



DIMET

Beyond Top Quality

Invitation Letter to 2022 Annual General Meeting of Shareholders

Wednesday, 27th April 2022 at 09.00 AM

at Ballroom Meeting Room, Bangpoo Golf & Sport Club,
No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District,
Mueang Samut Prakan District, Samut Prakan 10280

Registration starts at 8.00 AM.

Tel: 02-323-2800 Fax: 02-323-2807

Website: <http://www.dimetsiam.com>

To provide a seating arrangement with appropriate social distancing, the total seats available at the venue will be approximately 100 seats. DIMET, therefore requests for shareholder's cooperation to give proxy to DIMET's Independent Director to attend the meeting on behalf of shareholders.

In the case that shareholders or proxy-holder wants to attend in person, the attendee must present proof of being vaccinated against COVID-19 and proof of COVID-19 negative test result with Antigen Test Kit (ATK) for a test done within 24 hours.

(Unofficial Translation)

Content

	Page
Measures to prevent and control the spread of Coronavirus 2019	1
Invitation Letter to 2022 Annual General Meeting of Shareholders	2

Enclosures

1. Copy of the Minutes of the Extraordinary General Meeting of the Shareholders No.1/2021 dated December 7, 2021.
2. Annual Report (QR Code Format) and Financial Statement as ended December 31, 2021
3. Brief personal profiles of nominated candidates for agenda item no.5
4. Capital Increase Report Form (F53-4) Dimet (Siam) Public Company Limited, March 18, 2022
5. Definition of "Independent Director"
6. Profiles of the independent directors for proxies appointment
7. Memorandum of Association of the Company regarding the Shareholders' Meeting
8. Registration conditions and procedure and necessary documents to be presented at the meeting
9. Map of the 2022 Annual General Meeting of Shareholders Venue
10. Proxy Form A
11. Proxy Form B
12. Proxy Form C
13. Register Form
14. COVID-19 Screening Form
15. Requisition Form for 56-1 One Report 2021



Remarks: Shareholders may see the invitation letter and enclosures at

<http://www.dimetsiam.com> from April 6, 2022

For more details, please contact

1. Miss Pureecha Buranasiri	Investor Relation TEL: 02-323-2800
	FAX: 02-323-3735
	Email: corporatesecretary@dimetsiam.com investorrelations@dimetsiam.com

Measures to prevent and control the spread of Coronavirus 2019

The situation of the spread of COVID-19 in Thailand which is in the surveillance and monitoring phase. To prevent and reduce the risk of the spread of the COVID-19 virus, Dimet (Siam) Public Company Limited is aware and concerned about the risk of such epidemic. In the shareholders' meeting Therefore, I would like to take this opportunity to ask for cooperation and rehearsing to the shareholders as follows:

1. Shareholders shall be strongly recommended to vote by proxy instead of attending the meeting in person

The company strongly encourages shareholders to grant proxies instead of physical attendance in order to avoid unpredicted spreading of the disease caused by a large number of people at the meeting and for the benefit of healthcare of shareholders. Company requests cooperation for shareholders to consider granting proxies to independents directors instead of attending the meeting in person

2. Shareholders who wish to attend the meeting in person;

Requests cooperation for the participants to follow the guidelines for conducting the 2022 Annual General Meeting of Shareholders as follows:

1. Participants shall be required to fill in COVID-19 screening form before attending the meeting. Participants who fail to comply with orders from Communicable Disease Act B.E. 2558 by withholding health condition information or travel history considered a violation (in accordance to enclosure no.14).
2. The attendees must present proof of being vaccinated against COVID-19 of at least 2 doses, and proof of COVID-19 negative test results with Antigen Test Kit (ATK) for a test done within 24 hours prior to entering the venue. Please present a picture of ATK test result taken with either attendees' ID card, passport or clearly specified Name – Surname of attendees with an indication of date and time of test.
3. There will set up health screening station in the area before entering the venue which might cause inconvenience. However, in case of finding any participants that have high fevers ≥ 37.5 degrees Celsius, DIMET reserves the right to not allow participants of those at risk to enter the venue.
4. Dimet (Siam) Public Company Limited will provide SETBOX to people who attending the meeting (shareholder/proxy) per 1 SETBOX ONLY.
5. To convene and hold the shareholders' meeting legally, DIMET request cooperation for the participants as follows:
 1. 1-meter distance in line on screening point, document check point and registration point which may cause inconvenience.
 2. Participants are required to wear mask and leave the sticker given on the check point during and thorough out the meeting.
 3. If there is any change of the circumstance or any further measures or guidelines issued by the relevant authorities in accordance with the current situation, DIMET will notify shareholders or proxy holders via the website of the Stock Exchange of Thailand.

April 5, 2022

Subject : Invitation Letter of 2022 Annual General Meeting of shareholders

To : Shareholders of Dimet (Siam) Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the Extraordinary General Meeting of the Shareholders No.1/2021 dated December 7, 2021
 2. Annual Report (QR Code Format) and Financial Statement as ended December 31, 2021
 3. Brief personal profiles of nominated candidates for agenda item no.5
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 12. Proxy Form C
 13. Register Form
 - 14.COVID-19 Screening Form
 15. Requisition Form for 56-1 One Report 2021

Board of Director of Dimet (Siam) Public Company Limited has resolved to schedule the 2022 Annual General Meeting of Shareholders on Wednesday 27th April 2022 at 09.00 am, at Ballroom Meeting Room, Bangpoo Golf & Sport Club at 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280. The items to be considered are in accordance with the following meeting agenda.

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2021 which was held on December 7, 2021.

Fact and Rationale: The Extraordinary General Meeting of Shareholders No. 1/2021 was held on December 7, 2021. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 days, counting from date of Extraordinary General Meeting of Shareholders No.1/2021 together with published on company's website (www.dimetsiam.com) (Enclosure No.1)

Board's Opinion : The Board of Directors considered and resolved to propose the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on 7th December 2021, to be considered and certified in this meeting.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 2 To acknowledge the Company's operating results for the year 2021.

Fact and Rationale : The report on 2021 performance statement is set out in the 2021 Annual Report, which the shareholders are able to download through the QR Code according to the details as set out in Enclosure No.2.

Board's Opinion : The Board of Directors resolved to submit the report of 2021 Performance Statement to the shareholders' meeting for acknowledgment.

Vote Required : This agenda is only for acknowledgement; therefore, no voting is required

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021.

Fact and Rationale : According to the Public Limited Company Act, the Company is obligated to prepare audited balance sheet and profit & loss statement at the end of each fiscal year to propose to the meeting for approval.

The Company prepared the Financial Statements for the year ended 31st December 2021 of the Company and its subsidiaries which had been audited by the auditor and reviewed by the Audit Committee. The auditor is of the opinion that the Financial Statements were accurately prepared in accordance with the requirements of the financial report standards, the details of which are set out in the "Financial Statements" part of the Annual Report.

Board's Opinion : The Board of Directors resolved to propose to the shareholders' meeting to consider and approve the Company's financial statement for the fiscal year ended December 31, 2021, which were reviewed by the Audit Committee and audited by a certified public accountant.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021.

Fact and Rationale : The Company's dividend payment policy is to pay dividend at the ratio of not less than 40 percent of net profit (separate financial statement after tax) that defined in company's regulations and by law. As for this year, company operating results of

comprehensive loss for year 2021 at the amount of (44.20) million Bahts (separate financial statements). The Board of Directors has considered that the Company should not pay dividends for operational results for the year 2021

Thus, according to company's regulation no.45 specified that no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Unless otherwise provided in the articles of association insofar as they are concerned with preference shares, dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, provided that payment of dividends must be upon approval by a meeting of shareholders. If permitted by the articles of association of the company, the board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting. Payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper.

Board's Opinion : The Board of Directors resolved to propose to the shareholders' meeting to consider and approve the suspension of the dividend payment and the non-allocation of the annual net profit as legal reserve as the Company has the loss in the operation.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation

Fact and Rationale : According to Public Limited Company ACT and Memorandum of Association No.19 concludes as every annual general meeting of shareholders, directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. In the first and second year after the registration of the Company, unless otherwise agreed among the directors, the directors who will vacate shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate, and that a director who vacates office may be re-elected. Currently, the Company has 10 directors and in this Annual General Meeting of Shareholders 2021, there are 4 directors who are due to retire by rotation as follows:

- | | | |
|----|-----------------------------|----------------------|
| 1. | Mr. Watchara Achakornlak | Independent Director |
| 2. | Mr. Ho-Chih Huang | Director |
| 3. | Mr. Noppadol Kanjanatawewat | Director |
| 4. | Mr. Yao-Lang Chang | Director |

Nomination and Remuneration Committee meeting No.2/2022 dated March 17, 2022 (excluding stakeholders) resolved to approve and propose to Board of Directors and Shareholders meeting for year 2022 to re-elected in total of 4 people (as enclosure no.3).

1. Mr. Watchara Achakornlak holds position of Independent Director for another term
With a view that Company shall have all components complied, for listed companies, with criteria of Securities and Exchange Commission as one-third of total number of independent directors
2. Mr. Ho-Chih Huang holds position of director for another term,
3. Mr. Noppadol Kanjanatawewat holds position of director for another term
4. Mr. Yao-Lang Chang holds position of director for another term

Board's Opinion : The Board of Directors excluding the directors who have conflict of interests approved to propose to the shareholders' meeting to consider and approve the appointment of the retiring directors who will retire by rotation to be the Company's directors for another term. The 4 retiring directors by rotation are as follows: 1) Mr. Watchara Achakornlak 2) Mr. Ho-Chih Huang 3) Mr. Noppadol Kanjanatawewat and 4) Mr. Yao-Lang Chang.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2022

Fact and Rationale : Section 90 of the Public Limited Companies Act B.E. 2535 (1992) states that "the payment of remuneration of directors shall be in accordance with the resolution of the shareholders' meeting based on a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting". According to the remuneration policy for directors, the Company will, with transparent process and build up confidence of the shareholders, take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business which are listed on the Stock Exchange of Thailand, whereby the remuneration must be sufficient to encourage the directors to perform their duties with having quality and capable of performing their duties in order to achieve the target according to business directions as set by the Company.

