statement (56-1 form) and the annual report for information of and review by interested parties updated financial information of the Company at all times.

#### 4.8 Site visit

For transparency and confidence in the Company's operation, the Company allowed customers and suppliers to do site visit.

#### 4.9 Information on participation in meetings of the Board of Directors and the Audit Committee

In 2020 the Board of Directors held 5 Board meetings, 5 Audit Committee meetings, 1 AGM and 0 EGM. Participation of each director could be summarized as follows.

Name	Term of office	Total participation in meetings (times)			
		BOD	AC	AGM	EGM
1. Ass. Prof. Tortrakul Yomnak	21 Jun 2004-present	4/5	-	1/1	-
2. Mrs. Pitsamai Boonyakiat	31 Mar 2005-present	5/5	5/5	1/1	-

3. General Pisarn Wattanawangkeeree	15 May 2019-present	5/5	5/5	1/1	-
4. Mr. Wittawat Pornkul	6 Aug 1996-present	5/5	-	1/1	-
5. Mr. Chana Towan	6 Aug 1996-present	5/5	-	1/1	-
6. Dr. Tanai Charinsarn	6 Aug 1996-present	5/5	-	1/1	-
7. Mr. Wanchai Tantikul	9 Mar 2004-present	5/5	5/5	1/1	-
8. Mr. Nirut Intarathachang	15 May 2007-present	5/5	5/5	1/1	-
9. Dr. Kawin Worakanchana	1 Jul 2018-present	5/5	5/5	1/1	-

#### 4.10 Remunerations of directors and high-level executives

The Board of Directors administered on determination of remunerations of directors and high-level executives by designating a Compensation Sub-committee comprising 1 directors of the company and 2 independent directors, namely:

- |    |              |            |                      |
|----|--------------|------------|----------------------|
| 1. | Mr. Pitsamai | Boonyakiat | Independent Director |
| 2. | Mr. Chana    | Towan      | Director             |
| 3. | Mr. Wanchai  | Tantikul   | Independent Director |

#### Determination of meeting allowances of the Board of Directors

##### - Meeting allowances

<b>Audit Committee</b>	<b>Allowances</b>	<b>Unit</b>
Chairman of the Audit Committee	7,500	Baht/time
Directors	5,000	Baht /Person/ time

<b>Board of Directors</b>	<b>Allowances</b>	<b>Unit</b>
Chairman of the Board of Directors	15,000	Baht / time
Directors	10,000	Baht /Person/ time
Executive Directors	10,000	Baht /Person/ time

##### - Directors' 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.



In 2020 the Company had a total net profit of 92,433,647.51 Baht and paid bonus of 924,336 Baht in total to the Board of Directors by proposing that the bonus be distributed among the directors based on their respective responsibilities.

As for 2019 the Company had a total net profit of 131.61 million Baht and paid bonus of 1,316,100 Baht.

Other directors' remunerations  
- Nil -

4.11 Examination made on 9 directors and the first 4 high-level executives revealed changes to shareholding proportions of 2 directors as follows.

Name	Date	Stock type	number (share)	Average price (baht)	Transfer of securities
1. Mr. Chana Towan	2 Jan 2020	Ordinary Share	Buy 109,900	0.34	-
	3 Jan 2020	Ordinary Share	Buy 2,375,000	0.35	-
	6 Jan 2020	Ordinary Share	Buy 2,460,500	0.34	-
	7 Jan. 2020	Ordinary Share	Buy 526,00	0.35	-
	8 Jan 2020	Ordinary Share	Buy 147,300	0.34	-
	9 Jan. 2020	Ordinary Share	Buy 737,800	0.34	-
	10 Jan 2020	Ordinary Share	Buy 543,200	0.34	-
	13 Jan 2020	Ordinary Share	Buy 635,500	0.34	-
	14 Jan 2020	Ordinary Share	Buy 1,470,900	0.34	-
	20 Jan 2020	Ordinary Share	Buy 32,100	0.34	-
	21 Jan. 2020	Ordinary Share	Buy 1,536,200	0.34	-
	22 Jan 2020	Ordinary Share	Buy 151,100	0.34	-
	23 Jan 2020	Ordinary Share	Buy 85,800	0.34	-
	24 Jan 2020	Ordinary Share	Buy 100,200	0.34	-
	27 Jan 2020	Ordinary Share	Buy 2,569,600	0.34	-
	28 Jan 2020	Ordinary Share	Buy 224,500	0.33	-
	29 Jan 2020	Ordinary Share	Buy 618,200	0.33	-
	30 Jan 2020	Ordinary Share	Buy 72,900	0.34	-
	31 Jan 2020	Ordinary Share	Buy 238,500	0.33	-
	3 Feb 2020	Ordinary Share	Buy 3,500	0.33	-
	4 Feb 2020	Ordinary Share	Buy 252,100	0.33	-
	5 Feb 2020	Ordinary Share	Buy 449,600	0.33	-
	7 Feb 2020	Ordinary Share	Buy 110,200	0.33	-

	12 Feb 2020	Ordinary Share	Buy 560,700	0.33	-
	13 Feb 2020	Ordinary Share	Buy 42,600	0.33	-
	17 Feb 2020	Ordinary Share	Buy 64,100	0.34	-
	19 Feb 2020	Ordinary Share	Buy 509,700	0.33	
	20 Feb 2020	Ordinary Share	Buy 508,000	0.33	
	21 Feb 2020	Ordinary Share	Buy 647,500	0.33	
	24 Feb 2020	Ordinary Share	Buy 2,000,000	0.33	
	19 Mar 2020	Ordinary Share	Buy 1,133,500	0.25	
2. Mr. Wittawat Pornkul	3 Jan 2020	Ordinary Share	Buy 751,192	0.35	-

Changes to shareholding proportions of other directors and high-level executives

- Nil -

## 5. Responsibilities of the Board of Directors

To assure shareholders and investors that the Company, by the Board of Directors, establishes visions, obligations, direction and strategies for business operation, with a system to monitor and evaluate performance of executives who are proficient and independent from the Management, and responsible for their performance of duties as per good governance principles in the following matters.

### 5.1 Transactions which may have conflict of interest

- (1) The Board of Directors establishes a policy and guidelines on consideration of transactions which have, or may have, conflict of interest between shareholders, directors, executives and individuals who may have other conflicts, directly and indirectly, in case of related transactions which are under the approval power of shareholders, to be screened by the Audit Committee to ensure that the entering into such transactions is fair, reasonable and beneficial to shareholders and is in compliance with law and requirements of the Securities and Exchange Commission Office.
- (2) The Board of Directors ensures compliance with steps established deliberately within the principle of reasons and independency, with transparent process in granting approval to enter into the transaction and taking into consideration optimal benefits of the Company fully and properly in accordance with rules of the Securities and Exchange Commission Office.
- (3) Stakeholders shall not take part in making decision in the consideration to enter into a transaction. In every meeting of the Board of Directors, the Chairman shall inform the meeting seeking cooperation to require directors of the Company to comply with the policy on consideration of transactions with possible conflict of interest, by requiring directors of the Company to inform the meeting to abstain from voting or commenting on agendas to which they are concerned or interested.
- (4) The Board of Directors ensures that information on transactions with possible conflict of interest are disclosed properly and fully in the annual report and the 56-1 form.

## 5.2 Internal control and audit systems

- (1) The Board of Directors emphasizes on and makes available internal control system to create reasonable confidence on proficiency and effectiveness of the operation and reliability of the financial report and compliance with rules, regulations and policies, by establishing an internal audit agency which is independent in performing its duties, to be responsible for checking on adequacy and proficiency of the internal control system on activities of the Company for reporting to the Audit Committee and the Board of Directors, respectively.
- (2) The Board of Directors reviews appropriateness and adequacy of all 5 elements of the internal control system, i.e. Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring, regularly once a year to ensure achievement of objectives and targets of the Company, including improvement of the internal control system on a continuous basis.
- (3) The Board of Directors makes available a system which is neutral and transparent in maintaining relationships with external and internal auditors through connection of the Audit Committee.
- (4) Auditing fees and other fees payable to the auditors are disclosed in the annual report to enhance transparency in the independency of the auditor.

