

5th March 2015

Subject: Invitation for Annual General Meeting of the Shareholders of the Year 2015

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

- Enclosures:**
1. A copy of The Extraordinary General Meeting of the Shareholders No.1/2014;
 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 2014;
 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 8: 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 2015

The Board of Directors Meeting No.2/2015 of Home Product Center Public Company Limited held on 24th February 2015 adopted a resolution to call for the Annual General Meeting of the Shareholders of the Year 2015 to be held on Thursday 9th April 2015 at 10.00 a.m. (Registration time: 8.00 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.1/2014

Objectives and rationale

The secretary of the Meeting has prepared the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2014 held on 15th October 2014 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 to consider to certify the minutes of the Extraordinary General Meeting of the Shareholders No.1/2014 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. 1/2014, held on 15th October 2014.

Agenda 2 To consider for acknowledgement of the Company's Operation Result of the Year 2014

Objectives and rationale

The Company has prepared the Board of directors' report regarding the operation result end as of 31st December 2014 showing the Company's operation result of the year 2014 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 2014 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 2014.

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 2014

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 2014 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2015 held on 23rd February 2015 and the Board of Directors Meeting No.2/2015 held on 24th February 2015. 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 2014 (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 2014 which such has been considered by the meeting of audit committee No.2/2015 held on 23rd February 2015 and the Board of Directors Meeting No.2/2014 held on 24th February 2015 by having the summary of material matters as follows:

In the Year 2014, the Company had the total revenue for Baht 51,208.59 Million which increases from the previous year for Baht 8,483.36 Million or by 19.86%, having its retail sales income amount of Baht 47,964.75 Million which increases from the previous year for Baht 7,958.11 Million or by 19.89%, the majority of increased sales volume was arisen from the sales growth of existing branch and the opening of new branch in Year 2014, having other incomes Bath 3,243.84 Million which increases for the amount Baht 525.25 Million or by 19.32%. (the 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. The Company has its net profit for the year Baht 3,313.34 Million which increases for the amount of Baht 244.85 Million or up by 7.98%, and has its basic earnings per share for Baht 0.27 as of 31st December 2014. The Company, therefore, has its total asset in the amount of Baht 44,312.82 Million and its total debts in the amount of Baht 28,611.19 Million and for the shareholders in the amount of Baht 15,701.63 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 2014.

Agenda 4 **To consider and approve the decrease of the Company's registered capital by way of eliminating the 81,545 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. 1/2014, 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. 1/2014 on 15th October 2014 in which the meeting adopted the resolution for payment of dividend in the form of the stock dividend not exceeding 1,369,940,000 shares, which from the actual distribution of stock dividend, there were shareholders receiving stock dividend in total of 1,369,858,455 shares. Therefore, there are remaining shares to support the dividend payment totaling of 81,545 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 12,329,396,991, 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. 1/2014 in total of 81,545 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): 12,329,315,446 (Twelve billion, Three hundred and Twenty Nine millions, Three hundred and Fifteen thousand, Four hundred and Forty Six Baht)
 Divided into (shares) : 12,329,315,446 (Twelve billion, Three hundred and Twenty Nine millions, Three hundred and Fifteen thousand, Four hundred and Forty Six Shares)
 Par value of (Baht) : 1 (One Baht)

which are classified into

Ordinary shares (shares): 12,329,315,446 (Twelve billion, Three hundred and Twenty Nine millions, Three hundred and Fifteen thousand, Four hundred and Forty Six Shares)
 Preference shares (shares): - (.....)”

Agenda 5 To consider the approval of the dividend payment and the allocation of profit for the legal reserve fund for the Year 2014.

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 2014, the Company had its annual net profit for the whole year in the amount of Baht 3,386.74 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 2011	Year 2012	Year 2013
Stock dividend payment rate (amount of existing share : stock dividend)	(7:1), (cash) (Interim), (Year-end)	(5:1) , (6:1) (Interim),(Year-end)	(6:1) , (7:1) (Interim),(Year-end)
Stock dividend rate per share (before dilution)	0.1429	0.3667	0.3096
Cash dividend per share (per:Baht/share)	0.1659	0.040823	0.0345
Total dividend payment (per:Baht/share)	0.3088	0.407523	0.3441
Dividend payout ratio (comparing with the net profit)	83.61%	98.03%	97.62%

Opinion of the Board of Directors

Since the Company has its net profit according to the separate financial statements of the Year 2014 for the whole year in the amount of Baht 3,386.74 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 2014 (January – June 2014), the Extraordinary General Meeting of the Shareholders No. 1/2014 held on 15th October 2014 has adopted the resolution to allocate for 5% of the net profit for the legal reserve fund as at the amount of Baht 76.70 Million which such amount was calculated from the net profit of the separate financial statements of January to June 2014 in the amount of Baht 1,532.15 Million and approved the interim dividend payment for the operation result of the first six months of the Year 2014 on 13th November 2014 as follows:

(A) Payment of dividend by the Company's ordinary shares in the ratio of eight (8) current shares per one (1) dividend shares or equivalent as dividend payment at Baht 0.125000 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 0.125000 per share.

(B) Payment of dividend by cash at the rate of Baht 0.013889 per share.

The total of dividend payment for the first half of the year is at the rate of Baht 0.138889 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 2014 (July-December 2014) 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 2014 in the amount of Baht 92.70 Million, which such was calculated from 5% of the net profit of the separate financial statement of July 2014 - December 2014 as in the amount of Baht 1,854.59 Million

(B) To approve payment of dividend by ordinary shares to shareholders in the ratio of fifteen (15) current shares per one (1) dividend share, not exceeding 822 Million shares at par value of 1 Baht per share, or totally not exceeding Baht 822 Million or equivalent at Baht 0.06667 per share for dividend 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 0.06667 per share.

(C) To approve to pay dividend by cash at the rate of Baht 0.07333 per share, or not exceeding in total of Baht 904.11 Million.

The total of dividend payment for the second half of the year 2014 is at the rate of Baht 0.14 per share.

According to the dividend payment as above, the Company will pay such from the retained earnings and the net profit of July 2014 - December 2014 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.

The total of profit allocated for legal reserve fund of the Year 2014 was at the amount of Baht 169.40 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 0.278889 per share (before taking dilution effect) which can be calculated as in the total amount of approximately Baht 3,248.19 Million, or at payout ratio of 95.91% divided to stock dividend 64.72% and cash dividend totaling 31.19%. 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 21st April 2015, 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 22nd April 2015, and fixing the date of dividend payment to be made within 8th May 2015.

Agenda 6 **To consider the approval for the increase of registered capital 822,000,000 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 5, the Company shall allocate ordinary shares to support the dividend payment for

822,000,000 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 12,329,315,446 Baht to be the new registered capital of 13,151,315,446 Baht, divided into 13,151,315,446 shares. In this regard, the new ordinary share will be issued for 822,000,000 shares at the 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.

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 12,329,315,446 Baht to be the new registered capital of 13,151,315,446 Baht, divided into 13,151,315,446 shares. Thus, there will be issuance of new 822,000,000 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)	: 13,151,315,446	(Thirteen billion, One hundred and Fifty One millions, Three hundred and Fifteen Thousand Four hundred and Forty Six Baht)
Divided into (shares)	: 13,151,315,446	(Thirteen billion, One hundred and Fifty One millions, Three hundred and Fifteen Thousand Four hundred and Forty Six Shares)
Par value of (Baht)	: 1	(One Baht)
<u>which are classified into</u>		
Ordinary shares (shares)	: 13,151,315,446	(Thirteen billion, One hundred and Fifty One millions, Three hundred and Fifteen Thousand Four hundred and Forty Six 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 5, the Company shall allocate ordinary shares to support the stock dividend payment for 822,000,000 shares.

Opinion of the Board of Directors

The Board of Directors proposed to the Annual General Meeting of the Shareholders of the Year 2015 for consideration of approval to increase registered capital by the issuance of new 822,000,000 ordinary shares. Therefore, the meeting adopted the resolution to propose such to the Annual General Meeting of the Shareholders of the Year 2015 for consideration of the approval to allocate ordinary shares for increase of registered capital for 822,000,000 shares to support the stock dividend payment.

