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MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS FOR THE YEAR 2017

OF

HOME PRODUCT CENTER PUBLIC COMPANY LIMITED

The Annual General Meeting of the Shareholders is held on 5th April 2017 at 10.07 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel, address: No. 662, Rama IV Road, Kwaeng Bangrak, Khet Bangrak, Bangkok

Mr. Anant Asavabhokhin, the Chairman of the Board being the Chairman of the meeting, declared the meeting opened by introducing the Board of Directors, Auditors, and Independent Legal Consultant who attended the meeting as follows:

List of the directors attending the meeting

1. Mr. Anant	Asavabhokhin	Position	Chairman of the Board of Directors
2. Mr. Rutt	Phanijphand	Position	Executive Director and Chairman of the Nomination and Remuneration Committee
3. Mr. Naporn	Sunthornchitcharoen	Position	Executive Director
4. Mr. Chadchart	Sittipunt	Position	Director
5. Mrs. Suwanna	Buddhaprasart	Position	Director
6. Mr. Manit	Udomkunnatum	Position	Director and Chairman of Executive Director
7. Mr. Khunawut	Thumpomkul	Position	Managing Director
8. Mr. Achawin	Asavabhokin	Position	Director
9. Mr. Boonsom	Lerdhirunwong	Position	Chairman of Audit Committee, Independent Director
10. Mr. Thaveevat	Tatiyamaneeikul	Position	Audit Committee and Independent Director
11. Mr. Chanin	Roonsamrarn	Position	Audit Committee, Independent Director and Nomination and Remuneration Committee
12. Mr. Pornwut	Sarasin	Position	Independent Director

List of the director being absent

None

Company Secretary and acting as secretary of the Meeting

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

List of Auditor of EY Office Limited

- | | |
|----------------------------|-------------|
| 1. Ms. Sumana Punpongsanon | CPA No.5872 |
|----------------------------|-------------|

List of Independent Representative to examine the voting

- | | |
|-----------------------------|--|
| 1. Ms. Thanvaporn Dittasorn | Legal Consultant from Wissen & Co., Ltd. |
| 2. Ms. Rinrada Rujiravimol | Minor Shareholder |

Number of shareholders attending the meeting

Mr. Anant Asavabhokhin, Chairman of the Board being the Chairman of this meeting, reported to the shareholders the quorum of the meeting as follows: There were shareholders who attended the meeting by themselves and proxy totaling 1,504 persons, being total number of 10,409,566,619 shares or 79.153% of the subscribed shares, which was constituted the quorum. The types of shareholders are separated into the following:

1. Ordinary persons attending the meeting by themselves, totaling 239 persons, representing 1,294,107,928 shares;
2. Proxy holders, totaling 1,265 persons, representing 9,115,458,691 shares;
From Proxy holders in no.2 above, Juristic person shareholders holding shares over 10%, totaling 2 persons, representing 6,588,901,530 shares.

Proceeding of the meeting

Chairman of the meeting assigned Mr. Khunawut Thumpomkul to be the operator of the meeting and to inform the details in each agenda and Mr. Khunawut Thumpomkul has further appointed Miss Wannee to inform the proceeding of the meeting, voting, right to express opinion and to make enquiry as follows:

The meeting shall be proceeded in order by agenda as informed in the invitation for the Annual General Meeting of the shareholders and the operator of the meeting will inform the details of each agenda.

Right of the shareholders to express opinion

If any shareholder has opinion or question, the shareholder shall raise his/her hand and inform the name. Then the shareholder can give opinion or make enquiry to the meeting.

Voting Method

The Company uses the voting by 1 share: 1 vote. The Company has prepared the ballots for each shareholder for each agenda. After the report on each agenda was made, the meeting shall be requested to vote which will be informed that if there is any objection or abstention, such shareholder shall raise his/her hand. Then, there will be personnel to collect the ballots that have objected or abstained in order to gather the votes and inform it to the meeting. Regarding the counting of votes, the Company will deduct the votes of objection or abstention from all votes.

For shareholders who gave proxy to other person to attend the meeting and to vote according to such shareholders' intention, the Company has already recorded the objection, approval, and abstention vote into the computer system for the resolution acquiring for each agenda.

In addition, for the ballots with approval vote which are not collected during the meeting, the shareholders must return them after the meeting. The Company has appointed the independent representatives who are the lawyer from Wissen & Co.,Ltd. and Minor Shareholder to be the neutral person for examination of votes.

In respect of the Articles of Association regarding the meeting of shareholders and the resolution of shareholders, such can be examined from the attached document No.7 (page 72) of the invitation notice for the meeting.

Remark The Public Company Limited Act provides that, to adopted resolution for general matter, voting shall not be less than one-half of shareholders attending the meeting and voted, by excluding the vote from the shareholders who abstained and voided ballots from voting. Therefore, in Agenda 1, 3, 4, 5 and 8 shall be no votes from abstention included.

Equitable Treatment to Shareholders

1. The proposed agenda for the Meeting of Shareholders and name of directors

The Company has given the opportunity to shareholders to propose the agenda of shareholders meeting and nominate director by proposing such via Website, and has notified it to the Stock Exchange of Thailand since 4th October 2016, by using the rights from the date of 13th October 2016 the final date to accept such proposal was on 13th January 2017. During such period to propose agenda of shareholders meeting and name of director, there was no shareholder proposing agenda of shareholders meeting and name of director to be considered.

2. The Dispatch of Questions in Advance

The Company has given the opportunity to shareholders to send question in advance to the Company within 24th March 2017, at Investor Relation Department or email: ir@homepro.co.th which appeared that there was no shareholder sending questions.

3. The Dissemination of the Invitation Notice for the Meeting

In order for the shareholders to access details of this Annual General Meeting of Shareholders, the Company has published the invitation letter both in Thai and English language on the Company's website and has notified the news to the Stock Exchange of Thailand since 3rd March 2017.

Remark : After the Chairman had announced the number of shares to the meeting, there were another 41 shareholders holding 377,430,886 shares attending the meeting. Therefore, there were totally 1,545 shareholders attending the meeting, holding the shares in total of 10,786,997,505 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in each agenda were increased accordingly.

The Annual General Meeting of the Shareholders for the year 2017 considered 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 2016.**

The secretary of the Meeting has prepared the Minutes of the Annual General Meeting of the Shareholders for the Year 2016 held on 7th April 2016 and submitted such to the Stock Exchange of Thailand within 14 days from the date of the Annual 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 to consider to certify the minutes of the Annual General Meeting of the Shareholders for the year 2016 which was sent to the shareholders together with the invitation of this meeting (Enclosure no.1).

