



The Company organizes the meeting by electronic system.

8th March 2022

Subject: Invitation for Annual General Meeting of the Shareholders for the year 2022

To: Shareholders

Home Products Center Public Company Limited

- Enclosures:
1. A copy of the Annual General Meeting of the Shareholders for the year 2021;
 2. 2021 Annual report (56-1 One Report) including copy of statement of financial position and statement of comprehensive income and auditor's report as of 31st December 2021 in QR code form;
 3. (3.1) Three sets of Proxy form A, B and C as specified by Department of Business Development, Ministry of Commerce. (3.2) Details of documents to be presented prior to attending the meeting. (3.3) Brief biographies of Independent Director who serve as the proxy;
 4. Supplemental document for Agenda 5: the biography of new director proposed to be appointed as an additional director.
 5. Supplemental document for Agenda 6: the biography of directors are retired by rotation and proposed to re-appoint for another term, term of position, and summary report the attendance of meeting;
 6. Definition of "Independent Director";
 7. Biography of the Auditor;
 8. Articles of Association regarding the Shareholders meeting;
 9. Request Form for the printed copy of the Invitation for Annual General Meeting of the Shareholders and Annual Report;
 10. User Manual of Electronic system for Annual General Meeting of the Shareholders;

The Board of Directors Meeting No.2/2022 of Home Product Center Public Company Limited held on 22nd February 2022 adopted a resolution to call for the Annual General Meeting of the Shareholders for the Year 2022 to be held on Friday 8th April 2022 at 10.00 a.m. via electronic system (e-AGM) and registration time since 8.00 a.m. onward. The Meeting will be broadcasted from the Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, to consider the following agendas:

Agenda 1 To consider the approval the Minutes of The Annual General Meeting of the Shareholders for the year 2021.

Objectives and rationale

The secretary of the Meeting has prepared the Minutes of the Annual General Meeting of the Shareholders for the year 2021 held on 8th April 2021 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 has considered that such Minutes are correct according to the resolution of the shareholders' meeting, therefore proposed to the Annual General Meeting of the Shareholders to consider to certify the minutes of the Annual General Meeting of the Shareholders for the year 2021 which was sent to the shareholders together with the invitation of this meeting (Enclosure no.1).

Opinion of the Board of Directors

The Board of Directors agreed to present to the Shareholders meeting to consider to certify the Minutes of the Annual General Meeting of the Shareholders for the year 2021, held on 8th April 2021.

To count the vote in this agenda requires more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

Agenda 2 To consider for acknowledgement the Company's Operation Result of the year 2021.

Objectives and rationale

The Company has prepared the Board of Directors' report regarding the operation result ended 31st December 2021 showing the Company's operation result of the year 2021 in which such report has been considered by the Board of Directors and approved for its correctness and adequacy. The Company, therefore, would like to propose such report to the Annual General Meeting of the Shareholders for acknowledgement of the Company's operation result of the year 2021 which was sent to the shareholders together with the invitation of this meeting (the details of which is appeared in the Annual report for the year 2021 (56-1 One Report) as the Enclosure no.2).

Opinion of the Board of Directors

The Board of Directors agreed to propose such to the Shareholders' Meeting for consideration of acknowledgement of the Company's operation result of the year 2021.

To count the vote in this agenda This agenda is only for acknowledgement, therefore, no vote is required

Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report for the year ended 31st December 2021.

Objectives and rationale

The Company has prepared the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31st December 2021 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no.2/2022 held on 21st February 2022 and the Board of Directors Meeting No.2/2022 held on 22nd February 2022. In this

regard, the Audit Committee and the Board of Directors have considered such and then approved for its correction and adequacy, The Company, therefore, would like to propose such to the Annual General Meeting of the Shareholders to consider for approval the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31st December 2021 (the details of which is appeared in the Annual report for the year 2021 (56-1 One Report) as the Enclosure no.2).

Opinion of the Board of Directors

The Board of Directors adopted a resolution approving to propose such to the Shareholders' Meeting for consideration of approval the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31st December 2021 which such has been considered by the meeting of Audit Committee No. 2/2022 held on 21st February 2022 and the Board of Directors Meeting No.2/2022 held on 22nd February 2022 having the summary of material matters as follows:

In the Year 2021, the Company had the total revenue at the amount of Baht 63,925.79 Million which increased at Baht 2,176.80 Million or by 3.52%. 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 60,567.91 Million which increased at Baht 2,221.14 Million or by 3.81%. It was a result of adaptability and development of our goods and services to accommodate the new normal lifestyle either the increase of variety of goods related to working at home, home improvement or continuous development on online selling channel which increased the convenient for customers to purchase our goods and service under Omni Channel Platform. As a result, the same store sales growth both at physical store, sales volume via online channel and income from our Home service were increased.

For incomes of rental fee at the amount of Baht 1,223.16 Million which decreased at Baht 304 Million or by 19.91% as a result of a decrease in rental income from the cancellation of the Homepro Expo in 2021. Comparing with the year 2020, we had the expo event in the 3rd quarter and the 4th quarter. Also, the income arising from rental space at Market Village and rental space in each branches decreased due to the Government's announcement on the closure of shopping center and limitation of the type of business to be operated during Covid-19 outbreak. The Company discounted or exempted the rental fee for our tenants during that period. Also, the Company had other incomes at the amount of Baht 2,134.72 Million which increased at Baht 259.66 Million or 13.85%. It was a result of promotion activities event made with our vendors at our branches as well as online channel.

The Company has its net profit for the year 2021 at the amount of Baht 5,440.53 Million which increased at Baht 285.83 Million or by 5.55%, and has its basic earnings per share at 0.41 Baht as at 31st December 2021. The Company, therefore, has its total asset in the amount of Baht 58,586.35 Million and its total liabilities in the amount of Baht 35,695.91 Million and for the shareholders' equity in the amount of Baht 22,890.43 Million. In this regard, the details of operation result appear in the annual report in the section of the Statements of Financial Position, Statements of Comprehensive Income and the Auditor's Report of the year ended 31st December 2021.

To count the vote in this agenda requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

Agenda 4 To consider the approval of the dividend payment for the year 2021.

Objectives and rationale

The Company has its policy specifying for the dividend payment for not less than 40% of the net profit. In the year 2021, the Company had its annual net profit for the whole year in the amount of Baht 4,985 Million as per the separate financial statements and there is no accumulated loss remaining. Moreover, the Company has its sufficient cash flow to make the dividend payment according to the Company's policy.

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

Period	Year 2018	Year 2019	Year 2020
Cash dividend per share (per: Baht/share)	0.15 , 0.20 (Interim),(Year-end)	0.17 , 0.21 (Interim),(Year-end)	0.10 , 0.20 (Interim),(Year-end)
Total dividend payment (per: Baht/share)	0.35	0.38	0.30
Dividend payout ratio (comparing with the net profit)	83.95%	87.88%	82.40%

Opinion of the Board of Directors

The Company has its net profit according to the separate financial statements of the year 2021 for the whole year in the amount of Baht 4,985 Million and there is no accumulated loss remaining and the Company has its sufficient cash flow to make the dividend payment as per the Company's policy. The Board of Directors, therefore, adopted a resolution to propose the Annual General Meeting of the Shareholders for consideration the approval regarding the dividend payment as following:

For the Company's operation result of the first half of the year 2021 (January 2021 – June 2021), 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. 8/ 2021 held on 31st August 2021 has approved for interim dividend payment resulting from the Company's operation of the first six months of the year 2021 by cash dividend at the rate of Baht 0.12 per share in the amount of Baht 1,578.14 Million. Therefore, 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 2021 (July 2021 - December 2021), according to the separate financial statements, the Board of Directors approved to propose the Shareholders' Meeting to consider and approve as follows:

(A) Since the legal reserve fund of the company already reached 10% of registered capital (fully reserve fund) which is Baht 1,315,120,000 therefore, for this dividend payment, the company is not required to allocate for the legal reserve fund.

(B) Paid dividend 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 0.32 per share which the total amount was calculated to be approximately Baht 4,208.39 Million, or at payout ratio of 84.42% 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 2021 - December 2021 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) will be issued on 21st April 2022, and the dividend will be paid on 6th May 2022.

To count the vote in this agenda requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

Agenda 5 To consider the approval of the increase in the number of directors and the appointment of the new director for the Company.

Objectives and rationale

By Clause 13 of the Articles of Association, it is indicated that the director shall be appointed by the shareholders' meeting by using a majority vote according to criteria and method specified in the Articles of Association attached to this Invitation Letter. Currently, the Company has expanded its business in many areas. In order to be in line with such expansion, the Board of Directors, therefore, agreed to increase 1 director from current number of 11 directors to 12 directors. The Company has also opened the opportunity to shareholders to propose a name of director to be considered for appointment on the Company's website since 1st October 2021 until 14th January 2022 and it appeared that there was no candidate proposed to be considered as the Company's director. The Directors getting approved by the Nomination and Remuneration Committee, therefore, proposed 1 director to be appointed as the Company's director i.e. Mr. Anant Asavabhokhin.

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee and, therefore, approved to propose such to the meeting of shareholders to consider for approval the increase of number of directors and appointment of 1 new director from 11 directors to 12 directors and agreed for the proposal of 1 new director i.e. Mr. Anant Asavabhokhin who has met the qualifications defined in the Public Limited Companies Act B.E. 2535, regulations of the Securities and Exchange Commission, and regulations of the Stock Exchange of Thailand as well as has knowledge, capability and experience related to the Company's businesses. (the details of director's biography appears in Enclosure no.4)

To count the vote in this agenda requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

Agenda 6 To consider the approval the appointment of the Company's directors in place of the directors who are retired by rotation.