The Nomination and Remuneration Committee (NRC) has determined the remuneration of the directors for the year 2022 by referring to the directors' remuneration policy of the Company and to the good corporate governance including comparing the remuneration with

the average remuneration rate of other listed companies based on the survey report of the directors' remuneration of the listed companies prepared by the Thai Institute of Directors, including the business expansion and the growth of the operational results of the Company as well as the COVID-19 Pandemic Situation and the current economic situation. As a result, the Nomination and Remuneration Committee (NRC) deemed it appropriate that the directors' remuneration for the year 2022 shall be as follows:

1. Attendance fee (the competitiveness of remuneration among listed companies and IOD's Directors Compensation Survey) consists of

1.1 Board of Directors

- Chairman receives THB 25,000 per attendance
- Vice Chairman receives THB 15,000 per attendance
- Member receives THB 12,000 per attendance

1.2 Audit Committee, Executive Committee and Sub Committees

Audit Committee

- Chairman receives THB 22,000 per attendance
- Member receives THB 10,000 per attendance

Executive Committee and Sub Committees (Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance and Social & Environmental Responsibilities Committee)

- Chairman receives THB 15,000 per attendance
- Member receives THB 10,000 per attendance

Remark: Directors who are executives of the Company will receive meeting allowances at the rate of 50 percent of the allowances.

2. Other compensation or other benefits

The Company has no policy to pay other compensations apart from what has been paid for remuneration as director or officer who regularly received from the Company. Additionally, the Company also has no policy to provide any shares or other securities for any directors and executives. This result will start from January 1, 2022 onwards until there is a revision on the committee's resolution in otherwise.

Board's Opinion : The Board of Directors has considered, taking into account the opinions of the Nomination and Remuneration Committee (NRC), and deemed it appropriate to propose to the shareholders' meeting to approve the remuneration of the Board of Directors and the sub-committee for the year 2022 as proposed.

Vote Required : The resolution on this agenda item shall be passed by the votes of no less than two-thirds of the total votes cast by the shareholders attending the meeting.

Agenda 7 **To consider and approve the appointment of auditors and determine the audit fee for the year 2022**

Fact and Rationale : Section 120 of the Public Limited Companies Act B.E. 2535 (1992) states that “The annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the Company every year. In appointing the auditor, the former auditor may be reappointed”, and Memorandum of Association of the Company section 47 stated that the auditor should not be director, staff, employee, or holds any position of the company.

Audit fees for year 2021, approved from 2021 Annual General Meeting of Shareholders at, total of THB 1,020,000 for SP AUDIT COMPANY LIMITED. In selecting the auditor for year 2022, two auditor companies were invited to propose the audit fee, in consideration of the past performance, experience, and readiness of the auditor, an accepted standard in their working performance, as well as the audit fee proposed by the auditors, detailed as follows.

1. SP AUDIT COMPANY LIMITED propose audit fees for year 2022 consisting of fee for the annual audit of the annual and consolidated financial statements of THB 540,000 and the fee for reviewing the financial statements and the consolidated 3 quarters of THB 480,000, a total of THB 1,020,000
2. KARIN AUDIT COMPANY LIMITED propose audit fees for year 2022 consisting of fee for the annual audit of the annual and consolidated financial statements of THB 500,000 and the fee for reviewing the financial statements and the consolidated 3 quarters of THB 420,000, a total of THB 920,000

The Audit Committee deemed it appropriate to appoint auditor of the Company for the year 2022 from Karin Audit Company Limited as follows:

- | | | |
|---|----------------------------|---|
| 1 | Ms. Kannika Wipanurat | Certified Public Account No. 7305 and/or |
| 2 | Mr. Jirote Sirirrote | Certified Public Account No. 5113 and/or |
| 3 | Ms. Nonglak Pattanabandith | Certified Public Account No. 4713 and/or |
| 4 | Mrs. Sumana Senivongse | Certified Public Account No. 5897 and/or |
| 5 | Mr. Komin Linphrachaya | Certified Public Account No. 3675 and/or |
| 6 | Ms. Kojchamon Sunhuan | Certified Public Account No. 11536 and/or |
| 7 | Mr. Kraisaeng Thiranulak | Certified Public Account No. 5428 and/or |

- | | | |
|----|----------------------------|---|
| 8 | Mr. Worapol Wiriyakulapong | Certified Public Account No. 11181 and/or |
| 9 | Mr. Pojana Asawasontichai | Certified Public Account No. 4891 and/or |
| 10 | Mr. Wichian Proongpanish | Certified Public Account No. 5851 and/or |

the other licensed auditors as assigned by Karin Audit Company Limited,

and determine audit fees for the year 2022 in the total amount of THB 920,000. The Audit Fee does not include any actual expenses which will be incurred during the provided services such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc. whereby such expenses shall be limited to not exceeding 8 percent of the audit fee.

By this, the proposed auditors have no benefit and/or relationship with the Company/ subsidiary/ executives/ major shareholders or any related parties so they are independent in auditing and expressing opinions on the Company's financial statements.

Board's Opinion : The Board of Directors has considered, taking into account the opinions of the Audit Committee and deemed it appropriate to propose to the shareholders' meeting to approve Karin Audit Company Limited as company's auditors for year 2022 and set audit fees at the total amount of THB 920,000. The Audit Fee does not include any actual expenses which will be incurred during the provided services such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc. whereby such expenses shall be limited to not exceeding 8 percent of the audit fee.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 8 **To consider and approve the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 which after the adjustment of right, the exercise price shall lower than the par value of the share of the Company.**

Fact and Rationale : According to on December 28, 2021 which is the date that the Company received partial payment of the new ordinary shares which were issued and offered to specific investors by the way of private placement in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 at the offering price of THB 0.59 per newly issued ordinary shares, which is lower than 90% of the market price as at the first day of the offering of the ordinary shares to a private placement at that time. Therefore, it is considered as a reason to the right adjustment as specified in Clause 1.4.1(c) under the Terms and Conditions Governing the Rights and Obligations of the Issuers and Holders of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 (DIMET-W4), with the details as follows:

	Original	Adjustment
Exercise Price (THB per share)	0.50	0.4683
Exercise Rate	1 : 1	1 : 1.0677

In order for the Company to adjust the exercise price to be lower than the par value of the Company's ordinary shares, the Board of Directors resolved to propose to shareholders' meeting to consider and approve that the Company may lower the exercise price than the par value of the Company's ordinary share after adjusting the exercise price of the DIMET-W4 Warrants pursuant to Section 52 of the Public Company Limited Act B.E. 2535 (1992) (as amended). This adjustment is due to the continuing loss by the Company as stated in the Company's financial statement for the fiscal year ended December 31, 2021, as such the Company, therefore, can set the exercise price to purchase the Company's ordinary shares at a price lower than the par value of the Company's shares (Par Value).

Board's opinion : The Board of Directors has considered and resolved to propose shareholders' meeting to consider and approve to the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4. After the adjustment of right, the exercise price shall lower than the par value of the share of the Company pursuant to Section 52 of the Public Company Limited Act B.E 2535 (1992).

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 9 **To consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.**

Fact and Rationale : According to the Company has a purpose to reduce the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share, which is the remaining shares of:

(1) the capital increase for issuance and offering to specific investors by the way of private placement in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 in the amount of 1,208,600,000 shares; and

(2) the exercise of rights under the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.3 which has expired in the amount of 1,008,192 shares

The Board of Directors also approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease as follows :

Clause 4. Registered capital	: THB 1,410,838,578.50	(One Thousand Four Hundred and Ten Million Eight Hundred Thirty-Eight Thousand Five Hundred and Seventy-Eight Baht And Fifty Satang)
Divided into	: 2,821,677,157 shares	(Two Thousand Eight Hundred and Twenty-One Million Six Hundred Seventy-Seven Thousand One Hundred and Fifty-Seven Shares)
Par value	: THB 0.50	(Fifty Satang)
Divided into		
Ordinary shares	: 2,821,677,157 shares	(Two Thousand Eight Hundred and Twenty-One Million Six Hundred Seventy-Seven Thousand One Hundred and Fifty-Seven Shares)
Preferential shares	: - None -	(-)

Board's Opinion : The Board of Directors has considered and resolved to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.

The Board of Directors also has resolved to propose shareholders' meeting to authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's

authorized director to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

Vote Required : The resolution on this agenda item shall be passed by the votes of not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote

Agenda 10 **To consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.**

Fact and Rationale : According to the Company has a purpose to increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share to accommodate the adjustment of the rights of the DIMET-W4 Warrants and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase as follows :

Clause 4. Registered capital	: THB 1,438,140,413	(One Thousand Four Hundred and Thirty-Eight Million One Hundred Forty Thousand Four Hundred and Thirteen Baht And Fifty Satang)
Divided into	: 2,876,280,826 shares	(Two Thousand Eight Hundred and Seventy-Six Million Two Hundred Eighty Thousand Eight Hundred and Twenty-Six Shares)
Par value	: THB 0.50	(Fifty Satang)
Divided into		
Ordinary shares	: 2,876,280,826 shares	(Two Thousand Eight Hundred and Seventy-Six Million Two Hundred Eighty Thousand Eight Hundred and Twenty-Six Shares)
Preferential shares	: - None -	(-)

In this regard, the details of the Company's registered capital increase appear in the Capital Increase Form (F53-4) (Enclosure 4)

Board's opinion : The Board of Directors has considered and resolved to propose shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

The Board of Directors also has resolved to propose shareholders' meeting to authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

Vote Required : The resolution on this agenda item shall be passed by the votes of not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote

Agenda 11 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4

Fact and Rationale : According to the Company has a purpose to allocate the newly issued ordinary shares in the amount of 54,603,669 shares with a par value of THB 0.50 per share to accommodate the adjustment of the rights of the DIMET-W4 Warrants as follows :

Type of capital increase	Type of Shares	Number of shares (shares)	Par value (THB/Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	54,603,669	0.50	27,301,834.50
	Preferred Shares	-	-	-
<input type="checkbox"/> General Power of Attorney (General Mandate)	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

The details of the allocation of newly issued ordinary shares have shown in Capital Increase Report Form (F53-4) (Enclosure 4).

Board's opinion : The Board of Directors has agreed to propose shareholders' meeting to consider and approve allocation of newly issued ordinary shares of the Company to accommodate the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4.

In addition, the Board of Directors' meeting approved to propose that the shareholders' meeting to consider and approve authorizing the Board of Director and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to take any action relating to the issuance and allocation of newly issued ordinary shares to accommodate the right adjustment of the DIMET-W4 Warrants.

Vote Required : This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 12 Other matters (if any)

In this regard, the Company would like to invite shareholders to attend the meeting on date, time and place as mentioned above. The Company will open the registration at 08.00 am.

The Board of Directors provides an opportunity for shareholders to submit questions related to the agenda of the shareholders' meeting to Board of Directors In advance thus send questions to company by following ways:

- Shareholders may submit questions together with details (if any) and shareholders contact information such as Name-Last name, Phone number, FAX and E-mail etc.
- Channels to send questions : email investorrelations@dimetsiam.com
- Registered mail sends to Ms. Pureecha Buranasiri, Investor Relation Manager
- Period of sending the questions: During April 6 – 26, 2022
- Investor Relation Manager will collect all questions and hand in to Executive Chairman to consider respectively.