Resolved The meeting considered and resolved to certify the Minutes of Annual General Meeting of the Shareholders for the Year 2016 with the votes of more than one half of the total votes of the shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	10,786,016,833	99.9909
-Disapproved	980,672	0.0090
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Agenda 2 **To consider for acknowledgement of the Company's Operation Results of the Year 2016.**

Khun Wannee reported the operating result of the company in year 2016, the analysis of Management regarding the change of figure in financial statement, including various factors which have significantly impacted to the company, positively and negatively as follows:

At present, Homepro business group is composing of Home Products Center Public Company Limited, as a parent company, and 4 affiliated companies as follows:

1. Market Village Co., Ltd., engaging in shop rental business;
2. Home Products Center (Malaysia) Sdn,Bhd., engaging in international business;
3. Mega Home Center Co., Ltd., engaging in the business of selling the construction materials and other home improvement products which is in another format.
4. DC Service Center Co., Ltd., as distribution center.

Despite of this economy's situation, the company has continued to operate the business as planned. At the end of year 2016, the company has operated business having total branches as follows:

- Home Products Center Public Company Limited, having total 80 branches with 24 branches in Bangkok and greater Bangkok and 56 branches in upcountry. In year 2016, new 4 branches were opened, i.e. Chaipayruek branch, Bangsare branch, Rama 9 branch and Srinakarin branch as well as relocating the Rama 3 branch;

- Mega Home Center Co., Ltd., having total 7 branches. In year 2016, new 4 branches were opened, i.e. Rojana branch, Hat Yai branch, Nakhon Ratchasima branch and Nakorn Panom branch; and

- Home Products Center (Malaysia) SDN BHD, having 2 branches. The branch that has already been opened IOI at Putrajaya. In year 2016, 1 new branch was opened at Summit USJ Kuala Lumpur.

Retail Sales Income

In year 2016, the Company generated retail sales income of Baht 56,928.37 Million, increased from previous year by Baht 4,415.65 Million or 8.41%

compound annual growth rate of sales for past 5 years was at 13.3%. The increase was driven by HomePro business in both Thailand and Malaysia which its sales increased from existing branches and the expansion of new branch, including the business of Mega Home having increasing in sales compared with the previous year resulting from the sales growth of existing branches and the expansion of new branch.

The Company generated other income of Baht 4,215.70 Million, increased from the previous year by Baht 485.25 Million or 13.01%. The proportion of other income as percent to sales was at 7.41% (which other incomes, i.e. rental space fee, services fee, which included Market Village Co., Ltd., Mega Home Center Co., Ltd. and D.C. Services Center Co., Ltd., marketing support fees from business partner) by having 2 main parts as follows:

1. Rental and services income increased by Baht 228.62 Million or 15.5% from the improvement and area expansion of Suvarnabhumi Market Village as well as increase in the rental space of Homepro branch expansion.
2. Other incomes increased by Baht 256.63 Million or 11.4% from home service, other services income and support fee of promotional activities from supplier.

Sale and Administrative Expenses

In year 2016, the company had the selling and administrative expenses amount to Baht 13,140.82 Million, increased from previous year by Baht 857.86 Million or 7%. Selling and administrative expenses as a percentage of sales decreased from 23.4% in year 2015 to 23.10% due to the improvement of efficiency of the company. The detail of expenses in each group are as follows:

1. Selling expenses of Baht 11,209.47 Million, which is the expense for branch, operation and distribution unit, increased by Baht 561.67 Million or 5.27%. The increase was mainly from salaries, consumable expenses, transportation cost, marketing expenses, depreciation and expansion expenses of Mega Home and HomePro Malaysia business.
2. Administrative Expenses of Baht 1,919.45 Million, increased by Baht 307.34 Million up by 19.06% which mainly due to expense of Head Office.
3. Other Expenses of Baht 11.90 Million, decreased over previous year by Baht 11.15 Million or 48.36% mainly due to the reduction of loss from asset disposal.

Net Profit

The Company had net profit of Baht 4,125.20 Million or 7.2% to sales, increased from the previous year by Baht 626.39 Million or up by 17.90% and has basic earning per share at Baht 0.31 per share. The main reason was the increase of

retail sales and other incomes including the efficiency improvement of internal operation, as well as the decrease of financial cost.

Khun Wannee reported to the meeting regarding the progress of joining the Project of Private Sector Collective Action Coalition Against Corruption (CAC). The company announced intention since year 2015 and in year 2016, the company has proceed the self-evaluation process and filed to request the certification of membership from Private Sector Collective Action Coalition Against Corruption Council. On 9th March 2017, such council has certified the company as level 4.

Resolved This Agenda was the report of the operation result for acknowledgement. Therefore, there was no adoption of resolution.

Remark After the meeting certificated the Agenda 1 and Agenda 2, there were additional 20 shareholders with 5,146,053 shares attending. Therefore, the total number of shareholders attending the meeting was 1,565 shareholders, having 10,792,143,558 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 3 has increased accordingly.

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 2016**

The Company has prepared the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as at 31st December 2016 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2017 held on 24th February 2017 and the Board of Directors Meeting No.2/2017 held on 27th February 2017. The Chairman of the meeting reported to the meeting that in 2016 the summarized financial information was as follows:

Sales = Baht 56,928.37 Million which increased from the previous year Baht 4,415.65 Million or by 8.41%;

Total Revenues = Baht 61,144.07 Million which increased from the previous year Baht 4,900.90 Million or by 8.71%;

Net profits = Baht 4,125.20 Million which increased from the previous year Baht 629.39 Million or by 17.90%;

The basic earnings per share = Baht 0.31

Paid up Capital = Baht 13,151.20 Million;

As of 31st December 2016, the Company had its total assets
= Baht 51,746.23 Million;

Total liabilities = Baht 34,255.86 Million; and

Shareholders' equity = Baht 17,490.37 Million.

Regarding the details of the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of 31st December 2016, the details of which is appeared in the annual report which was sent to the together with the invitation of this meeting as the Enclosure no.2,

The Audit Committee and The Board of Directors have considered that sufficient and correct, therefore adopted a resolution approving to propose such to the Annual General Meeting of the Shareholders for consideration of approval the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year end as at 31st December 2016.

Resolved

The meeting considered and adopted the resolution to approve the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of 31st December 2016 with the votes of more than one-half of the total votes of the shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	10,787,729,382	100
-Disapproved	0	0
- Abstained	4,414,176	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Remark After the meeting certificated the Agenda 3, there were additional 10 shareholders with 64,359 shares attending. Therefore, the total number of shareholders attending the meeting was 1,575 shareholders, having 10,792,207,917 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 4 has increased accordingly.

