

MINUTES OF THE 2015 ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF
HOME PRODUCT CENTER PUBLIC COMPANY LIMITED

The Annual General Meeting of the Shareholders is held on 9th April 2015 at 10.05 a.m. at Grand Ballroom, 1st Floor, Mandarin Hotel, address: No. 662, Rama IV Road, Kwaeng Bangrak, Khet Bangrak, Bangkok

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

List of the directors attending the meeting

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

List of the director being absent

1. Mr. Pong Sarasin	Position	Independent Director
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Company Secretary and acting as secretary of the Meeting

1. Ms. Wannee Juntamongkol	Position	Senior Vice President – Finance(Chief Executive of Accounting and Finance)
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List of Auditor of EY Office Limited

1. Mrs. Kingkarn Atsawarangsalit	CPA No.4496
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List of Independent Representative to examine the voting

1. Ms. Chanobol Promsatit	Legal Consultant from Wissen & Co., Ltd.
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2. Ms. Pimjai Chaisiri	Minor Shareholder
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Number of shareholders attending the meeting

Mr. Anant Asavabhokhin, Chairman of the Board being the Chairman of this meeting, reported to the shareholders the quorum of the meeting as follows: There were shareholders who attended the meeting by themselves and proxy totaling 1,144 persons, being total number of 9,104,994,831 shares or 73.8483 % 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 335 persons, representing 1,167,834,329 shares;
2. Proxy holder, totaling 807 persons, representing 1,760,065,317 shares;
3. Juristic person shareholders holding shares over 10%, totaling 2 persons, representing 6,177,095,185 shares.

Proceeding of the meeting

Chairman of the meeting assigned Mr. Khunawut Thumpomkul to inform the proceeding of the meeting, voting, right to express opinion and to make enquiry including details in each agenda as follows:

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

Right of the shareholders to express opinion

If any shareholder has opinion or question, the shareholder shall raise his/her hand and inform the name. Then the shareholder can give opinion or 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. and Minor Shareholder to be the neutral person for examination of votes.

In respect of the Articles of Association regarding the meeting of shareholders and the resolution of shareholders, such can be examined from the attached document No.8 (page 60) 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 Agenda 1, 3, 5, 7, 8, and 11 shall be no votes from abstention included.

Equitable Treatment to Shareholders

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

The Company has given the opportunity to shareholders to propose the agenda of shareholders meeting and nominate director by proposing such via Website, and has notified it to the Stock Exchange of Thailand since 19th September 2014 the final date to accept such proposal was on 16th January 2015. During such period to propose agenda of shareholders meeting and

name of director, there was no shareholder proposing agenda of shareholders meeting and name of director to be considered.

2. The Dispatch of Questions in Advance

The Company has given the opportunity to shareholders to send question in advance to the Company within 27th March 2015, at Investor Relation Department or email: ir@homepro.co.th which appeared that there was no shareholder sending questions.

3. The Dissemination of the Invitation Notice for the Meeting

In order for the shareholders to access details of this Annual General Meeting of Shareholders, the Company has published the invitation letter both in Thai and English language on the Company's website and has notified the news to the Stock Exchange of Thailand since 9th March 2015.

Remark : After the Chairman had announced the number of shares to the meeting, there were another 98 shareholders holding 463,128,740 shares attending the meeting. Therefore, there were totally 1,242 shareholders attending the meeting, holding the shares in total of 9,568,123,571 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in each agenda were increased accordingly.

The Annual General Meeting of the Shareholders for the year 2014 considered and adopted the resolutions as follows:

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

Chairman of the meeting proposed the shareholders the minutes of the Extraordinary General Meeting of the Shareholders No.1/2014, held on 15th October 2014, which was sent to the shareholders together with the invitation of this meeting, and requested the Shareholders to consider and certify such meeting.

Resolved The meeting considered and resolved to certify the minutes of the Extraordinary General Meeting of the Shareholders No.1/2014 with the votes of more than one half of the total votes of the shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	9,568,087,803	100.00
-Disapproved	0	0
-Abstained	35,768	Do not count in tallying the vote

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

Khun Wannee reported the operation results of the year 2014 as summarized in the following:

At the yearend as of 2557 (A.D. 2014), Home Pro has totaling 71 branches , dividing into 21 branches in Bangkok and its vicinity and 50 branches in provincial area.

