

FOR TRANSLATION PURPOSE ONLY, THAI LANGUAGE TEXT WILL BE FOR OFFICIAL USE
MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS FOR THE YEAR 2021
OF
HOME PRODUCT CENTER PUBLIC COMPANY LIMITED

Time and Venue

The Meeting was held on 8th April 2021 at 10.00 hrs. via electronic system (E-AGM). The Meeting was broadcasted from the Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok.

Mr. Khunawut Thumpomkul, the Managing Director, informed to the Meeting that we are now in process of recruiting the Chairman of the Board of Directors. Mr. Khunawut Thumpomkul, as a Shareholder, then, nominated Mr. Rutt Phanijphand, an Executive Director and Chairman of the Nomination and Remuneration Committee, to be appointed as the Chairman of this Shareholders' Meeting. The Meeting unanimously adopted a resolution approving the appointment of Mr. Rutt Phanijphand to be the Chairman of the Meeting.

The Chairman declared the meeting opened by introducing the Board of Directors, Auditors, and Independent Legal counsel who attended the meeting as follows:

List of the Directors attending the Meeting

1. Mr. Rutt	Phanijphand	Position	Executive Director and Chairman of the Nomination and Remuneration Committee
2. Mr. Manit	Udomkunnatum	Position	Chairman of Executive Director
3. Mr. Boonsom	Lerdhirunwong	Position	Chairman of Audit Committee and Independent Director
4. Mr. Chanin	Roonsamrarn	Position	Audit Committee, Independent Director and Nomination and Remuneration Committee
5. Mr. Thaveevat	Tatiyamaneeikul	Position	Audit Committee and Independent Director
6. Mr. Achawin	Asavabhokin	Position	Director
7. Mr. Naporn	Sunthornchitcharoen	Position	Executive Director and Nomination and Remuneration Committee
8. Mrs. Suwanna	Buddhaprasart	Position	Director
9. Mr. Weerapun	Ungsumalee	Position	Director

10.Mr. Pornwut Sarasin Position Independent Director
(Attended via online meeting)

11.Mr. Khunawut Thumpomkul Position Managing Director

List of the Director being absent

The Company has 11 Directors in total and all Directors have attended the meetings therefore, a ratio of Directors attending the Annual General Meeting of the Shareholders was at 100%.

Company Secretary and acting as Secretary of the Meeting

1. Ms. Wannee Juntamongkol Position Executive Vice President - Accounting and Finance
(Chief Finance officer and Company Secretary)

List of Auditor of EY Office Limited

1. Mrs. Gingkarn Atsawarangsalit CPA No.4496

List of Independent Representative and Intermediary to examine the voting

1. Ms. Patra Wasinwattanapong Legal Consultant from Wissen & Co., Ltd.
2. Mr. Chanin Roonsamrarn Independent Director
As a Minority Shareholder's representative.

Number of Shareholders attending the Meeting

Mr. Rutt Phanijphand, the Chairman of this Meeting, reported to the Shareholders the quorum of the Meeting as follows:

The types of shareholders are reported into the following:

1. Ordinary persons attending via online Meeting,
 - totaling 33 persons
 - representing 415,672,151 shares.
2. Proxy holders,
 - totaling 1,321 persons
 - representing 9,825,907,706 shares.

There were Shareholders attending the Meeting totaling 1,354 persons, representing 10,241,579,857 shares in total which was equivalent to 77.88% of the subscribed shares and constituted the quorum.

From Proxy holders in no.2, there were 2 juristic person shareholders holding shares over 10%, representing 6,588,901,530 shares.

Proceeding of the meeting

The Chairman of the Meeting assigned Mr. Khunawut Thumpomkul to conduct the Meeting and to inform the details of each agenda and assigned Ms. Wannee Juntamongkol to explain the Meeting's procedure, voting, right to express opinion and to make enquiry as in the following:

The Meeting shall be proceeded with the Agenda as indicated in the invitation letter and the Moderator will inform the detail of each Agenda before voting.

The Company would like to say thank you to all shareholders for joining saving paper campaign by using QR Code to receive the annual report and invitation letter instead of paper and CD distribution which such can reduce the greenhouse gas emission for 236.3 tons of carbon or equivalent to planting 26,260 trees.

Right of the Shareholders to express opinion

Due to Electronic Meeting, if any shareholder has any suggestion or question, there are 2 ways to proceed this is Electronic Meeting,

1. In case the shareholder wants to ask a question via DAP e-Shareholder Meeting, the shareholder can write his/her question or suggestion via DAP e-Shareholder Meeting which you have registered when you attended the Meeting and the Moderator will answer that question in the Meeting.
2. In case the shareholder wants to ask a question by himself/herself after the Moderator having finished answering a question received from DAP e-Shareholder Meeting, we will inform the Meeting in order for such shareholder to ask his/her question via Webex by using Raise Hand function and the staff will turn on microphone for the shareholder to ask a question respectively.

Voting Method

Voting method used by the Company is 1 Share : 1 Vote. After the report on each Agenda is made, the Moderator will request the Meeting to vote provided that the shareholder can vote via DAP e-Shareholder Meeting which was registered while you attended the Meeting. You have 2 minutes to vote. However, if the shareholder has not proceeded anything, the system will record that you agree with that Agenda.

For the shareholder who gave proxy to any person to attend the Meeting and to vote according to such shareholder's intention, the Company already recorded such objecting vote, no-objection vote and abstaining vote into DAP e-Shareholder Meeting system for the resolution acquiring of each agenda. For the Articles of Association regarding the meeting of shareholders and the resolution of shareholders, such can be examined from the attached document No.7 (page 71) of the invitation letter.

In this regard, in order for the shareholder who attended via Online Meeting to understand how to ask a question and vote online, the Company played the video with regard to the Meeting method for more understanding and preparation before attending the Meeting.

Remark: The Public Company Limited Act provides that, to adopt a 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, 4, 5 and 8 shall be no votes from abstention included.

Equitable Treatment to Shareholders

1. The Proposal of Agenda of the Shareholders' Meeting and Name of Directors

The Company gave the opportunity to the Shareholders to propose the agenda of the shareholders' meeting and nominated directors since 1st October 2020 by proposing such via the Company's website together with notifying it to the Stock Exchange of Thailand on 25th September 2020 and the final date to accept such proposed agenda and nominated director was on 15th January 2021. During such period, there was no shareholder proposing any agenda of the meeting and name of director to be considered.

