



10th March 2014

Subject: Invitation for Annual General Meeting of the Shareholders of the Year 2014

**To: Shareholders
Home Products Center Public Company Limited**

- Enclosures:
1. A copy of The Extraordinary General Meeting of the Shareholders No.1/2013;
 2. Annual report and a copy of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013;
 3. Three sets of Proxy form together with brief biographies of Independent Director who serve as the proxy and details of documents to be presented prior to attending the meeting;
 4. Form report of capital increase;
 5. Supplemental document for Agenda 10: the biography of director proposed to be appointed, term of position, and summary report the attendance of meeting;
 6. Definition of "Independent Director";
 7. Biography of the auditor;
 8. Articles of Association regarding the Shareholders meeting;
 9. Map of the meeting's venue
 10. Registration Form for Annual General Meeting of the Shareholders of the Year 2014

The Board of Directors Meeting No.2/2014 of Home Product Center Public Company Limited held on 25th February 2014 adopted a resolution to call for the Annual General Meeting of the Shareholders of the Year 2014 to be held on Thursday 10th April 2014 at 10.00 a.m., Grand Ballroom, 1st Floor, Mandarin Hotel, 662 Rama IV Road, Bangrak Sub District, Bangrak District, Bangkok Metropolis, to consider the following agendas:

Agenda 1 To consider and approve the Minutes of The Extraordinary General Meeting of the Shareholders No.1/2013

Objectives and rationale

The secretary of the Meeting has prepared the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2013 held on 22nd October 2013 and submitted such to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of the Shareholders. The Board of Directors has considered that such Minutes are correct according to the resolution of the shareholders meeting, therefore proposed to the Annual General Meeting of the Shareholders of the Year 2014 to consider to certify the minutes of the Extraordinary General Meeting of the Shareholders which was sent to the shareholders together with the invitation of this meeting (Enclosure no.1).

Opinion of the Board of Directors

The Board of Directors agreed to present to the Shareholders meeting to consider to certify the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2013, held on 22nd October 2013.

Agenda 2 To consider for acknowledgement of the Company's Operation Result of the Year 2013

Objectives and rationale

The Company has prepared the Board of directors' report regarding the operation result end as of 31st December 2013 showing the Company's operation result of the year 2013 in which such report has been considered by the Board of Directors and approved for its correctness and adequacy. The Company, therefore, would like to propose such report to the Annual General Meeting of the Shareholders for acknowledgement of the Company's operation result of the year 2013 which was sent to the shareholders together with the invitation of this meeting (the details of which is appeared in the annual report as the Enclosure no.2).

Opinion of the Board of Directors

The Board of Directors agreed to propose such to the shareholders' meeting for consideration of acknowledgement of the Company's operation result of the year 2013.

Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013

Objectives and rationale

The Company has prepared the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2014 held on 24th February 2014 and the Board of Directors Meeting No.2/2014 held on 25th February 2014. In this regard, the Audit Committee and the Board of Directors have considered such and, then, approved for its correction and adequacy, The Company, therefore, would like to propose such to the Annual General Meeting of the Shareholders to consider for approval the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013 (the details of which is appeared in the annual report as the Enclosure no.2).

Opinion of the Board of Directors

The Board of Directors adopted a resolution approving to propose such to the shareholders' meeting for consideration of approval the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013 which such has been considered by the meeting of audit committee No.2/2014 held on 24th February 2014 and the Board of Directors Meeting No.2/2014 held on 25th February 2014 by having the summary of material matters as follows:

In the Year 2013, the Company had its sales of Baht 40,111.64 Million which increases from the previous year for Baht 5,570.09 Million or by 16.13%. In this regard, the majority of increased sales volume was arisen from the sales growth of existing branch, the opening of new branch in Year 2013, having the total amount of income for (which is total of sales amount including other incomes i.e. rental space fees, other service fees which already included the Market Village Co., Ltd., Mega Home Center Co., Ltd., and D.C Service Center Co., Ltd., marketing fee from vendors, and incomes from

other service fees) Baht 42,830.23 Million which increases for the amount of Baht 5,860.93 Million or by 15.85%. The Company has its net profit for Baht 3,068.13 Million which increases for the amount of Baht 397.39 Million or up by 14.77%, and has its basic earnings per share for Baht 0.32 as of 31st December 2013. The Company, therefore, has its total asset in the amount of Baht 35,941.68 Million and its total debts in the amount of Baht 23,225.30 Million and for the shareholders in the amount of Baht 12,716.38 Million. In this regard, the details of operation result are appeared in the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013.

Agenda 4 To consider the approval of the dividend payment and the allocation of profit for the legal reserve fund for the Year 2013

Objectives and rationale

The Company has its policy specifying for the dividend payment for not less than 40% of the net profit. In the Year 2013, the Company had its annual net profit for the whole year in the amount of Baht 3,119.93 Million as per the separate financial statements and there is no accumulated loss remaining. Moreover, the Company has its cash flow enough to make the dividend payment according to the Company's policy.

The information showing the comparison of the dividend payment by cash and stock dividend in the previous year is as follows:

| Period | Year 2010 | Year 2011 | Year 2012 |
|--|---------------------------------------|--|---------------------------------------|
| Stock dividend payment rate (amount of existing share : stock dividend) | (6:1) , (6:1) (Interim),(Year-end) | (7:1), (cash) (Interim), (Year-end) | (5:1) , (6:1) (Interim),(Year-end) |
| Stock dividend rate per share (before dilution) | 0.3334 | 0.1429 | 0.3667 |
| Cash dividend per share (per:Baht/share) | 0.0386 | 0.1659 | 0.040823 |
| Total dividend payment (per:Baht/share) | 0.372 | 0.3088 | 0.407523 |
| Dividend payout ratio (comparing with the net profit) | 92.38% | 83.61% | 98.03% |

Opinion of the Board of Directors

Since the Company has its net profit according to the separate financial statements of the Year 2013 for the whole year in the amount of Baht 3,119.93 Million and there is no accumulated loss remaining. Moreover, the Company has its cash flow enough to make the dividend payment as per the Company's policy. The Board of Directors, therefore, approved to propose such to the shareholders' meeting for consideration the approval regarding the allocation of the legal reserve fund and the dividend payment as follows:

For the operation result of the first half of the year, the Extraordinary General Meeting of the Shareholders No. 1/2013 held on 22nd October 2013 has adopted the resolution to allocate for 5% of the net profit for the legal reserve fund as at the amount of Baht 71.56 Million which such amount was calculated from the net profit of the separate financial statements of January 2013 to June 2013 in the amount of Baht 1,431.19 Million and approved the interim dividend payment for the operation result of the first six months of the Year 2013 on 15th November 2013 as follows:

(A) Payment of dividend by the Company's ordinary shares in the ratio of six (6) current shares per one (1) dividend shares or equivalent as dividend payment at Baht 0.1667 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.1667 per share.

(B) Payment of dividend by cash at the rate of Baht 0.0186 per share.

The total of dividend payment for the first half of the year is at the rate of Baht 0.1853 per share.

Therefore, the Board of Directors proposed to the meeting of shareholders to acknowledge such interim dividend payment.

For the operation results of the second half of the year 2013 (July-December) as per separate financial statement, the Board of Directors proposed to the Shareholders' Meeting as follows:

(A) To allocate the profit to the legal reserve fund of the year 2013 in the amount of Baht 84.42 Million, which such was calculated from 5% of the net profit of the separate financial statement of July 2013 - December 2013 as in the amount of Baht 1,688.74 Million

(B) To approve payment of dividend by ordinary shares to shareholders in the ratio of seven (7) current shares per one (1) dividend share, not exceeding 1,370.35 Million shares at par value of 1 Baht per share, or totally not exceeding Baht 1,370.35 Million or equivalent at Baht 0.1429 per share for divided payment. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.1429 per share.

(C) To approve to pay dividend by cash at the rate of Baht 0.0159 per share, or not exceeding in total of Baht 152.48 Million.

The total of profit allocated for legal reserve fund of the Year 2013 was at the amount of Baht 155.98 Million, and the total of the stock dividend and the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.3441 per share (before taking dilution effect) which can be calculated as in the total amount of approximately Baht 3,045.64 Million, or at payout ratio of 97.62% divided to stock dividend 87.83% and cash dividend totaling 9.79%. Such rate of dividend payment is in accordance with the dividend payment policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

By specifying the list of shareholders who are entitled to receive the dividend on 22nd April 2014, and collecting the names of shareholders, according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of share on 23th April 2014, and fixing the date of dividend payment to be made within 8th May 2014.

Agenda 5 **To consider and approve the decrease of the Company's registered capital by way of eliminating the 296,905 ordinary shares with the par value of Baht 1, remaining from the allocation of stock dividend per the resolution adopted from the Extraordinary General Meeting of the Shareholders No. 1/2013, and the amendment to Article 4 of the Memorandum of Association in order to be in line with the decrease of registered capital**

Objectives and rationale

As a result of the Extraordinary General Meeting of the Shareholders No. 1/2013 on 22nd October 2013 in which the meeting adopted the resolution for payment of dividend in the form of the stock dividend

not exceeding 1,370,210,000 shares, which from the actual distribution of stock dividend, there were shareholders receiving stock dividend in total of 1,369,913,095 shares. Therefore, there are remaining shares to support the dividend payment totaling of 296,905 shares. Since there are shares which the Company has not completely issued as registered, in order to be in compliance with the law, the Company, therefore, has to decrease its registered capital.

Opinion of the Board of Directors

The Board of Directors approved to propose such to the shareholders' meeting for consideration of approval to decrease the registered capital of the Company from the previous registered capital of Baht 9,589,847,893, by eliminating the registered ordinary share remaining from the stock dividend allocation according to the resolution of the Extraordinary General Meeting of the Shareholders No. 1/2013 in total of 296,905 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be consistent with the decrease of the registered capital as follows:

"Clause 4" Registered capital (Baht): 9,589,550,988 (Nine Billion, Five Hundred and Eighty-Nine Million, Five Hundred and Fifty Thousand, Nine Hundred and Eighty-Eight baht)
 Divided into (shares) : 9,589,550,988 (Nine Billion, Five Hundred and Eighty-Nine Million, Five Hundred and Fifty Thousand, Nine Hundred and Eighty-Eight shares)
 Par value of (Baht) : 1 (One Baht)

which are classified into

Ordinary shares (shares): 9,589,550,988 (Nine Billion, Five Hundred and Eighty-Nine Million, Five Hundred and Fifty Thousand, Nine Hundred and Eighty-Eight shares)
 Preference shares (shares) : - (.....-.....)"

Agenda 6 To consider the approval for the increase of registered capital 1,370,350,000 shares to support stock dividend payment and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the increase of registered capital

Objectives and rationale

The Chairman informed the meeting that as the Company adopted the resolution for the dividend payment in the form of ordinary share of the Company to shareholders, the details of which appears in Agenda 4, the Company shall allocate ordinary shares to support the dividend payment for 1,370,350,000 shares. However, the Company available shares are not sufficient to support the dividend payment. The meeting, therefore, was proposed to the meeting to consider the approval to increase registered capital from the previous registered capital of Baht 9,589,550,988 to the new registered capital of Baht 10,959,900,988, divided into 10,959,900,988 shares. Thus, there will be issuance of new 1,370,350,000 ordinary shares at par value of Baht 1 per share to support the dividend payment, and Clause 4 of Memorandum of Association of the Company shall be amended to be consistent with the increase of registered capital of the Company

Opinion of the Board of Directors

The Board of Directors approved to propose such to the shareholders' meeting for consideration of approval to increase registered capital from the previous registered capital of Baht 9,589,550,988 to

the new registered capital of Baht 10,959,900,988, divided into 10,959,900,988 shares. Thus, there will be issuance of new 1,370,350,000 ordinary shares at par value of Baht 1 per share to support the dividend payment, and Clause 4 of Memorandum of Association of the Company shall be amended to be consistent with the increase of registered capital of the Company as follows:

“Clause 4” Registered capital (Baht): 10,959,900,988 (Ten Billion, Nine Hundred and Fifty-Nine Million, Nine Hundred and Thousand, Nine Hundred and Eighty-Eight baht)
 Divided into (shares) : 10,959,900,988 (Ten Billion, Nine Hundred and Fifty-Nine Million, Nine Hundred and Thousand, Nine Hundred and Eighty-Eight shares)
 Par value of (Baht) : 1 (One Baht)

which are classified into

Ordinary shares (shares): 10,959,900,988 (Ten Billion, Nine Hundred and Fifty-Nine Million, Nine Hundred and Thousand, Nine Hundred and Eighty-Eight shares)
 Preference shares (shares) : - (.....-.....)”

Agenda 7 To consider the approval for the increased shares allocation to support the stock dividend payment

Objectives and rationale

As the Company adopted a resolution regarding the dividend payment in the form of ordinary shares of the Company to shareholders as described in Agenda 4, the Company shall allocate ordinary shares to support the stock dividend payment for 1,370,350,000 shares.

Opinion of the Board of Directors

The Board of Directors proposed to the Annual General Meeting of the Shareholders of the Year 2014 for consideration of approval to increase registered capital by the issuance of new 1,370,350,000 ordinary shares. Therefore, the meeting adopted the resolution to propose such to the Annual General Meeting of the Shareholders of the Year 2014 for consideration of the approval to allocate ordinary shares for increase of registered capital for 1,370,350,000 shares to support the stock dividend payment.

Agenda 8 To consider the amendment of Clause 3 of Memorandum of Association of the Company (Objectives)

Objectives and rationale

The Chairman of the meeting reported to the meeting that as currently the Company is expanding its business and needs to incorporate several subsidiary companies in order to carry on various types of business i.e. shopping center, retail trade both in domestic and foreign countries, business to lease on the rooftop for production of electricity including new type of businesses which may carry on in the future and it may be necessary to enter into guarantee of loan for the subsidiary company or associated company in the beginning of the operation.

However, as the wording of existing objectives of the Company is not clear and does not cover such business, therefore, in order to have the clearer wording of the objectives of the Company and covered, it is necessary to amend and add the objectives of the Company to make it consistent.

Opinion of the Board of Directors

The Board of Directors considered that as the wording of existing objectives of the Company is not clear and does not cover the said business, in order to make the clearer wording of objectives of the Company and covered and serve the expansion of new businesses, it is necessary to amend and add the objectives of the Company to be consistence. Therefore, the meeting adopted the resolution to propose such to the Meeting of the Shareholders for consideration of the approval to amend Clause 3 of Memorandum of Association of the Company (the Company's objectives) by amending one clause of the existing objective and adding 3 new clauses of the objectives from the 44 pervious clauses, being total 47 clauses. The details of the amendment are as follows:

8.1 The Company's Objectives to be amended

The Existing Company's Objectives:

Borrowing of money, making overdraft from bank, juristic person, other financial institutions. Lending money or giving credits by other means with or without security, acceptance, issuance, transfer and endorsement of financial instruments or other negotiable instruments, except for the business of bank, financial institution and credit foncier businesses.

