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**The Extraordinary General Meeting of the Shareholders No. 1/2011.
of**

Home Product Center Public Company Limited

The meeting was held on 29th September 2011 at 10.35 a.m. at Sathorn Room 1, No. 1, Q. House Lumpini Building, Kwaeng Tungmahamek, Khet Sathorn, Bangkok Metropolis.

Mr. Anant Asavabhokhin, the Chairman, presided at the meeting, commenced the meeting by introducing the Board of Directors and independent lawyer attending the meeting as follows.

Name of the Directors Attending the Meeting

1. Mr. Anant	Asavabhokhin	Position	Chairman of Board of Directors
2. Mr. Pong	Sarasin	Position	Independent Director
3. Mr. Rutt	Phanijphand	Position	Executive Director and Chairman of the Nomination and Remuneration Committee
4. Mr. Naporn	Soonthornchitcharoen	Position	Executive Director
5. Mr. Joompol	Meesook	Position	Director
6. Mrs. Suwanna	Buddhaprasart	Position	Director
7. Mr. Manit	Udomkunnatum	Position	Director and Chairman of the Executive Directors
8. Mr. Khunawut	Thumpomkul	Position	Managing Director
9. Mr. Apichat	Natasilapa	Position	Director and the Nomination and Remuneration Committee
10. Mr. Apilas	Osatananda	Position	Chairman of Audit Committee and Independent Director
11. Mr. Thaveevat	Tatiamaneekul	Position	Audit Committee and Independent Director
12. Mr. Chanin	Roonsumran	Position	Audit Committee, Independent Director and the Nomination and Remuneration Committee

Secretary of the Company and the Meeting

1. Ms. Wannee Juntamongkol	Position	Senior Vice President - Finance
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Name of Independent Representative and Middle Person for the Vote Counting from Wissen & Co Limited.

1. Ms. Chanobol Promsatit

Number of Shareholders Attending the Meeting

Mr. Anant Asavabhokhin, the Chairman, presided at the meeting and reported to the shareholders on the quorum of the meeting that there were totally 788 shareholders attending the meeting in person and by proxy, holding the shares in total of 4,055,689,205 shares, or 79.48 % of all issued shares, which constituted the quorum.

Proceeding of the Meeting

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

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

Rights of Shareholders

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

Voting Method

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

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

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

For the regulations of the Company regarding shareholders meeting and resolution of shareholders meeting, all shareholders can consider from the Enclosure 4 (page 52) as attached to the notice calling for the meeting.

Equitable Treatment to Shareholders

To provide the equal right to the shareholders to access the detail of this Extraordinary General Meeting of the Shareholders No. 1/2011, The Company has posted the notice calling for the meeting both in Thai and English language through the Company's website since 7th September 2011 as well as through SET's board news. In this regard, the Company also gave the opportunity to the shareholders to send their questions in advance. However, there appeared no shareholders sending any questions.

Remark: To pass the resolution Agenda 1, Agenda 2 and Agenda 5, each must be resolved with the votes exceeding one-half of total votes of shareholders attending the meeting and casting votes. This is according to the Public Company Act, that resolution adopted for general matter requires the votes of not less than half of the votes of shareholders attending the meeting and casting votes, by not counting the abstained votes.

During the meeting there was mistakenly counted the abstain vote as part of the resolution. Therefore, the correction was made in the minutes of meeting in these Agendas by not counting the abstain vote.

The Extraordinary General Meeting of the Shareholders No.1/2011 considered the agenda and adopted the resolutions as follows.

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of the Shareholders for the year 2011.

The Chairman proposed to the meeting that the minutes of the Annual General Meeting of the Shareholders for the year 2011 held on 5th April 2011 and previously sent to the shareholders together with the notice calling for the meeting be certified.