Objectives and rationale

Clause 14 of the 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. In this year, the four directors of the Board of Directors who would be retired by rotation are as follows:

1. Mr. Pornwut Sarasin	Position	Director and Independent Director
2. Mrs. Suwanna Buddhaprasart	Position	Director
3. Mr. Thaveevat Tatiyamaneeikul	Position	Director, Audit Committee and Independent Director
4. Mr. Chanin Roonsamrarn	Position	Director, Audit Committee, Independent Director and Nomination and Remuneration Committee

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 2021 to 14th January 2022, 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 the number of directors 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 all four existing directors who are retired by rotation in this year have met with the qualification as specified in the Public Limited Companies 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 four 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. Pornwut Sarasin who has been holding the position of Independent Director for 6 years 6 months 8 days. For Mr. Thaveevat Tatiyamaneeikul and Mr. Chanin Roonsamrarn who have been holding the position of Audit Committee and Independent Director for more than 9 years but the Nomination and Remuneration Committee has considered their qualification and opined that they are fully qualified under the Public Limited Companies Act B.E. 2535 and have substantial knowledge, capability, experience and specialized in business relating the Company's business and be skilled in auditing which can provide useful advice to the Company in a great deal and 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 met with the qualification as specified in the Public Limited Companies Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation and, therefore, would like to propose to re-appoint such directors to be directors of the Company for another term.

(The biography of the directors, number of years in the position of director, and the number of time attending the meeting are appeared in the Enclosure 5.)

Opinion of the Board of Directors

The Board of the Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee since there are criterions of nomination by considering from their qualification, and opined that all four directors have fully met with the qualification as specified in the Public Limited Companies 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. Pornwut Sarasin who has been holding the position of Independent Director for 6 years 6 months 8 days. For Mr. Thaveevat Tatiyamaneeikul and Mr. Chanin Roonsamrarn who have been holding the position of Audit Committee and Independent Director for more than 9 years but the Nomination and Remuneration Committee has considered their qualification and opined that they are fully qualified under the Public Limited Companies Act B.E. 2535 and have substantial knowledge, capability, experience and specialized in business relating the Company's business and be skilled in auditing which can provide useful advice to the Company in a great deal and 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 agreed 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.

To count the vote in this agenda requires the votes more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes provided that each director must be appointed by a separate resolution.

Agenda 7 To consider the approval of the remuneration of directors for the year 2022.

Objectives and rationale

Section 90 of the Public Limited Companies 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 affect the right of staff or employee of the Company who is elected to be the director to receive the remuneration and benefits as the staff or employee of the Company."

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

1. Considering on suitability by comparing with the criteria, method, rate of payment and obligation assigned of the Company in the same business and industry and considering on the Company's liquidity.

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 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, obligations and responsibilities of each of the Board of Directors group and, therefore, opined that the Shareholders' Meeting should approve for remuneration of the Directors and Sub-Committees of the year 2022 for the amount not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2021.

For other benefits, the Company proposed to the meeting for acknowledgement that other benefits that the Company gave to the directors were only the welfare 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 welfare benefit was given by the Company at the rate not higher than the rate the Company giving to general VIP customers which is fixed at the highest rate not more than 10%. In the year 2022, the Company provides medical checkup for 1 time per year as additional welfare.

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
2019	12,000,000 Baht	9,130,000 Baht
2020	12,000,000 Baht	9,220,000 Baht
2021	12,000,000 Baht	9,140,000 Baht

Number of the Board of Directors' Meeting in the year 2021 is as follows:

Board of Directors	Actual Number of Meeting in 2021
-The Board of Directors Meeting	12
-The Executive Directors Meeting	12
-The Audit Committees Meeting	12
-The Nomination and Remuneration Committees Meeting	2
-The Non-Executive Directors Meeting	1

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee and, therefore, adopt a resolution to propose such to the Shareholders' Meeting for consideration the approval for the remuneration of Directors and Sub-Committees of the year 2022 in the amount of not exceeding Baht 12,000,000 (Twelve Million Baht) which is equivalent to the payment for the year 2021. The details of remuneration payment are as follows:

Composition of Remuneration	Amount
Remuneration of Directors	
1. Monthly remuneration - Chairman - Director	Baht 80,000 per person / per month Baht 40,000 per person / per month
2. Remuneration per meeting attendance - Chairman - Director	Baht 30,000 per person / per meeting attendance 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 Directors and the Nomination and Remuneration Committees).	
Remuneration per meeting attendance - Chairman of each Sub-committee - Director of each Sub-Committee	Baht 30,000 per person / per meeting attendance Baht 20,000 per person / per meeting attendance

Other than the Director's remunerations as mentioned above, the Company has also given other benefits to the Directors i.e. the welfares benefit for buying goods with discount which the given discount is as specified in the Articles of Association of the Company and approved by the Shareholders' Meeting, and such welfares benefit was given by the Company at the rate not higher than the rate the Company giving to general VIP customers, which is fixed at the highest rate not more than 10% and provide medical checkup for 1 time per year as additional welfare.

To count the vote in this agenda requires a vote of not less than two-thirds (2/3) of voting rights held by the shareholders attending the meeting. Director who received remuneration will abstain from voting on this agenda.

Agenda 8 To consider the approval the payment of Directors' bonus for the year 2021.

Objectives and rationale

Section 90 of the Public Limited Companies Act B.E. 2535 specifies that "Company will not be allowed to pay money or any other assets to its directors unless for remuneration payment according to the Articles of Association of the Company."

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

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

The Nomination and Remuneration Committee has considered the bonus of the Directors by considering on the suitability 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.
2. At the end of the year 2021, Market Capitalization of the Company increased by 5.84% despite of Covid-19 outbreak situation.

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

The year approved for the bonus payment to the Directors and Sub-Committees	Approved amount	Actual amount paid
2018	35,000,000 Baht	35,000,000 Baht
2019	35,000,000 Baht	35,000,000 Baht
2020	31,500,000 Baht	31,500,000 Baht

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee which has considered on the 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 and, 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 2021 in the amount of Baht 33,000,000 (Thirty Three Million Baht)

To count the vote in this agenda requires a vote of not less than two-thirds (2/3) of voting rights held by the shareholders attending the meeting. Director who receive bonus will abstain from voting on this agenda.

Agenda 9 To consider the approval the appointment of auditors and determination the auditing fee for the year 2022.

Objectives and rationale

Clause 30 (5) of the Articles of Association of the Company specifies that the matters which the Annual General Meeting shall proceed are as follows: (5) appointing the auditors and specifying the audit fee.

The Audit Committee has considered many auditors by considering on the performance result, independence of the auditors, and then proposed to the Board of Directors to appoint the auditor of EY Company Limited to be the auditors of the Company of the year 2022 as per the following auditors' 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 2022 in the amount of not exceeding Baht 3,715,000 (Three Million Seven hundred and Fifteen 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 2022 are as follows:

Audit Fee	Year 2019	Year 2020	Year 2021	Year 2022
Annual audit fee for the financial statements of the Company	Baht 2,675,000	Baht 2,760,000	Baht 2,760,000	Baht 2,695,000
Quarterly reviewing fee for financial statements of the Company for the whole year	Baht 1,005,000	Baht 1,035,000	Baht1,035,000	Baht 1,020,000
Total amount requested for approval	Baht 3,680,000	Baht 3,795,000	Baht 3,795,000	Baht 3,715,000

(The biography of auditors are appeared in the Enclosure 7.)

Opinion of the Board of Directors

The Board of Directors has considered and agreed with the proposal of the Audit Committee and, therefore, proposed such to the Shareholders' Meeting for consideration the approval for the appointment of the auditors of EY Company Limited to be the auditors of the Company of the year 2022, and approved the audit fee for the year 2022 in the amount of not exceeding Baht 3,715,000 (Three Million Seven hundred and Fifteen Thousand Baht) including 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. 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

In the event that the auditors mentioned above are unable to perform their duties, EY Company 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 Company 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 5 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.

To count the vote in this agenda requires more than half (1/2) of voting rights held by the shareholders attending the meeting and casting votes.

The schedules related to the Annual General Meeting of the Shareholders for the year 2022 are appeared in the table here below:

Schedules related to the Annual General Meeting of the Shareholders	Date
1. Specifying the name list of shareholders who are eligible to attend the Shareholders' Meeting (record date)	9 th March 2022
2. Specifying the date of the Annual General Meeting of the Shareholders for the year 2022.	8 th April 2022
3. Specifying the name list of the Shareholders who are entitled to receive dividend.	21 st April 2022
4. Specifying the dividend payment.	6 th May 2022

If the company will amend the date, time, form and venue for such meeting. In this regard, the Company will further inform the Shareholders for acknowledgment on the Stock Exchange of Thailand's website and/or on the Company's website including other channels that may be available for shareholders to be informed in advance.



Yours faithfully,

(Mr. Khunawut Thumpomkul)

Managing Director

Authorized Person of the Board of Directors
Home Product Center Public Company Limited

**Because it is an electronic meeting system (e-AGM)
Please read the meeting requirements in the notes on the next page.**

Remarks:

1. Since, it is an electronic meeting system (e-AGM), the detailed of agenda are presented above which shareholders can register in advance (Pre-Register) starting from the date 25th March 2022. Please see the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system, including how to use it set out in the user manual in Enclosure 10.
2. The Company has published the invitation letter in Thai and English versions, 2022 Annual Report (56-1 One Report) with the proxy form in A, B, and C on the Company's website in which the Shareholders can download such at www.homepro.co.th) in investor relations section or according to the QR code attached with the invitation letter.
3. **Steps to register and proxy for electronic meeting system (e-AGM).**

3.1 For shareholders attending in person through electronic devices:

Please register through QR Code or link specified below and prepare the registration documents (as specified in Attachment 10) to register through e-Service Platform from the date 25th March 2022 onward. The registration documents will be then reviewed to ensure the identification of the shareholders. After the documents are reviewed that it is correct, the shareholders will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 08.00 a.m. onwards.