In case shareholders send questions before the date of shareholders meeting then the company will consider on those questions and answer the question on date of shareholders meeting.

If shareholders are unable to attend the meeting by themselves and desire to give an individual a proxy, please use the provided proxy forms, enclosure No.10 and No.11 which also can be downloaded at www.dimetsiam.com There are 3 proxy forms, only one form can be used and the proxy shall be sent to the Company at least one day prior to the meeting date to expedite the identity verification process.

In case of shareholders are unable to attend the meeting by themselves, Proxy can give to an individual or the following persons to attend the meeting and vote on the shareholder behalf as the name of independent direction as enclosure No. 6 and to meet the requirement of quorum according to the company's regulation. Please send the proxy to company 1 business day before shareholders meeting date in order to facilitate the examination of evidence.

Please be informed for acknowledgement and thank you so much

By the order of The Board of Director

Pol.Gen

Adis Ngamchitsuksri

(Adis Ngamchitsuksri)

Chairman

**Copy of the Minutes of the Extraordinary General Meeting
of the Shareholders No.1/2021 dated December 7, 2021.**

Date	:	Tuesday 7 December 2021 At 9.30 A.M.
Meeting Place	:	Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280
Chairperson	:	Police General Adis Ngamchitsuksri Chairman
Corporate Secretary	:	Mrs. Anya Thaworanun
The right to attend	:	Number of Shareholders as at November 15, 2021 (Record Date) in totaling 8,555 shareholders or amounting of 1,615,123,566 shares
Agenda 1	:	Number of Shareholders and proxies attending the meeting were 84 as representing 761,698,684 shares or 47.1604% of total shares which meet the quorum by follow regulation of company
Agenda 2	:	Number of Shareholders and proxies attending the meeting were 84 as representing 769,515,684 shares or 47.6444% of total shares which meet the quorum by follow regulation of company
Agenda 3-4	:	Number of Shareholders and proxies attending the meeting were 84 as representing 769,517,684 shares or 47.6445% of total shares which meet the quorum by follow regulation of company

Before the Meeting Started

Mrs. Orana Chainikom , she was elected as representative of the meeting, saluted Dimet (Siam) Public Company Limited Extraordinary Meeting of Shareholders No.1-2021 there were 13 shareholders attended in person as counted in amount of 311,608,084 and 71 shareholders of proxies as counted in amount of 450,090,600 shares therefore total shareholders attended the meeting 84 shareholders representing 761,698,684 shares or equivalent to 47.1604 percent of total shares sold which it had meet the quorum follows to company's regulation No.37 as well as introduced The Board of Directors, Executive Directors, Company's auditor and Legal Consultant whom attended the meeting as follows:

Mrs. Orana Chainikom has introduces Directors, Financial Advisor and Legal Consultant who attended the meeting as follows:

The name of all directors attended the meeting were as follows

- | | | | |
|----|---------------------|----------------|---|
| 1. | Police General Adis | Ngamchitsuksri | Chairman / Independent Director /
Audit Committee |
| 2. | Dr. Voradit | Thanapatra | Executive Chairman / Director |
| 3. | Mr. Vichai | Wannawith | Vice Chairman |
| 4. | Mr. Ho Chih Huang | | Chief Executive Officer / Director |
| 5. | Mr. Noppadol | Kanjanatawewat | Director |
| 6. | Mrs. Anya | Thaworanun | Director |
| 7. | Mr. Boonchoke | Kanabkeo | Independent Director / Audit Committee |
| 8. | Mr. Norongchai | Wongthanavimok | Independent Director /
Chairman of Audit Committee |
| 9. | Mr. Pisut | Rakwong | Independent Director |

The name of director not attended the meeting due to business engagement

- | | | |
|----|--------------------|----------|
| 1. | Mr. Yao Lang Chang | Director |
|----|--------------------|----------|

The name of Financial Advisor attended the meeting

- | | | |
|----|-----------------|-----------------|
| 1. | Mr. Woranun | Thaworanun |
| 2. | Mr. Chanon | Piyasoonthorn |
| 3. | Mr. Phantouch | Unjindamane |
| 4. | Miss. Petcharat | Sriprajittichai |

The name of Legal Consultant attended the meeting

- | | | |
|----|-----------------|-----------------|
| 1. | Mr. Kom | Vachiravarakarn |
| 2. | Miss Tanutchaya | Piyapichanpong |
| 3. | Miss Viparat | Timprathuang |

Police General Adis Ngamchitsuksri as chairman was elected as chairperson of the meeting has opened Extraordinary Meeting of Shareholders No.1-2021 together with welcome all shareholders attended the meeting, in order to ensure that the meeting is in accordance with good corporate governance principles Before the meeting started, the Chairman assigned Mrs. Orana Chainikom ("Meeting Facilitator") to act as moderator of Extraordinary Meeting of Shareholders No. 1-2021. meet how to vote and vote counting as follows:

1. Rule for voting in this meeting follows through the company of association No.39 as count one share equal one vote.
2. Voting in the meeting would do its openly which shareholders will vote for agreed, disagreed and abstained in each agenda which will count only shareholders vote for disagreed and abstained only. By any shareholders vote for disagreed or abstained please fill in the received ballot and hand up then our staff will collect its. The company will used voting for disagreed and abstained deducted from totaling voting attended the meeting and the rest of voting will count as votes for each agenda. By this, in case there was an objection or other comment then the meeting agreed to constitute a consent or approval
3. In case the shareholders appoint the directors. In accordance with the Shareholders specified in the proxy statement
4. The company has realized epidemic situations of Coronavirus Disease 2019 in Thailand which has continually increased number of people infected continuously so it necessary set measures and practices related to meeting for shareholders to practices strictly as noticed invitation letter to shareholders also to be in accordance with measures from government in order to control spread of these viruses. In addition, in today meeting will be most concise meeting as in accordance to meeting agendas set forth legally unless shareholders or proxies have any questions, please written down on paper that staff give out and raise hand up then official will collect those questions instead of microphone and will answer questions related to meeting agendas in other agendas

After the representative finished clarification for voting then proposed that the meeting to consider following agendas

Agenda 1 **To approve certifying the minutes of the 2021 Annual General Meeting of the Shareholders which was held on April 29, 2021**

Police General Adis Ngamchitsuksri as chairperson of the meeting had informed on enclosed the report of 2021 Annual General Meeting of shareholders held on April 29, 2021 to The Stock Exchange of Thailand within 14 days and disclose on company's website therefore, it is appropriate to propose a report of 2021 Annual General Meeting of Shareholders as Boards considers mentioned minutes were recorded correctly which match the resolution of the meeting. The company has sent copies of minutes together with invitation letter to shareholders before the meeting held

Board of Directors has considered and approved the minutes of 2021 Annual General Meeting of Shareholders on April 29, 2021, the record was accurate and complete. Therefore, it is appropriate to certify the minutes of the meeting. If any shareholder has additional questions

regarding the minutes of the meeting Ask the shareholders write on paper and please raise your hand for the staff to collect questions.

As no shareholder raised any questions, the Chairman asked the meeting to vote on this agenda. The resolution in this agenda requires a majority vote of all the votes of the shareholders attending the meeting and casting their votes.

Resolution

It was resolved by a majority vote of the shareholders present at the Meeting and casting their votes, to certify the minutes of the 2021 Annual General Meeting of the Shareholders which was hold on April 29, 2020 as proposed in all respects, with the voting results as follows:

Shareholders' votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	761,698,684	100.00000%
Disapproved	-	-
Abstained	-	-
Invalid	-	-
Total	761,698,684	100.00000%

Agenda 2 **To consider approving the capital increase of the Company by THB 804,300,000 from the existing registered capital of THB 1,211,342,674.50 to the registered capital of THB 2,015,642,674.50 by issuing 1,608,600,000 ordinary shares with a par value of THB 0.50 per share and the amendment of Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital.**

The Chairman assigned Mr. Noppadol Kanjanataweewat to reports details in this agenda

Mr. Noppadol Kanjanatawewat as director and Acting of Chief Financial Officer has informed to the meeting; According to the Company has a purpose to issue and offer the newly issued ordinary shares of the Company by way of private placement in an amount not exceeding 1,608,600,000 shares with a par value of THB 0.50 per share, therefore, the Company has to increase its registered capital of THB 804,300,000 from the existing registered capital of THB 1,211,342,674.50 to the registered capital of THB 2,015,642,674.50 by issuing 1,608,600,000 newly issued ordinary shares with a par value of THB 0.50 per share, and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the increased registered capital of the Company as follows :

Clause 4.	Registered capital :	THB 2,015,642,674.50	(Two Thousand and Fifteen Million Six Hundred Forty-Two Thousand Six Hundred and Seventy-Four Baht And Fifty Satang)
	Divided into	: 4,031,285,349 shares	(Four Thousand and Thirty-One Million Two Hundred Eighty-Five Thousand Three Hundred and Forty-Nine Shares)
	Par value	: THB 0.50	(Fifty Satang)
	Divided into		
	Ordinary shares	: 4,031,285,349 shares	(Four Thousand and Thirty-One Million Two Hundred Eighty-Five Thousand Three Hundred and Forty-Nine Shares)
	Preferential shares	: - None -	(-)

In this regard, Board of Directors has purposed to Shareholders meeting to consider and approve the authorization of the Board of Directors or the Executive Committee or a director authorized to act on behalf of the company or a person authorized by the company's board of directors or the Executive Committee or a director authorized to act on behalf of the company Has the authority to take any action related to the registration of amendments to the Memorandum of Association at the Department of Business Development. Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration

The Chairman gave the shareholders an opportunity to ask questions or express their opinions.

There were shareholders who had questions as follows:

Supattra Sithichai : Shareholder

How's the company business at the moment?

Noppadol Kanjanataweewat : Acting of Chief Financial Officer

The paint business currently faces a slight sales problem due to the COVID-19 situation, resulting In Business negotiations with business partners must be delayed. However, the company plans to expedite negotiations with both domestic and foreign trading partners. This year's sales may not be as high as previous years, but in 2022 the company will be able to increase sales for sure.

Supattra Sithichai : Shareholder

How does the company plan to operate after the capital increase? and will stop doing paint business or not.

Noppadol Kanjanatawewat : Acting of Chief Financial Officer

The company continues to do main paint business. As for the future business plan, it is in the process of making a memorandum of cooperation or MOU (Memorandum of Understanding), which cannot reveal the name of the company that is negotiating.

Supattra Sithichai : Shareholder

I would like to know nature of the new business that is being negotiated.