Resolved The meeting certificated the Annual General Meeting of Shareholders for the year 2011 with the votes exceeding one-half of total votes of shareholders attending the meeting and casting votes, with following details:

Vote for	Number of Vote (1 share=1 vote)	% of the all attending and casting votes
-Approve	4,047,495,148	100.00
-Disapprove	0	0.00
-Abstain	17,138,416	Not Count

Remark : After the announcement of the constitution a quorum by the Chairman of the meeting, there were additional 10 shareholders with 8,944,359 shares attending. Therefore, the total number of shareholders attending the meeting was 798 shareholders having 4,064,633,564 shares. The Company gave the opportunity to such shareholder to vote . Therefore, the number of vote in agenda 1 has increased accordingly.

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

The Chairman proposed to the meeting that, From January 2011 to June 2011, The Company has a net profit in the amount of Baht 875.34 Million derived from its operating result with no accumulated deficit. In addition, there is sufficient cash flow to be paid as the interim dividend payment in which the provision for dividend payment 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 specify that “the Board of Directors may pay for the interim dividend to the shareholders from time to time when it appears that the Company has reasonable profits for such payment. After having paid the dividend, the Company shall report to the shareholders in the next meeting for acknowledgment”.

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

In this regard, the Board of Directors Meeting No.8/2011 adopted a resolution to propose to the Extraordinary General Meeting of the Shareholders No.1/2011 to consider and approve the allocation of the net profit derived from its operating result from January 2011 to June 2011 and the interim dividend payment in the form of Stock Dividend and Cash Dividend in order to

provide the shareholder return, to retain cash liquidity for Company expansion and to increase the stock liquidity for share trading in the Stock Exchange.

The statistic to compare the dividend payment of the previous years is as follows:

Period	2008	2009	2010
Stock dividend payment rate (amount of existing share : stock dividend)		(10 : 9)	(6 : 1) , (6:1) (Interim),(Final)
Stock dividend rate per share (before dilution)	-	0.9	0.3334
Cash dividend per share	0.35	0.26	0.0386
Total dividend payment	0.35	1.16	0.372
Dividend payout ratio (comparing with the net profit)	70.54%	224.60%	92.38%

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

(1) Allocated as the statutory reserve in the amount of Million Baht 43.80 which is equivalent to 5% of the net profit from January 2011 to June 2011 in the amount of Baht 875.34 Million.

(2) Paid dividend by the Company's ordinary shares in the ratio of seven (7) current shares per one (1) dividend shares, not exceeding 730,200,200 shares at par value of Baht 1, or in the total amount not exceeding Baht 730,200,200 or shall be converted as dividend payment to be Baht 0.1429 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 0.1429 per share.

(3) Paid dividend by cash at the rate of Baht 0.0159 per share or in the total amount not exceeding Baht 81.28. Million

In combination of the stock dividend and the cash dividend shall be paid at the rate of Baht 0.1588 per share. All dividend shall be deducted for the withholding tax at the rate stipulated by law.

The name of shareholders who are entitled to receive the share dividend and cash dividend shall be specified on October 11th, 2011 and shall be gathered in accordance with the Securities and Stock Exchange Act, Section 225 by closing the share registration book on October 12th, 2011. The dividend payment shall be made within October 27th, 2011.

Shareholder: Khun Paiboon Sereewiwattana (Proxy) would like to know the reason for payment of dividend at the rate of 7:1 because in the beginning of the year, the dividend payment was at the rate of 6:1.

Director: Upon taking the net profit from the half year business operation and deducted with the legal reserve, then divided by the number of shareholders eligible for dividend payment, the Company can pay dividend at the rate of 7:1 only. The net profit is insufficient to pay more than such rate.

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

(1) Allocated as the statutory reserve for the amount of Million Baht 43.80 at the rate of 5% of the net profit of January through June 2011 in the amount of Baht 875.34 Million.

(2) Paid dividend by ordinary shares in the ratio of seven (7) current shares per one (1) dividend shares, not exceeding in total of 730,200,200 shares at par value of Baht 1, or in the total amount not exceeding Baht 730,200,200 or shall be converted as dividend payment to be Baht 0.1429 per share. In case that any shareholder hold the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.1429 per share.