## 10. Responsibility to the society

### Policy overview

The Company has been developing and growing continuously. Since creation of business opportunities, preparedness in coping well with situations could not be made without the Company's strong foundation, the Company recognized and emphasized on operating business with responsibility to the society, i.e. fair business operation, anti-corruption, respect to human rights, fair treatment to labors, responsibility to consumers, environmental conservation, participation in community or society development, inventions and dissemination of inventions derived from operating business with responsibility to the society and the environment for sustainability of the business and the society as a whole.

The Company established guidelines for responsibility of the Company to the society as follows.

1. Fair business operation. The Company strictly observed and implemented the good corporate governance policy on a continuous basis by encouraging activities which promoted and implanted morals and ethics upon executives and personnel in the organization and emphasizing on communicating and disseminating to personnel in the organization for their information and observation ethics, good corporate governance policies and fair treatment to all stakeholders, and also disciplinary offenses in the Articles of Association.

2. Anti-corruption. The Company emphasizes on transparency. Apart from the business operation policies, which must not be contradictory to laws, all personal were also implanted to observe transparency and non-contradiction to legal principles, morals, rules and regulations. The Company, therefore, established guidelines to control and prevent corruption in the Company's anti-corruption policy and ethics, which have been approved by the Board of Directors.

3. Respect to human rights. The Company recognized and took into account human rights, respect to individuality and human dignity, equality, non-discrimination upon all stakeholders, emphasis on work administration for better livelihood of all business-related groups involved.

4. Fair treatment to labors. As human resources are most valuable to business operation, the Company, therefore, had a policy to treat labors fairly.

5. Responsibility to consumers. The Company emphasized most on responsibility to customers and, therefore, controlled the goods quality in compliance with quality policy and international standard, and strictly complied with conditions and agreements made with customers on a transparent, equal and fair basis for optimal satisfaction of customers.

6. Environmental conservation. The Company recognized the significance of taking part in the environmental conservation, taking into account impacts upon natural resources and the environment, by campaigning for personnel to utilize resources most efficiently without loss or wastes.

7. Participation in community or society development. The Company encouraged organization of activities and regularly participated in community and society development, including localities where the Company's factories are established in all regions.

8. Inventions and dissemination of inventions derived from operating business with responsibility to the society and the environment. Inventions are significant factor in developing and enhancing competitiveness potentials in changing industrial and fluctuating economic situations. The Company had a policy in organizing activities which helped stimulating personnel to participate in creating inventions or improving work performance efficiently and effectively on a continuous basis.

## **10.1 Execution in respect of safety, occupational health and the environment**

### **Environmental quality**

In 2020, the Company emphasized on good environmental management in work performance in factories to ensure that personnel had good environmental condition appropriate to their work performance. The Company measured and prepared reports on the results of the environmental quality measurement as per the environmental impact prevention and correction measure and the health impact monitoring measure for the Company's personnel in factories, with the following objectives.

1. To monitor environmental quality by checking the Company's environmental quality, including:

- Measurement of pollutants in workplace areas.
- Measurement of 8-hour average noise loudness in workplace areas.
- Measurement of heat in workplace areas.
- Measurement of luminance in workplace areas.

2. To use the results of the environmental quality monitoring in determining the environmental impact prevention and correction measure for factories and surrounding areas.

3. To compare the results of the Company's monitoring with the standard value established by the authority and use as guidelines for environmental management system.
4. To process the results of the environmental impact prevention and correction measure for use in reviewing the work execution efficiency as per ISO 14001 system.

## **10.2 Energy conservation**

The Company recognized the importance of efficient use of energy resources and emphasized on making available guidelines for energy conservation to personnel in the organization to involve all personnel in conserving energy and practicing in the same direction, with a view to reducing the Company's expenses and saving energy as per the Government's policy. The Energy Management Working Group distributed duties and responsibilities since 2 September 2015 emphasizing on compliance with the energy management guidelines of the Energy Conservation Promotion Act (2007 revised version) to ensure efficient energy conservation within the organization as follows.

1. To undertake energy management in harmony with the energy conservation policy and the energy management method of the Company.
2. To coordinate with agencies concerned to seek cooperation in complying with the energy conservation policy and the energy management method, and to organize training or activity in respect of energy conservation appropriate to personnel in each unit.
3. To ensure that the energy management method of the Company is implemented efficiently as per the energy conservation policy and the energy management method.
4. To report the energy conservation results to the Management.
5. To review the energy conservation policy and the energy management method regularly and compile recommendations on the energy conservation policy and the energy management method for information of high-level executives.
6. To support the Management in undertaking the energy management as required by law.

## **10.3 Activities in 2020**

### **Company merit-making activities and co-hosted the merit of Kathin unity**

Since October 30, 2020, DCON Products Public Company Limited is the birthday of Mr. Witawat Pornkul, Chief Executive Officer. The company has organized a merit making ceremony for the monks. By inviting Phra Ajarn Suthep Chotipanyo and 9 monks from Wat Bueng Thong Lang To perform religious ceremonies, the merit making ceremony, the monks offering monks, are considered as the company's annual merit To strengthen the prosperity of the organization And encouraging the executives And all employees in their work to be

successful throughout the year 2020 and also joined to host the Boonkathin Unity To contribute to the restoration capital of Patisangkhoon Sermon Kut Hall, Buddhist monks, toilets at Wat Lan Hoi, Lan Hoi Subdistrict, Ban Dan Lan Hoi District, Sukhothai Province. Also helps to maintain the temple and Buddhism continues



## 11. Internal control and risk management

The Board of Directors encouraged personnel at all levels to have ethical and moral consciousness by recognizing the importance of the internal control and audit system with availability of efficient internal control and audit system throughout the organization but maintaining the flexibility in work performance. The system could be controlled, processed and reviewed by personnel themselves to reduce risk in respect of corruption and immoral exercise of power and prevention of illegal acts.

The Company required that there would be an internal auditor directly reporting to and performing under the supervision of the Audit Committee, who would audit performance in various aspects to ensure compliance with policies, work plans, authorities and rules and regulations, and to assess the risk management and internal control appropriateness and efficiency.

The Company considered appointing the Well Planning Solution Co., Ltd., by Miss Hassaya Jaibuchasak, as internal auditor of the Company. In 2020, the Company assessed the risk management and examined business activities of the Company in various aspects as follows.

<b>1<sup>st</sup> quarter</b>	<b>Inspect the process of quality assurance and control department.</b>
<b>2<sup>nd</sup> quarter</b>	<b>Inspect the process of information technology (IT) department, procurement administration and QC.</b>
<b>3<sup>rd</sup> quarter</b>	<b>Inspection of procurement department, QC QA, shipping, transportation, production, factory maintenance.</b>
<b>4<sup>th</sup> quarter</b>	<b>Process review, QC QA, production and production planning departments.</b>

The internal audit made in each quarter was made by the internal auditor with approval and acknowledge of the audit results by the Audit Committee as well as the Board of Directors.

## 12. Related transactions

Intercompany transactions between the Company, subsidiaries and associated companies, which occurred in 2020 from having common shareholders and/or directors in material aspects, had prices and returns which were commercially normal as per market prices and were already disclosed in notes to financial statement of the Company, and were explanations on additional details of relationships and necessity and reasonableness of intercompany transactions which were disclosed in the above-mentioned notes to financial statement.

Transaction or agreement	Recipient/borrower	Payer/lender	Transaction or agreement description	Pricing and conditions	Ending 31 Dec 2020 (million Baht)	Nature of relationship	Necessity and reasonableness of transaction	Note
Income from lending (loan interest)	DCON Products PCL.	Orrada Co., Ltd.	The Company lent Orrada money for use as working capital	Lent in a form of promissory note repayable upon demand charging interest at money market rate	40.78	Orrada CL. is subsidiary 99.99% held by the Company	Loan from the Company will save interest more than borrowing directly from financial institution	Said company is subsidiary operating real estate business and rent of mini factories
Loan	DCON Products PCL.	Orrada Co., Ltd.	Short-term loan	Upon demand	1,385			
Income from sale of goods	DCON Products PCL.	Orrada Co., Ltd.  Sin u-dom Concrete Co., Ltd.	Sale of goods  Sale of goods	Market price  Market price	0.04  0.86		Being goods produced by DCON PCL Being goods produced by DCON PCL	
Board's opinions:	Loan from the company will save much interest of the projects and the Company has no risk because it is a subsidiary held 99.99 per cent by the Company and have common directors.							