<https://portal.eservice.set.or.th/Account/Login?refer=Q4ONDKHdoNq%2f7HiVFTZojJn3xRx1iSbmQ66TFWrK6kC6aKzL1ermVA%3d%3d>

3.2 For shareholders attending by proxy:

3.2.1 Shareholders may appoint any person to act as their proxy and attend the electronic meeting in person. In such case, please fill the information in the Registration Form and Proxy Form A or B or C (Attachment 3) and prepare the required documents in proxy granting (as described in Attachment 3).

3.2.2 In the event of desire to grant the proxy to Independent Director, please indicate the name of Mr.Chanin Roonsamrarn in the proxy form. In such case, please fill the information in the Registration Form and Proxy Form A or B or C (Attachment 3) and prepare the required documents in proxy granting (as described in Attachment 3). The appointed independent director shall vote in each agenda as stated by the shareholder in the Proxy Form. The biography of the Independent Director appears in the Attachment 3.3

3.2.3 In the event of desire to grant the proxy as set out in either clause 3.2.1. or 3.2.2 as above. Shareholder shall sign his/her name in the Proxy form at the column of “grantor” and the “grantee” shall sign his/her name in the column of “grantee”, which the form shall have been affixed with stamp duty of Baht 20. After that, please send all documents to the Company via email at ir@homepro.co.th and via post at the following address:

The Investor Relation Department.

Home Product Center Public Company Limited

No. 31 4th Floor Prachachuennonthaburi Rd, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000, Thailand.

3.2.4 Such proxy documents together with the required supporting document must be sent to the Company by 5th April 2022. The registration documents will be verified to ensure the identification of the shareholders. After that, the proxy will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 08.00 a.m. onwards. Please see the procedure in attending E-AGM for more details in Attachment 10.

* Please register through e-Service Platform at least 2 days before 8th April 2022 for the convenience in attending the meeting on the meeting date.

4. In the event that the Shareholder desires to make inquiry regarding any agenda of the Company's Meeting, the Shareholder can send his/her question to the Company in advance within 5th April 2022 attn: **the Investor Relation Department, Home Product Center Public Company Limited No. 31 4th Floor Prachachuennonthaburi Rd, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000 or at email: ir@homepro.co.th** or telephone number 02-8321494 , 02-8321416. However, the shareholder can also submit your question or inquire any suspicious issue on the date of shareholder's meeting via DAP e-Shareholder Meeting.
5. Any Shareholder who needs the printed copy of the Invitation for Annual General Meeting of the Shareholders for the year 2022 or Annual Report (56-1 One Report), please send the reply form attached to this invitation letter to **the Investor Relation Department, Home Product Center Public Company Limited No. 31 4th Floor Prachachuennonthaburi Rd, Tumbol BangKhen, Amphur Muang Nonthaburi, Nontaburi Province 11000, or at email: ir@homepro.co.th** within 5th April 2022. **Please specify the name and address clearly.**
6. The operation of the company to be followed in The Personal Data Protection Law to arrange the shareholders' meeting via DAP e-Shareholder Meeting, the Company will keep, gather, use and disclose personal information of the shareholders in order to comply with our obligation specified by law and to service all shareholders in attending the meeting provided that the shareholders will be protected according privacy policy or privacy notice as appeared on the Company's website at www.homepro.co.th/privacy-notice.

Attachment 1

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 Phanijsaphand, 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 Phanijsaphand 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	Phanijsaphand	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	Tatiamaneekul	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)
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List of Auditor of EY Office Limited

1. Mrs. Gingkarn	Atsawarangsalit	CPA No.4496
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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.Wanee 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 31 st 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 Phaniijphand 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 Lerdhirunwong 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 Lerdhirunwong 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)
	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 - Director	Baht 30,000 per person / per meeting attendance 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 - Director of each sub-committee	Baht 30,000 per person / per meeting attendance 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 | Suppasdtanon | 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:

Unit :Baht				
Audit Fee	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 Monthakarnthiwong, 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 Khunawut (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.

Singed Mr. Rutt Phanijsphand Chairman of the Meeting
(Mr. Rutt Phanijsphand)

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

Attachment 3.1

อากรแสตมป์ 20 บาท

Duty Stamp 20 Baht

หนังสือมอบฉันทะแบบ ก.

Proxy (Form A)

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./ Year.....

(1) ข้าพเจ้า/ I/We.....สัญชาติ/ Nationality.....อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....ประเทศ/Country.....รหัสไปรษณีย์/ Postal Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/am/are (a) shareholder(s) of Home Product Center Public Company Limited, holding a total number of.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and having the right to vote equal to.....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

(3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....E-Mail Address*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone*.....หรือ/or

(2) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....E-Mail Address*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone*.....หรือ/or

(3) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....E-Mail Address*.....โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone*.....หรือ/or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders for the Year 2022 via electronic system on Friday 8th April 2022 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satom Road, Tungmahamek Sub District, Satom District, Bangkok, or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ/ Any act(s) taken by the Proxy at the meeting shall be deemed to be taken by myself/ ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

หมายเหตุ/ Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All votes of a shareholder may not be split for more than one Proxy.

อากรแสตมป์ 20 บาท

Duty Stamp 20 Baht

หนังสือมอบฉันทะแบบ ข.

Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น/ Shareholder Registration No.

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./ Year.....

(1) ข้าพเจ้า/I/We.....สัญชาติ/Nationality.....อยู่บ้านเลขที่/
Reside at.....ถนน/Street.....ตำบล/แขวง/Sub-District.....อำเภอ/เขต/
District.....จังหวัด/Province.....ประเทศ/Country.....รหัสไปรษณีย์/ Postal
Code.....

(2) เป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/ Being (a) shareholder(s) of Home
Product Center Public Company Limited, holding a total number of.....หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and
having the right to vote equal to.....เสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the
right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, และออกเสียงลงคะแนนได้เท่ากับ/ having the
right to vote equal to.....เสียง/ votes

(3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....
ถนน/Streetตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....
จังหวัด/Province.....รหัสไปรษณีย์/Postal Code..... E-Mail Address*.....
โทรศัพท์มือถือ (สำหรับ OTP) /Mobile Phone*.....หรือ/or

(2) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....
ถนน/Streetตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....
จังหวัด/Province.....รหัสไปรษณีย์/Postal Code..... E-Mail Address*.....
โทรศัพท์มือถือ (สำหรับ OTP) /Mobile Phone*.....หรือ/or

(3) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at.....
ถนน/Streetตำบล/แขวง/Sub-District.....อำเภอ/เขต/District.....
จังหวัด/Province.....รหัสไปรษณีย์/Postal Code..... E-Mail Address*.....
โทรศัพท์มือถือ (สำหรับ OTP) /Mobile Phone*.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2565 ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้อง
ประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และ
สถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the
Annual General Meeting of Shareholders for the Year 2022 via electronic system on Friday 8th April 2022 at 10.00 a.m.. The
Meeting will be broadcasted from The Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satom Road, Tungmahamek
Sub District, Satom District, Bangkok, or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ / In the meeting, I/ we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

- ☐ วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda 1 To consider the approval the Minutes of The Annual General Meeting of the Shareholders for the year 2021.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

- ☐ วาระที่ 2 เรื่องพิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2564

Agenda 2 To consider for acknowledgement the Company's Operation Result of the year 2021.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

- ☐ วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report for the year ended 31st December 2021.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

- ☐ วาระที่ 4 เรื่องพิจารณาอนุมัติจ่ายปันผลประจำปี 2564

Agenda 4 To consider the approval of the dividend payment for the year 2021.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

- ☐ วาระที่ 5 พิจารณานุมัติการเพิ่มจำนวนกรรมการ และแต่งตั้งกรรมการเข้าใหม่

Agenda 5 To consider the approval of the increase in the number of directors and the appointment of the new director for the Company.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain
- ☐ วาระที่ 6 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ได้ออกตามวาระ
- Agenda 6** To consider the approval for the appointment of the Company's directors in place of the directors who are retired by rotation.
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ การแต่งตั้งกรรมการทั้งหมด / Appointment all proposed directors.
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director.
- 1.นายพรวุฒิ สารสิน (Mr. Pornwut Sarasin)
ตำแหน่ง/Position กรรมการและกรรมการอิสระ/ Director and Independent Director
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain
- 2.นางสุวรรณา พุทธประสาท (Mrs. Suwanna Buddhaprasart)
ตำแหน่ง/Position กรรมการ / Director
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain
- 3.นายทวีวัฒน์ ตติยมนีกุล (Mr. Thaveevat Tatiyamaneekul)
ตำแหน่ง/Position กรรมการ การตรวจสอบและกรรมการอิสระ/ Director, Audit Committee and Independent Director
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain
- 4.นายชนินทร์ รุณสำราญ (Mr. Chanin Roonsamram)
ตำแหน่ง/Position กรรมการ การตรวจสอบ กรรมการอิสระ และกรรมการสรรหาและกำหนดค่าตอบแทน / Director, Audit Committee, Independent Director and Nomination and Remuneration Committee
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 7 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2565

Agenda 7 To consider the approval of the remuneration of directors for the year 2022.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 8 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2564

Agenda 8 To consider the approval the payment of Directors' bonus for the year 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

- ☐ วาระที่ 9 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2565

Agenda 9 To consider the approval the appointment of auditors and determination the auditing fee for the year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น / Vote of the Proxy holder for any agenda which is not in accordance with this Proxy shall be deemed that such vote is not correct and is not my/our casting of vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / In the case that I/we have not indicated my/our intention of vote in any agenda or have indicated it but not clear, or in the case the meeting will consider or adopt any resolution in addition to the matter indicated above, including any correction, change or addition of facts, the Proxy holder shall have the right to consider and vote for me/us in every respect as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) taken by the Proxy holder at the meeting, except in the case the Proxy holder does not cast vote per my/our indication in the Proxy, shall be deemed to be taken by myself/ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

หมายเหตุ/ Remarks

- 1.ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / A shareholder appointing Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All shares shall not be split into more than one Proxy to separately vote.
- 2.วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล / As per the agenda to appoint director, the appointment can be made for all directors or for individual director.
- 3.ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ / In case there is (are) more agenda(s) to consider than the above mentioned, the appointer can specify the additional agenda in the attached sheet to the Proxy form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attached Sheet to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) / As a Proxy to act on behalf of the shareholder of Home Product Center Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮอร์ส ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2022 via electronic system on Friday 8th April 2022 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, or at any adjournment thereof.