(3) Paid dividend by cash at the rate of Baht 0.0159 per share, or not exceeding in total of Baht 81.28. Million

In combination of the stock dividend and the cash dividend shall be paid at the rate of Baht 0.1588 per share. All dividend shall be deducted for the withholding tax at the rate stipulated by law.

The name of shareholders who are entitled to receive the share dividend and cash dividend shall be specified on October 11th, 2011 and shall be gathered in accordance with the Securities and Stock Exchange Act, Section 225 by closing the share registration book on October 12th, 2011. The dividend payment shall be made within October 27th, 2011.

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

Vote for	Number of Vote (1 share=1 vote)	% of the all attending and casting votes
-Approve	4,049,647,997	100.00
-Disapprove	0	0.00
-Abstain	17,138,416	Not Count

Remark : After the meeting certificated the Agenda 1, there were additional 11 shareholders with 2,152,849 shares attending. Therefore, the total number of shareholders attending the meeting was 809 shareholders having 4,066,786,413 shares. The Company gave the opportunity to such shareholder to vote . Therefore, the number of vote in agenda 2 has increased accordingly.

Agenda 3 To consider and approve the decrease of the Company's registered capital by way of eliminating the 601,346 ordinary shares with the par value of Baht 1, 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 proposed to the meeting that, As a result of the Annual General Meeting of the shareholders for the year 2011 on 5th April 2011 which approved the dividend payment in the form of the stock dividend payment not exceeding 726,415,310 shares, and from the actual distribution of stock dividend, the shareholders received 725,813,964 shares in total. Therefore, there are the remaining shares to support the dividend payment totaling of 601,346 shares. 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. The Board of Directors considered and approved to propose such to the Shareholders for consideration of approval to decrease the registered capital of the Company from the previous registered capital of Baht 5,151,795,831 by eliminating the registered ordinary share remaining from the stock dividend

allocation according to the resolution of the Annual General Meeting of the shareholders for the year 2011 totaling 601,346 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital as follows:

“Clause 4” Registered capital (Baht) : 5,151,194,485 (Five Billion, One hundred and Fifty One Million, One Hundred and Ninety Four Thousand, Four Hundred and Eighty Five Baht)
 Divided into (shares) : 5,151,194,485 (Five Billion, One hundred and Fifty One Million, One Hundred and Ninety Four Thousand, Four Hundred and Eighty Five Shares)
 Par value of (Baht) : 1 (One Baht)

which is classified into

Ordinary shares (shares) : 5,151,194,485 (Five Billion, One hundred and Fifty One Million, One Hundred and Ninety Four Thousand, Four Hundred and Eighty Five Shares)
 Preference shares (shares): - (.....)”

Resolved The meeting approved to decrease the registered capital of the Company by eliminating the registered ordinary share remaining from the stock dividend allocation according to the resolution of the Annual General Meeting of the shareholders for the year 2011 totaling 601,346 shares with the par value of Baht 1, and to amend Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital as follows:

“Clause 4” Registered capital (Baht) : 5,151,194,485 (Five Billion, One hundred and Fifty One Million, One Hundred and Ninety Four Thousand, Four Hundred and Eighty Five Baht)
 Divided into (shares) : 5,151,194,485 (Five Billion, One hundred and Fifty One Million, One Hundred and Ninety Four Thousand, Four Hundred and Eighty Five Shares)
 Par value of (Baht) : 1 (One Baht)

which is classified into

Ordinary shares (shares) : 5,151,194,485 (Five Billion, One hundred and Fifty One Million, One Hundred and Ninety Four Thousand, Four Hundred and Eighty Five Shares)
 Preference shares (shares): - (.....)”

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

Vote for	Number of Vote (1 share=1 vote)	% of the shares attending in the meeting and having the right to vote
-Approve	4,050,482,424	99.5787
-Disapprove	0	0.00
-Abstain	17,138,416	0.4213

Remark : After the meeting certificated the Agenda 2, there were additional 6 shareholders with 834,427 shares attending. Therefore, the total number of shareholders attending the meeting was 815 shareholders having 4,067,620,840 shares. And the Company still allowed them to have the right to vote . Therefore, the number of vote in agenda 3 has increased accordingly.