The Amended Company's Objectives shall be:

Borrowing of money, making overdraft **or performing any act in the nature of borrowing** from bank, juristic person, other financial institutions. Lending money or giving credits by other means with or without security, acceptance, issuance, transfer and endorsement of financial instruments or other negotiable instruments, except for the business of bank, financial institution and credit foncier businesses, **and including also providing guarantee, performance under contract or all any other debts of the Company or its subsidiaries or associated company provided that such shall not exceed the amount of the shareholding by any method which includes but not limited to bringing immovable property of any company to register mortgage, bringing movable property to pledge or to create encumbrances over the assets of the Company to secure repayment of debt.**

8.2 The Company's Objectives to be added:

- (1) Engaging in the business of generating and distributing electricity domestically to government sector and private entities.
- (2) Engaging in the business of manufacturing and distributing electricity generator and solar power to governments section and private entities.
- (3) Engaging in the business relating to education, school, education institute after receiving license from concerned authorities.

Agenda 9 To consider the amendment to the Articles of Association of the Company, Article 24 in relation to the authorized signatory of Company's directors.

Objectives and rationale

The Chairman of the meeting reported to the meeting that as the Company is expanding its business, for convenience and prompting in regard to obtaining permission and contacting with the official, it is appropriate to grant the power to only one director to execute his/her name to bind the Company, in particular for the matter of obtaining permission from the official or government sector or state enterprise. However, as the existing Articles of Association of the Company indicates that two directors shall jointly execute their names, therefore, it is necessary to amend the Articles of Association of the Company.

Opinion of the Board of Directors

The Board of Directors having considered for convenience and efficiency in regard to obtaining permission, adopted the resolution to propose such to the Meeting of the Shareholders for consideration of the approval to amend Clause 24 of the Articles of Association of the Company regarding the power of the directors to execute their name to bind the Company.

The Existing Articles of Association:

Article 24. The authorized signatory directors who can sign for the Company to bind the Company are two directors, except Independent Director and Audit Committee, sign their name jointly with Company's seal affixed.

Subject to the requirement under the first paragraph, the Board of Directors may specify name of director from all directors who can have the authority to sign to bind the Company together with Company's seal affixed.

The Amended Articles of Association shall be:

Article 24. The authorized signatory directors who can sign for the Company to bind the Company are two directors, except Independent Director and Audit Committee, sign their name jointly with Company's seal affixed. **However, except for filing a complaint, asking for permission, asking for registration, filing form including any necessary actions in pursuing the aforesaid matters to the government sector, state enterprises or any organization which is responsible for such matters, only one director can sign for the Company with the Company's seal affixed.**

Subject to the requirement under the first paragraph, the Board of Directors may specify name of director from all directors who can have the authority to sign to bind the Company together with Company's seal affixed.

Agenda 10 To consider the approval the re-appointment of the Company's directors in place of the directors who are retired by rotation

Objectives and rationale

Clause 14 of Articles of Association of the Company specifies that, in every Annual General Meeting of the Shareholders, one-third directors shall be retired from their position. In case the number of directors cannot be divided into 3 parts, the number of the directors in closely number of one-third shall be retired from their position. In the first and the second year after the Company has been registered for public company, the rotation of the director shall be proceeded by way of drawing lots. For the following years, the director who is in the position for the longest term would be retired. However, the director who is retired by rotation may be re-appointed to be the director for another term.

Four directors of the Board of Directors who are retired by rotation in this year are as follows:

| | | | |
|-----------------|--------------|----------|---|
| 1. Mr. Anant | Asavabhokhin | Position | Chairman of Board of Directors |
| 2. Mr. Pong | Sarasin | Position | Directors and Independent Director |
| 3. Mr. Khunawut | Thumpomkul | Position | Directors and Managing Director |
| 4. Mr. Apichat | Natasilpa | Position | Directors and the Nomination and Remuneration Committees |

As the Company gave the opportunity to the shareholders to propose name of director for their consideration in the agenda of appointment of director, in the Company's website from 30th September 2013 to 15th January 2014, it appears that there was no person being nominated to be considered for being a director of the Company and Mr. Apichat Natasilpa informed to the Company that he does not wish to be in the position of the director.

The Nomination and Remuneration Committee has considered that all three existing directors, who are retired by rotation in this year, have fully met with the qualification as specified in the Public Company Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation and, therefore, would like to propose to re-appoint such directors to be directors of the Company for another term.

The Nomination and Remuneration Committee has considered and proposed Mr. Achawin Asavabhokin to be the director in place of Mr. Apichat Natasilpa and the Nomination and Remuneration Committee has considered and opined that he is fully qualified under the Public Company Act B.E. 2535.

(The biography of the directors, number of years in the position of director, and the amount of time attending the meeting are appeared in the Enclosure 5.)

Opinion of the Board of Directors

The Board of the Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee since there are criterions of nomination by considering from their qualification, and opined that all three directors have fully met with the qualification as specified in the Public Company Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation. Moreover, the three directors have well performed their obligation with the Company for a long period of time. The Board of the Directors, therefore, approved to propose such to the Shareholders' meeting for consideration the approval to re-appoint the three directors of the Company who would be retired by rotation in this year to be directors of the Company for another term, and appoint Mr. Achawin Asavabhokin to be the director in place of Mr. Apichat Natasilpa by considering that he is fully qualified under the Public Company Act B.E. 2535.

Agenda 11 To consider the approval the remuneration of directors for the Year 2014

Objectives and rationale

Section 90 of the Public Company Act B.E. 2535 specifies that "the Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company."

Clause 15 of the Articles of Association of the Company specifies that "the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders' meeting and such remuneration may be specified in the certain amount of money, or criterions for consideration from time to time, or in effective all time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the company's rules."

The contents in the first paragraph will not be affected to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.

The Company has its procedure to propose the remuneration through the consideration of the Nomination and Remuneration Committee before proposing such to the Board of Directors of the Company for their consideration and approval in order to propose such to the shareholders' meeting. In this regard, the Nomination and Remuneration Committee has considered according to the specified criterions as follows:

1. Considering of suitability by comparing with the criterions in method, rate of payment, and obligation assigned of the Company the same business and industry, and the Company's cash flow.
2. Considering the Company's operation result as of year end, and the payment will be made when the Company has its profit.

3. Considering to pay for remuneration when the Company has already paid consideration to shareholders and employees.

The composition of the director's remuneration is the remuneration in providing the consultation in any matter to the Company working group and attendance fee. Normally, the Company will arrange for the Board of Directors Meeting to be held at least once a month, and also arrange for the other sub-committee meetings i.e. the Audit Committees Meeting, the Executive Directors Meeting, and the Nomination and Remuneration Committees Meeting.

The Nomination and Remuneration Committees and the Board of Directors of the Company have considered to specify the remuneration of the directors of the Company by considering from the Company's result in overall, the dividend payment paid to shareholders, obligations and responsibilities of each of the Board of Directors group, and, therefore, opined that the shareholders' meeting should approve for remuneration of the directors and sub-committees of the Year 2014.

As for other benefits, the Company proposed to the meeting for acknowledgement that the other benefits that the Company gave to the directors were only the welfares benefit for buying goods with discount, which the given discount are as specified in the Articles of Association of the Company having been approved by the shareholders meeting, and that such welfares benefit was given by the Company at the rate not higher than the rate the Company gives to general VIP customers which is fixed at the highest rate not more than 10%.

The information showing the comparison of remuneration payment in the previous years is as follows:

| The year paid for remuneration | Approved amount | Actual amount paid |
|---------------------------------------|------------------------|---------------------------|
| 2011 | 12,000,000 Baht | 10,435,000 Baht |
| 2012 | 12,000,000 Baht | 10,570,000 Baht |
| 2013 | 12,000,000 Baht | 11,120,000 Baht |

Number of the Board of Directors' Meeting in 2013 was as follows:

| Board of Directors | Actual Number of Meeting in 2013 |
|---|---|
| -Board of Directors Meeting | 12 |
| -The Executive Directors Meeting | 12 |
| -The Audit Committees Meeting | 14 |
| -The Nomination and Remuneration Committees Meeting | 2 |

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee and, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the remuneration of directors and sub-committees of the year 2014 which is equivalent to the payment for the year 2013. The details of remuneration of director of each group are as follows:

| Details of Remuneration | Amount |
|---|--|
| Remuneration of Directors | |
| 1. Monthly remuneration - Chairman - Director | Baht 80,000 per person / per month Baht 40,000 per person / per month |
| 2. Remuneration per meeting attendance - Chairman - Director | Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance |
| Remuneration of each group of sub-committee: meeting allowance is payable for each meeting only the time of meeting attendance. (Sub-committees are the Audit Committees, the Executive Directors, and the Nomination and Remuneration Committees.) | |
| Remuneration per meeting attendance For Chairman of the sub-committee For Director of each sub-committee | Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance |

Besides, the director remunerations as mentioned above, the Company has given other benefits to the directors i.e. the welfares benefit for buying goods with discount which the given discount is as specified in the Articles of Association of the Company having been approved by the shareholders meeting, and such welfares benefit was given by the Company at the rate not higher than the rate the Company gives to general VIP customers, which is fixed at the highest rate not more than 10%.

Agenda 12 To consider the approval the payment of directors' bonus for the Year 2013

Objectives and rationale

Section 90 of the Public Company Act B.E. 2535 specifies that "Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company."

Clause 15 of the Articles of Association of the Company specifies that "the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders' meeting and such remuneration may be specified in the certain amount of money, or criteria for consideration from time to time, or in effective all time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the company's rules."

The contents in the first paragraph will not be affected to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.

The Nomination and Remuneration Committees has considered the bonus of the directors by considering on the suitability having the criteria as follows:

1. Since the Board of Directors has participated in specifying the policy, business guideline, including providing the counsel regarding the Company's operation, as such can be determined from the Company's net profit increased from the Year 2012 by 14.89%.

2. In Year 2013, the growth of SET 50 index in overall decreased by 6.56% from the Year 2012. However, the market value of the Company (Market Capitalization) increased for 1.06% which such was the result of the growth of the Company's operation result increasing by 14.89%. These results are supported by the contribution of the directors.

The information showing the comparison payment of director's fees of the previous years was follows:

| The Year approved for the fees payment to the directors and sub-committees | Approved amount | Actual amount paid |
|---|------------------------|---------------------------|
| 2010 | 15,000,000 Baht | 15,000,000 Baht |
| 2011 | 17,000,000 Baht | 17,000,000 Baht |
| 2012 | 22,000,000 Baht | 22,000,000 Baht |

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee which has considered on the bonus of the directors by concerning on the suitability and comparing with the facts from the same industry including the expansion of business and the growth of the Company's profit and, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the payment of fees for all directors and sub-committees of the year 2013 in the amount of Baht 25,000,000 (Twenty Five Million Baht).

Agenda 13 To consider the approval the appointment of auditors and determination the auditing fee for the year 2014

Objectives and rationale

Clause 30(5) of the Articles of Association of the Company specifies that the matter which the Annual General Meeting shall proceed are as follows: (5) appointing the auditors and specify the audit fee.

The Audit Committee has considered many auditors by considering the performance result, independence of the auditor, and then proposed to the Board of Directors to appoint the auditors of EY Office Limited (Formerly known as Ernst & Young Office Limited) to be the auditors of the Company of the Year 2014 as per the following names:

| | | | |
|-----------------|-----------------|-----|-----------------|
| 1.Mrs. Kingkarn | Atsawarangsalit | CPA | No. 4496 and/or |
| 2.Mr. Sophon | Permsirivallop | CPA | No. 3182 and/or |
| 3.Mr. Chayapol | Suppasertanon | CPA | No. 3972 and/or |
| 4.Ms. Pimjai | Manitkajohnkit | CPA | No. 4521 |

This is because they have good standard in their performance, specialized in auditing, and always well performed in their obligations. In addition, when comparing with the quantity of work and the rate of audit fee of other listed companies in the same level, the committee opines that such audit fees is appropriate and, therefore, approve the audit fee for year 2014 in amount of not exceeding Baht 3,200,000.

In addition to the audit fee, the Company has also paid other fee, i.e. fee for being witness for destruction of damaged goods at approximately Baht 100,000. Moreover, there may be additional audit fee from the increase of new branch or registration of new company which the Company approved the expense of such additional fees at not exceeding Baht 500,000. The details of the audit fee for the year 2014 are as follows:

| Audit Fee | Year 2012 | Year 2013 | Year 2014 |
|---|------------------|------------------|------------------|
| Annual auditing fee for the financial statements of the Company and subsidiaries | Baht 1,590,000 | Baht 1,720,000 | Baht 2,090,000 |
| Quarterly reviewing fee for financial statements of the Company and subsidiaries for the whole year | Baht 930,000 | Baht 960,000 | Baht 1,110,000 |
| Total amount to request for approval | Baht 2,520,000 | Baht 2,680,000 | Baht 3,200,000 |

(The biography of auditors is appeared in the Enclosure 7.)

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Audit Committee and, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the appointment of the auditors of EY Office Limited (Formerly known as Ernst & Young Office Limited) to be the auditors of the Company of the Year 2014, and approved the audit fee for year 2014 in amount of not exceeding Baht 3,200,000 and other fees, i.e. fee for being witness for destruction of damaged goods at approximately Baht 100,000. Moreover, there may be additional audit fee from the increase of new branch or registration of new company which the Company approved the expense of such additional fees at not exceeding Baht 500,000, as proposed by the Audit Committee, as per the following names:

- | | | | |
|------------------|-----------------|-----|-----------------|
| 1. Mrs. Kingkarn | Atsawarangsalit | CPA | No. 4496 and/or |
| 2. Mr. Sophon | Permsirivallop | CPA | No. 3182 and/or |
| 3. Mr. Chayapol | Suppasetanon | CPA | No. 3972 and/or |
| 4. Ms. Pimjai | Manitkajohnkit | CPA | No. 4521 |

In the event that the auditors mentioned above are unable to perform their duties, EY Office Limited (Formerly known as Ernst & Young Office Limited) shall assign other approved auditors of the Company to examine the Company's account and express opinion on the Company's financial statement in place of them.

The Company has appointed EY Office Limited (Formerly known as Ernst & Young Office Limited) to be the audit firm of the Company until present for 6 years but there was the change of auditor within the same audit firm. In 2014 Mrs. Kingkarn Atsawarangsalit who is assigned to be the auditor of the Company to examine and express opinion on the Company's financial statement since the Year 2010 up to year 2014 totaling for 5 years. However, the auditors have no conflict of interest with the Company/ subsidiary/executive/major shareholder or any person related to such person in which the auditors of the Company and the auditors of subsidiaries are in the same audit firm.