2. The Dispatch of Questions in Advance

The Company gave the opportunity to Shareholders to send question in advance to the Company within 5th April 2021, at Investor Relation Department or email: ir@homepro.co.th. However, during such period, there was no Shareholder sending question to the Company.

3. The Dissemination of the Invitation Letter of the Meeting

In order for the Shareholders to access the details of this Annual General Meeting of Shareholders, the Company published the invitation letter both in Thai and English languages on the Company's website and notified the news to the Stock Exchange of Thailand since 8th March 2021.

Remark: After the announcement of the constitution a quorum by the Chairman of the meeting, there were additional attending shareholders with the number of the share of 5,468,408 shares. Therefore, the total number of share was increased to 10,247,048,265 shares. The Company gave the opportunity to such shareholder to vote. As such, the number of vote in each following agenda were increased accordingly.

The Annual General Meeting of the Shareholders for the year 2021 considered all Agendas 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 2020.**

The Secretary of the Meeting prepared the Minutes of the Annual General Meeting of the Shareholders for the Year 2020 held on 10th July 2020 and submitted such to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of the Shareholders. The Board of Directors considered that such Minutes are correct according to the resolution of the Shareholders' Meeting, therefore proposed to the Annual General Meeting of the Shareholders to consider to certify the Minutes of the Annual General Meeting of the Shareholders for the year 2020 which was sent to the Shareholders together with the invitation letter of this Meeting (Enclosure no.1).

Resolved The Meeting considered and resolved to certify the Minutes of Annual General Meeting of the Shareholders for the Year 2020 with the votes of more than one half of the total votes of the Shareholders attending the Meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the meeting and casting votes
-Approved	10,246,632,265	100
-Disapproved	0	0
-Abstained	416,000	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Agenda 2 **To Consider for Acknowledgement of the Company's Operation Results of the year 2020.**

Ms. Wannee reported the Company's Operation Result of the year 2020, the Management analysis regarding the change in financial statement and various factors which significantly impacted to the Company, both in positive and negative ways, as follows:

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

1. Market Village Co., Ltd., engaging in space rental management business;
2. Home Products Center (Malaysia)Sdn,Bhd., engaging in international trade business in Malaysia ;same business model as HomePro;
3. Mega Home Center Co., Ltd., engaging in selling the construction materials business and focusing on a group of contractor.
4. DC Service Center Co., Ltd., as a warehouse and distribution center.

At the end of year 2020, each company has its own branches as follows:

- Home Products Center Public Company Limited, having 86 branches in total divided into 29 branches in Bangkok and greater Bangkok and 57 branches in upcountry. In year 2020, 2 new branches was opened i.e Rangsit Khlong4 and Suksawat.
- HomeProS, having 9 branches divided into 8 branches in Bangkok and greater Bangkok and 1 branch in upcountry.
- Mega Home Center Co.,Ltd., having 14 branches in total divided into 3 branches in Bangkok and greater Bangkok and 11 branches in upcountry.
- Home Products Center (Malaysia)SDN BHD, having 6 branches.

During last year, the Company have been impacted by lockdown order to close the stores temporary due to the spread of Covid-19 as follows;

Closing period	Number of HomePro branch which closed	Number of Mega Home branch which closed	Number of branch in Malaysia which closed
22-31/03/2020	66	7	6
1-30/04/2020	69	8	6
1-16/05/2020	42	4	0

During the epidemic, the company has emphasized on healthy and hygiene. Therefore, there are various measures in order to come and buy products as follows

- Stipulate standard social distancing measure
- Measure body temperature before entering
- Clean touch point in every 1 hour
- Avoid to pay in cash and use online channel instead
- Request to wear mask
- Register before enter-exit
- Stop activity using voice

Income from Retail Sales

In the Year 2020, the Company had the total revenue at the amount of Baht 61,748.99 Million which decreased at Baht 5,624.73 Million or by 8.35%. Such revenue derived from the contract made between the Company and customers, consisting of the revenue from sales of goods and income from customer services (Home Service) in the total amount of Baht 58,346.77 Million which decreased at Baht 4,699.46 Million or by 7.45% from the previous year. Such decrease was caused by the fall of the sales volumes of Homepro, Mega Home and Homepro Malaysia businesses in which the main reason is because of temporary closure of branches in Thailand and Malaysia. Although the online sales platform has grown up significantly, it is unable to compensate the negative effect on operational result of the closed branches.

Other incomes

In the Year 2020, the Company had income from rental fee at the amount of Baht 1,527.16 Million which decreased at Baht 679.92 Million or by 30.81% which such decrease arose from the closing of rental space in Homepro and Market Village, the reduction of rental space fees in Homepro branches and Market Village as well as the cancellation of Homepro Expo activities in the 1st quarter of the year 2020. The Company has other incomes at the amount of Baht 1,875.06 Million which decreased at 245.35 Million or by 11.57% as a result of the decline in the arrangement of promotional activities with vendors in Homepro branches and cancellation of promotional event at Homepro Expo in 1st quarter of the year 2020.

Cost of Rent

Cost of rent and service fee were at the amount of Baht 553.63 Million which decreased at Baht 91.44 Million or by 14.18% since the rental shop located at Homepro and Market Village's branch were closed.

Sale and Administrative Expenses

The summary of selling and administrative expenses in year 2020 was at the amount of Baht 10,964.72 Million which decreased at Baht 980.16 Million or by 8.21%. Such decrease arose from the cancellation of Homepro Expo activities and the closing of Homepro branches resulted in expenses down from 18.95% in 2019 to 18.79% in 2020.

Net Profit

In the Year 2020, the Company had net profit at the amount of Baht 5,154.70 Million which decreased at Baht 1,021.89 Million or by 16.54%. and had basic earning per share at Baht 0.39 per share. As of December 31, 2020, the Company had its total assets at Baht 56,090.77 Million, Total liabilities at Baht 34,525.53 Million, Shareholders' equity at Baht 21,565.24 Million. The net profit decreased mainly as a result of the closing branches in the second quarter.