### **Necessity and reasonableness of transactions**

The intercompany transactions between the Company and subsidiaries were in normal course of business and in accordance with general commercial conditions. Conditions and prices of trading were in accordance with market prices or fair prices comparable to transactions with third parties to enable the Company, subsidiaries and associated companies with the same group of shareholders and/or directors to have optimal benefits, which was already audited by certified auditors.

### **Intercompany transaction approving measure or step**

The Chief Executive Officer was authorized by the Board of Directors to grant approval for execution of transactions with related companies or individuals with common interests under conditions of normal business operation and general commercial conditions, and must be in compliance with law governing securities and stock exchange, notifications, orders or requirements of the Stock Exchange of Thailand, including requirements pertaining to disclosure of information on related transactions and acquisition or disposal of significant properties of the Company or subsidiaries as per accounting standard established by the Institute of Certified Accounts and Auditors of Thailand.



## Part 3

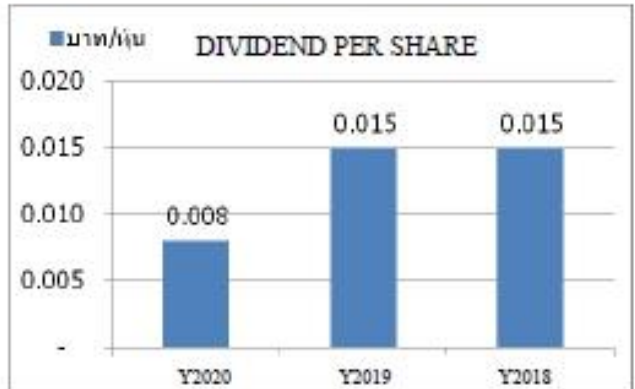
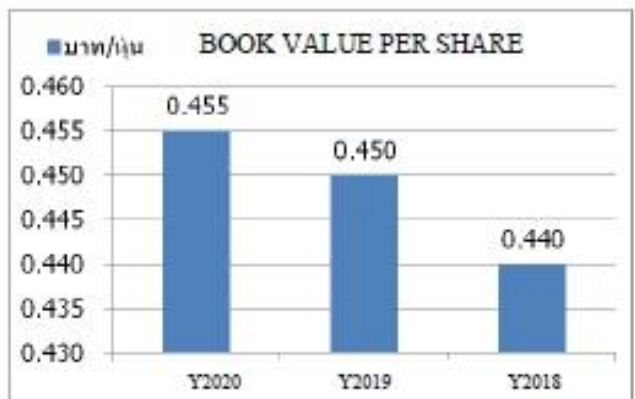
### Financial Position and Operating Results

#### 13. Significant financial information

##### 13.1 Summarized financial statement table

**Summarized past operation results and financial position (please see details in consolidated financial statement)**

Significant financial information	2020	2019	2018
<b>Consolidated income statement</b> (million Baht)			
Income from sale	928	1,177	1,232
Costs and expenses	613	773	805
Earnings before interest, taxes, depreciation and amortization (EBITDA) including dividend receivables from subsidiaries	617	220	
Profit for the year*	92	131	163
<b>Consolidated statement of financial position (million Baht)</b>			
Assets	2,790	2,623	2,527
Liabilities	341	192	236
Shareholders' equity	2,449	2,431	2,290
Parent company shareholders' equity	2,414	2,393	2,290
<b>Financial ratio</b>			
Number of shares issued (million shares)**	5,386	5,386	5,204
Book value per share (Baht)	0.45	0.45	0.44
Profit per share (Baht)	0.02	0.02	0.03
Dividend payable per share (Baht)	0.008	0.015	0.015
Liquidity ratio (times)	6.18	11.21	9.28
Gross profit rate (%)	34%	34%	35%
Net profit rate (%)	10%	11%	13%
Shareholders' return rate (%)	3.8%	5.6%	7.2%
Total rate of return from assets (%)	3.4%	5.1%	6.5%
Debt to equity ratio (times)	0.14	0.08	0.10



Statement of Financial Position	Consolidated financial statement as per audit report					
	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	86,880	3	191,635	7	131,919	5
Temporary investment	-	-	-	-	-	-
Trade and other account receivables	118,930	4	127,660	5	156,185	6
Short-term loans	-	-	-	-	-	-
Inventories	1,532,889	55	1,147,571	54	1,646,482	66
<b>Total current assets</b>	<b>1,738,699</b>	<b>62</b>	<b>1,736,866</b>	<b>66</b>	<b>1,934,586</b>	<b>77</b>
<b>Non-current assets</b>						
Investments in associates	139,664	5	-	-	-	-
Land held for development	-	-	19,933	1	19,933	1
Real estate for investment	333,391	12	315,476	12	48,795	2
Property, plant and equipment	510,277	18	492,127	19	466,117	18
Intangible assets	3,492	0	3,667	0	2,274	0
Deferred tax assets	9,293	0	8,619	0	8,383	0
Non-operating assets	-	-	29,880	1	32,820	1
Rights of use assets	45,525	2	-	-	-	-
Other non-current assets	9,657	0	16,634	1	13,904	1
<b>Total non-current assets</b>	<b>1,051,299</b>	<b>38</b>	<b>886,336</b>	<b>34</b>	<b>592,226</b>	<b>23</b>
<b>Total assets</b>	<b>2,789,998</b>	<b>100</b>	<b>2,623,202</b>	<b>100</b>	<b>2,526,812</b>	<b>100</b>
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	165,361	6	443	0	2,034	0
Trade and other account payables	96,597	3	130,820	5	183,301	7
Short-term loans	-	-	-	-	-	-
Long-term liabilities due within one year	7,192	0	7,520	0	3,112	0
Accrued income tax	12,143	0	16,204	1	20,049	1
<b>Total current liabilities</b>			<b>154,987</b>	<b>6</b>	<b>208,496</b>	<b>8</b>
<b>Non-current liabilities</b>						
Long-term loans	-	-	-	-	-	-
Financial lease liabilities	26,610	1	7,851	0	5,100	0
Deferred tax liabilities	6,571	0	6,000	0	5,737	0

Employee benefit obligations	24,728	1	15,398	1	16,092	1
Other non-current liabilities	1,672	0	1,551	0	28,275	1
<b>Total non-current liabilities</b>	<b>59,581</b>	<b>2</b>	<b>27,786</b>	<b>1</b>	<b>49,567</b>	<b>2</b>
<b>Total liabilities</b>	<b>340,874</b>	<b>12</b>	<b>236,282</b>	<b>9</b>	<b>252,111</b>	<b>10</b>
<b>Shareholders' equity</b>						
<b>Share capital</b>						
Authorized share capital	557,000	20	557,000	22	557,000	23
Issued and paid-up capital	538,634	21	520,435	21	520,435	19
Premium on ordinary shares	1,325,757	51	1,286,265	51	1,286,265	48
<b>Retained earnings</b>						
Appropriated						
Legal reserve	55,700	2	55,700	2	55,700	2
Unappropriated	500,340	18	433,766	18	497,861	20
Other components of equity	(6,141)	(0)	(12,966)	(0)	(5,992)	(1)
Non-controlling interests	34,834	1	7,330	1	7,395	0
<b>Total shareholders' equity</b>	<b>2,449,124</b>	<b>88</b>	<b>2,290,530</b>	<b>93</b>	<b>2,217,690</b>	<b>90</b>
<b>Total shareholders' equity</b>	<b>2,789,998</b>	<b>100</b>	<b>2,526,812</b>	<b>100</b>	<b>2,469,801</b>	<b>100</b>

(Unit : thousand Baht)