Agenda 14 Other businesses (if any)

The schedules related to the Annual General Meeting of Shareholders for the Year 2014 are appeared in the table here below:

| Schedules related to the Annual General Meeting of Shareholders | Date |
|--|-----------------------------|
| 1. Specifying the name list of shareholders who are eligible to attend the shareholders' meeting | 12 th March 2014 |
| 2. Compiling the name list according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of share for the shareholders' meeting | 13 th March 2014 |
| 3. Convening the Annual General Meeting of Shareholders for the Year 2014 | 10 th April 2014 |
| 4. Specifying the name list of shareholders who are eligible to receive dividend | 22 nd April 2014 |
| 5. Compiling the name list according to Section 225 of the Securities and Stock Exchange Act, by way of closing the registration book to suspend the transfer of share for the receiving dividend | 23 rd April 2014 |
| 6. Dividend payment | 8 th May 2014 |

Yours faithfully,

(Mr. Khunawut Thumpomkul)
Managing Director
Authorized Person of the Board of Directors
Home Product Center Public Company Limited

Remarks:

1. The Company has published the invitation letter in Thai and English version together with the proxy form in A,B, and C on the Company's website in which the shareholders can download at www.homepro.co.th
2. In the event that the shareholder desires to give his/her proxy to "Independent Director", please send the document to **the Investor Relation Department, Home Product Center Public Company Limited no. 96/27, 4th Floor, Moo.9, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000.**
3. In the event that the shareholder desires to make inquiry regarding any agenda of the Company's meeting, the shareholder can send his/her question to the Company in advance within 28th March 2014 at **96/27, 4th Floor, Moo.9, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000 or at email: ir@homepro.co.th.**

**The Extraordinary General Meeting of the Shareholders No.1/2013
of
Home Product Center Public Company Limited**

The meeting was held on 22nd October 2013 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel, 662 Rama IV Road, Bangrak Sub District, Bangrak District, Bangkok Metropolis.

As the Chairman of the Board of Directors, **Mr. Anant Asavabhokhin**, was engaged with other business, he could not attend the meeting. The shareholders proposed **Mr. Rutt Phanijphand** to be the Chairman of the meeting. The meeting unanimously adopted the resolution to appoint Mr. Rutt Phanijphand to be the Chairman of the meeting.

The Chairman of the meeting declared the meeting opened and introduced directors who attended the meeting as follows:

Name of the Directors Attending the Meeting

| | | |
|------------------|----------------------|--|
| 1. Mr. Rutt | Phanijphand | Position : Executive Director and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Manit | Udomkunnatum | Position : Director and Chairman of the Executive Directors |
| 3. Mr. Naporn | Soonthornchitcharoen | Position : Executive Director |
| 4. Mr. Joompol | Meesook | Position : Director |
| 5. Mrs. Suwanna | Buddhaprasart | Position : Director |
| 6. Mr. Khunawut | Thumpomkul | Position : Managing Director |
| 7. Mr. Apichat | Natasilpa | Position : The Nomination and Remuneration Committee |
| 8. Mr. Apilas | Osatananda | Position : Chairman of Audit Committee and Independent Director |
| 9. Mr. Thaveevat | Tatiyamaneeikul | Position : Audit Committee and Independent Director |
| 10. Mr. Chanin | Roonsamrarn | Position : Audit Committee, Independent Director and The Nomination and Remuneration Committee |

Name of the Absent Directors

| | | |
|--------------|--------------|---|
| 1. Mr. Anant | Asavabhokhin | Position : Chairman of the Board of Directors |
| 2. Mr. Pong | Sarasin | Position : Independent Director |

Company Secretary and acting as Secretary of the Meeting

| | | |
|---------------|--------------|--|
| 1. Ms. Wannee | Juntamongkol | Position : Senior Vice President – Finance (Chief Executive of Accounting and Finance) |
|---------------|--------------|--|

Name of Independent Representative and Independent Person for Vote Counting

- | | |
|------------------------------|---|
| 1. Ms. Chanobol Promsatit | Legal Consultant from Wissen&Co Limited |
| 2. Mr. Monchai Manapitakpong | Minority Shareholder |

Independent Financial Advisor

As this Extraordinary General Meeting of Shareholders has the agenda of acquiring and disposing of assets and connected transactions, the Company has appointed an independent financial advisor to provide opinions, i.e. Advisory Plus Co.,Ltd., who has attended this meeting together with a representative from Land and Houses Fund Management Co.,Ltd. to give information and answer questions to shareholders.

Number of Shareholders Attending the Meeting

Mr. Rutt Phanijphand, Chairman of the Nomination and Remuneration Committee, being the Chairman of this meeting, reported the quorum of this meeting to shareholders as follows:

- | | | |
|---|----------------------------|----------------------|
| – Number of shareholders attending the meeting in person | 308 shareholders holding | 573,756,306 shares |
| – By proxies | 953 shareholders holding | 6,017,580,022 shares |
| – Total number | 1,261 shareholders holding | 6,591,336,328 shares |
| – Equivalent to percentage of 80.1901 of total issued shares. | | |

This constituted a quorum.

Proceeding of the Meeting

The Chairman assigned Mr. Khunawut Thumpomkul to explain the proceeding of the meeting, voting, right to express opinion and making inquiry, including the details of each agenda as follows:

The meeting shall be proceeded according to the agenda notified in the invitation notice for the meeting. The details of each agenda will be informed in the meeting.

Right of Shareholder to Express Opinion

In case that any shareholder has opinion or inquiry, that shareholder shall raise hand and inform the name and last name. Then, such shareholder shall give opinion or make the inquiry in order for the meeting to answer such inquiry.

Voting Method

The Company has used the voting method of 1 share per 1 vote and has prepared the voting cards of each agenda for each shareholder. After the report of each agenda has been made, the meeting will be requested to vote and the shareholders will be informed that if any shareholder would disagree or abstain, a hand shall be raised. Then, there shall be collecting of the voting cards for such disagreeing or abstaining vote, in order to gather the votes and inform the meeting. The Company would deduct the disagreeing or abstaining votes from all votes.

For the shareholder who gave proxy to other person to attend the meeting and vote upon his decision, the Company had recorded their agreeing, disagreeing or abstaining votes in the electronic system for each agenda voting.

The agreeing voting cards not being collected during the meeting was requested to be returned after the adjournment of meeting. The Company appointed independent representative being the lawyer from **Wissen&Co Limited** to act as an independent person for the vote counting.

The Company's Article of Association regarding shareholders meeting and resolution of shareholders meeting can be examined from the Enclosure 6 (Pages 56) enclosed with the invitation notice for the meeting.

Remark : The Public Company Act provides that resolutions adopted for general matter requires the votes of not less than half of the votes of shareholders attending the meeting and casting votes, by not counting the abstained votes. Therefore, in each Agenda except Agenda 3,4,6 and 7 (which require the votes of not less than three - forth of shareholders attending the meeting and having the right to vote), the abstained votes would not be considered.

Equitable Treatment to Shareholders

1. Dissemination of the invitation notice for the meeting

In order for the shareholders to access details of this extraordinary shareholders meeting, the Company has published the invitation notice both in Thai and English language on the Company's website since 30th September 2013 and has notified the news to the Stock Exchange of Thailand, and also has provided the opportunity to the shareholders to send in question in advance to the Company at Investor Relation Department or email: ir@homepro.co.th from 30th September 2013, to which the date closed for receiving the question was 15th October 2013. During the period, there was one shareholder sent in the question to the Company, and the Company would answer this question in the meeting accordingly.

Remark : After the Chairman had announced the number of shares to the meeting, there were another 176 shareholders holding 37,580,788 shares attending the meeting. Therefore, there were totally 1,437 shareholders attending the meeting, holding the shares in total of 6,628,917,116 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in each agenda were increased accordingly.

The Extraordinary General Meeting of the shareholders No.1/2013 considered the agendas and adopted the resolutions as follows.

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of the Shareholders for the year 2013.

The Chairman proposed to the meeting that the Minutes of the Annual General Meeting of the Shareholders for the year 2013 held on 5th April 2013 which was already sent to the shareholders together with the invitation notice for the meeting, be certified.

Resolved The meeting, after having considered, resolved that the Annual General Meeting of the Shareholders for the year 2013 be certified, with the votes exceeding one-half of total votes of shareholders attending the meeting and casting vote, with following details:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and casting votes |
|---------------|--------------------------------------|--|
| 1. Approve | 6,628,912,376 | 100 |
| 2. Disapprove | 0 | 0 |
| 3. Abstain | 4,740 | Not Count |

Remark : After the meeting considered the Agenda 1, there were additional 31 shareholders with 4,150,185 shares attending. Therefore, the total number of shareholders attending the meeting was 1,468 shareholders having 6,633,067,301 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of vote in agenda 2 has increased accordingly.

Agenda 2 To approve the allocation of the retained earnings and the interim dividend payment.

Miss Wannee reported the operating results of the Company during 1st January – 30th June 2013 in conclusion to the meeting as follows: The Company has totaling 56 branches, of which 20 branches are located in Bangkok and 36 branches are in provincial area. The new opening branches in the first half of the year 2013 are Trang branch, Chanthaburi branch, Chumphon branch, Prachinburi branch.

In the first half of the year 2013, the Company had the total sales amount of Baht 19,174 Million which was increased from the previous year by the amount of Baht 2,800 Million or increased by 17.1%. The increase of the sales was mainly due to the growth of the existing branches and the opening of new branches in the year 2013. The Company had net profit during the period of Baht 1,422 Million, increased year-on-year by the amount of Baht 221 or increased by 18.4% and having the net profit per share of Baht 0.17 per share.

Other than an enhancement of Company operational efficiency, the Company also focused on corporate social responsibility by supporting activities under the project of “**School Kids Toilet**”. The Company has continuously built and improved toilet facilities in various schools, as well as has provided trainings on proper usage and maintenance. The Company has built a total of 1,601 toilets for 119 schools in 32 provinces.

The Chairman declared to the meeting that from January to June 2013, the Company has a net profit in the amount of Baht 1,431.19 Million derived from its operating result with no accumulated deficit. In addition, there is sufficient cash flow to be paid as the interim dividend payment in which the provision for dividend payment policy as specified must not be lower than 40% of the net profit.

According to Section 115 of the Public Company Act and Clause 37 of the Articles of Associations of the Company, which indicates that “the Board of Directors may pay interim dividend to the shareholders from time to time when it appears that the Company has reasonable profits to make such payment. After having paid the dividend, the Company shall report to the shareholders in the next meeting for acknowledgment”.

Even though the payment of interim dividend is the power of the Board of Directors, the payment of the dividend in the form of Stock Dividend and Cash Dividend must be approved by the Shareholders' Meeting pursuant to Section 117 of the Public Company Act.

In this regard, the Board of Directors Meeting No. 8/2013 adopted a resolution to propose to the Meeting of the Shareholders to consider and approve the allocation of the net profit derived from its operating result from January to June 2013 and the interim dividend payment in the form of Stock Dividend and Cash Dividend in order to provide the shareholder return, to retain liquidity for business expansion of the Company and to increase stock liquidity for share trading in the Stock Exchange.

Comparison of the dividend payment of the previous years is as follows:

| Period | 2010 | 2011 | 2012 |
|---|---------------------------------------|--------------------|---------------------------------------|
| Stock dividend payment rate (amount of existing share : stock dividend) | (6:1) , (6:1) (Interim),(Year-end) | (7:1) (Interim) | (5:1) , (6:1) (Interim),(Year-end) |
| Stock dividend rate per share (before dilution) | 0.3334 | 0.1429 | 0.3667 |
| Cash dividend per share | 0.0386 | 0.1659 | 0.040823 |
| Total dividend payment | 0.372 | 0.3088 | 0.407523 |
| Dividend payout ratio (comparing with the net profit) | 92.38% | 83.61% | 98.03% |

The Board of Directors adopted a resolution to propose to the Meeting of the Shareholders to consider for approval of the allocation of the net profit and the interim dividend payment as per the following details:

(1) Allocated as the statutory reserve in the amount of Baht 71.56 Million which is equivalent to 5% of the net profit from January 2013 to June 2013 in the amount of Baht 1,431.19 Million.

(2) Paid dividend by the Company's ordinary shares of not exceeding 1,370,210,000 shares at the par value of Baht 1 to the Company's shareholders in the ratio of six (6) current shares per one (1) dividend share, having the total value of not exceeding Baht 1,370,210,000, or equivalent to payment of Baht 0.1667 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.1667 per share.

(3) Paid dividend by cash at the rate of Baht 0.0186 per share, or equivalent to the total amount of not exceeding Baht 152,900,000.

In combination of the stock dividend and the cash dividend shall be paid at the rate of Baht 0.1853 per share, which is within the scope of the Company's policy on dividend payment. All dividends shall be subject to withholding tax deduction at the rate stipulated by law.

In this regard, on 30th October 2013, the Company will list the name of shareholders who are entitled to receive Stock Dividend and Cash Dividend and will gather the names by closing the share registration book on 31st October 2013 pursuant to Section 225 of the Securities and

Attachment 1

(Translation)

Exchange Act. The payment of such Stock Dividend and Cash Dividend shall be made within 15th November 2013.

Resolved The meeting approved the allocation of the net profit and the interim dividend payment as per the following details:

(1) Allocated as the statutory reserve in the amount of Baht 71.56 Millions which is equivalent to 5% of the net profit from January 2013 to June 2013 in the amount of Baht 1,431.19 Million.

(2) Paid dividend by the Company's ordinary shares of not exceeding 1,370,210,000 shares at the par value of Baht 1 to the Company's shareholders in the ratio of six (6) current shares per one (1) dividend share, having the total value of not exceeding Baht 1,370,210,000, or equivalent to payment of Baht 0.1667 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.1667 per share.

(3) Paid dividend by cash at the rate of Baht 0.0186 per share, or equivalent to the total amount of not exceeding Baht 152,900,000.

In combination of the stock dividend and the cash dividend shall be paid at the rate of Baht 0.1853 per share, which is within the scope of the Company's policy on dividend payment. All dividends shall be subject to withholding tax deduction at the rate stipulated by law.

In this regard, on 30th October 2013, the Company will list the name of shareholders who are entitled to receive Stock Dividend and Cash Dividend and will gather the names by closing the share registration book on 31st October 2012 pursuant to Section 225 of the Securities and Exchange Act. The payment of such Stock Dividend and Cash Dividend shall be made within 15th November 2013.

The meeting adopted the resolution with the votes exceeding one-half of total votes of shareholders attending the meeting and casting votes, with following details:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and casting votes |
|---------------|--------------------------------------|--|
| 1. Approve | 6,633,062,561 | 100 |
| 2. Disapprove | 0 | 0 |
| 3. Abstain | 4,740 | Not Count |

Remark : After the meeting considered the Agenda 2, there were additional 4 shareholders with 72,864 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 1,472 shareholders having 6,633,140,165 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of vote in agenda 3 has increased accordingly.