Ms. Wannee reported to the Meeting for the Company received accreditation regarding sustainable development i.e. for international e.g. DJSI (Dow Jones Sustainability Index), MSCI ESG Rating Index and FTSE4 Good Index and for domestic e.g. SET Outstanding Sustainability Award, ESG 100 Index and the Company was evaluated for 5 stars in corporate governance by IOD and currently, the Company was certified to be a member of CAC (Collective Action Coalition Against Corruption).

Resolved

This Agenda was the acknowledgement of Operation's Result. Therefore, there was no adoption of resolution.

Khun Pannita Kojaranusasana, the shareholder, questioned:

How was the Same Store Sales in the 1st quarter of year 2021?

Khun Wannee (the Company's Secretary) answered:

Same Store Sales in the 1st quarter of year 2021 was a bit positive since in the year 2020, there were the closures of branches for the last 10 days of the 1st quarter.

Khun Pannita Kojaranusasana, the Shareholder, questioned:

How did the current Covid situation affect the Company?

Khun Khunawut (the Managing Director), answered:

Since the virus just started spreading during this time, there is no affect distinctly. However, there are some effects to our branches located in tourist city. For other branches, the business operations are still good.

Remark

After the meeting certificated the Agenda 1 and Agenda 2, there were additional attending shareholders with the number of the share of 336 shares. Therefore, the total number of share was increased to 10,247,048,601 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 3 has increased accordingly.

Agenda 3

To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year ended 31st December 2020.

The Company prepared the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year ended 31st December 2020 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2021 held on 22nd February 2021 and the Board of Directors' Meeting No.2/2021 held on 23rd February 2021. The Chairman of the Meeting declared to the Meeting that, in the year 2020, the summarized financial information was as follows:

Sales	= Baht 58,346.77 Million which decreased from the previous year Baht 4,699.46 Million or by 7.45%;
Total Revenues	= Baht 61,748.99 Million which decreased from the previous year Baht 5,624.73 Million or by 8.35%;
Net profits	= Baht 5,145.70 Million which decreased from the previous year Baht 1,021.89 Million or by 16.54%;
The basic earnings per share	= Baht 0.39
Paid up Capital	= Baht 13,151.20 Million;

As of 31st December 2020,
The Company had its total assets = Baht 56,090.77 Million;
Total liabilities = Baht 34,525.53 Million;
Shareholders' equity = Baht 21,565.24 Million.

Regarding the details of Operation Results, it appeared on the Statements of Financial Position and Statements of Comprehensive Income and the Auditor's Report for the year ended 31stDecember 2020, the details of which appeared in the Annual Report which was sent to the Shareholders together with the invitation letter of this Meeting as the Enclosure no.2.

The Audit Committee and the Board of Directors considered and opined that such is sufficient and correct, therefore proposed such to the Annual General Meeting of the Shareholders for consideration of approval the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report of the year ended 31st December 2020.

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 ended 31st December 2020 with the votes of more than one-half of the total votes of the Shareholders attending the Meeting and casting votes. The details were as follows:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	10,247,041,601	100
-Disapproved	0	0
-Abstained	7,000	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Agenda 4

To consider the approval of the dividend payment for the year 2020.

The Chairman of the Meeting informed the Meeting that the Company has its policy specifying for the dividend payment for not less than 40% of the net profit. In the year 2020, the Company had its annual net profit for the whole year in the amount of Baht 4,788.28 Million as per the separate financial statement and there is no accumulated loss remaining. Moreover, the Company has its cash flow enough to make the dividend payment according to the Company's policy. The information

showing the comparison of the dividend payment by cash and stock dividend in the previous year is as follows:

Period	Year 2017	Year 2018	Year 2019
Cash dividend per share (per:Baht/share)	0.13 0.18 (Interim),(Year-end)	0.15 0.20 (Interim),(Year-end)	0.17 0.21 (Interim),(Year-end)
Total dividend payment (per:Baht/share)	0.31	0.35	0.38
Dividend payout ratio (comparing with the net profit)	84.97%	83.95%	87.88%

For the Company's operation result of the first half of the year 2020 (January 2020 - June 2020, the Board of Directors' Meeting No.8/2017 held on 29th August 2017 has adopted the resolution to allocate the legal reserve fund of the company have reached 10% of the registered capital (fully reserve fund). And the Board of Directors' Meeting No.10/2020 held on 25th August 2020 has approved for interim dividend payment resulting from the Company's operation of the first six months of the year 2020 by cash dividend at the rate of Baht 0.10 per share in the amount of Baht 1,315.12 Million.

The Board of Directors proposed to the Meeting of Shareholders to acknowledge such interim dividend payment.

For the Company's operation results of the second half of the year 2020 (July 2020 - December 2020), according to the separate financial statements, the Board of Directors approved to propose the Shareholders' Meeting to consider and approve for dividend payment by cash at the rate of Baht 0.20 per share, or not exceeding in total of Baht 2,630.24 Million.

The total of the cash dividend payment for the whole year shall be equivalent to the rate of Baht 0.30 per share which the total amount was calculated to be approximately Baht 3,945.36 Million, or at payout ratio of 82.40% of net profit according to the separate financial statement. Such rate of dividend payment is in accordance with the dividend payment policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

According to the dividend payment mentioned above, the Company will pay such from the net profit arising from the Company's operation result of July 2020 - December 2020 in which the Company is required to pay for corporate income tax

at the rate 20%. The Shareholders who are individuals can obtain tax credits due to the dividend payment in accordance with Section 47 bis of the Revenue Code.

The list of shareholders who are entitled to receive the dividend (Record Date) issued on 23rd April 2021, and the dividend has been paid on 6th May 2021.

Resolved

The Meeting considered and adopted the resolution to acknowledge the interim dividend payment and approved the allocation for legal reserve fund and dividend payment as follows:

- A. Since the legal reserve fund of the company already reached 10% of registered capital (fully reserve fund) in the amount of Baht 1,315,120,000, therefore, for this dividend payment, the company is not required to allocate for the legal reserve fund.
- B. Approved the dividend payment by cash at the rate of Baht 0.20 per share, or not exceeding in total of Baht 2,630.24 Million.