Agenda4**To consider the approval of the dividend payment and the allocation of profit for the legal reserve fund for the Year 2016.**

The Chairman of the meeting informed the meeting that the Company has its policy specifying for the dividend payment for not less than 40% of the net profit. In the year 2016, the Company had its annual net profit for the whole year in the amount of Baht 4,146.05 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 Board of Directors has considered and deemed it appropriate to allocate legal reserve fund and pay the dividend as follows:

For the operation result of the first half of the year 2016 (January – June 2016), the Board of Directors' Meeting No. 8/2016 held on 30th August 2016 has adopted the resolution to allocate for 5% of the net profit for the legal reserve fund as at the amount of Baht 90.60 Million which such amount was calculated from the net profit of the separate financial statements of January to June 2016 in the amount of Baht 1,810.67 Million and approved the interim dividend payment for the operation result of the first six months of the Year 2016 on 28th September 2016 by cash dividend at the rate of Baht 0.12 per share in the amount of Baht 1,578.02 Million.

Therefore, the Board of Directors proposed to the meeting of shareholders to acknowledge such interim dividend payment. The information showing the comparison of the dividend payment by cash and stock dividend in the previous year is as follows:

Period	Year 2013	Year 2014	Year 2015
Stock dividend payment rate (amount of existing share : stock dividend)	(6:1) , (7:1) (Interim),(Year-end)	(8:1) , (15:1) (Interim),(Year-end)	Cash dividend
Stock dividend rate per share (before dilution)	0.3096	0.191670	
Cash dividend per share (per: Baht/share)	0.0345	0.087219	0.10 , 0.15 (Interim),(Year-end)
Total dividend payment (per: Baht/share)	0.3441	0.278889	0.25
Dividend payout ratio (comparing with the net profit)	97.62%	95.90%	93.26%

For the operation results of the second half of the year 2016 (July-December 2016) as per separate financial statement, the Board of Directors proposed to the Shareholders' Meeting as follows:

(A) To allocate the profit to the additional legal reserve fund of the year 2016 in the amount of Baht 116.80 Million, which such was calculated from 5% of the net profit of the separate financial statement of July 2016 - December 2016 as in the amount of Baht 2,335.37 Million

(B) To approve to pay dividend by cash at the rate of Baht 0.15 per share, or not exceeding in total of Baht 1,972.70 Million.

The total of profit allocated for legal reserve fund of the Year 2016 is at the amount of Baht 207.40 Million, and the total of the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.27 per share which the total amount was calculated to be approximately Baht 3,550.72 Million, or at payout ratio of 85.64%. 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.

According to the dividend payment as above, the Company will pay such from the net profit of the separate financial statement of July 2016 - December 2016 in which the Company is required to pay for corporate income tax at the rate 20%. Shareholders who are individuals can obtain tax credits of the dividend payment in accordance with section. 47 twin of the Revenue Code.

By specifying the list of shareholders who are entitled to receive the dividend on 18th April 2017, 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 19th April 2017, and fixing the date of dividend payment to be made on 3rd May 2017.

Resolved

The meeting considered and adopted the resolution to acknowledge the interim payment of dividend and to approve the allocation of profit for legal reserve fund and the dividend payment as follows:

(A) To allocate the profit to the additional legal reserve fund of the year 2016 in the amount of Baht 116.80 Million, which such was calculated from 5% of the net profit of the separate financial statement of July 2016 - December 2016 as in the amount of Baht 2,335.37 Million

(B) To approve to pay dividend by cash at the rate of Baht 0.15 per share, or not exceeding in total of Baht 1,972.70 Million.

The total of profit allocated for legal reserve fund of the Year 2016 is at the amount of Baht 207.40 Million, and the total of the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.27 per share which the total amount was calculated to be approximately Baht 3,550.72 Million, or at payout ratio of 85.64%. 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.

According to the dividend payment as above, the Company will pay such from the net profit of the separate financial statement of July 2016 - December 2016 in which the Company is required to pay for corporate income tax at the rate 20%. Shareholders who are individuals can obtain tax credits of the dividend payment in accordance with section. 47 twin of the Revenue Code.

By specifying the list of shareholders who are entitled to receive the dividend on 18th April 2017, 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 19th April 2017, and fixing the date of dividend payment to be made on 3rd May 2017.

The meeting adopted the resolution with the votes of more than one-half of the total votes of the shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	10,792,196,917	100
-Disapproved	0	0
-Abstained	11,000	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Agenda 5 **To consider the approval for the appointment of the Company's directors in place of the directors who are retired by rotation.**

The Chairman of the meeting reported to the meeting that as 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 | Director |
| 2. Mr. Pornwut | Sarasin | Position | Director and Independent Director |
| 3. Mr. Khunawut | Thumpomkul | Position | Director and Managing Director |
| 4. Mr. Achawin | Asavabhokin | Position | Director |

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 13th October 2016 to 13th January 2017, it appears that there was no person being nominated to be considered for being a director of the Company.

The Nomination and Remuneration Committee has its opinion that at present the number of directors in the Board of Directors is appropriate and the number is the same as prescribed in the criteria of corporate good governance which specifies that the Board of Directors should consist of 5–12 directors. The Company has no policy to increase additional number of Directors and all four existing directors who are retired by rotation in this year have 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 also in the past 2 years, such four directors of the Company have never been employee or partner of the auditor Company. As for Mr.Pornwut Sarasin who has been holding the position of Director and Independent Director since October 2015 until present, totally 1 year 6 months and 5 days (Counting until 5th April 2017). The Nomination and Remuneration Committee has considered the qualification that Mr.Pornwut Sarasin is fully qualified under the Public Company Act B.E. 2535 and have substantial knowledges, capabilities, experiences and skills in the retails business including international trade which can provide useful advice to the Company in a great deal and can provide an independent opinion in accordance with the guidelines of the relevant laws.

The Nomination and Remuneration Committee has considered that all four 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 biography of the directors are as follows:

Attachment 4

Committee Information

Name –

Surname Mr. Anant Asavabhokhin **Age** 66

Position Chairman
Authorized Signatory
Director

Date of Appointment May 29, 2001

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



Main Occupation Chairman Land and House Plc. (Property development)

Director shareholding : 19,921,741 shares Proportion 0.15%

Spouse and minor child shareholding : None

Family relationship with management : Mr. Achawin Asavabhokin's father

Educational

Educational	Major	University
Master Degree	Business Administration (MBA)	Thammasat University
Master Degree	Industrial Engineering	Illinois Institute of Technology, USA
Bachelor Degree	Civil Engineering	Chulalongkorn University

Institution Thai Institute of Directors Association (IOD)

Program Directors Certification Program (DCP) 2004

A Brief of Working Experience during the past 5 years

Being Director of 4 Listed companies

During	Position	Company Name	Type of Business
2001 - Present	Chairman	Home Product Center Plc.	Retail
2009 - Present	Chairman	LH Financial Group Plc.	Holding Company
1985 - Present	Chairman and Chairman of the Executive Directors	Land and House Plc.	Property development
1983 - Present	Director	Quality Houses Plc.	Property development