Agenda 3 To consider and approve the decrease of registered capital of the Company from the current registered capital of Baht 8,228,193,829 to be the new registered capital of Baht 8,219,637,893 by way of eliminating the total 8,555,936 ordinary shares with par value of one Baht, remaining from the allocation of stock dividend per the resolution adopted from the Annual General Shareholders' Meeting 2013 total of 999,994 shares and remaining from exercise of the rights of conversation from the warrants issued to employees of the Company (ESOP-W4) total of 7,555,942 shares, and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the decrease of the registered capital.

The Chairman informed the meeting that as a result of the General Meeting of the Shareholders No. 1/2013 on 5th April 2013 in which the meeting adopted the resolution for payment of dividend in the form of the stock dividend not exceeding 1,174,610,000 shares, which from the actual distribution of stock dividend, there were shareholders receiving stock dividend in total of 1,173,610,006 shares. Therefore, there are remaining shares to support the dividend payment totaling of 999,994 shares. In addition, the Company has the remaining shares from exercise of the rights of conversation from the warrants issued to employees of the Company (ESOP-W4) which the exercising date was due on 14th May 2013 in total of 7,555,942 shares. Thus, the total remaining shares are 8,555,936 shares. Since there are shares which the Company has not completely issued as registered, in order to be in compliance with the law, the Company, therefore, has to decrease its registered capital.

Therefore, shareholders' meeting was requested to consider of approval to decrease the registered capital of the Company from the previous registered capital of Baht 8,228,193,829 to be registered capital of Baht 8,219,637,893, by eliminating the registered ordinary shares remaining from the stock dividend allocation according to the resolution of the General Meeting of the Shareholders of 2013 in total of 999,994 shares and the remaining shares from exercise of the rights of conversation from the warrants issued to employees of the Company (ESOP-W4) in total of 7,555,942 shares, being total remaining shares of 8,555,936 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be consistent with the decrease of the registered capital as follows:

| | | |
|--|---------------|---|
| "Clause 4" Registered capital (Baht) : 8,219,637,893 | | (Eight Billion, Two Hundred and Nineteen Million, Six Hundred and Thirty Seven Thousand, Eight Hundred and Ninety Three Baht) |
| Divided into (shares) : | 8,219,637,893 | (Eight Billion, Two Hundred and Nineteen Million, Six Hundred and Thirty Seven Thousand, Eight Hundred and Ninety Three Shares) |
| Par value of (Baht) : | 1 | (One Baht) |

which are classified into

| | | |
|-----------------------------|---------------|---|
| Ordinary shares (shares) : | 8,219,637,893 | (Eight Billion, Two Hundred and Nineteen Million, Six Hundred and Thirty Seven Thousand, Eight Hundred and Ninety Three Shares) |
| Preference shares (shares): | - | (.....-.....)" |

Resolved The meeting of shareholders considered and adopted the resolution to decrease the registered capital of the Company from the previous registered capital of Baht 8,228,193,829 to be the new registered capital of Baht 8,219,637,893, by eliminating the registered ordinary shares remaining from the stock dividend allocation according to the resolution of the General Meeting of the Shareholders of 2013 in total of 999,994 shares and the remaining shares from exercise of the rights of conversation from the warrants issued to employees of the Company (ESOP-W4) in total of 7,555,942 shares, being total 8,555,936 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be consistent with the decrease of the registered capital as follows:

| | | |
|--|---------------|---|
| “Clause 4” Registered capital (Baht) : | 8,219,637,893 | (Eight Billion, Two Hundred and Nineteen Million, Six Hundred and Thirty Seven Thousand, Eight Hundred and Ninety Three Baht) |
| Divided into (shares) : | 8,219,637,893 | (Eight Billion, Two Hundred and Nineteen Million, Six Hundred and Thirty Seven Thousand, Eight Hundred and Ninety Three Shares) |
| Par value of (Baht) : | 1 | (One Baht) |

which are classified into

| | | |
|-----------------------------|---------------|---|
| Ordinary shares (shares) : | 8,219,637,893 | (Eight Billion, Two Hundred and Nineteen Million, Six Hundred and Thirty Seven Thousand, Eight Hundred and Ninety Three Shares) |
| Preference shares (shares): | - | (.....-.....)” |

The meeting adopted the resolution with more than three – fourths votes of the shareholders attending the meeting and having the right to vote, as follows:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and having the right to vote |
|---------------|--------------------------------------|---|
| 1. Approve | 6,633,135,425 | 99.9999 |
| 2. Disapprove | 0 | 0.0000 |
| 3. Abstain | 4,740 | 0.0000 |

Remark : After the meeting considered the Agenda 3, there were additional 7 shareholders with 92,066 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 1,479 shareholders having 6,633,232,231 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of votes in Agenda 4 has increased accordingly.

Agenda 4 To consider the approval for the increase of registered capital by 1,370,210,000 shares to support stock dividend payment and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the increase of registered capital.

The Chairman informed the meeting that as the Company adopted the resolution for dividend payment in the form of ordinary share of the Company to shareholders, the details of which appear in Agenda 2, the Company shall allocate ordinary shares to support the dividend payment for 1,370,210,000 shares. However, the Company available shares are not sufficient to support the dividend payment. Therefore, it was proposed to the Extraordinary General Meeting of Shareholder no. 1/ 2013 to consider the approval to increase registered capital from the previous registered capital of Baht 8,219,637,893 to be the new registered capital of Baht 9,589,847,893 divided into 9,589,847,893 shares. Thus, there will be issuance of new 1,370,210,000 ordinary shares at par value of Baht 1 per share, and Clause 4 of Memorandum of Association of the Company shall be amended to be consistent with the increase of the registered capital of the Company, as follows:

| | |
|---|---|
| <p>“Clause 4” Registered capital (Baht) : 9,589,847,893</p> <p>Divided into (shares) : 9,589,847,893</p> <p>Par value of (Baht) : 1</p> | <p>(Nine Billion, Five Hundred and Eighty Nine Million, Eight Hundred and Forty Seven Thousand, Eight Hundred and Ninety Three Baht)</p> <p>(Nine Billion, Five Hundred and Eighty Nine Million, Eight Hundred and Forty Seven Thousand, Eight Hundred and Ninety Three Shares)</p> <p>(One Baht)</p> |
|---|---|

which are classified into

| | |
|--|--|
| <p>Ordinary shares (shares) : 9,589,847,893</p> <p>Preference shares (shares): -</p> | <p>(Nine Billion, Five Hundred and Eighty Nine Million, Eight Hundred and Forty Seven Thousand, Eight Hundred and Ninety Three Shares)</p> <p>(.....-.....)”</p> |
|--|--|

Resolved The meeting approved to increase registered capital from the previous registered capital of Baht 8,219,637,893 to be the new registered capital of Baht 9,589,847,893 divided into 9,589,847,893 shares. Thus, there will be issuance of new 1,370,210,000 ordinary shares at par value of Baht 1 per share, and Clause 4 of Memorandum of Association of the Company shall be amended to be consistent with the increase of registered capital of the Company, as follows:

| | |
|---|---|
| <p>“Clause 4” Registered capital (Baht) : 9,589,847,893</p> <p>Divided into (shares) : 9,589,847,893</p> <p>Par value of (Baht) : 1</p> | <p>(Nine Billion, Five Hundred and Eighty Nine Million, Eight Hundred and Forty Seven Thousand, Eight Hundred and Ninety Three Baht)</p> <p>(Nine Billion, Five Hundred and Eighty Nine Million, Eight Hundred and Forty Seven Thousand, Eight Hundred and Ninety Three Shares)</p> <p>(One Baht)</p> |
|---|---|

which are classified into

Ordinary shares (shares) : 9,589,847,893 (Nine Billion, Five Hundred and Eighty Nine Million, Eight Hundred and Forty Seven Thousand, Eight Hundred and Ninety Three Shares)

Preference shares (shares): - (.....-.....)”

The meeting adopted the resolution with more than three – fourths votes of the shareholders attending the meeting and having the right to vote, as follows:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and having the right to vote |
|---------------|--------------------------------------|---|
| 1. Approve | 6,633,226,991 | 99.9999 |
| 2. Disapprove | 500 | 0.0000 |
| 3. Abstain | 4,740 | 0.0000 |

Remark: After the meeting having considered Agenda 4, there were additional 9 shareholders with 43,046 shares attending. Therefore, the total number of shareholders attending the meeting was 1,488 shareholders having 6,633,275,277 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of vote in agenda 5 has increased accordingly.

Agenda 5 To consider the approval for the increased ordinary shares allocation to support the stock dividend payment.

The Chairman reported to the meeting that as the Company adopted a resolution regarding the dividend payment in the form of ordinary shares of the Company to shareholders as described in Agenda 2, the Company shall allocate ordinary shares to support the stock dividend payment for 1,370,210,000 shares. The Board of Directors proposed to the Extraordinary General Meeting of the Shareholders No.1/2013 for consideration of the approval to allocate ordinary shares for increase of registered capital for 1,370,210,000 shares to support the stock dividend payment.

Resolved The meeting approved the allocation of ordinary shares to increase the registered capital for 1,370,210,000 shares to support the stock dividend payment.

The meeting adopted the resolution with the votes exceeding one-half of total votes of shareholders attending the meeting and casting votes, with following details:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and casting votes |
|---------------|--------------------------------------|--|
| 1. Approve | 6,633,270,537 | 100 |
| 2. Disapprove | 0 | 0 |
| 3. Abstain | 4,740 | Not Count |

Attachment 1

(Translation)

Remark: After the meeting having considered agenda 5, there were additional 23 shareholders with 562,340 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 1,511 shareholders having 6,633,837,617 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of vote in agenda 6 has increased accordingly.

As the Agenda 6-8 are related matters regarding acquiring and disposal of assets and the entering into connected transactions, there are information to be informed to the shareholders to consider before approval, which Miss Wannee Juntamongkol was requested to report the information to the shareholders.

Ms. Wannee Juntamongkol has reported the relevant criteria to consider for entering into the establishment of property fund, as follows:

Overall Project of Leasehold Property Fund

| | |
|---------------------------|--|
| Project Name | LH Shopping Center Leasehold Property Fund |
| Project Participants | : L & H Property Co., Ltd. : Home Products Center Public Co.,Ltd. |
| Fund Management | : Land and Houses Fund Management Co., Ltd. |
| Initial Investment Policy | : Invest in 2 leasehold property funds i.e. Terminal 21 Shopping Center and the Market Village Hua Hin Shopping Center |

Details of Leasehold Property Fund

| | |
|---|---|
| Party | LH Shopping Center Leasehold Property Fund (“Property Fund”) |
| Details of Entering into Lease Agreement | To lease partial space in the Market Village Hua Hin Shopping Center building, being 4 storey-building with 1 basement, totaling leasable area of approximately 50,518 square meters, and public utilities systems such as electricity system, telephone system, elevators, escalators, air-conditioning system and engineering system, etc. including component parts and fixtures both permanently and not permanently fixed with the leased immovable property, as well as other facilities installed and used within the Market Village Hua Hin Shopping Center, and any rights related or associated with such property, |
| Details for the Sale of Movable Property | Movable property which is used for the purpose of decoration or providing conveniences to customers of Market Village Hua Hin Shopping Center |
| Lease Term | The lease period of approximately 27 years commencing from the date of lease registration and completion on 31 st August 2040 |
| Value of Entering into the Agreement (lease/sale) | Total value before expenses of not less than Baht 4,060 million |

Attachment 1

(Translation)

| | |
|------------------------------------|--|
| Investment Value | The amount of not exceeding one-third of the assets appraisal price specifically for the assets that the Company lets on lease and sells to the Property Fund, which initially it is expected that the value of the purchase of investment unit in the Property Fund will not have value more than Baht 1,420 million. |
| Property Management of the Project | Market Village Co., Ltd. |

- Shareholder: Mr. Phaiboon Saereewattana (Proxy holder)
Please explain the details of the fund before approval.
- Director: As today there is a personnel from Land and Houses Fund Management Co.,Ltd. (LH Fund) which is the property management attending the meeting, LH Fund would like to answer the question to the shareholders.
- LH Fund: The name is LH Shopping Center Leasehold Property Fund which the project would invest in 2 shopping centers, i.e. Terminal 21 and the Market Village Hua Hin Shopping Center, having approximately fund size of Baht 10,000 - 11,000 Million. There are 2 independent valuers having already evaluated the property. The certain value will be known during the book build period and the offering to sell must be approved by the Office of the Securities and Exchange Commission which is now on the process of submitting the request for such approval to the Office of the Securities and Exchange Commission. The filing process must be completed before entering into the process of IPO. Land and Houses Fund Management Co., Ltd. is the fund manager after the offering to sell and establishment of the fund. Any change of the project must be approved by investment unit holders. The operation of the fund regarding the benefit will be taken care by trustee.
- Shareholder: Mr. Suriyapong Wattanasuk
How does it affect to the minority shareholders?
- Director: There is no affect because it is the conversion of asset into equity for the purpose of expanding the business and it is to slow down financial borrowing.
- Shareholder: Mr.Supharb Pisuraj
The information in the Enclosure 4 indicates Terminal 21 but there appears no details. Please clarify the details of such matter.
- Director: Terminal 21 Shopping Center is located at Asoke intersection between Skytrain BTS and Subway MRT, having the skywalk to the entrance of the building. All property will be under the fund. It is the 8 storey-building having the lease area of 98,604 square meters, having approximately evaluated price of Baht 6,000-6,500 Million. Such project is now under the process of submitting the request for such approval to the Office of the Securities and Exchange Commission.

Attachment 1

(Translation)

- Shareholder: Mr. Wasant Phongphuttamon
1. The effect to the Company financial position
 2. How will the money which the Company obtained be used and how it will be allocated?
- Director:
1. The Company obtained the money for sale approximately of Baht 4,000 Million which is equal to the advance income for 27 years. Therefore, there will be minor effect. Moreover, the Company shall also acknowledge income in the form of assets management fee and shall have the benefit from dividend because the Company has the policy to hold the shares in the property not exceeding one-third. When the property fund allocates the dividend, the Company will receive such dividend as well.
 2. The money obtained after investing in the property fund will be approximately net Baht 2,500 Million which will be used to expand the Company's business.
- Director:
- By having Terminal 21 in the project, the fund size would be larger and more attractive. There will also an effect if the income does not reach the target but the effect will be only one-third. If the country does not face with problem, there should not be any effect.
- Shareholder: Mr. Phaiboon Saereewattana (Proxy holder)
- If this fund has only HomePro, the fund size will not be large. Having Terminal 21 makes the fund larger which is a good thing. However, I would like to propose that HomePro may hold the share amount of one-third or may not hold any shares because Terminal 21 by Land and Houses Group is well established and reputable, therefore, HomePro should consider holding the minimum shares as possible.
- Director:
- Holding of shares will not exceed one-third when comparing to overall size of the fund. It will not be at one-third but less than one-third of all shares or approximately over 10%.
- Shareholder: Mr. Jathuporn Peanjareon
- For the projection of the Market Village Hua Hin Shopping Center having the value of Baht 4,000 Million for the period of 27 years, if, within the period of 5 years, the value of the Project significantly increases, Can the money be returned to HomePro?
- Director:
- No, it cannot because if the period of 5 years passes and the value of the Project significantly increases, the money cannot be returned to HomePro but it will reflect in the price of investment unit which is purchased and sold in the Stock Exchange and the dividend will be increased if there will be high turnover.
- Shareholder: Mr. Supharb Pisuraj
- Please explain how Terminal 21 can support the business.