The list of shareholders who are entitled to receive the dividend (Record Date) issued on 23rd April 2021, and the dividend has been paid on 6th May 2021.

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

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	10,247,042,564	99.9999
-Disapproved	6,037	0.0001
-Abstained	0	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Remark

After the meeting certificated the Agenda 4, there were attending shareholders signed out of the electronic system (E-AGM) for a total of 36,899 shares. Therefore, the total number of share was decreased to 10,247,011,702 shares. Therefore, the number of vote in agenda 5.1 has decreased accordingly.

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

The Chairman of the Meeting declared 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. Rutt | Phanijphand | Position Director, Executive Committee and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Manit | Udomkunnatum | Position Director and Chairman of Executive Committee |
| 3. Mr. Boonsom | Lerdhirunwong | Position Director and Chairman of Audit Committee and Independent Director |
| 4. Mr. Weerapun | Ungsumalee | Position Director |

Since 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 1st October 2020 to 15th January 2021, 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 and opined that, at present, the number of directors in the Board of Directors is appropriate and the number is the same as prescribed in the criteria of corporate good governance which specifies that the Board of Directors should consist of 5-12 directors and also considered according to the nomination principle by considering on their qualification and opined that all four existing directors who are retired by rotation in this year have met with the qualification as specified in the Public Company Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation and also in the past 2 years, such directors of the Company have never been employee or partner of the Auditor Company and in this year

there is an Independent Director retired by rotation which is Mr. Boonsom Lerdkhirunwong who has been holding the position of Independent Director for 6 years and has substantial knowledge in Residential business which can provide useful advice to the Company and also can provide an independent opinion in accordance with the guidelines of the relevant laws. The Nomination and Remuneration Committee has considered and opined 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 and in this year there is an Independent Director retired by rotation which is Mr. Boonsom Lerdkhirunwong who has been holding the position of Independent Director for 6 years and has substantial knowledge in Residential business which can provide useful advice to the Company and also can provide an independent opinion in accordance with the guidelines of the relevant laws. Moreover, all four Directors have well performed their obligation with the Company for a long period of time and the persons who have been proposed to be directors in this year have been passed the process of considering of the Board of Directors and thus found that their qualifications are suitable for Company business. Moreover, there was no shareholder proposing the name of director to be considered. The Board of the Directors, therefore, approved to propose such to the Shareholders' Meeting for consideration the approval to re-appoint all four Directors of the Company who would be retired by rotation in this year to be Directors of the Company for another term. Since, the Board of Directors has an intention to express their transparency and act in accordance with the Corporate Governance Policy, the Board of Directors who would be re-appoint will be abstained for voting in this Agenda. The biography of the directors, number of years in the position of director, and the number of time attending the meeting are as follows;

Committee Information

Name - Surname Mr. Rutt Phanijphand **Age** 73

Position

- Director (appointed on 20 December, 2001)
- Chairman of the Nomination and Remuneration Committee (appointed on 29 March, 2007)
- Executive Director (appointed on 21 June 2007)



Main Occupation Chairman - LH Financial Group Plc. (Holding Company)

Director shareholding : None

Spouse and minor child shareholding : None

Family relationship with Directors and management : None

Educational

Educational	Major	University
Master Degree	Science in Business Administration	Fort Hays Kansas State University, USA
Bachelor Degree	Science	Kasetsart University

Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2016 - Corporate Governance for Capital Market Intermediaries Program (CGI) 14/2016
	Year 2010 - Financial Institutions Governance Program (FGP) 1/2010
	Year 2005 - Directors Certification Program(DCP) 61/2005
	Year 2003 - Directors Accreditation Program (DAP) 4/2003
Other Training	Year 2018 - Information Security Awareness Training: LH Bank

The Brief of Working Experience during the past 5 years

Being Director of 3 Listed companies

Period	Position	Company Name	Type of Business
2007 - Present	Executive Director and Chairman of the Nomination and Remuneration Committee	Home Product Center Plc.	Retail
2001 - Present	Director		

The Brief of Working Experience during the past 5 years

Being Director of 3 Listed companies.(Continued)

Period	Position	Company Name	Type of Business
2019 - Present	Advisor	Banpu Plc.	Energy
2014 - 2019	Audit Committee		
2005 - 2019	Independent Director and Chairman of Remuneration Committee		
2017 - Present	Chairman	LH Financial Group Plc.	Holding Company
2009 - Present	Director		
2009 - 2017	Chairman of Executive Committee		
2001 - 2014	Director, Chief Executive Officer and Managing Director	Quality Houses Plc.	Property Development

Being Director of 3 non-listed companies

Period	Position	Company Name	Type of Business
2017 - Present	Chairman	Land and Houses Bank Plc.	Commercial Bank
2005 - Present	Director		
2005 - 2017	Chairman of Executive Committee		
2013 - Present	Chairman	Land and Houses Securities Plc.	Securities Trading
2010 - Present	Chairman	Land and Houses Fund Management	Asset Management

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

No. of Terms and No. of service year as Directors. 7 terms for 19 years 3 months 20 days of services:

1st Term: From December 20, 2001 to April 25, 2003

2nd Term: From April 25, 2003 to April 04, 2006

3rd Term: From April 04, 2006 to April 08, 2009

4th Term: From April 08, 2009 to April 04, 2012

5th Term: From April 04, 2012 to April 09, 2015

6th Term: From April 09, 2015 to April 09, 2018

7th Term: From April 09, 2018 to April 08, 2021

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

1. Board of Director's Meeting:	14 attendances out of total 14 meetings
2. Executive Director Meeting:	12 attendances out of total 12 meetings
3. The Nomination and Remuneration Meeting:	2 attendances out of total 2 meetings
4. Non-Executive Director Meeting:	1 attendance out of total 1 meeting

Committee Information

Name - Surname Mr. Manit Udomkhunnatum **Age** 75

Position
- Director (appointed on 29 May 2001)
- Chairman of Executive Directors
(appointed on 29 May 2001)
(Counted from the date of conversion to be
public company)
- Authorized Signatory Director



Main Occupation Director and Chairman of Executive Directors
Elysian Development Co., Ltd. (Property Development)