Agenda 8 **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. Naporn Sunthornchitcharoen | Position | Director and Executive Director |
| 2. Mr. Rutt Phanijphand | Position | Director, Executive Director and Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Manit Udomkunatum | Position | Director and Chief Executive Director |
| 4. Mr. Boonsom Lerdhirunwong | Position | Director, Independent Director and Chairman of the Audit Committee |

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 19th September 2014 to 16th January 2015, 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 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, 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 four 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 four 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 four directors of the Company who would be retired by rotation in this year to be directors of the Company for another term.

Agenda 9 **To consider the approval the remuneration of directors for the Year 2015**

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 2015 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for 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
2012	12,000,000 Baht	10,570,000 Baht
2013	12,000,000 Baht	11,120,000 Baht
2014	12,000,000 Baht	10,930,000 Baht

Number of the Board of Directors' Meeting in 2014 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	12
-The Nomination and Remuneration Committees Meeting	3

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 2015 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) per year in total which is equivalent to the payment for the year 2014.

The details of remuneration of director of each group are as follows:

Details of Remuneration	Amount
Remuneration of Directors	
1. Monthly remuneration	
- Chairman	Baht 80,000 per person / per month
- Director	Baht 40,000 per person / per month
2. Remuneration per meeting attendance	
- Chairman	Baht 30,000 per person / per meeting attendance
- Director	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	Baht 30,000 per person / per meeting attendance
For Director of each sub-committee	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 10 To consider the approval the payment of directors' bonus for the Year 2014

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 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 Nomination and Remuneration Committees has considered the bonus of the directors by considering on the suitability 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 7.89 % over 2013.
2. In 2014, although the company's profit growth has been increased only 7.89 %, market capitalization of the company has been increased to 13.44 % which resulted from the contribution of board of 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
2011	17,000,000 Baht	17,000,000 Baht
2012	22,000,000 Baht	22,000,000 Baht
2013	25,000,000 Baht	25,000,000 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 2014 in the amount of Baht 27,000,000 (Twenty Seven Million Baht).

Agenda 11 To consider the approval the appointment of auditors and determination the auditing fee for the year 2015

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 to be the auditors of the Company of the Year 2015 as per the following names:

- | | | |
|------------------------------|-----|-----------------|
| 1.Ms. Sumana Punpongsanon | CPA | No. 5872 and/or |
| 2.Mr. Sophon Permsirivallop | CPA | No. 3182 and/or |
| 3.Mr. Chayapol Suppasedtanon | 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 2015 in amount of not exceeding Baht 3,200,000. (Three million and Two hundred thousand baht), which is the same amount paid for the year 2014.

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 2015 are as follows:

Audit Fee	Year 2013	Year 2014	Year 2015
Annual auditing fee for the financial statements of the Company and subsidiaries	Baht 1,720,000	Baht 2,090,000	Baht 2,090,000
Quarterly reviewing fee for financial statements of the Company and subsidiaries for the whole year	Baht 960,000	Baht 1,110,000	Baht 1,110,000
Total amount to request for approval	Baht 2,680,000	Baht 3,200,000	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 to be the auditors of the Company of the Year 2015, and approved the audit fee for year 2015 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 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, as proposed by the Audit Committee, as per the following names:

1.Ms. Sumana	Punpongsanon	CPA	No. 5872 and/or
2.Mr. Sophon	Permsirivallop	CPA	No. 3182 and/or
3.Mr. Chayapol	Suppasedtanon	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 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 7 years. Formerly, Mrs. Kingkarn Atsawarangsalit was assigned to be the auditor of the Company to examine and express opinion on the Company's financial statement since the year 2010 to the year 2014 totaling for 5 years up to her allowed term. 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. 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 12 Other businesses (if any)

The schedules related to the Annual General Meeting of Shareholders for the Year 2015 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	11 th March 2015
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	12 th March 2015
3. Convening the Annual General Meeting of Shareholders for the Year 2015	9 th April 2015
4. Specifying the name list of shareholders who are eligible to receive dividend	21 st April 2015
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	22 nd April 2015
6. Dividend payment	8 th May 2015



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 27th March 2015 at **96/27, 4th Floor, Moo.9, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000 or at email: ir@homepro.co.th.**

Attachment 1

(Translation)

**The Extraordinary General Meeting of the Shareholders No.1/2014
of
Home Product Center Public Company Limited**

The meeting was held on 15th October 2014 at 10.10 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel, 662 Rama IV Road, Bangrak Sub District, Bangrak District, Bangkok Metropolis.

Mr. Anant Asavabhokhin, the Chairman of the Board being the Chairman of the meeting, declared the meeting opened by introducing the Board of Directors and independent legal consultant who attended the meeting as follows:

Name of the Directors Attending the Meeting

1. Mr. Anant	Asavabhokhin	Position : Chairman of the Board of Directors
2. Mr. Rutt	Phanijphand	Position : Chairman of the Nomination and Remuneration Committee
3. Mr. Manit	Udomkunatum	Position : Chairman of the Executive Directors
4. Mr. Joompol	Meesook	Position : The Nomination and Remuneration Committee
5. Mrs. Suwanna	Buddhaprasart	Position : Director
6. Mr. Khunawut	Thumpomkul	Position : Managing Director
7. Mr. Achawin	Asavabhokin	Position : Director
8. Mr. Boonsom	Lerdhirunwong	Position : Chairman of Audit Committee and Independent Director
9. Mr. Thaveevat	Tatiamaneekul	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. Pong	Sarasin	Position : Independent Director
2. Mr. Naporn	Soonthornchitcharoen	Position : Executive Director

Company Secretary and acting as Secretary of the Meeting

Ms. Wannee	Juntamongkol	Position : Senior Vice President – Finance (Chief Executive of Accounting and Finance)
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Name of Independent Representative and Independent Person for Vote Counting

1. Ms. Sirinapa	Ruttanakosol	Legal Consultant from Wissen&Co Limited
2. Mr. Pattrasak	Iamjintanakit	Minority Shareholder

(Translation)

Number of Shareholders Attending the Meeting

Mr. Anant Asavabhokhin, Chairman of the Board being the Chairman of this meeting, reported to the shareholders for the quorum of the meeting as follows: There were shareholders who attended the meeting by themselves and proxy totaling 1,257 persons, being total number of 8,412,883,688 shares or 76.76 % 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 328 persons, representing 1,130,279,799 shares;
2. Proxy holder, totaling 929 persons, representing 7,282,603,889 shares;
3. Juristic person shareholders holding shares over 10%, totaling 2 persons, representing 5,480,046,032 shares.

Proceeding of the Meeting

The Chairman of the meeting 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

If any shareholder has opinion or question, the shareholder shall raise his/her hand and inform the name and last name. Then, such shareholder can give opinion or ask the question 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 gathering 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 win 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. 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.4 (page 55) 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 from voting. Therefore, in each agenda

(Translation)

except Agenda 3, 4 (which needs the voting of not less than three-fourths of the shareholders who attend the meeting and have right to vote), there shall be no votes from abstention included.

Equitable Treatment to Shareholders

1. The Publicity of the Invitation Notice for the Meeting

In order for the shareholders to access details of this Extraordinary General Meeting of the Shareholders, the Company has published the invitation letter both in Thai and English language on the Company's website since 19th September 2014 and has notified the news to the Stock Exchange of Thailand, as well as has given the opportunity to shareholders to send question in advance to the Company since 19th September 2014 and the final date to accept such question was on 3rd October 2014, at Investor Relation Department or email: ir@homepro.co.th in which it appeared that there is a question sent by an anonymous shareholder via email, and the Company has gathered such question and will give an answer with the details accordingly.

Remark : After the Chairman had announced the number of shares to the meeting, there were another 75 shareholders holding 7,454,020 shares attending the meeting. Therefore, there were totally 1,332 shareholders attending the meeting, holding the shares in total of 8,420,337,708 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.1/2014 considered the agendas and adopted the resolutions as follows.

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of the Shareholders for the year 2014.

The Chairman proposed to the meeting that the Minutes of the Annual General Meeting of the Shareholders for the year 2014 held on 10th April 2014 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 2014 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 Share	% of the shareholders attending and casting votes
1. Approve	8,420,337,708	100
2. Disapprove	0	0
3. Abstain	0	Not Count

Remark After the meeting had already considered Agenda 1, there were additional 58 shareholders attending the meeting, representing 4,236,874 shares. Therefore, the total number of shareholders attending the meeting was 1,390 shareholders and the total shares represented were 8,424,574,582 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 2.