Noppadol Kanjanatawewat : Acting of Chief Financial Officer

Our new business is during the process of negotiating will be a rubber business synthetic rubber and recycling business which is in the process of considering the contract but since there is a Non-disclosure Agreement (NDA) and at the same time, if there are other interesting businesses, they will be considered as well

Supattra Sithichai : Shareholder

Could you please tell me about rubber business?

Dr. Voradit Thanapatra : Executive Chairman

Rubber business is a business related to the production of various medical materials. that is synthetic rubber which our company does business with chemicals therefore nature of the business will be the use of chemicals used in production of synthetic rubber related to medical equipment or tools.

and when there is no shareholder asking or giving opinions therefore proposed to the meeting to consider and approve the increase of the registered capital of the Company in the amount of 804.3 Million

Baht from the original registered capital of THB 1,211,342,674.50 as registered capital THB 2,015,642,674.50 by issuing new ordinary shares 1,608,600,000 shares with a par value of THB 0.50 per share and approved the amendment of Clause 4 of Memorandum of Association to be consistent with the increase in registered capital of the said company.

Resolution

It was resolved by a vote of not less than three-fourths of the total votes of all shareholders attending the Meeting and entitled to vote to approve the increase of the registered capital of THB 804,300,000 from the existing registered capital of THB 1,211,342,674.50 to the registered capital of 2,015,642,674.50 by issuing newly issued ordinary shares in the amount of 1,608,600,000 shares with a par value of THB 0.50 per share and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increased registered capital of the Company, including to approve the authorizing of the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration as proposed in all respects, with the voting results as follows:

Shareholders' votes	Number (votes)	Percentage of shareholders attending the Meeting and entitled to vote
Approved	769,515,684	100.00000%
Disapproved	-	-
Abstained	-	-
Invalid	-	-
Total	769,515,684	100.00000%

Remarks

1. The resolution on this agenda item must be approved by not less than three-fourths of the vote of shareholders attending the Meeting and entitled to vote.
2. In this agenda item, there were more shareholders registering to attend the Meeting in addition to 2 shareholders, representing 7,817,000 , and as such, the total number of shareholders present in this agenda item amounted to 86 shareholders, representing a total of 769,515,684 shares.

Agenda 3 To consider approving the allocation of 1,608,600,000 newly issued ordinary shares issuance by way of Private Placement at the offering price of THB 0.59 per share, totaling THB 949,074,000.

The Chairman assigned to Dr. Voradit Thanapatra and Mr. Noppadol Kanjanatawewat to report the details of this agenda

Dr. Voradit Thanapatra has informed to the meeting; in order to have more choice on increased

In order to increase the company's funding source to be used as working capital for the company's business operations and for investment expansion and business development in the future The Board of Directors Meeting No. 9/2121 therefore agreed to propose to the shareholders' meeting to consider and approve the allocation of the Company's newly issued ordinary shares not exceeding 1,608,600,000 shares with a par value of THB 0.50 per share at an offering price of THB 0.59 per share to be offered to a private placement who is not a connected person of the Company ("Investor"), with details Allotment of newly issued shares as follows:

1. Allocate the newly issued shares in the amount not exceeding 805,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 474,950,000 to Richwell Foremost Fund SPC - Richwell Multi- Strategy Fund SP.
2. Allocate the newly issued shares in the amount not exceeding 386,600,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 228,094,000 to Luk Fook Securities (HK) Company Limited.
3. Allocate the newly issued shares in the amount not exceeding 200,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 118,000,000 to Ms. Juping Hsiao.
4. Allocate the newly issued shares in the amount not exceeding 100,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 59,000,000 to Mr. Tipp Dalal.
5. Allocate the newly issued shares in the amount not exceeding 50,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 29,500,000 to Lt. Warodom Sucharitakul.
6. Allocate the newly issued shares in the amount not exceeding 30,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 17,700,000 to Mr. Tanapat Mongkolkosol.
7. Allocate the newly issued shares in the amount not exceeding 20,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 11,800,000 to Mr. Lin Tai Meng.

8. Allocate the newly issued shares in the amount not exceeding 17,000,000 shares with par value of THB 0.50 per share, at an offering price of THB 0.59 per share, totaling a total value of THB 10,030,000 to Ms. Yang Xue.

Mr. Noppadol Kanjanatawewat has informed to the meeting that issuance of such newly issued ordinary shares is a share offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the Shareholders' Meeting to clearly set offering price of the Company's newly issued shares to be issued to each investor at the offering price of THB 0.59 per share compared to the market price of the Company's shares, which is calculated from the weighted average price of the ordinary shares of companies listed on the Stock Exchange of Thailand ("SET") for at least 7 consecutive business days. Before the date that the Board of Directors has approved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 for approval for the Company to offer new ordinary shares to investors, that is, between October 5, 2021 to October 14 2021, which is equal to THB 0.65 per share (information from SETSMART at www.setsmart.com), the offering price of the newly issued ordinary shares is therefore not less than 90 percent of the market price of the Company's ordinary shares in accordance with the rules of the Notification of the Board of Directors. Director of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares to Private Placement ("Announcement TorJor. 72/2558")

Apart from this, issuance of newly issued ordinary shares need to get approval from company's shareholders meeting and although must also be approved by the Securities and Exchange Commission. as prescribed in the announcement of TorJor. 72/2558 before the offering and allocation of the Company's newly issued ordinary shares as well

In this regard, the issue and offering of newly issued shares to the Investors is at the offering price is not lower that 90 percent of the market price of the ordinary of the Company as detailed above, therefore, it shall not considered as the cause of right adjustment as specified in terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary share for (1) the warrants to purchase ordinary shares of the Company Series 3 and (2) the warrants to purchase ordinary shares of the Company Series 4 (the "**Warrants of the Company**"). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company.

If the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of the market price prior to the date on which the SET orders to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investors from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Investors may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand

Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated 11 May 2015 (as amended).

The allocation of the shares as above must not result in each Investor to hold shares of the Company in the number that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider authorizing the Board of Directors of the Company or Chief Executive Officer or any other persons who are authorized by the Board of Directors of the Company or Chief Executive Officer to consider and proceed with any matters necessary for, relating to, and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company to the Investors, including without limitation to the followings:

- (1) To determine, amend, add conditions and other details in connection with the issuance, allocation, and subscription of the newly issued ordinary shares, including without limitation to the allocation of newly issued ordinary shares on one occasion or more, the number of offered shares, the offering period, the subscription, the payment for the purchase price and other conditions and details relating to the allocation of the newly issued ordinary shares in compliance with the laws, rules, and regulations relating to the issuance and offering of securities;
- (2) Negotiating, making agreements, and signing relevant documents and contracts, as well as having the authority to perform various actions related to the issuance, offering, and allocation of the aforementioned newly issued ordinary shares, including but not limited to sign applications, notices, instruments or other documents in connection with the capital increase and the allocation of the newly issued ordinary shares of the Company, including to certify relevant documents, communicate, file and/or receive documents from any competent authorities or agencies and to list the newly issued ordinary shares on the Stock Exchange of Thailand; and
- (3) To carry out any other necessary actions relating to and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

In this regard, according to the announcement TorJor. 72/2558, the company must complete the offering of shares within the period approved by the shareholders' meeting. but not later than 3 months from the date that the shareholders' meeting resolves to approve the offer for sale of newly issued shares or the company must complete the offering of shares within 12 months from the date that the shareholders' meeting has approved the offering of shares In the event that the shareholders clearly resolve that after the

expiration of the three-month period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions. There were shareholders who had questions as follows:

Dr. Natee Nakthanasukan : Rights Protection Volunteer, Thai Investor Association

The new investor will become the largest shareholder of the company at 24.97 percent, which is not subject to a tender offer and other foreign investors. Total shareholding is 48%. New investors are expected to be nominated as directors or executives. I want to know that those investors How will I get a return on investment from this 950 Million Baht investment Because the objectives from this capital increase to invest in the rubber glove business which is not certain whether it will be successful or not Or is there any other information that will be useful in the consideration and decision of other investors who are not entitled to increase capital this time?

Dr. Voradit Thanapatra : Executive Chairman

Financial Advisor will clarify this question

Woranun Thaworanun : Financial Advisor (Kingsford)

Expectation return is normally for all shareholders, especially in part of fund as investment depends on nature and type of fund as well. Rubber glove business will be a business related to rubber not a glove made of synthetic rubber according to what company has notify The Stock Exchange of Thailand and general investors which expected on great return to the company

Dr. Natee Nakthanasukan : Rights Protection Volunteer, Thai Investor Association

Mentioned information on increased capital; How does it affect the benefits of the existing shareholders?

Woranun Thaworanun : Financial Advisor (Kingsford)

From analysis even the number of shares increased as it should be good for existing shareholders because of current situation of The company has accumulated loss of approximately 300 million baht. Getting more capital is a good thing because if the company still sticking to the paint business solely as

in the present It is expected that it will take more than 10 years to clear all accumulated losses which is not good for the company and shareholders for sure having additional capital to invest in a business that is different from what is currently being done This will enhance liquidity for the business as well. most important The new business of the company will give shareholders the opportunity to receive dividends and the stock value will likely improve.

Piyapong Prasarththing : Shareholder

Allotment of mentioned ordinary shares will increase shares or not

Woranun Thaworanun : Financial Advisor (Kingsford)

Unfortunately amount of shares will increased which is normally for the capital increase but get money back for circulate in the business

Piyapong Prasarththing : Shareholder

Allotment - Does the price cause the price of stock on board to increase or decrease?

Woranun Thaworanun : Financial Advisor (Kingsford)

Rise and fall of stock prices in the stock market will have a similar principle If the company has liquidity definitely profitable that stock will be an interesting stock to investors. Therefore, increasing capital while the company lacks liquidity. will have a positive effect on liquidity This gives the company a lot of money to be able to develop a higher quality paint business. As you all know; company's paint s are not common household paint s. It is a special industrial paint . Therefore, it has to use high technology in production but machinery and equipment that the company uses It is more than 10 years old, so what we need to develop is process of paint business. The company's partners have high expectations of paint quality. Therefore, we have to develop the production process to support it as well.