Statement of comprehensive income	Consolidated financial statement as per audit report					
	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
Income from sales and services	928,013	100	1,177,219	100	1,231,534	100
Cost of sales and services	(613,241)	66	(773,437)	(66)	(805,372)	(65)
<b>Gross profit</b>	<b>314,772</b>	<b>34</b>	<b>403,782</b>	<b>34</b>	<b>426,162</b>	<b>35</b>
Other income						
Profit from sales of Land	-	-	-	-	-	-
Profit from sales of real estate for investment	-	-	-	-	-	-
Share of profit from investments in associates	11,113	1				
Others	14,036	2	12,402	1	20,640	2
Selling expenses	(139,951)	(15)	(164,263)	(14)	(157,563)	(13)
Administrative expenses	(79,835)	(9)	(85,167)	(7)	(79,766)	(6)
Financial cost	(4,937)	(1)	(1,115)	(0)	(2,659)	(0)
<b>Profit before income tax</b>	<b>115,198</b>	<b>12</b>	<b>165,639</b>	<b>14</b>	<b>206,814</b>	<b>17</b>

Income tax expenses	(26,002)	(3)	(34,961)	(3)	(43,771)	(4)
<b>Profit for the year</b>	89,196	10	130,678	11	163,043	13
Other comprehensive income (expense)	-			-	-	-
<b>Total comprehensive income for the year</b>	89,196	10	130,678	11	163,043	13
Other comprehensive income	16,775	2	-	-	-	-
<b>Total comprehensive loss for the year</b>	<b>105,971</b>	<b>11</b>	<b>130,678</b>	<b>11</b>	<b>163,043</b>	<b>13</b>
<b>Share of profit (loss)</b>						
Part of the company	<b>92,255</b>	<b>10</b>	<b>131,614</b>	<b>11</b>	<b>163,105</b>	<b>13</b>
Equity of non-controlling interests	<b>(3,059)</b>	<b>(0)</b>	<b>(936)</b>	<b>(0)</b>	<b>(62)</b>	<b>(0)</b>
Total profit for the year	<b>89,196</b>	<b>10</b>	<b>130,678</b>	<b>11</b>	<b>163,043</b>	<b>13</b>
<b>Total Share of profit (loss)</b>						
Part of the company	<b>109,030</b>	<b>12</b>	<b>131,614</b>	<b>11</b>	<b>163,105</b>	<b>13</b>
Equity of non-controlling interests	<b>(3,059)</b>	<b>(0)</b>	<b>(936)</b>	<b>(0)</b>	<b>(62)</b>	<b>(0)</b>
<b>Total profit for the year</b>	<b>105,971</b>	<b>11</b>	<b>130,678</b>	<b>11</b>	<b>163,043</b>	<b>13</b>
<b>Basic earnings per share</b>	<b>0.02</b>		<b>0.02</b>		<b>0.03</b>	

(Unit : thousand Baht)

Statement of changes in shareholders' equity	Consolidated financial statement as per audit report		
	2020	2019	2018
<b>Share capital</b>			
Balance at the beginning of the year	538,634	520,435	475,160
Ordinary share purchase	-	-	-
From the exercise of warrants to purchase ordinary shares	-	18,199	42,275
Stock dividend	-	-	-
<b>Balance at the end of the year</b>	<b>538,634</b>	<b>538,634</b>	<b>520,435</b>
<b>Share premium</b>			
Balance at the beginning of the year	1,325,757	1,286,265	1,187,566
Increase during the year	-	39,492	98,699
<b>Balance at the end of the year</b>	<b>1,325,757</b>	<b>1,325,757</b>	<b>1,286,265</b>
<b>Retained earnings</b>			
<b>Appropriated</b>			
Balance at the beginning of the year	55,700	55,700	55,700
Legal reserve	-	-	-
<b>Balance at the end of the year</b>	<b>55,700</b>	<b>55,700</b>	<b>55,700</b>

<b>Unappropriated</b>			
Balance at the beginning of the year	471,956	426,792	497,861
Impact from adoption of new accounting policy on income tax	-	-	-
Legal reserve	-	-	-
Transferred to retained earnings	16,924		
Stock dividend	-	-	-
Dividend paid	(80,795)	(79,497)	(234,174)
Comprehensive profit for the year	92,433	131,614	163,105
<b>Balance at the end of the year</b>	<b>500,340</b>	<b>478,909</b>	<b>426,792</b>
<b>Other components of shareholders' equity</b>			
<b>Difference from changes in investment proportion in subsidiaries</b>			
Balance at the beginning of the year	(6,141)	(5,992)	(5,992)
Increase during the year	-	-	-
<b>Balance at the end of the year</b>	<b>(6,141)</b>	<b>(5,992)</b>	<b>(5,992)</b>
<b>Total shareholders' equity</b>	<b>2,414,290</b>	<b>2,393,008</b>	<b>2,283,200</b>

(Unit : thousand Baht)

Statement of cash flows	Consolidated financial statement as per audit report		
	2020	2019	2018
<b>Cash flows from operating activities</b>			
<b>Profit before income tax</b>	<b>115,199</b>	<b>165,639</b>	<b>206,814</b>
Adjustment	-	-	-
Profit from changes in investment value	-	-	-
Doubtful accounts	(3,251)	37	54
Reserve for obsolete products	55,529	48,333	187
Share of profit from investments in associates	(11,113)	-	-
Amortized withholding income tax	1,063	120	53,378
Depreciation			
Loss on obsolete goods			
Gain from sales of real estate for investment			
(Profit) loss from disposal of tangible assets	13	-	-
Gain from sales of equipment	-	(1,301)	(319)

Intangible asset amortization	854	237	697
Employee benefit provision	4,618	5,995	1,266
Dividend received	(480)	-	-
Interest payable expenses	4,713	1,008	2,501
<b>Profit from operating activities before changes in assets and operating liabilities</b>	<b>167,145</b>	<b>220,268</b>	<b>264,578</b>
(Increase) decrease in components of operating assets			
Trade and other account receivables	6,662	32,382	(14,293)
Inventories	(116,476)	(40,411)	(384,308)
Land held for development	-	-	-
Other non- assets	2,971	(1,630)	(1,845)
Other non-current assets	-	(2,767)	(5,679)
(Increase) decrease in components of operating liabilities			
Trade and other account payables	(31,749)	(27,515)	(56,797)
Employee benefit obligations	-	-	-
Other non-current liabilities	(145)	266	(4)
<b>Cash generated (paid) from operation</b>	<b>28,408</b>	<b>180,393</b>	<b>(198,348)</b>
Cash paid, interest paid	(4,239)	(539)	(2,121)
Cash Benefits Employee	(1,118)	(216)	(2,341)
Income tax paid	(31,707)	(41,907)	(37,451)
<b>Net cash generated from (paid in) operating activities</b>	<b>(8,656)</b>	<b>137,731</b>	<b>(240,261)</b>
<b>Cash flows from investment activities</b>	-	-	394,613
Proceeds from sales of temporary investment	-	-	-
(Increase) decrease in short-term loan	-	-	-
Cash paid for equity securities of other parties	(80,068)	-	-
Cash Dividends Received from Equity Instruments of Other Entities	480	-	-
Cash paid for equity securities in associates	(31,760)	-	-
Cash paid to purchase a subsidiary	(52)	-	-
Cash paid for intangible assets	(627)	-	-
Cash received from the sale of investments in subsidiaries	-	-	-
Cash received from sale of investment property	-	-	-
Proceeds from sales of real estate for investment	(61,329)	(84,014)	(36,158)

Cash paid for purchase of tangible assets	236	3,823	1,883
Proceeds from sales of equipment	-	-	-
<b>Net cash generated from (paid in) investment activities</b>	<b>(173,120)</b>	<b>(80,191)</b>	<b>360,338</b>
<b>Cash flows from financing activities</b>			
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	(164,918)	(1,591)	915
Increase (decrease) in short-term loans	-	-	-
Increase (decrease) in long-term loans	-	-	-
Payments for financial lease liabilities	(7,101)	(5,926)	(2,401)
Proceeds from share capital increase	-	-	-
Proceeds from share capital increase Subsidiary	-	31,500	-
Proceeds from Warrant	-	57,691	143,974
Dividends paid	(80,796)	(79,498)	(234,175)
<b>Net cash generated from (paid in) financial activities</b>	<b>77,021</b>	<b>2,176</b>	<b>(91,687)</b>
Net increase (decrease) in cash and cash equivalents	(104,755)	59,716	28,390
Cash and cash equivalents as at 1 January	191,635	131,919	103,530
<b>Cash and cash equivalents as at 31 December</b>	<b>86,880</b>	<b>191,635</b>	<b>131,920</b>