(Translation)

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

Miss Wannee Juntamongkol reported the Company's operating result for first six month of the year end at 30th June 2014 in conclusion to the meeting as follows: The Company has totaling 66 branches, of which 21 branches are located in Bangkok and 45 branches are in other provinces. The new opening branches in the first half of the year 2014 are Lampang branch, Prajuabkirikhan branch, Surin branch, and there are 2 branches opened in the third quarter of the year 2014 e.g. Chiang-Mai and Korat (Hua-talae). For Mega Home, there are 4 branches in total, of which 1 branch located in Bangkok and its vicinity and 3 branches in other provinces. In the year 2013, 2 branches were opened for operation e.g. Rang-Sit branch in Patumthani Province and Mae-Sod branch in Tak Province. Also, in the year 2014, 2 branches were opened e.g. Nong-Kai branch and Bor-Win branch in Chonburi Province.

In the first six month of the year 2014, the Company had the total sales amount of Baht 23,102 Million which was increased from the first six month of the previous year by the amount of Baht 3,995 Million or increased by 20.91%. The increase of the sales was mainly due to the growth of the existing branches and the opening of new branches. The Company had net profit during the period as consolidated financial statement of Baht 1,519 Million, increased from the first six month of the previous year by the amount of Baht 97 or increased by 6.81%. The proportion of sale amount is at 6.6%, decreased from the previous year which had the proportion at 7.4% of net profit comparing in percentage per sale amount. Such was decreased because new branches of Mega Home were opened and had lower margin structure, and it was in the period that the Company expanded its business both for Mega Home and HomePro in Malaysia. For the profit in the first six month of the year 2014, the net profit per share is at Baht 0.14.

For Mega Home business, such will emphasize on contractor group and resell business in which, currently, there are 4 branches. For HomePro in Malaysia, it is expected to open within the end of this year and the first branch will be located at IOI Shopping Mall around new residential area where is overcrowded and in Puchong-Putrajaya.

In this year, the Company planned to open another 11 branched by diving into 8 branches for HomePro business, 2 branches for Mega Home, and 1 branch for HomePro in Malaysia. Currently, HomePro business is already opened for 5 branches, during preparation to be opened for 3 branches e.g. Sriracha, Phuket, and Pattaya. The Mega Home business has been already opened for 2 branches and HomePro in Malaysia in 1 branch. Until the end of this year, the Company will have its branch in the total of 76 branches divided into HomePro business for 71 branches, Mega Home for 4 branches, and HomePro in Malaysia for 1 branch.

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 2,061 toilets for 153 schools in 41 provinces.

The Chairman declared to the meeting that from January to June 2014, the Company has a net profit as per the specific financial in the amount of Baht 1,532.15 Million derived from its operating result with no accumulated deficit. In addition, there is sufficient cash flow to be paid

(Translation)

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, such 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 would like 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 2014 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	2011	2012	2013
Stock dividend payment rate (amount of existing share : stock dividend)	(7:1),(Cash) (Interim),(Final)	(5 :1) , (6:1) (Interim),(Final)	(6 :1) , (7:1) (Interim),(Final)
Stock dividend value per share (before dilution)	0.1429	0.366700	0.3096
Cash dividend per share	0.1659	0.040823	0.0345
Total dividend payment	0.3088	0.407523	0.3441
Dividend payout ratio (comparing with the net profit)	83.61%	98.03%	97.62%

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

- (1) Allocated as the statutory reserve in the amount of Baht 76.70 Million which is equivalent to 5% of the net profit from January 2014 to June 2014 in the amount of Baht 1,532.15 Million.
- (2) Paid for dividend by the Company's ordinary shares in the ratio of eight (8) current shares per one (1) dividend shares, not exceeding 1,369,940,000 shares and at Baht 1 per share, or in the total amount not exceeding Baht 1,369,940,000 or shall be converted as dividend payment to be Baht 0.125000 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash at the rate of Baht 0.125000 per share.
- (3) Paid dividend by cash at the rate of Baht 0.013889 per share, or in the total amount of not exceeding Baht 152,220,000.

(Translation)

In combination of the stock dividend and the cash dividend shall be paid at the rate of Baht 0.138889 per share, which are in accordance with the provision of the dividend payment policy specified by the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law. According to the dividend payment at this time, the Company will pay such from the retained earnings in which the Company is required to pay for corporate income tax at the rate 20%.

In this regard, on 24th October 2014, 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 27th October 2014 pursuant to Section 225 of the Securities and Exchange Act. The payment of such Stock Dividend and Cash Dividend shall be made within 13th November 2014.

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

- (1) Allocated as the statutory reserve in the amount of Baht 76.70 Million which is equivalent to 5% of the net profit from January 2014 to June 2014 in the amount of Baht 1,532.15 Million.
- (2) Paid dividend by the Company's ordinary shares in the ratio of eight (8) current shares per one (1) dividend shares, not exceeding 1,369,940,000 shares and at Baht 1 per share, or in the total amount not exceeding Baht 1,369,940,000 or shall be converted as dividend payment to be Baht 0.125000 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 0.125000 per share.
- (3) Paid dividend by cash at the rate of Baht 0.013889 per share, or in the total amount of not exceeding Baht 152,220,000.

In combination of the stock dividend and the cash dividend shall be paid at the rate of Baht 0.138889 per share, which are in accordance with the provision of the dividend payment policy specified by the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

In this regard, on 24th October 2014, 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 27th October 2014 pursuant to Section 225 of the Securities and Exchange Act. The payment of such Stock Dividend and Cash Dividend shall be made within 13th November 2014.

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	% of the shareholders attending and casting votes
1. Approve	8,424,566,105	99.9999
2. Disapprove	7,932	0.0000
3. Abstain	545	Not Count

(Translation)

Remark After the meeting had already considered Agenda 2, there were additional 5 shareholders attending the meeting, representing 5,155,920 shares. Therefore, the total number of shareholders attending the meeting was 1,395 shareholders and the total shares represented were 8,429,730,502 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 3.

Agenda 3 To consider and approve the decrease of registered capital from its previous registered capital of Baht 10,959,900,988 to be the new registered capital of Baht 10,959,456,991 by way of eliminating the 443,997 ordinary shares with par value Baht 1, remaining from the allocation of stock dividend per the resolution adopted from the Annual General Meeting of the Shareholders for the year 2014 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 Annual General Meeting of the Shareholders for the year 2014 on 10th April 2014 in which the meeting approved the dividend payment in the form of the stock dividend payment not exceeding 1,370,350,000 shares, from the actual distribution of stock dividend, there were shareholders receiving shares in total of 1,369,906,003 shares. Therefore, there are remaining shares totaling of 443,997 shares to be paid for dividend. Since there are some shares which the Company has not completely issued as registered, in order to be in line with the law, the Company, therefore, has to decrease its registered capital.

Therefore, shareholders' meeting was requested to consider for approval to decrease the registered capital of the Company from the previous registered capital of Baht 10,959,900,988 to be the new registered capital of Baht 10,959,456,991 by way of eliminating the 443,997 ordinary shares with par value Baht 1, remaining from the allocation of stock dividend per the resolution adopted from the Annual General Shareholders' Meeting 2014 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

“Clause 4	Registered capital (Baht)	: 10,959,456,991	(Ten billion, Nine hundred and Fifty Nine million, Four hundred and Fifty Six thousand, Nine hundred and Ninety One Baht)
	Divided into (shares)	: 10,959,456,991	(Ten billion, Nine hundred and Fifty Nine million, Four hundred and Fifty Six thousand, Nine hundred and Ninety One shares).
	Par value of (Baht)	: 1	(One Baht)
			<u>which is classified into</u>
	Ordinary shares (shares)	: 10,959,456,991	(Ten billion, Nine hundred and Fifty Nine million, Four hundred and Fifty Six thousand, Nine hundred and Ninety One shares)
	Preference shares (shares)	: -	(.....)”