For new businesses that are under further study It's a related business and there is definitely a chance to make the profit of the company better. Recycle business is something new in the market point of view. It is expected to be a business that generates good income for company. Because it is the trend of the future world so it can be concluded that if the fundamentals of the business are good Everything involved will be fine as well.

and when no shareholder asked further questions or offered opinions Therefore, it was proposed to the meeting to consider and approve allocation of Company's newly issued ordinary shares to

specific investors (Private Placement) of not more than 1,608,600,000 shares at the offering price of THB 0.59 per share, totaling of THB 949,074,000

Resolution

It was resolved by a majority vote of the shareholders present at the Meeting and casting their votes, to approve the allocation of the newly issued ordinary shares to Private Placement in the amount not exceeding 1,608,600,000 shares with par value of THB 0.50 per share at the offering price of THB 0.59 or totaling of THB 949.074,000 to 8 people of Private Placement. Moreover, authorize Board of Directors or Chief Executive Officer or other authorized person from Board of Directors or Chief Executive Officer have the power to consider and take action on matters necessary, related to and/or continuing with the capital increase and the allocation of the Company's newly issued ordinary shares to offer for sale to 8 people in a limited placement, with all the details as proposed with the following votes

Shareholders' votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	769,517,584	99.99999%
Disapproved	-	-
Abstained	100	0.00001%
Invalid	-	-
Total	769,517,684	100.00000%

Remarks

1. The resolution on this agenda item must be approved by a majority of votes of the shareholders present at the Meeting and casting their votes.
2. In this agenda item, there were more shareholders registering to attend the Meeting in addition to 1 shareholders, representing 2000, and as such, the total number of shareholders present in this agenda item amounted to 86 shareholders, representing a total of 769,517,684 shares.

Agenda 4 **Other Business (if any)**

The Chairman gave the shareholders an opportunity to ask questions or express their opinions.

There were shareholders who had some suggestions and questions as follows:

Piyapong Prasartthing : Shareholder

If it possible to held the online meeting? because there may be shareholders attending the meeting in time for the first agenda, he was unable to attend the meeting in agenda 1 and 2. Moreover, most of the companies in the market began to use more electronic meetings.

Narongchai Wongthanavimok : Chairman of Audit Committee

Acknowledge the feedback

Piyapong Prasarththing : Shareholder

What is the expectation from paint businesses of year 2021 and 2022 ? Will the paint business return to be more profitable? because there are more competitors entering the market There was more intense competition

Noppadol Kanjanatawewat : Acting Chief Financial Officer

The sales of 2021 are around 150 million baht, of which 3 quarters of this year profit loss approximately 40 Million Baht, expected in the last quarter will not be able to recover this part. However, next year the company has a plan to recruit a new sales team. Negotiations with partners are planned on many issues. Believe that sales next year will not be lower than this year for sure on other hand the data numbers are under estimation therefore unable to inform at this time must wait for consideration from the Board of Directors

Supattra Sithichai : Shareholder

Are there any plans from reduce loss and other expenses?

Noppadol Kanjanatawewat : Acting Chief Financial Officer

Plans of reducing loss from paint business started from controlling Fixed Cost, a serious acceleration in sales however at the present the company has recruit some specialist and experiences thus there are negotiations with many suppliers to manage costs. The company had to go into more detail on the cost. When the sales department wants to sell, they know what the actual unit cost is. What should be the proper margin? The company's business is a business with a specific customer base, project customer focus. The product is already special than the general color. Therefore, it is expected that if the cost can be managed well It will allow the company to turn around. In the past, the company had a major problem with cost management. Cost accounting inefficiency If good improvement This will allow the sales department to recognize the revenue better.

For other businesses, it will be brought in to increase revenue and profit. The impact on the financial statements Having the capital increase will be able to reduce various financial problems very well.

Shareholders holding shares in aggregate not less than one-third (1/3) of the total number of shares sold may request the meeting to consider other matters other than those specified in the invitation letter.

However there are no other suggestion therefore chairman of the meeting informed the meeting that at present, various agenda as specified in the notice of shareholders 'meeting has been completely considered by the shareholders' meeting. On behalf of the Board of Directors and management, I would like to thank all shareholders for taking the time to attend the meeting today and to close the meeting now. The meeting was adjourned at 10.45 AM.

-POL.GEN. ADIS NGAMCHITSUKSRI-

Chairperson

-MRS. ANYA THAWORANUN-

Minute-taker

Annual Report (QR Code Format) and Financial Statement as ended December 31, 2021




QR Code : Annual Report 2021
(Form 56-1 One Report)





QR Code : Financial Statement
As ended December 31, 2021

Brief personal profiles of nominated candidates for agenda item no.5

Name-Surname	Mr. Watchara Achakornlak	
Type of Director to be Appointed	Independent Director Chairman of the Audit Committee	
Age	56 years old	
Nationality	Thai	
<u>Education</u>		
<ul style="list-style-type: none"> - Master of Science in Finance (MSF) with Honor, University of Houston-Clear Lake, USA - Master of Business Administration (M.B.A.), Chulalongkorn University - Bachelor of Engineering (Civil Engineering), Chulalongkorn University 		
<u>Training</u>		
<ul style="list-style-type: none"> - Director Accreditation Program (DAP 53/2006) Thai Institution of Directors (IOD) - Capital Market Academy Programs (CMA.28) Capital Market Academy - The Executive Program in Energy Literacy for a Sustainable Future (TEA 15), Thailand Energy Academy 		
<u>Working experiences</u>		
<ul style="list-style-type: none"> - Director of the Board, PPTC Co., Ltd. - Director of the Board, SSUT Co., Ltd. - Director of the Board, TAC Energy Co., Ltd. - Director of the Board, Thassiri Co., Ltd. - Director of the Board, Eastern Cogeneration Co., Ltd - Deputy Managing Director (Financial), Datamat Public Co., Ltd. - Advisor, Synergy Solution System Co., Ltd. - Financial Advisor, Ferrier Hodgson Co.,Ltd. - Financial Director, SME Bank - Analysis, Thai Rating and Information Service Co., Ltd. (TRIS) 		
Shareholding in the Company none		
Relationship with executives / major shareholders of the company / subsidiaries none		

Name-Surname	Ho-Chih Huang	
Type of Director to be Appointed	Director / Risk Management Committee /Executive / Corporate Governance, social and environmental responsibilities Committee/ Chief Executive Officer	
Age	41 years old	
Nationality	Republic of China	
<u>Education</u>		
<ul style="list-style-type: none"> - Master, National Taipei University of Technology, Taipei - Bachelor, National Cheng Kung University, Tainan 		
<u>Training</u>		
<ul style="list-style-type: none"> - Director Accreditation Program (DAP) No.187/2021 Thai Institution of Directors (IOD) 		
<u>Working experiences</u>		
<ul style="list-style-type: none"> - Chief Executive Officer, Dimet (Siam) Public Company Limited - Green River Holding Co., Ltd 		
Shareholding in the Company none		
Relationship with executives / major shareholders of the company / subsidiaries none		
<u>Meeting attendance in 2021</u>	<ul style="list-style-type: none"> - Board of Directors: 6 / 6 times since appointed. (100%) - Risk Management Committee 1 / 1 time since appointed. (100%) - Executive Committee 1 / 1 time since appointed. (100%) 	

Name-Surname	Mr. Noppadol Kanjanatawewat	
Type of Director to be Appointed	Director / Risk Management Committee	
Age	59 years old	
Nationality	Thai	
<u>Education</u>		
<ul style="list-style-type: none"> - Master of Business Administration Central Missouri State University - Bachelor of Engineering (Chemical), Chulalongkorn University 		
<u>Training</u>		
<ul style="list-style-type: none"> - Director Accreditation Program (DAP) No.187/2021 Thai Institution of Directors (IOD) 		
<u>Working experiences</u>		
<ul style="list-style-type: none"> - Managing Director, Dimet Paint Company Limited - Chief Financial Officer (Acting), Dimet (Siam) Public Company Limited - Director and Chief Executive Officer, HATARI WIRELESS CO., LTD - Assistant Director, Strategic Finance Department, Finance Group, TOTAL ACCESS COMMUNICATION - Assistant Director, Kiatnakin Phatra Financial Group - Senior Analyst, Asian Direct Capital Management - Assistant Vice President, Corporate Finance Division, Prince Vivadhanajaya Library 		
Shareholding in the Company 0.89 %		
Relationship with executives / major shareholders of the company / subsidiaries none		
<u>Meeting attendance in 2021</u>	<ul style="list-style-type: none"> - Board of Directors: 5 / 5 times since appointed. (100%) - Risk Management Committee 1 / 1 time since appointed. (100%) 	

Name-Surname	Mr. YAO-LANG CHANG	
Type of Director to be Appointed	Director	
Age	62 years old	
Nationality	Thai	
<u>Education</u>		
- Doctor of Philosophy (PhD) for Education from University of Hertfordshire UK		
<u>Training</u>		
- Director Accreditation Program (DAP) No.187/2021 Thai Institution of Directors (IOD)		
<u>Working experiences</u>		
-Chairman of Everclever Co., LTD -President of EIU TECH Co., LTD -Chairman of Wells International School -Honorary president of Thai-Taiwan Business Association -Vice General Manager of Tuntex (THAILAND) Public Co., LTD -Senior Manager of Tuntex petrochemical (THAILAND) Public Co., LTD -Honorary president of The Taiwan Association of Thailand		
Shareholding in the Company none		
Relationship with executives / major shareholders of the company / subsidiaries none		
<u>Meeting attendance in 2021</u>	- Board of Directors: 5 / 6 times since appointed. (83.33%)	

Capital Increase Report Form
Dimet (Siam) Public Company Limited
March 18, 2022

We, Dimet (Siam) Public Company Limited. (the "**Company**"), hereby report on the resolution of the Board of Directors' Meeting No. 3/2022, held on March 18, 2022 relating to the decrease of the registered capital, the increase of the registered capital, and the allocation of newly issued shares with the following details:

1. Capital Decrease and Capital Increase

The Board of Directors' meeting passed a resolution to propose the 2022 Annual General Meeting of Shareholders to consider and approve the reduction of the registered capital and the increase of the Company's registered capital as following details;

1.1 Capital Decrease

The Board of Directors' meeting has approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,579.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share, which is the remaining shares of (1) the capital increase for issuance and offering to specific investors by the way of private placement in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 in the amount of 1,208,600,000 shares and (2) the exercise of rights under the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.3 which has expired in the amount of 1,008,192 shares and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.

In this regard, the outstanding 806,553,450 shares are to reserve for the exercise rights of the DIMET-W4 Warrants. the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 ("**DIMET-W4 Warrants**").

1.2 Capital Increase

The Board of Directors' meeting has approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,579.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share to accommodate the adjustment of the rights of the DIMET-W4 Warrants and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase as follows:

Type of capital increase	Type of Shares	Number of shares (shares)	Par value (THB/Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	54,603,669	0.50	27,301,834.50
	Preferred Shares	-	-	-
<input type="checkbox"/> General Power of Attorney (General Mandate)	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allotment of new shares

2.1 Specific Purpose of Use of Proceeds

Allotted To	Number of Shares (Shares)	Ratio (Old : New)	Sale price (THB/share)	Subscription and payment period	note
to accommodate the adjustment of the rights of the DIMET-W4 Warrants	54,603,669	-	-	-	Please consider the note.