Mega Home has totaling 4 branches, dividing into 1 branch in Bangkok and its vicinity and 3 branches in provincial area.

The new opened branches of Home pro in 2014 were 8 branches which were Lumpang branch, Prajuabkirikun branch, Surin branch, Chiangmai-Sansai branch Sri-Racha branch, Phuket-Talang branch, North Pattaya branch and Korat Huatalay branch.

In 2014 the Company had the total sales amount of Baht 47,964.75 Million which was Baht 7,958.11 Million increase or by 19.89% from the previous year. The increase of the sales was largely from the result of the growth of the existing branches, the opening of new branches in 2014 and the newly opened Mega Home business. The Company also had other income in amount of Baht 3,243.84 Million, which was Baht 525.25 Million increased or up by 19.32% (Other income are the marketing contribution support fee from business partners, rental space fee and other service fee which has already included the parts of Market Village Co., Ltd., Mega Home Center Co., Ltd., DC Service Center Co., Ltd.)

In respect of expenses for sales and administration in 2014, the amount was Baht 11,118.71 Million which was Baht 1,873.39 Million increased from the previous year or up by 20.26 %. This has resulted in the Company in year 2014 having net profit amount of Baht 3,313.34 Million which was Baht 244.85 Million increased from the previous year or up by 7.98%, and having the earnings per share at Baht 0.27 per share. The increase of the net profit was the result of the increase of sales and other income.

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

Remark After the meeting had already considered Agenda 1 and Agenda 2, there were additional 72 shareholders attending the meeting, representing 93,002,404 shares. Therefore, the total number of shareholders attending the meeting was 1,314 shareholders and the total shares represented were 9,661,125,975 shares.

The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 3.

Name of Shareholder Mr. Pakorn Sangnil, the representative of the Thai Investors Association

Question: I admire the Company for its intention announcement to join the Private Sector Collective Action Coalition against Corruption Project. So, I would like to ask, after such intention announcement, what is the Company's plan to receive the approval from CAC (Collective Action Coalition)?

Director: The Company has already specified the good governance principles of directors, management and employees to be used for internal affairs. However, the next action is to coordinate with organizations and third party for anti-corruption participation.

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**

The Chairman of the meeting reported to the meeting that in 2014 the summarized financial information was as follows:

Sales = Baht 47,964.75 Million which was Baht 7,958.11 Million or by 19.89 % increase from the previous year;

Total amount of income = Baht 51,208.59 Million which was Baht 8,483.36 Million or by 19.86% increase from the previous year;

Net profits = Baht 3,313.34 Million which was Baht 244.85 Million or by 7.98% increase from the previous year;

The basic earnings per share = Baht 0.27

Paid up Capital = Baht 12,329.31 Million;

As of 31st December 2014, the Company had its total assets = Baht 44,312.82 Million;

Total liabilities = Baht 28,611.19 Million; and

Shareholders' equity = Baht 15,701.63 Million.

Regarding the details of the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of 31st December 2014, which was sent to the shareholders together with the invitation of this meeting, such was proposed to the shareholders meeting to consider to

approve the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of 31st December 2014.

Resolved

The meeting considered and adopted the resolution to approve the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of 31st December 2014 with the votes of more than one-half of the total votes of the shareholders attending the meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	9,655,831,110	100
-Disapproved	0	0
- Abstained	5,294,865	Do not count in tallying the vote

Remark After the meeting had finished consideration of Agenda 3, there were 13 additional shareholders attending the meeting, representing 93,017 shares. Therefore, the total number of shareholders attending the meeting was 1,327 shareholders and the total shares represented were 9,661,218,992 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 4.

Name of Shareholder Mr. Boonchuay Tungwattanasirikul

1st Question: From the consolidated financial statement, I would like to ask how much profit in each business has made? e.g. HomePro, HomePro in Malaysia, and MegaHome.

Director: For HomePro's business, you can examine such profit from the separate financial statement in which the Company has its profit of the Year 2014 at the amount of Baht 3,386.74 Million. However, for HomePro in Malaysia and MegaHome, the business operation is still at loss due to just started operating in the first phase.