(Translation)

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 10,959,900,988 to be the new registered capital of Baht 10,959,456,991 by way of eliminating the 443,997 ordinary shares with par value Baht 1, remaining from the allocation of stock dividend per the resolution adopted from the Annual General Shareholders' Meeting 2014 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

"Clause 4 Registered capital (Baht) : 10,959,456,991 (Ten billion, Nine hundred and Fifty Nine million, Four hundred and Fifty Six thousand, Nine hundred and Ninety One Baht)
Divided into (shares) : 10,959,456,991 (Ten billion, Nine hundred and Fifty Nine million, Four hundred and Fifty Six thousand, Nine hundred and Ninety One shares)
Par value of (Baht) : 1 (One Baht)

which is classified into

Ordinary shares (shares) :10,959,456,991 (Ten billion, Nine hundred and Fifty Nine million, Four hundred and Fifty Six thousand, Nine hundred and Ninety One 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	% of the shareholders attending and having the right to vote
1. Approve	8,429,729,957	99.9999
2. Disapprove	0	0.0000
3. Abstain	545	0.0000

Remark After the meeting had already considered Agenda 3, there were additional 14 shareholders attending the meeting, representing 464,113 shares. Therefore, the total number of shareholders attending the meeting was 1,409 shareholders and the total shares represented were 8,430,194,615 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 4.

Agenda 4 To consider and approve the increase of registered capital of 1,369,940,000 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 a resolution regarding the dividend payment in the form of ordinary share of the Company to shareholders, the details of

(Translation)

which appeared in Agenda 2, the Company shall allocate ordinary shares to support the dividend payment for 1,369,940,000 shares.

However, the company shares are not sufficient to support the dividend payment. The meeting, therefore, approved to propose to The Extraordinary General Meeting of the shareholders No.1/2014 for consideration the approval to increase the registered capital from the previous registered capital of Baht 10,959,456,991 to the new registered capital of Baht 12,329,396,991, divided into 12,329,396,991 shares. In this regard, the new ordinary share will be issued for 1,369,940,000 shares at the 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:

“Clause 4” Registered capital (Baht) : 12,329,396,991 (Twelve billion, Three hundred and Twenty Nine million, Three hundred and Ninety Six thousand, Nine hundred and Ninety One Baht)
Divided into (shares) : 12,329,396,991 (Twelve billion, Three hundred and Twenty Nine million, Three hundred and Ninety Six thousand, Nine hundred and Ninety One shares),
Par value of (Baht) : 1 (One Baht)

which is classified into

Ordinary shares (shares) : 12,329,396,991 (Twelve billion, Three hundred and Twenty Nine million, Three hundred and Ninety Six thousand, Nine hundred and Ninety One shares) .
Preference shares (shares) : - (.....)”

Resolved The meeting approved to increase registered capital from the previous registered capital of Baht 10,959,456,991 to the new registered capital of Baht 12,329,396,991, divided into 12,329,396,991 shares. In this regard, the new ordinary share will be issued for 1,369,940,000 shares at the 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:

“Clause 4” Registered capital (Baht) : 12,329,396,991 (Twelve billion, Three hundred and Twenty Nine million, Three hundred and Ninety Six thousand, Nine hundred and Ninety One Baht)
Divided into (shares) : 12,329,396,991 (Twelve billion, Three hundred and Twenty Nine million, Three hundred and Ninety Six thousand, Nine hundred and Ninety One shares)
Par value of (Baht) : 1 (One Baht)

(Translation)

which is classified into

Ordinary shares (shares) : 12,329,396,991 (Twelve billion, Three hundred and Twenty Nine million, Three hundred and Ninety Six thousand, Nine hundred and Ninety One 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	% of the shareholders attending and having the right to vote
1. Approve	8,430,194,070	99.9999
2. Disapprove	0	0.0000
3. Abstain	545	0.0000

Remark After the meeting had already considered Agenda 4, there were additional 4 shareholders attending the meeting, representing 471,105 shares. Therefore, the total number of shareholders attending the meeting was 1,413 shareholders and the total shares represented were 8,430,665,720 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 5.

Agenda 5 **To consider and approve the allocation of the increased ordinary shares 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 1,369,940,000 shares. Therefore, The Extraordinary General Meeting of the shareholders No.1/2014 was requested to consider approval to allocate increased ordinary shares of 1,369,940,000 shares to support the stock dividend payment.

Resolved The meeting approved the allocation of ordinary shares for 1,369,940,000 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	% of the shareholders attending and casting votes
1. Approve	8,430,665,175	100
2. Disapprove	0	0
3. Abstain	545	Not Count

(Translation)

K. Thamniem Jakkritkul : Questioned that, since the Company has purchased the land located in Amphur Cha-Um, Petchaburi Province 2-3 years ago, when the construction will be started, and whether the project will be operated in full type?

Director's answer : Regarding the land located in Amphur Cha-Um, Petchaburi Province, such is now under the development process to maximize its use, and under work planning.

K. Somchai Hongsamathip : Having 3 questions
1. How many branches in Malaysia that the Company plans to have?
2. Will the Company plan to expand its business in Vietnam?
3. Will the Company plan to start running decoration business?

Director's answer : 1. The first branch in Malaysia will be opened at the end of this year. The reason why the Company decides to operate its business in Malaysia is because such country is close to Thailand and having high purchasing power. According to our study in this business and our estimation in the whole country, we can open in Malaysia for about 30-40 branches.

2. In consideration to open HomePro in other countries, the Company would like to see the business outcome from Malaysia first, and study about overseas markets for our better understanding, and, then, expand to other countries.

3. For the question regarding the expansion of our business into others retail segment including decoration business, the Company would like to report that, in each year, the Company will consider which group of products can be expanded and to which extent. For decoration product group, such has been targeted to increase also. However, to expand our operation into other businesses, the Company has to consider its possibility first.

K. Chakrit Yospol : In the previous shareholders meeting, the Company had requested to add the Company's objectives regarding to engage into the business in selling solar roof and operating school business. Are such projects currently started yet?

Director's answer : Regarding solar roof matter, the Company has joined with our alliance to generate electricity for sale to the government, which the Company has given the Company's roof area for the installation of solar roof panel. After generating and selling electricity to the Electricity Authority, the generator will share the benefits to the Company. Currently, the solar roof has been installed, and the electricity has been sold to the Electricity Authority for 2 branches already. For other branches, such is still under its operation since in the past, the government had not approved for all branches due to the process of application for factory license. However, at present, the said license is no more

(Translation)

required. Previously, the Company has applied for approval of 35 branches, but received such approval for 11 branches. Therefore, the Company has gradually operated the business, and estimated that, within this year, the Company will start selling electricity for all 11 branches.

In addition, the Company has also corporated with another alliance to sell solar cell circuit panel for general customers to be installed at home, in which the Company is the distributor and our partner is the manufacturer and installer.

Regarding the school matter, since the Company has also operated retail space to sublet where there is lessee running business as tutorial school which the approval from the Ministry of Education is required. The Company, as the lessor, has to specify its business objectives to operating school business as well, so that the lessee will be able to lease such area to be used as a school. Therefore, the Company is required to amend the Company's objectives. However, the Company has no policy to operate our own school.

K. Pongsakorn Laksanaviboonkul

: 1. Regarding SG&A or expense for sale and administration, will such expense be increased or decreased in the next 2-3 years? And what kind of expense will be increased or decreased?

2. Regarding marketing and advertising expense, will such expense be increased or decreased in the next 2-3 years? And what item will be increased or decreased?

Meeting secretary's answer

: 1. For SG&A expense, or sale and administration expense, such expense is increased in this year because there are new business units e.g. HomePro in Malaysia and Mega Home. However, in the future, such expense maybe decreased comparison with the sale amount in percentage after starting business operation of HomePro in Malaysia and Mega Home.

2. For marketing and advertising expense, the Company has prepared a budget by controlling in percentage per sale amount. Therefore, the advertisement expense is likely to be stable.

K. Somchai Hongsamathip

: 1. Is there any company policy to operate business in Solar Farm?

2. How many branches will be expanded in order to operate business in Solar Roof?

Director's answer

: 1. The Company has no policy to operate business in Solar Farm.

2. For Solar Roof, it is to convert the asset to be fund by giving the roof area to generate more income. The Company has not invested for such but our alliance. After selling the electricity, the income will be shared to the Company. Also, the Company has corporated with another alliance to sell the



(Translation)

solar cell panel for general customers to be installed on their house roofs. In this regard, the Company is selling such through HomePro branches and providing its alliance for installation, as well as having advertisement, examination process, providing customers' information for installation, and division of income.

K. Suwat Kasianapibal

: 1. How is the business comparison between the 2nd quarter and the 3rd quarter?

2. Regarding HomePro in Malaysia, once the Company has acknowledged its income of the end of this year, how the operation result will be?