Being Director of 15 non-listed companies

During	Position	Company Name	Type of Business
2005 - Present	Chairman	Land and Houses Bank Plc.	Commercial Bank
2005 - Present	Director	L& H Property Co., Ltd.	Hotel
2005 - Present	Director	L& H Sathorn Co., Ltd.	Property development
2004 – Present	Chairman	LH Real Estate Co., Ltd.	Property Development
2004 – Present	Director	LH Asset Co., Ltd.	Property Development
2002 – Present	Director	Land and Houses Property Fund2 Co., Ltd.	Fund Management

During	Position	Company Name	Type of Business
2000 – Present	Director	Land and Houses Property Fund1 Co., Ltd.	Fund Management
2000 – Present	Director	Asia Asset Advisory Co., Ltd.	Engineering Advisory
1995 – Present	Director	QH International Co., Ltd.	Property Leasing
1993 – Present	Director	Siam Thani Real Estate Co., Ltd.	Property Development
1991 – Present	Director	Boonchai Holding Co., Ltd.	Property Development
1990 – Present	Director	Siam Thani Property Co., Ltd.	Property Development
1988 – Present	Director	Atlantic Real Estate Co., Ltd.	Property Development
1986 – Present	Director	Pacific Real Estate Co., Ltd.	Property Development
1980 – Present	Director	Plaza Hotel Co., Ltd.	Hotel

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

No. of Terms and No. of service year as Directors. 5 terms for 16 years of services:

1st Terms: From May 29, 2001 to April 19, 2005

2nd Terms: From April 19, 2005 to April 9, 2008

3rd Terms: From April 9, 2008 to April 5, 2011

4th Terms: From April 5, 2011 to April 10, 2014

5th Terms: From April 10, 2014 to April 5, 2017

Summary of No. of Meeting attendance during the past year for consideration:

1. Board of Director's Meeting: 11 attendances out of total 12 meetings

Committee Information

Name – Surname Mr. Pornwut Sarasin **Age** 57
Director and Independent
Position Director
Date of Appointment October 1 2015
Main Occupation Chairman ThaiNamthip Ltd. (Soft Drinks Bottler)



Director shareholding : None

Spouse and minor child shareholding : None

Family relationship with management : None

Educational

Educational	Major	University
Master Degree	Business Administration	Pepperdine University, USA
Bachelor Degree	Business Administration	Boston University, USA

Institution Thai Institute of Directors Association (IOD)
Program Directors Accreditation Program (DAP) 2005

A Brief of Working Experience during the past 5 years**Being Director of 4 Listed companies**

During	Position	Company Name	Type of Business
2015 - Present	Independent Director	Home Product Center Plc.	Retail
2015 - Present	Director	Crown Seal Plc.	Packaging
2009 – Present	Director	AP (Thailand) Plc.	Property Development
1994 – Present	Director and Chairman of Audit Committee	Charoong Thai Wire & Cable Plc.	Cable Manufacturers and Distributor

Being Director of 10 non-listed companies

During	Position	Company Name	Type of Business
2014 – Present	Director	Krungthep Thanakom Co., Ltd.	Logistic
2014 – Present	Director	Bangkokglass Plc.	Packaging Manufacturers and Distributor
2013 - Present	Chairman	ThaiNamthip Co., Ltd	Soft drink Bottler

Being Director of 10 non-listed companies

During	Position	Company Name	Type of Business
2000 – Present	Director	Honda Automobile (Thailand) Co., Ltd.	Automobile Manufacturers
1998 – Present	Director	Denso (Thailand) Co., Ltd.	Electronic Manufacturers
1993 – Present	Director	Thai Asia Pacific Brewery Co., Ltd.	Drinking Manufacturers and Distributor
1996 – Present	Director	Thai-MC Co., Ltd.	Chemical Wholesaler
1986 – Present	Director	Isuzu Motors (Thailand) Co., Ltd.	Automobile Manufacturers
1986 – Present	Director	Tri Petch Isuzu Co., Ltd.	Automobile Distributor
1986 – Present	Director	Tri Petch Isuzu Leasing Co., Ltd.	Automobile Leasing

The director is 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.

No. of Terms and No. of service year as Directors. 1 terms for 1 year 6 Months and 5 Days of services as Director replacing Mr.Pong Sarasin since October 1, 2015 to present.

1st Terms: From October 1, 2015 to April 5, 2017

Summary of No. of Meeting attendance during the past year for consideration:

1. Board of Director Meeting : 11 attendances out of total 12 meetings

Committee Information

Name –

Surname Mr.Khunawut Thumpomkul **Age** 59

Position Director
Authorized Signatory Director

Date of Appointment May 29, 2001

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

Main Occupation Managing Director Home Product Center Plc.
(Retail)

Direct shareholding : 142,014,553 shares Proportion 1.08%

Spouse and minor child shareholding : None

Family relationship with management : None



Educational

Educational	Major	University
Master Degree	Business Administration	National Institute of Development Administration
Bachelor Degree	Economics	Ramkhamhaeng University

Institution Thai Institute of Directors Association (IOD)

Program Director Certification Program (DCP) 2001

A Brief of Working Experience during the past 5 years

Being Director of 2 Listed companies

During	Position	Company Name	Type of Business
2007 – Present	Executive Director	Home Product Center Plc.	Retail
2001 - Present	Director and Managing Director	Home Product Center Plc.	Retail
2013 - Present	Director and Executive Director	LH Financial Group Plc.	Holding Company

Being Director of 5 non-listed companies

During	Position	Company Name	Type of Business
2013 – Present	Chairman	DC Service Center Co., Ltd.	Distribution Center
2012 - Present	Director and Executive Director	Land and Houses Bank Plc.	Commercial Bank
2012 – Present	Chairman	Mega Home Center Co., Ltd.	Retail
2011 - Present	Chairman	Home Product Center (Malaysia) Sdn. Bhd.	Retail
2005 – Present	Chairman	Market Village Co., Ltd.	Tenant Management

The director is 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.

No. of Terms and No. of service year as Directors. 5 terms for 16 years of services:

- 1st Terms: From May 29, 2001 to April 19, 2005
- 2nd Terms: From April 19, 2005 to April 9, 2008
- 3rd Terms: From April 9, 2008 to April 5, 2011
- 4th Terms: From April 5, 2011 to April 10, 2014
- 5th Terms: From April 10, 2014 to April 5, 2017

Summary of No. of Meeting attendance during the past year for consideration:

- 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** 41
Position Director
Date of Appointment April 10, 2014
Main Occupation Senior Vice President SCB Asset Management (Asset Management)



Direct shareholding : None
Spouse and minor child shareholding: None
Family relationship with management : Mr. Anant Asavabhokhin's son

Educational

Educational	Major	University
Bachelor Degree	Economics	University of Pennsylvania, USA
Bachelor Degree	Engineering	University of Pennsylvania, USA

Institution Thai Institute of Directors Association (IOD)
Program Directors Certification Program (DCP) 2014

A Brief of Working Experience during the past 5 years

Being Director of 1 Listed company

During	Position	Company Name	Type of Business
2014 – Present	Director	Home Product Center Plc.	Retail

Being a Management of 1 non-listed company

During	Position	Company Name	Type of Business
2011 – Present	Executive Vice President	SCB Asset Management	Asset Management

The director is 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.