Director: Bringing 2 assets into the same project makes the fund size larger and more attractive for investment including liquidity. For the operation of that 2 assets, each has its own clear objectives for the highest profit for the shareholders and there is no subservience from the other.

Agenda 6 To consider the approval for entering into Lease Agreement to let out partial space in the Market Village Hua Hin Shopping Center, totaling area of approximately 50,518 square meters, and public utilities systems and the Sale and Purchase movable property in the project of Market Village Hua Hin Shopping Center to LH Shopping Center Leasehold Property Fund (“Property Fund”) and for approval to have Market Village Co., Ltd. to provide the service as the property manager of the Market Village Hua Hin Shopping Center Project.

The Chairman declared to the meeting that at present, the Company is in business expansion mode, thus requiring substantial fund for business expansion. Sourcing of funds by letting out the area together with utility system thereof to immovable property fund is an alternative channel instead of loan, and such would decrease an interest burden which may incur in the future. Such is also to increase the capability of the Company to make other investment which shall benefit the Company and the shareholders in the long term, and such can be made by the company having the high-quality property and ability to return the profit to the unit holder.

The Chairman proposed to the Extraordinary General Meeting of Shareholders No.1/2013 to consider the approval for entering into the Lease Agreement to let out partial space in the Market Village Hua Hin Shopping Center, totaling area of approximately 50,518 square meters, and public utility systems, and the Sale and Purchase of Movable Property Agreement in the project of Market Village Hua Hin Shopping Center to LH Shopping Center Leasehold Property Fund (“Property Fund”) and for approval to have Market Village Co., Ltd. to provide the service as the property manager of the Market Village Hua Hin Shopping Center Project as per the details mentioned above.

Regarding the details of the project according to the information regarding acquiring and disposing of assets and the entering into connected transactions in Enclosure 4 and the opinion report of the independent financial advisor on entering into the connected transactions in Enclosure 5, the project information is on the process of establishing and submitting the request for the approval to the Office of the Securities and Exchange Commission and such information may be changed according to necessity of the business and the order of the Office of the Securities and Exchange Commission.

However, since at present the Company has agreed to lease out certain space in the Market Village Hua Hin Shopping Center to Market Village Co., Ltd. under the lease agreement of Market Village Hua Hin Shopping Center, which such space is the same space that the Company will let on lease to the Property Fund, and, besides, Market Village Co., Ltd. as the lessee of the partial space in the Market Village Hua Hin Shopping Center, has engaged Home Product Center Public Co., Ltd. to manage and proceed with the administration of the Market Village Hua Hin Shopping Center under the Management Service Agreement for Market Village Shopping Center Project, thus, it is proposed for the Company to terminate the lease agreement of Market Village Shopping Center and the Management Service Agreement for Market Village Hua Hin Shopping Center Project made with Market Village Co., Ltd. which the termination will be effective when the lease of space agreement between the Company and the Property Fund and the Agreement to

hire the Property Manager between the Property Fund and Market Village Co., Ltd. become effective.

Resolved The meeting considered and approved the entering into the agreement to let out partial space in the Market Village Hua Hin Shopping Center building, totaling leasable area of approximately 50,518 square meters, and public utilities systems such as electricity system, telephone system, lifts, escalators, air-conditioning system and engineering system, etc. including component parts and fixtures both permanently and not permanently fixed with the leased immovable property, as well as other facilities installed and used within the Market Village Hua Hin Shopping Center, and any rights related or associated with such property, for the lease period of approximately 27 years commencing from the date of lease registration and completion on 31st August 2040, and approved the sale of movable property which is used for the purpose of decoration or providing conveniences to customers of Market Village Hua Hin Shopping Center, to LH Shopping Center Leasehold Property Fund (“Property Fund”), at the consideration before expenses of not less than 4,060 million Baht, and also approved to have Market Village Co., Ltd. (which is a Subsidiary of the Company in which the Company holds 99.99% of shares) to provide the service as the property manager of the Market Village Hua Hin Shopping Center Project, and approved for the termination of the lease agreement of Market Village Shopping Center and the Management Service Agreement for Market Village Hua Hin Shopping Center Project made with Market Village Co., Ltd. which the termination is effective when the lease of space agreement between the Company and the Property Fund and the Agreement to hire the Property Manager between the Property Fund and Market Village Co., Ltd. become effective.

The meeting adopted the resolution with more than three – fourths votes of the shareholders attending the meeting and having the right to vote, as follows:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and having the right to vote |
|---------------------|--------------------------------------|---|
| 1. Approve | 4,030,457,781 | 99.9998 |
| 2. Disapprove | 0 | 0.0000 |
| 3. Abstain | 4,740 | 0.0001 |
| 4. No right to Vote | 2,603,375,096 | - |

Remark: After the meeting considered the Agenda 6, there were additional 2 shareholders with 5,000 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 1,513 shareholders having 6,633,842,617 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of votes in agenda 7 has increased accordingly.

Agenda 7 To consider the approval of the purchase the share units in the LH Shopping Center Leasehold Property Fund (“Property Fund”) for the amount of not exceeding one-third of the assets appraisal price specifically for the assets that the Company lets out the leased property and sells to the Property Fund.

The Chairman declared to the meeting that according to Agenda 6, as the Company shall let out the space with public utility systems and sell some movable properties to the Property Fund and the Company plans to purchase the share units of the Property Fund, such will support the Property Fund to be able to gather funds to purchase the property as per the target. The Company

will receive the return from the project in the form of dividend as the unit holder. And from having Market Village Co., Ltd, such shall cause subsidiary company to have more income from being the management of the space for the Property Fund.

As the entering into transactions according to Agenda 6 and Agenda 7 are the transactions with connected persons, the approval from the shareholders must be obtained.

Disposal of assets according to Agenda 6 has the size of transaction equivalent to 14.12% of all assets which is regarded having the disposal of the asset not exceeding 15% of all assets. However, if the value of the lease of property and sale of movable property are more than Baht 4,313.44 Million, the size of the disposal of the asset will be over 15% of all assets which it is deemed to be the disposal of the asset in type 2 transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor 20/2008, Subject “Rules on entering into material transaction deemed as acquisition or disposal of assets” and the Notification of the Stock Exchange of Thailand, Subject “Disclosure of information and other acts of listed companies concerning the acquisition or disposal of assets 2004” (hereinafter is referred collectively to as “the Notification regarding acquisition or disposal of assets”), or having the size of transaction more than 15 % but lower than 50% which requires the Company to disclose such transaction to the Stock Exchange of Thailand (“the Stock Exchange”) and send the circular letter to the shareholders within 21 days from the date the Company discloses the transaction to the Stock Exchange.

Regarding the transaction according to Agenda 7, it is the acquisition of assets having the size of transaction equivalent to 4.94% which is below 15% of all assets. Therefore, such transaction is under the approval power of the meeting of the Board of Directors of the Company and the Company is not required to report and disclose the information to the Stock Exchange and the approval of the meeting of the shareholders of the company is not required.

However, the entering into the transaction as indicated in Agenda 6 and Agenda 7 is the transaction with connected persons according to the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2008, Subject “Rules on connected transaction” and the Notification of the Stock Exchange of Thailand, Subject “Disclosure of information concerning the connected transaction B.E. 2546” (hereinafter referred to as “the notification concerning the connected transaction”) as:

(1) After the establishment of the Property Fund has completed, Land and Houses Public Company Limited (“LH”), the major shareholder of the Company, which holds 30.21% shares of registered capital and already fully paid, and LH may hold the units in the Property Fund directly and/or through the subsidiary of the Company and related companies at the proportion of more than 10% of all issued units and offered units and;

(2) Mr. Anant Asavabhokhin is the major shareholder of LH by holding shares of 23.76% of the registered capital and already fully paid, and is the authorized signatory who has the power to execute on the behalf of LH which is the major shareholders of the Company. Mr. Anant Asavabhokhin may hold the units in the Property Fund directly and/or through the subsidiary of Company and related companies at the proportion of more than 10% of all issued units and offered units and;

(3) Land and Houses Fund Management Co., Ltd., which its major shareholder is LH holding indirectly, is the fund manager of the property fund who has the power to control the Property Fund.

However, the entering into the transactions as indicated in Agenda 6 and Agenda 7 will have the size of the connected transactions of total 50.08% of the Company net tangible assets (as of 30th June 2013, the Company has the net asset equivalent to 10,942.67 Million Baht), which the size of the transactions are more than 3% of the net tangible assets of the Company. Therefore, the Company is required to disclose the information to the Stock Exchange of Thailand and required the resolution with more than three – fourths votes of the shareholders attending the meeting and having the right to vote by excluding the shareholder who has the conflict of interest, and the Company must send the invitation notice for the meeting to shareholders with the opinion of an independent financial advisor in advance, of not least than 14 days before the meeting of shareholders in order to consider the approval of such transactions.

The entering into the transactions shall need opinions from the independent financial advisor, for which the independent financial advisor has the opinions that:

1. The entering into the Lease Agreement to let out partial space for the amount before expenses of not less than Baht 4,060 Million is appropriate and rational, because the Company shall receive the money after deduction of expenses and the investment in the Property Fund not more than Baht 1,420 Million, in cash in the net amount of not less than Baht 2,540 Million in order to use as the fund to expand the business. The price evaluated by the independent financial advisor is equivalent to Baht 3,886.23-4,190.39 Million, which the price is equal to 95% of the average price of two independent property valuers.

Market Village Co., Ltd. will have income from being the Property Manager of the Market Village Hua Hin Shopping Center, which the service fee is similar to the service fee of other property fund managers, having similar nature.

2. The investment in the Property Fund which is not over Baht 1,420 Million Baht is appropriate and reasonable transaction because the company will receive the dividend from the investment which the independent financial advisor has examined the rate of the return from dividend of property fund having the nature of investment in leasehold of other shopping centers since year 2010- year 2012 to 26th August 2013 (the day before the meeting of the Board of Directors which was held on 27th August 2013), having the return of the dividend equivalent to 5.23-8.73%. Such return is higher than the interest rate for average long-term loan of the Company at 3.70% per annum.

The Chairman proposed to the meeting to approve the investment in the LH Shopping Center Leasehold Property Fund (“Property Fund”) for the amount of not exceeding one-third of the assets appraisal price specifically for the assets that the Company lets on lease and sells to the Property Fund. Initially, it is expected that the value of the purchase of investment units of the Property Fund shall not exceed the value of Baht 1,420 Million.

Resolved The meeting approved the Company to invest in the LH Shopping Center Leasehold Property Fund (“Property Fund”) for the amount of not exceeding one-third of the assets appraisal price specifically for the assets that the Company lets on lease and sells to the Property Fund, which initially the value of the purchase of the investment unit is expected to have the value not exceeding Baht 1,420 Million.

Attachment 1

(Translation)

The meeting adopted the resolution with more than three – fourths votes of the shareholders attending the meeting and having the right to vote, as follows:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and having the right to vote |
|---------------------|--------------------------------------|---|
| 1. Approve | 4,004,508,584 | 99.3559 |
| 2. Disapprove | 11,842,423 | 0.2938 |
| 3. Abstain | 14,116,514 | 0.3502 |
| 4. No right to Vote | 2,603,375,096 | - |

Remark: After the meeting considered Agenda 7, there were additional 2 shareholders with 6,190 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 1,515 shareholders having 6,633,848,807 shares. The Company gave the opportunity to such shareholders to vote. Therefore, the number of vote in agenda 8 has increased accordingly.

Agenda 8 **To consider the approval of granting the power to the Board of Directors and/or managing director and/or authorized directors to negotiate, bargain, execute, make and enter into agreement and any documents relating to the entering into transactions with the Property Fund**

The Chairman declared to the meeting that as the result of Agenda 6 and 7 the principle and proceeding of which are proposed, it is necessary to have number of documents and processes. Therefore, granting the power to the Board of Directors and/or managing director and/or authorized directors to negotiate, bargain, execute and enter into agreement and any documents relating to the entering into transactions with the Property Fund, in order to have all proceedings proceeded effectively and with flexibility.

The Chairman proposed to the meeting to approve granting the power to the Board of Directors and/or managing director and/or authorized directors to negotiate, bargain, execute and enter into agreement and any documents relating to the entering into transactions with LH Shopping Center Leasehold Property Fund (“Property Fund”), and to have the power to perform any act of the Company which relates to the entering into transactions with the Property Fund until completion and in accordance with its objectives.

Shareholder: Mr. Phaiboon Saereewattana (Proxy holder)
As the negotiation will be made with all relating companies, the decision should be approved by independent directors and have at least 2 independent directors involved in the decision making in order to protect the interest of the minority shareholders.

Director: 4 independent directors have already considered thoroughly and approved on this matter by concerning the importance of the interest of the shareholders on the basis of the benefits to all shareholders, which the Board of Directors has considered and agreed to proceed according to this Agenda.

Attachment 1

(Translation)

Shareholder: Mr. Wasant Phongphuttamon
Such granting the power should be segregated for the Board of Directors to have the power to negotiate and bargain, and for the Managing Director to have the power to execute the document. Please consider on this matter.

Director: Although the negotiation is made by one of director, ultimately, it needs the approval of the Board of the Directors.

Resolved The meeting approved the Company to grant the power to the Board of Directors to negotiate, bargain and/or managing director and/or authorized directors, execute and enter into agreement and any documents relating to the entering into transactions with LH Shopping Center Leasehold Property Fund (“Property Fund”), and to have the power to perform any act of the Company which relates to entering into transaction with the Property Fund until completion and in accordance with its objectives.

The meeting adopted the resolution with the votes exceeding one-half of total votes of shareholders attending the meeting and casting votes, with following details:

| Vote for | Number of Vote (1 share = 1 vote) | % of the shareholders attending and casting votes |
|---------------|--------------------------------------|--|
| 1. Approve | 6,633,822,007 | 100 |
| 2. Disapprove | 0 | 0 |
| 3. Abstain | 26,800 | Not Count |

After the meeting has finished, the Managing Director reported to the meeting regarding the opening of MegaHome branches, of which at present there is already one branch opening in Rangsit, another branch would be opened in Mae-Sod. As it is the new business, it would take time for business improvement.

Shareholders: Mr. Tapanut Chantarahong sent the question in advance before the shareholder meeting date as follows:
1. Why the Property Fund is not Real Estate Investment Trust (REIT) ?
2. As Land and Houses Fund Management Co., Ltd. is the Fund Manager, being also the major shareholder of Land and Houses Public Company Limited, would there be any benefits provided directly and indirectly, and How?