Director's answer

: We are now unable to answer how the operation result in the 3rd quarter will be. This is because such is now under the review of the auditor, so we have to wait for official announcement. However, after comparing with sale amount ratio, the operation result for this year may reduce. That is because there are expenses occurring from our new businesses e.g. HomePro in Malaysia and Mega Home. For HomePro in Malaysia which will be opened for the operation in the end of this year, its sale amount will not be substantial when comparing with the sale amount of HomePro. Also, it will be just opened for 1-2 months, so the income may not be enough for the expenses occurring before starting operation.

K. Varavich Duangsint

: 1. What is the highest target for Mega Home business?

2. Is it possible that the Company will become the first leader in contractor business?

Director's answer

: Mega Home business is a business focusing on a group of customers who are contractors and it is a huge market and having many traditional outlets selling construction materials. However, it is so difficult to answer now when we will become the first leader since, after just starting the operation for 4 branches, the operation result is simply satisfactory and now under model improvement for better result.

K. Tara Cholpranee

: For Solar Roof installation project in 11 branches, I would like to know where those branches are.

Director's answer

: Currently, the branches where the electricity has been already sold are Lopburi and Chumporn. For another 9 branches, such are now under the installation. Totally, the Company has applied for 35 branches but already received the approval for 11 branches.

K. Tara Cholpranee

: Since the installation for generating electricity 1 MW has to use the area for 10,000 square meters, I would like to know whether the Company's structure e.g. roof and beam

(Translation)

- Director's answer : will be able to support or not, and whether it will be able to resist wind speed or not.
: The Company has already examined that our structure can carry the weight. Also, since the installation will be attached with the roof, so it can resist the wind speed.
- K. Somchai Hongsamathip : For the product which sold in Malaysia, how much the portion of product that was imported from Thailand and nearby countries?
Director's answer : Most of products sold in Malaysia are imported up to 50% and other than that are purchased within Malaysia 50%.
- K. Pormprom Pakpiem : How is the staff training in Malaysia, and is there any service mind provided like HomePro in Thailand? I would love them to have service mind the same as in Thailand.
Director's answer : In principle, we will provide the same standard. However, we have just started in Malaysia, so we may have to learn for our improvement. In addition, we have to consider what standard used in Thailand is accomplished, so we will take it to be used in Malaysia and may take time. Moreover, Malaysia lacks of labor, so the Company desires to manage this to be as good as in Thailand.
- K. Suriya Saparsa : Since logistic system is one of all costs for branch expansion, I would like to know, in Malaysia, what is the Company's policy to control such costs? The Company invests by itself or seeks for partnership.
Director's answer : To deliver our products to Malaysia, the Company has 2 ways i.e. by ship and by car. For logistics management, the Company manages by itself.
- K. Weerawuth Kongboonkiat : Since, currently, the Company has its registered capital for Baht 10,000 Million, What does the Company forecast for suitable amount of registered capital in order to know when the stock dividend payment is not required.
Director's answer : In the past, the Company has paid both in cash and stock in which the stock dividend payment is to reserve cash to be used for business expansion and to increase stock liquidity in the stock market. At the same time, the Company also consider on D/E Ratio by controlling such to be around 1. The form of dividend payment in each time will be considered periodically.
- K. Pormprom Pakpiem : As I know, there are not so many people running business like Home Pro in Malaysia, but only the outstanding one is IKEA. So, HomePro is probable more attractive for the customers in Malaysia. I would like to ask about this matter for my confidence.
Director's answer : The reason why we decided to open our business in Malaysia is because Malaysian people have the higher

(Translation)

purchasing power, and have their lifestyle similar to the consumers in Thailand. In addition, the Company is assured of running business in Malaysia since there are not so many competitors. However, we have to take a period of time to develop our business to be strong and, then, expand our branch.

K. Tanaprasert Pamornpairoj : How many years for Malaysia to reach their break even point?

Director's answer : Since there are expenses in fixed cost, therefore, there must be at least 5 branches to be enough in order to maintain all expenses of head office and operation costs.

K. Thammiam Jakkritkul : When the Company will start the construction in Cha-Um branch, Petchaburi Province? whether the project will be operated in full type?

Director's answer : Since the Company bought the land located in Cha-Um at very low price; it is profitable now, if we decide to sell it. However, the Company does not want to sell because such land is located in the good location. To open the new branch, the Company has to consider the demand and the type to be opened in order for the break even. Regarding the type, it is now under consideration.

K. Somchai Hongsamathip : How is the sale for project customer?

Director's answer : The Company has not sold for big project, only small projects and paid in cash.

K. Prawit Jessadaapimook : Since there are many shareholders sending their questions before the meeting started, but not given their names, and there is a shareholder who is willing to read the contents prescribed in the letter to all shareholders provided that the shareholder who has served the question is desirous to request the Company to improve the condition in proposing the name of director in the ordinary meeting of shareholders beforehand by not specifying the number of shares and educational qualification in accounting only.

Director's answer : The Company has specified the condition for the shareholder who is desirous to propose the name of director that such shareholder shall hold the shares for not less than 100,000 shares. The Company has not specified that such person must have qualification in accounting but only particular condition for audit committee provided that there must be at least 1 person who has knowledge and understanding, or experience on accounting or finance according to the condition provided by the Stock Exchange of Thailand. The Company only specifies that the proposed director must have significant knowledge and ability in the Company's business. The Company has considered that, to propose the name of director, there must be enough voting

(Translation)

support in which the principle stipulated by the Company is not against the law or provision issued by the Stock Exchange of Thailand in any matter. The Company has also considered this point by comparing with other companies in the Stock Exchange of Thailand in which some companies has specified the number of shares for 5%. If the shareholder is desirous to propose any agenda, he/she is able to do so provided that the Company has given the opportunity for all shareholders to propose the agenda for the Annual General meeting of the Shareholder for the year 2015, and to propose any person to be considered and voted to be the director until 16th January 2015, the details and conditions of which published on the Company's website in investor relation part and in the topic: Share Holder Center, or contact for more information at ir@homepro.co.th.

K. Prawit Jessadaapimook

: Why does the Company not provide a souvenir to the shareholders in the shareholder meeting?

Director's answer

: That is because the Company was requested for cooperation by the Thai Investor Association to stop providing the souvenir since, to arrange the meeting, it is mainly for the shareholder attending the meeting to acknowledge our business information and the Company's operation result, and the Company is not desirous to provide others incentive to attract any investor to attend the meeting.

K. Tara Cholpranee

: 1. In the Public Limited Companies Act, it has specified about the election of director in 2 ways i.e.

1.1 Cumulative vote: by taking a number of shares held by a shareholder multiplied by the number of directors to be elected at each time provided that the shareholder may take all received shares to vote for one director or divide all received shares to vote any number of desired directors. In case of desirous to vote for many directors, the shareholder can divide his/her shares to each director as much as he/she can.

1.2 If the Company has any other provisions, such shall be specified in the regulation and enforceable as the Company's regulation in which the shareholder is able to take all shares to vote for all directors. Most of public companies use this way and minority of shareholders are unable to be the director.

2. Regarding remuneration payment to directors, the vote is required not less than two-thirds of total votes of shareholders attending the meeting, but not required to take the vote of shareholders attending the meeting and having the right to vote. Therefore, the shareholder who is acting as the director is still has the right to vote. I would desire the Company to manage this issue for improvement and IOD

(Translation)

Director's answer

should re-consider and also revise the Public Limited Companies Act for these matters.

: 1. Currently, the Company has complied with the law in all respects. The Public Limited Companies Act specifies that if the Company has no other provisions, the cumulative vote is required for election of director. However, the Company has apparently regulations provided that, for election of director, it must be 1 share : 1 vote which such is workable under the Public Limited Companies Act, and most of public limited companies are using this rule. Therefore, as the shareholder proposes the Company to use the cumulative vote, the Public Limited Companies Act has to be amended. The Company will take this issue to be considered and will inform the relevant authorities to acknowledge this accordingly in order to stipulate the clear regulation.

2. According to Public Limited Companies Act, the Act has specified to receive the vote of shareholder meeting for not less than two-thirds of total votes of shareholders attending the meeting only in case of the Company's regulation not specified in the remuneration payment. However, the Company's regulation has apparently specified that the director is entitled to receive his/her remuneration in form of money, reward, attendance fee, bonus, or any other benefits as provided in the regulation. Therefore, it is not necessary to receive the vote in two-thirds of total votes of shareholders attending the meeting, but exceeding one-half. Previously, in the agenda on remuneration payment, the Company has already received the vote and adopted the resolution for exceeding two-thirds of total votes of shareholders attending the meeting, and also the directors who receive the remuneration payment have abstained their votes in such agenda for transparency and good governance.