☐ วาระที่/ Agenda.....เรื่อง/ Subject.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย/ Disapprove

☐งดออกเสียง/ Abstain

☐ วาระที่/ Agenda.....เรื่อง/ Subject.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย/ Disapprove

☐งดออกเสียง/ Abstain

☐ วาระที่/ Agenda.....เรื่อง/Subject เลือกตั้งกรรมการ (ต่อ) / appointment of director (continued)

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย/ Disapprove

☐งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย/ Disapprove

☐งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย/ Disapprove

☐งดออกเสียง/ Abstain

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve

☐ ไม่เห็นด้วย/ Disapprove

☐งดออกเสียง/ Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ/ I/ we hereby certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy

(.....)

(.....)

วันที่/ Date...../...../.....

วันที่/ Date...../...../.....

อากรแสตมป์ 20 บาท

Duty Stamp 20 Baht

หนังสือมอบฉันทะแบบ ค.

(เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

Proxy (Form C)

(For Foreign shareholders who authorize the custodian in Thailand as proxy)

เลขทะเบียนผู้ถือหุ้น / Shareholder Registration No.....

เขียนที่/ Made at.....

วันที่/Date.....เดือน/Month.....พ.ศ./Year.....

(1) ข้าพเจ้า/ I/We.....สัญชาติ/ Nationality.....อยู่บ้านเลขที่/ Reside at..... ถนน/ Street..... ตำบล/แขวง/ Sub-District..... อำเภอ/เขต/ District..... จังหวัด/Province..... รหัสไปรษณีย์/Postal Code.....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (As the Custodian of (Please specify the fund name / shareholder name) ให้กับ..... ซึ่งเป็นถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม/ am/ are (a) shareholder(s) of Home Product Center Public Company Limited, holding a total number of หุ้น/ shares และออกเสียงลงคะแนนได้เท่ากับ/ and having the right to vote equal toเสียง ดังนี้/ votes as follows:

หุ้นสามัญ/ Ordinary share.....หุ้น/ share, ออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

หุ้นบุริมสิทธิ/ Preferred share.....หุ้น/ share, ออกเสียงลงคะแนนได้เท่ากับ/ having the right to vote equal to.....เสียง/ votes

(2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at..... ถนน/Street..... ตำบล/แขวง/Sub-District..... อำเภอ/เขต/District..... จังหวัด/Province..... รหัสไปรษณีย์/Postal Code..... E-Mail Address*..... โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone*.....หรือ/or

(2) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at..... ถนน/Street..... ตำบล/แขวง/Sub-District..... อำเภอ/เขต/District..... จังหวัด/Province..... รหัสไปรษณีย์/Postal Code..... E-Mail Address*..... โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone*.....หรือ/or

(3) ชื่อ/Name.....อายุ/Age.....ปี/years อยู่บ้านเลขที่/Reside at..... ถนน/Street..... ตำบล/แขวง/Sub-District..... อำเภอ/เขต/District..... จังหวัด/Province..... รหัสไปรษณีย์/Postal Code..... E-Mail Address*..... โทรศัพท์มือถือ(สำหรับ OTP) /Mobile Phone*.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวอีสต์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย /only one of them to be my/our Proxy to represent myself/ ourselves for attending and voting on my/ our behalf at the Annual General Meeting of Shareholders for the Year 2022 via electronic system on Friday 8th April 2022 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satom District, Bangkok, or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ /In the meeting, I/we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ / Equal to the total number of my/ our shares and having the right to vote

☐ มอบฉันทะบางส่วน คือ/ assign partial number of my/our shares and having the right to vote as follows;

☐ หุ้นสามัญ / Ordinary share.....หุ้น / shares และมีสิทธิออกเสียงลงคะแนนได้ / having the right to vote equal to.....เสียง / share

☐ หุ้นบุริมสิทธิ/ Preferred share.....หุ้น / shares และมีสิทธิออกเสียงลงคะแนนได้ / having the right to vote equal to.....เสียง / share

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด / Total votes are.....เสียง / votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้/ In the meeting, I/ we authorize the Proxy to vote on behalf of myself/ ourselves as follows:

☐ วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda1 To consider the approval the Minutes of The Annual General Meeting of the Shareholders for the year 2021.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

☐ วาระที่ 2 เรื่องพิจารณารับรองทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2564

Agenda 2 To consider for acknowledgement the Company's Operation Result of the year 2021.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

☐ วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda 3 To consider the approval of the Statements of Financial Position and Statements of Comprehensive Income, including the Auditor's Report for the year ended 31st December 2021.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

- ☐ไม่เห็นด้วย Disapprove.....เสียง
- ☐งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่ 4 เรื่องพิจารณาอนุมัติจ่ายปันผลประจำปี 2564
- Agenda 4 To consider the approval of the dividend payment for the year 2021.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่ 5 พิจารณาอนุมัติการเพิ่มจำนวนกรรมการ และแต่งตั้งกรรมการเข้าใหม่
- Agenda 5 To consider the approval of the increase in the number of directors and the appointment of the new director for the Company.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ งดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่ 6 เรื่องพิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทแทนกรรมการที่ต้องออกตามวาระ
- Agenda 6 To consider the approval the appointment of the Company's directors in place of the directors who are retired by rotation.**
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด / Appointment all proposed directors
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ งดออกเสียง/ Abstain.....เสียง
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment individual director
- โดยมีรายชื่อกรรมการดังต่อไปนี้ / As the following director's names:
- 1.นายพรวุฒิ สารสิน (Mr. Pornwut Sarasin)
- ตำแหน่ง/Position กรรมการและกรรมการอิสระ/ Director and Independent Director
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ งดออกเสียง/ Abstain.....เสียง

2.นางสุวรรณา พุทธประสาท (Mrs. Suwanna Buddhaprasart)

ตำแหน่ง/Position กรรมการ / Director

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

3.นายทวีวัฒน์ ตติยมนีกุล (Mr. Thaveevat Tatiyamaneeekul)

ตำแหน่ง/Position กรรมการ กรรมการตรวจสอบและกรรมการอิสระ / Director, Audit Committee and Independent Director

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

4.นายชนินทร์ รุณสำราญ (Mr. Chanin Roonsamrarn)

ตำแหน่ง/Position กรรมการ การตรวจสอบ กรรมการอิสระ และกรรมการสรรหาและกำหนดค่าตอบแทน/
Director, Audit Committee, Independent Director and Nomination and Remuneration Committee

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 7 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2565

Agenda 7 To consider the approval of the remuneration of directors for the year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 8 เรื่องพิจารณาอนุมัติจ่ายเงินบำเหน็จกรรมการประจำปี 2564

Agenda 8 To consider the approval the payment of Directors' bonus for the year 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จดออกเสียง/ Abstain.....เสียง

- ☐ วาระที่ 9 เรื่องพิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2565

Agenda 9 To consider the approval the appointment of auditors and determination the auditing fee for the year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ งดออกเสียง/ Abstain.....เสียง

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น / Vote of the Proxy holder for any agenda which is not in accordance with this Proxy shall be deemed that such vote is not correct and is not my/our casting of vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/ In the case that I/we have not indicated my/our intention of vote in any agenda or have indicated it but not clear, or in the case the meeting will consider or adopt any resolution in addition to the matter indicated above, including any correction, change or addition of facts, the Proxy holder shall have the right to consider and vote for me/us in every respect as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) taken by the Proxy holder at the meeting, except in the case the Proxy holder does not cast vote per my/our indication in the Proxy, shall be deemed to be taken by myself/ourselves in every respect.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer

(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy

(.....)

หมายเหตุ/ Remarks

1. หนังสือมอบฉันทะแบบ ก. นี้/ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น / This Form C Proxy shall be used only in the case the shareholder whose name appears in the Register is overseas investor and has appointed custodian in Thailand as a deposit agent of the shares only.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ / Evidences to be attached to the Proxy are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Letter of authorization from the shareholder to grant the custodian to proceed with the signing on the Proxy for the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a Proxy must authorize only one Proxy to attend the meeting and cast the votes on his/her behalf. All shares shall not be split into more than one Proxy to separately vote.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตัวอย่างหนังสือมอบฉันทะแบบ ก. ตามแนบ

In case there is (are) more agenda(s) to consider than the above mentioned, the appointer can specify the additional agenda in the attached sheet to the proxy form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก.