<b>Financial ratio</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
<b>Liquidity Ratio</b>			
Liquidity ratio (time)	6.18	11.21	9.28
Liquidity quick ratio (time)	0.73	2.06	1.38
Trade account receivable turnover ratio (time)	10.18	11.21	11.17
Average debt collection time (day)	35.87	32.55	32.68
Inventory turnover ratio (time)	0.42	0.50	0.55
Average goods selling time (day)	878.00	723.00	660.20
Account payable turnover ratio (time)	5.39	4.92	4.36
Debt repayment time (day)	67.68	74.12	83.66
Cash Cycle (day)	846.19	681.43	609.22
<b>Profitability Ratio</b>			
Gross profit rate (%)	33.9%	34.3%	34.6%



Net profit rate (%)	9.9%	11.2%	13.2%
Shareholder return rate (%)	3.8%	5.1%	7.2%
<b>Efficiency Ratio</b>			
Rate of return on total assets (%)	3.4%	5.1%	6.5%
Tangible asset turnover ratio (time)	1.80	2.46	2.70
Total assets turnover ratio (time)	0.34	0.46	0.49
<b>Financial Ratio</b>			
Rate of debt to equity ratio (time)	0.14	0.08	0.10
Interest solvency ratio (time)	24.33	149.55	78.81

#### 14. Management Discussion and Analysis (MD&A)

##### Management Discussion and Analysis for the 2020 operating results (consolidated financial statement)

#### 1. Operating result analysis for 2020 consolidated financial statement compared with the 2019

##### 1.1 Income from sale and service provision

In the year 2020 and 2019, the Company had revenues from sales and services of Baht 928.01 million and Baht 1,177.22 million, respectively. The total revenue was down by Baht 249.21 million or 21.2%. The segment of construction materials business decreased by Baht 187.67 million or 19.7%. Real estate business decreased Baht 61.54 million or 27.2%. The drop in sales was due to the economic conditions in Sabra, a result of the COVID-19 virus outbreak, and commercial banks' retail credit control measures. This is the main reason for the slowdown in the real estate sector this year.

Unit : Million Baht

	2020	2019	Difference	
			Increase (decrease)	%
1.1.Income from sale and service provision				
1.1.1 Construction materials	763.19	950.86	(187.67)	(19.7%)
1.1.2 Real estate business	164.82	226.36	(61.54)	(27.2%)
1.1.3 Total income	928.01	1,177.22	(249.21)	(21.2%)

Proportions of incomes between construction material business and real estate business

Unit : Per cent

	2020	2019
Income from construction material business	82	81
Income from real estate business	19	19
Total income	100	100

1.2 Costs of sale and service provision

Cost of sales and services in 2020 was Baht 613.24 million and Baht 773.44 million in 2019, a decrease of Baht 160.20 million or 20.7% due to lower revenue from sales, Energy, fuel and labor costs for the year 2020 are at the same rate as the year 2019.

Unit : Million Baht

	2020	2019	Difference	
			Increase (decrease)	%
1.2 Cost of sale and service provision				
1.2.1 Construction material business	518.51	626.81	(108.30)	(17.3%)
1.2.2 Real estate business	94.73	146.63	(51.90)	(35.4%)
1.2.3 Total cost of sale and service provision	613.24	773.44	(160.20)	(20.7%)

1.3 Gross profit

The gross profit margin of the year 2020 was Baht 314.77 million, a decrease of Baht 89.01 million or 5.3% in 2019 (Year 2019 gross profit is 403.78 million baht.) due to the increase in sales and service income. Increased cost of sales. The gross margin in the segment of construction materials business was Baht 244.68 million and the real estate business was Baht 70.09 million.

Unit : Million Baht

	2020	2019	Difference	
			Increase (decrease)	%
1.3 Gross profit				
1.3.1 Construction material business	244.68	324.05	(79.37)	(24.5%)
1.3.2 Real estate business	70.09	79.74	(9.65)	(12.1%)
1.3.3 Total gross profit	314.77	403.78	(89.01)	(22.0%)

Gross profit rate to total income from sale and service provision

Unit : Per cent

	2020	2019
Gross profit rate of construction material business	32.1	34.1
Gross profit rate of real estate business	42.5	35.2
Total gross profit	33.9	34.3

#### 1.4 Selling expenses

Selling expenses were Baht 139.95 million and Baht 164.26 million for the year 2020 and 2019, respectively, decreased by Baht 24.31 million or 14.8%. Because of new reporting categorization. The selling expenses of the construction materials business decreased by Baht 23.94 million or 18.2% and the selling expenses of the real estate business increased by Baht 0.37 million or 1.1%. Due to the cost of advertising, publicizing and promoting sales.

Selling expenses compared to revenue from sales and services of the construction materials business were 14.1%, which is equal to 2019, and for the real estate business, it was 19.8% in 2020 and 14.5% in Year 2019

Unit : Million Baht

	2020	2019	Difference	
			Increase (decrease)	%
1.4 Selling expenses				
1.4.1 Construction material business	107.39	131.33	(23.94)	(18.2%)
1.4.2 Real estate business	32.56	32.93	(0.37)	(1.1%)
1.4.3 Total selling expenses	139.95	164.26	(24.31)	(14.8%)

Selling expense rate compared with income from sale and service provision

Unit : Per cent

	2020	2019
Selling expenses compared with income from sale		
Selling expenses of construction material business	14.1	13.8
Selling expenses of real estate business	19.8	14.5
Total selling expenses	15.1	14.0

#### 1.5 Administrative Expenses

Administrative expenses were Baht 69.95 million and Baht 85.17 million for the year 2020 and 2019, respectively, decreased by Baht 15.21 million or 17.9%.

#### 1.6 Financial costs

The financial cost in 2020 was Baht 4.72 million and in the year 2019 was Baht 1.11 million, a increase of Baht 3.61 million or 325%

#### 1.7 profit for the year

In 2020, the company had the net profit attributable to the parent company equal to 92.43 million baht, decreased from 39.19 million baht in year 2019, representing 29.8 percent (In 2019, the net profit attributable to the parent company was 131.62 million baht), with The main reason was due to

the sales decreased by 249.21 million baht causing the gross profit to decrease 89.01 million baht and the selling and administrative expenses decreased by 29.65 million baht.

## 2. Analysis of financial position for the consolidated financial statements of 2020 and 2019

### 2.1 Assets

As at 31 December 2020 the Company and subsidiaries had total assets of 2,790 million Baht, increasing by 166.80 million Baht or 6.40 per cent from 2019. Significant changes to the assets were:

Unit : Million Baht

	2020	2019	Difference	
			Increase (decrease)	%
Cash and cash equivalents, temporary investment	86.88	191.63	(104.75)	(54.7%)
Trade and other account receivables	118.93	127.66	(8.73)	(6.8%)
Inventories	1,532.89	1,417.57	115.32	8.1%
Investments in associates	139.66	-	139.66	N/A
Property, plant and equipment	510.28	522.01	(11.73)	(2.2%)

1. Cash and cash equivalents, short-term investments decreased by Baht 104.75 million due to cash flow from financing activities of Baht 77.02 million derived from investment activities of Baht 173.02 million and used in operating activities Baht 8.65 million.

2. Inventories decreased by Baht 115.32 million or 8.1%. Almost all of which were the decrease in the real estate business due to investing in land purchases for low-rise houses development projects for sale, which are expected to begin recognizing revenues in 2022.

3. Investments in associates increased by 139.66 million baht due to investments in ordinary shares of the company. Prinsiri Public Company Limited, accounting for 6.7% of the registered capital of that company.