LH Fund: 1. At present, REIT cannot be established due to an issue in regards to Value Add Tax because REIT has no tax identification number of its own as it is not considered as juristic person. Therefore, it would have to wait until there is a notification of clear rules and regulations on such matter.
2. Upon an establishment of fund, there would be several parties involved to look after their own benefits, including financial advisor of each party, legal consultant of each party. They must comply with rules and regulations to which also considered by the Securities and Exchange Commission who would look after the benefits of minority investors. Therefore, these parties would counter balance each other accordingly. The Fund Manager would also have the Securities and Exchange Commission monitor and audit every 2 years.

Attachment 1

(Translation)

- Shareholder: Mr. Tapanut Chantarahong sent the question in advance before the shareholder meeting date as follows:
How will the insurance cover the area being and not being in the Property Fund?
- Director: The insurance will cover all area. The insurance premium will be allocated in accordance with the proportion of the area being and not being in the Property Fund.
- Shareholder: Khun Phensri Jintananon, the Representative from Thai Investor Association
The dividend is paid in the form of share. Why is it not paid in form of Warrant?
- Director: Paying by Warrant, it means the Company must pay the dividend in cash before exercising by the shareholders to be the Warrant but paying by shares, the fund is still with the Company and the Company can use it to expand its branch.
- Shareholders: Mr. Somkit Wongpakorn
Are products of MegaHome and HomePro overlapped?
- Director: Some products are similar but they do have different target market. MegaHome targets on the contractors but HomePro targets on end users.
- Shareholder: Mr. Suriya Subarsa
The period of the Property Fund is 27 years. How would the assets be after 27 years?
- Director: Upon the maturity of 27 years, the property would be returned to the ownership of the Company.
- Shareholder: Wish to have the Company sell environmental friendly products.
- Director: There are no direct environmental friendly products at the moment but some products have the environmental friendly components such as furniture, paint etc. In addition, the Company is working on Solar Cell project, and is in search for the co-investor who has operational expertise.
- Shareholder: Mr. Somphop Kongwan
1. Apart from this Property Fund, will there be any other funds established in the future?
2. The Company avoids non-performing loan (NPL) regarding selling to the contractor and why the Company now targets on contractors?
- Director: 1. It is not certain whether there would be more funds established in the future or not. The Company would have to assess the market first.
2. Sales to contractors would be on cash basis. If it would be credit sales, it is required to have bank guarantee (BG) to secure as collateral in order to reduce the risk of bad debt.

Attachment 1

(Translation)

No further inquiries from any shareholder, the Extraordinary General Meeting of Shareholders No.1/2013 was adjourned at 12.10 p.m.

Signature Mr. Rutt Phanijsphand Chairman
(Mr. Rutt Phanijsphand)

Signature Ms. Wannee Juntamongkol Company Secretary
(Ms. Wannee Juntamongkol)

Attachment 3

หนังสือมอบฉันทะแบบ ก.

Proxy (Form A)

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./ Year.....

(1) ข้าพเจ้า/ I/We.....สัญชาติ/ Nationality.....อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....ประเทศ/Country.....รหัสไปรษณีย์/ Postal Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/am/are (a) shareholder(s) of Home Product Center Public Company Limited, holding a total number of.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and having the right to vote equal to.....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

(3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/ Name.....อายุ/ Age.....ปี/ years
อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง / Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/ Postal Code.....หรือ/or

(2) ชื่อ/ Name.....อายุ/ Age.....ปี/ years
อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง / Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/ Postal Code.....หรือ/or

(3) ชื่อ/ Name.....อายุ/ Age.....ปี/ years
อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง / Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/ Postal Code.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันพฤหัสบดีที่ 10 เมษายน 2557 เวลา 10.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 1 โรงแรมแมนดาริน เลขที่ 662 ถนนพระราม 4 แขวงบางรัก เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders for the Year 2014 on Thursday 10th April 2014 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel 662 Rama IV Road, Bangrak Sub District, Bangrak District, Bangkok, 10500, or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำการในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ/ Any act(s) taken by the Proxy at the meeting shall be deemed to be taken by myself/ ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

หมายเหตุ/ Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All votes of a shareholder may not be splitted for more than one Proxy.

หนังสือมอบฉันทะแบบ ข.

Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น/ Shareholder Registration No.

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./ Year.....

(1) ข้าพเจ้า/I/We.....สัญชาติ/Nationality.....อยู่บ้านเลขที่/
Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/
District..... จังหวัด/Province.....ประเทศ/Country.....รหัสไปรษณีย์/ Postal
Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/ Being (a) shareholder(s) of Home
Product Center Public Company Limited, holding a total number of.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and
having the right to vote equal to.....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the
right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the
right to vote equal to..... เสียง/ votes

(3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/ Name.....อายุ/ Age.....ปี/ years

อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง/ Sub-District
.....อำเภอ/เขต/District.....จังหวัด/Province..... รหัสไปรษณีย์/ Postal
Code.....หรือ/or

(2) ชื่อ/ Name.....อายุ/ Age.....ปี/ years

อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง/ Sub-District
.....อำเภอ/เขต/District.....จังหวัด/Province..... รหัสไปรษณีย์/ Postal
Code.....หรือ/or

(3) ชื่อ/ Name.....อายุ/ Age.....ปี/ years

อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง/ Sub-District
.....อำเภอ/เขต/District.....จังหวัด/Province..... รหัสไปรษณีย์/ Postal
Code.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2557 ในวันพฤหัสบดีที่ 10 เมษายน 2557 เวลา 10.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 1 โรงแรมแมนดาริน เลขที่ 662 ถนนพระราม 4
แขวงบางรัก เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our Proxy
to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders for the
Year 2014 on Thursday 10th April 2014 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel 662 Rama IV Road, Bangrak Sub
District, Bangrak District, Bangkok, 10500, or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้ / In the meeting, I/ we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

- ☐ วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2556

Agenda 1 To consider and approve of the Minutes of The Extraordinary General Meeting of the Shareholders No.1/2013.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 2 เรื่องพิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2556

Agenda 2 To consider for acknowledgement of the Company's Operation Result of the Year 2013.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชีสำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2556

Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 4 เรื่องพิจารณาอนุมัติจ่ายปันผลและการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมายประจำปี 2556

Agenda 4 To consider the approval of the dividend payment and the allocation of profit for legal reserve fund for the year 2013.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- วาระที่ 5 เรื่องพิจารณาอนุมัติให้ลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นสามัญจดทะเบียนที่คงเหลือจากการจัดสรรหุ้นปันผลระหว่างกาล ตามมติที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2556 จำนวน 296,905 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 5 To consider and approve the decrease of the Company's registered capital by way of eliminating the 296,905 ordinary shares with the par value of Baht 1, remaining from the allocation of stock dividend per the resolution adopted from the Extraordinary General Meeting of the Shareholders No. 1/2013, and the amendment to Article 4 of the Memorandum of Association in order to be in line with the decrease of registered capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve □ ไม่เห็นด้วย/ Disapprove □ งดออกเสียง/ Abstain

- วาระที่ 6 เรื่องพิจารณาอนุมัติให้เพิ่มทุนจดทะเบียนจำนวน 1,370,350,000 หุ้น เพื่อรองรับการจ่ายหุ้นปันผล และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 6 To consider the approval for the increase of registered capital 1,370,350,000 shares to support stock dividend payment and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the increase of registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve □ ไม่เห็นด้วย/ Disapprove □ งดออกเสียง/ Abstain

- วาระที่ 7 เรื่องพิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล

Agenda 7 To consider the approval for the increased shares allocation to support the stock dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve □ ไม่เห็นด้วย/ Disapprove □ งดออกเสียง/ Abstain

- วาระที่ 8 เรื่องพิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์)

Agenda 8 To consider the approval for the amendment of Clause 3 of Memorandum of Association of the Company (Objectives).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- เห็นด้วย/ Approve □ ไม่เห็นด้วย/ Disapprove □ งดออกเสียง/ Abstain

- ☐ วาระที่ 9 เรื่องพิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 24 ซึ่งเกี่ยวกับอำนาจกรรมการในการลงลายมือชื่อแทนบริษัท

Agenda 9 To consider the approval for the amendment to the Articles of Association of the Company, Article 24 in relation to the authorized signatory of the Company's directors.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 10 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ

Agenda 10 To consider the approval the re-appointment of the Company's directors in place of the directors who are retired by rotation.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ การแต่งตั้งกรรมการทั้งหมด / Appointment all proposed directors.

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director.

1.นายอนันต์ อัสวโภคิน (Mr. Anant Asavabhokhin)

ตำแหน่ง/Position ประธานกรรมการ/ Chairman of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

2.นายพงษ์ สารสิน (Mr. Pong Sarasin)

ตำแหน่ง/Position กรรมการและกรรมการอิสระ / Director and Independent Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

3.นายคุณวุฒิ ธรรมพรมกุล (Mr. Khunnawut Thumpomkul)

ตำแหน่ง/Position กรรมการ และกรรมการผู้จัดการ / Director and Managing Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

4.นายอาชวิน อัสวโภคิน (Mr. Achawin Asavabhokhin)

ตำแหน่ง/Position กรรมการ / Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 11 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2557

Agenda 11 To consider the approval the remuneration of directors for the Year 2014.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 12 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2556

Agenda 12 To consider the approval the payment of directors' bonus for the Year 2013.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 13 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2557

Agenda 13 To consider the approval the appointment of auditors and determination the auditing fee for the year 2014.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 14 เรื่องพิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 14 Other business (If any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น / Vote of the Proxy holder for any agenda which is not in accordance with this Proxy shall be deemed that such vote is not correct and is not my/our casting of vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / In the case that I/we have not indicated my/our intention of vote in any agenda or have indicated it but not clear, or in the case the meeting will consider or adopt any resolution in addition to the matter indicated above, including any correction, change or addition of facts, the Proxy holder shall have the right to consider and vote for me/us in every respect as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) taken by the Proxy holder at the meeting, except in the case the Proxy holder does not cast vote per my/our indication in the Proxy, shall be deemed to be taken by myself/ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

หมายเหตุ/ Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All shares shall not be split into more than one Proxy to separately vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As per the agenda to appoint director, the appointment can be made for all directors or for individual director.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is (are) more agenda(s) to consider than the above mentioned, the appointer can specify the additional agenda in the attached sheet to the Proxy form B.

ใบประกอบแบบหนังสือมอบฉันทะแบบ ข.
Attached Sheet to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) / As a Proxy to act on behalf of the shareholder of Home Product Center Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันพฤหัสบดีที่ 10 เมษายน 2557 เวลา 10.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 1 โรงแรมแมนดาริน เลขที่ 662 ถนนพระราม 4 แขวงบางรัก เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2014 on Thursday 10th April 2014 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel 662 Rama IV Road, Bangrak Sub District, Bangrak District, Bangkok, 10500, or at any adjournment thereof.

☐ วาระที่/ Agenda.....เรื่อง/ Subject.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

☐ วาระที่/ Agenda.....เรื่อง/ Subject.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

☐ วาระที่/ Agenda.....เรื่อง/Subject เลือกตั้งกรรมการ (ต่อ) / appointment of director (continued)

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประกอบแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ/ I/ we hereby certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date...../...../.....

วันที่/ Date...../...../.....

หนังสือมอบฉันทะแบบ ค.

(เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

Proxy (Form C)

(For Foreign shareholders who authorize the custodian in Thailand as proxy)

เลขทะเบียนผู้ถือหุ้น / Shareholder Registration No.....

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./Year.....

(1) ข้าพเจ้า/ I/We.....สัญชาติ/ Nationality.....อยู่บ้านเลขที่/
Reside at.....ถนน/ Street.....ตำบล/แขวง/ Sub-District.....อำเภอ/เขต/
District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (As the Custodian of (Please specify the fund name / shareholder name) ให้กับ
..... ซึ่งเป็นถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้น
จำนวนทั้งสิ้นรวม/ am/ are (a) shareholder(s) of Home Product Center Public Company Limited, holding a total number of
.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and having the right to vote equal to
เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, ออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote
equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, ออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote
equal to.....เสียง/ votes

(2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/ Name.....อายุ/ Age.....ปี/ years

อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง / Sub-District..... อำเภอ/
เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....หรือ/ or

(2) ชื่อ/ Name.....อายุ/ Age.....ปี/ years

อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง / Sub-District..... อำเภอ/
เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....หรือ/ or

(3) ชื่อ/ Name.....อายุ/ Age.....ปี/ years

อยู่บ้านเลขที่ / Reside at.....ถนน/ Street.....ตำบล/แขวง / Sub-District..... อำเภอ/
เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2557 ในวันพฤหัสบดีที่ 10 เมษายน 2557 เวลา 10.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 1 โรงแรมแมนดาริน เลขที่ 662 ถนนพระราม
4 แขวงบางรัก เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our
Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders
for the Year 2014 on Thursday 10th April 2014 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel 662 Rama IV Road,
Bangrak Sub District, Bangrak District, Bangkok, 10500, or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ /In the meeting, I/we
authorize the Proxy to vote on behalf of myself/ ourselves as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ / Equal to the total number of my/ our shares and having the right to vote

☐ มอบฉันทะบางส่วน คือ/ assign partial number of my/our shares and having the right to vote as follows;

☐ หุ้นสามัญ / Ordinary share.....หุ้น / shares และมีสิทธิออกเสียงลงคะแนนได้ / having the right to vote equal to.....เสียง / share

☐ หุ้นบุริมสิทธิ/ Preferred share.....หุ้น / shares และมีสิทธิออกเสียงลงคะแนนได้ / having the right to vote equal to.....เสียง / share

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด / Total votes are.....เสียง / votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้/ In the meeting, I/ we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

☐ วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2556

Agenda1 To consider and approve of the Minutes of The Extraordinary General Meeting of the Shareholders No.1/2013.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

☐ วาระที่ 2 เรื่องพิจารณารับรองรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2556

Agenda 2 To consider for acknowledgement the Company's Operation Result of the Year 2013.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

☐ วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2556

Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as of 31st December 2013.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 4 เรื่องพิจารณาอนุมัติจ่ายปันผลและการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมายประจำปี 2556
- Agenda 4** To consider the approval of the dividend payment and the allocation of profit for legal reserve fund for the year 2013.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 5 เรื่องพิจารณาอนุมัติให้ลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นสามัญจดทะเบียนที่คงเหลือจากการจัดสรรหุ้นปันผลระหว่างกาล ตามมติที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2556 จำนวน 296,905 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 5 To consider and approve the decrease of the Company's registered capital by way of eliminating the 296,905 ordinary shares with the par value of Baht 1, remaining from the allocation of stock dividend per the resolution adopted from the Extraordinary General Meeting of the Shareholders No. 1/2013, and the amendment to Article 4 of the Memorandum of Association in order to be in line with the decrease of registered capital.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 6 พิจารณาอนุมัติให้เพิ่มทุนจดทะเบียนจำนวน 1,370,350,000 หุ้น เพื่อรองรับการจ่ายหุ้นปันผล และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 6 To consider the approval for the increase of registered capital 1,370,350,000 shares to support stock dividend payment and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the increase of registered capital