2nd Question: From page 135 (annual report of the Year 2014) regarding the dividend of the separate financial statement of the Year 2013, it is at the amount of Baht 39,994 Million. But, in the Year 2014, such is at the amount of Baht 1,250 Million. I would like to ask why the dividend becomes lower.

Director: This is because the dividend of the Year 2013 was the dividend receiving from Market Village Co., Ltd., which is the subsidiary of our Company. However, for the Year 2014, there was no dividend from such company but from other subsidiary i.e. DC Service Center Co., Ltd. which has just started its operation.

3rd Question: From page 145 (annual report of the Year 2014), I would like to know why the Company has additional assets in the amount of Baht 8,576 Million and transferred them out in the amount of Baht 5,925 Million.

Director: The increased assets at the amount of 8,546 Million Baht was the assets occurred during installation and construction, and other assets used for new branch opening. For the transfer out, such was the transfer from the branch where its construction was completed.

In such case, it is in accordance with the accounting principle. When the Company has constructed any asset, such will be recorded as investment expenditure for the asset during construction. But when its branch construction is completed, such expenditure shall be transferred to be the Company's asset.

4th Question: From previous question, which branch has the Company invested for?

Director: Lampang, Prachuab-Kirikhunt, Surin, Chiang Mai-Sansai, Sri-Racha, Phuket-Talang, North Pattaya, and Korat-Hua Talea Branches.

Agenda4 **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.**

The Chairman informed the meeting that 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 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.

Therefore, Shareholders' meeting was requested to consider for 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 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 Million, 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 Million, 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 Million, Three hundred and Fifteen thousand, Four hundred and Forty Six shares)

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

Resolved

The meeting of shareholders considered and adopted the resolution to decrease the registered capital of the Company from the previous registered capital of Baht 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 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 in 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 Million, 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 Million, 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 Million, Three hundred and Fifteen thousand, Four hundred and Forty Six shares)

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

The meeting adopted this resolution with the votes of more than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote. The details are as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and having the right to vote
-Approved	9,661,173,364	99.9995
-Disapproved	0	0
-Abstained	45,628	0.0004

Remark After the meeting had considered Agenda 4, there were 23 additional shareholders attending the meeting, representing 879,803 shares. Therefore, the total number of shareholders attending the meeting was 1,350 shareholders and the total shares represented were 9,662,098,795 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 the approval of the dividend payment and the allocation of profit for legal reserve fund for the year 2014.

The Chairman of the meeting informed the meeting that the Company has its policy for the dividend payment for not less than 40% of the net profit. This year, the Company has its annual net profit for the whole year in the amount of Baht 3,386.74 Million as per the specific financial statements as of 2014 and there is no accumulated loss remaining. Moreover, the Company has its cash flow enough to make the dividend payment according to the Company's policy. The Board of Directors has considered and deemed it appropriate to allocate legal reserve fund and pay the dividend as follows:

For the operation result of the first half of the year (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 specific 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 share or equivalent to 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 payment of dividend for the first half of the year was 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. The information showing the comparison of the dividend payment by cash and stock dividend in the previous year 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 rate per share (before dilution)	0.1429	0.3667	0.3096
Cash dividend rate 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%

For the operation results of the second half of the year (July – December 2014) as per specific financial statement, the Board of Directors proposed to the Shareholders' Meeting for consideration are as follows:

(A) To allocate the profit to the 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 per the specific financial statement of July 2014-December 2014 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 to be 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 Baht 904.11 Million. Total dividend paid for the second half of the year 2014 is at the rate of Baht 0.14 per share.

According to the dividend payment at this time, 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%. In this regards, Shareholders who are individuals can obtain tax credits due to 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 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 to be the amount of approximately Baht 3,248.19 Million, or at payout ratio of 95.91%, which can be divided into stock dividend of approximately 64.72% and total cash dividend of approximately 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.

Resolved

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

(A) To allocate the profit to the legal reserve fund of the year 2014 in the amount of Baht 92.70 Million, which such shall be calculated from 5% of the net profit of the specific financial statement of July 2014 - December 2014 in the amount of Baht 1,854.59 Million.

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

(C) To approve the payment of dividend by cash at the rate of Baht 0.07333 per share, or not exceeding Baht 904.11 Million. Total dividend paid for the second half of the year 2014 is at the rate of Baht 0.14 per share.