4. Property, plant and equipment decreased by 11.73 million baht in 2020, machinery and equipment increased by 64.21 million baht and depreciated by 53.33 million baht and the impact of the introduction of financial reporting standards, financial instruments and leases. Come to use as a result, the fixed assets must be reduced by Baht 21.75 million and increased in leasehold assets by the same amount.

## 2.2 Liabilities

As at 31 December 2020 the Company and subsidiaries had total liabilities of 344.08 million Baht, increasing by 151.78 million Baht or 78.9 per cent from 2019. Material transactions were as follows.

Unit : Million Baht

	2020	2019	Difference	
			Increase (decrease)	%
Short-term loans from financial institutions	165.36	0.44	164.92	N/A
Trade payables and other payables	96.60	130.82	(34.22)	26.2
Lease liabilities	26.61	7.85	18.76	239
Non-current Provisions - Employee Benefits	24.73	21.65	3.08	14

## 2.3 Shareholders' equity

As at the end of 2020, the Company and its subsidiaries had total shareholders' equity of Baht 2,445.92 million, an increase of Baht 15.02 million from the end of 2019 due to the increase in comprehensive income for the year 6.44 million baht (net from the effect of change in accounting policy 6.95 million baht), cash dividend payment of 80.79 million baht and net profit 89.37 million baht.

## **3. Liquidity, asset manageability and profitability**

As at 31 December 2020 the Company and subsidiaries had current assets of 1,738.70 million Baht and current liabilities of 281.29 million Baht, hence a liquidity ratio of 6.18 times and a liquidity quick ratio of 0.73 times, average debt collection time of 36 days and average debt repayment time of 68 days.

From the operating results of the year 2020, the company has a total net profit of 92.43 million baht, a decrease from the year 2019 by 39.18 million baht, resulting in the year 2020 the company has a return on total assets ratio of 3.4 percent. Fixed assets was 1.80 times, decreased from 2019, which was 2.38 times, and total asset turnover was 0.34 times, decreasing from 2019, which was 0.46 times.

At the end of 2020, the Company and its subsidiaries had a total debt to equity ratio of 0.14 times, an increase from the year 2019, which was 0.08 times.

## Certification of Information Accuracy

### 1. Certification of information accuracy by directors who are executive director and Chief Executive Officer in accounting

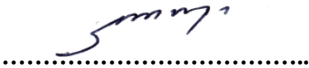

We have reviewed information in this Annual Registration Statement and with cautiousness as executive director of the Company or the Chief Executive Officer in accounting, we wish to certify that such information is accurate, complete, truthful, not misleading or not lacking material information which should be disclosed. In addition, we wish to certify that:


(1) The financial statement and financial information summarized in the annual registration statement presented fairly and completely in material aspects relating to financial position, operating results and cash flows of the Company and subsidiaries.

(2) We were responsible for causing the Company to have good information disclosure system to ensure that the Company has disclosed material information of both the Company and subsidiaries accurately and completely, and in monitoring the compliance of such system.

(3) We were responsible for making available good internal control system and monitoring the compliance of such system, and we have notified information on internal control system assessment as at 31 March 2021 to the auditor and audit director of the Company, which covered defects and material changes of the internal control system, including wrongful acts which could impact upon the preparation of financial reports of the Company and subsidiaries.

In this respect, to evidence that all documents are those certified by us which are the same set, we have designated Mr. Nirut Intarathachang to countersign all pages of this document. If any document is not countersigned by Mr. Nirut Intarathachang, we deem it not certified by us.



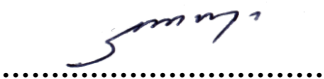







Name	Position	Signature
<b>1. Mr. Wittawat Pornkul</b>	<b>Director and Chief Executive Officer</b>	
<b>2. Mr. Chana Towan</b>	<b>Director and Deputy Chief Executive Officer</b>	

Attorney's name	Position	Signature
<b>Mr. Nirut Intarathachang</b>	<b>Deputy Managing Director Accounting and Finance</b>	

## 2. Certification of information accuracy by directors of the Company

We have reviewed information in this Annual Registration Statement and with cautiousness as directors of the Company. We have no reasonable suspicion that such information are inaccurate, incomplete, false, misleading or lacking material information which should be disclosed.

In this respect, to evidence that all documents are those certified by us which are the same set, we have designated Mr. Nirut Intarathachang to countersign all pages of this document. If any document is not countersigned by Mr. Nirut Intarathachang, we deem it not certified by us.

Name	Position	Signature
1. Assoc. Prof. Dr. Tortrakul Yomnak	President	
2. Mrs. Pisamai Boonyakiat	Director and Chairman of Audit Committee	
3. Mr. Wittawat Pornkul	Director and Chief Executive Officer	
4. General Pisarn Wattanawongkeeree	Director and Audit Director	
5. Mr. Chana Towan	Director and Deputy Chief Executive Officer	
6. Mr. Wanchai Tanthikul	Director and Audit Director	
7. Dr. Thanai Charinthasan	Director	
8. Mr. Nirut Intarathachang	Director	
9. Dr. Kawin Worakanchana	Director	
Attorney's name	Position	Signature
Mr. Nirut Intarathachang	Deputy Managing Director Accounting and Finance	

## DCONPRODUCTS PLC.

**Attachment 1** Details in relation to the executives and the Company's controlling interest.

Name-Surname	Education Qualification	Shareholding Ratio in the Company (%)	Working Track Record
Associate Prof. Dr. Torkrakul Yomnak	<ul style="list-style-type: none"> <li>- B.S.Eng., Chulalongkorn University</li> <li>- M.S.C.E Master of Science in Civil Engineering (University of Washington, U.S.A.)</li> <li>- D.B.A. (Doctor of Business Administration), Nova Southeastern University.</li> <li>- Defense College, Class 4111.</li> <li>- Director Accreditation Program (DAP Class 16)</li> </ul>	<b>0.00</b>	<ul style="list-style-type: none"> <li>- Chairman of the Board, DCon Products Plc</li> <li>- Chairman of the Board, TACE LTD. (Torkrakul &amp; Associate Consulting Engineers Ltd.).</li> <li>- Ex-chairman of the Board of Corporate Governance, Airports of Thailand Plc.</li> <li>Ex-member of the National Economic and Social Development Board (NESDB) (Board No 1) (Chairman of the Foreign Working Group).</li> <li>Ex-president of the Engineering Institute of Thailand Under H.M. the King's Patronage.</li> <li>- An advisor to the Governor of Bangkok Metropolis.</li> <li>- An advisor to the Federation of Design and Construction Services of Thailand (FEDCON)</li> <li>- A lecturer of Doctoral Degree on "Development of Governance" Ratchapat Chankasem University.</li> <li>- Co-founder of the Public Network for Anti-corruption.</li> </ul>
Mrs. Pisamai Boonyakiat Chairman, Audit Committee	<ul style="list-style-type: none"> <li>- Bachelor of Accountancy, Chulalongkorn University</li> <li>- Master of Commerce, Thammasat University.</li> </ul>	<b>0.00</b>	<ul style="list-style-type: none"> <li>- Chairman of the Audit Committee, DCon Products Plc</li> <li>- Associate Judge, Nonthaburi Juvenile and Family Court</li> <li>- President, the New Wave Institute</li> </ul>