K. Somchai Hongsamathip

: In future, will the Company open the business in all provinces?

Director's answer

: The Company is unable to open our branch in all provinces e.g. 3 provinces in deep southern of Thailand, but we will try to open our branch to cover all over Thailand as many as we can.

No further inquiry from any shareholder, the Extraordinary General Meeting of Shareholders No.1/2014 was adjourned at 11.35 a.m.

Signature Mr. Anant Asavabhokhin Chairman
(Mr. Anant Asavabhokhin)

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

Attachment 3.1

อากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

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 2558 ในวันพฤหัสบดีที่ 9 เมษายน 2558 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 2015 on Thursday 9th April 2015 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.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น 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 2558 ในวันพฤหัสบดีที่ 9 เมษายน 2558 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 2015 on Thursday 9th April 2015 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) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้ / In the meeting, I/we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

- วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2557

Agenda 1 To consider and approve of the Minutes of The Extraordinary General Meeting of the Shareholders No.1/2014.

- (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 □ ไม่เห็นด้วย/ Disapprove □งดออกเสียง/ Abstain

- วาระที่ 2 เรื่องพิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2557

Agenda 2 To consider for acknowledgement of the Company's Operation Result of the Year 2014.

- (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 □ ไม่เห็นด้วย/ Disapprove □งดออกเสียง/ Abstain

- วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชีสำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2557

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 2014.

- (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 □ ไม่เห็นด้วย/ Disapprove □งดออกเสียง/ Abstain

- วาระที่ 4 เรื่องพิจารณาอนุมัติให้ลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นสามัญจดทะเบียนที่คงเหลือจากการจัดสรรหุ้นปันผลระหว่างกาล ตามมติที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2557 จำนวน 81,545 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 4 To consider and approve the decrease of the Company's registered capital by way of eliminating the 81,545 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. 1/2014, 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 □ ไม่เห็นด้วย/ Disapprove □งดออกเสียง/ Abstain

- วาระที่ 5 เรื่องพิจารณาอนุมัติจ่ายปันผลและการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมายประจำปี 2557
Agenda 5 To consider the approval of the dividend payment and the allocation of profit for legal reserve fund for the year 2014.
- (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 ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
- วาระที่ 6 เรื่องพิจารณาอนุมัติให้เพิ่มทุนจดทะเบียนจำนวน 822,000,000 หุ้น เพื่อรองรับการจ่ายหุ้นปันผล และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
Agenda 6 To consider the approval for the increase of registered capital 822,000,000 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) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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) 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 ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
- วาระที่ 8 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ
Agenda 8 To consider the approval the re-appointment of the Company's directors in place of the directors who are retired by rotation.
- (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:
- การแต่งตั้งกรรมการทั้งหมด / Appointment all proposed directors.
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director.
1. นายณพร สุนทรจิตต์เจริญ (Mr. Naporn Sunthornchitcharoen)
ตำแหน่ง/Position กรรมการและกรรมการบริหาร/ Director and Executive Director
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

2.นายรัตน์ พานิชพันธ์ ตำแหน่ง/Position	(Mr. Rutt Phanijphand) กรรมการ กรรมการบริหาร และประธานกรรมการสรรหาและกำหนดค่าตอบแทน / Director, Executive Director and Chairman of the Nomination and Remuneration Committee
<input type="checkbox"/> เห็นด้วย/ Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Disapprove <input type="checkbox"/> งดออกเสียง/ Abstain
3.นายมานิต อุดมคุณธรรม ตำแหน่ง/Position	(Mr. Manit Udomkunatum) กรรมการ และประธานกรรมการบริหาร / Director and Chief Executive Director
<input type="checkbox"/> เห็นด้วย/ Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Disapprove <input type="checkbox"/> งดออกเสียง/ Abstain
4.นายบุญสม เลิศศิริวงษ์ ตำแหน่ง/Position	(Mr. Boonsom Lerthiruwong) กรรมการ ประธานกรรมการตรวจสอบและคณะกรรมการอิสระ / Director, Chairman of the Audit Committee and Independent Director
<input type="checkbox"/> เห็นด้วย/ Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Disapprove <input type="checkbox"/> งดออกเสียง/ Abstain

- วาระที่ 9 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2558

Agenda 9 To consider the approval the remuneration of directors for the Year 2015.

- (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 ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

- วาระที่ 10 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2557

Agenda 10 To consider the approval the payment of directors' bonus for the Year 2014.

- (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 ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

- วาระที่ 11 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 11 To consider the approval the appointment of auditors and determination the auditing fee for the year 2015.

- (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 ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

- วาระที่ 12 เรื่องพิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 12 Other business (if any)

- (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 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ / 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 splitted into more than one Proxy to separately vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2558 ในวันพฤหัสบดีที่ 9 เมษายน 2558 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 2015 on Thursday 9th April 2015 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 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

(.....)

วันที่/ Date...../...../.....

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy

(.....)

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 2558 ในวันพฤหัสบดีที่ 9 เมษายน 2558 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 2015 on Thursday 9th April 2015 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 เรื่องพิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2557

Agenda 1 To consider and approve of the Minutes of The Extraordinary General Meeting of the Shareholders No.1/2014.

(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 2 เรื่องพิจารณารับรองรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2557

Agenda 2 To consider for acknowledgement of the Company's Operation Result of 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 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2557

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 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 4 เรื่องพิจารณาอนุมัติให้ลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นสามัญจดทะเบียนที่คงเหลือจากการจัดสรรหุ้นปันผลระหว่างกาล ตามมติที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2557 จำนวน 81,545 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda 4 To consider and approve the decrease of the Company's registered capital by way of eliminating the 81,545 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. 1/2014, 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.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 5 เรื่องพิจารณาอนุมัติจ่ายปันผลและการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมายประจำปี 2557
- Agenda 5 To consider the approval of the dividend payment and the allocation of profit for legal reserve fund 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 6 พิจารณาอนุมัติให้เพิ่มทุนจดทะเบียนจำนวน 822,000,000 หุ้น เพื่อรองรับการจ่ายหุ้นปันผล และแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda 6 To consider the approval for the increase of registered capital 822,000,000 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.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 7** พิจารณานอมนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล
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
- งดออกเสียง/ Abstain.....เสียง
- วาระที่ 8** เรื่องพิจารณานอมนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ
Agenda 8 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.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director โดยมีรายชื่อกรรมการดังต่อไปนี้ / As the following director's names:
- 1.นายนพร สุนทรจิตต์เจริญ (Mr. Naporn Sunthornchitcharoen)
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง
- 2.นายรัตน์ ฟานิชพันธ์ (Mr. Rutt Phaniijphand)
- เห็นด้วย/ Approve.....เสียง
- ไม่เห็นด้วย/ Disapprove.....เสียง
- งดออกเสียง/ Abstain.....เสียง

3.นายมานิต อุดมคุณธรรม (Mr. Manit Udomkunatum)

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

4.นายบุญสม เลิศศิริวงษ์ (Mr. Boonsom Lerdhirunwong)

เห็นด้วย/ Approve.....เสียง

ไม่เห็นด้วย/ Disapprove.....เสียง

งดออกเสียง/ Abstain.....เสียง

- วาระที่ 9 เรื่องพิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2558

Agenda 9 To consider the approval the remuneration of directors for the Year 2015.

(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 10 เรื่องพิจารณานุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2557

Agenda 10 To consider the approval the payment of directors' bonus for the Year 2014.

(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 11 เรื่องพิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 11 To consider the approval the appointment of auditors and determination the auditing fee for the Year 2015.

(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 12 เรื่องพิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda 12 Other business (if any)
- (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
- งคออกเสียง/ Abstain.....เสียง

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ 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 หรือในกรณีที่ที่ประชุมมีการพิจารณา 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.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ 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.....ผู้มอบอำนาจ/ Appointer
 (.....)

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

หมายเหตุ/ Remarks

- 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 depositee of the shares only.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบอำนาจคือ / 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) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

A document confirming that the signor on the Proxy for the shareholder has been permitted to engage in the custodian business.