By specifying the list of shareholders who are entitled to receive the dividend on 21st April 2015, and collecting the name 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.

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

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	9,661,736,258	99.9980
-Disapproved	192,115	0.0019
-Abstained	170,422	Do not count in tallying the vote

Remark After the meeting had considered Agenda 5, there were 5 additional shareholders attending the meeting, representing 89,890 shares. Therefore, the total number of shareholders attending the meeting was 1,355 shareholders and the total shares represented were 9,662,188,685 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 6.

Agenda 6 **To consider the approval for the increase of registered capital of 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.**

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 requested to consider the approval to increase registered capital from the previous registered capital of Baht 12,329,315,446 to the new registered capital of Baht 13,151,315,446 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 stock 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 million, 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 million, 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): 13,151,315,446 (Thirteen billion, One hundred and Fifty One million, Three hundred and Fifteen thousand Four hundred and Forty Six shares)

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

Resolved

The meeting of shareholders considered and adopted the resolution to increase registered capital from the previous registered capital of Baht 12,329,315,446 to be the new registered capital of Baht 13,151,315,446 divided into 13,151,315,446 shares. In this regard, the new ordinary shares will be issued for 822,000,000 at the par value of Baht 1 per share to support the stock 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 million, 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 million, 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): 13,151,315,446 (Thirteen billion, One hundred and Fifty One million, Three hundred and Fifteen thousand Four hundred and Forty Six shares)

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

The meeting adopted the resolution with the votes of more than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote. The details are as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and having the right to vote
-Approved	9,662,141,129	99.9995
-Disapproved	2,228	0
-Abstained	45,328	0.0004

Remark After the meeting had considered Agenda 6, there were 4 additional shareholders attending the meeting, representing 2,017,991 shares. Therefore, the total number of shareholders attending the meeting was 1,359 shareholders and the total shares represented were 9,664,206,676 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 7.

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

The Chairman informed 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 5, the Company shall allocate ordinary shares to support the stock dividend payment for 822,000,000 shares. Therefore, the Annual General Meeting of the Shareholders for the year 2015 was requested to consider approval to allocate ordinary shares of 822,000,000 shares.

Resolved The meeting of shareholders considered and adopted the resolution to allocate ordinary shares to support the stock dividend payment for 822,000,000 shares.

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

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	9,664,127,149	99.9999
-Disapproved	2,228	0
-Abstained	77,299	Do not count in tallying the vote

Remark After the meeting had considered Agenda 7, there were 16 additional shareholders attending the meeting, representing 156,887 shares. Therefore, the total number of shareholders attending the meeting was 1,375 shareholders and the total shares represented were 9,664,363,563 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 8.

Agenda 8 **To consider the approval for the re-appointment of the Company's directors in place of the directors who are retired by rotation**

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

retired. However, the director who is retired by rotation may be re-appointed to be the director for another term.

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

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

As the Company gave the opportunity to the shareholders to propose name of director for their consideration in the agenda of appointment of director, in the Company's website from 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 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 been well performing their obligation with the Company for a long period 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.

Director 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		

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
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
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

Director 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

Working Experience during the last 5 years (Continued)

Period	Position	Company Name	Type of Business
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
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

Director 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

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
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

Director 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

Working Experience during the last 5 years

Period	Position	Company Name	Type of Business
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 attendances out of total 12 meeting
(consists of 9 attendances by Mr.Apilas Osatananda and 3 attendances by Mr.Boonsom
Lerdhirunwong)