Name-Surname	Education Qualification	Shareholding Ratio in the Company (%)	Working Track Record
Mr. Wittawat Pornkul Chairman of the Executive Board	-Bachelor of Science in Industrial Enterprise Engineering, Chulalongkorn University. - Director Accreditation Program (DAP Class 16) - Director Accreditation Program (DAP Class 46)	<b>28.42</b>	- Chairman of Executive Board, Dcon Products Plc - Director at Rompo product PLC - Director at DSC product PLC
General Pisarn Wattanawongkeeree Audit Committee	-Royal Chulachomklao Royal Military Academy -Chief of Staff Course	<b>0.00</b>	- Audit Committee And Independent Director - Region 4 Commanders - Chief of the Army Special Forces Regiment Royal Guard (Tiger Army Chief) - President of the League of Executive Advisors Municipality of Thailand - Chairman of the Advisory Committee on the Executive Committee of the Association of Organizations District Administration of Thailand
Mr. Chana Towan Deputy Chairman of the Executive Board	Bachelor Degree – Civil Engineering, Chulalongkorn University. Master Degree - Civil Engineering Asian Institute of Technology Director Accreditation Program (DAP, Class 16)	<b>11.32</b>	-Deputy chairman of the executive committee, Dcon Products Plc - Director at Rompo product PLC
Mr. Wanchai Tantikul Audit Committee	Bachelor of Laws (LLB) – Thammasat University Director Accreditation Program (DAP Class 8)	<b>0.05</b>	-Audit Committee, DCon Products Plc -Audit Committee, Ariya Property Plc. Managing Director, KanitAnchan Plc.
Dr. Tanai Charinsarn Director	Ph.D – Information Technology/University of New South Wales, Australia -Director Accreditation Program (DAP Class 16)	<b>0.00</b>	Director, DCon Products Plc

Mr. Nirut Intarathachang Director	Bachelor of Accountancy Thammasat University	<b>0.00</b>	- Director at Dcon products PLC - CFO at Dcon products PLC - Director at DSC product PLC - Director at Orrada PLC - Director at Rompo product PLC - Director at Wisarawan PLC - Director at Prinsiri PLC
Dr. KawinWorakanjana Deputy Managing Director (Line of Operation)	Bachelor of Science in Civil Engineering BSc. Eng. -MSc. Structural Eng. – Master of Science in Civil Engineering Asia Institute of Technology. -Ph.D. Civil Engineering, Tokyo University	<b>0.04</b>	A Project Researcher - Tokyo University Asia Institute of Technology - Structural Engineer-Norsieve Engineering Co., Ltd. - Deputy Managing Director, Line of Operation- Dcon Products Plc
Miss PentipaYimpayak Consultant	Senior High School	<b>0.00</b>	Dcon Products Plc
Miss PraditthaWorachat General Manager, for Pile	Bachelor of Business Administration, Advertising and Public Relations, Ramkhamhaeng University	<b>0.00</b>	Dcon Products Plc
Miss Chulaphorn Rungkharat Manager, Finance Department	Bachelor of Business Administration, (Finance) Thai Chamber of Commerce University	<b>0.00</b>	Dcon Products Plc
Mrs. Siriporn Leethavikulsomboon, Manager, Parquetry Department	Bachelor of Education Science Chulalomngkorn University	<b>0.00</b>	Dcon Products Plc

**Details in relation to the Company’s secretary controlling interest.**

Name-Surname	Education Qualification	Shareholding Ratio in the Company (%)	Working Track Record
Mr. Nirut Intarathachang	Bachelor of Accountancy, Thammasat University	0.00	<ul style="list-style-type: none"> <li>- Director at Dcon products PLC</li> <li>- CFO at Dcon products PLC</li> <li>- Director at DSC product PLC</li> <li>- Director at Orrada PLC</li> <li>- Director at Rompo product PLC</li> <li>- Director at Wisarawan PLC</li> <li>- Director at Prinsiri PLC</li> </ul>

**Attachment 2** – Details in relation to directors of subsidiary companies

**Orrada Co., Ltd.**

<b>Name-Surname</b>	<b>Education Qualification</b>	<b>Working Track Record</b>
Mr. Nirut Intarathachang Director	-Bachelor of Accountancy, Thammasat University	- Director at Dcon products PLC - CFO at Dcon products PLC - Director at DSC product PLC - Director at Orrada PLC - Director at Rompo product PLC - Director at Wisarawan PLC - Director at Prinsiri PLC
Dr. Aisoon Assawamaninthon Director	-Bachelor of Architecture, Rangsit University -Master of International Business, Leeds Beckett	-Deputy Managing Director -Dcon Products Plc - Director at Wisarawan PLC - Director at Orrada PLC
Miss Wisara Pornkul Director	-Bachelor of Accountancy Kasetsart University -Master of Advertising and marketing University of Leeds	- Assistant to Managing Director-Dcon Products Plc - Director at Wisarawan PLC - Director at Orrada PLC
Miss Rattha Kerdsiri Director	-Bachelor of Arts, Silpakorn University	- Secretary to the Managing Director - Dcon Products Plc - Director at Wisarawan PLC - Director at Orrada PLC

**Wisarawan Co., Ltd.**

Name-Surname	Education Qualification	Working Track Record
Mr. Nirut Intarathachang Director	-Bachelor of Accountancy, Thammasat University	<ul style="list-style-type: none"> <li>- Director at Dcon products PLC</li> <li>- CFO at Dcon products PLC</li> <li>- Director at DSC product PLC</li> <li>- Director at Orrada PLC</li> <li>- Director at Rompo product PLC</li> <li>- Director at Wisarawan PLC</li> <li>- Director at Prinsiri PLC</li> </ul>
Dr. Aisoon Assawamaninthon Director	<ul style="list-style-type: none"> <li>-Bachelor of Architecture, Rangsit University</li> <li>-Master of International Business, Leeds Beckett</li> </ul>	<ul style="list-style-type: none"> <li>-Deputy Managing Director -Dcon Products Plc</li> <li>- Director at Wisarawan PLC</li> <li>- Director at Orrada PLC</li> </ul>
Miss Wisara Pornkul Director	<ul style="list-style-type: none"> <li>-Bachelor of Accountancy Kasetsart University</li> <li>-Master of Advertising and marketing University of Leeds</li> </ul>	<ul style="list-style-type: none"> <li>- Assistant to Managing Director-Dcon Products Plc</li> <li>- Director at Wisarawan PLC</li> <li>- Director at Orrada PLC</li> </ul>
Miss Rattha Kerdsiri Director	-Bachelor of Arts, Silpakorn University	<ul style="list-style-type: none"> <li>- Secretary to the Managing Director - Dcon Products Plc</li> <li>- Director at Wisarawan PLC</li> <li>- Director at Orrada PLC</li> </ul>

**ROMPO PRODUCTS CO., LTD.**

Name-Surname	Education Qualification	Working Track Record
Mr. Wittawat Pornkul Chairman of the Executive Board	-Bachelor of Science in Industrial Enterprise Engineering, Chulalongkorn University. - Director Accreditation Program (DAP Class 16) - Director Accreditation Program (DAP Class 46)	- Chairman of Executive Board, Dcon Products Plc. - Director at Rompo product PLC - Director at DSC product PLC
Mr. Chana Towan Deputy Chairman of the Executive Board	-Bachelor Degree – Civil Engineering, Chulalongkorn University. -Master Degree - Civil Engineering Asian Institute of Technology -Director Accreditation Program (DAP, Class 16)	-Deputy chairman of the executive committee, Dcon Products Plc. - Director at Rompo product PLC
Mr. Nirut Intarathachang Director	-Bachelor of Accountancy Thammasat University	- Director at Dcon products PLC - CFO at Dcon products PLC - Director at DSC product PLC - Director at Orrada PLC - Director at Rompo product PLC - Director at Wisarawan PLC - Director at Prinsiri PLC
Miss Namonras Sridachotham Director	-Bachelor Degree – Finance, Phayap University -Master Degree – Management Accounting, Phayap University	- Managing Director - Rompo Products Co., Ltd. - Director at Rompo product PLC
Mr. Natthawut Thepkaew Director	-Bachelor of Science, Songkhla Nakarin University -Master's Degree - MBA, Ramkhamhaeng University	- Factory Manager - Rompo Products Co., Ltd. - Director at Rompo product PLC