Agenda 4 To consider and approve the increase of registered capital of 730,200,200 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 proposed to 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 which appeared in Agenda 2, the Company shall allocate ordinary shares to support the dividend payment for 730,200,200 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.1/2011 for consideration the approval to increase registered capital from the previous registered capital of 5,151,194,485 Baht to the new registered capital of 5,881,394,685 Baht, divided into 5,881,394,685 shares. In this regard, the new ordinary share will be issued for 730,200,200 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.

“Clause 4” Registered capital (Baht) : 5,881,394,685 (Five Billion, Eight hundred and Eighty One Million, Three Hundred and Ninety Four Thousand, Six Hundred and Eighty Five Baht)
Divided into (shares) : 5,881,394,685 (Five Billion, Eight hundred and Eighty One Million, Three Hundred and Ninety Four Thousand, Six Hundred and Eighty Five Shares)
Par value of (Baht) : 1 (One Baht)

which is classified into

Ordinary shares (shares) : 5,881,394,685 (Five Billion, Eight hundred and Eighty One Million, Three Hundred and Ninety Four Thousand, Six Hundred and Eighty Five Shares)
Preference shares (shares) : - (.....)”

Resolved The meeting approved to increase registered capital from the previous registered capital of 5,151,194,485 Baht to be the new registered capital of 5,881,394,685 Baht, divided into 5,881,394,685 shares. In this regard, the new ordinary share will be issued for 730,200,200 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) : 5,881,394,685 (Five Billion, Eight hundred and Eighty One Million, Three Hundred and Ninety Four Thousand, Six Hundred and Eighty Five Baht)
Divided into (shares) : 5,881,394,685 (Five Billion, Eight hundred and Eighty One Million, Three Hundred and Ninety Four Thousand, Six Hundred and Eighty Five Shares)

Par value of (Baht) : 1 (One Baht)

which is classified into

Ordinary shares (shares) : 5,881,394,685 (Five Billion, Eight hundred and Eighty One Million, Three Hundred and Ninety Four Thousand, Six Hundred and Eighty Five Shares)

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

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

Vote for	Number of Vote (1 share=1 vote)	% of the shares attending in the meeting and having the right to vote
-Approve	4,050,507,424	99.5787
-Disapprove	0	0.00
-Abstain	17,138,416	0.4213

Remark : After the meeting certificated the Agenda 3, there were additional 4 shareholders with 25,000 shares attending. Therefore, the total number of shareholders attending the meeting was 819 shareholders having 4,067,645,840 shares. And the Company still allowed them to have the right to vote . Therefore, the number of vote in agenda 4 has increased accordingly.

Agenda 5 To approve the increased share allocation.

The Chairman proposed 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 730,200,200 shares.

The Board of Directors proposed to the Extraordinary General Meeting of the Shareholders No.1/2011 for consideration of the approval to allocate ordinary shares for increase of registered capital for 730,200,200 shares to support the stock dividend payment.

Resolved The meeting approved the allocation of ordinary shares to increase of registered capital for 730,200,200 shares to support the stock dividend payment.

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

Vote for	Number of Vote (1 share=1 vote)	% of the all attending and casting votes
-Approve	4,050,508,729	100
-Disapprove	0	0.00
-Abstain	17,138,416	Not Count

Remark : After the meeting certificated the Agenda 4, there were additional 3 shareholders with 1,305 shares attending. Therefore, the total number of shareholders attending the meeting was 822 shareholders having 4,067,647,145 shares. And the Company still allowed them to have the right to vote . Therefore, the number of vote in agenda 5 has increased accordingly.

Shareholder: Khun Prapaporn Khanwong questioned regarding the investment in Malaysia whether or not such can be completed in 2012 and whether the investment was solely or jointly and requested the director to describe the business environment in Malaysia about who is the major Company engaging in the same business and how many branches it has?