No. of Terms and No. of service year as Directors. 1 terms for 3 years of services:

1st Terms: From April 10, 2014 to April 5, 2017

No. of Terms and No. of service year as Directorship at Homepro

1. Board of Director Meeting : 10 attendances out of total 12 meetings

Resolved

The meeting of shareholders considered and adopted the resolution to re-appoint the four directors of the Company who would be retired by rotation in this year to be directors of the Company for another term with the votes of one-half of the total votes of the shareholders attending the meeting and casting votes. For this Agenda, the Company arranged the voting method to appoint Director on an individual basis as follows:

Name of Director	Position	Approved (%)	Disapproved (%)	Abstained (%)	Voided ballot (%)
Mr.Anant Asavabhokhin	Director	10,650,580,795 (98.8762%)	121,051,437 (1.1237 %)	20,575,685 (Do not count in tallying the vote)	0 (Do not count in tallying the vote)
Mr.Pornwut Sarasin	Director and Independent Director	10,779,195,384 (99.8848%)	12,425,030 (0.1151%)	587,503 (Do not count in tallying the vote)	0 (Do not count in tallying the vote)
Mr.Khunawut Thumpomkul	Director and Managing Director	10,632,880,572 (99.8470%)	16,290,727 (0.1529%)	143,036,618 (Do not count in tallying the vote)	0 (Do not count in tallying the vote)
Mr.Achawin Asavabhokin	Director	10,660,044,484 (98.9340%)	114,854,929 (1.0659%)	601,859 (Do not count in tallying the vote)	0 (Do not count in tallying the vote)

1 share = 1 vote

% = percentage of all shares which shareholders attended the meeting and exercised the voting right.

Remark After the meeting certificated the Agenda 5, there were additional 26 shareholders with 1,565,211 shares attending. Therefore, the total number of shareholders attending the meeting was 1,601 shareholders, having 10,793,773,128 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 6 has increased accordingly.

Agenda 6 **To consider the approval the remuneration of directors for the Year 2017.**

The Chairman of the meeting reported to the meeting that 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 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 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 monthly fee and attendance fee in providing the consultation in any matter to the Company working group. 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 information showing the comparison of remuneration payment in the previous years is as follows:

The year paid for remuneration	Approved amount	Actual amount paid
2014	12,000,000 Baht	10,930,000 Baht
2015	12,000,000 Baht	10,930,000 Baht
2016	12,000,000 Baht	11,150,000 Baht

Number of the Board of Directors’ Meeting in 2016 was as follows:

Board of Directors	Actual Number of Meeting in 2016
-Board of Directors Meeting	12
-The Executive Directors Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	2

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

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, for the criteria as the same business, and therefore proposed to the shareholders' meeting to approve for remuneration of the directors and sub-committees of the Year 2017 for the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2016.

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 welfare 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 welfare 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%.

Since, the Board of Directors has an intention to express their transparency and act in accordance with the Corporate Governance Policy, the Board of Directors who receives the remuneration will be abstained for voting.

Resolved

The meeting of shareholders considered and adopted the resolution to approve the remuneration of the directors and sub-committees of the Year 2017 for the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) by specifying the Board of Director remunerations for each one according to the Chairman's proposal hereinbefore. Apart from, the director remunerations as mentioned above, the meeting of shareholders approved to give 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%.

The meeting adopted the resolution with the votes of more than two-thirds of the total votes of the shareholders attending. The details are as follows:

Vote for	Number of Vote (1 share=1 vote)	% of the all attending
-Approve	10,332,999,200	95.7311
-Disapprove	777,890	0.0072
-Abstain by Shareholders 40,704 shares	459,996,038	4.2616
-Abstain by Directors 459,955,334 shares		
-Voided ballot	0	0.0000

Remark After the meeting certificated the Agenda 6, there were additional 2 shareholders with 23,000 shares attending. Therefore, the total number of shareholders attending the meeting was 1,603 shareholders, having 10,793,796,128 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 7 has increased accordingly.

Agenda 7 **To consider the approval the payment of directors' bonus for the Year 2016.**

The Chairman of the meeting reported to the meeting that 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 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 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, having the criterions as follows:

1. Since board of directors has roles in setting the policies, operating guideline, including giving counsel on various aspects of the Company. The results in the company's net profit increased by 17.90 % over 2015.

2. In Year 2016, the growth of SET 50 index in overall increased by 18.60% over the Year 2015 but the market value of the Company (Market Capitalization) increased by 50%. 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
2013	25,000,000 Baht	25,000,000 Baht
2014	27,000,000 Baht	27,000,000 Baht
2015	30,000,000 Baht	30,000,000 Baht

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee, and proposed such to the Shareholders' Meeting for consideration the approval for the payment of bonus for all directors and sub-committees of the year 2016 in the amount of Baht 32,000,000 (Thirty Two Million Baht).

Since, the Board of Directors has an intention to express their transparency and act in accordance with the Corporate Governance Policy, the Board of Directors who receives the Director's bonus will be abstained for voting.

Resolved

The meeting of shareholders considered and adopted the resolution to approve the payment of bonus for all directors and sub-committees of the year 2016 in the amount of Baht 32,000,000 (Thirty Two Million Baht) with the votes of more than two-thirds of the total votes of the shareholders attending. The details are as follows:

Vote for	Number of Vote (1 share=1 vote)	% of the all attending
-Approve	10,219,159,087	94.6762
-Disapprove	114,616,662	1.0618
-Abstain by Shareholders 65,045 shares	460,020,379	4.2618
-Abstain by Directors 459,955,334 shares		
-Voided ballot	0	0.0000

Remark After the meeting certificated the Agenda 7, there were additional 4 shareholders with 43,254 shares attending. Therefore, the total number of shareholders attending the meeting was 1,607 shareholders, having 10,793,839,382 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 8 has increased accordingly.