Note:

- 1) According to on December 28, 2021 which is the date that the Company received partial payment of the new ordinary shares which were issued and offered to specific investors by the way of private placement in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 at the offering price of THB 0.59 per newly issued ordinary shares, which is lower than 90% of the market price as at the first day of the offering of the ordinary shares to a private placement at that time. Therefore, it is considered as a reason to the right adjustment as specified in Clause 1.4.1(c) under the Terms and Conditions Governing the Rights and Obligations of the Issuers and Holders of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 (DIMET-W4), with the details as follows:

	Original	Adjustment
Exercise Price (THB per share)	0.50	0.4683
Exercise Rate	1 : 1	1 : 1.0677

In order for the Company to adjust the exercise price to be lower than the par value of the Company's ordinary shares, the Board of Directors resolved to propose to shareholders' meeting to consider and approve that the Company may lower the exercise price than the par value of the Company's ordinary share after adjusting the exercise price of the DIMET-W4 Warrants pursuant to Section 52 of the Public Company Limited Act B.E. 2535 (1992) (as amended). This adjustment is due to the continuing loss by the Company as stated in the Company's financial statement for the fiscal year ended December 31, 2021, as such the Company, therefore, can set the exercise price to purchase the Company's ordinary shares at a price lower than the par value of the Company's shares (Par Value).

- 2) The Board of Directors' meeting approved to propose that the shareholders' meeting to consider and approve authorizing the Board of Director and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to take any action relating to the issuance and allocation of newly issued ordinary shares to accommodate the right adjustment of the DIMET-W4 Warrants.

2.1 The Company's plan in case where there is a fraction of shares remaining

In the event that there are fractions of shares, all shares shall be discarded.

3. Schedule for a shareholders' meeting to approve the capital increase and the allotment

Schedule the date of the 2022 Annual General Meeting of Shareholders on April, 27 2022 Time 9.00 at a.m. at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280 by;

Specifying names of shareholders who are eligible to attend the Shareholders' meeting on April 1, 2022

Set the closing date of the share registration book for the right to attend the shareholders' meeting from..... until the shareholders' meeting is completed.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- 4.1 The Company shall apply for the registration of decrease of the Company's registered capital, increase of the Company's registered capital, and the Company's paid-up capitals including the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce of Thailand.

- 4.2 The Company shall submit applications to the Stock Exchange of Thailand for approval of newly issued ordinary shares to be listed in the MAI

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

Issuance of newly issued ordinary shares in the amount of 54,603,669 shares to accommodate the right adjustment of the DIMET-W4 Warrants.

6. Benefits which the Company will receive from capital increase/ share allotment:

To accommodate the right adjustment of the DIMET-W4 Warrants.

7. Benefits which shareholders will receive from the capital increase/share allotment:

7.1 Dividend Policy of the Company

The Company has a policy to pay dividends to the shareholders at the rate of 40 percent of net profit after deducting all kinds of reserves as prescribed in the Articles of Association and by law if there is no other necessity and the dividend payment shall in no way affect the Company's operations in material aspects. The Board of Directors' meeting shall propose the dividend payment to the Shareholders' Meeting for approval, except interim dividend, which the Board of Directors is empowered to approve such interim dividend payment, and then report the same to the next Shareholders' Meeting.

7.2 The DIMET-W4 Warrants holders shall be entitled to receive dividends from the Company's operations when the DIMET-W4 Warrants holders exercise their right under the DIMET-W4 Warrants to purchase ordinary shares of the Company and be registered as shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The date of the Meeting of the Board of Directors No. 3/2022	March 18, 2022
2	Record Date to determine the list of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date)	April 1, 2022
3	The date of the 2022 Annual General Meeting of Shareholders	April 27, 2022
4	Registration of the registered capital decrease and increase with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting

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

Sign -Ho-Chih Huang-
(Mr. Ho-Chih Huang)
Authorized Director

Sign -Noppadol Kanjanatawewat-
(Mr. Noppadol Kanjanatawewat)
Authorized Director

Remark: To be signed by the directors who are authorized to sign on behalf of the company, with the company's seal affixed

Definition of “Independent Director”

1. Holding shares not more than one percent of total number of shares with voting rights applicant new company, subsidiary, affiliated company, major shareholders or authorized person.
2. Shall not be a Director, staff, employee, monthly consultant or authorized person whom controls company, subsidiaries, associates, same level of subsidiaries, major shareholders unless termination of such relationship has been not less than 2 years before appointed as Audit Committee. Mentioned, relationship not includes Independent formers governor or consultant of governor which are major shareholders or authorized person whom control company.
3. No Family relationship or registered under law as father, mother, spouse, brother and child includes spouse’s child, executives, major shareholders, authorized control person or any person proposed as Executives or authorized control person of company or subsidiaries.
4. No business relationship with company, major company, subsidiaries, Associates, major shareholders or company control person in nature of interfere with independent discretion nor are or having been a significant shareholder or who has control of people who have business relationships with major companies, subsidiaries, associates, major shareholders or person control of company unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors Business Relationship under the first paragraph including any business trading to operates, lease, property rental or transaction involving assets or services or giving or receiving financial assistance with reception or loan, guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from 3 percent of company tangible assets or from 25 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with calculation of related transaction as announces from Capital Market Supervisory Board by defer only to consider the debt burden than total debts incurred during 1 year before the date of business relationship with same person.
5. Nor or Auditor of company, subsidiaries, associates, major shareholders or person control company nor are or having been a significant shareholders or who has control of people or partner of Audit Firm with partner of Auditor of company, subsidiaries, associates, major shareholders or people control company belong unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
6. Not be or used to be professional services including law consulting service or financial assistance which has been charged over 2 million Baht per year from company, subsidiaries, associates, major shareholders or people control company nor are or having been a significant shareholders or who has control of people or partner with professional services unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
7. Not be appointed Directors for behalf of Company Director, major shareholders or shareholders who are concerned with major shareholders.
8. Not operate the same business and significant competitive business with company or subsidiaries or not significant partner in partnership or Directors of such business, employees who earn fixed or held

more than 1 percent of overall Ordinary Share of another company which operates the same business and be a significant with company or subsidiaries.

9. Other characteristic preventing the independent opinion of company operation.

After being appointed as an independent director with characteristics as in items (1) to (9), an independent director may be assigned by the Board of Director to decide the business operations of the licensor, parent company, subsidiary company, associated company, same level subsidiary company major shareholder or the controlling party of the licensor either decisions in the form of collective decisions.

Profiles of the independent directors for proxies appointment

1. Police General Adis Ngamchitsuksri

- **Age** : 62 Years Old
- **Nationality** : Thai
- **Position Before Retirement**
 - Special Advisor of Royal Thai Police
- **Highest Education**
 - Master of Public Affairs, Kentucky State University United States of America
 - Master of Political Science , Sukhothai Thammathirat Open University
 - Bachelor of Public Administration, Royal Police Cadet Academy
- **Highest Education**
 - “Energy Literacy for a Sustainable Future” TEA Class 15, Thailand Energy Academy
 - “Top Executive Program in Commerce and Trade” Class 9, University of the Thai Chamber of Commerce
 - “The National Defence College of Thailand” Class 56,
 - “Senior Justice Administrator” Class 14, Judicial Training Institute
 - “Politics and Governance in Democratic Systems for Executives” Class 8, King Prajadhipok’s Institute
- **Present holding position of director / other**
 - Sub Committee on Water Transport and Merchant Marine, The Chamber of Commerce and Board of Trade of Thailand
 - Vice President of the Cannabis Utilization Monitoring Committee
 - Director of Thailand Transport Portal
 - Executive Director of Express Transportation Organization of Thailand
 - Advisor of the State Railway of Thailand



Holding a position in a business that competes with or is related to the Company's business that may cause conflicts of interest to the Company -None-

Illegal record in the past 10 years -None-

Interests in the Company / Parent Company / Subsidiary / -None-

Associated Company or juristic person that may have conflicts of interest at present or during the past 2 years

- Being a director who takes part in the management, an employee, an employee or an advisor who receives a regular salary -None-
- Have a significant business relationship which may result in inability to act independently -None-

2. Mr. Pisut Rakwong

- **Age** : 47 Years Old
- **Nationality** : Thai
- **Highest Education**
 - Thai Barrister Office of Legal Education Training of the Thai Bar Association 2010
 - Diploma of the Lawyer Program who certifies signatures and documents, Class 12 of the Lawyers Council of Thailand 2009
 - Certificate in Law Course Lawyers Training Office of the Lawyers Council 1999
 - Bachelor of Laws Ramkhamhaeng University 1998
- **Training**
 - Director Accreditation Program (DAP) No. 164/2019
 - Certificate of Continuing Professional Development from IR GLOBAL Institute in London, United Kingdom, 2018
 - Certificate of Continuing Professional Development from IR GLOBAL Institute in Frankfurt, Federal Republic of Germany 2017
- **Present holding position of director / other**
 - Managing Director, Pisut and Partners Co., Ltd. (May 2016 to present)
 - Independent Director, Altitude Development Company Limited (October 2018 to present)



Holding a position in a business that competes with or is related to the Company's business that may cause conflicts of interest to the Company -None-

Illegal record in the past 10 years -None-

Interests in the Company / Parent Company / Subsidiary / -None-

Associated Company or juristic person that may have conflicts of interest at present or during the past 2 years

- Being a director who takes part in the management, an employee, an employee or an advisor who receives a regular salary -None-
- Have a significant business relationship which may result in inability to act independently -None-

3. Mr. Boonchoke Khanabkeo

- **Age** : 66 Years Old
- **Nationality** : Thai
- **Highest Education**
**Bachelor's in science in Technical Education (Industrial),
Rajamangala University of Technology Phra Nakhon, Thewet campus**
- **Training**
 - Director Accreditation Program (DAP) No. 188/2021
 - High-level executive development program, Office of Permanent Secretary of Ministry of Industry
 - Provincial industry preparation, Office of Permanent Secretary of Ministry of Industry
 - Civil service executive development program, Office of the Civil Service Commission
- **Present holding position of director / other**
 - Director, TDIC South Co., Ltd
 - Chairman, Ratsada Community Enterprise
 - Consultant, for the group of Green River Panels (Thailand) Co.,Ltd.
(Processed and dried rubberwood, and particleboard)



Holding a position in a business that competes with or is related to the Company's business that may cause conflicts of interest to the Company -None-

Illegal record in the past 10 years -None-

Interests in the Company / Parent Company / Subsidiary / -None-

Associated Company or juristic person that may have conflicts of interest at present or during the past 2 years

- Being a director who takes part in the management, an employee, an employee or an advisor who receives a regular salary -None-
- Have a significant business relationship which may result in inability to act independently -None-

Memorandum of Association of the Company regarding the Shareholders' Meeting

1. Shareholders' Meeting

Article 35. The Board of Directors shall call an Annual General Meeting of shareholders within four months of the end of the Company's fiscal year.