Attached Sheet to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) / As a Proxy to act on behalf of the shareholder of Home Product Center Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 10.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สถานที่ถ่ายทอด คือ ห้องประชุมอาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / In the Annual General Meeting of Shareholders for the Year 2022 via electronic system on Friday 8th April 2022 at 10.00 a.m.. The Meeting will be broadcasted from The Meeting room, 4th Floor, Q-House Lumpini Building No.1, South Satorn Road, Tungmahamek Sub District, Satorn District, Bangkok, or at any adjournment thereof.

- ☐ วาระที่/ Agenda.....เรื่อง/Subject.....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่/ Agenda.....เรื่อง/Subject.....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่/ Agenda.....เรื่อง/Subject.....
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร/The Proxy has the right to consider and vote on behalf of myself/ ourselves in all agendas as appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้/ The Proxy shall vote in accordance with my/ our objectives as follows:
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง
- ☐ วาระที่/ Agenda.....เรื่อง/Subject เลือกตั้งกรรมการ (ต่อ) / appointment of director (continued)
- ชื่อกรรมการ / Name of Director
- ☐ เห็นด้วย/ Approve.....เสียง
- ☐ ไม่เห็นด้วย/ Disapprove.....เสียง
- ☐ จดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จงดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จงดออกเสียง/ Abstain.....เสียง

ชื่อกรรมการ / Name of Director

☐ เห็นด้วย/ Approve.....เสียง

☐ ไม่เห็นด้วย/ Disapprove.....เสียง

☐ จงดออกเสียง/ Abstain.....เสียง

ข้าพเจ้าขอรับรองว่า รายการในใบระจําต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ/ I/ we hereby
certify that all statements as appeared in this attached sheet to the Proxy form are true and correct.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/ Appointer ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date...../...../.....

วันที่/ Date...../...../.....

Attachment 3.2

The following documents must be presented prior to attending the shareholders meeting (as the case may be):

1. In the event that the shareholder is a natural person:
 - 1.1 Attendance in person: presenting an official document issued by governmental agency which having photograph of such shareholder, and not yet expired, e.g. personal ID card, driver license, or passport.
 - 1.2 Attendance by proxy:
 - (A) a completed Proxy Form, which is per the form attached to the notice calling for the meeting, signed by the appointer (the shareholder) and the proxy;
 - (B) a copy of the official document of the shareholder as referred to in 1.1 certified as true copy by the appointer; and
 - (C) an original of the proxy's official document as referred to in 1.1 above.
2. In the event that the shareholder is a juristic person:
 - 2.1 Attendance by an authorized representative of such shareholder:
 - (A) an original of such authorized representative's official document as referred to in 1.1; and
 - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified as true copy by such authorized representative.
 - 2.2 Attendance by proxy:
 - (A) a completed Proxy Form which is per the form attached to the notice calling for the meeting, signed by the appointer (the shareholder) and the proxy;
 - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs on the Proxy Form as the appointers an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified and affixed the company seal by such authorized representative; and
 - (C) an original of the proxy's official document as referred to in 1.1 above.
3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Clause 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

 - (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restriction or conditions of the authority of such person(s); and
 - (B) If the original document which is not made in English, English translation is required to be made and attached thereto and such translation must be certified by the authorized representative of such juristic person.

Attachment 3.3

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

Committee Information

Name – Surname Mr. Chanin Roonsamrarn **Age** 74

Position

- Audit Committee
(appointed on 22 September 2005)
- Independent Director
(appointed on 22 September 2005)
- Nomination and Remuneration Committee
(appointed on 29 March 2007)

Address 31 Prachachuennonthaburi, Tumbol Bangkhen, Amphoe Muang Nonthaburi, Nonthaburi Province.

Main Occupation Director - Home Product Center Plc. (Retail)
Mr. Chanin Roonsamrarn has experience and expertise in Accounting and Finance



Direct shareholding : None
Spouse and minor child shareholding : None
Family relationship with Director and Management. : None

Education

Education	Major	University
Master Degree	Business Administration	Fort Hays State University, Kansas, USA

Training

Institution	Thai Institute of Directors Association (IOD)
Program	Year 2006 - DCP Refresher course 2/2006
Program	Year 2005 - Audit Committee Program (ACP) 9/2005
Program	Year 2002 - Director Certification Program (DCP) 15/2002
Program	Year 2001 - Role of Chairman Program (RCM) 6/2001
Program	Year 1993 - Executive Program Stanford - NUS

The Brief of Working Experience during the past 5 years

At present being Director of 1 Listed company

During	Position	Company Name	Type of Business
2007 - Present	Nomination and Remuneration Committee	Home Product Center Plc.	Retail
2005 - Present	Audit Committee and Independent Director		
1999 - 2019	Audit Committee and Independent Director	Thai Reinsurance Plc.	Insurance
2003 - 2013	Audit Committee, Independent Director and Chairman of Risk Management Committee	Chubb Samaggi Insurance Plc.	Insurance

At present being Director of 2 non-listed companies

During	Position	Company Name	Type of Business
2020 - Present	Chairman	Suzuki Motor Thailand Co., Ltd.	Distributor
2010 - Present	Chairman of Executive Director	SBL Leasing Co., Ltd.	Leasing

Conflict of Interest

1.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.

2.The Director has no special interests that are different from any others in the agendas proposed to this Annual General Meeting of Shareholders, except for the agenda the appointment of the Company's director in place of the director who are retired by rotation because he may be re-appointed to be the director for another terms and for agenda to approve the payment of remuneration and director fee.

3. 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
- 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 Director 6 terms for 16 years 6 months 18 days of services:

- | | |
|-----------------------|---|
| 1 st Term: | From September 22, 2005 to April 04, 2007 |
| 2 nd Term: | From April 04, 2007 to April 07, 2010 |
| 3 rd Term: | From April 07, 2010 to April 05, 2013 |
| 4 th Term: | From April 05, 2013 to April 07, 2016 |
| 5 th Term: | From April 07, 2016 to April 09, 2019 |
| 6 th Term: | From April 09, 2019 to April 08, 2022 |

No. of Meeting attendance.

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

Attachment 4

The Proposed Directors Information to support agenda 5

Name – Surname Mr. Anant Asavabhokhin
Age 71
Position Director



Direct shareholding : None
Spouse and minor child shareholding : None
Family relationship with Director and Management. : Father of Mr. Achawin Asavabhokhin

Education

Education	Major	University
Master Degree	Business Administration (MBA)	Thammasat University
Master Degree	Industrial Engineering	Illinois Institute of Technology, USA
Bachelor Degree	Civil Engineering	Chulalongkorn University

Institution Thai Institute of Directors Association (IOD)
Program Directors Certification Program (DCP) 52/2004

At present the director is not holding the position of director or executive management both in listed companies and non-listed companies also in the business that could cause any conflict of interest against the Company.

A Brief of Working Experience during the past 5 years

Position	Company Name	Type of Business
Chairman	Home Product Center Plc.	Retail
Chairman and Chairman of the Executive Directors	Land and Houses Plc.	Property development
Chairman	Quality Houses Plc.	Property development
Chairman	LH Financial Group Plc.	Holding Company

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.

Attachment 5

The information to support agenda 6:

The biography of directors are retired by rotation and proposed to re-appoint for another term.

Committee Information

Name – Surname Mr. Pornwut Sarasin
Age 62
Position Director and Independent Director
Date of Appointment October 1, 2015
Main Occupation Chairman Thai Namthip Ltd. (Soft Drinks Bottler)



Direct shareholding : None
Spouse and minor child shareholding : None
Family relationship with Director and Management : None

Education

Education	Major	University
Master Degree	Business Administration	Pepperdine University, USA
Bachelor Degree	Business Administration	Boston University, USA

Training

<u>Institution</u>	<u>Program</u>
Thai Institute of Directors Association (IOD)	Year 2005 - Directors Accreditation Program (DAP) 45/2005

A Brief of Working Experience during the past 5 years

At present being Director of 5 Listed companies

During	Position	Company Name	Type of Business
2015-Present	Independent Director	Home Product Center Plc.	Retail
2017-Present	Chairman	BG Container Glass Plc.	Packaging Manufacturers and Distributor
2015-Present	Director	Crown Seal Plc.	Packaging
2009-Present	Director	AP (Thailand) Plc.	Real Estate
1994-Present	Director and Chairman of Audit Committee	Charoong Thai Wire & Cable Plc.	Cable Manufacturers and Distributor

At present being Director of 9 non-listed companies.

During	Position	Company Name	Type of Business
2014-Present	Director	Bangkok Glass Plc.	Packaging Manufacturers and Distributor
2013- Present	Chairman	Thai Namthip Co., Ltd	Soft drink Bottler

A Brief of Working Experience during the past 5 years (Continued)
At present being Director of 9 non-listed companies.

During	Position	Company Name	Type of Business
2000- Present	Director	Honda Automobile (Thailand) Co., Ltd.	Automobile Manufacturers
1998- Present	Director	Denso (Thailand) Co., Ltd.	Electronic Manufacturers
1993- Present	Director	Thai Asia Pacific Brewery Co., Ltd.	Drinking Manufacturers and Distributor
1986- Present	Director	Thai-MC Co., Ltd.	Chemical Wholesaler
1986- Present	Director	Isuzu Motors (Thailand) Co., Ltd.	Automobile Manufacturers
1986- Present	Director	Tri Petch Isuzu Sales Co., Ltd.	Automobile Distributor
1986- Present	Director	Tri Petch Isuzu Leasing Co., Ltd.	Automobile Leasing

Conflict of Interest

1. 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.
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.
 - 2) He does not provide any professional service i.e. Auditor, legal counsel
 - 3) He has no business relationship with company that affect the duty performing independently in giving an opinion.

No. of Terms and No. of service year as Directors. 3 terms for 6 Years 6 Months and 8 Days of services.

