



Invitation to 2024 Annual General Meeting of Shareholders Dexon Technology Public Company Limited

- Friday 26 April, 2024 at 13:30 hours
- via Electronic Meeting (E-meeting)

According to the Royal Decree on Electronic Meetings, B.E. 2563

- Live broadcast from Novotel Hotel, Suvarnabhumi Branch
- The system will be opened for participation in the electronic meeting (E-meeting) from 12:30 hours

Shareholders and proxy holders who wish to attend the meeting via electronic media can register to confirm their rights to participate in the meeting in advance from April 19, 2024 at 08:30 hours until April 26, 2024 until the meeting starts.

Date 4 April 2024

Subject: Invitation to the general meeting of shareholders Annual 2024

Dear shareholders of the company Dexon Technology Co., Ltd. (Public)

- Attached items:
1. Copy of the Ordinary Shareholders' Meeting Report for the year 2023
 2. Form 56-1 One Report, along with the financial statements for the accounting period ending on December 31, 2023 in QR Code format
 3. Brief profile information of the directors whose terms have expired and who have been nominated for re-election
 4. Summary information of the auditors nominated and their remuneration for the year 2024 compared to the year 2023
 5. Information on independent directors proposed by the Company for shareholders' proxy
 6. Company regulations related to the shareholders' meeting
 7. Proxy form
 8. Guidelines for participating in the shareholders' meeting via electronic media (E-AGM) and accompanying documentation
 9. Registration form for foreign shareholders
 10. Pre-submission question form for the electronic shareholders' meeting (E-AGM)
 11. Data protection guidelines for the shareholders' meeting

Board of Directors Dexon Technology Public Company Limited (the Company) has resolved to invite the 2024 Annual General Meeting of Shareholders on Friday, 26 April 2024 at 13:30 hours It will be a meeting via electronic media (E-AGM) in accordance with the Royal Decree on Meetings via Electronic Media (E-AGM) Electronic Media Act 2020 including other laws and regulations In this regard, the Company has announced an invitation to minor shareholders to propose agenda items through Communication channels of the Stock Exchange of Thailand Between 8 December 2023 and 8 January 2024, it appeared that no shareholder proposed an agenda. Therefore, in the Annual General Meeting of shareholders, there is the following agenda:

Agenda 1 **To consider certifying the minutes of the 2023 Annual General Meeting of Shareholders on 10 March, 2023**

Purpose and reason

The Company held the 2023 Annual General Meeting of Shareholders on 10 March, 2023. The Company completed the minutes of the said meeting within 14 days from the meeting date and sent the minutes of the said meeting to the shareholders together with this meeting invitation letter, details appear in Attachment 1.

Opinion of the Board of Directors

Board of Directors considered that the minutes of the 2023 Annual General Meeting of Shareholders are accurate and complete. Therefore, it is considered appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the minutes of the said meeting.

Resolution

This agenda shall be determined by the majority of votes of the shareholders present and casting their votes.

Agenda 2 To acknowledge the Board of Directors' One Report on the Company's operation

Purpose and reason

The Company prepared the report of the Board on the performance of the Company for the year ended on December 31, 2023. The report shows the performance during the fiscal year 2023, which the Board has considered correct and adequate. Therefore, the Board proposes the said report to this Shareholder Meeting in order to acknowledge the performance of the Company for the year 2023 and adopt the directors' report for the performance of the Company for the Year ended on December 31, 2023. The said report appears in One Report the 2023 according to the QR Code in the invitation letter form, details appear in Attachment 2.

Opinion of the Board of Directors

The Board of Directors has considered and deemed it appropriate to present to the shareholder meeting Form 56-1 One report of the Board of Directors. related to the Company's operating results ending December 31, 2023.

For operations in Europe, the company's board of directors has approved the establishment of a subsidiary company in Germany, utilizing a registered capital of 400,000 euros. This capital was raised to expand business operations in Europe. The board considered the rationale behind this decision, the benefits shareholders would receive, and how it aligns with the company's international expansion plans.