3. 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 shares shall not be splitted into more than one Proxy to separately vote.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่มึวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำขอแบบหนังสือมอบฉันทะแบบ 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 2558 ในวันพฤหัสบดีที่ 9 เมษายน 2558 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 2015 on Thursday 9th April 2015 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 3.2

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 Roonsamrarn 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 3.3

Brief biographies of Independent Director who is assigned to be proxy.

Committee Information

Name – Surname Mr. Chanin Roonsamrarn **Age** 67
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 - 2013	Independent Director, Audit Committee, Nomination Committee, Chairman of Risk Management Committee and, Human Resource and Remuneration Director	The Siam Commercial Samaggi Insurance Plc.	Insurance

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, 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	<u>No</u>	shares	Proportion	<u>-</u>
Warrant (ESOP)	<u>No</u>	shares		

No. of Terms and No. of service year as Directorship at Homepro (since becoming listed company) 3 terms for 9 years of services:

- 1st Terms: From October 03, 2005 to April 04, 2007
- 2nd Terms: From April 04, 2007 to April 07, 2010
- 3rd Terms: From April 07, 2010 to April 05, 2013

No. of Meeting attendance for the year 2013

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

Attachment 4

(F 53-4)

**Capital Increase Report Form
Home Product Center Public Company Limited
On 24 February 2015**

We, Home Product Center Public Company Limited, hereby reports the resolution of the board of directors no.2/2015, held on February 24, 2015 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 12,329,396,991 to Baht 12,329,315,446 by eliminating the 81,545 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 of shareholders No. 1/2014 and;
- To increase of a registered capital of the Company from Bath 12,329,315,446 to Baht 13,151,315,446 by means of the issuance of 822,000,000 ordinary shares with a par value of Baht 1 each, totaling Baht 822,000,000.

2. Allotment of new shares:

The meeting of the board of directors passed a resolution approving the allotment of 822,000,000 ordinary shares with par value of 1 Baht each, totaling Baht 822,000,000 to reserve for the stock dividend payment as follows:

2.1 Details of Allocation

Allotted to	Number (shares)	Ratio (existing shares : new share)	Sales price per share (Baht)	Subscription and payment period	Note
Existing Shareholders	822,000,000	15 : 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 2015 is scheduled to be held on April 9, 2015 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 11, 2015 and list will be compiled by closing the share register on March 12, 2015 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-

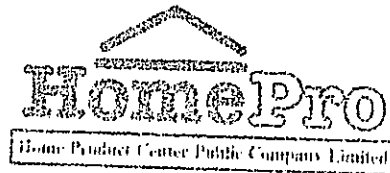
9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:

Proceedings	Date
1. To hold the Board of Directors' Meeting	February 24, 2015
2. To determine shareholders entitled to attend the Meeting (Record Date)	March 11, 2015
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 12, 2015
4. To convene The Annual General Meeting of Shareholders for the year 2015	April 9, 2015

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. Naporn Sunthornchitcharoen

Age 56

Proposed Position Director and Executive Director

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



Education

Education	Major	University
Master Degree	Business Administration	Thammasart University
Bachelor Degree	Civil Engineering	Chiangmai University

Institution Thai Institute of Directors Association (IOD)

Program Director Certification Program (DCP) 2005

Program Director Accreditation Program (DAP) 2004

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
2009 - Present	Director	- LH Financial Group Plc.	Investment Business
2013- Present	Executive Director and Managing Director	- Land and House Plc.	Property development
2002 - Present	Executive Director and Senior Executive Vice President		
2005 - Present	Director	- Land and House Bank Plc.	Financial institution
2001 - Present	Director and Executive Director	- Home Product Center Plc.	Home Improvement Retailer
1995 - Present	Director	- Land and House North-East Co.,Ltd.	Property development
	Director	- Land and House North Co.,Ltd.	Property development

Working Experience during the last 5 years (Continued)

Period	Position	Company Name	Type of Business
1994 - Present	Director	- Quality Construction Products Plc.	Construction Material Manufacturing
1994 - 2011	Director	- Bangkok Chain Hospital Plc.	Hospital

At Present , Mr. Naporn is the director 4 listed companies and 3 non-listed companies.

Listed Companies	Non – Listed Companies	Other organization that compete with/ related to The Company
- Home Product Center Plc.	- Land and House Bank Plc.	None
- LH Financial Group Plc.	- Land and House North-East Co.,Ltd.	
- Land and House Plc.	- Land and House North Co.,Ltd.	
- Quality Construction Products Plc.		

No. Shareholding at Homepro None shares

No. of Terms and No. of service year as Directorship at Homepro until Shareholder Meeting Date. 5 terms for 14 years of services:

- 1st Terms: From May 29, 2001 to April 25, 2003
- 2nd Terms: From April 25, 2003 to April 04, 2006
- 3rd Terms: From April 04, 2006 to April 08, 2009
- 4th Terms: From April 08, 2009 to April 04, 2012
- 5th Terms: From April 04, 2012 to April 09, 2015

No. of Meeting attendance

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

Committee Information

Name – Surname Mr. Rutt Phanijphand
Age 67
Proposed Position Director, Executive Director and Chairman of the Nomination and Remuneration Committee
Date of Appointment December 20, 2001



Education

Education	Major	University
M.S.	Business Administration	Fort Hays Kansas State University, Hays, Kansas, USA.
Bachelor	Science	Kasetsart University

Institution Thai Institute of Directors Association (IOD)
Program Director Accreditation Program (DAP) 2003
Program Director Certification Program (DCP) 2005
Program Financial Institutions Governance Program (FGP) 2010

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
2013 - Present	Director	CIMB Securities International(Thailand)	Investment
2010 - Present	Chairman of Board of Director	Land and Houses Fund Management Co.,Ltd.	Fund Management Business
2009 - Present	Chairman of Executive Director	LH Financial Group Plc.	Investment
2005 - Present	Chairman of Executive Director	Land and House Bank Plc.	Financial institution
2005 - Present	Independent Director and Chairman of Audit Committee and the Compensation Committee	Banpu Plc.	Energy
2007 - Present	Executive Director and Chairman of the Nomination and Remuneration Committee	Home Product Center Plc.	Home Improvement Retailer

Working Experience during the last 5 years (Continued)

Period	Position	Company Name	Type of Business
2001 - Present	Director	Home Product Center Plc.	Home Improvement Retailer
2001- 2014	Managing Director and President	Quality House Plc.	Property development

At Present , Mr. Rutt is the director 3 listed companies and 3 non-listed companies.

Listed Companies	Non – Listed Companies	Other organization that compete with/ related to The Company
- Home Product Center Plc.	- CIMB Securities International(Thailand)	None
- LH Financial Group Plc.	- Land and Houses Fund Management Co.,Ltd.	
- Banpu Plc.	- Land and House Bank Plc.	

No. Shareholding at Homepro None shares

No. of Terms and No. of service year as Directorship at Homepro until Shareholder Meeting Date. 5 terms for 14 years of services:

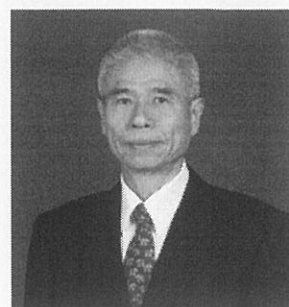
- 1st Terms: From December 20, 2001 to April 25, 2003
- 2nd Terms: From April 25, 2003 to April 04, 2006
- 3rd Terms: From April 04, 2006 to April 08, 2009
- 4th Terms: From April 08, 2009 to April 04, 2012
- 5th Terms: From April 04, 2012 to April 09, 2015

No. of Meeting attendance

- 1. Board of Director Meeting : 11 attendances out of total 12 meetings
- 2. Executive Director Meeting : 12 attendances out of total 12 meetings
- 3. The Nomination and Remuneration Committee Meeting : 3 attendances out of total 3 meetings

Committee Information

Name – Surname Mr. Manit Udomkunatum
Age 69
Proposed Position Director and Chairman of the Executive Committee



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

Education

Education	Major	University
Secondary	-	-

Institution Thai Institute of Directors Association (IOD)
Program Director Accreditation Program (DAP) 2004

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
2007 - Present	Director and Chairman of the Executive Committee	- Elician Development Co.,Ltd.	Hotel
2006 - Present	Director and Chairman of the Executive Committee	- Shanghai Inn Co.,Ltd.	Hotel
	Director	- Panalee Co.,Ltd	Hotel
2004 - Present	Director	- Koh Maphrao Island Co.,Ltd.	Hotel
2003 - Present	Director	- R L P Co.,Ltd.	Holding
2001 - Present	Director and Chairman of the Executive Committee	- Home Product Center Plc.	Home Improvement Retailer
2001 - Present	Chairman of the Executive Committee	- U S I Holding Co., Ltd	Holding
	Director	- Fashion People Co., Ltd	Clothing
	Director	- Active Nation Co., Ltd	Sport Products Distributor

At Present , Mr. Manit is the director 1 listed companies and 8 non-listed companies.