The meeting of shareholders other than the above mentioned shall be called extraordinary meeting of shareholder.

The board of directors may call an extraordinary meeting of shareholders when appropriate or when shareholders holding shares of not less than 10 percent of total shares sold thus writing, they may request Board of Directors to call an extraordinary general meeting of shareholders any time but need to specify clearly subjects and reasons in invitation letter. In this regard, Board of Directors shall proceed to call extraordinary meeting of shareholders within 45 days counting from date received letter from shareholders

In case Board of Directors did not call the meeting in accordance to paragraph two all shareholders who are nominated or Holding other shares together, the number of shares as specified, may call a meeting by oneself within 45 days counting from due to expiration of period under paragraph two. In this case, considered shareholders meeting called by Board of Directors will be responsible for any expenses as necessary from arrangement of meetings and appropriate facilities

In case meeting held under paragraph three, amount of shareholders which meeting does not constitute a quorum as specified in Article 35 then shareholders under third paragraph must jointly be responsible for expenses incurred from arrangement of meeting at that time for company

Article 36. To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. The written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or a branch of the Company is located or unless otherwise stipulated by the articles of association

2. Quorum

Article 37. In a meeting of shareholders, the number of shareholders and proxies (if any) attending shall not be less than 25 persons and the number of shares combined shall not be less than one - third of the total number of authorized shares then meets a quorum

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such meeting of shareholders was called as a result of a request by the shareholders such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38. Chairman of the board of directors shall be chairman of the shareholders' meeting. In the event that Chairman of the Board is not present at the meeting or is unable to perform his duties then Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman or is absent in the meeting or unable to perform his duties then meeting shall elect any of the shareholders present to be the chairman of such meeting.

3. Voting

Article 39. In voting at the shareholders' meeting one share shall be deemed to have one vote and any shareholder has a special interest in any matter. That shareholder has no right to vote on that matter. In addition to voting for the election of directors and resolution of shareholders' meeting must consist of the following votes

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
- The resolution on following agenda item shall be passed by the votes of not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.
 - Selling or transferring of the whole or important parts of the business of the Company to other parties
 - Purchasing or accepting of transfer of the business of other companies or private companies by the Company
 - Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company
 - Assigning other person(s) to manage the Company's business
 - Merger of the Company and others with an objective to share profit and loss
 - Amending the Articles of Association or the Company's regulations
 - Increasing or decreasing the Company's capital or issuing debenture
 - Merger or liquidating the Company

Registration conditions and procedure and necessary documents to be presented at the meeting

1. Documents and Identification (an attendee has to present prior to attend the meeting)

1. In case of individual person

1.1 Ordinary Person

Valid identification documents issued by the government, such as a national ID card or government official ID card or driver license or passport (Foreigner). For those shareholders or individual who have change the name or surname, documentary evidence of such change shall be presented for admission purpose

1.2 Juristic Person by representative of Juristic Person (Authorized Directors)

- (1) The original identity document in Clause 1.1 of the juristic person's representative (Authorized Director)
- (2) Certified copy of the company registration certificate of the juristic person (Authorized director) showing the name of the individuals authorized to sign on behalf of the juristic person (authorized directors) attend the meeting in person as authorized directors on behalf of juristic person as shareholders; not more than 6 months before meeting dated thus certified true copy by the juristic person's representative (Authorized director) with company seal (if any)

2. In case of proxy

2.1 Proxy holder is an individual

- (1) Proxy Form (A, B or C any one of them) duly and correctly filled out and signed by the shareholder as proxy grantor.
- (2) A certified copy of valid identification documents shareholders issued by a government agency under clause 1.1
- (3) A certified copy of valid identification documents of the proxy holder issued by a government agency under clause 1.1
- (4) The original identity document in clause 1.1 of proxy holder

2.2 Proxy holder is a Thai juristic person (A completed Proxy Form A or Form B which is accurately filled and signed by grantor with company's seal)

- (1) Proxy Form A or Form B, filled with correct and complete information and signed by authorized director of the juristic person granting proxy. With the company seal (if any) and the person by proxy

- (2) A copy of shareholder's juristic registration certificate issued by the Department of Business Development; Ministry of Commerce (which shows that the director who signed as the proxy Being a director who has the authority to sign on behalf of a juristic person (shareholder) not more than 6 months before the meeting date and signed to certify a true copy by an authorized director with company seal (if any)
- (3) A copy of the identity document in accordance with Article 1.1 of the authorized signatory director who signs the proxy form. Which such person has signed to certify a true copy
- (4) A shareholder has signed a certified true copy.
- (5) A copy of the identity document in accordance with Clause 1.1 of the proxy which the proxy has signed to certify a true copy
- (6) The original identity document in Clause 1.1 of the proxy holder.

2.3 In case of proxies to independent directors of Dimet (Siam) PCL.

If a shareholder wishes to appoint an independent director, directors of Dimet (Siam) Public Company Limited attend the meeting and vote. Please provide the following documents and request to send it back to Corporate Secretary, Dimet (Siam) Public Company Limited, No.602, Moo 2, Sukhumvit Road, Bang Poo Mai, Muang Samutprakan, Samutprakan, 10280

1. Proxy Form A or B which is filled in correct, complete, clear as signed by the proxy
2. In case a shareholder is an ordinary person, the documents in accordance with Clause 2.1 (2) are required
3. In the event that a shareholder is a juristic person, the documents as specified in 2.2 (2) and 2.2 (3) are required.

3. In case using finger print instead of signing

Print with your left thumb and write a message saying "Left thumb print of " and two witnesses must certify that it is fingerprinting. Indeed must print fingerprints in presence of witnesses which witness must sign for certification and must attach a copy of a national identity card or government official identification card or any other identification card issued by a government agency which appears the photograph and has not expired (In case of correction of name - surname must present evidence certifying such change) of the witness and certified true copy attached together.

4. In case shareholders has pass away

Let the trustee attend the meeting in person or authorize others to attend the meeting on their behalf. There must be a court order document appointing the trustee which signed by the authorized person not more than 6 months before meeting date to show additional

5. In case shareholder is underage

To allow parents or legal guardians to attend the meeting in person or to give proxy to others attend meeting instead. A copy of the house registration of underage shareholders must also be presented

6. In case a shareholder is an incompetent person or a quasi-incompetent person

Have a guardian or a guardian to attend meeting in person or authorize others to attend the meeting on their behalf. There must be an order document appointing a custodian or guardian certified by an authorized person not more than 6 months prior to the meeting date.

7. In case foreigner investor and assigned custodian in Thailand as depository

In the case of a shareholder appointing a proxy to attend the meeting

1. Proxy Form A or B or C which information is correct, complete, clear and signed by the grantor and the proxy, the proxy must be signed by the custodian authorized person and the evidence must be attached with the proxy form.
 - 1.1 Power of attorney from shareholders to the Custodian to act to sign the proxy form.
 - 1.2 A letter confirming that the person who signs the proxy form is authorized to operate business Custodian.
2. The proxy must present the original identity document issued by a government agency, such as an ID card or passport. (In the case of a foreigner) government official identification card or any other identification card issued by a government agency Which appears the photograph And has not expired (In case of correction of name - surname Must show evidence certifying such changes) of the proxy to the officer To register to attend the meeting.

◆ Proxy Authorization

The forms to vote by proxy in accordance with the announcement of the Department of Business Development, Ministry of Commerce as follow;

- Proxy Form A: a general and simple form.
- Proxy Form B: a fixed and specific details authorizing form
- Proxy Form C: for foreign shareholders appointing Custodians in Thailand

Shareholder who is unable to presence at the meeting has to comply with the following procedures

- Use only one proxy form.
- The appointment of a proxy holder must be made to only 1 individual by giving name and details of the proxy holder.
- Any correction made in the Proxy Form must be initial by the grantor.
- To be binding upon the parties, a THB 20-duty stamp must be place in the Proxy Form.

However, the shareholders cannot split number of shares by granting multiple proxies to split their votes. And shareholders must give proxy equal to the number of shares they hold by being unable to partially appoint proxies less than amount they holds

1. Registration to attend the meeting

Registration for attending the shareholders' meeting will begin 1 hour before or from 08.00 am onwards on Wednesday 27th April 2022 at 09.00 am, at Ballroom Meeting Room, Bangpoo Golf & Sport Club, 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280. according to the map of the meeting venue

2. Voting in shareholders' meeting

1. Voting Method

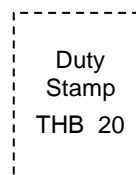
General Agenda

1. Voting for each agenda shall be made openly by raising of hand. By counting one share as one vote how many shareholders or proxies have to vote? One thing is to agree, disagree, or abstain. A partial vote cannot be divided.
2. In the case of proxy - The proxy must vote as the grantor stated in the proxy form only. If the proxy does not specify the intention to vote in the proxy form or not clearly stated Proxies have the right to consider and vote, but cannot split the voting into certain parts, i.e. agree, disagree or abstain

Map of venue of
2022 Annual General Meeting of Shareholder
Ballroom Meeting Room, Bangpoo Golf & Sport Club,
No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District,
Mueang Samut Prakan District, Samut Prakan 10280



PROXY FORM A (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550



Written at.....

Date.....Month.....Year.....

1. I / We.....Nationality.....
Resides at Road Tambon/Kwaeng
ProvincePostal Code

2. Being a shareholder of **Dimet (Siam) Public Company Limited**
holds a total of..... shares and entitled to have.....vote(s) as
follows:

Ordinary share:shares, entitled to have.....vote(s); and
Preference share:shares, entitled to have.....vote(s).

3. Giving a proxy to:

(3.1) Age:years Residing at House No.....
Road:.....Sub-district:.....
District:Province:Postal Code: or

(3.2) POL.GEN Adis Ngamchitsuksi Age 62 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo
Mai, Muang Samutprakarn, Samutprakarn or

(3.3) Mr. Pisut Rukwong Age 47 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai,
Muang Samutprakarn, Samutprakarn

(3.4) Mr. Boonchoke Khanabkeo Age 66 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai,
Muang Samutprakarn, Samutprakarn

Any one of the above persons is my representative to attend the meeting and vote on my behalf in 2022 Annual
General Meeting of Shareholders on Wednesday, April 27, 2022 at 9.00 am, at Ballroom Meeting Room, Bangpoo Golf &
Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan
Province 10280

Any actions taken by the proxy in the meeting are regarded as my own action

Sign.....Grantor
(.....)