Agenda 8 **To consider the approval the appointment of auditors and determination the auditing fee for the year 2017.**

The Chairman of the meeting reported to the meeting that the 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 to be the auditors of the Company of the Year 2017 as per the following names:

1.Mrs. Ginkarn	Atsawarangsarit	CPA	No. 4496 and/or
2.Ms. Sumana	Punpongsanon	CPA	No. 5872 and/or
3.Mr. Sophon	Permsirivallop	CPA	No. 3182 and/or
4.Mr. Chayapol	Suppasdtanon	CPA	No. 3972 and/or
5.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 2017 in amount of not

exceeding Baht 3,415,000. (Three million and Four hundred and Fifteen thousand baht)

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 of both Company and its subsidiaries or other expense of audit which the Company approved the expense of such additional fees not exceeding Baht 1,000,000. The details of the audit fee for the year 2017 are as follows:

Audit Fee	Year 2015	Year 2016	Year 2017
Annual auditing fee for the financial statements of the Company and subsidiaries	Baht 2,090,000	Baht 2,290,000	Baht 2,290,000
Quarterly reviewing fee for financial statements of the Company and subsidiaries for the whole year	Baht 1,110,000	Baht 1,125,000	Baht 1,125,000
Total amount to request for approval	Baht 3,200,000	Baht 3,415,000	Baht 3,415,000

In the event that the auditors mentioned above are unable to perform their duties, EY 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 to be the audit firm of the Company until present for 9 years, but the company has changed 2 auditors authorized to sign in the financial statements of the company. In this year, The company proposed Ms. Sumana Punpongsanon to be the auditor of the Company to examine and express opinion on the Company's financial statement, which she has been appointed as an auditor since the year 2015 until present for 2 year. However, The auditor 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.

The Company is proposed the Shareholders meeting to consider and approve to appoint the auditors from EY Office Limited to be the Company's auditor in year 2017, and approve the audit fee in the amount of not exceeding Baht 3,415,000 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 of both Company and its subsidiaries or other expense of audit which the Company approved the expense of such additional fees not exceeding Baht 1,000,000.

Resolved

The meeting of shareholders considered and adopted the resolution to approve to appoint the auditors of EY office Limited to be the auditors of the Company of the Year 2017 as per the following names:

- | | | | |
|-----------------|-----------------|-----|-----------------|
| 1.Mrs. Gingkarn | Atsawarangsalit | CPA | No. 4496 and/or |
| 2.Ms. Sumana | Punpongsanon | CPA | No. 5872 and/or |
| 3.Mr. Sophon | Permsirivallop | CPA | No. 3182 and/or |
| 4.Mr. Chayapol | Suppasdtanon | CPA | No. 3972 and/or |
| 5.Ms. Pimjai | Manitkajohnkit | CPA | No. 4521 |

In additional, the meeting of shareholders adopted the resolution to approved the audit fee in the amount of not exceeding Baht 3,415,000 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 of both Company and its subsidiaries or other expense of audit which the Company approved the expense of such additional fees at not exceeding Baht 1,000,000.

In the event that the auditors mentioned above are unable to perform their duties, EY 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 meeting adopted the resolution with the votes of more than one-half of the total votes of the shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and Casting votes
-Approved	10,786,368,584	99.9317
-Disapproved	7,362,653	0.0682
-Abstained	108,145	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

After finishing the 8th agenda, there are shareholders asking questions as follows:

Khun Basan Kumandukar (Shareholder who attended the meeting by himself)

Question In the notice of meeting page 70 (attachment No. 6) has no number of auditor and thus he requested the company to specify number of auditor.

Khun Wannee's Answer The company has already specified the number of auditor in the notice of meeting on page 9.

Remark After the meeting certificated the Agenda 8, there were additional 2 shareholders with 9,245 shares attending. Therefore, the total number of shareholders attending the meeting was 1,609 shareholders, having 10,793,848,627 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 9 has increased accordingly.

Agenda 9 **To consider the approval for the amendment of Clause 3 of memorandum of Association of the Company (Objectives)**

The chairman declared to the meeting that, currently, the business condition has been changed significantly and the Company is necessary to create the new innovation and also the new business opportunities relating to the Company products and services. However, the Company's original objectives are still ambiguous and such matter is not included. Therefore, in order to be able to support the changing of the business condition, the new innovation as well as the occurrence of the new type of business, the Company is necessary to amend its objective and added accordingly for its clarity and coverage. The Board of Directors then approved to propose such to the Annual General Meeting of the Shareholders to consider for approval the amendment of Clause 3 of memorandum of Association of the Company (Objectives) by amending the original objective for 3 clauses and adding 2 more clauses from 47 original clauses to be 49 clauses in total with the details as follows:

9.1 The Company's Objectives to be amended.
The Existing Company's Objectives:

Clause 8 Engage in the business of rice, corn, cassava, cassava pallet, coffee, cashews, beans, sesame, castor, palm, oil, hemp, cotton, kapok, dry crop, products made from such goods, shellac, leather, animal horn, wood, mineral, rubber, latex, rubber sheet or other types of rubber produced by or came from any part of rubber tree, forest things, herb and all types of agriculture products.

Clause 27 Engage in business of manufacturing and distributing, production to order, exchanging, renting cassette tape, music tape, blank tape, video tape, blank video tape, CD, blank CD, instant CD, VCD, audio visual aids, all types of audio materials, sound recording and television materials.

Clause 46 Engage in business of producing and distributing electric generator for solar energy for government and private sectors.

Objectives requested to be amended are as follows:

Clause 8 Engage in the business of rice, corn, cassava, cassava pallet, coffee, cashews, beans, sesame, castor, palm, oil, hemp, cotton, kapok, dry crop, products made from such goods, shellac, leather, animal horn, wood, mineral, rubber, latex, rubber sheet or other types of rubber produced by or came from any part of rubber tree, forest things, herb and all types of agriculture products **including controlled seed.**

Clause 27 Engage in business of manufacturing and distributing, production to order, exchanging, renting cassette tape, music tape, blank tape, video tape, blank video tape, CD, blank CD, instant CD, VCD, audio visual aids, all types of

audio materials, sound recording and television materials **as well as engage in business of communication radio or any equipment of communication radio.**

Clause 46 Engage in business of producing and distributing electric generator for solar energy **including other forms of alternative or renewable energy such as electric energy, water power or steam power, natural gas, natural energy e.g. wind, natural heat, sunlight, mineral or other fuels for government and private sectors.**

9.2 Objectives requested to be added are as follows:

1. Engage in business of researching, studying, developing, design or supporting technology, innovation, information technology system relating to products or goods, processes or procedures relating to or in connection with or supporting the Company's business and business relating to industrial, commercial, agriculture matter for the objective of the Company's business.

2. Engage in business or providing support of researching, studying, developing and gathering information relating to all forms of alternative or renewable energy business as well as engage in power plant to generate electricity from solar energy and other forms of alternative or renewable energy including to sell and purchase, provide, contract for construction, transform, plan, build, investigate, analyze, design and install, acquire and proceed with any other things relating to the said energy to be able to sell and service to general customers.

Resolved

The meeting of shareholders considered and adopted the resolution to approve the amendment of Clause 3 of Memorandum of Association of the Company (Objectives) by amending the original objective for 3 clauses and adding 2 more clauses from 47 original clauses to be 49 clauses in total with the details as follows:

1. The Company's Objectives to be amended.

The Existing Company's Objectives:

Clause 8 Engage in the business of rice, corn, cassava, cassava pallet, coffee, cashews, beans, sesame, castor, palm, oil, hemp, cotton, kapok, dry crop, products made from such goods, shellac, leather, animal horn, wood, mineral, rubber, latex, rubber sheet or other types of rubber produced by or came from any part of rubber tree, forest things, herb and all types of agriculture products.

Clause 27 Engage in business of manufacturing and distributing, production to order, exchanging, renting cassette tape, music tape, blank tape, video tape, blank video tape, CD, blank CD, instant CD, VCD, audio visual aids, all types of audio materials, sound recording and television materials.

Clause 46 Engage in business of producing and distributing electric generator for solar energy for government and private sectors.

Objectives requested to be amended are as follows:

Clause 8 Engage in the business of rice, corn, cassava, cassava pallet, coffee, cashews, beans, sesame, castor, palm, oil, hemp, cotton, kapok, dry crop, products made from such goods, shellac, leather, animal horn, wood, mineral, rubber, latex, rubber sheet or other types of rubber produced by or came from any part of rubber tree, forest things, herb and all types of agriculture products **including controlled seed.**

Clause 27 Engage in business of manufacturing and distributing, production to order, exchanging, renting cassette tape, music tape, blank tape, video tape, blank video tape, CD, blank CD, instant CD, VCD, audio visual aids, all types of audio materials, sound recording and television materials **as well as engage in business of communication radio or any equipment of communication radio.**

Clause 46 Engage in business of producing and distributing electric generator for solar energy **including other forms of alternative or renewable energy such as electric energy, water power or steam power, natural gas, natural energy e.g. wind, natural heat, sunlight, mineral or other fuels for government and private sectors.**

2. Objectives requested to be added are as follows:

1. Engage in business of researching, studying, developing, design or supporting technology, innovation, information technology system relating to products or goods, processes or procedures relating to or in connection with or supporting the Company's business and business relating to industrial, commercial, agriculture matter for the objective of the Company's business.

2. Engage in business or providing support of researching, studying, developing and gathering information relating to all forms of alternative or renewable energy business as well as engage in power plant to generate electricity from solar energy and other forms of alternative or renewable energy including to sell and purchase, provide, contract for construction, transform, plan, build, investigate, analyze, design and install, acquire and proceed with any other things relating to the said energy to be able to sell and service to general customers.

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 shares attending in the meeting and having the right to vote
-Approve	10,793,799,299	99.9995
-Disapprove	2,056	0.0000
-Abstain	47,272	0.0004
- Voided ballot	0	0.0000

Remark After the meeting certificated the Agenda 9, there were additional 1 shareholders with 4,266 shares attending. Therefore, the total number of shareholders attending the meeting was 1,610 shareholders, having 10,793,852,893 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 10 has increased accordingly.

Agenda 10 **To consider the approval for the amendment of the Articles of Association of the Company by adding one section in regard to the meeting and conferencing via electronic means**

Due to the announcement of the National Council for Peace and Order No. 74/2557 announced on the date 27th June 2014 with regard to the meeting and conference via electronic means indicating that any meeting required by law to be held, apart from the method specified by law, the meeting can be held via electronic means.

Thereafter, on 23rd September 2016, the Department of Business Development has issued its clarification as follows: for public company limited, if the conference or meeting is required to be held, such matter shall be indicated in the Articles of Associations of public company limited.

Therefore, for the flexibility and convenience to conduct the board of directors' meeting, and to accommodate changes in laws and regulations about the shareholders' meeting via electronic means, The Company, then, would like to request the meeting for approval the amendment of the Articles of Association of the Company by adding the article from 9 Sections 50 clauses to 10 Sections 52 clauses in which Section 5 clause 31 and clause 32 in regard to The Meeting and Conferencing via Electronic Means will be added. Also, such amendment is needed to modify the existing the Articles of Association of the Company from Section 5 to Section 9, clause 31 to clause 50, so as to change the order of the Section number and the Clause number in the new Articles of Associations of the company. The details were as follows :

Section 5

The Meeting and Conferencing via Electronic Means

Clause 31. To conduct the board of directors' meeting and shareholders' meeting, the chairman may conduct the conference or meeting via electronic means in which the conference or meeting shall comply with the principles indicated in related announcements or laws.

Clause 32. In case the chairman requests the conference or meeting to be held via electronic means, to call the board of directors and shareholders for the conference or meeting, the chairman or any person assigned by the chairman shall serve a notice to directors and shareholders for not less than 7 days before the conference or meeting or serve a notice by email instead.

Resolved The meeting of shareholders considered and adopted the resolution to approve the amendment of the Articles of Association of the Company by adding the article from 9 Sections 50 clauses to 10 Sections 52 clauses in which Section 5 in regard

to The Meeting and Conferencing via Electronic Means will be added and the modification of the existing Articles of Association of the Company from Section 5 to Section 9, clause 31 to clause 50, so as to change the order of the Section number and the Clause number in the new Articles of Associations of the company. The details were as follows :

Section 5

The Meeting and Conferencing via Electronic Means

Clause 31. To conduct the board of directors' meeting and shareholders' meeting, the chairman may conduct the conference or meeting via electronic means in which the conference or meeting shall comply with the principles indicated in related announcements or laws.

Clause 32. In case the chairman requests the conference or meeting to be held via electronic means, to call the board of directors and shareholders for the conference or meeting, the chairman or any person assigned by the chairman shall serve a notice to directors and shareholders for not less than 7 days before the conference or meeting or serve a notice by email instead.

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 shares attending in the meeting and having the right to vote
-Approve	10,793,796,846	99.9994
-Disapprove	19,911	0.0001
-Abstain	36,136	0.0003
- Voided ballot	0	0.0000

Agenda 11 **Considering for approval the cancellation of non-issued debenture and considering for approval the Company to issue a long-term debenture in the amount of not exceeding Baht 30,000 Million.**

As the Company has its plan for continuingly expansion of business which such will need to acquire other financial source in addition to the internal operating capital in order for the Company to have option to raise fund with lower cost and to have more flexibilities on debentures issuance, therefore the Board of Directors Meeting adopted a resolution to propose to the Shareholders' Meeting to consider for approval as follows:

1. The Company proposes to the Shareholders' Meeting to consider and approve the cancellation of long-term debentures, which was approved according to the

resolution of the Annual General Shareholders' Meeting of year 2013 for the portion that has not been issued and offered for sale.

By the end of the Annual General Shareholders' meeting of the year 2017 on 5th April 2017, the Company has the long-term non-issued debentures remaining balance in the amount of Baht 5,750 Million.

2. To consider and approve the issuance and sale of long-term debentures in the amount of not exceeding THB 30,000 Million. The Company may issue the new long-term debenture to replace in case of the Company has made any redemption and/or repurchased the existing debentures in any case under the conditions as follows:

Types	All types of debentures (subordinated or non-subordinated, with or without trustee, and secured or unsecured) depending upon the market suitability at the time of each offering.
Currency	THB, US\$ and/or other foreign currency
Principal amount	Principal amount of the debentures issued will not exceed THB 30,000 Million or the US\$ or other foreign currency equivalent amount, calculated by using the prevailing exchange rate at the time of each offering as deemed appropriate by the Company.
Offering	Public offering or private placement pursuant to the notification of The Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission to local investors or overseas, in one or several offerings depending on the discretion and necessity for the use of money of the Company, and the debentures may be issued and sold, as replacement for the debentures already issued and sold by the Company.
Term of the debenture	The Term of the debentures will be depended on the market conditions at the time of the issuance, and the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures.
Interest rate	Depending upon the suitability and the market condition at the time of the issuance and offer for sale.
Call option	The Company may have the call option to redeem the debentures before maturity, or may repurchase debentures.
Put option	The debenture holders may be granted with put option subject to the conditions as to be specified by the Company.
Secondary market	The Company may apply for listing of debentures with the Thai Bond Dealing Center or other foreign bond dealing center.

In the event that the debentures are redeemed for whatever reasons, or are repurchased, resulting in the reduction of the outstanding balance of the debentures, the Company can issue the new debentures within the principal amount as approved by the Shareholders' Meeting above.

The Managing Director has been granted with the power to consider and determine criteria, conditions and other details relating to the issuance and offering for sale of debentures as necessary and appropriate according to the laws, including the listing of debentures on the Stock Exchange of Thailand, the Thai Bond Market Association or any other secondary markets. The power also extends to apply for approval from, make disclosure to, and proceed any and all relevant acts with the relevant regulatory agencies, appoint advisors or relevant persons with respect to the issuance and offering of debentures as well as to enter into, execute and amend relevant documents and contracts, and take any action relating to the issuance and offering of debentures for its completeness.

Resolved

The meeting of shareholders considered and adopted the resolution as follows;

1. Approved the cancellation of long-term debentures, which was approved according to the resolution of the Annual General Shareholders' Meeting of year 2013 for the portion that has not been issued and offered for sale.

By the end of the Annual General Shareholders' meeting of the year 2017 on 5th April 2017, the Company has the long-term non-issued debentures remaining balance in the amount of Baht 5,750 Million.

2. Approved the issuance and sale of long-term debentures in the amount of not exceeding THB 30,000 Million. The Company may issue the new long-term debenture to replace in case of the Company has made any redemption and/or repurchased the existing debentures in any case under the conditions as follows:

Types	All types of debentures (subordinated or non-subordinated, with or without trustee, and secured or unsecured) depending upon the market suitability at the time of each offering.
Currency	THB, US\$ and/or other foreign currency
Principal amount	Principal amount of the debentures issued will not exceed THB 30,000 Million or the US\$ or other foreign currency equivalent amount, calculated by using the prevailing exchange rate at the time of each offering as deemed appropriate by the Company.
Offering	Public offering or private placement pursuant to the notification of The Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission to local investors or overseas, in one or several offerings depending on the discretion and necessity for the use of money of the Company, and the debentures may be issued and sold, as replacement for the debentures already issued and sold by the Company.
Term of the debenture	The Term of the debentures will be depended on the market conditions at the time of the issuance, and the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures.

Interest rate	Depending upon the suitability and the market condition at the time of the issuance and offer for sale.
Call option	The Company may have the call option to redeem the debentures before maturity, or may repurchase debentures.
Put option	The debenture holders may be granted with put option subject to the conditions as to be specified by the Company.
Secondary market	The Company may apply for listing of debentures with the Thai Bond Dealing Center or other foreign bond dealing center.

In the event that the debentures are redeemed for whatever reasons, or are repurchased, resulting in the reduction of the outstanding balance of the debentures, the Company can issue the new debentures within the principal amount as approved by the Shareholders' Meeting above.

The Managing Director has been granted with the power to consider and determine criteria, conditions and other details relating to the issuance and offering for sale of debentures as necessary and appropriate according to the laws, including the listing of debentures on the Stock Exchange of Thailand, the Thai Bond Market Association or any other secondary markets. The power also extends to apply for approval from, make disclosure to, and proceed any and all relevant acts with the relevant regulatory agencies, appoint advisors or relevant persons with respect to the issuance and offering of debentures as well as to enter into, execute and amend relevant documents and contracts, and take any action relating to the issuance and offering of debentures for its completeness.

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 shares attending in the meeting and having the right to vote
-Approve	10,391,096,774	96.2686
-Disapprove	402,709,319	3.7309
-Abstain	46,800	0.0004
- Voided ballot	0	0.0000

After finishing the 11th agenda, there are shareholders asking questions as follows:

Mr. Paisarn Wutibanchorn (Shareholder who attended the meeting by himself)

Question No. 1 I hereby admired director that can operate sustainable business result in revenue and profit growth during the slowdown economy. Thus, I wish to ask for the investment plan in next 3-5 years that the company has plan to expand the business or growth in which way apart from the expansion of branch as informed to the meeting.

Question No. 2 From Balance Sheet, there is an increase of cash approximately Baht 1,000 Million from 2,698 to Baht 3,700 Million. I wish to know that how the Company manage liquidity which has an effect to operation result and the investment plan?

Answer of Director to Question No. 1 The company has still expending its business in the next 3-5 years but during slowdown economic situation the company have to be careful on location selection to where the customer has purchasing power only.

Answer of Director to Question No. 2 For the cash flow, since at the beginning of the year 2017, there is debenture on due and thus the company has raised fund at the end of last year. Also at the end of last year the government has launched shopping for the nation project, thus there is an increase of cash flow.

Mr. Paisarn Wutibanchorn (Shareholder who attended the meeting by himself)

Question With regard to the investment in Malaysia, have the operation result reached the expectation? And, is there still appears continuous investment or the investment will be made in other country?

Answer of Director The investment in foreign country is one of strategies of the company. In Malaysia, the company has already opened 2 branches in past year, i.e. IOI Branch and Summit Branch. For this year, the company will open other 2-3 branches. The market still expands in overall but the economic is not good now, however, the operation result is on acceptable level. For other countries, the company will expend business to AEC countries accordingly.

Mr. Paisarn Wutibanchorn (Shareholder who attended the meeting by himself)

Question For Malaysia, will the company expand to Kuala Lumpur or elsewhere?

Answer of Director The company has plan to expand branch to the major city outside Kuala Lumpur i.e. Malacca.

Agenda12 Other businesses (if any)

There were no other matters for consideration and no shareholder having further inquiry, the chairman then declared the Annual General Meeting of shareholders for the year 2017 adjourned.

The meeting was adjourned at 12.10 p.m.

Singed Mr. Anant Asavabhokhin Chairman of the Meeting
(Mr. Anant Asavabhokhin)

Singed Ms. Wannee Juntamongkol Company Secretary
(Ms. Wannee Jantamongkol)