Direct shareholding : 268,989,197 shares Proportion 2.05%
(Information as of 31th December, 2020)

Spouse and minor child shareholding : None

Family relationship with Directors and management: None

Educational

Education	Major	University
High School	-	-

Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2004 - Director Accreditation Program (DAP) 29/2004

The Brief of Working Experience during the past 5 years **Being Director of 1 Listed companies**

During	Position	Company Name	Type of Business
2001 - Present	Director and Chairman of the Executive Directors	Home Product Center Plc.	Retail

Being Director of 5 non-listed companies

During	Position	Company Name	Type of Business
2007 - Present	Director and Chairman of the Executive Directors	Elysian Development Co.,Ltd.	Property Development
2006 - Present	Director and Chairman of the Executive Directors	Shanghai Inn Co.,Ltd.	Hotel
2003 - Present	Director	Koh Maphrao Island Co.,Ltd.	Hotel
2001 - Present	Director	RLP Co.,Ltd.	Leasing Space
2001 - Present	Chairman of the Executive Directors	USI Holding Co., Ltd	Leasing Space

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

No. of Terms and No. of service year as Directors. 7 terms for 19 years 10 months 11 days of services:

- 1st Term: From May 29, 2001 to April 25, 2003
- 2nd Term: From April 25, 2003 to April 04, 2006
- 3rd Term: From April 04, 2006 to April 08, 2009
- 4th Term: From April 08, 2009 to April 04, 2012
- 5th Term: From April 04, 2012 to April 09, 2015
- 6th Term: From April 09, 2015 to April 09, 2018
- 7th Term: From April 09, 2018 to April 08, 2021

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

- 1. Board of Director Meeting : 14 attendances out of total 14 meetings
- 2. Executive Director Meeting: 12 attendances out of total 12 meetings
- 3. Non-Executive Director Meeting: 1 attendance out of total 1 meeting

Committee Information

Name - Surname Mr.Boonsom Lerdhirunwong **Age** 67

Position

- Director (appointed on 1 October 2014)
- Chairman of Audit Committee (appointed on 1 October 2014)
- Independent Director (appointed on 1 October 2014)



Main Occupation Chairman of the Board of Directors and Independent Director Quality Houses Plc. (Property Development)

Direct shareholding : None

Spouse and minor child shareholding : None

Family relationship with Directors and management: None

Educational

Educational	Major	University
Ph.D.	Civil Engineer	INSA Toulouse, France
Master Degree	Civil Engineer,	Chulalongkorn University
Bachelor Degree	Civil Engineer,	Chulalongkorn University

Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2019 - Board Matters and Trends (BMT) 7/2019
	Year 2019 - Ethical Leaderships Program (ELP) 15/2019
	Year 2016 - Anti-Corruption: The Practical Guide (ACPG) 27/2016
	Year 2014 - Role of Chairman Program (RCP) 34/2014
	Year 2013 - Successful Formulation & Executive of Strategy (SFE) 18/2013
	Year 2012 - Directors Certification Program (DCP) 162/2012
	Year 2012 - Financial Statements for Directors (FSD) 17/2012
	Year 2012 - Audit Committee Program (ACP) 41/2012
	Year 2012 - Monitoring Fraud Risk Management (MFM) 8/2012
	Year 2012 - Monitoring of the Quality of Financial Reporting (MFR) 16/2012
	Year 2012 - Monitoring the Internal Audit Function (MIA) 13/2012
	Year 2012 - Monitoring the System of Internal Control and Risk (MIR) 13/2012

Training

Institution	Program
IOD Forum	Year 2018 - Digital Transformation : A Must for All Companies
	Year 2017 - The Role of Chairman in Leading Strategic Risk Oversight
	Year 2017 - Updated COSO Enterprise - Risk Management : Integrating with Strategy and Performance
	Year 2016 - Corporate Governance VS Corporate Performance : Duty or Choice
Others	Year 2014 - Corporate Governance: Effectiveness and Accountability in the Boardroom, Kellogg School of Management, Northwestern University
	Year 2013 - Certificate in Top Executives in the Energy Education Program (Class of 3 rd)
Others	Year 2006 - Diploma, the Joint State-Private Sector Course National Defense College (Class of 19 th)

The Brief of Working Experience during the past 5 years**Being Director of 2 Listed companies**

During	Position	Company Name	Type of Business
2014 - Present	Chairman of the Audit Committee and Independent Director	Home Product Center Plc.	Retail
2015 - Present	Chairman and Independent Director	Quality Houses Plc	Property Development
2012 - 2014	Director and Audit Committee	PTT Plc.	Energy and Utilities

Being a Management of 1 non-listed company

During	Position	Company Name	Type of Business
2015 - Present	President	Shinawatra University	Educational Institution
2010 - Present	Director and Chairman of Executive Director of Building and Infrastructure Committee	The Thai Red Cross Society	Charitable Organization
2015 - 2018	Chairman	Thailand institute of Nuclear Technology	Public Organization

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

Conflict of Interest

1. There is no conflict of interest in the agendas proposed to this Annual General Meeting of Shareholders, except for the agenda to approve the payment of remuneration and director bonus.
2. Not 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 as follows:
 - 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 Directors. 3 terms for 6 years 6 months 8 days of services:

1st Term: From October 1, 2014 to April 9, 2015

2nd Term: From April 9, 2015 to April 9, 2018

3rd Term: From April 9, 2018 to April 8, 2021

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

1. Board of Director Meeting :14 attendances out of total 14 meetings
2. Audit Committee Meeting : 12 attendances out of total 12 meetings
3. Non-Executive Director Meeting: 1 attendance out of total 1 meeting

Committee Information

Name - Surname	Mr. Weerapun Ungsumalee Age 58
Proposed Position	Director
Date of Appointment	February 1, 2019.
Main Occupation	Director and Executive Vice President Home Product Center Plc. (Retail)
Direct shareholding	5,116,708 shares or 0.04% (As of 31 December 2020)
Spouse and minor child shareholding	None
Family relationship with Directors and management	None



Education

Education	Major	University
Master Degree	Industrial Engineering	Asian institute of Technology (AIT)
Bachelor Degree	Industrial Engineering	King Mongkut's institute of Technology, Ladkrabang.

Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2019 - Director Certification Program (DCP) 272/2019
Capital Market Academy	Year 2019 - Capital Market Leadership Program (CMA) 29/2019
MAI Listed Company Association (mai)	Year 2019 - Chief Transformation Officer Program (CTO),

A Brief of Working Experience during the past 5 years Being Director of 1 Listed company

During	Position	Company Name	Type of Business
2019 - Present	Director	Home Product Center Plc.	Retail
2016 - Present	Executive Vice President		
2007 - 2016	Senior Vice President - Operation		
2005 - 2006	Senior Vice President - Information Technology		

Being Director of 3 non-listed companies

During	Position	Company Name	Type of Business
2019 - Present	Director	Home Product Center (Malaysia) Sdn. Bhd.	Retail
2018 - Present	Director and Managing Director	Mega Home Center Co.,Ltd.	Retail
2013-Present	Director	DC Service Center Co.,Ltd.	Distribution Center

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

No. of Terms and No. of service year as Directors. 1 term for 2 years 2 months 8 days of services:

1st Term: From February 1, 2019 to April 8, 2021

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

1. Board of Director Meeting : 14 attendances out of total 14 meetings

Khun Yoskrai Rujipongvatee, the shareholder, questioned:

Is there any the Company's director specialized in legal field?

Khun Wannee (the Company's Secretary), answered:

The Company has no director who is specialized in legal field. However, the Company has Corporate Secretary and legal team as well as legal consultant who are in charge and can provide legal opinion to the Board of Directors.

Resolved

The Meeting considered and adopted the resolution to re-appoint the four Directors of the Company 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:

1. Mr. Rutt Phanijphand Position Director, Executive Committee and Chairman of The Nomination and Remuneration Committee

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:

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	9,860,327,467	96.2275
-Disapproved	386,558,680	3.7725
-Abstained	125,555	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Remark : After the meeting certificated the Agenda 5.1, there were additional attending shareholders with the number of the share of 100 shares. Therefore, the total number of share was increased to 10,247,011,802 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 5.2 has increased accordingly.

2. Mr. Manit Udomkunnatum Position Director and Chairman of Executive Committee

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:

Resolution	Number of Share	Percentage of Shareholders attending the Meeting and casting votes
-Approve	9,651,096,466	96.7345
-Disapprove	325,790,584	3.2655
-Abstain	270,124,752	Do not count in tallying the vote
- Voided ballot	0	Do not count in tallying the vote

3. Mr. Boonsom Lerdhirunwong Position Director and Chairman of Audit Committee and Independent Director

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:

Resolution	Number of Share	Percentage of Shareholders attending the Meeting and casting votes
-Approve	10,019,546,077	97.8076
-Disapprove	224,592,625	2.1924
-Abstain	2,873,100	Do not count in tallying the vote
- Voided ballot	0	Do not count in tallying the vote

Remark : After the meeting certificated the Agenda 5.3, there were additional attending shareholders with the number of the share of 100 shares. Therefore, the total number of share was increased to 10,247,011,902 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 5.4 has increased accordingly.

4. Mr. Weerapun Ungsumalee Position Director

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:

Resolution	Number of Share	Percentage of Shareholders attending the Meeting and casting votes
-Approve	10,087,997,661	98.5272
-Disapprove	150,795,753	1.4728
-Abstain	8,218,488	Do not count in tallying the vote
- Voided ballot	0	Do not count in tallying the vote

Remark : After the meeting certificated the Agenda 5, there were additional attending shareholders with the number of the share of 665,764,862 shares. Therefore, the total number of share was increased to 10,912,776,764 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 6 has increased accordingly.

Agenda 6 **To consider the approval the remuneration of Directors for the year 2021.**

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

“Clause 15 of the Articles of Association of the Company specifies that “the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders’ meeting and such remuneration may be specified in the certain amount of money, or criterions for consideration from time to time, or in effective all time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the company’s rules.

The contents in the first paragraph will not be affected to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.”

The Company has its procedure to propose the remuneration through the consideration of the Nomination and Remuneration Committee before proposing such to the Board of Directors of the Company for their consideration and approval in order to propose such to the shareholders’ meeting. In this regard, the Nomination and Remuneration Committee has considered according to the specified criterions as follows:

1. Considering on suitability by comparing with the criterions, method, rate of payment and obligation assigned of the Company in the same business and industry, and considering on the Company’s cash flow.
2. Considering on the Company’s operation result as of yearend and the payment will be made when the Company has its profit.
3. Considering on payment when the Company has already paid remuneration to shareholders and employees.

The composition of the Director’s remuneration is monthly remuneration in providing the consultation in any matter to the Company working group and attendance fee. Normally, the Company will arrange for the Board of Directors Meeting to be held at least once a month and also arrange for other sub-committee meetings i.e. the Audit Committees Meeting, the Executive Directors Meeting and the Nomination and Remuneration Committees Meeting.

The information showing the comparison of remuneration payment in the previous years is as follows:

The year paid for remuneration	Approved amount	Actual amount paid
2018	12,000,000 Baht	9,240,000 Baht
2019	12,000,000 Baht	9,130,000 Baht
2020	12,000,000 Baht	9,220,000 Baht

Number of the Board of Directors' Meeting in the year 2020 is as follows:

Board of Directors	Actual Number of Meeting in 2020
-The Board of Directors Meeting	14
-The Executive Committee Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	2
-The Non-Executive Directors Meeting	1

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

Composition of Remuneration	Amount
Remuneration of Directors	
1. Monthly remuneration	
- Chairman	Baht 80,000 per person / per month
- Director	Baht 40,000 per person / per month
Composition of Remuneration	
Amount	
Remuneration of Directors	
2. Remuneration per meeting attendance	
- Chairman	Baht 30,000 per person / per meeting attendance
- Director	Baht 20,000 per person / per meeting attendance
The Director who is in the management position of the Company will not receive Remuneration per meeting attendance.	
Remuneration of Sub-Committees meeting allowance is payable for each meeting only the time of meeting attendance. (Sub-committees are composing of the Audit Committees, the Executive Committee and the Nomination and Remuneration Committees).	
Remuneration per meeting attendance	
- Chairman of each the sub-committee	Baht 30,000 per person / per meeting attendance
- Director of each sub-committee	Baht 20,000 per person / per meeting attendance

The Nomination and Remuneration Committees and the Board of Directors of the Company have considered to specify the remuneration of the Directors of the Company by considering on the Company's result in overall, the dividend payment paid to shareholders, duties and responsibilities of each of the Board of Directors group, the criterions of the same business, and therefore proposed to the shareholders' meeting to approve for remuneration of the directors and sub-committees of the year 2021 for the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2020.