1st Terms: From October 1, 2015 to April 5, 2017

2nd Terms: From April 5, 2017 to July 10, 2020

3rd Terms: From July 10, 2020 to April 8, 2022

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

1. Board of Director's Meeting : 10 attendances out of total 12 meetings
2. Non-Executive Director's Meeting : The company held a meeting in total 1 time, the director was not able to attend the meeting due to other engagement.

Committee Information

Name – Surname Mrs. Suwanna Buddhaprasart
Age 66
Proposed Position Director and the Authorized Signatory Director
Date of Appointment July 2, 2003
Main Occupation Chief of Executive Officer, LH Mall and Hotel Co., Ltd. (Property development)



Direct shareholding : None
 Spouse and minor child shareholding : None
 Family relationship with Directors and management : None

Education

Education	Major	University
Master Degree	Business Administration	Chulalongkorn University
Bachelor Degree	Commerce and Accountancy	Chulalongkorn University

Training

Institution	Program
Thai Institute of Directors Association (IOD)	Year 2011 - Financial Institutions Governance Program (FGP) 3/2011
	Year 2007 - Director Certification Program (DCP) 85/2007
	Year 2004 - Director Accreditation Program (DAP) 29/2004

A Brief of Working Experience during the past 5 years**At present being Director of 3 Listed companies**

During	Position	Company Name	Type of Business
2003- Present	Director	Home Product Center Plc.	Retail
2018- Present	Director	Mandarin Hotel Plc.	Hotel
2014- Present	Executive Director, Corporate Governance Committee and Risk Management Committee	Quality Houses Plc.	Property development
2011- 2017	Director	LH Financial Group Plc.	Holding Company

At present being Director of 17 non-listed companies.

During	Position	Company Name	Type of Business
2017- Present	Director	Land and Houses Fund Management Co., Ltd.	Fund Management
2017- Present	Director	L&H Property Co., Ltd.	Property Development

A Brief of Working Experience during the past 5 years (Continued)**At present being Director of 17 non-listed companies.**

During	Position	Company Name	Type of Business
2016- Present	Director and Chief Executive Officer	LH Mall & Hotel Co., Ltd.	Mall and Hotel
2016- Present	Director	L&H Retail Management Co., Ltd.	Shopping Mall
2016- Present	Director	Gusto Village Co., Ltd.	Property Development
2016- Present	Director	Casa Ville (Rayong 2553) Co., Ltd.	Property Development
2016- Present	Director	Casa Ville (Prachuapkhirikhan 2554) Co., Ltd.	Property Development
2016- Present	Director	Casa Ville (Petchburi 2553) Co., Ltd.	Property Development
2013- Present	Director	Property Host Co., Ltd.	Property Development
2013- Present	Director	Casa Ville (Chonburi 2554) Co., Ltd.	Property Development
2012- Present	Director	Center Point Hospitality Co., Ltd.	Property Leasing
2012- Present	Director	L&H Hotel Management Co., Ltd.	Hotel
2008- Present	Director	L&H Management Co., Ltd.	Hotel
2003- Present	Director	Casa Ville Co., Ltd.	Property Development
2003- Present	Director	QH Management Co., Ltd	Service
2000- Present	Director	QH International Co., Ltd.	Property Leasing
2000- Present	Director	The Confidence Co., Ltd.	Property Development

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. 6 terms for 18 years 9 months 7 days of services:

- 1st Term: From July 2, 2003 to April 4, 2007
- 2nd Term: From April 4, 2007 to April 7, 2010
- 3rd Term: From April 7, 2010 to April 5, 2013
- 4th Term: From April 5, 2013 to April 7, 2016
- 5th Term: From April 7, 2016 to April 9, 2019
- 6th Term: From April 9, 2019 to April 8, 2022

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

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

Committee Information

Name – Surname Mr. Thaveevat Tatiyamaneekul
Age 76
Proposed Position Independent Director and Audit Committee
Date of Appointment May 29, 2001
 (Counted from the date of conversion to be public company.)
Main Occupation Chairman of Executive Director, Star Fashion (2008) Co., Ltd
 (Garment and Fashion Product Distributor)



Direct shareholding : None
 Spouse and minor child shareholding : None
 Family relationship with Directors and Management: None

Education

Education	Major	University
Primary	-	-

Training

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

A Brief of Working Experience during the past 5 years**At present being Director of 1 Listed company**

During	Position	Company Name	Type of Business
2001- Present	Independent Director and Audit Committee	Home Product Center Plc.	Retail

At present being Director of 2 non-listed companies.

2013- Present	Chairman of Executive Director	Manee-pin Co.,Ltd.	Holding Company
1989- Present	Chairman of Executive Director	Star Fashion (2008) Co., Ltd.	Garment and Fashion Product Distributor

Conflict of Interest

1. 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.
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.
 - 2) He does not provide any professional service i.e. Auditor, legal counsel

- 3) He has no business relationship with company that affect the duty performing independently in giving an opinion.

No. of Terms and No. of service year as Directors. 7 terms for 20 years 10 months 11 days of services:

- 1st Term: From May 29, 2001 to April 8, 2004
- 2nd Term: From April 8, 2004 to April 4, 2007
- 3rd Term: From April 4, 2007 to April 7, 2010
- 4th Term: From April 7, 2010 to April 5, 2013
- 5th Term: From April 5, 2013 to April 7, 2016
- 6th Term: From April 7, 2016 to April 9, 2019
- 7th Term: From April 9, 2019 to April 8, 2022

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

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

Committee Information

Name – Surname Mr. Chanin Roonsamrarn
Age 74
Position
- Audit Committee
(appointed on 22 September 2005)
- Independent Director
(appointed on 22 September 2005)
- Nomination and Remuneration Committee
(appointed on 29 March 2007)



Main Occupation Director - Home Product Center Plc. (Retail)
Mr. Chanin Roonsamrarn has experience and expertise in Accounting and Finance

Direct shareholding : None
Spouse and minor child shareholding : None
Family relationship with Director and Management : None

Education

Education	Major	University
Master Degree	Business Administration	Fort Hays State University, Kansas, USA

Training

Institution	Thai Institute of Directors Association (IOD)
Program	Year 2006 - DCP Refresher course 2/2006
Program	Year 2005 - Audit Committee Program (ACP) 9/2005
Program	Year 2002 - Director Certification Program (DCP) 15/2002
Program	Year 2001 - Role of Chairman Program (RCM) 6/2001
Program	Year 1993 - Executive Program Stanford - NUS

The Brief of Working Experience during the past 5 years

At present being Director of 1 Listed company

During	Position	Company Name	Type of Business
2007 - Present	Nomination and Remuneration Committee	Home Product Center Plc.	Retail
2005 - Present	Audit Committee and Independent Director		
1999 - 2019	Audit Committee and Independent Director	Thai Reinsurance Plc.	Insurance
2003 - 2013	Audit Committee, Independent Director and Chairman of Risk Management Committee	Chubb Samaggi Insurance Plc.	Insurance

At present being Director of 2 non-listed companies

During	Position	Company Name	Type of Business
2020 - Present	Chairman	Suzuki Motor Thailand Co., Ltd.	Distributor
2010 - Present	Chairman of Executive Director	SBL Leasing Co., Ltd.	Financials

Conflict of Interest

1. 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.
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
 - 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 6 terms for 16 years 6 months 18 days of services:

- 1st Term: From September 22, 2005 to April 04, 2007
 2nd Term: From April 04, 2007 to April 07, 2010
 3rd Term: From April 07, 2010 to April 05, 2013
 4th Term: From April 05, 2013 to April 07, 2016
 5th Term: From April 07, 2016 to April 09, 2019
 6th Term: From April 09, 2019 to April 08, 2022

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

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

Attachment 6

Definition of Independent Director

“Independent Director” means the director who is independent in expressing his opinion to the operation of the Company, must be a person who has no involvement or interest to the result of operation either directly or indirectly. The qualifications of the Independent Director are as follows:

1. Hold share less than 0.5% of paid up capital of the Company, affiliates company, joint company, associated company, including the shares held by the related person.
2. Being independent either directly or indirectly of both financial and management of the Company or joint company or major shareholders of the Company, and having no benefit or interest in such manner within 2 years before being appointed as the Independent Director, unless the Board of Director has carefully considered and see that such participation in having benefit or interest will not affect the duty performing and the independence in giving an opinion.
3. Being independent from the executives and major shareholders of the Company. Must not be the Director who has been appointed as the representative to maintain the interest of the Director of the Company, major shareholders, or shareholders who are related to the major shareholders of the Company.
4. Must not participate in management and must not be employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.
5. Must not be related person or relatives of the executive or major shareholders of the Company.
6. Capable to perform his duty and express opinion or report result of duty performing independently as assigned by the Board of Directors, and not under the control of the Executive or major shareholders of the Company, including related person or close relatives of such person.
7. No other character that causes the inability to give opinion to operation of the Company independently.

Attachment 7

Biography of Auditors

Mrs. Gingkarn Atsawarangsalit

Mrs. Gingkarn has had executive responsibility for a large number of major due diligence exercises performed for both potential pre-acquisitions and mergers, and is highly experienced in review of financial projections.

Her clients have included SET – listed companies and a large number of multinationals. She has special expertise in work related to the automotive manufacturing, hotel, real estate and telecommunications industries, where she has conducted both audit and due diligence work.

Mrs. Gingkarn has a bachelor's degree in Accountancy from Chulalongkorn University, and a Master of Business Administration degree from Kasetsart University. She is a Certified Public Accountant (Thailand).

Ms. Sumana Punpongsanon

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

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

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

Mr. Chayapol Suppasedtanon

In over 25 years of extensive experience of auditing and currently as an audit partner, serving clients in a wide range of industries. His clients include SET-listed companies. He has special expertise in audit work related to comprehensive exposure in the manufacturing, trading and hotel sectors.