Resolution

This agenda requires acknowledgement.

Agenda 3 Consider approving the financial statements for the annual accounting period, ending on December 31, 2023

Purpose and reason

In order to comply with the Public Company Limited Act B.E. 2535 and the amended Section 112, the company is required to prepare an annual balance sheet and profit and loss account at the end of the company's fiscal year which has been audited by an auditor and present it to the shareholder meeting at the annual general meeting.

The company has therefore dispatched the financial statements for the year 2023, ending on December 31, 2023, which have been audited and certified without conditions by the auditors. These statements have undergone review by the Audit Committee and consideration at the board meeting. They are now provided to shareholders along with the annual report for the year 2023 (Form 56-1 One report).

Opinion of the Board of Directors

It is considered appropriate to propose to the shareholders' meeting to consider approving the financial statements for the year 2023 ending December 31, 2023, which have been considered by the Audit Committee, Board of Directors and has been audited by Auditor.

Resolution

This agenda must pass the resolution of the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 4 Consider approving the annual dividend payment for 2023 and the allocation of money as a legal reserve

Purpose and reason

According to the Public Limited Company Act (No. 5) B.E. 2535, Amendment (No. 3), Section 116 stipulates that a portion of the net profit for the year must be allocated as reserves, not less than 5% of the net profit for the year after deducting accumulated losses (if any), until such reserves reach at least 10% of the registered capital, unless the company has other regulations or laws requiring a higher reserve.

The company has a policy to distribute dividends based on its overall financial statements at a rate of not less than 40% of the net profit after corporate income tax and legal reserves. When deemed appropriate due to sufficient profitability, the company proposes dividend payments for approval at the annual general meeting of shareholders in accordance with the dividend distribution policy.

Opinion of the Board of Directors

It is proposed to convene the annual ordinary shareholders' meeting to approve the distribution of dividends for the operating results from January 1, 2023, to December 31, 2023. The dividends will be allocated from the net profits after deducting corporate income tax and legal reserves, at a rate of 0.052 baht per share, or a total amount not exceeding 24,778,000 baht. Additionally, funds will be allocated for legal reserves in the amount of 1,612,543 baht.

The dividends will be paid to shareholders entitled to receive dividends as of the record date, which is May 8, 2024. The dividend payment is scheduled for May 24, 2024.

Resolution

This agenda must pass the resolution of the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 5 **Consider appointing directors to replace directors who retire from office upon the expiration of their terms**

Purpose and reason

According to the Public Limited Companies Act, B.E. 2535, and Article 21 of the company's regulations, it is stipulated that at each annual ordinary shareholders' meeting, at least one-third of the total number of directors must retire from office. If the number of directors to be divided is three, and if not, they must retire by the number closest to one-third. Those directors who retire from office at that term may be re-elected to serve another term.

The Nomination and Remuneration Committee consider the qualifications of the company's directors in accordance with the Public Limited Companies Act, B.E. 2535, including their education qualifications, skills, work experience related to the company's operations, and their performance as directors in the past. For independent directors, the Nomination and Remuneration Committee also assesses their independence as defined by the Securities and Exchange Commission's regulations, considering significant business relationships that may affect their ability to act independently. Based on the committee's deliberations, it is proposed to the shareholders' meeting to elect and re-elect directors and independent directors who have retired from office for another term.

For the annual ordinary shareholders' meeting for the year 2024, there are three directors who must retire according to the term:

1. Mr. Somchai Manopinives Chairman of the Board of Directors and
Independent Director
2. Mr. Boonchuay Korkitrotjana Chairman of the Risk Management Committee,
Audit Committee, and Independent Director
3. Mr. Martin Stuvik Chairman of the Management Committee,
Management Committee Member, and
Nomination and Remuneration Committee Member

The details of their education, work experience, and positions held in registered companies and other companies are provided in the accompanying documents.

In the director selection process, the company opened opportunities for shareholders to nominate individuals deemed suitable for selection as directors from December 8, 2023, to January 8, 2024, through communication channels provided by the Stock Exchange of Thailand. It was found that no shareholder proposed any individuals for consideration.

Opinion of the Board of Directors

It is recommended, as proposed by the Nomination and Remuneration Committee, to follow the selection process outlined by the Company's Committee and, after considering the qualifications of the proposed candidates, propose to the Annual General Meeting of Shareholders for approval

the appointment of new directors to replace those who have completed their term, based on the recommendation of the Nomination Committee and the proposed compensation package. The proposed directors are Mr. Somchai Manopinives, Mr. Boonchuay Korkitrotjana, and Mr. Martin Stuvik, to be re-elected for another term. This recommendation is made because all three individuals are highly qualified, possess the necessary knowledge and skills, and play significant roles in strategizing and implementing the company's business policies. They also regularly participate in meetings with the company's board of directors.

Resolution

This agenda must pass the resolution of the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have the right to vote. This resolution will be to seek approval for the appointment of individual directors.

Agenda 6: Consider and approve the remuneration for the Company's directors for the year 2024

Purpose and reason

According to the Public Limited Company Act of 2535 B.E. and the company's regulations, Article 22 stipulates that directors are entitled to receive compensation from the company in the form of rewards, meeting allowances, bonuses, or other forms of compensation. This remuneration for directors may be specified as a fixed amount, based on criteria, or subject to periodic review or changes.

The Nomination and Remuneration Committee has considered the criteria for determining director compensation to propose to the Board of Directors for approval and subsequently to the shareholders' meeting for approval. This consideration involves a comprehensive assessment of various factors, including comparisons with compensation practices of similar companies in the same industry, considering business expansion conditions, and profit growth.

Opinion of the Board of Directors

It is considered appropriate by the Nomination and Remuneration Committee. Below is the proposed compensation for the directors for the fiscal year 2024, which should not exceed a total of 3,000,000 baht per year, as approved at the previous annual shareholders' meeting in 2023. The details are as per the compensation comparison table as follows:

Directors' remuneration for the year 2024 compared to the year 2023

Type of compensation	Year 2023	Year 2024
1. Directors' remuneration		
Monthly compensation only directors who do not hold executive positions		
Chairman	30,000 baht/month/person	30,000 baht/month/person
Independent Director	20,000 baht/month/person	20,000 baht/month/person
Non-Executive Director	20,000 baht/month/person	20,000 baht/month/person
2. Meeting allowance for the Board of Directors only directors who attend the meeting		
Chairman	25,000 baht/person / time	25,000 baht/person / time
Independent Director	20,000 baht/person / time	20,000 baht/person / time
Non-Executive Director	20,000 baht/month/person	20,000 baht/month/person
3. Sub-committee meeting allowance only directors who attend the meeting		
Chairman of the sub-committee	20,000 baht/person / time	20,000 baht/person / time
Sub-committee	15,000 baht/person / time	15,000 baht/person / time
4. Other compensation		
	annual health check	annual health check
	Life insurance, accident insurance and health insurance	Life insurance, accident insurance and health insurance
	Training	Training
	Liability insurance for directors and executives	Liability insurance for directors and executives

Resolution

This agenda shall be determined by the votes of not less than two-thirds of the total votes of shareholders present.

Agenda 7: Consider appointing auditors and determining auditor compensation for 2024

Purpose and reason

In accordance with the Public Limited Company Act of 2535 B.E., the general meeting of shareholders is required to appoint an auditor and set the amount of the annual audit fee for the company. Therefore, an opportunity was given to many auditing firms to propose audit fees for the year 2024 for the committee. The audit has considered the qualifications and selected qualified persons to serve as the Company's auditors. Detailed history of the nominated auditors for the year 2024 and the auditor's remuneration for the year 2024, compared to the year 2023 Appears in Attachment 4. The Audit Committee considers and selects and propose to the Board of Directors' meeting to consider appointing auditors and determining audit fees for the year 2024 as follows:

Auditor's name

Proposing the appointment of EY Office Company Limited As an auditor by Miss Orawan Techawatanasirikul Certified Public Accountant No. 4807 and/or Ms. Pimjai Manitkhajornkit, Certified Public Accountant No. 4521 and/or Miss Rosaporn Dechaakhom, Certified Public Accountant No. 5659 and / or Mrs. Nammon Kerd. Mongkolchai, Certified Public Accountant No. 8368 and/or Ms. Naraya Srisuk, Certified Public Accountant No. 9188 By having one of the auditors perform the audit of the accounts. and express opinions on the company's financial statements which is a reliable auditor and have appropriate knowledge and abilities In addition, the compensation offered by this auditor when compared with the audit fee for the previous year is There is an appropriate compensation rate.

However, the said auditor has no relationship with or interest in the company. Subsidiary company executive Major shareholders or persons related to such persons

Audit fee

In 2024, the company's audit fee is set in the amount of 2,100,000 baht. Including acknowledging the audit fee for the annual and quarterly consolidated financial statements of the subsidiaries totaling 2,030,652 baht. The total audit fee is 4,130,652 baht. Compared to 2023, there is a total audit fee of 4,636,707 baht, which decreased by 506,055 baht (decreased by 11 % compared to the previous year).

Opinion of the Board of Directors

It is considered appropriate according to the Audit Committee's proposal to present to the general meeting of shareholders to consider and approve the appointment of EY Office Company Limited as the Company's auditor for the year 2024, with the following names:

1. Miss Orawan Techawatanasirikul Certified Public Accountant No. 4807 and/or
2. Ms. Pimjai Manitkhajornkit, Certified Public Accountant No. 4521 and/or
3. Ms. Rosaporn Dechaakhom, Certified Public Accountant No. 5659 and/or
4. Mrs. Nammon Kerdmongkolchai, Certified Public Accountant No. 8368 and/or
5. Miss Naraya Srisuk, Certified Public Accountant No. 9188

and set the audit fee for the year 2024 in an amount not exceeding 4,130,652 per year. baht, which is considered appropriate for the amount of audit work of the Company and its subsidiaries located both inside and outside the country. Amount of time spent performing audit work including review Some subsidiaries use services from auditors from other offices. However, the committee will ensure that the financial statements can be prepared in time.

Resolution

This agenda must pass the resolution of the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 8 Consider other matters (if any)

The company would like to invite all shareholders to attend the meeting and vote in person on date, time and place as specified above. If the shareholder wishes to appoint another person to attend the meeting and vote on your behalf. Please prepare a proxy form according to the form sent herewith. and deliver it to the meeting chairman or the person assigned by the meeting chairman before the meeting begins.

Best regards



(Dr. Mallika Kaekla)

Note

1. For convenience in attending the meeting Shareholders or proxies can register in advance between 19 April 2024 up to date 26 April 2024 by following what was sent along with.
2. The company has published an invitation to the annual general meeting of shareholders. 256 7 this issue along with meeting documents and proxy forms are posted on the company's website. www.dexon-technology.com since April 4, 2024.
3. Shareholders can download the 2023 annual report (Form 56-1 One report) in digital format via QR Code, which has been sent along with this meeting invitation as per Attachment 2.
4. Shareholders can submit a proxy form. Advance identity verification documents and questions related to the agenda in advance of the meeting date until April 24 , 2024 via email ir@dexon-technology.com or send to the investor relations department at the company office, number 78/4-5, Village No. 6, Sukhumvit Road, Ban Chang Subdistrict, Ban Chang District, Province Rayong 21130