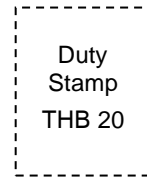
Sign.....Proxy Holder
(.....)

Sign.....Proxy Holder
(.....)

Sign.....Proxy Holder
(.....)

Notes:

The Shareholder who wishes to give a proxy must authorize only one proxy to attend and vote in the meeting. Dividing of shares to several proxies for the purpose of voting is not permitted in the meeting. Dividing of shares to several proxies for the purpose of voting is not permitted.



PROXY FORM B (SPECIFIC DETAILS FORM)

Date.....Month.....Year.....

(1) I, Nationality:.....

Residing at House No..... Road:Sub-district:

District:Province:Postal Code:

(2) Shareholder of Dimet (Siam) Public Company Limited

holds a total of..... shares and entitled to have..... vote(s) as follows:

Ordinary share:shares, entitled to have.....vote(s); and Preference share:shares, entitled to have.....vote(s).

(3) Giving a proxy to: (details attached in enclosure no.5)

1 Age:years Residing at House No.....Road:.....Sub-district:..... District:Province:Postal Code: or

2 Age:years Residing at House No.....Road:.....Sub-district:..... District:Province:Postal Code: or

3 Age:years Residing at House No.....Road:.....Sub-district:..... District:Province:Postal Code: or

4 POL.GEN Adis Ngamchitsuksi Age 62 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang Samutprakarn, Samutprakarn or

5 Mr. Pisut Rukwong Age 47 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang Samutprakarn, Samutprakarn

6 Mr. Boonchoke khanabkeo Age 66 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai, Muang Samutprakarn, Samutprakarn

Any one of the above persons is my representative to attend the meeting and vote on my behalf in 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022 at 9.00 am, at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280 or on the date maybe postpone or changed

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

Agenda 1 **To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2021 which was held on December 7, 2021.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 2 **To acknowledge the Company's operating results for the year 2021.**

Since this agenda is for acknowledgment therefore, no voting

Agenda 3 **To consider and approve the Company's financial statements for the year ended December 31, 2021.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 4 **To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 5 **To consider and approve the election of Company's directors to replace of those who will retire by rotation**

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Appointment of the Whole Board of Directors
- Approve Disapprove Abstain
- Appointment of Individual Director
1. Mr. Watchara Achakornlak
- Approve Disapprove Abstain
2. Mr. Ho-Chih Huang
- Approve Disapprove Abstain
3. Mr. Noppadol Kanjanatawewat
- Approve Disapprove Abstain
4. Mr. Yao Lang Chang
- Approve Disapprove Abstain

Agenda 6 **To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2022**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 7 **To consider and approve the appointment of auditors and determine the audit fee for the year 2022**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 8 **To consider and approve the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 which after the adjustment of right, the exercise price shall lower than the par value of the share of the Company.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 9 **To consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 10 **To consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 11 **To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 12 **Other matters (if any)**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

Signed.....Grantor
(.....)

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

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

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

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

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. Agenda for election directors could be the whole Board of Directors or certain directors can be elected.
3. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form B (attached).

The regular continued Proxy Form B

The proxy of the shareholder of **Dimet (Siam) Public Company Limited**

The 2022 Annual General Meeting of Shareholders to be held on Wednesday April 27, 2022 at 09.00 AM at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280 or on the date and the place as may be postponed or changed

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:
 Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:
 Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:
 Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

I certify that All entries in the identification form per proxy form are correct and true in all respects.

Signed.....Grantor
(.....)

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

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

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

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

PROXY FORM C

(In case of the shareholder's foreign investor and appoint
Local custodian as their representation)

Duty
Stamp
THB 20

Date.....Month.....Year.....

(1) I,Nationality:.....

Residing at House No..... Road:Sub-district:

District:Province:Postal Code:

As entrepreneur and maintain a depository shares (custodian) to

(2) am / are a shareholder(s) of **Dimet (Siam) Public Company Limited**

Holding the total amount of.....shares Cast Vote Totaling.....Vote (s)

Common Share.....shares Cast Vote Totaling.....Vote (s)

(3) Giving a proxy to: (details attached in enclosure no.5)

1 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

2 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

3 Age:years Residing at House
No.....Road:.....Sub-district:.....

District:Province:Postal Code: or

4 POL.GEN Adis Ngamchitsuksi Age 62 years old, No.602, Moo 2, Bangpoo Industrial Estate,
Bangpoo Mai, Muang Samutprakarn, Samutprakarn or

5 Mr. Pisut Rukwong Age 47 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai,
Muang Samutprakarn, Samutprakarn

6 Mr. Boonchoke khanabkeo Age 66 years old, No.602, Moo 2, Bangpoo Industrial Estate, Bangpoo Mai,
Muang Samutprakarn, Samutprakarn

Any one of the above persons is my representative to attend the meeting and vote on my behalf
in 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022 at 09.00 am, at Ballroom
Meeting Room, Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District,
Mueang Samut Prakan District, Samut Prakan Province 10280 or on the date maybe postpone or changed

(4) We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner

- Grant proxy the total amount of shares held and entitled to vote
- Grant partial shares of
Common Shareshares and having the right to votes equal tovotes
Total voting right votes

(5) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

Agenda 1 **To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2021 which was held on December 7, 2021.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 2 **To acknowledge the Company’s operating results for the year 2021.**

Since this agenda is for acknowledgment therefore, no voting

Agenda 3 **To consider and approve the Company’s financial statements for the year ended December 31, 2021.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 4 **To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company’s operation in 2021.**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 5

To consider and approve the election of Company's directors to replace of those who will retire by rotation

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Appointment of the Whole Board of Directors
 - Approve Disapprove Abstain
 - Appointment of Individual Director
 1. Mr. Watchara Achakornlak
 - Approve Disapprove Abstain
 2. Mr. Ho-Chih Huang
 - Approve Disapprove Abstain
 3. Mr. Noppadol Kanjanatawewat
 - Approve Disapprove Abstain
 4. Mr. Yao Lang Chang
 - Approve Disapprove Abstain

Agenda 6

To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2022

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 7

To consider and approve the appointment of auditors and determine the audit fee for the year 2022

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 8

To consider and approve the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 which after the adjustment of right, the exercise price shall lower that the par value of the share of the Company.

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 9

To consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 10

To consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 11 **To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 12 **Other matters (if any)**

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

I/we shall be fully liable for any action, except not voting per my/our specified intention, taken by the proxy holder at the Meeting.

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remarks

1. Proxy Form C is only for whose name appears in registration book as foreign investor
2. Evidence must attaches with proxy
 - (1) Letter of Proxy from shareholders to custodian signing instead
 - (2) Confirmation letter of signing instead to business license of custodian
3. Shareholders who appoint a proxy must authorized only one to attend the meeting and voting shares could not be separated for so many people to for separate proxy voting.
4. Agenda of election Directors can elect all Directors or individual.
5. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form C (attached).

The regular continued Proxy Form C

The proxy of the shareholder of **Dimet (Siam) Public Company Limited**

The 2022 Annual General Meeting of Shareholders to be held on Wednesday April 27, 2022 at 09.00 AM at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No. 191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280 or on the date and the place as may be postponed or changed

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Registration Form

I / We.....Nationality.....

AddressShareholder's Registration's No.....

Being a shareholders of Dimet (Siam) Public Company Limited

Holding the total amount ofshares

Ordinary share.....shares

การประชุมสามัญผู้ถือหุ้น ประจำปี 2565
The Annual General Meeting of Shareholders for The Year 2022
บริษัท ไดเมท (สยาม) จำกัด (มหาชน)
Dimet (Siam) Public Company Limited
วันพุธที่ 27 เมษายน 2565 เวลา 09.00 น.
Wednesday 27 April 2022 At 09.00 AM.

ณ ห้องบอลรูม สนามกอล์ฟ บางปู กอล์ฟ แอนด์ สปอร์ต เลขที่ 191 หมู่ที่ 3 ถนนสุขุมวิท
ตำบลแพรกษาใหม่ อำเภอเมืองสมุทรปราการ จังหวัดสมุทรปราการ 10280
at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3,
Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280.

ข้าพเจ้า.....เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น
I shareholder of proxy holder of
บริษัท ไดเมท (สยาม) จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน.....
Dimet (Siam) Public Company Limited of which the identification number
ได้มาเข้าร่วมประชุมดังกล่าวข้างต้น
Attend the above-mentioned meeting

ลงชื่อ..... ผู้เข้าร่วมประชุม
Sign Meeting Attendant
(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารชุดนี้มาด้วย
For your convenience, shareholders or proxy holders wishing to attend the meeting,
Kindly bring this set of documents for registration

COVID-19 Screening Form

Before attending to The 2022 Annual General Meeting of Shareholders

On April 27, 2022 at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan Province 10280

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the COVID disease

(Name-Surname)_____

(Mobile Phone Number)_____

1. Do you have a fever? (> 37.5°C) Yes No

2. Do you have any of these symptoms?

Cough Yes No

Sore throats Yes No

Runny nose Yes No

Shortness of breath Yes No

3. Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within past 14 days

Yes I have traveled to _____

No

4. Have you been in physical contact with suspected COVID-19 patients?

Yes

No

Remark:

If you have a fever (> 37.5°C); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas or have been in contact with suspected COVID-19 patients, would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to staff. Then you may then return safety to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand

**แบบฟอร์มขอรับแบบแสดงรายการข้อมูลประจำปี / รายงานประจำปี 2564
และรายงานทางการเงินประจำปี 2564 (แบบ 56-1 One Report 2021)**

Requisition Form for 56-1 One Report

(กรุณากรอกรายละเอียดด้านล่าง แล้วส่งโทรสารไปที่หมายเลข 02-323-2807 หรือ

email: corporatesecretary@dimetsiam.com, investorrelations@dimetsiam.com)

(Please fill in the form and fax to 02-323-2807 หรือ email: corporatesecretary@dimetsiam.com,
investorrelations@dimetsiam.com)

เรียน เลขานุการบริษัท

Dear Corporate Secretary

ข้าพเจ้า

I, (name)

.....

ที่อยู่

Address

.....

เมือง / จังหวัด

ประเทศ

City Country

รหัสไปรษณีย์

Postcode

มีความประสงค์จะขอรับแบบแสดงรายการข้อมูลประจำปี / รายงานประจำปี 2564 และรายงานทางการเงิน
ประจำปี 2564 (แบบ 56-1 One Report 2021) โดยขอให้จัดส่งไปยังที่อยู่ข้างต้น

Request for 56-1 One Report and financial statement by sending to the above address