Resolved

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

Name of Director	Position	Approved (%)	Disapproved (%)	Abstained (%)
Mr. Naporn Sunthornchitcharoen	Executive Director	9,616,690,488 (99.5082%)	47,519,705 (0.4917%)	153,370 (Do not count in tallying the vote)
<u>Remark</u> After the meeting had considered to appoint Mr. Naporn Sunthornchitcharoen , there were 2 additional shareholders attending the meeting, representing 29,250 shares. Therefore, the total number of shareholders attending the meeting was 1,377 shareholders and the total shares represented were 9,664,392,813 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in next Agenda .				
Mr. Rutt Phanijphand	Executive Director and Chairman of the Nomination and Remuneration Committee	9,609,198,071 (99.4304%)	55,041,372 (0.5695%)	153,370 (Do not count in tallying the vote)
<u>Remark</u> After the meeting had considered to appoint Mr. Rutt Phanijphand , there were 5 additional shareholders attending the meeting, representing 61,880 shares. Therefore, the total number of shareholders attending the meeting was 1,382 shareholders and the total shares represented were 9,664,454,693 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in next Agenda .				
Mr. Manit Udomkunatum	Director and Chairman of Executive Director	9,330,909,574 (99.8532%)	13,709,405 (0.1467%)	319,835,714 (Do not count in tallying the vote)
<u>Remark</u> After the meeting had considered to appoint Mr. Manit Udomkunatum, there were 4 additional shareholders attending the meeting, representing 5,521 shares. Therefore, the total number of shareholders attending the meeting was 1,386 shareholders and the total shares represented were 9,664,460,214 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in next Agenda .				
Mr. Boonsom Lerthirunwong	Chairman of Audit Committee, Independent Director	9,664,309,849 (99.9999%)	1,649 (0.0000%)	148,716 (Do not count in tallying the vote)

1 share = 1 vote

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

Remark After the meeting had considered Agenda 8, there were 8 additional shareholders attending the meeting, representing 1,514,241 shares. Therefore, the total number of shareholders attending the meeting was 1,394 shareholders and the total shares represented were 9,665,974,455 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 9.

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

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

Clause 15 of the Articles of Association of the Company specifies that “the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, consideration bonus, or other benefits according to the Articles of Association or as per the consideration of the shareholders’ meeting and such may be specified in certain amount, or fixed as the criterions for consideration from time to time, or in effective at all time, until such has been revised. 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 affect 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, procedure, rate of payment, and responsibility assignment of the company having the same business/the industry, and by considering the liquidity of the Company.
2. Considering the Company’s operation result as of year-end and the payment will be made when the Company has its profit.
3. Considering to pay for remuneration when the Company has already paid consideration to shareholders and employees.

The composition of the director's remuneration is the monthly remuneration for providing the consultation in various matters to the Company working group and meeting attendance fee. Normally, the Company will arrange for the Board of Directors Meeting to be held at least once a month, and also arrange 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 to shareholders, obligations and responsibilities of each of the Board of Directors group, for the criterions as the same business, and therefore opined that, the remuneration of the directors and sub-committees of the Year 2015 for the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) be proposal to the shareholders' meeting for approval.

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 the previous year was as follows:

Board of Directors	Actual Number of Meeting in 2014
-Board of Directors Meeting	12
-The Executive Directors Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	3

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 of not exceeding Baht 12,000,000 (Twelve Million Baht) 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 - Director	Baht 80,000 per person / per month Baht 40,000 per person / per month
2. Remuneration per meeting attendance (pay per meeting attendance) - Chairman - Director	Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance
Remuneration of each group of sub-committee: meeting allowance is payable for each meeting only the time of meeting attendance. (Sub-committees are the Audit Committees, the Executive Directors, and the Nomination and Remuneration Committees.)	
Remuneration per meeting attendance (pay per meeting attendance) - Chairman - Director	Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance

Apart from, 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%.

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

Resolved

The meeting of shareholders considered and adopted the resolution to approve the remuneration of the directors and sub-committees of the Year 2015 for the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) by specifying the Board of Director remunerations for each one according to the Chairman's proposal hereinbefore. Apart from, the director remunerations as mentioned above, the meeting of shareholders approved to give other benefits to the directors i.e. the welfares benefit for buying goods with discount which the given discount is as specified in the Articles of Association of the Company having been approved by the shareholders meeting, and such welfares benefit was given by the Company at the rate not higher than the rate the Company gives to general VIP customers, which is fixed at the highest rate not more than 10%.

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

Resolution	Number of Shares	Percentage of Shareholders attending the meeting
-Approved	9,170,154,908	94.8704
-Disapproved	20,686,513	0.2140
-Abstained	475,133,034	4.9155

Remark After the meeting had considered Agenda 9, there were 5 additional shareholders attending the meeting, representing 89,107 shares. Therefore, the total number of shareholders attending the meeting was 1,399 shareholders and the total shares represented were 9,666,063,562 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 10.

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

The Chairman of the meeting reported to the meeting that 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, consideration bonus, or other benefits according to the Articles of Association or as per the consideration of the shareholders’ meeting and such may be specified in certain amount, or fixed as the criterions for consideration from time to time, or in effective at all time, until such has been revised. 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 affect the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.”

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee which has considered on the bonus of the directors by concerning on the suitability and comparing with the facts from the same industry including the expansion of business and the growth of the Company’s profit

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

1. Since the Board of Directors has participated in specifying the policy, business guideline, including providing the counsel regarding the Company’s operation, as such can be determined from the Company’s net profit increase from the Year 2013 by 7.89%.
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 bonus 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

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee, and proposed such to the Shareholders' Meeting for consideration the approval for the bonus payment for all directors and sub-committees of the year 2014 in the amount of Baht 27,000,000 (Twenty Seven Million Baht).

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

Resolved

The meeting of shareholders considered and adopted the resolution to approve the payment of bonus for all directors and sub-committees of the year 2014 in the amount of Baht 27,000,000 (Twenty Seven Million Baht) with the votes of more than two-thirds of the total votes of the shareholders attending. The details are as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting
-Approved	9,153,093,092	94.6930
-Disapproved	37,768,837	0.3907
-Abstained	475,201,633	4.9161

Remark After the meeting had considered Agenda 10, there were 8 additional shareholders attending the meeting, representing 196,862 shares. Therefore, the total number of shareholders attending the meeting was 1,407 shareholders and the total shares represented were 9,666,260,424 shares. The Company gave the opportunity to the shareholders to exercise their voting right which resulted in the increase of votes in Agenda 11.

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

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

The Audit Committee has considered many auditors by considering the performance result, independence of the auditor, and then proposed to the Board of Directors to appoint the auditors of EY office Limited to be the auditors of the Company of the Year 2015 as per the following names:

1.Mrs. 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 the amount of not exceeding Baht 3,200,000 which is equivalent to the fee 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

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 appointed the auditors from EY Office Limited to be the Company's auditor for the past 7 years, due to 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.

The Company is proposed the Shareholders meeting to consider and approve to appoint the auditors from EY Office Limited to be the Company's auditor in year 2015, and approve the audit fee for year 2015 in the 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 and the 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 this expense is expected by the Company to the approximately not exceeding Baht 1,000,000.

Resolved

The meeting of shareholders considered and adopted the resolution to approve to appoint the auditors of EY office Limited to be the auditors of the Company of the Year 2015 as per the following names:

1.Mrs. 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 additional, the meeting of shareholders adopted the resolution to approved the audit fee for year 2015 in the 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 and the 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 has estimated the expense of such additional fees at not exceeding Baht 1,000,000.

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

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

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and Casting votes
-Approved	9,628,094,905	99.9054
-Disapproved	9,110,115	0.0945
-Abstained	29,055,404	Do not count in tallying the vote

Name of Shareholder Mrs. Kanyaporn Somsap

Question: Why has the dividend payment been made in stock dividend payment, but not in cash dividend as other companies?

Director: The Company has its policy regarding the dividend payment by considering on the liquidity of the Company and capital investment for business expansion plan. During this time, the Company is still in the business expansion period in which the shareholders will receive their benefits by taking money to expand our business. In preceding years, the Company had mostly paid in stock dividend. However, in the latest year, the Company has considered to pay the dividend in payout ratio approximately 96% of the profit, in which such will be in the stock dividend approximately 65% of the profit and will be in cash approximately 31% of the profit.

Name of Shareholder Mr. Somkid Wongpakorn

Question: In the Year 2014, the Company has its growth sale at 20%. I would like to know why its profit has not been continually growth like its sale volume?

Director: In the last two years, the Company has expanded its business in MegaHome and HomePro in Malaysia in which MegaHome business has started its operation since the Year 2013 and now we have 4 branches in total but the operation is still at loss. However, the Company forecasts that this business will have lower figure of losses in the Year 2015.

For HomePro in Malaysia, such has started its operation at the end of the Year 2014 which is deemed as the first expansion to AEC market. However, there were some costs to use for office's set up and employing the staffs to work at head office, as a result, there were some losses occurring from these costs while only one branch has been opened and the business had no Economy of Scale and the growth profit rate was lower than sale volume.