Listed Companies	Non – Listed Companies	Other organization that compete with/ related to The Company
- Home Product Center Plc.	- Elician Development Co.,Ltd.	None
	- Shanghai Inn Co.,Ltd.	
	- Panalee Co.,Ltd	
	- Koh Maphrao Island Co.,Ltd.	
	- R P L Co.,Ltd.	
	- USI Holding Co., Ltd	
	- Fashion People Co., Ltd	
	- Active Nation Co., Ltd	

No Shareholding at Homepro 319,679,998 Shares Equivalent to 2.59%

No. of Terms and No. of service year as Directorship at Homepro until Shareholder Meeting Date. 5 terms for 14 years of services:

- 1st Terms: From May 29, 2001 to April 25, 2003
- 2nd Terms: From April 25, 2003 to April 04, 2006
- 3rd Terms: From April 04, 2006 to April 08, 2009
- 4th Terms: From April 08, 2009 to April 04, 2012
- 5th Terms: From April 04, 2012 to April 09, 2015

No. of Meeting attendance

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

Committee Information

Name – Surname Mr.Boonsom Lerdhirunwong
Age 61
Proposed Position Chairman of the Audit Committee and Independent Director
Date of Appointment October 1, 2014



Education

Education	Major	University
Dr.Ing.,	Civil Engineering	INSA. Toulouse, France.

Institution Thai Institute of Directors Association (IOD)
Program Director Certification Program (DCP) 2012
Program Financial Statements for Director (FSD) 2012
Program Audit Committee Program (ACP) 2012
Program Advance Audit Committee Program (AACP) 2012
Program Successful Formulation and Executive of Strategy (SFE) 2013
Program Role of the Chairman Program (RCP) 2014

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
2014 - Present	Chairman of the Audit Committee and Independent Director	Home Product Center Plc.	Home Improvement Retailer
2012 - 2014	Director and Audit Committee	PTT Plc.	Energy
2010 - Present	Director and Chairman of Executive Director of Building and Infrastructure Committee	The Council of the Thai Red Cross Society	Charity
2008 - 2013	Dean, Faculty of Engineering	Chulalongkorn University	Educational Institution

At Present , Mr. Boonsom is the director 1 listed companies and 1 non-listed companies.

Listed Companies	Non – Listed Companies	Other organization that compete with/ related to The Company
Home Product Center Plc.	The Council of the Thai Red Cross Society	None

No. of Shareholding at Homepro None Shares

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years:

- 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 or benefit or interest with company that affect the duty performing independently in giving an opinion.

No. of Terms and No. of service year as Directorship at Homepro until Shareholder Meeting Date. 1 term in 2014 as Independent Director and Chairman of Audit Committee replacing Mr.Apilas Osatananda on 1st October 2014.

No. of Meeting attendance

1. Board of Director Meeting : 10 attendances out of total 12 meeting
(consists of 7 attendances by Mr.Apilas Osatananda and 3 attendances by Mr.Boonsom Lerdhirunwong)
2. Audit Committee Meeting : 12 attendance out of total 12 meeting
(consists of 9 attendances by Mr.Apilas Osatananda and 3 attendances by Mr.Boonsom Lerdhirunwong)

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

Ms. Sumana Punpongsanon

Ms. Sumana joined EY from university in 1995, and has experience serving a wide variety of audit clients, including those in finance and securities, real estate and manufacturing businesses. These clients include SET-listed companies and multi-national corporations.

Ms. Sumana has substantial experience of due diligence exercises conducted for merger or acquisition purposes, including the accounting due diligence of the troubled finance companies suspended by the authorities during the 1997 financial crisis.

Ms. Sumana earned her bachelor and master's degree in accounting from Chulalongkorn University in 1995 and 2001. She is a Certified Public Accountant (Thailand) and an approved auditor by the Securities and Exchange Commission of 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 Suppasedtanon

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.

Attachment 7

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

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.

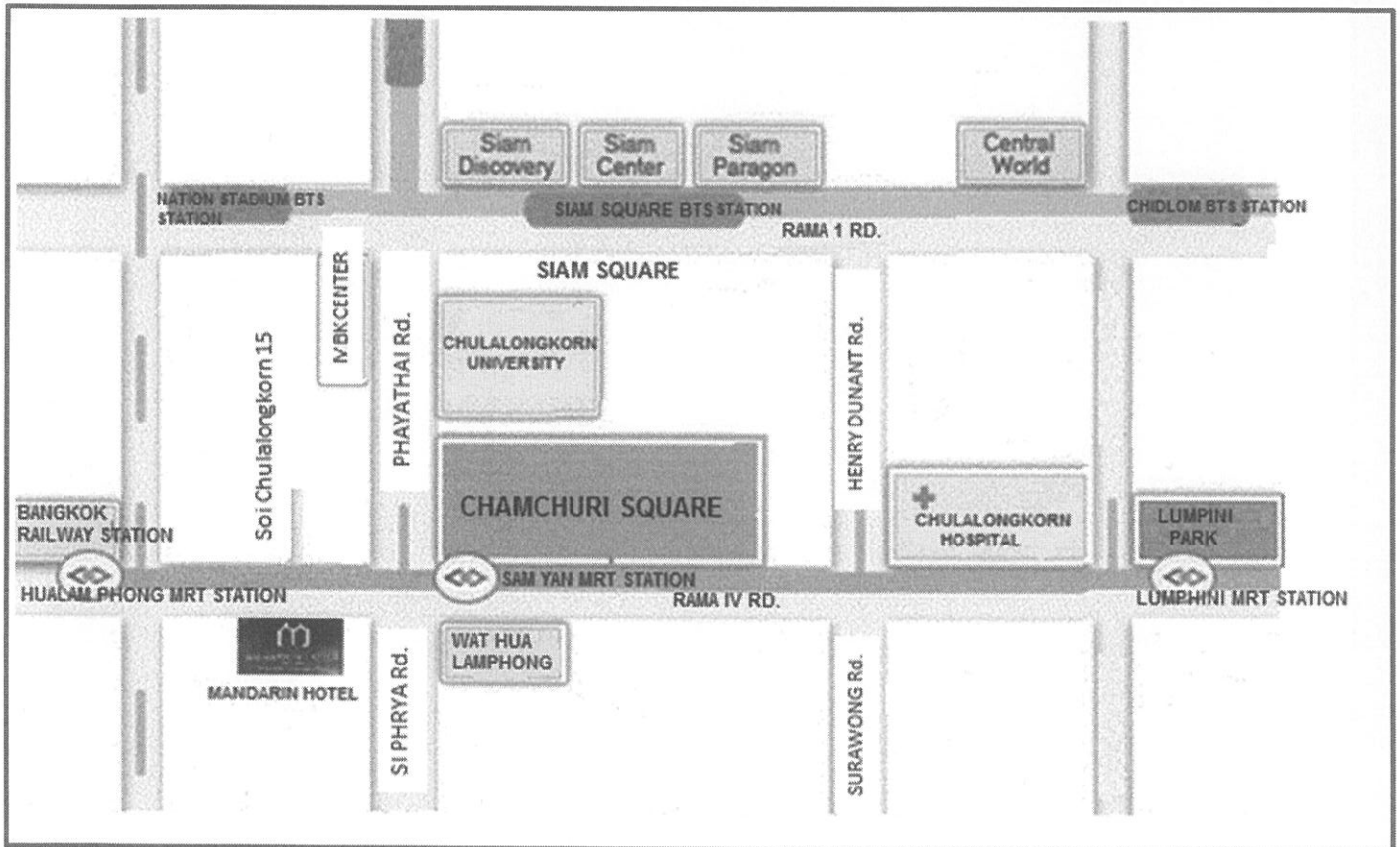
(6) Amalgamation or Dissolution of the Company

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