Mr.Chayapol's work has included extensive involvement in due diligence exercises, and management consultancy work in a wide range of industries.

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

Ms. Orawan Techawatanasirikul

Ms. Orawan joined EY in 1993. and currently as an audit partner, serving clients in a wide range of industries. Her clients include SET-listed companies. She has special expertise in audit work related to automotive business, agriculture, manufacturing, healthcare products, hospital and hotel business.

Ms. Orawan has extensive regular audit, due diligence review and the J-SOX internal control attestation procedure for automotive manufacturing company.

Ms. Orawan graduated a Bachelor's degree in Accounting , Diploma program in Auditing, and a Master's degree in Accounting from Thammasat University. She is a Certified Public Accountant (Thailand) and an approved auditor by the Securities and Exchange Commission of Thailand.

Attachment 8

Articles of Association Relating to Shareholders Meeting

No.13 The directors shall be elected at the shareholders' meeting according to the following rules and methods;

- (1) A shareholder shall have a voting right of one share per one vote.
- (2) A shareholder can cast all votes he has as per (1) to elect one or several persons as director or directors, but cannot divide/split and cast his votes in any number for any one in particular.
- (3) The person with the highest votes shall be elected first and subsequent persons shall be elected respectively until all directors which ought to be or are required to be elected at the meeting have been elected. In case the last person to be elected as the director has the same number of votes as the subsequent person, the Chairman of the meeting shall cast an additional vote to determine the election.

No. 27 The shareholder may attend and vote by proxy in the shareholders meeting. The proxy must be dated and signed by the shareholder and shall be in form prescribed by the registrar.

This proxy must be submitted to the chairman or the person designated by the chairman at the venue prior to the proxy attending the meeting.

No. 28 In the shareholders meeting, there must be shareholders and proxies (if any) attending at the meeting not less than twenty-five person or shareholders and proxies attending at the meeting not less than half of the total shareholders and in any case the shareholders shall hold shares not less than one-third of the total shares subscribed to constitute a quorum.

The chairman shall preside over the shareholders meeting. In the case where the chairman is not present at a meeting or is unable to perform his/her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his/her duty, the shareholders shall elect one among themselves to preside over the meeting.

No. 29 Voting in the shareholders meeting, one share is entitled to one vote.

Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be stipulated by the chairman of the meeting.

Resolution of the Shareholders Meeting

No. 29 3rd paragraph

the Resolution of shareholders' Meeting shall consist of votes as follow:

- (1) The majority votes of shareholders present and vote in the meeting, for such normal case. In the case of equality of votes, the chairman of the meeting shall be entitled to a second or casting vote
- (2) In following cases, voting shall be not less than three fourth of the votes of the shareholders present and have rights to vote in the meeting.
 - (1) Divestiture or transfer of whole or substantial parts of business to the third party

- (2) Purchase or acquired businesses from other companies or private company belong to the Company.
- (3) Executing, amending or terminating agreement that relating to lease of whole or substantial part of business, assigning others to enter into the business management of the Company or business mergers with other person or juristic person with objectives of profit and loss sharing.
- (4) Amendment of the Memorandum of Associations or the Article of Associations.
- (5) Increase or Decrease capital of the Company or issuance of debenture.
- (6) Amalgamation or Dissolution of the Company

Attachment 9



แบบฟอร์มการขอรับหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2565 และแบบ 56-1 One Report ในแบบรูปเล่ม

บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน)

Request Form for the printed Invitation for Annual General Meeting of the Shareholders for the year 2022, 56-1 One Report

Home Product Center Public Company Limited

ข้าพเจ้า.....

I/We.....

เลขทะเบียนผู้ถือหุ้น.....Shareholder's Registration No.....

เป็นผู้ถือหุ้นของ บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of Home Product Center Public Company Limited (“the Company”)

โดยถือหุ้น ณ วันปิดสมุดทะเบียนผู้ถือหุ้นเพื่อเข้าร่วมประชุมสามัญประจำปี 2565 จำนวนทั้งสิ้นรวม.....หุ้น

holding the total amount of shares on the date of closing the registration book for the Annual General Meeting of Shareholders for the Year 2022

☐ ขอรับหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2565

Request for the printed Invitation for Annual General Meeting of the Shareholders for the year 2022

☐ ขอรับรายงานประจำปี 2564 (แบบ 56-1 One Report)

☐ Request for printed Annual Report year 2021 (56-1 One Report)

โดยขอให้บริษัทฯจัดส่งเอกสารดังกล่าวให้กับข้าพเจ้า ตามที่อยู่ระบุไว้ดังต่อไปนี้

Please send the requested document to me as the address stated below.

ลงชื่อ / Signed.....ผู้ถือหุ้น / Shareholder

(.....)

ชื่อ / Name.....

อยู่บ้านเลขที่ / Reside at.....ถนน / Street.....

ตำบล / แขวง / Sub-District.....อำเภอ / เขต / District.....

จังหวัด / Province.....ประเทศ / Country.....

รหัสไปรษณีย์ / Postal Code

หน่วยงานนักลงทุนสัมพันธ์
บริษัท โฮม โปรดักส์ เซ็นเตอร์ จำกัด (มหาชน)
31 ถนนประชาชื่นนนทบุรี ตำบลบางเขน อำเภอเมือง
จังหวัดนนทบุรี 11000

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Contents

1

Preparation for DAP e-Shareholder Meeting

2

Steps of e-Registration

3

Steps of joining the e-Meeting

4

e-Question and e-Voting functions

5

Resetting password

1

Preparation for DAP e-Shareholder Meeting



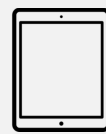
For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

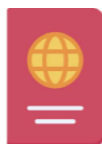
Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1

Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2

Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

2

Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”

2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking ☒ and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form



Attend in person



Proxy

Step 2

Specify the type of shareholder



Thai person



Foreign person /
Person without the ID card



Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

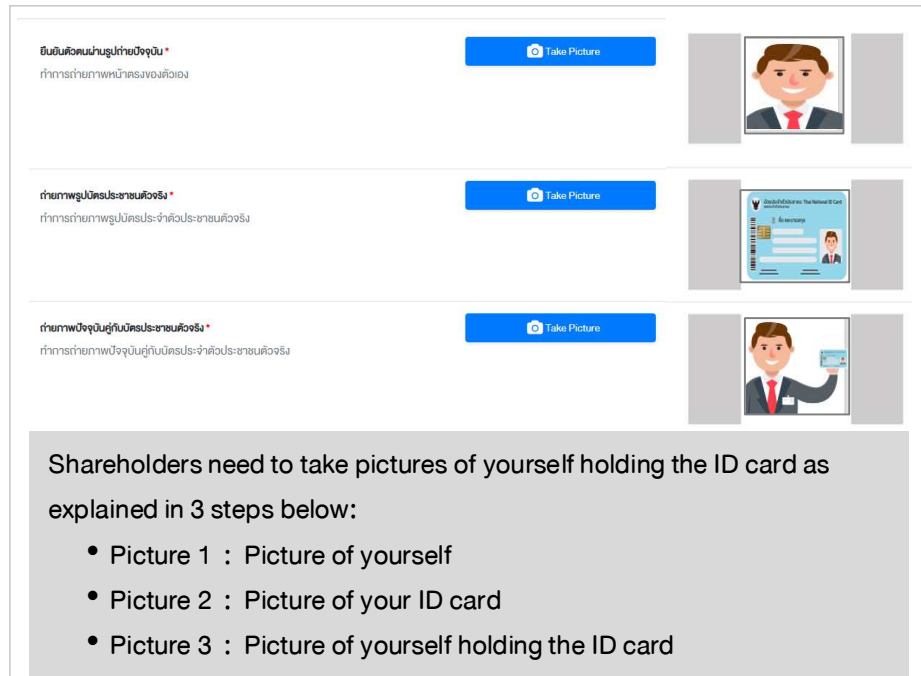
2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself



ขั้นตอนที่ 5: ถ่ายภาพตัวเอง

1. ถ่ายภาพตัวเอง

2. ถ่ายภาพบัตรประชาชน

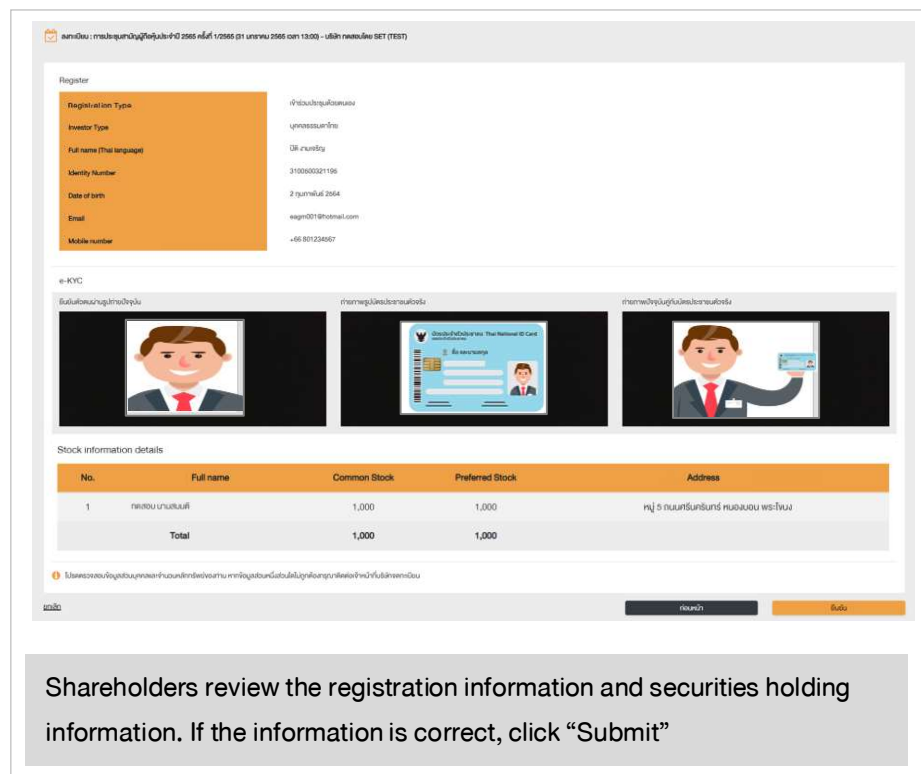
3. ถ่ายภาพตัวเองถือบัตรประชาชน

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information



Register

Registration Type: Individual Investor

Investor Type: Individual Investor

Full name (Thai language): คุณสมชาย ใจดี

Identity Number: 3100000000000000000

Date of birth: 27 กุมภาพันธ์ 2544

Email: eegm001@nsemail.com

Mobile number: +66 801234567

e-KYC

1. Selfie

2. ID card

3. Selfie with ID card

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	คุณสมชาย ใจดี	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงคลองเตย เขตวัฒนา กรุงเทพมหานคร 10110
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form