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง
- ☐ **วาระที่ 7** พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล
Agenda 7 To consider the approval for the increased shares allocation to support the stock dividend payment.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง
- ☐ **วาระที่ 8** เรื่องพิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 (วัตถุประสงค์)
Agenda 8 To consider the approval for the amendment of Clause 3 of Memorandum of Association of the Company (Objectives).
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง
- ☐ **วาระที่ 9** เรื่องพิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 24 ซึ่งเกี่ยวกับอำนาจกรรมการในการลงลายมือชื่อแทนบริษัท
Agenda 9 To consider the approval for the amendment to the Articles of Association of the Company, Article 24 in relation to the authorized signatory of the Company's directors.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 10 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ

Agenda 10 To consider the approval the re-appointment of the Company's directors in place of the directors who are retired by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ การแต่งตั้งกรรมการทั้งชุด / Appointment all proposed directors

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ งดออกเสียง/ Abstain.....เสียง

☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director

โดยมีรายชื่อกรรมการดังต่อไปนี้ / As the following director's names:

1.นายอนันต์ อัสวโภคิน (Mr. Anant Asavabhokhin)

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ งดออกเสียง/ Abstain.....เสียง

2.นายพงษ์ สารสิน (Mr. Pong Sarasin)

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ งดออกเสียง/ Abstain.....เสียง

3.นายคุณวุฒิ ธรรมพรหมกุล (Mr. Khunnawut Thumpomkul)

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ งดออกเสียง/ Abstain.....เสียง

4.นายอาชวิน อัสวโภคิน (Mr. Achawin Asavabhokin)

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ งดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 11 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2557

Agenda 11 To consider the approval the remuneration of directors for the Year 2014.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่ 12 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2556
- Agenda 12 To consider the approval the payment of directors' bonus for the Year 2013.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่ 13 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2557
- Agenda 13 To consider the approval the appointment of auditors and determination the auditing fee for the Year 2014.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่ 14 เรื่องพิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda 14 Other business (If any)**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น / Vote of the Proxy holder for any agenda which is not in accordance with this Proxy shall be deemed that such vote is not correct and is not my/our casting of vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ In the case that I/we have not indicated my/our intention of vote in any agenda or have indicated it but not clear, or in the case the meeting will consider or adopt any resolution in addition to the matter indicated above, including any correction, change or addition of facts, the Proxy holder shall have the right to consider and vote for me/us in every respect as he/she deems appropriate.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำทุกประการ / Any act(s) taken by the Proxy holder at the meeting, except in the case the Proxy holder does not cast vote per my/our indication in the Proxy, shall be deemed to be taken by myself/ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบอำนาจ/ Appointer
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบอำนาจ/ Proxy
(.....)

หมายเหตุ/ Remarks

1. หนังสือมอบอำนาจแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น / This Form C Proxy shall be used only in the case the shareholder whose name appears in the Register is overseas investor and has appointed custodian in Thailand as a depositary of the shares only.
2. หลักฐานที่ต้องแนบพร้อมหนังสือมอบอำนาจคือ / Evidences to be attached to the Proxy are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบอำนาจแทน
Letter of authorization from the shareholder to grant the custodian to proceed with the signing on the Proxy for the shareholder.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบอำนาจแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
A document confirming that the signor on the Proxy for the shareholder has been permitted to engage in the custodian business.
3. ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All shares shall not be splitted into more than one Proxy to separately vote.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As per the agenda to appoint director, the appointment can be made for all directors or for individual director.
5. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ ค. ตามแนบ
In case there is (are) more agenda(s) to consider than the above mentioned, the appointer can specify the additional agenda in the attached sheet to the proxy form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attached Sheet to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) / As a Proxy to act on behalf of the shareholder of Home Product Center Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันพฤหัสบดีที่ 10 เมษายน 2557 เวลา 10.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 1 โรงแรมแมนดาริน เลขที่ 662 ถนนพระราม 4 แขวงบางรัก เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2014 on Thursday 10th April 2014 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel 662 Rama IV Road, Bangrak Sub District, Bangrak District, Bangkok, 10500, or at any adjournment thereof.

- ☐ วาระที่/ Agenda.....เรื่อง/Subject.....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่/ Agenda.....เรื่อง/Subject.....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่/ Agenda.....เรื่อง/Subject.....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่/ Agenda.....เรื่อง/Subject เลือกตั้งกรรมการ (ต่อ) / appointment of director (continued)
- ชื่อกรรมการ / Name of Director
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ชื่อกรรมการ / Name of Director
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ชื่อกรรมการ / Name of Director
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ชื่อกรรมการ / Name of Director
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ/ I/ we hereby certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
 (.....)
 วันที่/ Date...../...../..... วันที่/ Date...../...../.....

Attachment 3

The following documents must be presented prior to attending the shareholders meeting (as the case may be):

1. In the event that the shareholder is a natural person:
 - 1.1 Attendance in person: presenting an official document issued by governmental agency which having photograph of such shareholder, and not yet expired, e.g. personal ID card, driver license, or passport.
 - 1.2 Attendance by proxy:
 - (A) a completed Proxy Form, which is per the form attached to the notice calling for the meeting, signed by the appointer (the shareholder) and the proxy;
 - (B) a copy of the official document of the shareholder as referred to in 1.1 certified as true copy by the appointer; and
 - (C) an original of the proxy's official document as referred to in 1.1 above.
2. In the event that the shareholder is a juristic person:
 - 2.1 Attendance by an authorized representative of such shareholder:
 - (A) an original of such authorized representative's official document as referred to in 1.1; and
 - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified as true copy by such authorized representative.
 - 2.2 Attendance by proxy:
 - (A) a completed Proxy Form which is per the form attached to the notice calling for the meeting, signed by the appointer (the shareholder) and the proxy;
 - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs on the Proxy Form as the appointers an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified and affixed the company seal by such authorized representative; and
 - (C) an original of the proxy's official document as referred to in 1.1 above.
3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Clause 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

 - (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restriction or conditions of the authority of such person(s); and
 - (B) If the original document which is not made in English, English translation is required to be made and attached thereto and such translation must be certified by the authorized representative of such juristic person.
4. Procedure of Granting Proxy
 - (A) Shareholder shall sign his/her name in the Proxy form at the column of "grantor" and the "grantee" Shall sign his/her name in the column of "grantee", which the form shall have been affixed with stamp duty of Baht 20;
 - (B) Attach full documents as specified in item 1, 2 and 3 and hand over them to the Company's personnel prior to entering into the meeting; and
 - (C) In the event of desire to grant the proxy to Independent Director, please indicate the name of Mr.Chanin Roonsamram in the proxy form. The biography of the Independent Director appears in the Attachment 3. The document shall be delivered to the Company prior to the meeting date or latest before entering into the meeting.

Attachment 3**Brief biographies of Independent Director who is assigned to be proxy.****Committee Information**

Name – Surname Mr. Chanin Roonsamrarn **Age** 66
Position Audit Committee, Independent Director and
 Nomination and Remuneration Committee
Address 96/27 Moo 9, Bangkhen, Amphoe Muang,
 Nonthaburi.
Date of Appointment October 3, 2005

**Educational**

| Educational | Major | University |
|--------------------|-------------------------|---|
| Master Degree | Business Administration | Fort Hays State University, Kansas, USA |

Institution Thai Institute of Directors Association (IOD)
Program Director Certification Program (DCP) 2002
Program The Role of Chairman (RCM) 2002

Working Experience

| During | Position | Company Name | Type of Business |
|----------------|--|--|----------------------------|
| 2005 - Present | Audit Committee, Independent Director and Nomination and Remuneration Committee | Home Product Center Plc. | Home improvement retailing |
| 2010 - Present | Chief Executive Director | SBL Leasing Co., Ltd. | Leasing |
| 1986 - Present | Independent Director, Audit Committee, Remuneration Committee and Nomination Committee | Thai Reinsurance Plc. | Insurance |
| 2003 - 2012 | Independent Director, Audit Committee, Chairman of Risk Management Committee and, Human Resource and Remuneration Director | The Siam Commercial Samaggi Insurance Plc. | Insurance |
| 1996 – 2009 | President and Chief Executive Officer | The Siam Industrial Credit Plc. | Financial Institution |

Director position in other companies (excluding Home Product Center Public Co., Ltd.)

| Listed Companies | Non - Listed Companies | Other organization that compete with/ related to The Company |
|-------------------------------|-------------------------------------|---|
| Total of Listed Companies = 1 | Total of Non - Listed Companies = 1 | None |
| Thai Reinsurance Plc. | SBL Leasing Co., Ltd. | |

Conflict of Interest There is no conflict of interest in the agendas proposed to this Annual General Meeting of Shareholders for the year 2014, except for the agenda to approve the payment of remuneration and director fee.

And any other interest at Homepro during the last 2 years: None i.e.

- 1) He has not participated in management and is not the employee, staff or consultant who receives regular salary in the Company.
- 2) He has not provided any professional service i.e. Auditor, legal counsel
- 3) He has no business relationship with company that affect the duty performing independently in giving an opinion.

| | | | | |
|-----------------------|---|--------|------------|---|
| Shareholding | - | shares | Proportion | - |
| Warrant (ESOP) | - | shares | | |

No. of Terms and No. of service year as Directorship at Homepro (since becoming listed company)

3 terms in 2007, 2010, 2556 and 8 years of service.

No. of Meeting attendance for the year 2013

1. Board of Director Meeting : 12 attendances out of total 12 meetings
2. Audit Committee Meeting : 14 attendances out of total 14 meetings
3. The Nomination and Remuneration Committee Meeting : 2 attendances out of total 2 meetings

Attachment 4

(F 53-4)

Capital Increase Report Form Home Product Center Public Company Limited On 25 February 2014

We, Home Product Center Public Company Limited, hereby reports the resolution of the board of directors no.2/2557, held on February 25, 2014 from 9.30 to 12.30 hrs. in respect of a capital increase/share allotment as follows:

1. Capital decrease/increase:

The meeting of the board of directors passed a resolution approving agenda of decrease and increase registered capital of the Company as follows:

- To decrease of a registered capital of the Company from Bath 9,589,847,893 to Baht 9,589,550,988 by eliminating the 296,905 registered share with the par value of Baht 1, which remains from the allocation of stock dividend per the resolution adopted from The Extraordinary General Meeting Shareholders No. 1/2013 and
- To increase of a registered capital of the Company from Bath 9,589,550,988 to Baht 10,959,900,988 by means of the issuance of 1,370,350,000 ordinary shares with a par value of Baht 1 each, totaling Baht 1,370,350,000.

2. Allotment of new shares:

The meeting of the board of directors passed a resolution approving the allotment of 1,370,350,000 ordinary shares with par value of 1 Baht each, totaling Baht 1,370,350,000 to reserve for the stock dividend payment as follows:

2.1 Details of Allocation

| Allotted to | Number (shares) | Ratio (old : new) | Sale price per share (Baht) | Subscription and payment period | Note |
|-----------------------|------------------------|--------------------------|------------------------------------|--|----------------|
| Existing Shareholders | 1,370,350,000 | 7 : 1 | - | To reserve for the stock dividend | Stock dividend |

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

If there is an indivisible fraction of shares remaining, the dividend will be paid in the form of cash dividend for that fraction of shares instead.

2.3 The number of shares remaining from the allotment -None-

3. Schedule for shareholders meeting to approve the capital increase/allotment

The Annual General Meeting of shareholders for the year 2014 is scheduled to be held on April 10, 2014 at 10.00 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel 662 Rama IV Road, Bangrak, Bangkok.

To determine the right to attend the meeting (record date) will be on March 12, 2014 and list will be compiled by closing the share register on March 13, 2014 in accordance with the Article 225 of Securities and Exchange Act.

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

- None -.

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

To provide shareholders return in form of share dividend by issuing stock dividend instead of paying cash dividend.

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

6.1 To increase the Company's stock liquidity

6.2 To retain the working capital for Company's operation

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

7.1 The Company has a policy to pay dividend not less than 40 percent of the net profits each year.

7.2 The shareholder who will be allotted the stock dividend are entitled to received dividends as same as the existing shareholders.


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

-None-

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

| Proceedings | Date |
|--|-------------------|
| 1. To hold the Board of Directors' Meeting | February 25, 2014 |
| 2. To determine shareholders entitled to attend the Meeting (Record Date) | March 12, 2014 |
| 3. To comply the names by closing the share registrar for the Meeting, according to the Article 225 of the Securities and Exchange Act | March 13, 2014 |
| 4. To convene The Annual General Meeting of shareholders for the year 2014 | April 10, 2014 |

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

Signed  authorized director
(Mr. Khunawut Thumpomkul)
Position Director



Signed  authorized director
(Mrs. Suwanna Bhuddhprasart)
Position Director

Attachment 5

Committee Information

Name – Surname Mr. Anant Asavabhokhin Age 63
 Position Chairman
 Date of Appointment May 29, 2001



(Counted from the date of conversion to be public company)

Educational

| Educational | Major | University |
|-------------------|-------------------------|---------------------------------------|
| Master Degree | Business Administration | Thammasat University |
| Master of Science | Industrial Engineering | Illinois Institute of Technology, USA |
| Bachelor Degree | Civil Engineering | Chulalongkorn University |

Institution Thai Institute of Directors Association (IOD)

Program Director Certification Program (DCP) 2004

A Brief of Working Experience

| During | Position | Company Name | Type of Business |
|----------------|--------------------------------|---------------------------|----------------------------|
| 1995 - Present | Chairman | Home Product Center Plc. | Home improvement retailing |
| 2009 - Present | Chairman | LH Financial Group Plc. | Holding |
| 2005 - Present | Chairman | Land and Houses Bank Plc. | Financial institution |
| | Director | L& H Property Co., Ltd. | Property development |
| | Director | L& H Sathorn Co., Ltd. | Property development |
| 1985 - Present | Chairman and Managing Director | Land and House Plc. | Property development |
| 1983 - Present | Director | Quality Houses Plc. | Property development |

At the present, Mr. Anant is the director of 4 listed companies and 3 non-listed companies

| Listed Companies | Non - Listed Companies |
|--------------------------|---------------------------|
| Home Product Center Plc. | Land and Houses Bank Plc. |
| LH Financial Group Plc. | L& H Property Co., Ltd. |
| Land and House Plc. | L& H Sathorn Co., Ltd. |
| Quality Houses Plc. | |

The directors are not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.

| | | | | |
|--------------|------------|--------|------------|-------|
| Shareholding | 14,526,271 | shares | Proportion | 0.15% |
| | | | | |

No. of Terms and No. of service year as Directorship at Homepro (since becoming listed company)

4 terms in 2002, 2005 , 2008, 2011 and 12 years of service.

No. of Meeting attendance

1. Board of Director Meeting : 9 attendances out of total 12 meetings

Committee Information

Name – Surname Mr. Pong Sarasin Age 86

Position Independent Director

Date of Appointment May 29, 2001

(Counted from the date of conversion to be public company)



Educational

| Educational | Major | University |
|-----------------|-------------------------|--------------------------|
| Ph.D. (HON) | Business Administration | Chulalongkorn University |
| Bachelor Degree | Business Administration | Boston University |

A Brief of Working Experience

| During | Position | Company Name | Type of Business |
|----------------|----------------------|---------------------------------------|---|
| 1995 - Present | Independent Director | Home Product Center Plc. | Home improvement retailing |
| 2000 - Present | Chairman | Honda Automobile (Thailand) Co., Ltd. | Manufacture and distribution of automobiles |
| 1996 - Present | Chairman | Shangri-La Hotel Plc. | Hotel |
| 1994 - Present | Director | Rojana Industrial Park Plc. | Property development |
| | Director | Sammakorn Plc. | Property development |
| 2000 - 2013 | Chairman | Thai Namthip Co., Ltd | Soft drink distribution |

At the present, Mr. Pong is the director of 4 listed companies and 1 non-listed companies

| Listed Companies | Non - Listed Companies |
|-----------------------------|---------------------------------------|
| Home Product Center Plc. | Honda Automobile (Thailand) Co., Ltd. |
| Shangri-La Hotel Plc. | |
| Rojana Industrial Park Plc. | |
| Sammakorn Plc. | |
| | |

The directors are not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.

And any other interest at Homepro during the last 2 years: None i.e.

- 1) He does not participate in management and is not the employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.
- 2) He does not provide any professional service i.e. Auditor, legal counsel
- 3) He has no business relationship with company that affect the duty performing independently in giving an opinion.

| | | | |
|--------------|-------------------|------------|-------|
| Shareholding | 21,959,831 shares | Proportion | 0.22% |
|--------------|-------------------|------------|-------|

No. of Terms and No. of service year as Directorship at Homepro (since becoming listed company)

4 terms in 2002, 2005 , 2008, 2011 and 12 years of service.

No. of Meeting attendance

1. Board of Director Meeting : 9 attendances out of total 12 meetings

Committee Information

Name – Surname Mr. Khunawut Thumpomkul Age 57
 Position Director, Executive Director and Managing Director



Date of Appointment May 29, 2001
 (Counted from the date of conversion to be public company)

Educational

| Educational | Major | University |
|---------------|-------------------------|--|
| Master Degree | Business Administration | National Institute of Development Administration |

Institution Thai Institute of Directors Association (IOD)

Program Director Certification Program (DCP) 2001

A Brief of Working Experience

| During | Position | Company Name | Type of Business |
|----------------|--|--------------------------------|----------------------------|
| 1995 - Present | Director, Executive Director and Managing Director | Home Product Center Plc. | Home improvement retailing |
| 2005 - Present | Director | Market Village Co.,Ltd. | Space rental |
| 2011 - Present | Director | Home Product Center (Malaysia) | Retail Business |
| 2012 - Present | Executive Director | Land and Houses Bank Plc. | Financial institution |
| 2013 - Present | Director | LH Financial Group Plc. | Holding |

At the present, Mr. Khunawut is the director of 2 listed companies and 3 non-listed companies

| Listed Companies | Non - Listed Companies |
|--------------------------|--------------------------------|
| Home Product Center Plc. | Land and Houses Bank Plc. |
| LH Financial Group Plc. | Market Village Co.,Ltd. |
| | Home Product Center (Malaysia) |

The directors are not holding the position of director or executive management in other business or in the business that could cause any conflict of interest against the Company.

Shareholding 138,205,944 shares Proportion 1.44%

No. of Terms and No. of service year as Directorship at Homepro (since becoming listed company)

4 terms in 2002, 2005, 2008, 2011 and 12 years of service.

No. of Meeting attendance

1. Board of Director Meeting : 12 attendances out of total 12 meetings
2. Executive Director Meeting: 12 attendances out of total 12 meetings

Committee Information

Name – Surname Mr.Achawin Asavbhokin Age 38
Position Director
Date of Appointment Propose to be the Director of the Company in the Annual
General Meeting of Shareholders for the year 2014.



Educational

| Educational | Major | University |
|-----------------|---------------------|----------------------------|
| Bachelor Degree | Finance | University of Pennsylvania |
| Bachelor Degree | Systems Engineering | University of Pennsylvania |

Institution No

Program -

A Brief of Working Experience

| During | Position | Company Name | Type of Business |
|----------------|-----------------------|--|--|
| 2011 - Present | Senior Vice President | SCB Asset Management Company Limited (SCBAM) | Asset Management |
| 2005 - 2008 | Associate Director | Government Pension Fund (GPF) | Government Officer's Pension Fund Management |

At the present, Mr. Achawin is not the director of the listed company and non-listed companies.

The directors are not holding the position of director or executive management in the business that could cause any conflict of interest against the Company.

Shareholding - shares Proportion -

No. of Terms and No. of service year as Directorship at Homepro (since becoming listed company)

None (This is the first time Mr.Achawin has been proposed to be Director in the Annual General Meeting of Shareholders for the year 2014.)

No. of Meeting attendance

None (This is the first time Mr.Achawin has been proposed to be Director in the Annual General Meeting of Shareholders for the year 2014.)

Attachment 6

Definition of Independent Director

“Independent Director” means the director who is independent in expressing his opinion to the operation of the Company, must be a person who has no involvement or interest to the result of operation either directly or indirectly. The qualifications of the Independent Director are as follows:

1. Hold share not more than 1% of paid up capital of the Company, affiliates company, joint company, associated company, including the shares held by the related person.
2. Being independent either directly or indirectly of both financial and management of the Company or joint company or major shareholders of the Company, and having no benefit or interest in such manner within 2 years before being appointed as the Independent Director, unless the Board of Director has carefully considered and see that such participation in having benefit or interest will not affect the duty performing and the independence in giving an opinion.
3. Being independent from the executives and major shareholders of the Company. Must not be the Director who has been appointed as the representative to maintain the interest of the Director of the Company, major shareholders, or shareholders who are related to the major shareholders of the Company.
4. Must not participate in management and must not be employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.
5. Must not be related person or relatives of the executive or major shareholders of the Company.
6. Capable to perform his duty and express opinion or report result of duty performing independently as assigned by the Board of Directors, and not under the control of the Executive or major shareholders of the Company, including related person or close relatives of such person.
7. No other character that causes the inability to give opinion to operation of the Company independently.

All the definition above has complied with the rules and regulations stipulated by Securities and Exchange Commission and the Stock Exchange of Thailand.

Attachment 7

Biodraphy of Auditors

Mrs. Gingkarn Atsawarangsalit

Mrs. Gingkarn has had executive responsibility for a large number of major due diligence exercises performed for both potential pre-acquisitions and mergers, and is highly experienced in review of financial projections.

Her clients have included SET – listed companies and a large number of multinationals. She has special expertise in work related to the automotive manufacturing, hotel, real estate and telecommunications industries, where she has conducted both audit and due diligence work.

Mrs. Gingkarn has a bachelor's degree in Accountancy from Chulalongkorn University, and a Master of Business Administration degree from Kasetsart University. She is a Certified Public Accountant (Thailand).

Mr. Sophon Permsirivallop

In over 30 years with the firm's Audit Department, and over 20 years as an audit partner. Mr. Sophon has served clients wide range of fields. He currently serves a very significant number of SET listed and multinational clients. He has extensive experience with insurance industry, property and manufacturing

Mr. Sophon received a bachelor's degree in Accounting from Chulalongkorn University and a Master of Management degree from Sasin, a joint academic institute of Chulalongkorn University, J.L. Kellogg - Northwestern University and the Wharton School of Pennsylvania. He is a Certified Public Accountant (Thailand).

Mr. Chayapol Suppasertanon

In over 23 years of extensive experience of auditing and currently as an audit partner, serving clients in a wide range of industries. His clients include SET-listed companies. He has special expertise in audit work related to comprehensive exposure in the manufacturing, trading and hotel sectors.

Mr. Chayapol's work has included extensive involvement in due diligence exercises, and management consultancy work in a wide range of industries.

Mr. Chayapol received a bachelor Degree in Accounting from Chiang Mai University and Master Degree in business administration from Ramkhamhaeng University.

Attachment 7

Ms. Pimjai Manitkajohnkit

Ms. Pimjai joined Ernst & Young Office Limited in 1992. She has been an audit partner here for a number of years, serving clients in a wide range of industries. Her clients include SET-listed companies and a large number of multinationals. She has special expertise in audit work related to the real estate and hotel. She has extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services, especially for real estate clients.

Ms. Pimjai received a Bachelor Degree in Accounting from Thammasat University and Master Degree in Accounting from Thammasat University

Attachment 8

Articles of Association Relating to Shareholders Meeting

No. 27 The shareholder may attend and vote by proxy in the shareholders meeting. The proxy must be dated and signed by the shareholder and shall be in form prescribed by the registrar.

This proxy must be submitted to the chairman or the person designated by the chairman at the venue prior to the proxy attending the meeting.

No. 28 In the shareholders meeting, there must be shareholders and proxies (if any) attending at the meeting not less than twenty-five person or shareholders and proxies attending at the meeting not less than half of the total shareholders and in any case the shareholders shall hold shares not less than one-third of the total shares subscribed to constitute a quorum.

The chairman shall preside over the shareholders meeting. In the case where the chairman is not present at a meeting or is unable to perform his/her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his/her duty, the shareholders shall elect one among themselves to preside over the meeting.

No. 29 Voting in the shareholders meeting, one share is entitled to one vote.

Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be stipulated by the chairman of the meeting.

Resolution of the Shareholders Meeting

No. 29 3rd paragraph

the Resolution of shareholders' Meeting shall consist of votes as follow:

(1) The majority votes of shareholders present and vote in the meeting, for such normal case. In the case of equality of votes, the chairman of the meeting shall be entitled to a second or casting vote

(2) In following cases, voting shall be not less than three fourth of the votes of the shareholders present and have rights to vote in the meeting.

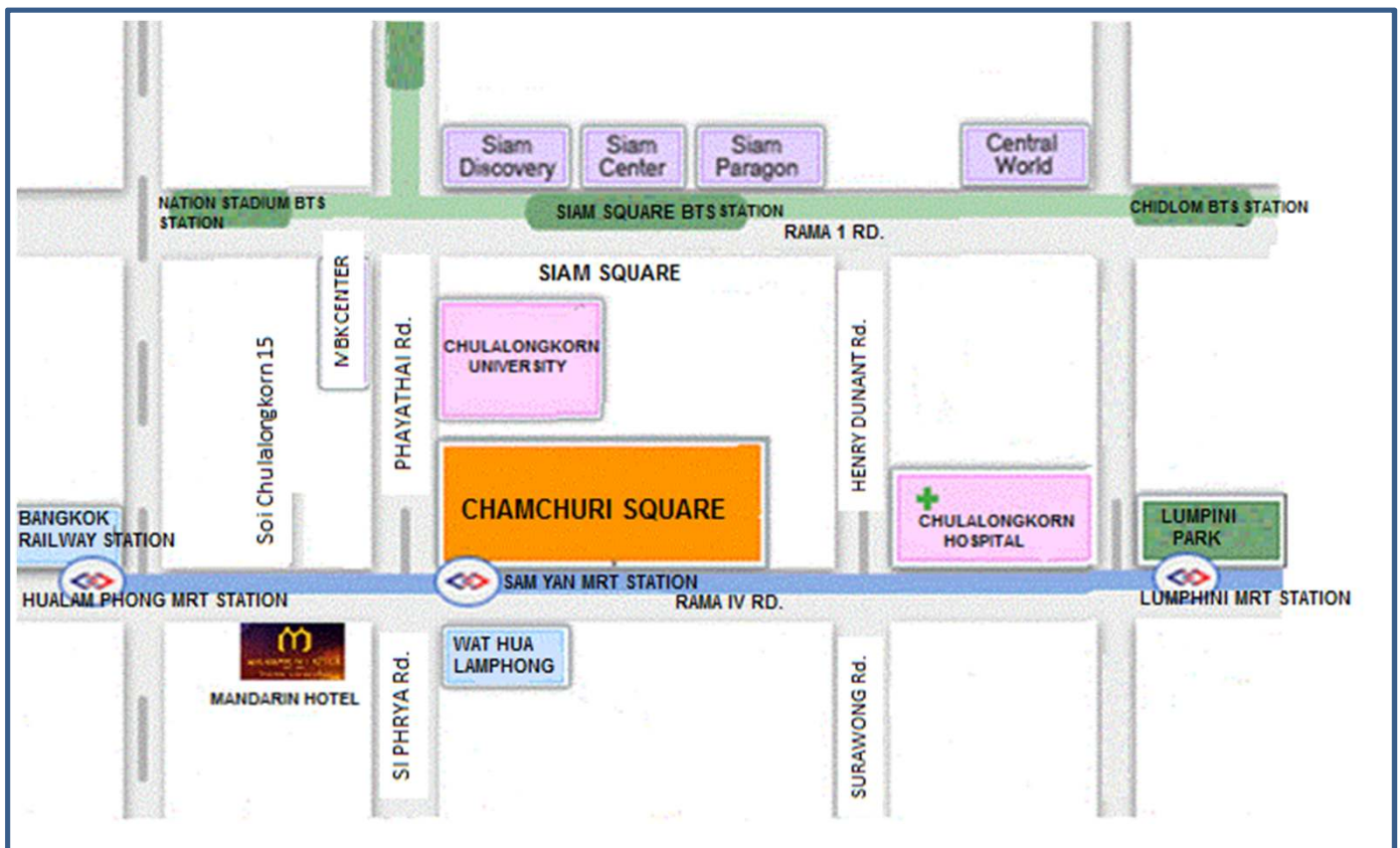
- (1) Divestiture or transfer of whole or substantial parts of business to the third party
- (2) Purchase or acquired businesses from other companies or private company belong to the Company.
- (3) Executing, amending or terminating agreement that relating to lease of whole or substantial part of business, assigning others to enter into the business management of the Company or business mergers with other person or juristic person with objectives of profit and loss sharing.
- (4) Amendment of the Memorandum of Associations or the Article of Associations.
- (5) Increase or Decrease capital of the Company or issuance of debenture.
- (6) Amalgamation or Dissolution of the Company

Attachment 9

Map of Annual General Shareholder Meeting 's venue

Grand Ballroom, 1st Floor, Mandarin Hotel Managed by Centre Point

Address : 622 Rama IV Road, Bangkok 10500



Access to hotel by

1. **MRT : Sam Yan Station** : Exit 1 to Wat Hua Lamphong and across Si Phaya Rd. distance of about 0.2km. to the hotel
2. **The Bus number** : 4,21,25,29,34,40,46, 67.109.113.159.172.501