Director: The investment in Malaysia, the Company solely invested 100%. At present, we have already received the approval to conduct the business. The reason the Company chose to invest 100% in order to be more flexible. However, Malaysia has many steps of laws and regulations which all steps take around 17-24 months. Therefore, opening of one branch in Malaysia will take longer than opening a branch in Thailand. As such, it could not be completed within 2012.

For the Company engaging in the same business, there are not so many major operators in Malaysia. Such could be compared with Thailand in the previous time, when we have to buy products from many places because there were no one-stop shopping places and the customers tend to buy the products and then hire a contractor. At present, there is a Malaysian Company called "Houze Depot" having an area of around 4,000-5,000 square metre, it has 2 branches. Malaysian population is around 22,000,000 people and has higher purchasing power than Thai people.

Shareholder: Khun Paiboon Sereewiwattana (Proxy) would like to know the reason that the net profit for the first half of this year was reduced from last year which was 6.32% to 6.12%?

Director: What Khun Paiboon asked was referring to the net profit of the first half of this year which is 6.12% comparing to total net profit of whole last year of 2010 which was 6.32%. However, if Khun Paiboon comparing the numbers from the same period of 6 months of last year, which the net profit was 6.04%, this year profit is higher than that of last year 6 month profit.

Shareholder: Khun Paiboon Sereewiwattana (Proxy) proposed 2 matters:
Matter 1 From the distribution of share dividend, there may not be much profit left. Therefore, the dividend payment of the following years would come from each year profit only, thus it may not be at the rate of 7:1 next year. As such, he proposed the Company to consider other channel for returning benefits to investors such as issuing warrant to investors without any compensation or split par, even though there is not much effect in theory but there is no tax which may please the investors.

Matter 2 Since the Company is considered having high good governance and in the high level, therefore he would like the Company to help the community, for example, by request the shareholders' approval to use part of the profit to help the community such as helping the flood victims or reduce the price of construction materials.

Director: For the Matter 1, the Company may accept to take into consideration.

For the Matter 2, from the past period of time, the Company has always conducted the Corporate Social Responsibility or CSR which is a community service such as building a computer room for a deprived school or "kid's toilet" program which, at present, the Company has built over 900 toilets. The Company will set a yearly budget for this. The condition is that if there is an under-standard school in any Province, the Company will help to improve it. The budget for each year can build around 200-300 toilets which will be according to the HAS standard which is the standard of the Ministry of Public Health which focusing on the cleanness and hygiene. The program is a collaboration work between the Company and the

Ministry of Public Health which also has a key performance indicator or KPI to measure the school and help keep the heigenic standard. In addition, the Company has been helping the victims of many disasters, including the victims of recent flood but such was not advertised. The Company has also arranged cars to distribute charitable items and provide other assistance.

The directors would like to additionally explain the turnover of the Company for this year until the end of the year that it is still in the satisfactory level. The Company has grown in 2 directions, first is growth from business expansion and second is growth from Same Store Sales and the Company can still expand many branches in many provinces. Due to the people's life style that is improving and the demand is increasing from the increased income, the Modern Trade business will also improve as well.

Shareholder: Khun Sunthree Jiaranai questioned regarding the Company's policy in employing its employees?

Director: The Company would consider the knowledge and ability according to the position that the employee is responsible for and, at present, the Company has the policy to employ disabled persons as well.

Shareholder: Khun Suparp Pitsurach questioned regarding the government's policy to increase the minimum wage whether it will affect the Company?

Director: The Company has been prepared for the minimum wage issue. At present, the Company is already paying the employees more than the minimum wage. Therefore, the company can comply with the new policy. Also, the obligation of paying the increased minimum wage, if the new corporate income tax is reduced, overall, such would not affect the Company's profits.

Shareholder: Khun Suparp Pitsurach questioned about the government's policy regarding the first home.

Director: As per the information from the news, such news is still unofficial, this policy would highly help the people's housing situation and would be good for the Company as well.

No further inquiring from any shareholder, the Extraordinary Shareholders Meeting No. 1/2011 adjourned at 12.00 hrs.

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

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