☒ Attend in person ☐ Proxy

Step 2

Specify the type of shareholder

☐ Thai person ☒ Foreign person / Person without the ID card ☒ Juristic person

Step 3

Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

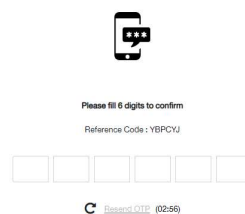
Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

Step 4

Enter OTP



OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter

Upload attachments as specified in the invitation letter

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

☐ Attend in person ☒ Proxy

Step 2

Specify the type of proxy

☒ Proxy to another person (A) ☐ Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



อัพโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at

[เอกสารใบมอบฉันทะ น.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4 Proxy to independent director (B)

Step 1

Choose a registration form

☐ Attend in person ☒ Proxy

Step 2

Specify the type of proxy

☐ Proxy to another person (A) ☒ Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director*

Independent Director

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

☒ Agree ☐ Disagree ☐ Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

☒ Agree ☐ Disagree ☐ Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบฉันทะ: v.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

Click the meeting link in the email received from the system.

Step 2

Enter username (email address that you have registered) and password

Step 3

1. Search for the meeting by finding the Company name / Meeting type etc.

2. Click on the meeting you wish to join

Step 4

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting” Join Meeting
- Agree to the terms and conditions of service by marking ☒ and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room

Open WebEx Leave Meeting

DAP e-Shareholder Meeting

1

คุณกรรมการ ชีสร: ประธานกรรมการ

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Q&A 5 Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark :

06 February 2022 14:09 Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกออกไปตอบในวาระที่ 3

06 February 2022 14:09 Delete

Completed

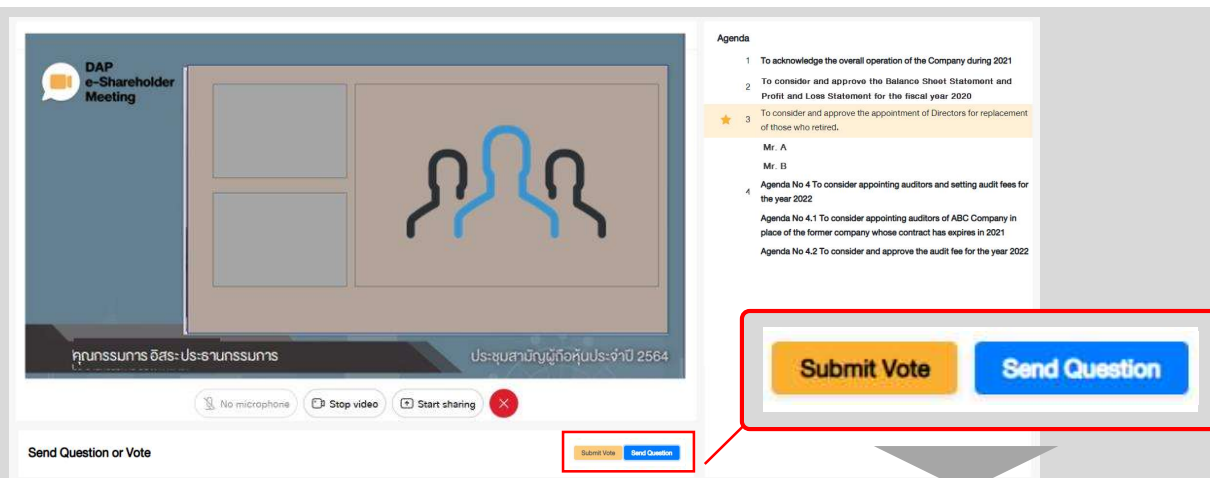
Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions



During the meeting, shareholders can submit questions in advance:

1. Click "Send Question" Send Question
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click "Send Question" Send Question

Send Question

Agenda *

Select agenda

Question (Optional)

0/1000

Close Send Question

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

Submit Vote Send Question

Submit Vote

Agenda

To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

☐ Agree All ☐ Disagree All ☐ Abstain All

Shareholder : Mr. A Tester

☐ Agree ☐ Disagree ☐ Abstain

1) Proxy : Mr. B Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

2) Proxy : Mr. C Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

Close Submit Vote

For each agenda, there are 3 voting options:
"Approve", "Disapprove" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" Submit Vote

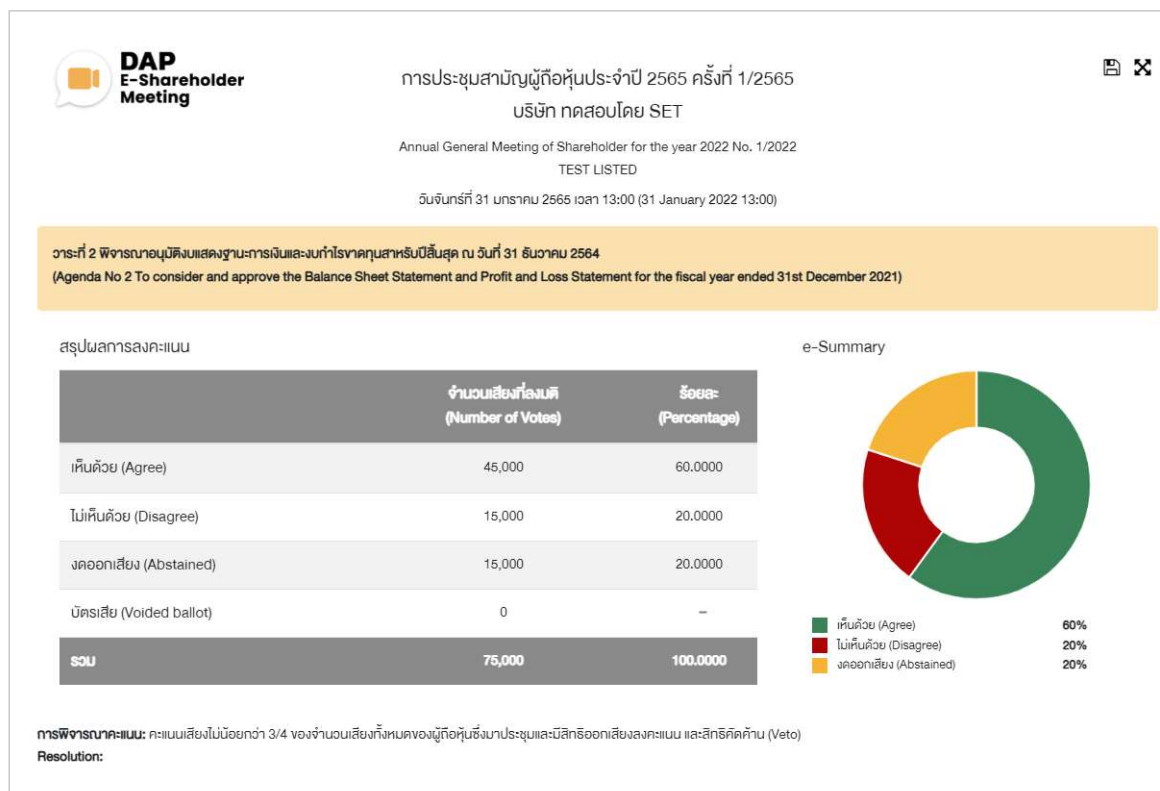
Shareholders are able to vote only within given time frame.

4

e-Question and e-Voting functions

e-Voting functions

Example of voting results



Send Question or Vote

Submit Vote

Send Question

Q&A

Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020		
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A		
5	Mr. B		

Agenda has voting, Voting Result Summary

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

DAP E-Shareholder Meeting

TEST LISTED
Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

Forgot password!

Login

or

New registration

Investor Registration Manual
Recommended Browser: Chrome

There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Forgot password

Email *

Email

Please enter the registered email address

Forgot password!

Close Submit

Check your inbox

Email sent success

Please check your email to reset your password

Close

Set new password

Reset password

Email
eservice002@hotmail.com

Password
Password

Confirm password
Confirm password

Submit

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Forgot password

Email *

Email

Please enter the registered email address

Forgot password!

Close Submit

Enter your mobile phone number

Forgot password

Mobile number *

Mobile number

Please enter the registered mobile address

Forgot password!

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

0 0 0 0 0 0

Resend OTP (01:22)

Set new password

Reset password

Password
Password

Confirm password
Confirm password

Submit

To download user manual,



DAP e-Shareholder Meeting



shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:

