

Regulation on shareholders to propose agenda for 2020 Annual General Meeting of Shareholders
and to nominate candidate to be elected as Director in Advance
Home Product Center Public Company Limited

1. Objectives

To achieve the purpose of good corporate governance and treating shareholders equally, Home Product Center public company limited is giving the shareholders an opportunity to propose the additional agenda in the 2020 Annual General Meeting of Shareholders and to nominate a qualified person to be director in advance. In this regard, the Board of Directors has intention to demonstrate the transparency of the management and to enhance confidence to the shareholders, investors and other stakeholders.

2. Definition

“Company”	shall mean Home Product Center Plc.
“Board of Directors”	shall mean Board of Directors of Home Product Center Plc.
“Director”	shall mean Director of Home Product Center Plc.
“Agenda”	shall mean the Agenda of the Annual General Meeting of Shareholders of Home Product Center Plc.

3. Qualification of Shareholder

The shareholders who will propose the agenda or nominate the director must have the following qualifications:

- 3.1 The shareholder whose name appears on the register book of the 2020 Annual General Meeting of Shareholders.
- 3.2 The shareholder must have continually held the shares not less than 100,000 shares for at least one year and can be either one shareholder or combined shareholders.
- 3.3 Holding the shares in 3.2 on the proposal or nomination date.

4. Proposal Criteria

4.1 Proposing an agenda item

The matter which will not be considered:

- (1) The matter which contradicts with the laws, rules and regulations whether such are of the official or of the governmental agency or does not in accordance with the objectives, articles or the resolutions of the shareholders meeting and is beyond the control of the Company.
- (2) The proposal that is beneficial for specific person or group of person.
- (3) The matter which is in the administrative authority of the Board of Directors, except in the circumstance that shall cause material damage to the shareholders in aggregates.
- (4) The proposal that had been considered in the past 3 years and were supported by less than 10% of the total voting shares, provided that the facts in such matter had been not changed significantly.
- (5) The matter which the shareholder provides inaccurate or false information.
- (6) The matter that the Company has already operated.
- (7) The matter which proposed by the shareholder who does not have full qualifications stipulated by the Company.

Procedure of consideration

- (1) The shareholder must provide the proposal of the agenda to the Board of Directors by submitting
 - The Form for Proposal of Agenda in the Annual General Shareholders Meeting (Form A).
 - Support documents which identified in Form A.

Send to Investor Relations Department
Home Product Center Plc.
31 Prachachuennonthaburi Rd., Bangkok,
Mueng, Nonthaburi
11000

The shareholder is eligible to propose the agenda unofficially by sending the document via fax at 0-2832-1066 or through the Investor Relations Department at ir@homepro.co.th or the Secretary of the Board of Directors at wanneej@homepro.co.th, prior to the submission of the original document of Form A to the Company thereafter, the proposal must be submitted to the company within Monday 15 January 2020.

- (2) If the shareholder wishes to propose more than one agenda, such shareholder must provide Form A according to the number of the agenda to be proposed. The evidence of shareholding or other support documents shall be submitted one set for each proposal.
- (3) The Secretary of the Board of Directors will initially review the proposal and will pass to the Board of Directors Meeting in February 2020.
- (4) The Board of Directors will consider the suitability of the agenda which must not fall into the nature of no. 4.1(1)-(7), except the Board of Directors consider otherwise.
- (5) The matter which is approved by the Board of Directors will be included in the invitation to the 2020 Annual General Meeting of Shareholders. For the matter which is not approved, the Company will inform the shareholders with the explanation in the Annual General Shareholders Meeting.

4.2 Proposing a candidate to be nominated as a director

A person nominated to be director shall have the qualification and have no prohibited characteristic as follows:

- (1) Having an age of not more than 70 years old.
- (2) Having the qualification and having no prohibited characteristic according to the Public Companies Law and Securities and Securities Exchange Law.
- (3) Having knowledge, proficiency and independent. Performing the duty of director with fiduciary and honesty. Able to perform the duty with utmost dedication. Able to attend the Board of Directors meeting regularly and creatively participates in the meeting. Having excellent employment record and ethic.
- (4) Having essential knowledge to the Company, i.e. experience in the retailing business, business related to distribution and providing services in the same nature of the Company's business or being a person having knowledge in the line which will facilitate the business development of the Company.
- (5) Not being a director of the other company or group of the other company which carries on the same business with the Company.

Procedure of Consideration

- (1) The shareholder must provide the document of nominating the person to be director to the Board of Directors by submitting:

- The Form for Nomination of Person to be Director (Form B). The shareholder and the nominee must affix names in a same page.
- Support documents of the shareholder and the nominated person which identified in Form B.

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31 Prachachuennonthaburi, Bangkokhen,
Mueng, Nonthaburi
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- (2) If the shareholder wishes to nominate more than one director, such shareholder must provide Form B according to the number of the nominated person. The evidence of shareholding or other support documents shall be submitted one set for each nomination.
- (3) The Nomination and Remuneration Committee will initially review the nomination and will pass to the Board of Directors Meeting in February 2020.
- (4) The Board of Directors will consider the suitability of the nominated person.
- (5) The list of person who is approved by the Board of Directors will be included in the invitation to the 2020 Annual General Meeting of Shareholders. For the person who is not approved, the Company will inform the shareholders with the explanation in the Annual General Shareholders Meeting.

5. Submission period

From 15 October 2019 to 15 January 2020

Procedures for sending any query in advance

The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board in advance via the following channels:

- Facsimile No. (66) 2-832-1066
- E-mail: wanneej@homepro.co.th

Company Secretary shall gather all query/comment for consideration by Directors or related Executives in order to answer the query/comment to shareholders.