Name of Shareholder Mr. Wasan Manasurangkul

1st Question: I would like to know the long-term expansion plan of the Company in the next 10 years and how much for the funds to be used.

Director: For long-term, the Company is still to expand its business both in Thailand and AEC market since the consumer's lifestyle has been developed to better way. For the funds, the Company will use the internal funds and loan from financial institution, or issue the debenture, which such has the average capital cost at the rate of approximately 4%.

2nd Question: Recently, Malaysia's Government has announced the use of GST. I would like to know whether there is any impact to our business or not.

Director: Malaysia has announced to use GST (which is the same as VAT in Thailand) at the rate 6% in which, after comparing with Thailand in the last 20 years before changing from business tax system to VAT, there were some effects at the beginning. So, we predict that there will be some impacts in purchasing power in the first period. However, for long-term, after comparing with Thailand, Malaysian population have still higher purchasing power.

Name of Shareholder Mr. Supap Pisurach

1st Question: From page 104-105 (annual report of the Year 2014) regarding the financial statement, there is a remark provided that the financial debt to equity ratio of the Company has started increasing at the rate approximately 0.88% of the latest year. I would like to know how is the tendency of the next 2-3 years and there is any capital increase or not.

Director: The Company has planned to expand its business by using some funds from the loan or the issue of debenture since the Company is now in the business expansion period. We forecast that the financial debt ratio tends to increase. However, the Company believes that we can handle and control such for not to be over 1.75%

2nd Question: I would like to know the progress of the Solar Roof Project.

Director: The Company has given the Company's roof area for the installation of solar roof panel for 11 branches and 1 MW for each branch. Currently, the solar roof has been installed for 8 branches already and for another 3 branches will be finished in the middle of this year, in which the Company is not being the investor. Another project is the Solar Roof, which is for sale to consumer. The Company has planned for the consumer to use his/her bank credit to purchase and install such solar roof, by making down payment at the rate 25% and making a long-term installment for 8 years and the Customer can generate electricity for sale to the

government. However, the consumer should further study about solar cell circuit panel installation and other conditions

Name of Shareholder Mr. Boonchuay Tungwattanasirikul

Question: I would like to ask about the rumor whether the major shareholder of the Company will sell their shares or not.

Director: In this case, the Company has not yet heard about that, and the management department will not get involved. To sale or purchase of the shares shall be handled directly by shareholder.

Name of Shareholder Mr. Somphop Kongwan

Question: I would like to ask about the investment in Malaysia and branch expansion plan.

Director: The Company is still having confidence in the market in Malaysia. This is because Malaysian people have their behaviors and lifestyles in developing phase. So, we have planned to expand for 8-10 branches within the next 5 years. The group of consumer in Malaysia will be Bumiputera group, good in spending behavior, and Chinese group in Malaysia, having high purchasing power. Various kinds of product sold in Malaysia have been imported from Thailand in which many suppliers have a chance to open their businesses in Malaysia's market.

Name of Shareholder Mr. Umenas Panday

Question: There are any other interested markets e.g. Indonesia or Myanmar. Why does the Company not invest in these countries?

Director: To compare with Malaysia where the Company is able to make the investment for 100%, Myanmar's law does not facilitate us for retail business. However, we have a chance to run the business in our neighbor countries but may have to wait for more suitable laws. And Malaysia is having more readiness in logistics.

Name of Shareholder Mr. Suriya Sappaarsa

Question: How many square meters is to be used for the Solar Roof Project?

Director: Regarding the solar roof for consumer, there are 3 sizes in total. Before installing, the housetop structure must be checked. So, size S will be approximately 10 Sq.m, size M will be approximately 30 Sq.m, and size L will be 50-60 Sq.m.

There is no other shareholder having further inquiry, the Annual General Meeting of shareholders for the year 2015 was adjourned.

The meeting was adjourned at 12.00 p.m.

Signed Mr. Anant Asavabhokhin Chairman of the Meeting

(Mr. Anant Asavabhokhin)

Signed Ms. Wannee Juntamongkol Company Secretary

(Ms. Wannee Jantamongkol)