**DSC PRODUCT CO., LTD.**

Name-Surname	Education Qualification	Working Track Record
Mr. Wittawat Pornkul Chairman of the Executive Board	-Bachelor of Science in Industrial Enterprise Engineering, Chulalongkorn University. - Director Accreditation Program (DAP Class 16) - Director Accreditation Program (DAP Class 46)	- Chairman of Executive Board, Dcon Products Plc. - Director at Rompo product PLC - Director at DSC product PLC
Mr. Nirut Intarathachang Director	-Bachelor of Accountancy Thammasat University	- Director at Dcon products PLC - CFO at Dcon products PLC - Director at DSC product PLC - Director at Orrada PLC - Director at Rompo product PLC - Director at Wisarawan PLC - Director at Prinsiri PLC
Dr. Kawin Worakanchana Director	-Bachelor of Civil Engineering, Chulalongkorn University -Master of Structural Engineering Asia Institute of Technology -Ph.D. –Civil Engineering Tokyo University	- Director at Dcon products PLC - Director at DSC product PLC
Mr.Decha Apiromdej Director	-Bachelor of Marketing ABAC University	- MD at Sinudom Concrete Co.,Ltd. - Director at DSC product PLC
Mr.Chanchai Apiromdej Director	-Bachelor's Degree - Civil Engineering, Kasem Bundit University - MBA Pfeiffer University	- Vice MD at Sinudom Concrete Co.,Ltd. - Director at DSC product PLC

Mr.Monsak Upaiboon Director	-Marketing University of the Thai Chamber of Commerce	- MD at Chusin Concrete Co.,Ltd. - Director at DSC product PLC
Miss Wasinee Upaiboon Director	-Bachelor of Civil Engineering, Chulalongkorn University - Master of MBA Sasin Graduate Institute of Business Administration	- Assistant to Managing Director at Chusin Concrete Co.,Ltd. - Director at DSC product PLC



**Attachment 2** – Details of Board of Directors and executives who hold an executive position in a subsidiary, an associated company or allied companies.

<b>Directorship and executive</b>	1	2	3	4	5-10	11	12-17	18	19	20	21	22	23
Assoc.Prof Tortrakul Tortrakulommanak	X, /			X	/								
Mr. Dhanit Charinsarn	/												
Mr. Wittawat Pornkul	/, //, ///	/	/						/				
Mr. Chana Towan	/, //	/	/										
Dr. Tanai Charinsarn	/												
Mrs. Pisamai Boonyakiat	/							/					
Mr. Wanchai Tantikul	/					///	/						
Mr. Nirut Intarathachang	/, //, ///	/	/						/			/	/
Dr. Kawin Worakanchana	/, //, ///	/							/				
Miss Pradittha Vorachart	//, ///												
Miss Chamnong Panyasombt	//, ///												
Miss Somneuk Raksanit	//, ///												
Miss Siriporn Leethaveekulsomboon	//, ///												
Mr. Samak Sakitsombat	//, ///												

**REMARKS: X = Chairman of the Board / = Director // = Executive Director /// = Executive**

Directorship and executive	1	2	3	4	5-10	11	12-17	18	19	20	21	22	23
Mr. Noppamas Alipariyakul	//,///												
Mr.Decha Apiromdej									/		//,///		
Mr.Chanchai Apiromdej									/		//,///		
Mr.Monsak Upaiboon									/	//,///			
Miss Wasinee Upaiboon									/				
Mr. Natthawut Thepkaew			/,/,///										
Miss Namonras Sridachotham			/,/,///										
Miss Wisara Pornkul		/,/,///											/,/,///
Miss Rattha Kerdsiri		/											/
Mr. Aisoon Assawamaninthon		/,/,///											/,/,///

**REMARKS: X = Chairman of the Board / = Director // = Executive Director ///= Executive**

- |   |   |
|---|---|
| <ol style="list-style-type: none"> <li>1. Dcon Products Plc</li> <li>2. Orada Co., Ltd</li> <li>3. Rom Bho Products Co., Ltd.</li> <li>4. Tortrakul &amp; Company Engineering Consultant Co., Ltd.</li> <li>5. TACE Co., Ltd.</li> <li>6. TACE Marketing</li> <li>7. Test North Co., Ltd.</li> <li>8. Prinda Plc</li> <li>9. Special Lease Engineering Consultant Co., Ltd.</li> <li>10. Sysmtem Little House Co., Ltd.</li> <li>11. Khanit Anchan Co., Ltd.</li> <li>12. Ariya Property Co., Ltd.</li> </ol> | <ol style="list-style-type: none"> <li>13. Di So (Thailand) Co., Ltd.</li> <li>14. Delica Foods Ltd.</li> <li>15. Suan RuamNimitr Co., Ltd.</li> <li>16. Thurakij Anant Real Estate Co., Ltd.</li> <li>17. Thurakij Annt Ltd. Part.</li> <li>18. Eason Pant Plc.</li> <li>19. DSC Products Co., Ltd.</li> <li>20. Chusin concrete Co., Ltd.</li> <li>21. Sinudom concrete Co. ltd</li> <li>22. Prinsisi Plc</li> <li>23. Wisarawan Co. ltd</li> </ol> |
|---|---|

### **Attachment 3 Details on chief internal auditor and chief company operation supervisor**

#### **Name of the office designated as internal auditor of the Company**

Office of the Internal Auditor

#### **Person designated to perform as chief internal auditor**

Miss Chayanee Minanon

#### **Duties and responsibilities of the chief internal auditor**

1. Prepare manning allocation plan and audit plan on quarterly basis.
2. Examine records and control quality in goods production.
3. Make observations from the examination.
4. Attend internal meeting with the team to follow up on progress of audit.
5. Meet with those audited regarding issues found from the examination and request improvement plan to reduce risks observed or remedy to distribute risks.
6. Report to the Audit Committee of the Company on the result of audit on adequacy of the internal audit system.

**Attachment 4 Details on property appraisals**

- Nil -

## **Attachment 5 Report of the Audit Committee**

The Audit Committee of DCON Products Public Company Limited is composed of 3 independent directors with qualifications in accounting-financial, legal and organization management fields. The 3 audit directors, named below, are not executives of the Company and have no interest with the Company.

Mrs. Pisamai	Boonyakiat	Independent Director, Chairman of Audit Committee
General Pisarn	Wattanawongkeeree	Independent Director, Audit Director
Mr. Wanchai	Tantikul	Independent Director, Audit Director

In 2020 the Audit Committee performed duties independently and completely as assigned by the Board of Directors to carry out supervision as per regulations governing audit committee. Significant audits were review of financial statement, review of good corporate governance, review of internal control and internal audit systems, by meeting with high-level executives, managing partner of audit office and internal auditor. There were 4 meetings the essences thereof could be summarized as follows.

1. Reviewed the quarterly and annual financial statements for the year 2020 by giving suggestions and comments to ensure that such financial statements were prepared fairly in material aspects, with appropriate and adequate information disclosure and in accordance with generally accepted accounting principles. Disclosure of related party transactions, intercompany transactions between the Company and subsidiaries and related transactions were also reviewed to ensure that the Company complied with normal business conditions and in accordance with rules prescribed by the Stock Exchange of Thailand.

2. Reviewed to ensure that the Company complied with law governing securities and stock exchange, requirements of the Stock Exchange and relevant laws, and review the good corporate governance. The Audit Committee found that directors and personnel strictly complied therewith, especially related transactions and transactions which could have conflicts of interest. In addition, the Committee emphasized on compliance with changes in laws and regulations applicable to the business operation and good corporate governance.

3. Reviewed the internal control system and supervised internal audit work of the Company jointly with the internal auditor every quarter and found that the internal control system was adequate and appropriate to the Company's business operation, which was consistent with the auditor's opinion which reported that no material defect impacting the financial statement was found from the review. In addition, recommendations were made and internal audit performance of the Company were monitored and improved to be more efficient and effective.

4. Considered and commented on selection of auditor and determined remunerations for auditing for submission to the Board of Directors to seek approval from shareholder meeting, by proposing that D I A International Co., Ltd. be elected as auditor for 2021.

5. Reviewed and monitored investments in high-value projects to recommend the Board of Directors to be aware of investment management which required efficient and effective execution as well as close and transparent supervision.

The Audit Committee wished to submit that in 2020 the Committee performed the assigned duties cautiously, to its fullest ability, with wisdom and independency, and provided recommendations to all parties concerned candidly for benefits of the Company, all shareholders and other stakeholders appropriately.

On behalf of the Audit Committee



(Mrs. Pisamai Boonyakiat)  
Chairman, Audit Committee