For other benefits, the Company proposed to the Meeting for acknowledgement that 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%.

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

Khun Wasan Pongputtamont, the shareholder, questioned:

Does the company have special bonuses for directors in addition to this remuneration?

Khun Khunawut (the Managing Director), answered:

This agenda is the agenda for the approval of monthly remuneration thus, there is no special bonus. The approval for Director bonus will be on the next agenda.

Khun Suphanut Promma , the shareholder, questioned:

The board has a 10% discount, Do the shareholders have a discount?

Khun Khunawut (the Managing Director), answered:

Shareholders can receive discounts from 2 channels:

1. Apply for membership and collect points, the points can be used as a discount upon purchases.
2. Apply for membership HomePro Visa credit card will receive a 3% discount.

Resolved

The Meeting considered and adopted the resolution to approve the remuneration of the Directors and sub-committees of the year 2021 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 herein before. 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 Share	Percentage of all Shareholders attending the Meeting
-Approve	10,492,555,109	96.1493
-Disapprove	17,336	0.0002
-Abstain by Shareholders 2,873,100 shares	420,204,319	3.8506
-Abstain by Directors 417,331,219 shares		
-Voided ballot	0	0

Agenda 7 **To consider the approval of the payment of Directors' bonus for the Year 2020.**

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

“Clause 15 of the Articles of Association of the Company specifies that “the directors are entitled to receive the remuneration from the Company in the form of rewards, attendance fee, bonus, or other benefits according to the Articles of Association or consideration of the Shareholders' meeting and such remuneration may be specified in the certain amount of money, or criterions for consideration from time to time, or in effective all time until such has been changed. In addition, the directors will be entitled to receive allowance and other welfares according to the company's rules.

The contents in the first paragraph will not be affected to the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company.”

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee which has considered on the Directors' bonus 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 with having the criterions as follows:

1. Since the Board of Directors has involved in specifying the policies, operating guideline, including giving advice on various aspects of the Company, especially, in the circumstance of COVID 19 outbreak which other than regular meeting, the additional meetings were arranged for two times.
2. At the end of the year 2020, comparing with the year 2019, the SET 50 index in overall decreased by 14.79%, the Market Capitalization of the Company similarly decreased by 14.38%.

The information showing the comparison payment of Director's bonus of the previous years was follows:

The year approved for the bonus payment to the Directors and Sub-committees	Approved amount	Actual amount paid
2017	35,000,000 Baht	35,000,000 Baht
2018	35,000,000 Baht	35,000,000 Baht
2019	35,000,000 Baht	35,000,000 Baht

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the payment of bonus for all Directors and Sub-Committees of the year 2020 in the amount of Baht 31,500,000 (Thirty One Million and Five Hundred Thousand Baht) which is less than the payment for the year 2019.

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

Khun Wasan Pongputtamont, the shareholder, questioned:

To pay for consideration, should it be considered from profit?

Khun Khunawut (the Managing Director), answered:

Regarding the payment of Directors' consideration, the Company already has existent criteria as informed to the shareholders for acknowledgment. The Company will pay such bonus only when the Company has profit and after dividend payment is approved and paid to shareholders.

Resolved

The Meeting considered and adopted the resolution to approve the payment of bonus for all Directors and Sub-committees of the year 2020 in the amount of Baht 31,500,000 (Thirty One Million and Five Hundred Thousand 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 Share	Percentage of all Shareholders attending the meeting
-Approve	10,265,744,884	94.0709
-Disapprove	229,700,325	2.1049
-Abstain by Shareholders 336 shares	417,331,555	3.8242
-Abstain by Directors 417,331,219 shares		
-Voided ballot	0	0

Remark:

After the meeting certificated the Agenda 7, there were additional attending shareholders with the number of the share of 5,900 shares. Therefore, the total number of share was increased to 10,912,782,664 shares. And the Company still allowed them to have the right to vote. Therefore, the number of vote in agenda 8 has increased accordingly.

Agenda 8**To consider the approval of the appointment of auditors and determine the auditing fee for the year 2021.**

The Chairman of the Meeting declared 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 2021 as per the following names:

1.Mrs. Gingkarn	Atsawarangsalit	CPA	No.4496	and/or
2.Ms. Sumana	Punpongsanon	CPA	No.5872	and/or
3.Mr. Chayapol	Suppasedtanon	CPA	No.3972	and/or
4.Ms. Orawan	Techawatanasirikul	CPA	No.4807	

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 opined that such audit fee is appropriate and, therefore, approved the audit fee for the year 2021 in the amount of not exceeding Baht 3,795,000 (Three Million Seven hundred and Ninety five Thousand Baht).

In addition to the audit fee, the Company has also paid for other fee, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000.

The details of the audit fee for the year 2021 are as follows:

Audit Fee	Unit :Baht			
	Year 2018	Year 2019	Year 2020	Year 2021
Annual audit fee for the financial statements of the Company	2,570,000	2,675,000	2,760,000	2,760,000
Quarterly reviewing fee for financial statements of the Company for the whole year	1,125,000	1,005,000	1,035,000	1,035,000
Total amount requested for approval	3,695,000	3,680,000	3,795,000	3,795,000

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 audit the Company's account and express opinion on the Company's financial statement in place of them. The Company has appointed the auditors from EY Office Limited to be the auditors of the Company. The auditor who is authorized to sign in the Company's financial statement is unable to serve in such position for more than consecutive period of 7 years. Currently, Mrs. Gingkarn Atsawarangsalit has been the auditor who signed financial statements serves duty already for 4 years. However, the auditors have no relationship and 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.

Therefore, the Shareholders' Meeting was proposed to consider and approve to appoint the auditors from EY Office Limited to be the Company's auditor in year 2021, and approve the audit fee in the amount of not exceeding Baht 3,795,000 (Three Million Seven hundred and Ninety five Thousand Baht) and other fees, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000.

Khun Wasan Pongputtamont, the shareholder, questioned:

Is there any policy for the Company to change the auditor?

Khun Wannee (the Company's Secretary), answered:

According to the Stock Exchange's guideline, it indicates that an auditor who will be able to sign on financial statement can act in that position for not more than 7 consecutive years and we can hire the same audit office but have to change the auditor. For Khun Kingkarn, she is in charge for 4 years.

Resolved

The Meeting considered and adopted the resolution to approve to appoint the auditors of EY office Limited to be the auditors of the Company and its subsidiaries of the year 2021 as per the following names:

- | | | | | |
|-----------------|--------------------|-----|---------|--------|
| 1.Mrs. Gingkarn | Atsawarangsalit | CPA | No.4496 | and/or |
| 2.Ms. Sumana | Punpongsanon | CPA | No.5872 | and/or |
| 3.Mr. Chayapol | Suppasedtanon | CPA | No.3972 | and/or |
| 4.Ms Orawan | Techawatanasirikul | CPA | No.4807 | |

and approve the audit fee in the amount of not exceeding Baht 3,795,000 (Three Million Seven hundred and Ninety five Thousand Baht) and other fees, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000 and there may be additional audit fee from the increase of new branch or registration of new company or other expenses of the Company and its subsidiaries in which the Company has approved for such additional expenses not exceeding Baht 1,500,000.

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

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

Resolution	Number of Shares	Percentage of Shareholders attending the Meeting and casting votes
-Approved	10,905,445,362	99.9591
-Disapproved	4,459,904	0.0409
-Abstained	2,877,398	Do not count in tallying the vote
-Voided ballot	0	Do not count in tallying the vote

Agenda 9 **To consider for approval the amendment of clause 3 of Memorandum of Association (Objective).**

The chairman of the meeting informed the meeting that the company currently has expanded its business in many channels by opening new branches, selling through electronic platform and expand its business to other countries. As a result, there has been an increase volume of imports and exports products to subsidiaries. To reduce the payment of redundancy taxes and duty due to import and export to subsidiaries located abroad, the establishment of Bonded warehouse is needed as the business involves to the company's products and services. However the current objectives are not stated to cover such. Hence, the company needs to amend the company's objectives by adding one objective to cover.

The Board of Director has an opinion that since the original objectives are not cover such matter and the said transaction has no effect on the Company including such items does not require an independent financial advisor's opinion. The board of directors then approved to propose to the shareholder's meeting to consider for approve the amendment of clause 3 of the Memorandum of Association (Company Objective) by adding one clause from the 51 original clauses to be 52 clauses in total with the detailed as follows:

The additional objective requested is as follows:

(52) Operating in Custom free zone business, Bonded warehouse business according to the Custom Act.

Resolved The Meeting considered and adopted the resolution to approve the amend clause 3 of the Memorandum of Association (Company Objective) by adding one clause from the 51 original clauses to be 52 clauses in total with the detailed as follows:

(52) Operating in Custom free zone business, Bonded warehouse business according to the Custom Act.

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:

Resolution	Number of Shares	Percentage of the shares attending in the meeting and having the right to vote
-Approve	10,912,771,366	99.9999
-Disapprove	0	0.0000
-Abstain	11,298	0.0001
- Voided ballot	0	0

Khun Suwat Termsuknirand, the shareholder, questioned:

Currently, the customer's behavior has changed. Most of them purchased products via online channel. How did the Company adjust itself?

Khun Khunawut (The Managing Director), answered:

Currently, the Company has Omni Channel system. It is developed continuously in order for our customers' convenience to purchase products. Recently, Omni Channel system growth by 300% and calculated in ratio as at 5% of total sales volume.

Khun Saithip Monthakarntiwong, the shareholder, questioned:

How is the operation result tendency in year 2021?

Khun Khunawut (the Managing Director), answered:

In overall, it is still as targeted, there are growths both in sales volume and profit. In the 1st quarter, our operation result was as targeted. If any shareholder needs more details, please follow information from Analysis Meeting or attend Opportunity Day Meeting which the Company has arranged such meeting regularly.

Khun Wasan Pongputtamont, the shareholder, questioned:

How is the operation result of Homepro in Malaysia? Is there any tendency in Covid effect? How is its situation comparing with Thailand?

Khun Khunawut (the Managing Director), answered:

In Malaysia, there is more effect than Thailand. We were unable to sell our products at the shop during lock down but only online. However, once our branch was opened, it was better and our loss decreased and operation result was better.

Khun Wasan Pongputtamont, the shareholder, questioned:

How is the expansion of our branch in year 2021?

Khun Khunawut (the Managing Director), answered:

In year 2021, 1 branch will be opened. Such branch is located on Bangna-Trad Road which is next to Bitec Bangna. We forecast that such branch will be opened around the 3rd quarter. For overseas, we will open 1 branch in Malaysia and we have already started selling our products via online channel in Vietnam.

Khun Wasan Pongputtamont, the shareholder, questioned:

In Malaysia, when do you think we will be paid back and breakeven?

Khun Khunawut (the Managing Director), answered:

If we consider only branch's operation result which central cost will be excluded, the operation result is positive. However, if we include central cost, we are still at loss. We have to open more branches in order to get economy of scale and be profitable.

Khun Wasan Pongputtamont, the shareholder, questioned:

Do you think how much profit that the Company can make in this year?

Khun Khunnawut (the Managing Director), answered:

We are unable to provide about profit. However, in the past 1st quarter, our operation result was as targeted. Even though there was Covid situation, the Company is still able to sell goods since our customers have more time to stay home and, as a result, they need to improve and fix their houses for residence. In addition, there is more purchasing of goods for entertainment. The sale of kitchen set and electrical appliance increased. Such pandemic situation has pro and con but it is still acceptable by the Company.

There were no other matters for consideration and no shareholder having further inquiry, the Chairman then declared the Annual General Meeting of Shareholders for the year 2021 adjourned at 11.40 hrs.

Signed Mr. Rutt Phanijphand Chairman of the Meeting
(Mr. Rutt Phanijphand)

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